

VERSION – EXTERNAL MINUTES (Final)

**MINUTES OF CIRENCESTER COLLEGE
SEARCH AND GOVERNANCE COMMITTEE MEETING
Monday 22nd May 2023 at 5.00 pm**

Board Room

Present: **Fiona Galbraith (Chair)**
Jane Fern (JF) (Staff Governor)
Peter Holmes (PH) (Chair of Corporation)
Libby Reed (LR) (External Governor)
Ben West (BW) (External Governor)

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

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

1. Apologies:

There were no apologies. All committee members were present. The meeting was quorate.

2. Declaration of interest.

The Chair advised that she had a professional knowledge of governor candidate EW whilst working in Australia.

3. Minutes of previous meeting (6th February 2023).

The minutes of the previous meeting (confidential internal version and external version) which was held on the 6th February 2023 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.

There were no matters arising from the previous minutes.

5. Chair of Corporation – confidential

a. Statement from Chair of the Corporation.

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

6. Corporation membership (confidential)

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

a. External governor recruitment priorities for 2023-2024

Applicant CVs received from Governors for Schools for i. EW, ii. JK and iii. ME had been circulated with the agenda for the meeting.

CD – The committee unanimously agreed that all candidates should be interviewed as potential governors. This to take place in the early part of the autumn term 2023.

Action – Clerk to update the candidates and advise them of the proposed timescale.

iv. Reach Volunteering service and subscription.

The details of the Reach Volunteering subscription service had been circulated with the agenda for the meeting.

CD - The committee unanimously agreed that the service could be useful given the ongoing need to seek suitable governor candidates.

Action – Clerk to gain further details and arrange subscription to the Reach Volunteering service.

b. Student Governor Election

The committee noted the end of tenure for AS as Student Governor and the proposal for a Student Governor election early in the 2023-2024 academic year.

c. Staff governor election

The committee noted that JF's tenure as Staff Governor will end on 7th January 2024, her eligibility to stand for re-election for a further term of 3 years and that the process for the staff governor election will take place during the autumn term 2023.

GC – JF advised that she would be willing to serve a further term as staff governor (subject to the outcome of an election should there be other candidates).

d. Parent governor election

The committee noted that following AE's resignation as Parent Governor, the process for the parent governor election will take place during the autumn term 2023.

7. Appointment of Chairs of the Committees

a. Audit Committee

DZK has advised that he would be willing to be Chair of Audit Committee until the end of his tenure (21st January 2025).

CD – The committee unanimously agreed to appoint DZK as Chair of Audit Committee from 9th July 2023.

Action - FG to contact and confirm the appointment with DZK.

b. Remuneration Committee

SR has advised that she would be willing to be Chair of Remuneration Committee should DZK be appointed as Chair of Audit Committee.

CD – The committee unanimously agreed to appoint SR as Chair of Remuneration Committee from 9th July 2023.

Action – FG to contact and confirm the appointment with SR.

c. Search and Governance Committee

FG left the meeting.

PH took over as Chair for this item.

FG has advised that she is willing to continue as Chair of Search and Governance Committee.

GC – FG is a very strong chair of the committee.

CD – The committee unanimously agreed to appoint FG as Chair of Search and Governance Committee for 2 years until 24th May 2025.

Action – Clerk to write to FG to confirm the appointment as Chair of Search and Governance Committee until 24th May 2025.

FG returned to the meeting and resumed as Chair.

8. Appointment of Committee members

The following committee appointments were unanimously agreed:

- i. TF to join Audit Committee (subject to the confirmation of his appointment as a governor which is pending DBS clearance).
- ii. PL to join Remuneration Committee (subject to the confirmation of her appointment as a governor which is pending DBS clearance).
- iii. Interim Principal to join Search and Governance on appointment.

Action – Clerk to confirm the committee appointments with each member on appointment.

9. Focus Governance

The FE and sixth-form college corporations - governance guide (updated March 2023) had been circulated with the agenda for the meeting.

The recommendation that boards should have a governor with particular responsibility for championing SEND was noted by the committee.

PH advised that he would be willing to act as Focus Governor for SEND in the interim. It was noted that one of the potential governor candidates has significant SEND experience and could take on this role if appointed.

CD – the committee unanimously agreed to appoint PH as interim SEND Focus Governor with immediate effect.

Action – Clerk to identify any SEND training which may be available as advise PH.

Action – Clerk to update the Focus Governor documents for 2022-2023.

10. Structure/composition of college community

This item was deferred until the meeting of the committee in October 2023.

Action – Clerk to add structure/composition of college community to the agenda for the Search and Governance Committee in October 2023.

11. Skills Audit

The MoSCoW approach report has been circulated with the agenda for the meeting.

The Chair guided the committee through the document and advised that it gives greater clarity to the requirements of the different governor roles and can be linked to the skills audit and strategy reviews.

M – must. Covers statutory duties that are a requirement for the Corporation. The Corporation needs to have the skills to fulfil these obligations.

S - should. Contribute to the strategic direction and delivery of the college. These priorities are likely to change over time and can be addressed via the annual strategy meeting.

C – could. SLT led activities which governors may be able to support. Could be driven by strategy or come from the quality improvement plan.

W – would. Additional activities where personal connections/skills may be utilised. Will tend to be opportunistic. Controls and reporting mechanisms will need to be in place.

Action – FG will finalise the document and send to Clerk for inclusion in the agenda for Corporation on 26th June 2023. Consideration can then move to how this might impact the skills audit and the self-assessment questionnaires for 2023-2024.

15. External review of governance.

The Chair moved this item up the agenda.

The draft report from Stone King following the external review of governance which took place during spring term 2023 had been circulated with the agenda for the meeting.

GC - The Chair commented that the report was thorough and that the recommendations will need to be approved by the Corporation along with a timeframe and a scheme of work. It is likely that this will be ongoing over the next 2-3 academic years.

The committee reviewed the main recommendations made:

R1 – Risk Management.

Action - This recommendation may be assigned to the new substantive principal when appointed.

R2 - Scheme of delegation.

Action - Clerk to seek an appropriate template and adopt this.

R3 – Cycle of business and meeting calendar.

Action – Clerk to investigate updating the SO Appendix 2B Schedule of Business. Consider use of the quality cycle format.

R4 – Chair of the Governing Board. Identify Chair Designate process and make appointment as soon as possible. Item 5c of this meeting also refers.

Action – Action 5c refers.

R5 – Succession planning. Search and Governance Committee monitor ongoing tenure, succession and governor recruitment.

Action – Chair to send tenure monitoring spreadsheet to the Clerk.

R6 – Annual self assessment. Governance Quality Improvement Plan (GQIP) covers all areas from the Self-Assessment Reports (SARs).

Action – none required.

R7 – Senior Independent Governor (SIG).

Action – Clerk to look into creating the mechanism by which a SIG could be appointed in the future.

R8 – Committee structure and R10 Focus Governors.

Action – Clerk to request Stone King to combine R8 and R10 as committee model of governance vs Carver model of governance are intertwined. Expectations of the Focus Governor role need to be enhanced to ensure consistency. Any possible change to the governance model to be explored with the new substantive principal when appointed.

R9 – Reporting.

Action – Clerk to develop executive summary template for use within all SLT reports for 2023-2024 onwards.

R11 – Annual reporting.

Action – Identify which reports require an action plan and implement for 2023-2024.

Action – Clerk to respond to Stone King with feedback for the final draft of the report. Final report to be issued to Corporation meeting on 26th June 2023. GQIP to be developed to include the recommendations from the external review along with monitoring of actions/outcomes.

12. Corporation Self-Assessment Questionnaires (SAQs)

The Chair returned to the published agenda.

a. Corporation SAQ 2022-2023

In light of the external review of governance, the committee unanimously agreed to recommend to the Corporation meeting on 26th June 2023, the deferral of the Corporation SAQ for 2022-2023.

Action – Clerk to add this recommendation to the Corporation agenda for 26th June 2023.

b. Performance of individual governors 2022-2023

Standing Order Appendix 28 had been circulated with the agenda for the meeting.

Action – Chair of the Corporation to hold individual review meetings with external governors during the summer.

c. Draft Chair's Performance Questionnaire 2022-2023

Chair's Performance Questionnaire 2022-2023 (draft) had been circulated with the agenda for the meeting.

CD – The Chair's Performance Questionnaire 2022-2023 was approved by the committee.

Action – Clerk to issue towards the end of the current academic year.

d. Search and Governance SAQ 2022-2023

The Search and Governance SAQ 2022-2023 (draft) had been circulated with the agenda for the meeting.

CD - Search and Governance SAQ 2022-2023 was approved by the committee.

Action – Clerk to issue towards the end of the current academic year.

13. Agree training plan 2023-2024 for Governors

a. The training report 2022-2023 (to date) which details the training made available to the governors had been circulated with the agenda for the meeting. The report was noted by the committee.

i. SFCA webinar programme 2023-2024.

CD – The committee unanimously recommended the continued subscription to the SFCA governance webinars for 2023-2024.

Action – Clerk to arrange subscription when the programme for 2023-2024 is announced.

ii. Pre-Corporation meeting training/briefing 2023-2024

No topics for pre-corporation training were discussed.

14. Governance Quality Improvement Plan (GQIP) 2022-2023

The GQIP working document had been circulated with the agenda for the meeting.

GC - The Chair commented that Focus Governance (item 3 on the GQIP) will be addressed following the recommendations of the external review.

GC – The Chair commented that a Focus Governor could consider the issues around data (item 5 on the GQIP) with the VP Curriculum and Quality.

Action – Chair of Corporation and Interim Principal to consider this approach and report back.

GC – The 'critical friend' training has not progressed (item 6 on the GQIP).

Action – Clerk to send training module delivered to the Wessex Group induction course to the Chair as this could be appropriate for governor induction training.

GC – At-risk courses (item 8 on the GQIP) are reported to Corporation annually.

15. External review of governance.

This item was moved up the agenda by the Chair.

16. Standing Order updates.

The following Standing Orders were reviewed by the committee and will be approved at the 26th of June 2023 Corporation meeting. Updated drafts (with amendments highlighted) had been circulated with the agenda for the meeting:

a. Standing Order 2A – Corporation constitution, terms of reference and procedures.

GC – the number of external governors should be specified.

Action – Clerk to amend section 1.2 to include the number of external governors.

b. Standing Order 12 – Appointment of Chair and Vice Chairs of the Corporation and Committee Chairs.

Action – item 5c refers.

c. Standing Order 14 – Powers delegated to the Chair of the Corporation.

GC – the delegation to the Vice Chairs in the absence of the Chair should be written as ‘either/or’.

Action – Clerk to amend the appropriate paragraph.

d. Standing Order 16 – Co-opted members. Reviewed and recommended to Corporation meeting on 26th June 2023.

e. Standing Order Appendix 22 – Access to college information and public attendance at meetings. Reviewed and recommended to Corporation meeting on 26th June 2023.

f. Standing Order Appendix 26 – Procedure to be followed in the event of complaints against the Corporation, a Member or the Clerk.

GC – a register of any complaints against the Corporation, a Member or the Clerk, should be included as an appendix to the Standing Order.

Action – Clerk to draft a register of complaints to be added to the Standing Order.

g. Standing Order 30 – Public Value Statement for Cirencester College (annual review). Reviewed and recommended to Corporation meeting on 26th June 2023.

h. Standing Order – Appendix 40 – Procedure for virtual attendance at Corporation and committee meetings (annual review). Reviewed and recommended to Corporation meeting on 26th June 2023.

17. DBS checks for governors

CD – The committee unanimously agreed to recommend to the Corporation meeting on 26th June 2023 that a further DBS check should become a requirement for all governors after 5 years of tenure.

Action – Clerk to discuss with HR and add to the agenda for Corporation on 26th June 2023.

18. Any Other Business

a. Draft of revised Principal job description (confidential)

The details of the discussions are recorded in the confidential minutes for the meeting.

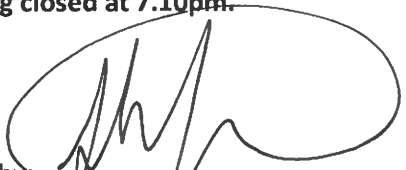
b. Designation of Senior Post Holders (SPH) (confidential)

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

19. Next meeting

The next meeting of the Search and Governance Committee will take place during the autumn term 2023 (dates to be confirmed at the Corporation meeting on 26th June 2023).

Meeting closed at 7.10pm.



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

Date: 3 Nov 2023

	Summary of resolutions, action points and outstanding business from this meeting (17th May 2021)	Action	Comment	Outcome
Item 5b	The committee unanimously agreed for Standing Order Appendix 12 to be revised to enable the appointment of a Chair Designate.	Clerk to draft a revision to Standing Order Appendix 12 and circulate to the committee for comment in advance of the Corporation meeting on 26 th June 2023. SO Appendix 12 revision to be added to the agenda for the Corporation meeting on 26 th June 2023.		7/6/2023 – redraft sent to committee by email. 26/6/2023 – SO Appendix 12 revision approved by Corporation.
Item 5c	The committee unanimously agreed to recommend to the Corporation meeting on 26 th June 2023 that the tenure for PH be extended for one year to 26 th March 2025 and that his appointment as Chair of the Corporation be extended to the same date.	Clerk to add this recommendation to the agenda for the Corporation meeting on 26 th June 2023.		26/6/2023 – Approved by Corporation. 6/9/2023 – confirmation letter sent to PH.
Item 6b	CH could be a consultant for the Corporation or the college on an ad hoc basis. CH could be appointed as a ‘friend of the Corporation’ or act in the capacity of an advisor. CH could be co-opted for a further year at the end of his tenure.	Chair of the Corporation to discuss the potential approach with CH and advise the committee of the outcome. Clerk to add the recommendation to the agenda for Corporation meeting 26 th June 2023.		Complete – CH to step down at end of tenure (May 2024). Willing to act as an ad hoc thereafter.
Item 6c	NS tenure review.	Chair of the Corporation to discuss the circumstances with NS and advise the committee of the outcome. Clerk to add the recommendation to the agenda for Corporation meeting 26 th June 2023.		26/6/2023 – NS advised Corporation willing to be co-opted for one further year at end of tenure.

Item 6e-iii	The committee unanimously agreed that all candidates should be interviewed as potential governors. This to take place in the early part of the autumn term 2023.	Clerk to update the candidates and advise them of the proposed timescale.		Pending – interviews on 9 th October and 6 th November 2023.
Item 6iv	The committee unanimously agreed that the service could be useful given the ongoing need to seek suitable governor candidates.	Clerk to gain further details and arrange subscription to the Reach Volunteering service.		Pending
Item 7a	The committee unanimously agreed to appoint DZK as Chair of Audit Committee from 9 th July 2023.	FG to contact and confirm the appointment with DZK.		Complete – FG confirmed appointment with DZK from 9 th July 2023. Letter send from Clerk 7/6/2023.
Item 7b	The committee unanimously agreed to appoint SR as Chair of Remuneration Committee from 9 th July 2023	FG to contact and confirm the appointment with SR.		Complete – FG confirmed appointment with SR from 9 th July 2023. Letter sent from Clerk 7/6/2023.
Item 7c	The committee unanimously agreed to appoint FG as Chair of Search and Governance Committee for 2 years until 24 th May 2025.	Clerk to write to FG to confirm the appointment as Chair of Search and Governance Committee until 24 th May 2025.		Complete – letter sent 7/6/2023.
Item 8	The committee agreed the appointments of: TF to join Audit Committee (subject to the confirmation of his appointment as a governor which is pending DBS clearance); PL to join Remuneration Committee (subject to the confirmation of her appointment as a governor which is pending DBS clearance); Interim Principal to join Search and Governance on appointment.	Clerk to confirm the committee appointments with each member on appointment.		7/6/2023 – TF complete. DBS certificate seen by HR on 1/6/2023. 26/6/2023 – PL complete. DBS certificate seen by HR on 26/6/2023. 31/5/2023 – MR appointed Interim Principal.
Item 9	PH advised that he would be willing to act as Focus Governor for SEND in the interim. It was noted that one of the potential governor candidates has	Action – Clerk to identify any SEND training which may be available as advise PH.		Pending

	significant SEND experience and could take on this role if appointed. The committee unanimously agreed to appoint PH as interim SEND Focus Governor with immediate effect.	Action – Clerk to update the Focus Governor documents for 2022-2023.		
Item 10	The committee agreed to defer the report on the structure/composition of college community until the meeting of the committee in October 2023.	Clerk to add structure/composition of college community to the agenda for the Search and Governance Committee in October 2023.		Complete – 5/6/2023
Item 11	FG will finalise the MoSCoW document and send to Clerk for inclusion in the agenda for Corporation on 26 th June 2023. Consideration can then move to how this might impact the skills audit and the self-assessment questionnaires for 2023-2024.	FG to send the finalised MoSCoW document to the Clerk. Clerk to add to agenda for Corporation meeting on 26 th June 2023.		FG/JA to meet to discuss (tbc) Complete – 5/6/2023 added to agenda for 26/6/2023.
Item 12a	In light of the external review of governance, the committee unanimously agreed to recommend to the Corporation meeting on 26 th June 2023, the deferral of the Corporation SAQ for 2022-2023.	Clerk to add this recommendation to the agenda for the Corporation meeting on 26 th June 2023.		Complete – 5/6/2023 added to agenda for 26/6/2023
Item 12b	Individual review meetings with external governors will take place during the summer.	Chair of the Corporation to hold individual review meetings with external governors during the summer.		Complete
Item 12c/12d	The Chair's Performance Questionnaire was approved by the committee. Search and Governance SAQ 2022-2023 was approved by the committee.	Clerk to issue towards the end of the current academic year.		SAQ issued 12/7/2023. Chairs Performance Questionnaire issued 4/9/2023.
Item 13ai	The committee unanimously recommended the continued subscription to the SFCA governance webinars for 2023-2024.	Clerk to arrange subscription when the programme for 2023-2024 is announced.		30/8/2023 – subscription renewed.

Item 14	<p>A Focus Governor could consider the issues around data (item 5 on the GQIP) with the VP Curriculum and Quality.</p> <p>Clerk to send training module delivered to the Wessex Group induction course to the Chair as this could be appropriate for governor induction training.</p>	<p>Chair of Corporation and Interim Principal to consider this.</p> <p>Clerk</p>		<p>7/6/2023 Complete – training material sent to FG.</p>
Item 15	<p>The recommendations of the external review requiring action were addressed:</p> <p>R1 – Risk Management. R2 - Scheme of delegation. R3 – Cycle of business and meeting calendar. R4 – Chair of the Governing Board. Identify Chair Designate process and make appointment as soon as possible. Item 5c of this meeting also refers. R5 – Succession planning. Search and Governance Committee monitor ongoing tenure, succession and governor recruitment. R6 – Annual self assessment. Governance Quality Improvement Plan (GQIP) covers all areas from the Self-Assessment Reports (SARs). Action – none required. R7 – Senior Independent Governor (SIG). R8 – Committee structure and R10 Focus Governors. R9 – Reporting. R11 – Annual reporting.</p>	<p>R1 - This recommendation may be assigned to the new substantive principal when appointed. R2 - Clerk to seek an appropriate template and adopt this. R3 - Clerk to investigate updating the SO Appendix 2B Schedule of Business. Consider use of the quality cycle format. R4 - Action 5c refers. R5 - Chair to send tenure monitoring spreadsheet to the Clerk. R7 - Clerk to look into creating the mechanism by which a SIG could be appointed in the future. R8 and R10 - Clerk to request Stone King to combine R8 and R10 as committee model of governance vs Carver model of governance are intertwined. Expectations of the Focus Governor role need to be enhanced to ensure consistency. Any possible change to the governance model to be explored with the new substantive principal when appointed. R9 - Clerk to develop executive summary</p>		<p>7/6/2023 – Clerk email to RR with feedback and arrangements for the final draft of the report for Corporation meeting on 26th June 2023.</p> <p>26/6/2023 – Final report received by Corporation.</p> <p>August 2023 – Recommendations tracker set up. For S and G ongoing monitoring of outcomes.</p>

		<p>template for use within all SLT reports for 2023-2024 onwards.</p> <p>R11 - Identify which reports require an action plan and implement for 2023-2024.</p> <p>Clerk to respond to Stone King with feedback for the final draft of the report. Final report to be issued to Corporation meeting on 26th June 2023. GQIP to be developed to include the recommendations from the external review along with monitoring of actions/outcomes.</p>		
Item 16	<p>Updates to 16a, 16c and 16f to be made prior to circulation for the Corporation meeting. All other items for review to be circulated as seen by the committee.</p>	<p>Clerk to update and add to the agenda for Corporation on 26/6/2023.</p>		<p>7/6/2023 – 16a, 16c and 16f updates complete and issued to committee for comment. 26/6/2023 – approved by Corporation.</p>
Item 17	<p>The committee unanimously agreed to recommend to the Corporation meeting on 26th June 2023 that a further DBS check should become a requirement for all governors after 5 years of tenure.</p>	<p>Clerk to add to the agenda for Corporation on 26th June 2023.</p>		<p>5/6/2023 – complete. Added to agenda for 26th June 2023. 26/6/2023 – approved by Corporation. Clerk to monitor and make arrangements with HR.</p>
Item 18a and 18b	<p>Discussion regarding appointment of substantive principal to be added to agenda for Corporation on 26th June 2023.</p>	<p>Clerk to discuss with Chair and Vice Chairs the position of this on the agenda.</p>		<p>Complete.</p>
	<p>Summary of resolutions, action points and outstanding business from previous meetings</p>			
	<p>None</p>			

