

CHAIR APPROVED

**The Corporation of New College Durham**

**Minutes of the Search Committee meeting  
held on 20 June 2023**

**Present:**

Christine Warren (Chair)  
Andy Broadbent

Linda Wight  
Caroline Winter

**Apologies:**

None

**In attendance:**

Stephen King (observing)

**Action**

**23/25 Chair's introduction**

The Chair welcomed everyone to the meeting including Stephen King, Chair Designate, who was observing the meeting as part of induction and shadowing arrangements. The Chair confirmed Stephen was invited to speak on all agenda items.

The Chair reminded members to declare interests in any item of business to be considered at the meeting. Stephen King declared an interest in Papers C and D.

**23/26 Apologies for absence – none.**

**23/27 Minutes of previous meeting (Paper A)**

The minutes of the meeting held on 14 March 2023 were agreed as accurate and signed by the Chair.

**23/28 Matters arising**

23/17 – Members were updated on the Strategic Review at March Corporation.

23/18 – attendance at HEQCS and FEQCS was being kept under review:

- HEQCS 92% YTD – all in person
- FEQCS 90% YTD – 95% F2F / 5% virtual

23/18 and 23/19 – the committee effectiveness questionnaire was approved by Corporation in May and was being used in the June committee meetings. The remaining end of year questionnaires relating to the Corporation, Chair, and individual members were on the current agenda for review.

23/20 – members' training was included in the corporation and individual questionnaires for consideration at the meeting.

23/21 - the Chair requested an additional action point to record the proposal to arrange a training session on constructive challenge as well as considering a refresher on the governor role early in the

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next academic year.

**23/29 Governor attendance – update (Paper B)**

Members reviewed the Governor attendance statistics for the year to date and noted that attendance showed an improvement since the end of Term 1 across Corporation, Committees and overall. It was also noted that each category was above the 2021/22 final position.

The Search Committee will continue to monitor attendance closely and noted the year to date attendance data.

**23/30 Review of IAG, Standing Orders, Terms of Reference, Code of Conduct, Conflicts of Interest Policy (Paper C)**

Members noted that a full review of the Corporation's core governance documents had been undertaken and considered the proposed changes.

Members reviewed the proposed changes to the **Instrument and Articles of Government (IAG)** including minor amendments to reflect changes to funding body and regulating authority titles, clarify different categories of member, reflect the move to two Vice Chairs and re-name the Audit Committee as Audit and Risk Committee. Substantive changes were also proposed to permit the appointment of Chair and Vice Chair earlier than under current arrangements to provide certainty to succession planning arrangements and to discount vacancies in Corporation membership when calculating a meeting quorum.

Members proposed additional amendments to provide further clarity and to ensure consistency with standing orders in the event of a meeting becoming inquorate.

Members considered the proposed changes to the **Standing Orders** to reflect increased use of virtual meetings, confirm the Corporation attendance target, mirror the change in the IAG on quorum and minor amendments to provide clarification and consistency and update terminology.

Members reviewed the proposed changes to the **Code of Conduct** to reflect the current college values, government guidance and terminology as well as providing clarification on access to sensitive papers for staff and student governors.

Members reviewed the proposed changes to the **Terms of Reference** for individual committees which reflected feedback from individual reviews of committee effectiveness, discussions with respective committee chairs and updated guidance. Additional changes were proposed to the wording around key performance indicators to provide consistency across all committees. Members also noted the proposed change to the Finance and Resources

Committee Terms of Reference to reflect current operating practice in advising Corporation on approval of the Financial Regulations in accordance with governors' collective responsibility under the IAG for the effective and efficient use of resources, the solvency of the institution and safeguarding its assets. Members requested that the rationale for this change was explicit in the report to Corporation.

Members agreed to recommend that Corporation approve the revised Instrument & Articles of Government, Standing Orders, Governors' Code of Conduct and Committee Terms of Reference.

**23/31 Review of Members' terms of office, succession planning and committee composition (Paper D)**

The Committee reviewed members' terms of office and commented in particular on terms expiring before the end of the next academic year.

It was noted that the Chairs of the FEQCS Committee and the Audit Committee would have served eight and nine years respectively in their roles as members at the end of the next academic year, and therefore succession planning for the Chairing roles for these committees would need to be considered in the coming months. It was noted that the proposal for individual governor self-assessment and discussion with Chair would provide an opportunity to discuss succession planning with individual members and identify any members' aspirations as potential future committee chairs.

The Head of Governance and Corporation Secretary highlighted the proposed change to the IAG in the previous agenda item, which if agreed, would enable Corporation to formally appoint the Chair designate now as Corporation Chair with effect from the planned handover point at the end of the calendar year. Members agreed to propose this appointment at the July Corporation meeting subject to the approval of the relevant change to the IAG.

Members reviewed the current committee membership and chairing arrangements following the expiry of the terms of office of Linda Wight and Megan Poole. It was noted that the committee terms of reference and role descriptions for Chair and Vice Chair set certain requirements around their representation on particular committees, and it was agreed to propose the following changes to Corporation:

- Ian Green to join the Remuneration Committee and serve as Chair
- Stephen King, Ben Fisher and Ian Green to join the Search Committee
- Alice Tomlinson to join the FEQCS and HEQCS Committees
- Corporation Secretary removed from Search Committee composition

## **23/32 Review of applications for Membership of the Corporation (Paper E)**

Members considered 7 applications for membership of the Corporation. Each applicant had completed the standard Application Form and completed the revised Skills Audit. Each application was considered in detail including applicants' present and former occupations and the skills and experience each applicant felt they could bring to the Board. Each applicant's Skills Audit was considered against the areas of experience specified in the recruitment materials.

The Head of Governance and Corporation Secretary advised that in addition to these areas, members should be mindful of the need for Corporation to reflect the diversity of the community it served, the forthcoming requirement to appoint a SEND governor from Corporation members and succession planning for the Audit, FEQCS and HEQCS committees, where skills gaps would arise on the expiry of current members' terms.

Following a thorough review of all applications it was agreed that based on their skills, four would be invited to interview for the Corporation. It was agreed that the other applicants did not have the relevant skills required by the Board at this time and they would be thanked for their interest.

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Interviews would be arranged before the end of term with a view to filling the current vacancies on the Board in advance of the new academic year. It was agreed to refresh the existing interview questions to cover motivation and understanding of the role, time commitment, aspiration and capacity to take on additional roles over time, support requirements, governor contribution and challenge.

Following consideration of the skills of those who would be invited to interview, members noted that there were still potential skills gaps in some areas and that further vacancies were anticipated in the coming months. It was agreed to develop a targeted approach to the next stage of recruitment and members also discussed the opportunity to identify potential applicants through existing members' networks. It was agreed to raise this at the July Corporation meeting.

## **23/33 Governors Additional Responsibilities - SEND Governor (Paper F)**

Members reviewed Paper F, which outlined the expectation introduced in the updated FE Governance guide for Corporations to appoint a lead governor for students with SEND.

It was agreed that the SEND governor should be a strategic role, which was consistent with the existing link governor roles for Safeguarding and Careers Education and Guidance. Members

reviewed an example role description and asked the Corporation Secretary to draft a role description for Corporation approval which followed the same format and duration as the existing link governors. Subject to Corporation approval, members agreed to seek expressions of interest for the role in the Autumn term.

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Members agreed to recommend Corporation establish the role of SEND governor and to recommend that Corporation approve the role description for SEND.

### **23/34 Governance Development Plan 2022/23 – Progress Update (Paper G)**

Members reviewed Paper G, the updated Governance Development Plan (GDP). Whilst some actions would be carried forward to next year, members noted the significant progress made over the year. Members requested that progress was RAG rated in future updates for ease of reference.

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Members noted the move to online access to meeting papers was outstanding and the Head of Governance confirmed that the new Governors' SharePoint site was live and running in parallel to the existing online portal and the intention was to complete the move to online meeting papers and use of College email addresses over the summer, ahead of the new academic year.

Members reviewed the draft questionnaires for the Annual Governance Survey (AGS), the review of Chair's Performance and the individual Governor self-assessment, all of which would support the Corporation's annual self-assessment of governance effectiveness and inform both the GDP for 2023/24 and a Corporation training and development plan.

Subject to Corporation approval, members proposed that the individual self-assessment and Chair's performance review questionnaires would be circulated for completion as soon as possible, and the longer AGS would be circulated for completion over the summer break.

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Members noted progress on the GDP and agreed to recommend that Corporation approve the draft questionnaires.

### **23/35 Training Update (Paper H)**

Members reviewed Paper H, the training update and noted the training undertaken to date and the activities planned for the remainder of the academic year.

Members noted the attendance at members' training sessions held before Corporation meetings and agreed the position should be reviewed for the next academic year with consideration given to the alternative approach in previous years and the potential for greater use of online sessions.

Members reviewed the programme for the forthcoming online AoC Governors' Summit 2023 and agreed to circulate the opportunity to all members. **Corp Sec**

**23/36 Schedule of Business (Paper I)**

Members reviewed the proposed Schedule of Business for 2023/24 and requested that the review of confidential items was added at an appropriate point, subject to Corporation approving this change to the Committee's Terms of Reference. **Corp Sec**

Members approved the proposed Schedule of Business.

**23/37 Any other business**

The Chair updated the Committee that the Chair of Gateshead College Corporation, Michael Wood-Williams, had been appointed as the North East Chairs' representative on the new AoC Chairs' Council.

Members agreed that the Search Committee Effectiveness questionnaire should be circulated after the meeting with a view to undertaking the review discussion if possible on the date of the forthcoming interviews. **Corp Sec**

**23/38 Date of next meeting: TBC**

**Signed**.....**Date**.....