

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held at 5.30pm on Monday 27 March 2023 via Zoom

Present	Bindu Arjoon	Chair
	Glenn Woodcock	Vice Chair
	John Laramy	Principal
	Emma Bradshaw-Smith	Co-opted
	Sue Clarke	
	Patrick Tigwell	

Apologies	Sarah Brampton
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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 members to the meeting and apologies were received from Sarah Brampton. Bindu Arjoon and Glenn Woodcock declared an interest in item 4.1, however the Committee had agreed the outcome by written resolution which negated the need for them to leave the meeting.

On behalf of the Committee, the Chair extended her thanks to Emma Bradshaw-Smith for her thoughtful and supportive contribution to this Committee as this would be Emma's last Search and Governance Committee meeting. Governors noted that Emma will remain on the Board until July 2023 and there would be time for the whole Board to thank Emma for a remarkable twelve years as a governor.

2. Minutes

2.1 The minutes of the meeting held on 30 January 2023, as circulated, were agreed.

3. Matters Arising

None that were not covered elsewhere on the agenda.

4. Governors

4.1 Vacancies and re-appointments

Chair and Vice Chair of the Corporation:

The Committee had already agreed to support the re-appointment of the current Chair of the Corporation and Vice Chair of the Corporation for a second term of office. Governors reaffirmed their support and agreed to recommend the reappointments to the Board.

- The Committee agreed to recommend to the Board on 28 April 2023:**
- a) the re-appointment of Bindu Arjoon as Chair of the Corporation for a further term concluding on 31 July 2025** HofG
 - b) the re-appointment of Glenn Woodcock as Vice Chair of the Corporation for further term concluding on 6 October 2024 to coincide with the end of his second term of office** HofG

Secondary School Headteacher Governor:

The Committee noted that Phil Randall's term of office concludes on 1 July 2023. The Head of Governance had approached Lindsay Skinner, headteacher of St James' school who confirmed that she would like to be considered for the role.

- The Committee agreed to recommend to the Board on 28 April 2023 the appointment of Lindsay Skinner as the secondary school headteacher governor as from 2 July 2023.** HofG

4.2 Vacancies and Succession Planning

- 4.2.1 It was noted that the meeting with one prospective governor had been postponed due to issues with their travel plans. There will be meetings with two more potential governors within the next week. Due to the timing of the Board meeting, it was proposed that any recommendations for appointment are agreed by written resolution by the Committee before 28 April 2023.

The Committee agreed:

- a) to recommend the appointment of potential governors to the Board on 28 April 2023 by written resolution** HofG
- b) that Emma Bradshaw-Smith would attend the potential governor meeting on 30 March 2023** EBS

4.2.2 Remuneration Committee:

The Committee discussed options in terms of recommending the appointment of the Chair and Vice Chair of the Remuneration Committee. It was noted that the Chair and Vice Chair of the Corporation cannot chair this Committee as they are directly involved in the performance management of senior post holders. Governors recalled that the current and previous Committee Chairs had been co-opted. The Committee considered approaching Carol McCormack to take on the role. Patrick Tigwell agreed to be considered as the Chair or Vice Chair of the Remuneration Committee.

The Committee agreed to:

- a) approach Carol McCormack to ascertain her willingness to be considered for the role of Chair of the Remuneration Committee** HofG
- b) recommend the appointment of Patrick Tigwell as the Vice Chair of the Remuneration Committee to the Board on 28 April 2023**

4.2.3 Quality and Standards Committee:
The Committee was advised that Tim Quine had agreed to take on the role of Vice Chair of the Quality and Standards Committee as from 1 August 2023.

The Committee discussed how Committee Vice Chairs could be more involved and how their role could be formalised, which could form part of the remit of the external governance review.

The Committee agreed to recommend to the Board on 28 April 2023 that Tim Quine is appointed as Vice Chair of the Quality and Standards Committee as from 1 August 2023 HofG

4.2.4 Audit and Risk Assurance Committee:
It was noted that the current Committee Chair's term of office concludes on 8 October 2023. Neil Hitchings, the current Vice Chair had expressed an interest in taking the role of Committee Chair.

The Committee considered approaching Rob Hutchins to ascertain his willingness to take the role of Vice Chair of the Audit and Risk Assurance Committee.

The Committee agreed to:

- a) **recommend the appointment of Neil Hitchings to the role of Chair of the Audit and Risk Assurance Committee with effect from 9 October 2023 to the Board meeting on 7 July 2023** HofG
- b) **approach Rob Hutchins to ascertain his willingness to take the role of Vice Chair of the Audit and Risk Assurance Committee from October 2023** HofG

The Committee noted that from October 2023 the Audit and Risk Assurance Committee will only comprise three members and therefore the Committee considered approaching local businesses with the aim of securing additional governors for this Committee.

The Committee agreed to approach local/regional accountancy firms to establish whether there is any interest from potential co-opted or full governors to this committee HofG

4.2.5 Business Services:
The Committee noted that the Business Services Committee was holding two vacancies and therefore considered giving more focus to this committee during the coffee discussion with potential governors.

4.3 Committee Membership
The Committee received the proposed membership of the committees for September 2023 and noted that some roles were dependent on approval by the Board.

The Committee agreed to recommend the Committee Membership to the Board subject to recommendations being approved by the Board

5. **Governance Matters**

5.1 External Governance Review

The Committee discussed the revised terms of reference for the external governance review and considered the proposal to appoint Governance4FE to undertake the external governance review. It was noted that external governance reviews may no longer be a legal requirement, however the College was keen to proceed. The Committee questioned whether there were anonymised examples of external review reports available.

The Committee agreed to recommend to the Board on 28 April 2023 HofG

a) the draft areas of focus for the external governance review

b) the appointment of Fiona Chalk from Governance4FE as the provider for the external governance review. HofG

5.2 Governance Role Descriptions

5.2.1 Corporation Chair

5.2.2 Corporation Vice Chair

5.2.3 Committee Chair

5.2.4 Governor

5.2.5 Staff Governor

5.2.6 Student Governor

The Committee considered the above role descriptions and noted that these had had a major review two years previously and therefore the amendments on this occasion were minimal. It was discussed that, dependent on the outcome of the external governance review, the role descriptions may need to be amended with a particular focus on the role of Committee Vice Chairs.

The Committee agreed to recommend the above governance role descriptions to the Board for approval HofG

6. Board Residential Programme

The Committee noted that following the recommendation of the Board the Principal/CEO had contacted an additional external speaker who was unfortunately unavailable to attend the Board Residential. The Committee requested that additional time is spent on discussing the strategic plan on the second day of the Residential.

The Committee suggested that the Board might receive an update around skills and employers at a future meeting. The relationship with University of Exeter was also suggested as part of a wider discussion item on the College's partnership definition.

The Committee agreed the Board Residential Programme subject to a slight amendment to the second day HofG

7. Self-evaluation

7.1 Committee self-evaluation

The Committee considered its effectiveness against the criteria, giving the impact of the committee a particular focus.

An area of consideration was considered related to early succession planning to fill Board vacancies in a timely manner. Recruiting governors was acknowledged as a national challenge and the Committee suggested trying to obtain benchmarking data related to the number and length of vacancies held at other colleges.

The Committee discussed whether there is value in formally grading committee self-evaluations and proposed focusing on actions for improvement.

The Committee agreed

a) not to formally allocate a grade to the committee self-evaluation

b) that the Head of Governance would update the self-evaluation based on the discussion, for consideration at the September 2023 Committee meeting. HofG

8. **Reporting**

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

- Appointments and re-appointments
- External Governance Review
- Committee membership September 2023
- Governor role descriptions

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

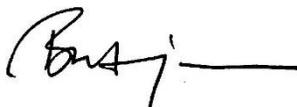
9.3 Board Diversity

9.5 Governor Attendance

9. **Date of next meeting**

- 18 September 2023
- 29 January 2024
- 25 March 2024

Signed by the Chair:



Date: 18th September 2023