

CHAIR APPROVED

**The Corporation of New College Durham**

**Minutes of the Search and Governance Committee meeting  
held on 18 January 2024**

**Present:**

Stephen King (Chair)  
Andy Broadbent

Ben Fisher  
Ian Green

**Apologies:**

Christine Warren

**In attendance:**

Caroline Winter, Head of Governance and Corporation Secretary

**Action**

**24/01 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 F, which considered applications for membership of the Corporation.

**24/02 Apologies for absence** were received from Christine Warren.

**24/03 Minutes of previous meeting**

The minutes of the meeting held on 23 October 2023 were agreed as accurate, subject to an amendment to the date of the current meeting, and signed by the Chair.

**24/04 Matters arising**

23/46 – Expressions of Interest for the role of SEND governor were requested before Christmas and a recommendation for appointment was on the current agenda.

23/47 – the governor recruitment materials were updated to reflect the areas of expertise discussed.

23/47 – Members noted that the work to develop an alumni database had been allocated to the Marketing Team and would be taken forward when the team's capacity allowed.

23/48 – the Chair of HEQCS would be invited to attend the next meeting of FEQCS (15 February).

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23/48 – the Academy Sponsorship Committee reviewed its role at the 30 November 2023 meeting and concluded that the Committee should be retained. The Committee suggested that its role in making Sponsor appointments could move to the Search and Governance Committee and this would be considered as part of the next review of Committee Terms of Reference.

23/48 – a request for governors to consider their networks as a source of governor recruitment was raised again at Corporation in November.

23/49 – the amendments to the Governance Self-Assessment report were made prior to consideration by Corporation on 9 November and the change to require survey respondents to provide their names had been actioned. The proposed changes to the self-assessment process would be actioned in the summer term.

23/50 – the Committee's annual report was considered by Corporation on 9 November 2023.

23/51 – the Governor Training and Development Plan was revised to reflect the Committee's comments on the approach to internal briefings, before it was approved by Corporation on 9 November 2023.

#### **24/05 Governor attendance – update (Paper B)**

Members reviewed the Governor attendance statistics for Term 1 and noted reasons why individual attendance had fallen below target.

Overall members' attendance to date was 86%, which was above the target of 75% but slightly below the previous end of year figure of 88%. Year to date attendance at Corporation and Committee meetings was 88% and 84% respectively.

It was highlighted that the figures were only based on one term and agreed that the Committee would continue to monitor attendance throughout the year.

#### **24/06 Review of Members' terms of office, succession planning and committee composition (Paper C)**

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 recruitment to fill these roles would remain a priority. The Head of Governance advised that one of the staff governor roles was due to expire in the summer and that an election for this role would take place before the end of the academic year.

Members reviewed the current committee membership and chairing arrangements and noted that whilst all composition requirements were currently met, this would be impacted by the forthcoming changes in Corporation membership. It was agreed that no changes were required at the immediate time and that the position would be reviewed at the next meeting in early March.

Members noted that the two-year term of office for the Careers Education and Guidance Governor was due to expire at the end of April and Stephen King declared an interest at this point as the governor currently serving in this role. Stephen confirmed his interest in continuing in the role and it was agreed to discuss whether an extension would be supported with the wider Corporation membership.

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The Head of Governance advised that the Corporation member recruitment booklet had been updated to reflect the change in Chair and an enquiry contact form added to the webpage. Members were also updated that a press release announcing the change in Chair was being prepared and would provide an opportunity to link to current Board vacancies. Members commented that a wider refresh of both the marketing booklet and communications approach to recruitment was required to ensure that information provided was aligned with wider strategy documentation reflecting the current position of the College. It was agreed that one of the Vice Chairs would lead on inputting into this work on behalf of the Committee and Corporation.

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**24/07    Governors Additional Responsibilities - SEND Governor (Paper D)**

Members noted that Suzanne Slater had submitted an expression of interest to undertake the role of SEND Governor and after due consideration, it was agreed to recommend to Corporation the appointment of Suzanne Slater as SEND Governor for a term of two years, subject to her term of office, to commence on the date of appointment.

It was agreed to seek Corporation approval by written resolution to allow progress to be made as soon as possible.

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**24/08    Draft Corporation Confidential Business Policy (Paper E)**

Members reviewed Paper E, a first draft of a policy for how the Corporation deals with confidential business. It was noted that the existing rules were drawn from the Corporation's core governance documents, however these were drafted in relatively broad terms. Recent discussions with Corporation in relation to confidential business had concluded that there was a need for further clarification.

Members reviewed the types of material in the report proposed as confidential, which had been drawn from the Corporation's Instrument and Articles of Government, Association of Colleges' guidance, sector good practice exemplars and was consistent with examples from other FE colleges. In response to a member's question the Head of Governance confirmed there were a range of approaches among neighbouring Colleges to the level of detail recorded in minutes and ultimately the Corporation would need to decide on an approach that was appropriate for its own needs.

Members confirmed their support for the policy as drafted and it was agreed that a version would be prepared with a covering report for consideration by Corporation at its next meeting.

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**24/09 Review of applications for Membership of the Corporation (Paper F)**

Members noted that the Chair had declared an interest in this item due to knowledge of both applicants and it was agreed that he would remain in the meeting but would not participate in the discussion or be counted in the quorum for decision-making purposes.

Members considered two 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 both applications it was agreed that based on their skills, one applicant would be invited to interview for the Corporation. Members commented that whilst the skills and experience of the other applicant were relevant to the College's sustainability agenda, further applications with similar expertise were anticipated as part of recruitment activity in the coming weeks. It was agreed to retain the second application to be considered alongside applications received through ongoing recruitment activity.

Members considered the questions used in previous interviews for Corporation membership and agreed to add an additional question in relation to the governor role as ambassador for the College. Members discussed membership of the interview panel and agreed there should be three members of the Committee depending on availability, with the exception of the Chair, who would not participate on this occasion.

Members discussed sectors and organisations to target for potential applications and agreed to continue to highlight current vacancies within their own networks and ask other Corporation members to do the same. The Head of Governance and Corporation Secretary was also asked to follow up an existing expression of interest that had been received.

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**24/10 Strategic Review Meeting – initial discussion (Paper G)**

The Principal presented Paper G, which outlined initial thoughts and ideas about the format and content of the Strategic Review meeting on 24 April 2024.

The positive feedback from the previous year's event was noted and members considered a range of potential topics for inclusion. Members suggested that the morning session could focus on a high-level review of the College's current position including its statement of purpose, strategic aims and performance, strategic opportunities and challenges, to set the foundation for a horizon-scanning discussion in the afternoon. Key strategic topics for the afternoon session could include the impact of devolution and working with the new Mayoral Combined Authority, the next Accountability Agreement and the adult skills agenda.

It was agreed that the Principal would develop an outline structure for the session for further consideration at the next meeting. It was also agreed to hold the event at an off-site venue and the Head of Governance was asked to explore potential options.

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**24/11 Any other business**

None.

**24/12 Date of next meeting: 4 March 2024**

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