

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 30 January 2023 in the SLT meetings room, The Tower Building, Hele Road, Exeter

Present	Bindu Arjoon Glenn Woodcock John Laramy Emma Bradshaw-Smith Sarah Brampton Patrick Tigwell	Chair Vice Chair Principal/CEO
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Apologies	Sue Clarke
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In Attendance	Alison Layton-Hill	Head of Governance
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1. **Welcome, apologies and declarations of interest** **Action**

The Chair welcomed colleagues to the meeting with a particular welcome to Patrick Tigwell to his first committee meeting. Apologies were received from Sue Clarke. The Chair and Vice Chair of the Corporation declared an interest in item 4.2 in terms of potential discussion related to succession planning for the Chair and Vice Chair of the Corporation.

The Chair thanked colleagues for meeting in person and suggested that future Search and Governance Committee meetings are also held face to face.

2. **Minutes**

- 2.1 The minutes of the meeting held on 19 September 2022, as circulated, were agreed.
- 2.2 The confidential minutes of the meeting held on 19 September 2022, as circulated, were agreed.

3. **Matters Arising**

- 3.1 SLT attendance at committee meetings
It was noted that the senior leadership team had been extended and the Principal/CEO proposed that additional members of the senior leadership team attend the Quality and Standards and Business Services Committees to enable governors to have more exposure to the wider team.

The process for staff joining meetings to present, as was currently the case, was reviewed along with opportunities to develop staff and staff/governor ratios at committee meetings.

It was clarified that additional staff members would not be members of the committee and would attend as observers with the ability to respond to questions related to their area of expertise.

The Committee expressed caution in terms of extending their remit into a management role as opposed to holding the senior post holders to account. Governors noted the importance of succession planning for SLT as well as governors. Governors questioned whether there were alternative ways to expose the wider senior leadership team to governors without them attending committees. The Committee discussed the possibility of members of the senior leadership team actively participating in one committee meeting per year including assisting with the agenda planning, subject to the Committee Chair's agreement.

The Committee agreed:

- a) to support staff development and engagement with governors by inviting a member of the wider senior leadership team to assist with the agenda planning and attend one committee meeting each year** **JL**
- b) to discuss executive succession planning at a future meeting** **HofG**

4. Governors

4.1 Vacancies

The Committee noted that there were currently two external governor vacancies and that two committee chair roles would become vacant when the terms of office of two experienced governors conclude within the next nine months. This item was further discussed as part of item 4.2.

It was also noted that Phil Randall's term of office concludes in July 2023 and it was recommended that the Head of Governance approach Lindsay Skinner, headteacher at St James school. Governors were advised that Moira Marder, CEO of the Ted Wragg Trust was in agreement to the College making the approach.

The Committee agreed that the Head of Governance would approach Lindsay Skinner to ascertain her willingness to be a member of the Board. **HofG**

4.2 Recruitment and Succession Planning

The Committee considering current and imminent vacancies on the Board and revisited the recruitment and succession planning strategy that had been approved in April 2021. The Committee reviewed the action plan which had been derived from the strategy, along with the progress and areas for further discussion. As part of this report the board diversity data over six years was included along with the latest EDI comparison data for the communities the College serves. The issue of recruiting governors that are willing to take on more senior board roles and those with the appropriate skills and experience was highlighted. The Committee also considered a number of potential governors which had been put forward by colleagues,

their current role and the skills and experience they may bring to the College Board.

The Chair led a discussion with the aim of securing a clear way forward to ensure the Board remains sufficiently skilled and experienced to drive the success of the College when considering the strategic challenges over the next five years and the Board's commitment to equality, diversity and inclusion. Governors reflected on advertising more widely the benefits of being a governor at Exeter College but also acknowledged the immediate need to recruit.

Referring to succession planning into more senior board roles, the Chair proposed that she invite governors to shadow the process to offer reassurance that the role is not overly onerous.

The Committee agreed:

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| a) that the Head of Governance would consider how marketing the role could be improved including highlighting the benefits | HofG |
| b) that the Chair would invite governors to shadow the process of chairing a committee | Chair |
| c) that the Head of Governance would approach four suggested individuals to ascertain their interest in joining the Board | HofG |

5. Governance Matters

5.1 External Review of Governance process

The Committee was reminded that the Skills for Jobs white paper had introduced a requirement for all FE colleges to engage in a mandatory external review of governance every three years. The committee reviewed the report which outlined the process, timeline and potential areas that the committee might like the reviewer to focus on. The Chair led a discussion to start to shape the terms of reference for the review.

Governors were advised that the external governance review must be undertaken every three years and that the report may be shared with the FE Commissioner.

The Committee agreed that:

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| a) the Head of Governance will review the guidance and update the proposed scope | HofG |
| b) the Board will consider the areas of focus at the Board Residential | all |

5.2 Governor Reviews process

The Committee received the proposed process for the governor reviews for 2022/2023 and clarified that development opportunities would be offered to governors where it was agreed to be useful and relevant. The role of the Head of Governance in terms of the reviews was considered.

It was agreed that

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| a) the Corporation Chair and Head of Governance would meet with the Committee Chairs | HofG |
| b) the Committee Chairs would decide if they wished to undertake the reviews with the Head of Governance | All |
| c) the governor review process would be recommended to the Board | HofG |

- 5.3 Proposed schedule of meeting dates for 2023/2024
The Committee received the proposed schedule of meeting dates for 2023/2024 and was reminded that this reflected the reduction of board meetings to four which resulted in four clear meeting cycles.

The Committee agreed to recommend the schedule of meeting dates for 2023/2024 to the Board. **HofG**

6. **Board Residential**

6.1 Draft Programme

The Committee received the draft programme for the Board Residential to be held in May 2023 at the Imperial Hotel, Torquay and the Chair explained the format and focus on strategic planning into the future. It was suggested that information would be shared with governors prior to the residential and governors were encouraged to put forward proposals for discussion.

The Committee agreed:

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| a) that proposals for discussion as part of the strategic planning session at the Board Residential would be provided to the Head of Governance. | All |
| b) to recommend the draft programme to the Board for approval | HofG |

7. **Future Meetings**

7.1 Items to take to Board

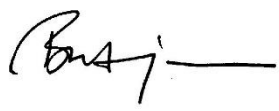
- External governance review
- Governor reviews update
- Dates for 2023/2024
- Residential programme

- 7.2 Items for the next meeting
The Committee noted the cycle of business.

8. **Reports for Information**

- 8.1 Recruitment and Succession planning (April 2021)
- 8.2 Skills Matrix – the Committee suggested some amendments.
- 8.3 Terms of Office
- 8.4 Skills audit form

9. Date of 2022/2023 meeting
- 27 March 2023

Signed by Chair: 

Date: 27th March 2023