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**APPROVED MINUTES OF THE  
GOVERNANCE & SEARCH COMMITTEE MEETING  
HELD REMOTELY ON WEDNESDAY 25<sup>TH</sup> SEPTEMBER 2024**

<b>Present:</b>	Gill Banks	Principal/CEO
	Penny Haughan	Independent Governor
	Jo Henney	Independent Governor
	Phil Vickerman	Independent Governor (Chair)
<b>In attendance:</b>	Lesley Venables	Governance Professional

**APOLOGIES FOR ABSENCE**

- 1 There were no apologies for absence.

**DECLARATION OF INTERESTS**

- 2 A standing declaration of interest was received from Gill Banks in her capacity as an independent governor at Hopwood Hall College.

**APPOINTMENT OF CHAIR**

- 3 **Resolved** - that Phil Vickerman be appointed as Committee Chair for the 2024/2025 academic year

**MINUTES OF THE PREVIOUS MEETING**

- 4 **Resolved** That the minutes of the meeting held on 14<sup>th</sup> May 2024 be approved as a correct record and signed by the Chair.

**MATTERS ARISING**

- 5 Governors received a report on the actions arising from the previous meeting and noted that the majority of items were either completed or in progress.
- 6 Under minute 82 it was agreed that governors would be reminded of the updated DfE guidance on safeguarding (Keeping Children Safe in Education) which had been incorporated into the new Safeguarding Policy to be presented for approval.
- 7 Attendance would continue to be monitored closely, particularly for the Quality &

Standards Scrutiny Committee (minute 94 refers) and it was agreed that it was important for the data to be accompanied by information on the context of absences.

- 8 Under minute 97 the Governance Professional reported that she would be following up any non-compliances on the mandatory governor training modules in the next 2 to 3 weeks.
- 9 It was agreed that a list of College-wide events to which governors could be invited would be prepared for circulation (minutes 99 and 101).
- 10 At the next Senior Leadership Team meeting managers would be informed of their respective link governor, together with the protocol for initiating and conducting visits (minutes 104 to 105).

### **ANNUAL GOVERNANCE REPORT 2023/2024**

- 11 The Governance Professional presented the draft Annual Governance Report for 2023/2024, which set out performance against a number of criteria and an action plan to address any areas for improvement.
- 12 Attendance levels against the agreed target of 82.7% for the Board and each committee were as follows:

<b>BOARD/COMMITTEE</b>	<b>ATTENDANCE LEVEL</b>
Board	76%
Audit	94%
Finance & Resources	86%
Governance & Search	100%
Quality & Standards Scrutiny	77%
Remuneration	100%
Overall, including strategic events	81%

- 13 Following a request at the previous meeting, the whole year's performance had been divided into 2 sections to reflect the change in membership from December 2023.
- 14 Information was also provided on individual attendance levels and it was noted there were several governors with attendance levels below the identified target due to existing work or family commitments and this has been managed successfully overall.
- 15 Teams invites had been circulated well in advance for all meetings in 2024/2025. Governors other than committee members have been invited to each meeting as a development opportunity and to enable any potential attendance gaps to be filled.
- 16 Attendance would continue to be monitored closely and would form part of the annual performance evaluation process for individual governors and for committees.
- 17 The recent External Governance Review had recommended that a target of 80% be set for 2024/2025. The Committee felt that this was insufficiently aspirational, especially as the College was classified as 'Requires Improvement'. It was agreed

that a target of 85% should be set by the Board with an ambition to move to 90% in 2025/2026. Governors would also be offered the opportunity to attend on a hybrid basis, subject to the suitability of the technology.

- 18 The Annual Governance Report set out changes in the Board's membership, the number of meetings, the committee structure in operation and training/development activities. A number of priorities had been identified for 2024/2025, progress against which would be monitored by the Committee.
- 19 The Chair of the Board commented that she would like to explore the possibility of introducing the Carver model of governance. It was agreed that the Governance Professional would draft a report for the Committee's next meeting on the benefits and possible issues with this framework.
- 20 The Principal reported that having a live data dashboard that was accessible for all governors may be a more effective way to co-ordinate governance across each committee. This could be achieved after the new Director of MIS & IT was in post.
- 21 The Committee was also advised that planning for the Board's strategy days would be undertaken much earlier in future and that some of the areas identified for further training would be covered as part of these sessions.
- 22 **Resolved –**
  - 1 That the Board be recommended to approve the action plan
  - 2 That a report on different models of governance, including the Carver model, be submitted to the next meeting

## **MEMBERSHIP ISSUES**

- 23 The Committee received a report on current and future membership issues. Currently there were vacancies for 2 external governors and 1 student governor (for which an election process will take place in October 2024). The latest skills audit had identified gaps in the areas of property/estates/health & safety, HR/EDI and small and medium sized enterprises.
- 24 Following discussions at the previous Committee meeting an application to the FE Commissioner's office for support with governor recruitment had been submitted. This had been successful and the College had been allocated one place within the scheme to recruit an individual with estates/property skills and/or experience. Following a scoping meeting with Peridot & Partners the search process was now underway.
- 25 The terms of office of 3 governors were due to expire in the next 18 months (Lucky Ali – June 2025; Simon Wrigley – February 2026 and Gary Baines – July 2026). Additionally, the terms of office of 8 external governors would expire in 2027. It was agreed that consideration should be given to staggering these to reduce any potential risk in relation to the Board's ability to operate effectively.
- 26 Governors discussed the current size and structure of the Board and its committees and whether alternative models would be more effective. The Committee was advised that to attain an appropriate diversity of skills and to reflect the breadth of the College's provision, it was common for FE boards to be between 15 and 18. The Governance Professional would examine different options for the Board's composition which took



- 37 A full review of the existing documents had been undertaken by the Governance Professional, using sector best practice to inform any proposed amendments.
- 38 The majority of changes were relatively minor. It was suggested that the Board's composition should be updated to include an additional student governor (which would enable a greater emphasis on the student voice) and for voting for the staff governors to include all staff rather than the current divisive arrangements whereby only teaching staff could vote for the teaching staff governor.
- 39 The drafts would now be forwarded to Eversheds for comment and any significant issues would be reported to the next meeting. A final version could then be presented to the Board in March 2025.
- 40 **Resolved -** That the draft Instrument & Articles for submitted to Eversheds for review

#### **COMMITTEE SELF-ASSESSMENT 2023/2024**

- 41 The Governance Professional presented a draft Committee Self-Assessment for 2023/2024. The Committee asked that an additional column be added to the form so that statements could be referenced to the actions being taken on issues such as attendance, recruitment and training.
- 42 Information on the Board's diversity would be collected shortly for the ESFA return on the overall profile, which could then be used to inform future recruitment activities.
- 43 It was suggested that some key performance indicators should be set for the Board in relation to attendance levels, ethnicity and other protected characteristics to improve the extent to which the membership reflected the diversity of staff, students and the local community.
- 44 **Resolved -** That the Committee's Self-Assessment for 2023/2024 be approved

#### **ITEMS TO BE REPORTED TO THE BOARD**

- 45 The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 23<sup>rd</sup> October 2024:
- Draft Annual Governance Report for 2023/2024 received and priorities for 2024/2025 recommended for approval by the Board
  - Attendance target of 85% recommended for 2024/2025 and an expectation of working towards 90% in future.
  - Reminders to be sent to governors who had not yet completed the mandatory training modules
  - Report on membership issues discussed – currently 2 vacancies for external governors, one of which will be recruited through Peridot & Partners, plus one student governor (to be elected shortly). The Committee also noted the schedule of terms of office that would expire over the next 18-24 months

- Further work to be undertaken by the Governance Professional on the Board's composition, structure and succession planning.
- Final External Governance Review report received. Further refinement of the action plan would take place in conjunction with the Committee Chair. Items from the Review to feature on future governor strategy days.

## **ITEMS FOR NEXT MEETING**

Progress on actions from External Governance Review  
Attendance in Term 1  
Expiry of external governor's term of office (Lucky Ali)  
Report on outcome of governor performance reviews  
Data on diversity (based on ESFA questionnaire)

## **DATE OF NEXT MEETING – 5<sup>th</sup> February 2025**

An additional meeting may be necessary before then to recommend the appointment of an external governor with a property background

Chair: -----

Date: -----