

The Corporation of New College Durham

**Minutes of the Search and Governance Committee
meeting held on 10 March 2025**

Present:

Stephen King (Chair)
Andy Broadbent

Emily Baxter
Ben Fisher

Apologies:

None

In attendance:

Caroline Winter, Head of Governance and Corporation Secretary
Rosie Attack - Good Governance Institute (Observing)

Action

25/19 Chair's introduction

The Chair welcomed everyone to the meeting, including Rosie Attack of the Good Governance Institute, who was observing the review as part of the external review of governance.

Members were reminded to declare interests in any item of business to be considered at the meeting. Stephen King declared an interest in Item 5, Paper C, which considered his reappointment as a Corporation member.

The Chair advised that a new governor application had been submitted to the Head of Governance the preceding Friday evening and following circulation to the Committee, it was proposed to consider this as part of Item 5 after consideration of the application for reappointment.

25/20 Apologies for absence – none were received.

25/21 Minutes of previous meetings

The minutes of the meetings held on 27 January 2025 and 18 February 2025 were agreed as accurate.

25/22 Matters arising not appearing elsewhere on the agenda

25/06 – an update on the Safeguarding, Careers and Vice Chair governor roles would be considered under Paper B on the agenda.

25/07 – the governor interview questions were circulated and refreshed after the meeting.

25/23 Review of Members' terms of office, succession planning and committee composition (Paper B)

The Committee reviewed members' terms of office and noted in particular the terms of office and additional governor roles expiring before the end of the year. Members highlighted the risk associated with governors' terms of office expiring at the same time

and queried any actions that could be taken to mitigate the risk. The Head of Governance advised that whilst the current situation was a legacy of a number of appointments made at the same time in 2021, there was an option to appoint members for terms of less than four years so that expiries would be staggered. It was also noted that some colleges made initial appointments for one year to allow for a review of the 'fit' from both the board and the individual's perspective, however members recognised this also created a potential risk in new appointees leaving after one year. Members commented that ongoing succession planning was key in mitigating the risk to the board but agreed to revisit the discussion at the next meeting.

CW

Members reviewed the current committee composition and subject to their appointment as members of Corporation **agreed to recommend the following committee appointments:**

- **Helen Golightly and Ross Markwell to be appointed to the Education Quality Curriculum and Students Committee**
- **Helen Golightly to be appointed to the Finance and Resources Committee**

Members noted that the deadline had passed for expressions of interest in the Safeguarding Governor role and no further governors had expressed interest in the role. **Members agreed to recommend that Corporation reappoint Davey Benson as Safeguarding Governor.**

Members noted the term of office for the Careers Education and Guidance Governor would expire in April and expressions of interest would be sought after the meeting. It was also noted that the term of office for the role of Vice Chair would expire in May. The Head of Governance explained the nomination and appointment process for Vice Chair and confirmed this would be progressed in advance of the May Corporation meeting.

25/24 Review of application for Governor reappointment (Paper C)

Stephen King left the meeting for this item and Ben Fisher took the Chair.

Members noted that Stephen King's term of office was due to expire on 31 July 2025 after serving four years, and that in line with the reappointment procedure Stephen had put himself forward for reappointment.

In making a recommendation for reappointment, the Committee considers a number of factors including: overall skills mix of the board; individual attendance at meetings and other College events; individual contribution at meetings; board diversity; committee membership; length of service; succession planning; and consideration of other suitable candidates. [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] **Following careful consideration members agreed to recommend Stephen's reappointment as a member of Corporation for a further 4 years until 31 July 2029.**

Stephen King returned to the meeting and resumed the Chair.

New Governor Application

Members considered a new governor application received in response to a targeted advert to Human Resource (HR) professionals in the region.

The Committee reviewed the applicant's qualifications, present and former occupations, the skills and experience they felt they could bring to the board and their completed Skills Audit. Members felt that the applicant's skill set complemented the current Corporation-wide skills audit, particularly in light of the previous agreement to seek applicants with HR expertise. Members commented that the reasons for applying fit well with the College values and highlighted the applicant's strong mix of public and private sector experience and extensive chairing expertise.

Members agreed to invite the applicant for interview with a panel of three committee members, depending on availability. It was noted that the governor interview questions had recently been reviewed.

25/25 External Governance Review – update (Verbal)

The Head of Governance and Corporation Secretary provided a verbal update on the external review of governance effectiveness. Members noted that the work on the Corporation's second external review had commenced, with review team members from the Good Governance Institute (GGI) observing various committee meetings during March. An initial discussion was scheduled later in the week for the Corporation Chair and Head of Governance with the review team, to confirm the scope in accordance with the tender brief and the GGI submission. Members were updated on the plans for engagement activity including one-to-one interviews, governor and Senior Leadership Team (SLT) surveys and focus groups with governors and additional staff. Members were advised that the findings of the review would be presented to a workshop for governors and the SLT in the summer.

Members noted the verbal update.

25/26 Strategic Review Meeting – update (Paper D)

Members reviewed the summary of governor responses to the survey on content, format, venue and timing of the planned

Strategic Review meeting scheduled for 7 May 2025. Members welcomed the preference for facilitation to be shared between governors and SLT members and noted governors' preferences on content. The Principal confirmed that the Executive Leadership Team had started to discuss a plan for the day based on the survey results. Their view was that a focus on strategic opportunities and challenges was so closely related to the impact of NECA and the new government that these could both be covered alongside consideration of deploying the curriculum to meet skills priorities. Responses had indicated a preference for an afternoon rather than full-day event and it was proposed to structure this around two concentrated sessions.

Members discussed the implications of holding the session on or off site and were keen to support the SLT to participate without the distractions of being on site. It was agreed to check availability of the previous year's venue, but with a commitment to provide future opportunities for governors to become familiar with more of the College campus beyond the boardroom. It was also suggested that governors could be invited to an optional informal get together at the end of the day. Members noted some additional survey response comments in favour of providing information to governors in advance of the event and it was agreed to seek governor nominations to work with SLT members in facilitating the day.

25/27 Training Update (Paper E)

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

Members commented that there continued to be a wide range of training and development opportunities and were pleased with the level of governor take up. It was noted that the Education and Training Foundation webinars and the commissioned external training sessions had been well attended. Members noted the planned internal briefing session on College Finances and the Principal advised that he would work with the Chief Finance Officer to ensure this would dovetail with content for the Strategic Review day to avoid duplication and ensure governors could focus on strategy rather than detail on the day.

Members noted the actual and planned training and development activities for 2024/25 and the progress in implementation of the Governors Training and Development plan.

25/28 Governance Development Plan 2024/25 – Progress Update (Paper F)

Members reviewed Paper F, the updated Governance Development Plan (GDP). It was noted that a number of actions were complete but that the majority were work in progress, with

some expected to be the subject of updates to the June meeting at which members' input would be sought.

In response to a member's question the Head of Governance and Corporation Secretary confirmed that where possible actions would be completed in the current academic year particularly where these were quite practical, however some actions were longer term in nature, for example increasing board diversity and were likely to roll forward to next year and potentially beyond.

Members commented on the strength of the plan in comparison to examples in other organisations and noted the update.

25/29 Review of confidential meeting papers (Paper G)

Members reviewed Paper G, the review of confidential Corporation business and **agreed:**

- **Items 1, 2 and 4 relating to capital project business cases remained confidential for a time limited period**
- **Item 3 relating to the External Audit Service fees would remain confidential on a permanent basis**
- **Item 4 detailing the costing model options for the HE partnership with Gateway Studios remained confidential for a time limited period**

The Head of Governance and Corporation Secretary advised that a review time scale would be added to the schedule in respect of the items recommended as confidential for a time limited period.

25/30 Any other business – none.

25/31 Date of next meeting: 9 June 2025