



**Cirencester
College**

VERSION – EXTERNAL MINUTES (Final)

**MINUTES OF CIRENCESTER COLLEGE
SEARCH AND GOVERNANCE COMMITTEE MEETING
Monday 6th February 2023 at 5.00 pm**

Board Room and Microsoft Teams

Present: **Fiona Galbraith (Chair)**
Jane Fern (JF) (Staff Governor)
Jim Grant (JG) (Principal)
Ben West (BW) (External Governor)
Libby Reed (LR) (External Governor)

In attendance: Jeannie Adam (JA) (Clerk).

Governor question – GQ
Governor comment – GC
Committee decision – CD

1. Apologies:

Apologies were received and accepted from PH.

2. Declaration of interest.

There were no declarations of interest.

3. Minutes of previous meeting (31st October 2022).

The minutes of the previous meeting (confidential internal version and external version) which was held on the 31st October 2022 had been circulated with the agenda of the meeting.

- a. The confidential internal minutes were agreed to be an accurate record of the previous meeting and were signed by the Chair.
- b. The external minutes were agreed to be an accurate record of the previous meeting and were signed by the Chair.

4. Matters arising from previous minutes.

Item 8a – email from Clerk to PH on 16th November 2022 outlines position regarding appointment to advisory roles was circulated with the agenda for the meeting.

GC – Associate members without voting powers could be considered and linked to a committee or a particular project.

GC – With a well balance board, there may be no need to consider this approach. Additional support for the SLT could be sought on occasion. Expertise should be balanced with good knowledge of the college.

GC – governor expertise has been utilised on key matters and has been valuable.

CD – This is an option to consider but the focus should be on maintaining a balanced board.

5. External review of governance

The report regarding the ongoing external review of governance being carried out by Stone King had been circulated with the agenda for the meeting.

The committee noted the report.

6. Corporation membership (confidential)

BW left the meeting.

The discussions are recorded in the confidential internal minutes of the meeting.

Action – Clerk to add these recommendations to the agenda for the Corporation meeting on 20th March 2023.

BW returned to the meeting.

- a. The Chair of Search and Governance proposed that Standing Order Appendix 17 – Corporation and Co-opted Members' Tenure of Office should be reviewed annually in order to ensure that the terms of members' tenure are appropriate to the requirements of Corporation membership.

CD – The committee unanimously agreed to recommend to the Corporation meeting on 20th March 2023 that Standing Order Appendix 17 – Corporation and Co-opted Members' Tenure of Office should be reviewed annually.

CD - The committee unanimously agreed to recommend to the Corporation meeting on 20th March 2023 that the tenure for corporation and co-opted members should remain currently as, 1 probation year followed by 2 terms each of 3 years (subject to review).

Action - Clerk to add these recommendations to the agenda for the Corporation meeting on 20th March 2023.

7. Committee membership

FG advised that, subject to discussion with the Chair of Remuneration Committee and approval by the Corporation, she would be happy to be appointed to the Remuneration Committee.

CD – the committee unanimously agreed to recommend the appointment of FG to the Chair of the Remuneration Committee and subsequently to the Corporation meeting on 20th March 2023.

Action – Clerk to advise the Chair of Remuneration Committee and add this recommendation to the agenda for the Corporation meeting on 20th March 2023.

8. External Governor recruitment 2023 – confidential

The discussions are recorded in the confidential internal minutes of the meeting.

- a. CD – The committee unanimously agreed to appoint FG, LR and BW as the interview panel.

Action – FG, LR and BW to consult on possible dates for the interview panel and to advise the Clerk.

- b. The NGA document 'The right people around the table' is provided for information – with sample interview questions on page 15 had been circulated with the agenda for the meeting and was noted by the committee.
- c. CD – the committee unanimously agreed to continue the search for possible candidates for the Chair of Audit and the skills governor. The advertisements for the roles to remain on the college website and activity to generate interest to continue.

Action – FG and Clerk to draft a generic recruitment letter to be sent to key contacts within the companies and consultants who have been working on site and with the college.

Action – JF to approach BH as a possible candidate.

9. Corporation Self-Assessment Report (SAR) 2021-2022

The Corporation SAR was received by Corporation on 5th December 2022.

The Search and Governance Committee is asked to make recommendations to the Corporation based on the findings of the SAR 2021-2022.

GC – The Chair commented that the SAR suggests that there are some concerns around the interpretation of data which is received by the Corporation.

GC – Comparison data continues to be flawed as the impact from Covid continues to play out.

GC – Focus governors have access to comprehensive data via faculty reviews and can assure the Corporation that this is scrutinised and issues addressed. There are no issues with any challenging data being hidden.

GC – The new HR system will provide an improved level of data and reporting.

GQ – Is there more that could be done to support governor knowledge?

A - Governors could be invited to observe a faculty review in order to understand the data and level of detail which is reviewed.

Action – FG to liaise with BW regarding attendance at the next series of faculty reviews.

GC – The Chair commented that the SAR suggests there are some concerns around the engagement with stakeholders

GC – Work is taking place to centralise information on student engagement which will support further reporting.

GC – Focus Governor is meeting with the SLT lead regarding student engagement.

Action – Focus Governor to report back to Corporation.

GC – The Chair commented that the SAR suggests that improvements could be made to how the Corporation measures its impact.

GC – The link to the strategic plan and KPIs is key. KPIs are reviewed at each Corporation meeting and the progress towards the strategic objectives reviewed each year. The ongoing success of the college is a measure of the impact of the Corporation.

10 Governance Quality Improvement Plan (GQIP) 2022-2023

The draft of the GQIP which includes items from previous years and items raised by governors via the self-assessment review process for 2021-2022 had been circulated with the agenda for the meeting and was noted by the committee.

GC – The Chair commented that the GQIP acts as a log of activity and that it would be valuable for the external reviewer to consider its current application and make recommendations.

Action – Clerk to ensure that the current usage of the GQIP is considered by the external reviewer and recommendations made.

11. Skills Audit

To receive and discuss the review of the skills audit process (and recommendations) carried out by the Chair of Search and Governance.

GC – The Chair advised she has begun to consider the current skills audit approach and shared her initial thoughts:

- How can the changing skills of the members of the corporation be updated?
- Should more conflicts of interest be expected or declared?
- Should the individual annual governor reviews with the Chair of the Corporation (or some parts of them) be formally recorded?
- Can the SAR and GQIP be used more effectively?
- Do we know what skills are required for the future?

GC – The Chair shared the details of MoSCoW analysis as a methodology to be explored. M = must (ie statutory obligations), S = should (ie best practise and driven by the strategic objectives), C = could (ie areas that could be improved if the skills were available), W = would (ie the nice to do but not critical).

CD – The committee unanimously agreed that FG should lead (with the support of LR) on the further work to consider the approach to skills auditing and report back to the next meeting of Search and Governance Committee on 22nd May 2023.

Action – Clerk to add Skills Audit to the agenda for the Search and Governance Committee on 22nd May 2023

12. Governor training

- a. Subscription to the ETF Governance Development Programme has ended. The Search and Governance Committee is asked if it recommends re-subscription to the Corporation. The current ETF brochure 'Guide to the ETF Governance Development Programme' was circulated with the agenda for the meeting.

CD – The committee unanimously agreed to recommend to the renewal of the subscription to the ETF Governance Development Programme to the Corporation meeting on 20th March 2023.

Action – Clerk to add this recommendation to the agenda for the Corporation meeting on 20th March 2023.

13. Standing Order updates.

The following Standing Orders which are due for review and approval at the 20th March 2023 Corporation meeting had been circulated with the agenda for the meeting.

- a. Standing Order Appendix 15 Addendum A – a definition of individual Focus Governor roles.
- b. Standing Order Appendix 13 - Governor Roles

CD – The committee unanimously agreed that Standing Order Appendix 15 Addendum A – a definition of individual Focus Governor roles and Standing Order Appendix 13 - Governor Roles should be recommended for approval at the Corporation meeting on 20th March 2023.

- c. **Action – Clerk to add the approval of Standing Order Appendix 15 Addendum A – a definition of individual Focus Governor roles and Standing Order Appendix 13 - Governor Roles to the agenda of the Corporation meeting on 20th March 2023.**

14. Any Other Business

There was no further business for the committee to consider.

18. Next meeting:

The next meeting of the Search and Governance Committee will be held on Monday 22nd May 2023 in the Board Room at Cirencester College.

Meeting closed at 6.35pm.

Signed by:  (Fiona Galbraith – Chair of Search and Governance Committee)

Date: 22 May 2023

	Summary of resolutions, action points and outstanding business from this meeting (17th May 2021)	Action	Comment	Outcome
Item 6a and 6b	<p>The committee unanimously agreed to recommend to the Corporation meeting on 20th March 2023 that BW be co-opted as an external governor until the end of the 2023-2024 academic year.</p> <p>The committee unanimously agreed to recommend to the Corporation meeting on 20th March 2023 that BW should be re-appointment as Vice Chair of the Corporation until the end of the 2023-2024 academic year.</p>	Clerk to add these recommendations to the agenda for the Corporation meeting on 20 th March 2023		Complete – added to agenda for Corporation 20 th March 2023.
Item 6c	<p>The committee unanimously agreed to recommend to the Corporation meeting on 20th March 2023 that Standing Order Appendix 17 – Corporation and Co-opted Members' Tenure of Office should be reviewed annually.</p> <p>The committee unanimously agreed to recommend to the Corporation meeting on 20th March 2023 that the tenure for corporation and co-opted members should remain currently as, 1 probation year followed by 2 terms each of 3 years (subject to review).</p>	Clerk to add these recommendations to the agenda for the Corporation meeting on 20 th March 2023		Complete – added to agenda for Corporation 20 th March 2023.
Item 7	The committee unanimously agreed to recommend the appointment of FG to the Chair of the Remuneration Committee and subsequently to the Corporation meeting on 20 th March 2023.	Clerk to advise the Chair of Remuneration Committee and add this recommendation to the agenda for the Corporation meeting on 20 th March 2023.		13/2/2023 - DZK happy with the recommendation. Added to agenda for Corporation on 20 th March 2023.

Item 8ai	The committee unanimously agreed to invite TF to an interview with the governor panel.	Clerk to update TF on the decision of the committee and the next steps.		8/2/2023 - advised will be invited to interview and awaiting possible dates. 17/4/2023 – Interview complete.
Item 8ai	The possibility of an internal appointment as Chair of Audit should be considered on an interim basis in case a successful external appointment is not made.	Clerk to speak with DZK regarding possibility of an interim role as Chair of Audit. Clerk to establish from DZK current status of chartered membership.		13/2/2023 - DZK would be interim Chair of Audit should the search need to continue beyond end of 2022-2023 academic year. DZK confirms fully qualified chartered accountant.
Item 8aii	The committee unanimously agreed to invite PL to an interview with the governor panel.	Clerk to update PL on the decision of the committee and the next steps.		13/3/2023 – Interview completed. 20/3/2023 – Corporation approved appointment.
Item 8aiii	The committee unanimously agreed to not invite DF to an interview with the governor panel.	Clerk to update DF on the decision of the committee.		8/2/2023 - advised by email.
Item 8av	The committee unanimously agreed to not invite JK to an interview with the governor panel at the moment. The committee request that the Clerk keep JK's application as pending with a view to considering this again during the next academic year.	Clerk to update JK on the decision of the committee and the next steps.		8/2/2023 - advised by email
Item 8b	The committee unanimously agreed to appoint FG, LR and BW as the interview panel.	FG, LR and BW to consult on possible dates for the interview panel and to advise the Clerk.		13/2/2023 - 13 th March 2023 agreed as interview panel date.

Item 8d	The committee unanimously agreed to continue the search for possible candidates for the Chair of Audit and the skills governor. The advertisements for the roles to remain on the college website and activity to generate interest to continue.	FG and Clerk to draft a generic recruitment letter to be sent to key contact within the companies and consultants who have been working on site and with the college. JF to approach BH as a possible candidate.		10/3/2023 – draft letter sent to FG for discussion.
Item 9	Chair of Search and Governance Committee to attend some faculty reviews to gain greater knowledge of data provided. Focus governor (LR) to report to Corporation on meeting with SLT lead on student engagement.	FG to liaise with BW regarding attendance at the next series of faculty reviews. LR to provide Focus Governor report to Clerk.		
Item 10	External reviewer to consider the current application of the GQIP and make recommendations.	Clerk to ensure that the current usage of the GQIP is considered by the external reviewer and recommendations made.		Complete – referred to external reviewer.
Item 11	The committee unanimously agreed that FG should lead (with the support of LR) on the further work to consider the approach to skills auditing and report back to the next meeting of Search and Governance Committee on 22 nd May 2023.	Clerk to add Skills Audit to the agenda for the Search and Governance Committee on 22 nd May 2023		Complete – added to agenda for 22 nd May 2023.
Item 12	The committee unanimously agreed to recommend to the renewal of the subscription to the ETF Governance Development Programme to the	Clerk to add this recommendation to the agenda for the Corporation meeting on 20 th March 2023.		Complete – added to agenda for 20 th March 2023

	Corporation meeting on 20 th March 2023.			
Items 13a and 13b	The committee unanimously agreed that Standing Order Appendix 15 Addendum A – a definition of individual Focus Governor roles and Standing Order Appendix 13 - Governor Roles should be recommended for approval at the Corporation meeting on 20 th March 2023.	Clerk to the add this recommendation to the agenda for the Corporation meeting on 20 th March 2023.		Complete – added to agenda for 20 th March 2023
	Summary of resolutions, action points and outstanding business from previous meetings			
	None			