

**EXETER COLLEGE FURTHER EDUCATION CORPORATION**

**SEARCH AND GOVERNANCE COMMITTEE**

**Minutes of meeting held on Monday 25 January 2021 at 5.30 p.m.  
Via Zoom**

**OPEN MINUTES**

**Present:**

David Allen	Chair
Bindu Arjoon	Vice Chair
John Laramy	Principal
Matt Roach	
Sarah Brampton	
Emma Webber	Co-opted

**Apologies:** None

**In Attendance:** Alison Layton-Hill Clerk to the Corporation

Item		<b>Action</b>
1.	<p><b>WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST</b></p> <p>The Chair welcomed members to the meeting and noted that there were no apologies.</p> <p>The Committee congratulated the Principal on being awarded a CBE and also wished him a Happy Birthday for Wednesday.</p> <p>The Chair reflected that it is likely to be some time before the Covid-19 restrictions are lifted. To ensure the College governance remains robust while being conducted virtually, he encouraged the Committee to raise any issues they may identify and share best practice.</p>	
2.	<p><b>MINUTES</b></p>	
2.1	The minutes of the meeting held on 5 October 2020, as circulated, were agreed.	
2.2	The confidential minutes of the meeting held on 5 October 2020, as circulated, were agreed.	
3.	<p><b>MATTERS ARISING</b></p>	
3.1	<p>Meeting of Independent Members</p> <p>The Chair reminded the Committee that he had circulated a governor suggestion that independent members may wish to meet separately without the Executive present. He reported that at the current time governors thought it unnecessary and that concerns could be raised through other channels.</p>	
3.2	<p>Health and Safety Lead Governor</p> <p>It was noted that Emma Webber had kindly agreed to act as the Health and Safety Lead Governor for this academic year. The Chair suggested that the appraisal process is used to identify another</p>	

governor who might shadow Emma with a view to take on the role from September 2021.

#### 4. **GOVERNORS**

##### 4.1 Board Diversity

The Chair led a rich and helpful discussion about how the College might further support the diversity of the Board, both in terms of the protected characteristics and diversity of thinking. The Committee was referred to the Board diversity data for the previous four years and a check list of good practice following a governance review undertaken by the Chair.

It was agreed that the composition of the College Board in terms of its diversity had greatly improved over the previous ten years, however it was also acknowledged that there is more than could be done, without compromising the required skills mix. It was suggested that the composition of the local and College community should be considered to enable the Board to set itself targets to reflect those communities. It was noted that the diversity of 15 governors was in the Board's gift as the students and staff are elected and the Principal is ex officio.

The board agreed that an equality, diversity and inclusion working group led by Gemma Noble (and supported by the Clerk) would be useful to identify the steps other organisations take to improve their diversity, potential targets the College might consider setting itself and how the new values support the College's aim for a more diverse board.

**GN/  
Clerk**

It was also suggested that when considering succession planning, the Principal communicates with targeted publications and minority communities.

**The Committee agreed to report the content of the diversity discussion to the Board at its meeting on 26 February 2021.**

**Clerk**

##### 4.2 **Vacancies/Appointments**

The Committee noted that Jo Matthews had kindly agreed to remain as a governor co-opted to the Audit and Risk Assurance Committee until the end of the academic year. However, the Committee remains low on numbers. The Principal and the Clerk had met with two potential members and considered that both have the appropriate skills and experience and would be excellent additions to the Committee. The Committee considered the CVs of:

- a) Rob Hutchins, Head of Devon Audit Partnership
- b) Adele Westcott, Head of Internal Audit at the Met Office

**The Committee agreed to recommend the appointment of Rob Hutchins and Adele Westcott as co-opted governors to the Audit and Risk Assurance Committee.**

**Clerk**

The Committee also considered the option of a governor moving from the Business Services Committee to serve on the Audit and Risk Assurance Committee.

**The Committee agreed that:**

- a) The Chair of the Business Services Committee will explore options through the appraisal process**
- b) Any moves would not negatively impact on the membership of the Business Services Committee**

**MR**

4.3

#### **Succession Planning**

The Chair advised governors that the Clerk would bring an election process to the meeting in March 2021 to enable the election of a new Chair and Vice Chair of the Corporation in July 2021.

The Chair also suggested that it would be useful to have a formal governor succession planning strategy in place and the potential to expand the use of co-opted governors was considered. Caution would need to be exercised in terms of structuring the expectations of co-opted governors and that it is not automatically a route to becoming a full member of the Board. The need for a succession planning strategy to meet the College's equality, diversity and inclusion aspirations was also agreed.

**The Committee agreed that the Clerk, working with the Principal and the Director of People and Organisational Development, will bring a draft governor succession planning strategy, based on sector best practice, to the meeting in March 2021.**

**Clerk**

5.  
5.1

#### **GOVERNANCE MATTERS**

Review of Role Descriptions

The Committee considered the new role descriptions for the Corporation Chair, Corporation Vice Chair and Governor, which were based on versions produced by Governance4FE. The Committee noted that new role descriptions for the Committee Chair, Student Governor and Staff Governor would be tabled at the next meeting.

**The Committee agreed to:**

- a) approve the role descriptions subject to minor amendments**
- b) receive all new role descriptions at the meeting on 22 March 2021**

**Clerk**

**Clerk**

5.2

Governor Appraisals Update

The Chair updated the Committee that the governor appraisals had all been scheduled and were due to be completed in time for the appraisal action plan to be considered at the March 2021 meeting. It was noted that the action plan will feed into the Governance Self-Assessment and Quality Improvement Plan.

**The Committee noted the update**

5.3

Proposed dates for meetings 2021/2022

The Committee received the proposed dates and noted that following evaluation of the current four meetings per year for Business Services and Quality and Standards, those dates may be subject to change.

**The Committee agreed to recommend the schedule of dates to the Board for approval, subject to the caveat that some may be amended.** Clerk

6. **Board Residential**

6.1 Due to the continued volatility of the pandemic, the Committee noted that it would be unlikely that the Board would be able to partake in face to face meetings in the near future and that cancelling the Board Residential would be a sensible option.

The Committee discussed the option to move the Board Residential to May as opposed to March from 2022, due to the number of other governor meetings in February and March. It was also hoped to have a face to face governor strategy meeting in the Autumn.

The Committee noted that some new governors had not had the opportunity to meet face to face with their Board colleagues and a social event, potentially including a quiz was suggested.

**The Committee agreed:**

- a) **To advise the Board that the Board Residential is cancelled for this academic year** Clerk
- b) **That the Board Residential will move to May from 2022**
- c) **That the senior leadership team will arrange a Zoom social event including a quiz to enable the Board to meet informally** JL
- d) **To have (if possible) a social occasion alongside a face to face strategy meeting in the Autumn.** JL/  
Clerk

7. **Future Meetings**

7.1 Items to take to the Board

The Committee agreed to refer the following items to the Board on 26 February 2021:

- Outcome of the diversity and succession planning discussions
- Appointments to Audit and Risk Assurance Committee
- Role Descriptions as amended
- Meetings schedule for 2021/2022
- Board Residential cancellation and future date

Clerk

7.2. Items for the Search and Governance Committee meeting on 22 March 2021

The Committee agreed the items to take to the next meeting as those set out in the Cycle of Business

7.3 Dates of meetings for 2020/2021  
Monday 22 March 2021

8. **Reports for Information**

8.1 Skills Matrix

8.2 Terms of Office

8.3 Committee Structure

8.4 Governor Attendance 2020/2021

Signed by the Chair:

*David Allen*

Date: 22 March 2021