

**Minutes of the Search and Governance Committee held 3<sup>rd</sup> May 2022 2pm  
Virtual meeting**

**MINUTES**

**Present**

Nichola Harrison [Chair]  
Mark Robertson  
Heather Du Quesnay

**In attendance**

Emily Baldwin [Clerk], Martin Doel

<b>1</b>	Apologies for absence	There were no apologies for absence.
<b>2</b>	Declaration of interest	There were no declarations of interest.
<b>3</b>	Minutes of the meeting held on 14 <sup>th</sup> September 2021	The Minutes of the meeting of 14 <sup>th</sup> September 2021 were agreed as a true and accurate record of the meeting.
<b>4</b>	Corporation and committee membership	<p>E Baldwin introduced the paper on Corporation and committee membership. There were currently 21 full Corporation members and 2 co-opted members.</p> <p>The following was noted and agreed the following changes for 2022/23:</p> <ul style="list-style-type: none"> <li>• A Jennings' term of office as a Governor would end in July 2022, but he would attend the Audit and Committee meeting in December as a co-opted committee member in order to assist in scrutiny of the Audit Committee's Annual report and the College's Financial Statements</li> <li>• N Harrison's final term of office would end 31<sup>st</sup> May 2022</li> <li>• M Doel would take over as Chair of the Search Committee for the short-term.</li> <li>• N Hunter would be approached to be the new Chair of Audit and Risk Committee from autumn 2022</li> </ul> <p>The Committee discussed the meetings for 2022/23:</p> <ul style="list-style-type: none"> <li>• The Strategy Day would be held on 1 full day and at the Cambridge campus</li> <li>• Corporation meetings would be scheduled to be in-person although</li> </ul>

		<p>up to two meetings a year could revert to virtual if it affected attendance</p> <ul style="list-style-type: none"> <li>• Committee meetings would be a mix of virtual and in-person meetings</li> <li>• External speakers could attend virtually</li> <li>• The May Corporation meeting would include a training session for governors</li> </ul> <p>The Committee discussed the feedback from the Strategy Day in detail. They noted the broadly positive feedback. It might be appropriate at a future Strategy Day to set out three tangible outcomes from the day.</p> <p>The Committee discussed options to ensure Governors were appropriately briefed inbetween meetings.</p> <p>The Committee recommended to Corporation the Committee and Chair membership as set out in the attached paper.</p>
5	Code of Governance	<p>The AoC had updated the Governor Code of Governance. The College has adopted the previous version, including the separate remuneration code.</p> <p>The Clerk has undertaken an initial review of compliance with the new code. She explained that the substantial changes included:</p> <ul style="list-style-type: none"> <li>• Introduction of Environmental Sustainability principle</li> <li>• Full integration of the SPH Remuneration Code (to be compliant colleges must adopt or have due regard for the Remuneration Code).</li> <li>• Greater emphasis on how college added value to the communities it served, and building two-way relationships.</li> <li>• Tighter references to sub-contracting arrangements, and ensuring off-site provision delivered equivalent quality.</li> <li>• Equality and diversity, including of the governing body itself</li> <li>• More focus on Governor training</li> <li>• Requirement to have External Reviews</li> </ul> <p>The Committee noted that the College already substantially complied with the Code, and noted the areas where actions could be taken in the future. These would be incorporated into a new improvement plan to be taken to the Committee in the autumn term. The Committee felt that the Code was overly long and the College should look at adhering to the spirit and key elements of the Code rather than using it as a tick box exercise.</p> <p>Governors discussed the extent to which the College fulfilled the principle around community engagement and whether there could be consideration after Ofsted to have a public event.</p> <p>The Committee noted the requirements around an external review of governance. Official guidance had not yet been produced. The College would schedule a review in September 2023.</p> <p>The Committee <b>recommended</b> the Corporation adopted the new Code</p>

		of Governance.
6	Governor improvement, training plan and link scheme	<p>The Committee discussed progress against the Governor improvement plan. Attendance remained at target for Corporation/Committee meetings but was slightly down for Corporation meetings only.</p> <p>They noted that COVID had meant that it had been difficult to implement learning walks. They suggested that a learning walk would be held early in the autumn term, and a schedule agreed thereafter.</p> <p>Committee Chairs should be encouraged to speak to new governors on their committee individually.</p> <p>Governor training would need to be declared in the College's Annual Accounts and governors would be encouraged to let the Clerk know if they undertake any training.</p> <p>New Governors would be encouraged to take on a governor link area. This was not necessary for Committee Chairs who already had areas of responsibility.</p>
7	Standing Orders	<p>The Clerk introduced the Standing Orders. A single amendment was suggested to the Standing Orders to allow for an increase in the maximum number of governors in exceptional circumstances.</p> <p>The Committee <b>recommended</b> the Standing Orders as amended to Corporation.</p> <p><i>M Doel left the meeting</i></p>
8	Staff Governor interviews	<p>The Committee interviewed three candidates for a new Staff Governor. It was noted that it was a particularly strong field and all candidates had much to offer the Governing body. Following completion of the interviews, Governors discussed whether it was appropriate to appoint two staff governors (bringing the total number of staff governors to three). It was noted that this was allowed under the College's Standing Orders in exceptional circumstances.</p> <p>The Committee noted that two of the candidates filled particular gaps in the existing governing body, with good knowledge of apprenticeships and adult learning. One of the candidates had also impressed with her input into how the College could improve its equality and diversity agenda, which was recognised as a priority for the Corporation. The Committee agreed that it would be appropriate to appoint two staff governors but that they should sit on different committees. It was proposed that the Search Committee was expanded to cover 'People'. It would include reporting of the HR report, staff survey, staff development. It would also have Committee responsibility for the equality and diversity policy. This would complement the Committee's current focus on Governor improvement and training, and would ensure the equality and diversity strategy had sufficient scrutiny at Committee level. Staff pay, terms and conditions and restructuring issues would remain with F&amp;R Committee.</p>

		The Clerk agreed to consult with the Chairs of the relevant committees and to then revisit the Terms of Reference with the view to bringing a recommendation to the May Corporation meeting.
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The meeting finished at 4pm.