

CHAIR APPROVED

The Corporation of New College Durham

**Minutes of the meeting of the Search and Governance
Committee held on 21 June 2024**

Present:

Stephen King
Andy Broadbent

Ben Fisher
Emily Baxter

Apologies:

Ian Green

In attendance:

Caroline Winter, Head of Governance and Corporation Secretary

Action

24/34 Chair's introduction and starred items

The Chair welcomed everyone to the meeting and reminded members to declare interests in any item of business to be considered at the meeting. No interests were declared.

The Chair welcomed Emily Baxter to her first meeting since appointment to the Committee.

24/35 Apologies for absence were received from Ian Green.

24/36 Minutes of previous meeting

The minutes of the meetings held on 4 March 2024 and 11 March 2024 were agreed as accurate and signed by the Chair.

24/37 Matters arising

Minutes of 4 March 2024:

24/21 – audit and finance expertise were added to the list of priority areas for recruitment.

24/21 – Ben Fisher met with the Chair of FEQCS and attended the recent FEQCS Committee as an observer.

24/21 – a briefing would be prepared for Corporation on the College's role as Principal Sponsor of NCDAT.

24/21 – HR expertise was added to the list of priority areas for recruitment.

24/21 – Stephen King was reappointed as Careers Education and Guidance Governor by Corporation in March for a further 1-year term.

24/22 – two interviews took place in March and the remaining applicant was informed they were unsuccessful.

24/23 – Corporation agreed to adopt the updated AoC Code of Good Governance and establish a Task and Finish Group to undertake the review. Governor volunteers for the group would be sought once the current round of meetings was complete.

24/26 – details of the AoC summit were circulated to governors.

Minutes of 11 March 2024:

24/32 – Corporation approved the appointment of Jonathan Hamill on 21 March 2024.

24/38 Governor attendance – update (Paper B)

Members reviewed the Governor attendance statistics for the year to date and noted that whilst Committee attendance had improved since Term 1, Corporation and overall attendance had declined, and only Corporation attendance was above the 2022/23 final position. Members noted that the circulated figures did not include the four committees that had taken place that week and that these would be reflected in the end of year report.

Members discussed the importance of governor contribution to discussion and debate in meetings as well as attendance. The Head of Governance advised that a training provider had been identified to deliver a training session covering a refresh of the governor role and in particular the importance of questioning and challenge of the executive. It was planned to schedule this session in the autumn term to include any new governor appointments made in the coming weeks.

Members reviewed individual governor attendance and noted that a small number of governors' attendance was below the 75% target. The Chair confirmed that attendance would be discussed with individual governors as part of the end of year 121 meetings with governors following completion of their individual self-assessment and reflection questionnaire. The Search and Governance Committee would continue to monitor attendance closely and noted the year to date attendance data.

24/39 Review of Members' terms of office, succession planning and committee composition (Paper C)

The Committee reviewed members' terms of office and current committee composition and noted the impact of the terms expiring before the end of the next academic year. Members briefly discussed taking a more planned and strategic approach to board recruitment in future with a focus on increasing diversity of membership and noted the proposal to develop a Board succession planning policy in the next academic year.

Members noted that there were a number of developments that could impact on the Committee's recommendations around

membership and chairing ahead of the next academic year including the current recruitment exercise, the end of year governor self-assessment and discussions with Chair and the potential merger of the HEQCS and FEQCS Committees. It was agreed to pause on recommending any immediate changes to committees and to undertake a comprehensive review of committee membership and chairing arrangements following completion of these activities.

24/40 Review of Governor Skills Audit (Paper D)

Members reviewed the updated skills audit, which had been revised to include new members and remove those leaving before the end of the academic year.

Members noted that there was good coverage in most areas and of those with less coverage, where this was a priority it had been added to the list to consider in board recruitment. It was agreed that no further changes were needed to the list of priority areas for recruitment at the current time.

24/41 Review of applications for Membership of the Corporation (Paper E)

Members considered 12 applications for membership of the Corporation. It was noted that some applications were from out of the region and that these should be considered in the context of the proposal to trial holding committee meetings online in future.

Each application was considered in detail including applicants' present and former occupations, their motivation for making the application 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.

Following a thorough review of all applications it was agreed that based on their skills, five 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 in July with a view to filling the impending vacancies on the Board in advance of the new academic year. The panel would consist of three members of the Committee including the Principal and two others, based on members' availability.

24/42 Review of Committee Structure (Paper F)

Members reviewed Paper F, which proposed the merger of the FEQCS and HEQCS Committees. Members noted that the proposal responded to previous discussions first raised in the

external governance review in 2022 around the 'large' number of committees, and in the context of discussions around overall corporation resilience and individual member capacity.

Members noted that the management leads for the two committees had confirmed that a merger could achieve an efficient approach to governance across FE and HE, considering the synergies in the work and the changes to the College structure to bring FE and HE quality together.

The Chair invited comments from Ben Fisher as Chair of HEQCS following his observation of the FEQCS Committee and discussion with its Chair. It was noted that whilst there were subtle differences between the two committees there was close alignment between areas of their work and that integration was an appropriate step. It was also noted that feedback from the current FEQCS Chair had been very pragmatic and emphasised the need to ensure a merged committee was able to work through the volume of business across both FE and HE.

The Principal confirmed that the proposal aligned with the College's approach to quality and that it was logical to move to a joined-up approach to the Committees. It was also recognised that the membership of the HEQCS Committee in particular was currently stretched and in need of strengthening. Members noted the practical measures recommended by the ELT to support implementation if the proposal was taken forwards.

Members reviewed the proposed draft terms of reference for a merged committee and noted that a merged Schedule of Business would be developed if Corporation approved the proposal.

Members agreed to recommend that Corporation approves the dissolution of the FEQCS and HEQCS Committees and the establishment of a single Education Quality Curriculum and Students Committee.

24/43 Review of Instrument and Articles of Government, Standing Orders, Terms of Reference, Code of Conduct, Conflicts of Interest Policy (Paper G)

Members noted that following the comprehensive review undertaken of the Corporation's core governance documents in 2023, a light touch review had been undertaken this year and the report proposed a number of changes to the Code of Conduct for Governing Body Members.

The Head of Governance advised that the changes were primarily to update terminology in response to the introduction of Accountability Agreements and the re-classification of colleges into the public sector. Whilst some amendments to address these changes were made last year, Eversheds had updated their model document on which the Corporation's Code was based and so the

majority of further changes were to ensure consistency with that document. A small number of other changes were proposed to reflect current operating arrangements in relation to online meetings and confidential information.

Members noted that a small number of changes were proposed to the Standing Orders and Committee Terms of Reference, however given the potential for these to be further impacted by governor feedback in the various end of year reviews and any decision on the committee structure, it was noted that a further paper to consider these would be prepared for the next meeting.

Members agreed to recommend that Corporation approve the revised Governors' Code of Conduct.

24/44 Governors Additional Responsibilities (Paper H)

Members reviewed Paper H, which proposed three additional areas for consideration in establishing link governor roles.

Members noted that the DfE had published guidance on digital leadership, which recommended the establishment of a Digital link governor to ensure that recommended actions detailed in the guidance were being undertaken. In addition, members noted that both Equality Diversity and Inclusion and Sustainability were areas that a number of FE corporations had identified as requiring the focus of a link governor/champion to support their development.

Members reviewed the example role descriptions and agreed that an NCD role description for each area which was consistent with the existing link governor roles should be developed in consultation with the relevant management leads, for the Committee's further review and recommendation to Corporation.

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24/45 Governance Development Plan 2023/24 – Progress Update (Paper I)

Members reviewed Paper I, the updated Governance Development Plan (GDP). Members noted that most actions were complete or close to being completed with the two areas still to be progressed relating to the Corporation's approach to risk and to equality and diversity. Members agreed that both areas required more detailed consideration to take forward as longer-term actions in discussion with the wider Corporation membership, in contrast with some of the very practical actions covered in the plan over the last year.

Members noted progress to date on the GDP for 2023/24.

24/46 Training Update (Paper J)

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

Members discussed the take up of training opportunities by governors, acknowledging that this was balanced against the time commitments of the formal meetings required in the governor role. Members suggested that a review of participation in training against the responses to questions on training needs in last year's individual questionnaire responses would provide further insight on whether governors were taking advantage of the opportunities for development in their role. Members emphasised the importance of sharing learning materials from external training events so that these resources could be available to all governors through the training pages of the Governor SharePoint site.

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Members discussed the approach to briefings and presentations delivered as part of committee agendas such as the regular curriculum presentations to FEQCS and the recent Marketing update to the Finance and Resources Committee. Members agreed it would be beneficial for all members to have access to these briefings and that subject to a move to online committee meetings, presentations or briefings would be scheduled as the first item on a committee agenda with an invitation extended to all governors to join for the duration of the item.

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24/47 Proposed Schedule of Business for 2024/25 (Paper K)

Members reviewed the proposed Schedule of Business for 2024/25 and noted that the approach to succession planning for senior postholders and board members had been added to ensure the Committee and the Corporation were taking a proactive and planned approach.

Members endorsed the proposed Schedule of Business for 2024/25.

24/48 Annual review of Committee's effectiveness and working practices

Members were asked to complete a questionnaire in advance of the meeting. Members reviewed the summary of responses which highlighted:

- the Committee had not considered succession planning for senior postholders in the current year
- governance expertise in the Committee membership had been strengthened but it was felt that the Committee would also benefit from HR expertise
- search and appointment of new governors, additional governor roles, continual review of committee composition in line with required skills and expertise had been the most strategically important work for the Committee over the last year
- one member commented that the Committee provided a good open forum for debate.

24/49 Any other business

The Chair highlighted that the issue of feedback from Committees to Corporation had been highlighted in one Committee Effectiveness Review with the suggestion that this could be more structured. It was agreed to allocate time on the next Corporation agenda to reintroduce verbal feedback from Committee Chairs. Recognising that there was still likely to be time pressure on the meeting, it would be suggested that Chairs fed back by exception, on the basis of 3 or 4 key areas to highlight from the meeting.

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24/50 Date of next meeting: TBC

Signed.....Date.....