

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held at 5.30pm on Monday 24 January 2022 via Zoom

Present	Bindu Arjoon	Chair
	John Laramy	Principal
	Matt Roach	
	Sue Clarke	
	Emma Webber	Co-opted

Apologies	Sarah Brampton
	Glenn Woodcock

In Attendance	Alison Layton-Hill	Clerk to the Corporation
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1. **Welcome, apologies and declarations of interest** **Action**

The Chair welcomed members to the meeting. Apologies were received from Sarah Brampton and Glenn Woodcock.

2. **Minutes**

- 2.1 The minutes of the meeting held on 4 October 2021, as circulated, were agreed.
- 2.2 The confidential minutes of the meeting held on 4 October 2021, as circulated, were agreed.

3. **Matters Arising** None

4. **Governors**

4.1 **Appointments**

Governors referred to the report and CV that had been circulated. The Committee noted that the Chair, Principal and Clerk had met with Patrick Tigwell, Partner and Head of the Exeter Office at Thomas Westcott and supported his appointment. The Committee considered Patrick's experience and skills, particularly in terms of potentially serving on the Business Services Committee.

The Committee carefully considered the impact on the gender balance of the Board and it was acknowledged that the College had approached female partners of regional accountancy firms.

The Committee agreed:

- a) **To recommend Patrick Tigwell's appointment as a governor to the Board on 18 February 2022** **Clerk**

b) To recommend that Patrick serves on the Business Services Committee

Clerk

- 4.2 Succession Planning
The Committee noted that should Patrick Tigwell's appointment be approved by the Board, there will be no governor vacancies against the working number stated of 20.

- 4.2.1 Business Services Committee
It was noted that Matt Roach's third term of office concludes on 6 December 2022 which will result in a vacancy for the role of Chair of Business Services Committee. The Committee discussed the ideal skills required and considered governors who may be suitable for development to take on this role.

The Committee agreed that the Clerk would explore opportunities to appoint a replacement Chair of the Business Services Committee

Clerk

- 4.2.2 Remuneration Committee
Matt Roach's departure will also result in the need to appoint a new Chair of the Remuneration Committee. In accordance with College Standing Orders, the Chair and Vice Chair of the Corporation should not serve as Chair of this committee. The role could be undertaken by a governor co-opted to the Remuneration Committee.

Emma Webber's third term concludes on 31 July 2023 and therefore Emma would be able to chair one Remuneration Committee meeting (April 2023). The Committee discussed the possibility of co-opting an existing governor to the Committee who could also take on the role of Chair or appointing a new governor to the Board, potentially with legal experience, who may be able to be developed into the role of Chair.

The Committee agreed to consider a replacement Chair of the Remuneration Committee at its meeting in March 2022

5. Governance Matters

- 5.1 Governance – Internal Audit Report
Governors considered the internal audit report which will be fully scrutinised at the Audit and Risk Assurance Committee. The Committee noted the reasonable assurance grading and that the recommendations had been completed.

The Committee noted the internal audit report

- 5.2 Reviews of Governance
5.2.1 Reciprocal Governance Review (Hereford and Ludlow College)
The Committee was reminded that the College was engaging in a reciprocal governance review with Herefordshire and Ludlow College. The Clerk from Herefordshire and Ludlow will be attending an Exeter College Board meeting

and will be interviewing a selection of governors, resulting in an action plan to be approved by the Board in the summer term.

The Committee noted the report

5.2.2 DfE External Governance Reviews

Governors noted the new requirement for colleges to commission an external review of governance every three years. The Committee considered the proposed timescale of the summer term 2023.

Clerk

The Committee agreed to recommend to the Board that the College commissions its first mandatory external governance review to take place in the summer term of 2023

5.3 Policies

The summary report and governance policies for routine biennial review were received and considered. The Committee noted the highlighted changes.

The Committee agreed to recommend the following Governance Policies to the Board at its meeting on 18 February 2022

Clerk

5.3.1 Expenses Policy

5.3.2 Induction and Training Policy

5.3.3 Publication of Minutes Policy

5.3.4 Scheme of Delegation Policy

5.3.5 Policy for Taking Independent Advice

5.4 Governor Review Process (formally appraisals)

The report was received and governors noted that the reduced review process will be implemented in the current year. Committee Chairs and those governors in their first year of office will have a review. The Committee considered the draft schedule.

The Committee approved the governor review process and agreed:

a) that the Vice Chair of the Corporation will be invited to undertake the reviews with the Chair

Clerk

b) all reviews to be undertaken by 18 March 2022 or later should the meeting of the next committee date be postponed

5.5 Proposed dates for meetings 2022/2023

The Committee considered the proposed dates which mirrored the current year with adjustments for the Easter holidays.

It was proposed that the College reduces the number of Audit and Risk Assurance Committee meetings to three per year in line with other colleges with the Chair having the power to call additional meetings if required. It was noted that this had been a point raised in the reciprocal governance review.

The Committee agreed:

- a) to recommend the schedule of meeting dates, with a minor amendment, for 2022/2023 to the Board for approval**
- b) that the Clerk will discuss the number of Audit and Risk Assurance Committee meetings with the Committee Chair**

Clerk

Clerk

5.6 Governor Code of Conduct

The draft code of conduct for governors was received and considered to be interesting and useful. It was noted that the source of the document was Eversheds Sutherland solicitors.

The Committee commented that 'safeguarding' is not referred to and proposed that it is included in the 'core responsibilities' section. The Committee also questioned the lack of reference to the use of social media outside of the professional role and recommended that 'health, wellbeing and safety' is included in the relevant section.

The Committee agreed to recommend the Governor Code of Conduct, with agreed amendments, to the Board on 18 February 2022 **Clerk**

6. Board Residential

The draft programme for the residential to be held on 13 and 14 May 2022 was received and discussed.

The Committee was keen to ensure that there would be sufficient time for group debate and discussion and that the Skills agenda is incorporated as an item. It was also suggested that the Masterplan item could merge with the Growth and Risk item.

The Committee agreed:

- a) that the Principal would contact the proposed external speakers at the appropriate time**
- b) to share the Board Residential programme with the Board subject to the proposed amendments**

JL

Clerk

7. Reporting

7.1 The Committee agreed items to be taken to the Board as:

- Appointments
- Date of external governance review
- Policies
- Governor review process
- Schedule of dates 2022/2023
- Code of Conduct
- Residential programme

7.2 Items for the next meeting

The cycle of business was received.

8. Reports for Information

8.1 Skills Matrix

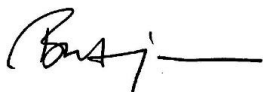
- 8.2 Board Diversity – the Committee considered the potential to recruit new governors from other regions or internationally where appropriate.
- 8.3 Terms of Office
- 8.4 Committee Structure
- 8.5 Governor Attendance 2021/2022 to date
- 8.6 Confirmation of written resolutions

9. **Date of next meeting**

- 4 April 2022 – the Committee agreed to seek an alternative date

Clerk

Signed by the Chair:



Date: 4 April 2022