

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 29 September 2022 via Zoom

Present	Bindu Arjoon Glenn Woodcock John Laramy Matt Roach Sarah Brampton Sue Clarke	Chair Vice Chair Principal/CEO
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Apologies	Emma Bradshaw-Smith
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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. Apologies were received from Emma Bradshaw-Smith and there were no declarations of interest received.

The Committee noted that this would be Matt Roach's final Search and Governance Committee, although Matt remains on the Board until December 2022. The Chair thanked Matt for his valued support.

2. **Minutes**

2.1 The minutes of the meeting held on 25 April 2022, as circulated, were agreed.

2.2 The confidential minutes of the meeting held on 25 April 2022, as circulated, were agreed.

3. **Matters Arising**

3.1 Frequency of Board meetings

At the previous meeting, the Committee agreed to discuss the possibility of reducing the number of Board meetings from five to four to align with committee meetings from September 2023. This was in the context of retaining the Board Residential and organising extraordinary Board meetings/strategy days where necessary.

The Head of Governance had benchmarked against other regional colleges and it was noted that 66% have up to four Board meetings per year supplemented with one or two strategy days.

The Committee was supportive but mindful of the sequencing of meetings throughout the year and requested that any issues are raised at an early

stage so that additional meetings can be called in a timely manner. The frequency of meetings will be reviewed after one year.

The Committee agreed to recommend to the Board a reduction of scheduled Board meetings to four per year to align with committee meetings, with the caveat that the Board Residential is retained and additional strategy days are arranged when required.

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4. **Appointments**

4.1 **Governors**

The Committee received and considered the CV of Deidre Hughes whose background and expertise is in careers policy, research and practice. The Chair, Principal and Head of Governance had met with Deidre and believed that her experience and skill set would be beneficial to the Board.

The Committee agreed to recommend to the Board on 14 October 2022:

- a) the appointment of Deidre Hughes as a governor of Exeter College**
- b) that Deidre Hughes would serve on the Quality and Standards Committee**

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5. **Vacancies and Succession Planning**

5.1 **Vacancies**

Subject to agreement to item 4.1, there will continue to be one vacancy for an external governor. The Committee discussed options giving consideration to the Board's commitment to EDI and the skills matrix which identified a skills gap in marketing/sales/PR/market research.

There was a robust discussion about how governors could encourage diversity on the Board, the capacity of governors and improving succession planning for Committee Chairs.

The Committee suggested that the Board receives diversity training at the Board Residential.

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The Committee agreed that the Chair and the Head of Governance will consider the content of the discussion and bring a report to the following meeting.

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HofG**

5.2 **Chair of Business Services**

The Committee was advised that Patrick Tigwell had agreed to be considered for the role of Chair of Business Services. Patrick is a qualified accountant, has a strong background in finance and has been shadowing the current committee Chair.

The Committee agreed to recommend to the Board the appointment of Patrick Tigwell as Chair of the Business Services Committee with effect from 7 December 2022.

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- 5.3 Chair of Remuneration Committee
The Committee was reminded that it had already agreed to recommend to the Board the appointment of Emma Bradshaw-Smith as Chair of the Remuneration Committee from 7 December 2022. HofG

6. **Governance Matters**

- 6.1 Standing Orders
 The Committee received the updated Standing Orders and the Head of Governance highlighted the main amendments. It was suggested that the additional comment related to declaring criminal proceedings is also added to the eligibility declaration that governors review annually.

The Committee agreed to:

- a) **recommend the Standing Orders to the Board for approval** HofG
 b) **revise the eligibility declaration to reflect the need to declare criminal proceedings** HofG

- 6.2 Governor Attendance
 The Committee received the 2021/2022 governor attendance report and noted that although the attendance rate had fallen, it remained above the Board's minimum target of 80%. The level of attendance at the Board Residential was particularly pleasing.

The Committee noted the report

- 6.3 Committee Structure 2022/2023
 The Committee received the revised Committee structure for 2022/2023.

The Committee agreed to recommend the committee structure to the Board for approval

7. **Governance Self-Evaluation**

- 7.1 Governor Reviews 2021/2022 action plan
 The Committee received the updated action plan following the governor reviews in the spring term of 2021/2022.

The Committee noted the report

- 7.2 Search and Governance self-evaluation
 The Committee reviewed the narrative prepared by the Head of Governance following the self-assessment discussion at the previous meeting.

Following the discussion about board diversity, it was suggested that no.3 of the membership section is expanded to include that the committee is exploring opportunities to ensure the Board reflects the diversity of the community it serves, bearing in mind that not all diversity is visible. HofG

The Committee agreed the self-evaluation for 2021/2022 HofG

7.3 Governance SAR

The Committee received the Governance self-assessment report and noted that all committees had provisionally assessed themselves as outstanding. The Remuneration Committee and the Quality and Standards Committee are yet to finally approve their self-evaluations however these will be concluded prior to the SAR going to Board.

The Committee agreed to recommend the Governance SAR to the Board for approval subject to potential amendments by the Remuneration and Quality and Standards Committees

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8. Future Meetings

8.1 Items to take to Board

The Committee agreed to take the following items to the Board: frequency of meetings, appointments, Standing Orders, Committee structure and the governance SAR 2021/2022.

8.2 Items for the next meeting

The Committee noted the cycle of business.

8.3 Dates of meetings for 2022/2023

- 30 January 2023
- 27 March 2023

9. Reports for Information

9.1 Skills Matrix

9.2 Terms of Office

9.3 Board Diversity

9.4 Governor Training/Events Record 2021/2022

Signed by the Chair: 

Date: 30th January 2023