

CHAIR APPROVED

**The Corporation of New College Durham**

**Minutes of the Search and Governance Committee  
meeting held on 20 October 2025**

**Present:**

Stephen King

Ben Fisher

Andy Broadbent

Emily Baxter

**Apologies:**

None

**In attendance:**

Caroline Winter, Head of Governance and Corporation Secretary

Chloe Freeman, Administrator

**Action**

**25/65 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.

Stephen King declared an interest in Paper F1 - Chair's Performance Review 2024/25.

**25/66 Apologies for absence** none were received.

**25/67 Minutes of previous meeting (Paper A)**

The minutes of the meeting held on 15 September 2025 were agreed as accurate.

**25/68 Matters arising not appearing elsewhere on the agenda**

25/56 (arising from minute 25/44) – the Vice Chair confirmed he had contacted the EQCS Committee Chair and was awaiting confirmation of a time to meet.

25/60 – all members provided comments on the draft external governance review report. The Chair updated the Committee on the recent meeting with the GGI review team. In response to a member's question about GGI's views on the feedback the Chair confirmed that the team had been apologetic and very open to receiving the overall concerns expressed. The discussion had not focused on individual comments, but next steps were agreed to work through the feedback and prepare a revised report.

**25/69 Review of Members' terms of office, succession planning and committee composition (Paper B)**

The Chair noted that the Committee had undertaken a comprehensive review of committee composition at the previous meeting and the proposed changes had been approved by Corporation at the September meeting. The Committee reviewed

members' terms of office and noted the steps agreed in the previous meeting relating to the terms of office expiring at the start of the next academic year. It was noted that a date had been proposed to interview a new governor applicant on 7 November 2025.

Members reviewed the updated Corporation Skills Audit and discussed the need to strengthen coverage in relation to finance and cyber security. Members felt that whilst there was some existing experience in these areas and strong assurance on cyber security provided by the Executive Director of ICT and Corporate Services, given the level of strategic risk to the organisation these areas should be prioritised in recruitment. The Head of Governance and Corporation Secretary advised of some training resources available to governors on seeking assurance around cyber security and confirmed this would be circulated. In relation to finance expertise, it was noted that the recent committee moves had created a gap on the Finance and Resources Committee. Members commented that whilst the addition of business experience to the committee was positive, the financial expertise would not be at the same level of depth. Members discussed the need to balance having governors with a broad general knowledge across different areas of activity with subject experts. The potential to co-opt committee members was raised and it was agreed to pursue this through the next round of recruitment activity, focusing on recruiting an individual with finance expertise as soon as possible.

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The Head of Governance updated on the receipt of speculative marketing materials from an organisation that specialised in diversity in governor recruitment and advised that their offer and cost would be explored with an update provided to the committee.

It was agreed that subject to progressing the actions as discussed, no further changes to committees would be proposed at the current time.

## **25/70 Governor Training & Development Plan 2025/26 (Paper C)**

Members reviewed Paper C, the refreshed the Governor Training and Development Plan.

The Head of Governance and Corporation Secretary advised that whilst members consistently fed back that sufficient training and development opportunities were available to them, a small number of areas had been identified in governors' individual survey responses which would be followed up to provide additional support. In addition, it was proposed to arrange an internal governor briefing around curriculum activity, which was highlighted by a number of governors as an area in which they were keen to develop further knowledge and understanding.

**Members agreed to:**

- a) **endorse the approach to training and development needs identified in the annual governor survey responses**
- b) **recommend that Corporation approve the refreshed Governor Training and Development plan**

**25/71 Review of Instrument and Articles of Government, Standing Orders, Code of Conduct and Committee Terms of Reference (Paper D)**

Caroline Winter presented Paper D, which detailed proposed changes to the Corporation's core governance documents following a comprehensive review.

Members reviewed the proposed changes highlighted in each document and noted that the majority were minor amendments to reflect updated terminology and language, reflect established procedure and practice, ensure alignment and clarity between documents in respect of previously agreed changes, or include additional information to update or provide further details on existing procedures.

Members' attention was drawn to one substantive change to the Instrument and Articles of Government which removed voting restrictions on student governors under the age of 18. This change was proposed following guidance issued by the FE Commissioner to all colleges that these provisions were incompatible with Charity Law.

**Members agreed to recommend that Corporation approve the revised:**

- a) **Instrument & Articles of Government**
- b) **Standing Orders**
- c) **Committee Terms of Reference**
- d) **Code of Conduct**
- e) **Conflict of Interests Policy**

**25/72 Review of AoC Code of Good Governance 2024/25 (Paper E)**

Caroline Winter presented Paper E, the annual review of compliance with the AoC Further Education Code of Good Governance.

Members were reminded that following adoption of the revised Code by Corporation in 2024, a Task and Finish Group of governors performed a comprehensive review against the new Code in September 2024. A further 'light touch' review of compliance for 2024/25 had now been undertaken and detailed in the appendix to the report, confirming any changes and updating the behaviours and practices detailed in the previous year's document. As previously requested, a member of the Committee

had reviewed and commented on the document prior to circulating to the Committee.

It was noted that a small number of actions had been identified to further strengthen existing arrangements, some of which were carried forward from the previous year and linked to areas anticipated in the external governance review findings. Caroline confirmed these actions would be included in the Governance Development Plan alongside any actions agreed in response to the final report on the external governance review.

**Members agreed to recommend to Corporation that there was sufficient assurance that the College's arrangements complied with the Code in 2024/25.**

### **25/73 Chair Performance Review (Paper F)**

*Stephen King left the meeting for the first part of this item.*

#### **Chair's Performance Review 2024/25 (Paper F1)**

The Vice Chair advised the Committee that the annual appraisal of the Chair was a key element of the Corporation's annual review of governance and confirmed that a survey seeking feedback on the Chair's performance was sent to all governors in July.

It was noted that the responses were collated and used by the Vice Chair to support a 121 review meeting with the Chair. Members reviewed the survey responses and outcome of the 121 discussion which were appended to the report. Members commented that the feedback was very positive and that it was encouraging that all Corporation members were aligned in their view of the Chair's performance.

Members noted the feedback provided on the Chair's Performance and confirmed there were no additional actions for inclusion in the Governance Development Plan or Governors' Training and Development Plan.

*Stephen King re-joined the meeting.*

#### **DfE Guidance on Chair's Performance Review (Paper F2)**

Caroline Winter presented Paper F2, which introduced a new DfE Guidance document detailing sector good practice in reviewing performance of the Chair. It was noted that the document also covered Senior Postholder appraisal, which would be the subject of a separate report to the Remuneration Committee.

Members reviewed the assessment of the Corporation's current arrangements for the Chair's Performance Review against the good practice diagnostic checklist in the report and noted a small number of actions had been identified for improvement.

**Members agreed to endorse the actions identified for implementation.**

**25/74 Any other business** – none.

**25/75 Date of next meeting:** 16 February 2026