

VERSION – EXTERNAL MINUTES (Final)

MINUTES OF CIRENCESTER COLLEGE SEARCH AND GOVERNANCE COMMITTEE MEETING Monday 5th February 2024 at 5.00 pm

Board Room and Microsoft Teams

Present: **Fiona Galbraith (Chair)**
Libby Reed (LR) (External Governor)
Matt Reynolds (MR) (Principal)
Andrew Tubb (AT) (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 members were present. The meeting was quorate.

2. Declaration of interest.

There were no declarations of interest.

AT left the meeting.

3. Appointment of Chair of Search and Governance Committee.

FG confirmed that, following her appointment as Chair of the Corporation on 3rd November 2023, a new Chair of Search and Governance Committee was required. AT had confirmed his willingness to be appointed to the committee and to be nominated as Chair subject to approval of this meeting.

Members confirmed their support for the appointment of AT to the committee and nomination as Chair.

CD – AT was unanimously appointed as member of the Search and Governance Committee. AT was unanimously appointed as Chair of the Committee with immediate effect.

AT returned to the meeting and took over as Chair.

4. Minutes of previous meeting (23rd October 2023).

The minutes of the previous meeting (confidential internal version and external version) which was held on the 23rd October 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.

5. Matters arising from previous minutes.

There were no matters arising from the minutes of the previous meeting on 23rd October 2023.

6. Corporation membership (Confidential)

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

7. Vice Chair of Corporation.

The committee noted that BW's extended tenure as external Governor and appointment as Vice Chair of the Corporation will end on 5th July 2024.

- a. The committee was asked to discuss the requirement for the appointment of 2 Vice Chairs as laid out in Standing Order Appendix 1 – Instrument and Articles of Government 6 (1) and to make a recommendation to the Corporation at its meeting on 18th March 2024.

GQ – Why are 2 Vice Chairs appointed?

A – The Clerk advised that the requirement derives from the Instrument and Articles of Government (SO Appendix 1 6(1)). The demarcation of the roles is also defined.

GC – During PH's ill health the role of 2 Vice Chairs was valuable.

The Clerk advised that the Corporation is able to amend the Instrument and Articles of Government should it wish to. The Clerk offered to research the position with other college corporations via the Wessex Group and SFCA Clerks networks.

CD – The committee unanimously agreed to receive further research regarding the approach to Vice Chair appointments at other college corporations and to consider this at its meeting on 20th May 2024.

Action – Clerk to research Vice Chair appointments via the Wessex Group and SFCA Clerks networks and to report to the meeting of the committee on 20th May 2024.

8. Committee Chair appointments (Confidential) **Audit Committee**

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

9. Committee membership (Confidential)

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

- a. Remuneration Committee vacancy.
- b. Search and Governance Committee vacancy.
- c. Audit Committee vacancy.

10. External Governor recruitment 2024 (Confidential)

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

11. Focus Governance (Confidential)

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

- a. Review Standing Order Appendix 15 Focus Governors which defines the role and responsibilities of the focus governor role.

Standing Order Appendix 15 Focus Governors had been circulated with the agenda for the meeting.

GC – The Chair commented that he would like to carry out a detailed review of Standing Order Appendix 15 and report to the next meeting of the committee on 20th May 2024 with any proposals for amendments.

The Clerk advised that there is also an addendum to Standing Order Appendix 15 the intention of which is to define the nature of each role in more detail.

Action – Chair to review Standing Order Appendix 15 and discuss any proposed amendments with the committee at the meeting on 20th May 2024.

Action – Clerk to send addendum to Standing Order Appendix 15 to Chair.

12. External review of governance

The recommendation tracker (updated January 2024) developed following the external review of governance carried out by Stone King and as requested by Corporation on 26th June 2023 had been circulated with the agenda for the meeting.

GC – The Chair of the Corporation commented that progress was now being made on a number of recommendations.

GC – A RAG rating could be introduced to the presentation format.

The Clerk commented that a member of the committee should take ownership of the delivery of the recommendations to ensure progress and momentum is maintained.

CD – The Chair of Search and Governance will take ownership of the delivery of the review recommendations.

Action – Chair and Clerk to meet to discuss next steps and action plan for delivery.

13. Corporation Self-Assessment Report (SAR) 2023-2024

The committee noted that due to the external review of governance carried out during 2022-2023, there was not a requirement to conduct a Corporation SAR during 2022-2023 and that the Corporation SAR will need to be completed for 2023-2024.

The Search and Governance Committee was asked to make a recommendation to the Corporation on the format for SAR for 2023-2024. To aid discussion the following documents were circulated with the agenda for the meeting:

- a. Self-Assessment Questionnaire (SAQ) for 2021-2022
- b. SAR for 2021-2022
- c. Extract from College SAR 2022-2023 regarding governance assessment.

GC – The timing of the SAQ for 2023-2024 should be brought forward and completed by the end of the academic year in order to enable the SAR 2023-2024 to be received at the annual strategy meeting in September 2024.

CD – The committee unanimously agreed to make a recommendation to Corporation on 18th March 2024 to alter the timing of the SAQ and SAR for 2023-2024.

Action – Clerk to add this recommendation to the agenda for Corporation meeting on 18th March 2024.

14. Committee review and performance

The Committee was asked to review the performance of the other committees during 2022-2023. The other committee SARs for 2022-2023 had been circulated with the agenda:

- a. Audit Committee SAR 2022-2023.

The committee noted that work is in hand to improve the timing of delivery of reports to committees and corporation meetings. The committee noted the Audit Committee SAR 2022-2023. There were no recommendations regarding the performance of the committee.

- b. Remuneration Committee SAR 2022-2023.

The committee noted the Remuneration Committee SAR 2022-2023. There were no recommendations regarding the performance of the committee.

15. Chair of Corporation Performance Review 2023-2024

The Committee was asked to review and consider amendments to the Chair of Corporation Annual Performance Questionnaire to be utilised for 2023-2024. To aid discussion, the Chair of Corporation Performance Questionnaire for 2022-2023 (not progressed for 2022-2023), had been circulated with the agenda for the meeting.

CD – The committee unanimously agreed that the Chairs Performance Review should be considered after the strategy meeting in April 2024.

Action – Clerk to add to the agenda for Search and Governance Committee on 20th May 2024.

16. Skills Audit

The committee was asked to discuss the review of the skills audit process (and recommendations) carried out by the outgoing Chair of Search and Governance. To aid discussion the current skills audit questionnaire (last used 2021-2022) had been circulated with the agenda for the meeting.

GC – This action has been pending for some time and ties into many areas of the review of governance activity.

The strategy day will inform further discussion on the skills audit as the skills needed should be derived from the strategy discussions.

GC – The skills audit process needs to be delivered and evidenced.

Action – Chair of the Corporation will give further consideration to the requirements for the skills audit and meet with the Clerk to progress and agree an action plan.

17. Standing Order updates.

The following Standing Orders which are due for review and approval at the 18th March 2024 Corporation meeting had been circulated with the agenda for the meeting.

- a. Standing Order Appendix 2B – Summary of key business items 2023-2024 academic year with introduction of dates for reports to SLT and/or academic board and receipt by Clerk highlighted had been circulated with the agenda for the meeting.

CD – The committee unanimously approved the introduction of dates for reports to SLT and/or academic boards and receipt by the Clerk and recommended approval to the Corporation meeting on 18th March 2024.

Focus Governor appointments approved by this meeting to be added following confirmation of agreement of members appointed by Chair of Corporation to the Clerk.

Action – Chair of Corporation to notify Clerk when Focus Governor appointment have been finalised with the members concerned.

Action – Clerk to add the approval of Standing Order Appendix 2B – Summary of key business items 2023-2024 academic year to the agenda of the Corporation meeting on 18th March 2024.

- b. Standing Order Appendix 9 (Staff Governor) with proposed revision highlighted.
CD – The committee unanimously approved the revision to Standing Order Appendix 9 (Staff Governor) and recommended approval to the Corporation meeting on 18th March 2024.
- c. Standing Order Appendix 17 – Members Tenure of Office.
CD – The committee unanimously approved the review of Standing Order Appendix 17 (Members Tenure of Office) and recommended approval to the Corporation meeting on 18th March 2024.
- d. Standing Order Appendix 36 – How views are elicited.
CD – The committee unanimously approved the review to Standing Order Appendix 36 (How views are elicited) and recommended approval to the Corporation meeting on 18th March 2024.

18. Any Other Business

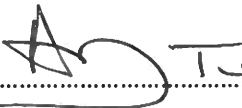
There was no further business for the committee to consider.

CD – The committee unanimously agreed to remove the agenda item Any Other Business from future agenda for Search and Governance Committee.

18. Next meeting:

The next meeting of the Search and Governance Committee will be held on Monday 20th May 2024 in the Board Room at Cirencester College.

Meeting closed at 7.05pm.

Signed by:  (Andrew Tubb – Chair of Search and Governance Committee)

Date: 20/05/24

	Summary of resolutions, action points and outstanding business from this meeting (5th February 2024)	Action	Comment	Outcome
Item 6a	The committee unanimously agreed to recommend to Corporation the extension of the tenure of NS to 21/11/2024 at its meeting on 18 th March 2024 - subject to final discussion and confirmation with NS.	Action – AT to contact NS.		Complete and approved by Corporation on 18/3/2024. Tenure extended to 5/7/2024.
Item 6b	The committee unanimously agreed that the role of an ad hoc advisor to the college could not constitute an appointment as an external governor. CH tenure will therefore conclude on 22 nd May 2024. The college will be at liberty to approach CH as an ad hoc advisor should the need arise.	Action – AT to contact CH.		1/3/2024 Complete. CH confirms his willingness to be contacted by the college on an informal basis after May 2024.
Item 7	The committee unanimously agreed to receive further research regarding the approach to Vice Chair appointments at other college corporations and to consider this at its meeting on 20 th May 2024.	Clerk to research Vice Chair appointments via the Wessex Group and SFCA Clerks networks and to report to the meeting of the committee on 20 th May 2024.		Complete. A mixed picture with some colleges having 2 VCs and others having 1. No obvious pattern.
Item 8a	The details are recorded in the confidential internal minutes of the meeting.			Complete
Item 9a-9c	The details are recorded in the confidential internal minutes of the meeting.			Complete.
Item 10a	The details are recorded in the confidential internal minutes of the meeting.			Complete
Item 11a-11c	The committee unanimously approved Focus Governor appointments as detailed	Action – Chair of Corporation to discuss and agree Focus Governor appointments with members concerned and notify the Clerk when appointments agreed.		Complete – FG confirms all Focus Governor appointments complete.

Item 11e	Chair to review Standing Order Appendix 15 and discuss any proposed amendments with the committee at the meeting on 20 th May 2024.	Action – Clerk to send addendum to Standing Order Appendix 15 to Chair.	21/2/2024 – SO Appendix 15 and Addendum A sent to AT by email	Pending – on agenda for 20 th May 2024 meeting.
Item 12	The Chair of Search and Governance will take ownership of the delivery of the review recommendations.	Chair and Clerk to meet to discuss next steps and action plan for delivery.	Chair/Clerk meeting 19 th February 2024 @2.30pm	4/3/2024 – revised format in development
Item 13	The committee unanimously agreed to make a recommendation to Corporation on 18 th March 2024 to alter the timing of the SAQ and SAR for 2023-2024.	Action – Clerk to add this recommendation to the agenda for Corporation meeting on 18 th March 2024.		Complete – on agenda for 18 th March 2024
Item 16	Chair of the Corporation will give further consideration to the requirements for the skills audit and meet with the Clerk to progress and agree an action plan.	Action – Chair/Clerk		Pending – on agenda for 20 th May 2024 meeting.
	Summary of resolutions, action points and outstanding business from previous meetings			
	None			