

The Corporation of New College Durham

**Minutes of the Search and Governance Committee
meeting held on 21 October 2024**

Present:

Stephen King
Andy Broadbent

Ben Fisher

Apologies:

Ian Green
Emily Baxter

In attendance:

Caroline Winter, Head of Governance and Corporation Secretary

Action

24/61 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. No interests were declared.

24/62 Apologies for absence were received from Ian Green and Emily Baxter.

24/63 Minutes of previous meeting (Papers A1, A2 & A3)

The minutes of the meetings held on 21 June, 26 July and 16 September 2024 were agreed as accurate.

24/64 Matters arising

21 June 2024 minutes:

24/37 – matter arising from 24/21 – a briefing was commissioned on the College's role as Principal Sponsor of New College Durham Academies Trust (NCDAT). The final version would be shared with governors as part of a wider report on academy sponsorship.

24/41 – non-shortlisted applicants were informed and thanked for their interest.

24/44 – the paper on link governor roles was re-circulated for further discussion at the current meeting.

24/46 – the previous year's survey responses on governor training requirements had been reviewed against governor training requests. Some issues identified by members were covered in internal meetings and briefings and some areas would still need to be considered this year. It was noted there had been a clear increase in take up of training opportunities in the last year.

24/46 – agenda planning during the current year would ensure all members are able to join the start of a committee if there is a presentation/briefing of interest to the wider Corporation membership.

24/49 – committee chair verbal updates had been reintroduced in the July and September Corporation meetings.

26 July 2024 minutes:

24/54 - Unsuccessful applicants were informed and thanked for their interest and the new governor appointments were approved via written resolution over the summer

24/65 Review of Members' terms of office and committee composition (Paper B)

The Committee reviewed members' terms of office and current committee composition and noted the impact of the terms expiring before the end of the next academic year. It was agreed to review the terms of office for Stephen King and Ben Fisher in the Spring Term and Allen Eccles in the Summer Term.

CW

Members reviewed the current committee composition and chairing arrangements. Members considered the feedback on current committee membership received from governor responses to the individual governor review and reflection survey and also noted that the roles of Chair and Vice Chair were linked to some elements of committee membership. The Head of Governance and Corporation Secretary advised that establishment of two Co Vice Chair roles had been implemented to address previous succession planning risks around the role of Corporation Chair, as the previous Chair approached the end of her term of office. This had resulted in legacy arrangements which may no longer be necessary in light of the current Corporation membership and structure, and in the context of the board succession planning arrangements detailed in the following agenda item. It was agreed that the Chair would discuss further with both Vice Chairs to seek feedback on moving to a single Vice Chair. The Head of Governance and Corporation Secretary confirmed that if progressed, the process would simply require one of the current Vice Chairs to confirm their intention to stand down from the role, with no requirement to amend the Corporation's governing documents.

SK

Members agreed to recommend the following changes to Corporation:

- **Ian Green to move from the Audit & Risk Committee to the Academy Sponsorship Committee**

It was also agreed to discuss the longer-term chairing arrangements for the Education Quality Curriculum and Students

**SK /
BF**

Committee with individual governors to facilitate further committee changes in the Spring Term.

Members reviewed the updated governor skills audit and agreed to target recruitment of individuals with expertise in human resources and in education quality and delivery to the two Corporation vacancies.

CW

24/66 Approach to Succession Planning (Paper C)

Caroline Winter presented Paper C, which considered the arrangements for succession planning for both Corporation and Senior Postholders (SPHs).

Members reviewed the current arrangements as detailed in the report and agreed that the board succession planning arrangements were accurately reflected in the Succession Planning Policy. Members discussed the proposal for succession planning for SPHs to be progressed through an annual update to the Committee from the Principal, which considered each of the relevant posts in detail and a range of key issues including the SPH profile and known plans, options and skills assessments, age profile, diversity, succession planning readiness, recruitment options, risk assessment and recommended actions.

Members welcomed the report after previous high-level discussions on the need for the Committee to progress succession planning. In response to a member's question, the Principal confirmed that the proposed approach would fit with the existing SPH appraisal timetable. Members reviewed the proposed changes to the Succession Planning Policy and the Committee Terms of Reference to reflect the proposal and provide clarification on how the committee undertakes its role in succession planning.

Members agreed:

- a) the proposed approach to reviewing succession planning for Senior Postholders**
- b) to recommend the proposed changes to the Policy on Recruitment and Succession Planning for Governance to Corporation for approval**
- c) to recommend the proposed changes to the Search and Governance Committee Terms of Reference to Corporation and approval**

24/67 Draft Governance self-assessment report 2023/24 (incorporating Review of compliance with the Code of Good Governance for English Colleges) and Governance Development Plan 2024/25 (Paper D)

Caroline Winter presented Paper D, the draft governance self-assessment report for 2023/24. The draft report provided details of membership changes, meeting attendance, review of meeting arrangements, outcome of committee 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 2024/25 and overall conclusion about governance. In addition, the report detailed the outcome of the recent review of compliance with the new AoC Code of Good Governance.

Members commented that the detail in the report reflected the breadth of operations and business undertaken by the board over the last year and noted the progress made in the 2023/24 GDP. In response to a member's request for further detail on the two actions in the proposed GDP for 2024/25 on equality diversity and inclusion, it was noted that the Executive Director, Human Resources and Corporate Services was progressing some work on the College EDI framework in which there may be potential for governor involvement as this developed. Members considered the outcome of the review of compliance with the AoC Code of Good Governance and confirmed that the College remained in a strong position in compliance with and in many areas exceeding the requirements of the new Code. It was noted that the actions to respond to the review findings were being developed by the Executive Leadership Team and would be included in the 2024/25 GDP when finalised.

CW /
AB

Members endorsed the draft GDP for 2024/25 subject to inclusion of the actions emerging from the AoC Code review, the preliminary conclusion on governance and the key priorities for 2024/25. Members noted the final governance self-assessment report would be presented at the Corporation meeting on 7 November 2024.

24/68 Draft Search Committee Annual Report 2023/24 (Paper E)

Members reviewed Paper E, the draft annual report from the Search and Governance Committee to the Board, which had been introduced under the previous iteration of the AoC 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 7 November 2024.**

24/69 External Governance Review – Tender brief (Paper F)

Caroline Winter presented Paper F, which outlined the approach to undertaking an external governance review in the 2024/25 academic year and sought the Committee's approval of the tender documentation as delegated by the Corporation.

Members reviewed the current context for external reviews of FE Colleges following completion of the first full round of all colleges being reviewed over the previous three years. A number of common themes emerging across the sector were noted, including the value of reviews in providing external assurance of governance effectiveness and acting as a catalyst for further strengthening arrangements rather than identifying significant weaknesses.

Members reviewed the proposed tender documents appended to the report, which had been prepared in consultation with the College's Procurement Team. It was noted that the specification reflected the DfE guidance and the technical questions were the same as those used for the previous review.

After careful consideration of the specification, the technical questions and proposed evaluation weightings, **members approved the tender documentation to invite quotations for an external governance review for issue in accordance with the timetable proposed by the Head of Procurement subject to the following changes:**

CW

- a survey of members would be added to the specification
- amend question 4.4 to seek knowledge/understanding of the 'North East skills' context
- adjustment of the question weightings to increase weightings on governance experience, understanding of the FE sector and North East skills context and reduce weightings on the review approach and timetable, which were prescriptively detailed in the brief

It was proposed that Ben Fisher and Emily Baxter join the tender evaluation panel.

24/70 Governor Training & Development Plan 2024/25 (Paper G)

Members reviewed Paper G, which presented a refresh of the Governor Training and Development Plan introduced the previous year. Members commented that the plan had been well-received and generated very positive feedback and were supported of the refresh with minimal changes.

Members agreed to recommend the refreshed Governor Training and Development plan to Corporation for approval.

24/71 Review of Instrument and Articles of Government, Standing Orders, Terms of Reference (Paper H)

Caroline Winter presented Paper H, which proposed a small number of changes to the Instrument and Articles of Government and the Committee Terms of Reference following a comprehensive review undertaken of all the Corporation's core governance documents in 2023.

Members reviewed the proposed changes to the **Instrument and Articles of Government** which provided clarification that written communications could be in hard copy or electronic form, provided further clarity on ineligibility to be a Corporation member, removed the requirement for signature of meeting minutes and reflected the re-naming of the Search and Governance Committee agreed previously.

Members reviewed the proposed changes to the **Terms of Reference** for individual committees which reflected feedback from individual reviews of committee effectiveness, the establishment of the Education Quality Curriculum and Students Committee (EQCS) in place of the former FEQCS and HEQCS committees, added further detail on succession planning for Senior Postholders and changes to the wording around approval of key performance indicators and targets to provide consistency across committees.

It was noted that the minor changes required to the Standing Orders would be included in the next comprehensive review of the document.

Members agreed to recommend that Corporation approve the revised Instrument & Articles of Government and Committee Terms of Reference.

24/72 Governors Additional Responsibilities (Paper I)

Members reviewed Paper I, which considered three additional areas for establishing link governor roles covering Digital, Sustainability and Equality Diversity and Inclusion (EDI).

It was noted that the Committee was being asked to review the paper due to the limited discussion time available when originally submitted. Views were therefore being sought on the principle of whether the Committee would recommend the establishment of each role before progressing discussions with the relevant management lead and developing the role description.

Members discussed each area in turn and agreed that whilst EDI and sustainability were key priorities for the Corporation, each would benefit from further consideration around the expectations and value of a link governor role in the context of the College's activities in these areas before taking this forward. Members considered the DfE guidance and example role description for

digital and commented that this appeared to have an operational focus which may not work within the NCD context. It was also felt that the assurance provided from reports to governors in this area provided the necessary level of assurance.

After careful consideration, members agreed:

- **the role of digital link governor would not be pursued**
- **the Principal would discuss the potential for link governors in the areas of EDI and sustainability with the relevant management leads and feed back to the next meeting**

AB

24/73 Any other business - none

24/74 Date of next meeting: 27 January 2025

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