

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held at 5.30pm on Monday 25 April 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 Glenn Woodcock and Sarah Brampton. Sue Clarke declared an interest in item 4.1.

2. **Minutes**

- 2.1 The minutes of the meeting held on 24 January 2022, as circulated, were agreed.

3. **Matters Arising**

None that were not covered elsewhere on the agenda.

4. **Governors**

- 4.1 Vacancies, re-appointments and succession planning

Vacancies

Based on the working target of 20 governors there were currently no vacancies, although an experienced governor will be stepping down in December 2022.

Deidre Hughes OBE, an expert in careers, employment and skills, had expressed an interest in supporting the College as a governor.

The Committee noted that the Chair, Principal and Clerk will be meeting with Deidre Hughes on 5 May 2022

Re-appointments

Two re-appointments were considered by the Committee:

- Sue Clarke's first term of office concludes on 3 May 2022
- Stewart Noakes' first term of office concludes on 5 July 2022

The Committee agreed to recommend to the Board the re-appointment of Sue Clarke and Stewart Noakes to a second term of office of four years when their current term concludes

Clerk

Succession Planning

The Committee acknowledged that governors engaged in full time work bring huge value to the Board in terms of their skills and expertise, however expressed concern that capacity may sometimes be an issue for fully employed governors. The benefit of a balance of working governors and those that may be retired or semi-retired was discussed to ensure the Board constitutes a wide range of governors who have flexibility.

The Committee agreed to:

- a) ensure that the time commitment and expectations of being a governor is made clear during early discussions and reiterated during the induction process**
- b) consider potential candidates who have the required skills needed by the Board and are retired or semi-retired who may have more capacity.**

Clerk

All

The Committee discussed options in terms of filling the role of Business Services Committee Chair. It was proposed that Patrick Tigwell might accept the role of Chair of Business Services with interim mentoring support from the current Committee Chair.

Clerk

The Committee agreed to ascertain if Patrick Tigwell would be willing to take the role of Business Services Chair from 2023

The Committee discussed options in terms of filling the role of Remuneration Committee Chair. Emma Webber, current Vice Chair had kindly agreed to take on the role until her third term of office concludes in July 2023.

Clerk

The Committee agreed to recommend to the Board meeting in October 2022 that Emma Webber is appointed as Chair of the Remuneration Committee from 7 December 2022 to 31 July 2023

The Committee considered the option of recruiting an independent co-opted governor for the Remuneration Committee Chair role which may bring the added benefit of an external view. However, it was agreed that appointing one of the existing Committee Chairs would be more appropriate to take over from Emma in August 2023.

4.2 Membership of Committees for September 2022

The Committee received the proposed membership of the committees for September 2022.

The Committee agreed to recommend the Committee Membership to the Board

Clerk

5. **Governance Matters**

5.1 Summary of Governor Reviews

The Governor reviews had been completed bar one and the emerging comments, which would feed into the Governance SAR, were considered by the Committee.

The Committee agreed:

a) that the Clerk would update the document following comments from governors Clerk

b) the Clerk would remind the Chair and Principal/CEO of the actions proposed Clerk

5.2 Reciprocal Governance Review (Hereford, Ludlow and North Shropshire College)

The Committee was reminded that the College was engaging in a reciprocal governance review and received the draft report and action plan. Governors noted the positive report and action plan along with the progress made against the recommendations.

The Committee was not in favour of reducing the Quality and Standards and Business Services committee meetings to less than four.

The Committee agreed to consider over the next year reducing the number of Board meetings to four to align with committee meetings. This was in the context of retaining the annual Board Residential and organising extraordinary meetings where required.

5.3 Audit and Risk Assurance Committee Terms of Reference

The Committee received the updated terms of reference and noted the minor amendments to ensure compliance with the Audit Code of Practice.

The Committee agreed to recommend the Audit and Risk Assurance Committee terms of reference to the Board at its meeting on 29 April 2022 for approval Clerk

6. **AoC Code of Good Governance (the Code) Compliance**

6.1 Adoption and Reporting

The Committee received the report and noted that the ESFA requires colleges to adopt a governance code and that the AoC's Code most closely reflects the College's business.

The Committee agreed to recommend to the Board that it adopts the new AoC Code of Good Governance Clerk

6.2 Compliance against the principal responsibilities of the Code

The Committee noted that in adopting the AoC's Code, the College should periodically assess its performance against the principal responsibilities.

Governors reviewed the report evidencing the College's compliance against the Code and suggested that the narrative could be more succinct.

Clerk

The Committee agreed the report evidencing compliance with the Code subject to minor amendments

7. Self-evaluation

7.1 Committee self-evaluation

The Committee considered its effectiveness against the criteria set by the Board in 2021 giving the impact of the committee a particular focus.

There was a discussion about how attendance is reported and how special circumstances around absence is documented.

The Committee agreed that the Clerk would update the self-evaluation based on the discussion, for consideration at the September 2022 Committee meeting.

Clerk

8. **Reporting**

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

- Re-appointments
- Committee membership September 2021
- Audit and Risk Assurance Committee terms of reference
- AoC Code of Good Governance

8.2 **Items for the next meeting**

The cycle of business was received.

9. **Reports for Information**

9.1 Terms of Office

9.2 Skills Matrix

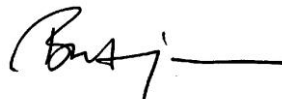
9.3 Board Diversity

9.5 Governor Attendance

9. **Date of next meeting**

- 19 September 2022
- 30 January 2023
- 27 March 2023

Signed by the Chair



Date: 29 September 2022