

CHAIR APPROVED

The Corporation of New College Durham

**Minutes of the Search and Governance Committee meeting
held on 27 January 2025**

Present:

Ben Fisher
Andy Broadbent

Emily Baxter

Apologies:

Stephen King

In attendance:

Caroline Winter, Head of Governance and Corporation Secretary

Action

25/01 Chair's introduction and starred items

Ben Fisher agreed to Chair the meeting in the absence of the Stephen King. Members were reminded to declare interests in any item of business to be considered at the meeting. Andy Broadbent declared an interest in Paper F – Senior Postholders Succession Planning.

25/02 Apologies for absence were received from Stephen King.

25/03 Minutes of previous meeting (Paper A)

The minutes of the meeting held on 21 October 2024 were agreed as accurate.

25/04 Matters arising not appearing elsewhere on the agenda

24/65 – Stephen King and Ben Fisher would be sent details of the reappointment procedure after the meeting and their terms of office would be reviewed at the March meeting of the Committee.

24/65 - Discussions took place with both Vice Chairs after the last meeting.

24/65 - Suzanne Slater was appointed as Chair of the Education Quality Curriculum and Students Committee at the December Corporation meeting.

24/65 - The board recruitment documents had been updated to reflect the focus on applicants with expertise in HR and education quality and delivery.

24/67 – actions to respond to the findings of the AoC Code review of compliance had been developed for inclusion in the Governance Development Plan.

24/69 – the External Governance Review would be considered on the current agenda.

24/70 – Link governors would be discussed later in the meeting.

25/05 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 85%, which was above the target of 75% and a slight increase on the previous end of year figure of 83%. Year to date attendance at Corporation and Committee meetings was 83% and 89% respectively.

[REDACTED]

The Chair highlighted that the attendance figures were based on only one term's meetings and that the Committee would continue to monitor attendance throughout the year.

25/06 Review of Members' terms of office, board recruitment and succession planning (Paper C)

The Committee reviewed members' terms of office and commented in particular on terms of office and additional governor roles expiring before the end of the academic year.

The Head of Governance advised that the Support Staff Governor's term of office was due to expire in the summer and that an election for this role would take place before the end of the academic year, with the current staff governor eligible to stand for a second term.

Members reviewed the current committee membership and chairing arrangements and discussed the need to strengthen membership of the Education Quality Curriculum and Students Committee to enhance debate and constructive questioning and challenge. **It was agreed to recommend the following changes to Corporation:**

- **Rhiannon Hiles to be appointed to the Education Quality Curriculum and Students Committee**
- **Kathryn McCloghrie to be appointed to the Education Quality Curriculum and Students Committee**
- **Ben Fisher be appointed as Chair of the Finance and Resources Committee**
- **Emily Baxter be appointed as Chair of the Remuneration Committee**
- **Ben Fisher to be appointed to the Remuneration Committee**

Members noted that the term of office for link governor roles was two years and considered the ongoing challenges around governor capacity to take on additional roles. The Head of Governance advised that there was no specific restriction on reappointment of link governors at the end of their term and that Davey Benson had confirmed his interest in continuing in the role of Safeguarding Governor. Members agreed that link governor roles should be subject to the same arrangements for re-appointment as the Chair and Vice Chair and that Davey should be eligible for reappointment, subject to the wishes of Corporation. It was agreed that expressions of interest for the Safeguarding Governor role would be sought after the meeting for approval as soon as possible, and that the Careers Governor and Vice Chair roles would require consideration at the next meeting.

CW

The Head of Governance advised that recruitment and marketing materials had been updated to reflect the change in committee structure and the areas of expertise currently being sought. It was noted that the following item would consider current applications.

25/07 Review of applications for Membership of the Corporation (Paper D)

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 two applicants would be invited to interview for the Corporation. Members commented that whilst neither applicant was a specialist in the areas of experience being sought, their expertise and influence in regional policy and the construction industry respectively could make a valuable contribution to the work of the Board and the College. Members agreed that the third applicant did not have the relevant skills being sought, or in areas that would bring additional value to the Board at this time and they would be thanked for their interest.

Members agreed to proceed with the interviews as soon as possible whilst continuing to promote the board vacancies with a targeted approach. Members discussed the potential to co-opt members onto specific committees and agreed to keep this option under review.

It was agreed to review the current interview questions ahead of the interviews and these would be circulated after the meeting for comments.

CW

25/08 External Governance Review (Paper E)

Members reviewed the tender evaluation summary of submissions to undertake the external governance review. Those involved in the evaluation exercise confirmed there had been good discussion and challenge at the session with helpful support and advice from the Procurement Team advisers. It was noted there had been a significant range in both price and quality of the submissions with the Good Governance Institute (GGI) receiving the highest score in the evaluation.

Members commented that there were some learning points in relation to language, specificity and weighting of criteria in the evaluation questions but confirmed that the GGI bid was the strongest overall.

Members agreed to recommend that Corporation appoint the Good Governance Institute to undertake the external governance review and noted that Corporation approval would be sought by written resolution to enable the review to commence in the Spring Term.

25/09 Senior Postholders Succession Planning (Paper F)

Andy Broadbent presented Paper F, which provided an overview of succession planning considerations in relation to the Senior Postholders (SPH) appointed by the Board at NCD.

Members reviewed the skills assessment, age profile analysis, diversity assessment and readiness for succession and development of internal candidates in relation to each post. Andy advised that the report did not cover the intentions of each postholder but confirmed that succession planning discussions were taking place with individuals below Senior Postholder level. Members noted there were no surprises in the assessment against each post and that the process ensured consistency between individuals' appraisals and development actions.

Members welcomed the paper and commented that it was very helpful to have an overview of the position and that the paper would support ongoing discussion of the risks relating to the SPH roles. Members discussed the interest and appetite in progression among the Senior Leadership Team (SLT) and Andy advised that succession planning discussions took place regularly with the SLT,

[REDACTED]
[REDACTED]
[REDACTED]. Andy confirmed that the analysis would continue to be developed alongside discussions with relevant individuals around capability and readiness.

Members reiterated that the paper was very helpful from a governance perspective and in providing an insight into the evolution of succession planning for senior roles.

Members noted the following recommendations for ongoing succession planning:

1. Enhance Diversity and Inclusion Efforts: Focus on options for ethnic diversity within leadership, including revising recruitment practices to attract a wider range of candidates.
2. Support Continuous Professional Development: Continue investing in professional development for potential internal successors, with a focus on strategic leadership, sector updating and diversity and inclusion.
3. Maintain Regular Succession Reviews: Schedule bi-annual reviews of the succession plan to adapt to any changes in the leadership team or institutional priorities, with a particular focus on diversity outcomes.
4. Maintain Regular External Market Assessment: Continue to explore availability of workforce support to mitigate vacant roles and recruitment challenges.

25/10 Committee meetings feedback (Paper G)

Members reviewed the feedback from the recent surveys of governors and the Senior Leadership Team following the trial of holding committee meetings online during the Autumn Term.

It was noted that whilst respondents commented on both the benefits and challenges in holding meetings online, the majority of respondents (9 of 11 Governors and 9 of 9 SLT respondents) supported the continuation of online committee meetings for the remainder of the academic year.

Members agreed that the trial should continue until the end of the academic year, as suggested in some of the responses, and undertake a further review and discussion with all Corporation members at the July meeting to agree the approach to meetings in the 2025/26 academic year.

25/11 Strategic Review Meeting – initial discussion (Paper H)

The Principal presented Paper H, which outlined early thinking and ideas about the format and content of the Strategic Review meeting scheduled for 7 May 2025.

Members noted that whilst the feedback from the previous year's event had been very positive, the report focused on a number of suggestions for future consideration relating to both content and format.

In relation to the format of the event, members felt that achieving the right balance between presentations and workshops was key and that a greater priority should be given to workshop and group activity than the previous year. Members also commented that the previous approach of greater governor involvement in leading sessions jointly with members of the SLT had worked well.

In relation to content members endorsed the topics around strategic opportunities and challenges, impact of NECA and the new Labour Government in driving change, review of strategic performance measures and also suggested consideration of competitor awareness linked to the curriculum portfolio.

Emily Baxter left the meeting at 5.15pm.

Members discussed the option of using an external facilitator and emphasised the importance of follow-up activity after the event to consider the outcome and impact of discussions. It was agreed to seek views from the wider Corporation membership on the suggested topics given the limited time that would be available and to seek views on format and venue.

25/12 Review of confidential meeting papers (Paper I)

The Head of Governance and Corporation Secretary introduced Paper I, the review of confidential Corporation business. Members reviewed the recommendations in the schedule to the report and agreed:

- Items 1 and 4 relating to Internal Auditor performance would remain confidential on a permanent basis
- Item 2 relating to governor capacity and aspirations was no longer confidential
- Items 3 and 5 relating to capital project business cases would be further reviewed at the next meeting of the Committee.

25/13 Any other business - none

25/14 Date of next meeting: 10 March 2025