CONFIRMED

The Corporation of New College Durham

Minutes of the Search and Governance Committee meeting held on 16 February 2026 Online via MS Teams

Present:		**Apologies:**
Stephen King (Chair)	Ben Fisher	Emily Baxter
Andy Broadbent		

In attendance:
Caroline Winter, Head of Governance and Corporation Secretary
Chloe Freeman, Administrator

Action

26/01 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. No interests were declared.

26/02 Apologies for absence were received from Emily Baxter.

26/03 Minutes of previous meeting (Papers A1 & A2)

The minutes of the meetings held on 20 October 2025 and 7 November 2025 were agreed as an accurate record.

26/04 Matters arising not appearing elsewhere on the agenda

25/69 – members were advised that free online training resources to support boards in relation to cyber security risks had been identified through JISC and the National Cyber Security Centre. The details would be circulated to Committee members in the first instance to provide a steer on sharing with the Finance and Resources Committee and potentially all Corporation members. **CW**

25/69 – recruitment priorities and approach would be considered later on the current agenda.

26/05 Governor attendance – update (Paper B)

Members reviewed the Governor attendance statistics for Term 1 and noted reasons why individual attendance had fallen below target.

Members' overall attendance to date was 86%, which was above the 75% target and an increase on the previous end of year figure of 81%. Year to date attendance at Corporation and Committee meetings was 78% and 94% respectively.

Members acknowledged the need to monitor attendance but emphasised the need to also consider members' input and participation in meetings to ensure effective governance. It was agreed to explore activities to encourage and measure meaningful governor contribution beyond basic meeting attendance, so these could be trialled and consideration given to setting governor objectives in this respect. **CW**

26/06 Review of Members' terms of office, board recruitment and succession planning (Paper C)

The Committee noted that all board positions were currently full with no vacancies, but that some members' terms of office and additional governor roles were due to expire before the end of the calendar year.

It was agreed to issue the usual reappointment documentation to Chris Patterson following the meeting as the earliest term expiry and review the position for other governors again in June. **CW** Members discussed the need for finance expertise to further strengthen the Finance and Resources Committee and agreed to explore the potential for co-option prior to external recruitment. **SK**

Members reviewed committee membership and noted that composition requirements were met across all committees. Members reviewed the updated Corporation skills audit and reiterated that areas of expertise to prioritise in future recruitment should be cyber security, digital and finance. The Chair suggested approaching the Women in Tech group to promote interest in becoming a governor and agreed to follow this up. **SK** The Head of Governance highlighted the recommendation in the external review of governance report to review skills requirements following approval of the new 5-year strategy and the Principal emphasised that AI would be a fundamental element of the new strategy across all corporate and curriculum activity. Members reviewed the composition of the Search and Governance Committee and suggested this could be expanded to strengthen resilience. It was agreed that the Chair would explore the potential for an additional governor to join the committee as soon as possible. **SK**

Members revisited the earlier discussion on meaningful contribution from governors due to concerns over lack of discussion and challenge in some meetings. It was agreed that the Vice Chair would arrange individual discussions as appropriate to emphasise the importance of constructive challenge as a key element of the governor role. **BF**

Members noted that Suzanne Slater had been in the role of SEND Governor for 2 years and that the Corporation Standing Orders had been updated to permit reappointment to the role, subject to normal appointment procedures. It was agreed that expressions of interest for the role would be sought with a view to consideration at the March Corporation meeting.

The Head of Governance updated that the formalities to end the Academy Sponsorship arrangements were concluded at the Annual General Meeting of New College Durham Academies Trust in January, and there was now a need to consider the future of the Academy Sponsorship Committee (ASC). The Committee agreed that given the core purpose of the ASC was to monitor the College's involvement with the Academies as Principal Sponsor there was no requirement for the Committee moving forwards. **It was agreed to make a recommendation to Corporation to dissolve the Academy Sponsorship Committee.**

26/07 Governance Development Plan (Paper D)

The Head of Governance presented the draft Governance Development Plan, which proposed actions to address the findings of the external governance review undertaken by GGI.

Members noted that some of the activities reflected work that was already underway or planned and being progressed, and that a small number of actions rolled forward from the previous year's plan, the latest review against the AoC Code of Good Governance or represented good practice seen elsewhere.

Members discussed the proposed actions and confirmed that whilst they were supportive of the draft with the actions representing best practice and the Corporation's direction of travel, there were challenges to some of the recommendations. Members highlighted the difficulty in structuring governor engagement opportunities given that the nature of many events required them to be arranged with short notice. Members also and queried the recommendation to strengthen what they felt was a very comprehensive governor induction programme. Members commented that a crib sheet of key facts and figures would assist governors in their ambassadorial role and the Principal emphasised the need to have reasonable expectations of governors in this respect given their already significant time commitment to the College. Members discussed the recommendation on strategic risk and the Principal clarified that the actions proposed were a re-shaping of the existing approach to risk management and oversight to sharpen focus rather than introducing something new.

In response to a member's question about the level of priority attached to each action, the Head of Governance clarified that this would be better depicted as short, medium and long-term which more closely represented their status. It was agreed to amend the plan to reflect priority in terms of proposed time scales rather than importance. **CW**

Members were advised that the Head of Governance would work with the Principal to populate the remainder of the plan prior to submission to Corporation to reflect responsibilities for taking the actions forward.

The Committee agreed, subject to the amendments discussed, to recommend the Governance Development Plan to Corporation for approval.

Chloe Freeman left the meeting.

26/08 Senior Postholders Succession Planning (Paper E)

This item is recorded confidentially under confidential minute 26/08a.

26/09 Strategic Review Meeting – initial discussion (Paper F)

Chloe Freeman rejoined the meeting.

The Principal presented Paper F, which outlined the proposed approach to the forthcoming annual Corporation Strategic Review. Members reviewed the proposed objectives, structure, thematic focus and intended governance outputs from the day and observed that the approach aligned well with the recent FE Commissioner (FEC) Strategic Planning Guidance document, demonstrating the plan was on the right track.

Members noted that an additional session would be arranged with governors ahead of the strategy day to deliver the findings to date of consultation activity on the new strategic plan. Members confirmed that the proposal covered the right themes for the current sector and NCD context considering external drivers and internal priorities and should encourage a strategic discussion on the day. Members emphasised the need to ensure governors were in the right frame of mind to contribute at the session and the Principal confirmed that governors would receive materials in advance of the session to assist their preparation. In addition it was proposed to share some of the FEC document content on governors' role in setting the College strategy.

Members asked that participants were asked to think about outcomes and impact and in response to a question about consideration of key performance indicators, it was confirmed that these would be reviewed and developed between the strategic review in April and final Corporation approval in July. It was also confirmed that the overarching strategy would be supported by operational plans and KPIs.

Members discussed the option of engaging an external facilitator for the day and whilst there were mixed views, it was agreed to explore this as a possibility if a suitable individual could be identified.

The Committee endorsed the proposed objectives and strategic themes as an appropriate framework for the Strategic Plan and confirmed the proposed structure for the strategic review would enable strategic debate and Corporation-led direction setting.

26/10 Training Update (Paper G)

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

It was noted that the update presented a similar position to previous years. Whilst there had been a slightly lower uptake of the Education and Training Foundation Governance Development Programme webinars, this potentially reflected that some governors had undertaken the sessions of interest to them in previous years.

The report proposed scheduling a small number of short online training sessions to address any areas that may not be covered elsewhere in the training and development offer and that governors' views would be sought to determine the content.

Members noted the actual and planned training and development activities for 2025/26 and confirmed their support for the proposed additional online sessions.

26/11 Review of confidential meeting papers (Paper H)

Members reviewed Paper H, the review of confidential Corporation business. Members were updated on the proposed future approach for the Chair and Principal consider the schedule and agree a recommendation in advance of the Committee's review.

The Committee agreed:

- **Items 4 and 7 relating to External and Internal Audit provision respectively would remain confidential on a permanent basis.**
- **Consideration of the remaining items would be deferred to the next meeting following review by the Chair and Principal**

26/12 Any other business – none.

26/13 Date of next meeting: 8 June 2026