

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 29 January 2024 online via Zoom

Present

	Bindu Arjoon	Chair
<i>From 18.00</i>	Glenn Woodcock	Vice Chair
	John Laramy	Principal/CEO
	Sue Clarke	
	Neil Hitchings	
	Carol McCormack	
	Patrick Tigwell	

Apologies

None

In Attendance

Alison Layton-Hill Head of Governance

1. Welcome, apologies and declarations of interest Action

The Chair welcomed colleagues to the meeting and extended a particular welcome to Neil Hitchings to his first Search & Governance committee meeting.

There were no apologies received.

The Chair of the Corporation highlighted appropriate declarations of interest from herself, Patrick Tigwell, Neil Hitchings and Glenn Woodcock (in his absence) related to items 4.1 and 4.2.

2. Minutes

2.1 The minutes of the meeting held on 18 September 2023, as circulated, were agreed.

2.2 The confidential minutes of the meeting held on 18 September 2023, as circulated, were agreed.

3. Matters Arising

3.1 Reputational Risk

In response to governor query at the previous meeting, the Head of Governance explained a revised process to enable Board members to record challenges experienced by interests associated with them which may have a reputational impact on the College. It was agreed that changes to personal circumstances such as a change in employment should also be reported promptly. The Head of Governance will add a protocol to the existing declaration of interests form and highlight the importance during governor inductions.

4. **Governors**

4.1 Vacancies and appointments

The Committee noted that there was currently one external governor vacancy with another governor stepping down in October 2024.

The Committee received and considered the CV of Damion Norcombe, whose background and expertise is in IT and Digital strategy with an excellent understanding of cyber security and IT risk management. The Chair of the Audit and Risk Assurance Committee, Principal and Head of Governance met with Damion and believed that his experience and skill set would be beneficial to the Board. It is proposed that Damion would serve on the Audit and Risk Assurance Committee.

The Board has historically had representation from Devon and Cornwall Police and received the CV of Antony Hart, Local Policing Commander for Exeter, East and Mid Devon. Antony is also the Force lead for hate crime and has excellent financial knowledge, having commenced his career as a chartered accountant. The Chair, Principal and Head of Governance met with Antony and believe his community links and experience would be beneficial to the Board. It is proposed that Antony's safeguarding and EDI knowledge would support him serving on the Quality and Standards Committee.

The diversity aspirations of the Board were considered during the Committee's discussion. It was noted that the Board enjoys a wide range of diversity, however the Committee agreed that it was important not to be complacent and continue to ensure inclusiveness in all aspects.

The Committee agreed to recommend to the Board:

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|--|-------------|
| a. the appointment of Damion Norcombe as a governor of Exeter College and for Damion to serve on the Audit and Risk Assurance Committee | HofG |
| b. the appointment of Antony Hart as a governor of Exeter College and for Antony to serve on the Quality and Standards Committee | HofG |

It was also noted that the first term of office concludes in February 2024 for Neil Hitchings and Tim Quine. The Committee unanimously agreed to recommend the re-appointment of Neil Hitchings to the Board prior to the meeting. The Committee considered the re-appointment of Tim Quine for a further term of four years should he wish to continue as a governor.

The Committee agreed to recommend the re-appointment of Neil Hitchings and Tim Quine, once his views regarding re-appointment are sought, to the Board for approval.	HofG
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4.2 Succession Planning

This agenda item was discussed as a restricted item and recorded in the restricted minutes.

The Committee agreed to recommend to the Board that Patrick Tigwell is appointed as Vice Chair of the Corporation from 7 October 2024.	HofG
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Chair of the Corporation:

The Chair raised the need to succession plan for her role and the Committee noted that her term would conclude at the end of July 2025. It was proposed that the Committee consider at its next meeting the role description and some models of processes used by colleges when recruiting a new Chair. The Committee would also look to harness the views of the full Board in the consideration.

The size and complexity of the College brings with it a responsibility and time commitment for a Chair and the option to advertise and remunerate the role was suggested.

It was also suggested that the Board looks to recruit governors with an educational background as the representation from business is strong. The importance of the Chair and Vice Chair having complementary skills was highlighted.

The Committee would further discuss models of Chair recruitment at the next meeting **All**

5. Governance Matters

5.1 Governor Reviews

Due to the ongoing external review of governance, it was proposed that the informal governor reviews were postponed as the external reviewer is having conversations with many governors. The external governance review will result in a comprehensive report with recommendations to enable the College to improve the effectiveness of its governance.

The Committee challenged the recommendation and, although agreed the process was labour intensive, considered it appropriate that the Head of Governance conduct a review with newer governors and if the governor wished to also involve the Chair of the committee in the review, this would be arranged.

The Committee agreed that

a) the Head of Governance would offer new governors the opportunity for a review discussion, including the Chair if requested **HofG**

5.2 Governor Mentor Guidelines

In response to request, the Committee received draft guidelines for governor mentors. The Committee suggested adding the option to change mentor if the original mentor is struggling with availability. The Mentee would also be encouraged to engage positively with their mentor.

The Committee agreed to recommend the governor mentor guidelines to the Board for approval subject to minor amendment **HofG**

- 5.3 AoC new Code of Good Governance
The Committee received the AoC's new Code of Good Governance (Code). The Code had been expected in the summer term 2023 and the intention had been to adopt it from September 2024. However, its publication was delayed and therefore it is recommended that the new Code is adopted and reported against from September 2024.

The Committee engaged in a robust discussion related to the relevance and implementation of the Code in a successful college and suggested that it may not be sufficiently aspirational and ambitious.

The Committee received a report demonstrating compliance with the existing September 2021 Code for 2023/2024.

The Committee agreed:

HofG

- a) to recommend the adoption of the new AoC Code of Good Governance to the Board for approval
- b) to report against the new Code from 2024/2025
- c) to note the compliance report against the 2021 Code
- d) that the Board receives an overview of the new Code

- 5.4 Proposed schedule of meeting dates for 2024/2025
The Committee received the proposed schedule of meeting dates for 2024/2025.

The Committee agreed to recommend the schedule of meeting dates for 2024/2025 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 2024 at the Imperial Hotel, Torquay. It was explained that the main focus of the event was to allow governors full input into the development of the new strategic plan. The Committee felt that to reflect the approach, the title of the programme might be "Beyond Outstanding – Setting our Strategy".

Governors requested additional time to informally reflect together within a loose framework as a group, which may be accommodated by removing the external speaker session. The Committee also suggested the following areas of discussion: risk appetite, the growth of the college, governance structures and Corporation Chair succession planning/ recruitment.

The Committee agreed to receive a revised programme by email

**JL/
HofG**

7. Policies

- 7.1 Governor expenses policy
- 7.2 Governor Induction and Training policy
- 7.3 Publication of Minutes policy
- 7.4 Scheme of Delegation

7.5 Taking Independent Advice policy

The Committee received the amended policies and noted the summary of changes.

The Committee agreed to recommend the above policies to the Board for approval

HofG

8. Reporting

8.1 Items to take to Board:

- Appointments and re-appointments
- Succession planning
- Governor Mentor Guidelines
- AoC Code of Good Governance
- Dates for 2024/2025
- Board Residential programme

8.2 Items for the next meeting

The Committee noted the cycle of business.

9. Reports for Information

9.1 Skills Matrix

9.2 Terms of Office

9.3 EDI data

9.4 Governor Attendance

9.5 Governor Reviews Action Plan

9.6 External Review of Governance progress update

10. Date of 2023/2024 meeting

- 25 March 2024

Signed by the Chair: 

Date: 25th March 2024