

CHAIR APPROVED

The Corporation of New College Durham

**Minutes of the Search and Governance Committee meeting
held on 4 March 2024**

Present:

Stephen King (Chair)
Andy Broadbent

Christine Warren
Ben Fisher

Apologies:

Ian Green

In attendance:

Caroline Winter, Head of Governance and Corporation Secretary

Action

24/17 Chair's introduction

The Chair welcomed everyone to the meeting and reminded members to declare interests in any item of business to be considered at the meeting. Stephen King declared an interest in relation to Paper C, which considered applications for membership of the Corporation.

24/18 Apologies for absence were received from Ian Green.

24/19 Minutes of previous meeting

The minutes of the meetings held on 18 January 2024 and 7 February 2024 were agreed as accurate and signed by the Chair.

24/20 Matters arising

24/04 (arising from previous minute 23/48) – the Chair of HEQCS would be invited to attend the next FEQCS meeting in June.

24/06 – the potential extension to the Careers Governor term of office was on the current agenda.

24/06 – members were updated on a recent appointment to the marketing team and noted that in light of their immediate priorities the work to refresh the marketing and communications approach to governor recruitment would be progressed later in the year.

24/07 – the SEND governor appointment was approved by written resolution on 7 February 2024.

24/08 – Confidential Business Policy – a revised paper including covering report was on the current agenda.

24/09 – the recent expression of interest in Corporation membership had been followed up and the application was on the current agenda for consideration.

24/10 – Strategic Review – a further update on the plans for the strategic review would be provided later in the meeting.

24/15 – Corporation would be asked to consider the recommendation to appoint Rhiannon Hiles as a member at the March meeting.

24/21 Review of Members’ terms of office, succession planning and committee composition – for discussion

The Committee reviewed members’ terms of office and commented in particular on terms expiring before the end of the academic year. It was noted that the terms of office of three long-serving board members were due to expire in March, June and July respectively and that there were applications for Corporation membership to consider later on the agenda.

Members reviewed the current committee membership and chairing arrangements and proposed the following changes:

- Subject to appointment to Corporation, Rhiannon Hiles to join the Finance and Resources Committee
- Ben Fisher to join the Academy Sponsorship Committee
- Stephen King to join the Remuneration Committee
- Emily Baxter to join the Search and Governance Committee

Members considered the wider succession planning context in light of the forthcoming changes to membership and the following points were made:

- There was a need to strengthen the membership of the Audit and Risk Committee when the current Chair’s term expired and recruitment should extend to targeting applicants with audit and finance expertise.
- The term of office of the current Chair of FEQCS was due to expire at the end of June and consideration of a new Chair would be required in the summer term, subject to the recommendation from the Executive Leadership Team on the potential merging of the FEQCS and HEQCS Committees. In the meantime the Chair of HEQCS would seek to arrange a discussion with the Chair of FEQCS to gain an understanding of the Committee’s business and workload.
- There was a need to brief Corporation on the College’s role and responsibilities as Principal Sponsor of the New College Durham Academies Trust.
- Board membership should remain at 18 members. Whilst the two additional vacancies had not been filled since increasing the board size, this provided a level of flexibility in the aspiration to increase the board’s diversity.
- Achieving greater diversity required a conversation with the wider Corporation membership to ensure a shared understanding of the board’s objectives in this respect to inform a strategic approach.

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- Human Resources should also be added to the areas of skills and expertise being sought in new applicants.
- The Corporation Secretary would write to Corporation members in advance of the March meeting to establish whether an extension of the current term of office would be supported or whether there is interest in taking on the role from the wider membership.

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24/22 Review of applications for Membership of the Corporation (Paper C)

Members noted that the Chair had declared an interest in this item due to knowledge of one applicant and it was agreed that he would remain in the meeting but would not participate in the discussion or decision relating to that application.

Members considered three applications for membership of the Corporation. 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.

Following a thorough review of each application it was agreed that based on their skills, two applicants would be invited to interview for the Corporation. It was agreed that the other applicant 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 as soon as possible to enable any recommendations for appointment to be considered at the March Corporation meeting. It was agreed to retain the existing interview questions as used in the last interview in February and a panel of three members of the Committee depending on availability.

24/23 Association of Colleges (AoC) Code of Good Governance (Paper D)

Caroline Winter presented Paper D, which updated on the publication of the revised AoC Code of Good Governance.

Members noted that all Colleges were required to adopt a code of governance as a condition of ESFA funding and that the College had adopted the original AoC Code in 2015. The existing code had become overlong and unwieldy and the AoC had refreshed and published a shorter, clearer code focused on six key pillars of effective governance.

Members reviewed the new Code and noted that whilst there was an option to adopt an alternative governance code, the AoC Code had been developed by the sector and was tailored to the needs of FE Colleges. Members agreed to recommend that Corporation adopts the new Code commencing in the current academic year.

Members considered potential options to undertake the review of compliance with the Code, should Corporation approve its adoption. It was recognised that the new Code presented an opportunity to review the Corporation's arrangements and provide a baseline ahead of the next external review of governance, due to take place in 2024/25. It was agreed to propose the establishment of a Task and Finish Group to undertake the review and to seek volunteers from Corporation to commence the work in the Summer Term with the support of a member of the Senior Leadership Team.

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24/24 DRAFT Corporation Confidential Business Policy (Paper E)

Members reviewed Paper E, the draft Corporation Confidential Business Policy. The Paper had been revised since the previous meeting to include an additional process requirement for report authors to advise if a confidential classification was time limited, and to include a covering report for submission to Corporation.

Members confirmed their agreement to recommend the Confidential Business Policy to Corporation.

24/25 Strategic Review Meeting (Verbal update)

The Principal updated members on proposals for the Strategic Review meeting on 24 April 2024. The day would be held at the South Causey Inn and members noted that sessions would cover the College's financial position, the key issues impacting on the College, Curriculum and Workforce of the future and the implications for the College's Corporate Services. The discussions would be drawn together to inform the final session of the day to consider what the emerging themes and conclusions would mean for the duty to review local skills needs and the Accountability Agreement for 2024/25.

24/26 Training Update (Paper F)

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

Members noted the Governor SharePoint site had been updated to reflect the Governors' Training and Development Plan agreed by Corporation in November, all governors had received details to register with the online ETF Governance Development Programme and access to the mandatory NCD online modules would be provided in the next few weeks.

Members agreed to the inclusion of the annual Safeguarding and Prevent update alongside the Annual Review of Safeguarding at the May Corporation meeting rather than hold an additional stand-alone session. It was also agreed to circulate details of the 2024 AoC Governors' Summit to all members.

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24/27 Governance Development Plan 2023/24 – Progress Update (Paper G)

Members reviewed Paper G, the updated Governance Development Plan (GDP). Members noted that good progress was being made on the plan with most actions complete or in progress.

Members reviewed the draft Mentoring Policy, which had been developed to provide a framework for a mentoring/buddy arrangement to support newly appointed governors, as initially suggested in the external governance review. Members noted the informal approach being proposed was to offer additional support to new governors, if requested, and that the initiative was not intended to replace the existing formal induction arrangements or formal governor training.

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

24/28 Any other business – none.

24/29 Date of next meeting: 10 June 2024

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