

**MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE**  
**Wednesday 15 November 2023**  
**5.30PM**  
**Via Teams**

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**MINUTES**

**Present:** Catherine Boyd-Maunsell (Chair)  
 Tony Stevenson  
 Caireen Mitchell (Principal & CEO)  
 Nasim Jivani Hemani  
 Frederick Law

**Clerk:** Clare Mitchell, Director of Governance

**Minutes:** Nichole Sansome, Executive Office – Business Manager

No.	Item
1.	<p><b>Apologies for Absence</b></p> <p>No apologies received.</p>
2.	<p><b>Declaration of Interest</b></p> <p>Item 7 related to the reappointment of Nasim Jivani Hemani who was a member of the committee. Nasim left the meeting for this item.</p>
3.	<p><b>Minutes of the Meetings held on 04 October 2023.</b></p> <p>The minutes of this meeting were agreed as an accurate record.</p>
4.	<p><b>Matters arising from the Minutes not on the Agenda</b></p> <p>The action summary paper was taken as read.</p>
5.	<p><b>Governance Policies and Procedures</b></p> <p>i. <u>Search Committee Annual Report 2022/23</u></p> <p>The report provided by the DoG outlined the recruitment activities conducted by the committee during 2022/23. During the year, two External Governors resigned, one came to the end of their final term of office and two Staff Governors resigned.</p> <p>In addition, there had been one resignation by an External Governor to date in 2023/24, and a replacement for this Governor would need to be recruited.</p> <p>The report showed that one reason behind External Governor resignations was pressure of work/other commitments. The DoG and Chair of the Board confirmed that the time commitment required for Governors was highlighted during informal and formal stages of recruitment.</p>



The committee discussed KPIs/Principles for EDI on the Board and what targets may be representative to be factored in for future recruitment. The DoG highlighted that there were only 12 External Governor roles, she would report broad EDI targets to the next meeting.

The committee **recommended** the report to the Board for information.

**Action – the DoG to set broad EDI targets for the Board and report to the next meeting.**

ii. Annual Review of Declaration of Interests 2022/23

The committee **reviewed** the current declaration of interest register for governors, co-opted members and the executive team.

The DoG sought the committee’s view on whether the register of interests for Governors and Executive should be published on the website, following a recommendation of the Governance Procedural Report from the External Governance Review. The committee briefly discussed the point and determined that the current practice of supplying the register on request was sufficient, and it should not be published on the website.

The committee **recommended** the full register of interests should be formally reported to the Board.

iii. Governing Body EDI Data Return

The DoG presented the report, noting it reflected membership of the Board as at 31<sup>st</sup> July 2023.

The committee reviewed the data noting that the setting of EDI targets had already been discussed which would ultimately inform areas of underrepresentation and future External Governor recruitment.

iv. Compliance with the AoC Code of Governance in 2022/23

The DoG presented the report which sought decision on whether a line by line review of the College’s compliance with the Code was necessary. This was normally part of the annual governance self-assessment. However, as an External Governance Review had taken place in 2022/23 and internal governance self-assessment was not required. The scope of the External Governance Review had taken the 2021 version of the code into account.

The DoG also reported that an assessment of the College’s compliance with the AoC’s new code would come to the Committee in February 2024 and the Board would be asked to adopt the new Code for 2024/25.

**Action – DoG to bring an assessment of the College’s compliance with the AoC new Code of Governance to the next meeting**

The committee **agreed** that a full review of compliance with the 2021 version of the AoC code was not required for 2022/23 as this had been satisfied by the External Governance Review.



<p>6.</p>	<p><b>External Governance Review (EGR) and Action Plan</b></p> <p>The DoG presented the report, highlighting 5 of the 22 EGR recommendations, which had been prioritised for implementation following the Board meeting on 18 October 2023.</p> <p>The Chair of the Board noted progress had been made toward those five recommendations, and changes to the Link Governor scheme had progressed two of the five recommendations significantly.</p> <p>The Chair queried how reports would be made more strategic. The DoG outlined the scrutiny process already in place through Executive review of agendas, and paper review meetings which provided an opportunity for papers to be adjusted prior to distribution.</p> <p>The P&amp;CEO added the introduction of Key Issues reports during 2022/23 helped to provide a summary of challenges, and going forward larger documents would be shared via the Governors' Portal rather than included in papers. The effectiveness of this approach would be assessed following the Autumn term meetings.</p> <p>The committee discussed introducing consent agendas which would remove discussion for those items not requiring additional conversation versus matters of significant importance to the Board. The DoG would explore this further and provide a verbal update to the next meeting.</p> <p><b>Action – DoG to explore the introduction and implications of consent agendas and report to the next meeting.</b></p>
<p>7.</p>	<p><b>Reappointment of Nasim Jivani Hemani</b></p> <p>Nasim Jivani Hemani left the meeting for the duration of this item.</p> <p>The DoG presented the report and sought the recommendation of the committee to reappoint Nasim Jivani Hemani as a member of the Governing Body for a second term of office.</p> <p>The committee <b>recommended</b> the reappointment to the December Board meeting.</p>
<p>8.</p>	<p><b>Recruitment of New External Governor and 2023 Skills Audit</b></p> <p>The DoG presented the report and asked the committee to decide on the skills/background to be sought during the recruitment of a new External Governor, and to comment on the proposed timescale for recruitment.</p> <p>The Chair noted that the two CV's attached to the report would further unbalance the EDI profile of the Board and queried whether the External Governor vacancy had been advertised. The committee discussed possible routes for advertising, and the impact a delayed timeline could have on the ability to appoint at the December meeting.</p> <p>The committee <b>agreed</b> that the vacancy should be advertised via LinkedIn, the College website and social media for two weeks with interviews planned for beginning of December.</p> <p><b>Action – the DoG to arrange for the External Governor vacancy to be advertised and adjust the timescale as required.</b></p>



<p><b>9.</b></p>	<p><b>Programme for Governor Day – 13 December 2023</b></p> <p>The DoG presented the draft agenda for the Governors Day.</p> <p>The committee <b>agreed</b> the day should start at 09.30am to afford time for Governors to see curriculum areas, and increase the slot for Strategic Planning.</p> <p><b>Action – DoG to inform Governors and adjust arrangements accordingly.</b></p>
<p><b>10.</b></p>	<p><b>Areas for Discussion</b></p> <p>i. <u>Reappointment of Governors 2024 &amp; 2025</u></p> <p>The DoG provided a verbal update that the following External Governors would be coming to the end of their first term in the next 2 years and discussions would need to be held with those individuals as to whether they wish to be reappointed for a second term as the dates approach:</p> <ul style="list-style-type: none"> <li>• Catherine Boyd-Maunsell – 2024</li> <li>• Andrew Gilchrist – 2024</li> <li>• Frederick Law – 2025</li> <li>• Andy Wilson – 2025</li> <li>• Niral Patel - 2025</li> </ul> <p>The committee <b>noted</b> the update.</p>
<p><b>11.</b></p>	<p><b>Post Meeting Evaluation/Committee Self-Assessment 2022/23</b></p> <p>The committee <b>agreed</b> the session had gone well, with free and open discussion.</p> <p>The committee <b>discussed</b> the self-assessment outcomes and agreed to appoint an additional External Governor to the committee. The outcome of the self-assessment was that the Committee’s performance was good</p> <p>It was noted that the additional External Governor would also join the Remuneration Committee. The DoG would speak to Louise Cretton as Vice Chair to explore her interest in joining the committee(s).</p> <p><b>Action – the DoG to explore interest from Vice Chair, Louise Cretton, to join Search &amp; Governance and Remuneration Committees. Reporting to the following meeting.</b></p>
<p><b>12.</b></p>	<p><b>Dates of Future Meetings</b></p> <p>Wednesday 21 February 2024 (virtual) Wednesday 26 June 2024 (in person)</p>
<p><b>13.</b></p>	<p><b>Other Business</b></p> <p>None.</p>



*Approved as an accurate record by the Search and Governance Committee at its meeting on 21 February 2024*

*Clare Mitchell  
Director of Governance*