

Draft



Minutes of the Governors' Search & Governance Committee meeting held on 11 October 2023

Present:

David Brown
Guy Thomas
Karen Buchanan
Richard Thorley
Jim Sutcliffe
Gillian Bardin

In Attendance:

Simone Lomas
Joanne Weeks
Kate Wallace

Contributed:

David Meakin

Apologies for absence

There were no apologies for absence.

Declaration of Interest

1 There were no declarations of interest noted.

Minutes of the Committee meeting held on 10 May 2023

2 The minutes of the meeting held on 10 May 2023 were accepted as a true record, proposed by Richard Thorley and seconded by Gillian Bardin.

Matters arising from the minutes

3 Paragraph 4 – David Shorrock attended the October Board meeting, providing some reassurance. Richard noted that more substance is required suggesting more regular visits to the College.

4 Paragraph 9 – the process for the reappointment of Richard Thorley to the Board has been completed. Applications for Staff Governor, to replace Gareth Jones, has been delayed to align with the appointment of Student Governors.

5 Paragraph 11 – the vacancy for Vice Chair of the Human Resources Committee will be dependent on the outcome of the replacement of the Chair of the Corporation. David Brown has agreed to attend the Human Resources Committee as Vice Chair in the interim.

6 Paragraph 12 – the AoC have been appointed as the External Reviewing organisation and will begin with a scoping meeting in February 2024.

7 Paragraph 15 – The Governors' Code of Conduct will be reviewed in terms of content and format and presented at the May 2024 Committee meeting.

Attendance

- 8 Simone Lomas presented a paper outlining those Governors who had fallen below 66% attendance and the reasons for their low attendance were considered. There were two Governors registering below 66%.
- 9 Governors discussed the particular governors' attendance levels. Governors felt that both governors bring invaluable expertise to the Board, through their connections and reputational influence.
- 10 After a lengthy discussion, it was agreed for Karen Buchanan to contact both governors and discuss their attendance levels.
Action: Karen Buchanan
- 11 Simone asked if governors were happy with the expected 80% benchmark for attendance. It was agreed that the sector average should be investigated by Simone Lomas and be reported back to the next meeting.
Action: Simone Lomas
- 12 Gillian Bardin raised the option of co-opting governors from specialist fields in an attempt to improve attendance. David Brown stated that the external review of governance will be a benchmark moving forward.
- 13 Governors noted the position.

Planning for the future

- 14 Simone Lomas presented the report advising that there are currently no external vacancies on the Board.
- 15 Gerald Griggs' term of office expires in December 2023 and at this stage Gerald has not been asked whether he would like to be considered for re-election at this stage. It was agreed for Karen to contact Gerald to discuss his term of office.
Action: Karen Buchanan
- 16 David Meakin's term of office expires in November 2023. David has recently informed the College of his wish to not be re-elected to the Board and will subsequently resign from the position of Chair of the Governing Board. The recruitment process for the position of Chair will be initiated, with David Brown in the meantime undertaking the position of Chair until the appointment and endorsement of a new Chair.
Action: Simone Lomas
- 17 Richard Thorley has requested to step down from Chair of the Finance Committee to Vice Chair. Guy Thomas, currently Vice Chair, has accepted the position of Chair of the Finance Committee. Governors approved this change proposed by Jim Sutcliffe and seconded by Gill Bardin.
- 18 Simone updated governors on the removal of the clauses from the Instruments and Articles regarding quorum of Board meetings.

- 19 Simone updated governors on the External Review of Governance following the appointment of the Association of Colleges commencing in February 2024. Further detail will be discussed at the Governors' Strategic Residential in January 2024 on how the review will impact the College.
- 20 Simone informed governors on the newly published Code of Governance published in September 2024 which reflects a commitment to advancing governance practices in colleges across the sector and ensuring they align seamlessly with the unique challenges and opportunities faced by Further Education institutions. Governors will be appraised of any changes in practice, process and documentation as a result of the new code.
- 21 Governors noted the governor update and the Code of Governance update and approved the amendment to the Instruments and Articles.

Approved by Chair, David Brown

Signed: David Brown

Date: 13 November 2023

NOTE: Final approval of the minutes will be at the following sub committee meeting.