

Minutes of the Meeting of the Governance, Search and Strategy Committee

held at 4.00pm on Wednesday 28 September 2022
via Teams.

Present:	Mr S Wilcox (SW) Ms T Aust (TA) Mr B Armstrong (BA) Mr S McGeoch (SM) Mr A Rides (AR)	Chair Principal
Apologies:	Mr A Luke (AL) Mr J Bryant (JB)	
In Attendance:	Ms K Frost (KF) Mr M Cooper (MC)	Head of Governance Executive Director Finance, HR and Development

1/22 **Welcome and Apologies**

The Chair welcomed everyone to the meeting. Apologies for absence were received and accepted from AL and JB.

2/22 **Declarations of Interest**

There were no declarations of interest relating to the items on the agenda.

3/22 **Minutes of the Last Meeting**

Minutes from the meeting of the committee held on 4 May 2022 (Paper 1) had been received in advance.

IT WAS DECIDED the minutes were a true record of the meeting and they were approved.

4/22 **Matters Arising**

The Summary Action Point List (Paper 2) had been received in advance. The committee reviewed progress towards the actions agreed at the last meeting:

Minute Ref	Details of Action Point	Status Update
7/22b	Re-draft the skills audit template form and circulate to committee members.	Completed.

7/22c	Look into the option of giving new governors terms of office of different lengths and implementing a probation period.	Completed. The Instrument and Articles of Government allow for governors to have terms of office of up to 4 years. The appointment letter states that their tenure is subject to a satisfactory review with the Chair at the end of the first year of office.
9/22	Review the governance action plan.	Agenda item.
9e/22	Review the governor induction process.	Completed.

5/22 **Risk Management**

MC explained the current position with risk management in the College. The College used to have a risk register with approx. 60 risks on it but over the past year the register had been rationalised and consolidated which had reduced the risks to around 25. The risks were categorised and linked to the development plan objectives. Risks were managed continuously at an operational level through the ET+ groups. At a governor level, risks were discussed at each committee meeting and then feedback about the discussion was given to the Audit Committee. The Audit Committee reviewed the full risk register annually alongside the Board assurance that was in place.

The Chair said he had asked for a broader review of risk. It was clear the College had a robust process in place for risk management but from a Corporation perspective the risk position could be made more accessible and visible and risk needed to be a key driver when governors were making assessments and decisions.

The following actions were agreed:

Review of the Risk Management Policy, to include the process for early warning mechanisms.

Action: MC

Draft a risk appetite and risk tolerance framework for review by the Corporation at a Corporation Strategy day.

Action: MC

Arrange a blank paper exercise for governors to identify risks to the College and ensure that all key risks are covered by the existing risk register.

Action: MC

Review how risk is presented to the Corporation to make it more visible and accessible.

Action: MC/SM

Governors discussed whether to include a section about risk in the 3 Year Strategic Plan and agreed to include the top 5 risks in it.

Governors said it would be important to consider the risks and implications involved with events happening there were external to the education sector and outside of the College control.

Governors suggested adding risk to the beginning of each governor meeting to remind governors about the key risks and then to the end of the meetings to ensure they had been covered off.

Action: KF

6/22 Governance Report

a) Governance Report

The 'Governance Report – Autumn 2022' (Paper 4) was received in advance of the meeting. The committee discussed key areas in the report.

Corporation Membership and Succession Planning

The current determination of the number of members on the Corporation was 16 which had been increased from 15 members in May 2022 to allow for recruitment of new members. It was agreed to recommend to the Corporation that the number of members be decreased back to 15 from 1 January 2023 when SW's term of office came to an end.

The Committee discussed succession plans for BA whose term of office was due to come to an end in July 2023. It was agreed there was a need to start recruitment for additional members who had generic skills in education. KF would draft a role description and TA would identify whether there were any potential candidates through her existing networks.

Action: TA/KF

It was agreed that SW would contact LW to see if she would be returning from sabbatical.

Action: SW

Committee Membership

The Committee discussed committee membership and whether any changes were needed:

- Audit Committee: It was agreed there was no longer a need to strengthen membership of the Audit Committee following recent recruitment.
- Curriculum, Quality and Standards Committee: Governor recruitment would focus on recruiting someone with education experience to join the committee.
- Remuneration Committee: It was agreed to recommend to the Corporation that membership of the committee be changed to: AL, BA, SW and SM. A meeting of the Committee would be arranged for the Autumn term.

Action: KF

Governor Training

The Committee discussed the Corporation training needs for 2022-2023. It was agreed TA and KF would work on a final training plan.

Action: TA/KF

Governor Pages on the Website

The Head of Governance reported that she was working with the Marketing Team to update the governance pages on the website. The new web pages would include photos of governors and a short bio. The Committee were in agreement to proceed but said governors should be asked if they are happy for their photo to appear on the website.

Paperless Governance

In line with the sustainability and financial objectives of the College it was agreed to ask governors to use electronic devices for accessing papers in meetings rather than providing printed copies of the papers.

However, some documents with a longer term life, such as Handbooks and the Strategic Plan would be provided as paper copies as well as electronic versions.

Department for Education Governance Guide

It was noted that the Department for Education had recently updated the FE and Sixth Form College Corporations Governance Guide.

b) **Governor Handbook**

The 'Governor Handbook 2022-2023' (Paper 5) was received in advance of the meeting.

Referring to the list of key documents in Annex 2, governors suggested adding in information about priority order for new governors.

Action: KF

IT WAS DECIDED to recommend the Governor Handbook to the Corporation for approval.

c) **Standing Orders**

The 'Standing Orders 2022-2023' (Paper 6) was received in advance of the meeting.

IT WAS DECIDED to recommend the Standing Orders to the Corporation for approval.

d) **Scheme of Delegation**

The 'Scheme of Delegation and Committee Terms of Reference' (Paper 7) was received in advance of the meeting.

IT WAS DECIDED to recommend the Scheme of Delegation to the Corporation for approval.

Individual committees would be reviewing their terms of reference throughout the Autumn term.

Governors suggested some amendments to the Terms of Reference for the Curriculum, Quality and Standards Committee.

e) **Governance, Search and Strategy Committee Terms of Reference**

After making an amendment to the wording in 6.2a, IT WAS DECIDED to recommend the Governance, Search and Strategy Committee Terms of Reference to the Corporation for approval.

f) **Schedule of Business**

The 'Indicative Schedule of Business 2022-2023' was received in advance of the meeting and noted.

g) **Student Governor Role Description**

The 'Student Governor Role Description' was received in advance of the meeting and agreed.

h) **Governor Visits Guidance**

The 'Governor Visits Guidance and Form 2022-2023' was received in advance of the meeting.

It was agreed that KF and TA would allocate governors to the curriculum link areas.

Action: TA/KF

IT WAS DECIDED to recommend the Governor Visits Guidance to the Corporation.

7/22 **Governance Self-Assessment Review (SAR)**

a) **Governance SAR 2021-2022**

An update on progress towards the Governance SAR for 2021-2022 (Paper 11) was received in advance of the meeting.

The Committee reviewed the status of the Governance KPIs. Governors suggested the list of KPIs could be reviewed and that they could be monitored more frequently.

The Committee reviewed progress against the Good Governance Indicators. One of the amber items was relating to governors receiving monthly management accounts. Currently management accounts were received at each meeting of the Finance, Resources and Capital Projects Committee but not monthly. Governors were in agreement that monthly management accounts were not necessary. The Corporation had a dashboard which all governors had access to, the Finance, Resources and Capital Projects Committee received regular management accounts and there was a robust scheme of delegation and controls in place. It was agreed to remove it from the list of indicators.

The draft Governance Action Plan for 2022-2023 was received in advance of the meeting. Governors were asked to send in any comments to the Head of Governance.

b) **External Review of Governance**

Papers about the new requirement to hold an external review of governance were received in advance of the meeting. (Papers 12a and 12b).

The Committee discussed next steps. It was agreed TA/KF would explore a potential provider and consider focus areas for the review.

Action: TA/KF

8/22 **Strategic Plan Update**

The draft Strategic Plan (Paper 13) was received in advance of the meeting and noted. It was agreed to take the Strategic Plan to the next Corporation meeting for approval.

9/22 **Items for the Next Agenda**

- Review Governor KPIs.

10/22 **Date of the Next Meeting**

The date of the next meeting of the committee was Wednesday 1 February 2023 at 6.00 pm.

Summary of Actions

No.	Action	Lead	Target Date
5/22	Review the Risk Management Policy to include the process for early warning mechanisms.	MC	Jan 2023
5/22i	Draft a risk appetite and risk tolerance framework for review by the Corporation at a Corporation Strategy Day.	MC	Jan 2023
5/22ii	Arrange a blank paper exercise for governors to identify risks to the College and ensure that all key risks are covered by the existing risk register.	MC	March 2023
5/22iii	Review how risks is presented to the Corporation to make it more visible and accessible.	MC/SM	Dec 2022
5/22iv	Amend the agendas of governor meeting to include risk at the beginning and end of meetings.	KF	Oct 2022
6/22	Draft a role description for the governor recruitment.	KF	Oct 2022
6/22i	TA to identify whether there were any potential candidates with the education skills needed through her existing networks.	TA	Oct 2022
6/22ii	Contact LW to see if she will be returning from sabbatical.	SW	Oct 2022
6/22iii	Arrange a meeting of the Remuneration Committee for the Autumn term.	KF	Oct 2022
6/22iv	Add in information about priority order for reading the key documents in the Governor Handbook.	KF	Oct 2022
6/22v	Allocate governors to the curriculum link areas.	KF/TA	Oct 2022
7/22	It was agreed TA/KF would explore a potential provider and consider focus areas for the review.	KF/TA	Nov 2022