CONFIRMED

The Corporation of New College Durham

Minutes of the Search and Governance Committee meeting held on 14 September 2026 Online via MS Teams

Present:		**Apologies:**
Stephen King (Chair)	Helen Golightly	Ben Fisher
Andy Broadbent		

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

Action

26/30 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.

26/31 Apologies for absence were received from Ben Fisher.

26/32 Minutes of previous meeting (Paper A)

The minutes of the meeting held on 23 June 2026 were agreed as an accurate record. It was agreed to move the minute relating to the reappointment of a Corporation member into separate confidential minutes for the 23 June 2026 meeting before circulating to Corporation.

26/33 Matters arising not appearing elsewhere on the agenda

26/17 – actions arising on the minutes of the previous meeting:

- 26/04 – NCSC online training would be circulated in advance of the October F&R meeting.
- 26/06 – it was agreed to pause the move from meeting evaluations to collective reflection discussions at the end of Corporation/Committee meetings while trialling the wider changes to Corporation agendas

26/18 – the Principal confirmed that discussions had taken place to ensure that arrangements were in place to support and release staff governors from work commitments to attend meetings in their governor role.

26/19 – an update on the proposal to appoint a new Remuneration Committee chair would be considered under Paper B.

26/19 – the Chair confirmed that options to address the pressure on EQCS meeting agendas had been discussed with the EQCS Committee Chair.

26/34 Review of Members' terms of office, succession planning and committee composition (Paper B)

The Committee reviewed members' terms of office and current committee composition and noted there were currently three independent member vacancies on the board following expiry of the terms of office of one governor in September and the resignations of two governors over the summer.

It was noted that applications for the current vacancies would be considered under the following agenda item.

The Chair updated on the 121 discussions he and the Vice Chair had undertaken with Corporation members over the summer, which included discussion on committee membership and aspirations and capacity to take on additional governor roles within the Corporation. The Chair reported that all members continued to be highly engaged with the Corporation and a number of governors had indicated they were keen to increase their involvement where possible.

The Head of Governance advised that the Audit and Risk Committee was currently at the minimum membership to meet quorum requirements and that making an appointment to the Committee was a priority before the next meeting at the end of November. Members were also reminded that the Remuneration Committee membership had been increased a year ago to provide assurance that remuneration decisions were being made by a wider group of governors. As the Corporation would be asked to consider adoption of the new SPH Remuneration Code in the coming months including referring all final remuneration decisions to Corporation, it was suggested that it may not be necessary to fill the vacancy on the committee. Benchmarking had indicated a membership of four would be in line with sector norms for a remuneration committee, however there was a need to appoint a new Committee Chair, which members agreed should be drawn from the existing membership.

It was agreed to recommend the following committee changes to Corporation:

- **Kathryn McCloghrie to be appointed as Remuneration Committee Chair**
- **Reduce the composition of the Remuneration Committee to four members but retain a quorum of three members in line with sector benchmarking**
- **Jonathan Hamill to move from the Finance & Resources Committee to join the Education Quality Curriculum and Standards Committee**

Members were updated on expressions of interest in the HE Partnership Link Governor role and that an appointment to the role would be considered at the Corporation meeting on 24 September.

26/35 Review of applications for Membership of the Corporation (Paper C)

Members considered 18 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 three applicants would be invited to interview, one of which would be for a co-opted role on the Audit and Risk Committee rather than full Corporation membership. Members agreed that the remaining applicants 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 agreed to keep the option to co-opt members onto specific committees under review.

26/36 Review of Governor Skills Audit (Paper D)

The Committee reviewed the current Governor Skills Audit and proposed amendments. It was noted that the Skills Audit was used to assess the collective skills and experience of the Corporation, identify potential gaps and inform future recruitment and reappointment decisions.

Members were reminded that the structure of the Skills Audit had been revised in January 2023 to reflect the Corporation's core responsibilities. Following the External Governance Review, it had been agreed that the audit would be revisited once the new Strategic Plan had been finalised to ensure continued alignment with the College's strategic priorities. The proposed amendments sought to strengthen a number of areas, update terminology and remove duplication. Members also considered whether the final section relating to sector and network links should remain in its current form or be replaced with the more specific list of categories set out at the end of the appendix.

The Committee supported the proposed changes and agreed that the more specific list of sector and network links should be adopted. It was also agreed that references to battery and space and digital, technology and AI should be added.

Subject to these amendments, the Committee agreed to recommend the revised Governor Skills Audit to Corporation to approve for future use.

26/37 Draft Governance self-assessment report 2025/26 (Paper E)

Members reviewed Paper E, the draft Governance Self-Assessment Report for 2025/26, which had been prepared in accordance with the requirements of the College's accountability agreement and the AoC Code of Good Governance. The report drew together evidence from across the year, including meeting evaluations, committee effectiveness reviews, governor development activity, the annual Governor and Senior Leadership Team (SLT) surveys and progress against the Governance Development Plan.

Members noted that Corporation, Committee and overall attendance had improved during the year, with national comparator information to be added before the report was presented to Corporation. Feedback from meeting evaluations had been consistently positive, while also identifying areas for further development. The annual governance survey had rated Corporation effectiveness very highly, with average scores of 4.9 out of 5 from Governors and 4.6 out of 5 from SLT. Particular strengths identified included relationships, scrutiny, constructive challenge, decision-making and the Board's commitment to the College.

Good progress had also been made against the 2025/26 Governance Development Plan, notwithstanding that approval had been delayed until March following completion of the External Governance Review. A number of actions would be carried forward into 2026/27, consistent with the Committee's previous request that actions be considered over short, medium and longer-term timescales.

The Committee reviewed the proposed conclusion and priorities for 2026/27 and agreed that these reflected the direction of travel and discussions held with individual governors over the summer. It was noted that, following Corporation consideration, the identified priorities would inform the draft Governance Development Plan for 2026/27, to be considered by the Search and Governance Committee in October.

The Committee endorsed the draft Governance Self-Assessment Report for submission to Corporation.

26/38 Draft Search and Governance Committee Annual Report 2025/26 (Paper F)

Members reviewed Paper F, the draft annual report from the Search and Governance Committee to the Board.

The report details 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 skills audit and diversity

monitoring data; discussions about succession planning for the Board and Senior Postholders; the final report following the external review of governance; key policies and governance documents reviewed; monitoring of governor training and development; and the ongoing review of confidential meeting papers.

Members endorsed the Search and Governance Committee Annual Report and agreed to recommend it for presentation to Corporation.

26/39 Chair's Performance Review 2025/26 – Deferred

Members noted that it had been agreed to defer this item to the next meeting when the Vice Chair would be in attendance.

26/40 Any other business

The Committee was asked to consider whether to hold one meeting in person during the year. Members agreed this was not necessary due to the additional meetings in person required as part of the governor recruitment process.

The Principal briefed members on a number of confidential succession planning matters.

26/41 Date of next meeting: 19 October 2026