

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Monday 4 October 2021 via Zoom

Present	Glenn Woodcock John Laramy Matt Roach Emma Webber	Vice Chair Principal Co-opted
Apologies	Bindu Arjoon Sarah Brampton	Chair
In Attendance	Alison Layton-Hill	Clerk to the Corporation

1. Welcome, apologies and declarations of interest

Action

The Committee Vice Chair welcomed members to the meeting.

Apologies were received from Bindu Arjoon and Sarah Brampton and there were no declarations of interest received.

2. Minutes

2.1 The minutes of the meeting held on 22 March 2021, as circulated, were agreed.

2.2 The confidential minutes of the meeting held on 22 March 2021, as circulated, were agreed.

3. Matters Arising

None

4. Appointments

4.1 Governors

The Committee received the CV of Simon Tapley who is the Deputy Chief Executive of the NHS Devon Clinical Commissioning Group (CCG) & Devon Integrated Care System (ICS). The Chair, Principal and Clerk had met with Simon and believed that his experience and skill set would be beneficial to the Board.

The Board also considered appointing Rob Hutchins, currently co-opted to the Audit and Risk Assurance Committee, as a full member of the Board.

The Committee agreed to recommend to the Board on 8 October 2021 the appointments of:

Clerk

a) Simon Tapley as a governor of Exeter College

b) Rob Hutchins as a full governor of Exeter College

- 4.2 Associates
The Committee considered the appointment of David Allen OBE, the previous Chair of the Board, as an Associate of the College.

The Committee agreed:

- a) **to recommend to the Board the appointment of David Allen OBE as an Associate of Exeter College**

Clerk

- 4.3 Director of Exeter College Services Ltd
The Vice Chair explained that historically the Chair of the Board is also a Director of Exeter College Services Ltd, the subsidiary company under which the nursery operates. He confirmed that Bindu Arjoon had agreed to be appointed as such.

The Committee agreed to recommend to the Board the appointment of Bindu Arjoon as a Director of Exeter College Services Ltd

Clerk

5. **Vacancies and Succession Planning**

Discussion under item 5 was dealt with as confidential items in accordance with the College's confidentiality policy and recorded in the confidential minutes.

6. **Governance Matters**

6.1 Policies

The policies for routine review were received and considered and the committee noted the minor amendments.

The Committee discussed that Associates may only also serve as co-opted governors in exceptional circumstances and that the policy should be amended to reflect that.

Although no amendments were proposed to the Conflicts of Interest policy, the Committee was mindful that the ESFA had highlighted the importance of governors declaring conflicts of interest.

The Committee approved the following policies:

- **Associates policy** (with amendment)
- **Attendance of Non-Committee Members policy**
- **Complaints against Board Members and the Clerk policy**
- **Conflicts of Interest policy**
- **Governor Appointments and Removal policy**

Clerk

6.2 Terms of Reference (all committees)

The revised terms of reference were received and the Committee noted that the Clerk had consulted with Committee Chairs, the SLT member relevant to the Committee and the Principal/CEO.

The Committee discussed the restrictions around the membership of the Audit and Risk Assurance Committee, which had been highlighted to the

Clerk by the Chair of that Committee. It was noted that, although historically members of the Business Services Committee had been excluded from the Audit and Risk Assurance Committee as with many other colleges, there is no legal or regulatory requirement to do so.

The Committee agreed:

- a) **that the terms of reference for the Audit and Risk Assurance Committee is amended to allow for members of the Business Services Committee to attend, except for the Chair or Vice Chair of the Business Services Committee** Clerk
- b) **to recommend the revised terms of reference to the Board for approval at its meeting on 8 October 2021 subject to a) above.** Clerk

7. Governance Self-Evaluation

7.1 Search and Governance self-evaluation

The Committee reviewed the narrative prepared by the Clerk following the self-assessment discussion at the previous meeting.

The Committee agreed the self-evaluation for 2020/2021

7.2 Governance SAR

The Committee received the Governance self-assessment report and noted that all committees had assessed themselves as outstanding. The committee also noted the Board self-assessment and expressed its thanks to Sue Clarke who had made an excellent contribution.

The Committee requested that the summary to the Board on 8 October 2020 highlighted the areas for improvement that had been identified.

The Committee agreed to recommend the Governance SAR to the Board for approval at its meeting on 8 October 2021. Clerk

8. Future Meetings

8.1 Items to take to Board

The Committee agreed to take the following items to the Board: appointments, policies, terms of reference and the governance SAR.

8.2 Items for the next meeting

The Committee noted the cycle of business.

8.3 Dates of meetings

- 24 January 2022
- 4 April 2022

9. Reports for Information

9.1 Skills Matrix

9.2 Terms of Office

9.3 Board Diversity

9.4 Committee Structure

9.5 Governor Attendance 2020/2021

9.6 Governor Training/Events Record 2020/2021

Signed by the Chair

Date: 24 January 2022

A handwritten signature in blue ink, appearing to read 'G. Wilson', with a large, stylized flourish at the end.