

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 18 September 2023 via Zoom

Present	Bindu Arjoon Glenn Woodcock John Laramy Sarah Brampton Sue Clarke Patrick Tigwell Carol McCormack	Chair Vice Chair Principal/CEO
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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. There were no apologies or declarations of interest received.

The Committee noted that this would be Sarah Brampton's final Search and Governance Committee. On behalf of the Committee, the Chair thanked Sarah for her strong, supportive challenge and valued contribution to the work of the Committee.

2. **Minutes**

2.1 The minutes of the meeting held on 27 March 2023, as circulated, were agreed.

3. **Matters Arising**

3.1 Written Resolutions
The Committee received and noted the written resolutions it had made since the previous meeting.

4. **Appointments**

4.1 Associate
The Committee considered the appointment of Emma Bradshaw-Smith as an Associate to Exeter College. The Head of Governance clarified the role of Associates. In recognition of the tireless support and contribution made by Emma to the College, the Committee supported Emma's appointment.

The Committee agreed to recommend to the Board on 13 October 2023 the appointment of Emma Bradshaw-Smith as an Associate to Exeter College

HofG

5. **Vacancies and Succession Planning**

5.1 Vacancies

The Committee received the CV of Stephen Wiltshire, MD of Exeter Airport. The Principal/CEO, Head of Governance and Sue Clarke had met with Stephen, were impressed with his skills and supportive of his appointment. The Committee noted that Stephen's educational journey had commenced as an apprentice and believed that he would bring a different outlook and experience to the Board.

The Committee agreed to recommend the appointment of Stephen Wiltshire as a governor of Exeter College to the Board on 13 October 2023 **HofG**

5.2 Succession Planning

The Chair led a discussion related to potential candidates who may bring the essential skills needed to ensure that the Board remains effective. Governors considered the skills required, along with the College's diversity aspirations, and in particular the ability to lead in a larger organisation. The Committee also considered that the Audit and Risk Assurance Committee imminently requires at least one additional member.

The Committee was keen to secure a member of Devon and Cornwall Police who could bring expertise in the area of safeguarding.

It was felt that the Board was currently well represented in terms of the University of Exeter but proposed individuals would be kept under review. Governors expressed interest in representation from the armed forces, the NHS and candidates with digital/social media expertise or with skills to support the masterplan.

This item was further discussion as a confidential item and recorded in the confidential minutes.

The Committee gave some focus to the need to succession plan for the Chair and Vice Chair of the Corporation and any interested Committee Chair should contact the Head of Governance. It was acknowledged that there may be the need to extend the search outside of the current Board members.

6. **Governance Matters**

6.1 Policies

The Committee considered the proposed amendments to the following governance policies:

- Associates Policy
- Attendance of Non-Committee Members
- Complaints against Board Members
- Conflicts of Interest
- Governor Appointments and Removal

The Committee agreed to recommend the amended policies to the Board for approval on 13 October 2023.

HofG

This item was further discussed as a confidential item and recorded in the confidential minutes.

6.2 Terms of Reference

The Committee considered the proposed amendments to all committee terms of reference:

- Audit and Risk Assurance
- Business Services
- Executive Committee
- Quality and Standards
- Remuneration
- Search and Governance
- Selection Committee

The Committee agreed to recommend the terms of reference for all committees to the Board for approval on 13 October 2023.

HofG

6.3 Standing Orders

The Committee received the updated Standing Orders and the Head of Governance gave an overview of the amendments.

The Committee agreed to recommend the Standing Orders to the Board for approval

HofG

7. **Governance Self-Evaluation**

7.1 Governor Reviews 2021/2022 action plan outcomes

The Committee received the updated action plan following the governor reviews in the spring term of 2021/2022 and noted the outcomes implemented in the 2022/2023 academic year. Governors were reassured that issues and suggestions raised by governors had been acted upon and the process demonstrated the Board's commitment to exceptional governance.

The Committee noted the report

7.2 Governor Reviews 2022/2023 action plan

The Committee received the action plan following the most recent governor reviews for 2022/2023. The Committee will monitor progress against the actions during the course of the year.

The Committee noted the report

7.3 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.

The Committee discussed the development of non-functional, soft skills and capabilities of board members. It was acknowledged that new governors and student governors may not naturally have the confidence to question and challenge the senior leadership team. It was agreed that this would be a theme for the Board Residential in May 2024 where a session might include learning sets, role play and mentoring. Governors also committed arranging informal governor meetings in person to support increased confidence and engagement.

The Committee agreed the self-evaluation for 2022/2023

HofG

7.4 Governance SAR 2022/2023

The Committee received the Governance self-assessment report and recalled that it had been agreed not to formally grade committees. The report therefore focused on impact and areas for consideration for committees and the Board. Some committees were yet to finally approve their self-evaluations however these will be concluded prior to the SAR being presented to the Board for approval.

The Committee agreed to recommend the Governance SAR to the Board for approval subject to final agreement of individual self-evaluations by committees

HofG

8. Future Meetings

8.1 Items to take to Board

- Appointments
- Policies
- Terms of Reference
- Standing Orders
- Governance SAR

8.2 Items for the next meeting

The Committee noted the cycle of business.

8.3 Dates of meetings for 2023/2024

- 29 January 2024
- 25 March 2024

9. Reports for Information

9.1 Skills Matrix

9.2 Terms of Office

9.3 Board Diversity

9.4 Committee Membership

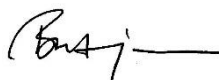
9.5 Governor Attendance 2022/2023

9.6 Governor Training/Events Record 2022/2023

9.7 Diversity Data – Governors national and regional

9.8 Written Resolutions since previous meeting

Signed by the Chair:



Date: 29th January 2024

