

VERSION – EXTERNAL MINUTES (Final)

**MINUTES OF CIRENCESTER COLLEGE
SEARCH AND GOVERNANCE COMMITTEE MEETING
Monday 31st October 2022 at 5.00 pm**

Board Room and Microsoft Teams

Present: **Fiona Galbraith (Chair)**
Jane Fern (JF) (Staff Governor)
Jim Grant (JG) (Principal)
Peter Holmes (PH) (Chair of Corporation) (via Microsoft Teams)
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

PH was Chair for items 1 – 3.

1. Apologies:

There were no apologies. All committee members were present.

2. Declaration of interest.

There were no declarations of interest.

3. Chair of Search and Governance Committee

FG had volunteered to take over as Chair of Search and Governance Committee following the decision of the previous Chair to step down from the committee.

PH formally proposed the appointment of FG as Chair of Search and Governance Committee with immediate effect. BW seconded the proposal.

CD – The committee members unanimously appointed FG as Chair of Search and Governance Committee with immediate effect.

FG took over as Chair of the meeting.

4. Minutes of previous meeting (23rd May 2022).

The minutes of the previous meeting (confidential internal version and external version) which was held on the 23rd May 2022 had been circulated with the agenda of the meeting. (The confidential minutes for external governors only had been circulated separately by email).

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

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

5. Matters arising from previous minutes.

There were no matters arising from the minutes of the meeting on 23rd May 2022.

6. Search and Governance Committee

Standing Order Appendix 6 – Search and Governance Terms of Reference – had been circulated with the agenda for the meeting.

CD – The Committee confirmed Standing Order Appendix 6 – Search and Governance Terms of Reference and will recommend its formal approval at the Corporation meeting on 5th December 2022.

Action – Clerk to add approval of Standing Order Appendix 6 to the agenda of the Corporation meeting on 5th December 2022.

9. Review Governor contributions, including attendance statistics for 2021-2022 and Focus Governor activity.

Further to a discussion prior to this meeting with the Chair of the Corporation, the Chair moved this item up the agenda as it will inform the committee discussions around reappointments.

Reports giving the details of the attendance of Governors at Corporation and committee meetings during 2021-2022 and focus governance activity during 2021-2022 had been circulated with the agenda for the meeting.

- a. Corporation meetings attendance 2021-2022
- b. Audit Committee meetings attendance 2021-2022
- c. Remuneration Committee meetings attendance 2021-2022
- d. Search and Governance Committee meetings attendance 2021-2022
- e. Focus Governance reports to Corporation 2021-2022

GC – Some governors have made a strong contribution without attending many meetings.

GC – Governors need to have a strong presence in college.

GQ – Are there examples of hybrid meetings working well?

A – Anecdotal evidence of governors attending meetings remotely whilst living overseas.

GC – Long term remote attendance would not be ideal. Team working is required and is hard to build remotely.

GC – It may be easier to attract specialist skills if individuals could attend remotely.

GC – Attendance is important and the value that certain individuals bring needs to be understood.

The Committee noted the reports on governor attendance and focus governor reports.

7. Governors Skills

The Skills Audit Report for 2021-2022 had been circulated with the agenda for the meeting.

GQ – Why is the skills audit carried out every 2 years?

A – This is specified by Standing Order Appendix 6. Could be carried out more frequently if required i.e. due to a high turnover of governors or changing college priorities.

GC – Current priorities are for finance and a governor with expertise in the skills agenda. A representative of Swindon/North Wiltshire would be valuable.

Action - The Chair of Search and Governance will review the current skills audit approach and make recommendations to the next meeting of the committee.

8. Corporation membership (Confidential)

a. Reappointments and end of tenure

The Committee was asked to consider the re-appointment of any members whose current term of office comes to an end and make recommendations to the next Corporation meeting on 5th December 2022. The details of the discussions are recorded in the confidential internal minutes.

Governor recruitment

- b. i. Governor recruitment priorities for the future. The committee was asked to consider the priorities and approach to governor recruitment for the future in line with college strategic plans and requirements.

CD – The key priorities were agreed to be:

- Finance appointment with potential to become Chair of Audit Committee from September 2023
- Skills and economic development expertise
- Representation for Swindon and North Wiltshire
- EDI considerations

GCs – Members of staff working with businesses should be asked to be alert for new potential governor candidates. Candidates could be targeted by their background or their skills. An advisory role may be attractive to some groups.

ii. The committee received the CV of a possible candidate for governor with potential to become Chair of Audit Committee.

GC – There needs to be a role description for the finance/Chair of Audit governor role.

Action – Chair of Corporation, Principal and Finance Director to work together to develop a role description for finance/Chair of Audit governor role.

Action – Clerk to research local finance companies that could be targeted for potential candidates.

c. Parent Governor appointment

The Clerk advised the committee that the appointment of the parent governor was in the final stages with the outcome of the DBS check being awaited.

d. **Student Governor appointment**

The Clerk advised the committee that there has been little interest in the role of the second student governor to date.

Action – Clerk to engage with enrichment team and VP Curriculum and Quality to explore how to encourage applicants.

10. Review of Focus Governor roles and appointments

- a. To review the expressions of interest made by governors for focus governor roles for 2022-2023 and beyond which had been circulated with the agenda for the meeting.

GC – a new governor will need to be appointed to become focus governor for local and national skills.

Action – Document to confirm focus governor appointments for 2022-2023 to be finalised by the Clerk and added to the agenda for the Corporation meeting on 5th December 2022.

- b. Standing Order – Appendix 15 which defines the responsibilities and functioning of the Focus Governor had been circulated with the agenda for the meeting.

CD – The Committee confirmed Standing Order Appendix 15 – Focus Governors and will recommend its formal approval at the Corporation meeting on 5th December 2022.

Action – Clerk to add approval of Standing Order Appendix 15 – Focus Governors to the agenda of the Corporation meeting on 5th December 2022.

11. Governance Quality Improvement Plan (GQIP)

The GQIP for 2022-2023, with highlighted updates, had been circulated with the agenda for the meeting.

GQ – What is the process for maintaining the GQIP?

A – Matters raised by governors in annual self-assessment questionnaire are captured and incorporated into the GQIP. The Clerk captures information and evidence of Corporation and committee actions. The QIP is a standing order of business for the Search and Governance committee at each meeting.

The committee noted the GQIP.

12. External Review of Governance

Information regarding the external governance review services from 4 providers had been circulated with the agenda for the meeting.

GCs – The ETF/loD conducted the pilot for the Department of Education. Stone King have been selected as the partners with the SFCA.

CD – The committee unanimously agreed to proceed with Stone King and Education and Training Foundation/Institute of Directors. FG/PH and Clerk to meet with both to discuss their proposals further.

Action – Clerk to set up Teams meetings with ETF/loD and Stone King.

13. Training report 2021-2022

The report giving the details of the training provided or made available to the Corporation during 2021-2022 had been circulated with the agenda for the meeting and was noted by the Committee.

GC – The proposed 'critical friend' training session has not progressed as planned. This was identified in an earlier iteration of the GQIP.

GC – This would be a valuable investment especially for new governors.

CD – The critical friend training to be planned for spring 2023 in line with new governor appointments.

Action – Clerk to liaise with Fresh Management Solutions to update on progress regarding 'critical friend' training.

14. Standing Order updates.

The following Standing Orders which are due for review and approval at the 5th December 2022 Corporation meeting had been circulated with the agenda for the meeting.

- a) Standing Order Appendix 4 which defines Corporation Committee membership
- b) Standing order appendix 10 – Student Governor election
- c) Standing Order appendix 11 – Parent Governor election.

CD – The Committee confirmed Standing Order Appendix 4 – Corporation Committee membership, Standing Order Appendix 10 – Student Governor Election and Standing Order Appendix 11 – Parent Governor Election and will recommend formal approval at the Corporation meeting on 5th December 2022.

Action – Clerk to add Standing Order Appendix 4, 10 and 11 to the agenda for the Corporation meeting on 5th December 2022.

15. Succession Planning

The committee had been asked to consider the requirements for effective succession planning for the Chair of Audit Committee, Chair and Vice Chairs of Corporation for the future.

GC – Discussions throughout this meeting have addressed effective succession planning.

The Clerk advised that the ETF Chairs of the Future Leadership Programme have been finalised.

Action - Clerk to liaise with FG and ATU to discuss their possible attendance.

16. Review of the performance of the Search and Governance Committee in 2021-2022.

The anonymised report, summarising the responses of the members of the committee who completed the Self-Assessment Questionnaire for 2021-2022, had been circulated with the agenda for the meeting and was noted by the committee.

GC – Planned governor recruitment brings an opportunity to address some of the EDI concerns raised.

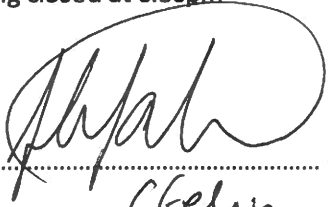
17. Any Other Business

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 6th February 2023 in the Board Room at Cirencester College.

Meeting closed at 6.30pm



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

Date: 6 Feb 2023

	Summary of resolutions, action points and outstanding business from this meeting (17th May 2021)	Action	Comment	Outcome
Item 6	Clerk to add approval of Standing Order Appendix 6 to the agenda of the Corporation meeting on 5 th December 2022.	Clerk		Complete – on agenda for Corporation 5 th December 2022
Item 7	The Chair will review the current skills audit approach and make recommendations to the next meeting of the committee.	Chair		On agenda for 6 th February 2023 meeting
Item 8a	The Chair of the Corporation to advise RH of the decision to not renew her tenure beyond 9 th December 2022.	Chair of Corporation		Complete
Item 8a	Clerk to investigate the current standing orders to establish if there is the flexibility to allow an advisory role to the Corporation without appointing or co-opting as a governor.	Clerk		In progress. Email to PH 16/11/2022. Meet with Clerk of WGC on 21/11/2022. On agenda in matters arising on 6 th February 2023.
Item 8b	Chair of Corporation, Principal and Finance Director to work together to develop a role description for finance/Chair of Audit governor role.	Chair of Corporation/Principal/Finance Director		Complete – noted by Corporation 5 th December 2022.
Item 8b	Clerk to research local finance companies that could be targeted for potential candidates.	Clerk		Ongoing. 19/1/2023 - list received from apprenticeships team and Clerk making approaches.
Item 8d	Clerk to engage with enrichment team and VP Curriculum and Quality to	Clerk		Complete. Second Student governor appointed 9/1/2023.

	explore how to encourage applicants.			
Item 10a	Document to confirm focus governor appointments for 2022-2023 to be finalised by the Clerk and added to the agenda for the Corporation meeting on 5 th December 2022.	Clerk		Complete – on agenda for Corporation on 5 th December 2022 PH and FG emailed 16/11/2022 re message to governors
Item 10b	Clerk to add approval of Standing Order Appendix 15 - Focus Governors to the agenda of the Corporation meeting on 5 th December 2022.	Clerk		Complete on the agenda for 5 th December 2022.
Item 12	Clerk to set up Teams meetings with ETF/loD and Stone King	Clerk		Complete - Meetings took place on 23/11/2022. Recommendation made to Corporation 5/12/2022.
Item 13	Clerk to liaise with Fresh Management Solutions to update on progress regarding 'critical friend' training.	Clerk		7/11/2022 - Clerk updated Fresh Management Solutions. Agreed to progress further in line with governor recruitment in 2023.
Item 14	Clerk to add Standing Order Appendix 4, 10 and 11 to the agenda for the Corporation meeting on 5 th December 2022.	Clerk		Complete - on the agenda for Corporation on 5 th December 2022
Item 15	Clerk to liaise with FG and ATU to discuss their possible attendance at the ETF Chairs of the Future Leadership Programme	Clerk/FG/ATU		Complete - ATU attended on 5 th /6 th December 2022.
	Summary of resolutions, action points and			

	outstanding business from previous meetings			
	None			