

CHAIR APPROVED

The Corporation of New College Durham

**Minutes of the Search and Governance Committee meeting
held on 23 October 2023**

Present:

Christine Warren
Andy Broadbent

Ben Fisher
Stephen King

Apologies:

Ian Green

In attendance:

Caroline Winter, Head of Governance and Corporation Secretary

Action

23/43 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. Christine Warren declared an interest in relation to Paper C, which considered members' terms of office, succession planning and committee composition.

23/44 Apologies for absence were received from Ian Green.

23/45 Minutes of previous meeting

The minutes of the meetings held on 20 June 2023 and 10 July 2023 were agreed as accurate and signed by the Chair.

23/46 Matters arising not appearing elsewhere on the agenda

20 June 2023 minutes:

23/28 (arising from 23/21) – constructive challenge had been incorporated as a future topic in the proposed governors' training and development plan.

23/32 – the Corporation Secretary confirmed unsuccessful applicants were contacted and thanked for their interest.

23/33 – Expressions of interest would be sought for the SEND governor role following the committee's consideration of feedback from governor 121s and succession planning on the current agenda. It was agreed that the Chair would remind Corporation members at the November meeting that Expressions of Interest were being sought for the role.

23/34 – the Governance Development Plan had been RAG rated and updated on the Governors' SharePoint site.

23/34 – following Corporation approval the questionnaires were circulated for completion as agreed.

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23/35 – details of the AoC summit were circulated to all governors in June.

23/36 – the review of confidential items was added to the Committee’s Schedule of Business for the Spring Term.

23/37 – the committee effectiveness review discussion was scheduled for the end of the current meeting.

10 July 2023 minutes:

23/41 – the new governor appointment was approved by written resolution on 12 July 2023.

23/47 Governor Skills Audit Update (Paper B)

Members reviewed the revised skills audit completed by all governors. It was noted that whilst there was good coverage in most areas there was less coverage in relation to estates and property, IT and cyber security and HR and people management. The Principal advised that individuals with a general STEM background and expertise in sustainability and green skills would align with areas of strategic importance to the College as well as the North East IoT and it was agreed to add these to the areas of expertise being sought.

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Members discussed options for targeted recruitment and it was agreed to look at NCD alumni as one potential source for new governors in addition to the College’s advisory boards, sector organisations and key regional employers.

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23/48 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 during the next 12 months. Members expressed concern over the Corporation’s resilience across all committees in light of the anticipated changes and noted that the gender balance of both Corporation and committee chair roles would be significantly impacted as long-serving members stepped down from the Corporation in the coming months.

A discussion followed on the observations made in the external governance review in relation to the ‘large’ number of committees resulting in a ‘high’ overall time commitment for governors. Members noted that the 2022/23 Governance Development Plan included an action to explore the implications of merging the FEQCS and HEQCS committees and it was agreed that this should be revisited, suggesting an initial conversation between the respective committee chairs. It was also agreed to request that the Academy Sponsorship Committee review its role following the New College Durham Academies Trust (NCDAT) external review, which

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had clarified responsibilities between the NCDAT Board and the Principal Sponsor.

Members reviewed the current committee composition and chairing arrangements and **agreed to recommend** the following changes to Corporation:

- Suzanne Slater to join the Further Education Quality Curriculum and Students Committee.
- Allen Eccles to be appointed Chair Designate of the Audit Committee to support the process of appointing a new internal audit service and enable early engagement with the incoming service provider.
- Stephen King to be appointed Chair of the Search and Governance Committee.

Members agreed to revisit committee composition and chairing in the Spring Term to consider succession planning for the Chair of FEQCS and strengthening membership across all committees.

The Corporation Secretary updated on the next phase of recruitment advertising and targeting and advised that she had not received any suggestions from governors of networks to support a targeted approach. It was agreed that this would be raised again at the next Corporation meeting in November.

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23/49 Draft Governance self-assessment report 2022/23 (incorporating Review of compliance with the Code of Good Governance for English Colleges) and Governance Development Plan 2023/24 (Paper D)

The Head of Governance and Corporation Secretary presented Paper D, the draft governance self-assessment report for 2022/23. The draft report provided details of membership changes, meeting attendance, review of meeting arrangements, outcome of effectiveness reviews, development and training activities, major items of business conducted during the year, summary of Members' and Senior Postholders' interests, progress made against the prior year's governance development plan (GDP), evaluation of responses to the online governance survey, proposed GDP for 2023/24 and overall conclusion about governance. The evidence was sourced from meeting evaluations, committee self-effectiveness reviews and the online annual governance survey which was completed by Governors. In addition, an annual assessment was undertaken against the AoC Code of Good Governance.

Members reviewed the survey responses and performance evaluation and noted the following points: there had been a low response rate to the Annual Governance Survey and it was requested that future surveys required respondents to provide their name to enable individual reminders to complete questionnaires and to follow up on issues raised. It was also agreed to allocate 5 minutes at the end of each Corporation and Committee meeting for

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completion of the meeting evaluation. Members sought clarification on the suggestion to re-structure Corporation agendas and asked that the report reflect that this was an individual comment. Members agreed that the management lead for the relevant committee should attend the committee effectiveness review discussions in future and members discussed whether to reintroduce the small group board appraisal meetings used in previous years. Members concluded that adapting the committee effectiveness questionnaire to cover wider board reflections would enable the committee discussions to perform a similar function.

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Members reviewed the 2022/23 GDP outcome and suggested amending the RAG ratings from amber to green for the actions relating to meeting papers, hybrid meeting arrangements, governor attendance, governor inductions and strengthening board relationships as whilst there was scope for further improvement activity, these elements had largely been completed.

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Members noted the review of compliance with the AoC Code of Good Governance and commented that whilst the College remained in a strong position against the existing Code, a move to the revised Code for 2023/24 was to be welcomed and would support the Corporation to focus on a smaller number of key areas to underpin effective governance.

Members reviewed the draft GDP 2023/24 and noted it contained fewer actions than the previous year, which had followed the external governance review. The intention was to retain some capacity for additional activity to be added as required during the year following the change of Chair. Members endorsed the draft GDP for 2023/24 and preliminary conclusion on governance. The final governance self-assessment report will be presented at the Corporation meeting on 9 November 2023.

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23/50 Draft Search Committee Annual Report 2022/23 (Paper E)

Members reviewed Paper E, the draft annual report from the Search Committee to the Board, which had been prepared in accordance with the Code of Good Governance.

The report detailed information on committee membership, attendance, meeting dates, terms of reference and a review of work done during the year; governor recruitment; consideration of governor reappointments; review of the skills audit and diversity monitoring data; review of committee composition; discussions about succession planning for the Board; oversight of the governance self-assessment process; key policies and governance documents reviewed; and monitoring of governor training and development.

Members commented on the breadth of work conducted during the year and approved the annual report for presentation to Corporation on 9 November 2023.

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23/51 Governor Training & Development Plan (Paper F)

Members reviewed Paper F, the proposed Training and Development Plan for governors. The plan proposed the introduction of mandatory training activity for all governors, recommended development activities for specific roles or areas of interest, ongoing activities focused on sector updates and responding to requests for specific training and induction activity.

Members welcomed the proposed plan noting that whilst a wide range of training and development activities were available to governors in previous years, this was the first time they had been drawn together in a single plan to support governors to review the offer and take ownership of their own training and development activity. Members discussed the internal NCD governor development briefings and noted that whilst attendance had been low during 2022/23, there had not been clear feedback from the annual survey responses to suggest what would improve attendance. It was agreed to look at how the suggested topics could be addressed through alternative means such as adding to the induction programme, incorporating into meeting reports or directing governors to individual modules on the ETF Governance Development Programme but retaining flexibility to arrange briefing sessions where required. Members discussed the suggestion for a session on constructive questioning which had emerged previously and in a number of the Chair’s 121 discussions with individual members. The Committee agreed that a development session on this would be useful for all members given their collective responsibilities under the Instrument and Articles of Government and it was also suggested that a regular refresher on governance should be included in the mandatory section of the plan.

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Subject to reflecting the above comments, members agreed to recommend the plan to Corporation.

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23/52 Any other business – none.

23/53 Date of next meeting: 19 January 2023

23/54 Annual review of Committee’s effectiveness and working practices

Members were asked to complete a questionnaire in advance of the meeting. In addition to reviewing the summary of responses members commented that in light of the recent and forthcoming changes to the Committee membership there was a need to appoint another independent member to bring a broader Corporation perspective.

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