



**Minutes of the Meeting of the Search and Governance Committee
held on Monday 28 June 2021 held remotely**

Present: - Tim Newsholme (Chair)
Abigail Appleton (Principal)
Mervyn Jones

In attendance: - Linda Watkins (Clerk to the Governors)

The meeting was quorate as three Members were present.

1. Apologies for Absence

Apologies were received from Professor Robin Baker and Katie Seekings.

2. Declaration of Interests

Tim Newsholme declared an interest regarding appointment of Chair.

3. Minutes of the Last Meeting and Matters Arising

The Committee agreed the Chair should sign the minutes of the meeting held on 22 March 2021 as a true record.

The majority of matters arising would be addressed during the meeting. The Principal confirmed that Jennette Arnold had attended gender identity training.

The Committee agreed: -

- To approve the minutes of the last meeting

4. Vacancies on the Board and Committees 2021/22 and succession planning

The Clerk reminded Governors that there will be two vacancies for Independent Governors in 2021/22.

Applications were discussed concluding that, although strong applications, the skills and experience from applicants are already represented on the Board and its committees. These would remain on file for consideration when there are changes in Board membership. The applicant employed by an HEI would be invited to meet the Head of HE to forge a link. **ACTION: CLERK**

The Chair of the Corporation referred to the conversations with Governor during the one to one reviews which had identified a need to attract younger and entrepreneurial representation on the Board. A previous Governor would be approached who would meet these criteria, who had resigned due to business developments and family commitments previously. **ACTION: PRINCIPAL**

In line with the FE Commissioner's recommendation the Committee would continue to see to appoint an accountant. The Chair would contact an accountant. The Principal would contact an investment banking professional who had relocated to the area. **ACTION: CHAIR/PRINCIPAL**

Dan Fox had resigned as Professional Services Staff Governor with effect from the

end of the academic year. This vacancy would be advertised to staff in September. In addition, there will be vacancies for an FE and HE Student Governor which would be advertised late September once students had commenced courses. **ACTION: CLERK**

There was discussion about Committee membership. The Committee had received applications from Dr Joanne Horton and Judy Balderson for consideration as co-opted member on AQ&S (HE) Committee and Audit Committee respectively. Following conversations on Teams with the candidates the Committee agreed to recommend appointments to the Board. In addition, there will be a vacancy for a co-opted member on the Audit Committee in January 2022.

The Committee agreed: -

- To recommend Dr Joanne Horton is appointed as a co-opted member on the AQ&S Committee (HE) for a 1-year term
- To recommend Judy Balderson is appointed as a Co-opted Member on the Audit Committee for a 1-year term in office
- To recommend Jennette Arnold join the Audit Committee

5. Governors' Self Assessment

The Chair of the Corporation and Chair of Committee had completed one to one reviews with Governors. A summary of findings was prepared evidencing that this had been a positive process. Governors were complementary about the Board's ethos, experience of the Board and their contribution. The following actions were agreed by the Committee: -

- I. Students would appreciate a check-in with the Chair to do an overview of papers before meetings on anything they needed clarification with, (either in person or via Teams). **ACTION: CHAIR OF CORPORATION**
- II. Papers can be information-heavy. Guideline questions to explore during meetings could be included in the cover sheet. **ACTION: SLT**
- III. Board meetings limit debate due to the significant number of items to cover. Governors indicated they sometimes have follow-up thoughts afterwards suggesting further reflections to be shared in a more structured process with invitation from the Clerk with 'reply to all' correspondence. **ACTION: CLERK**
- IV. Governors were conscious of the Principal workload and are willing to become more involved to support the Principal whilst maintaining their governance roles.
- V. Board paper need to be issued to allow Governors time to thoroughly read but the small team was recognised.
- VI. Governors have not been able to visit College or interact with Governors, SLT, staff or students. Opportunities for meeting Governors would be arranged for interaction. **ACTION: CLERK/CHAIR OF THE CORPORATION/ PRINCIPAL**
- VII. One to one reviews are useful and should be arranged every 18 months. **ACTION CLERK**

The report demonstrated overall compliance to the AoC Code of Governance with specific evidence provided against the principles and values. RSM internal auditors had completed an audit on the Higher Education Framework with a reasonable assurance opinion. There were three medium-level recommendations which were outlined and are being addressed.

The Committee agreed: -

- To thank the Chair and Chair of the Corporation for completing the one to one reviews with Governors and note feedback. This would be shared with Governors **ACTION: CHAIR OF THE CORPORATION**

- To note compliance to the AoC Code of Governance which would be issued to Governors
 - An external review of governance will be commissioned at the start of 2022 which had previously been agreed but was deferred due to the pandemic
- ACTION: CHAIR OF CORPORATION/PRINCIPAL/CLERK**

6. Staff and student engagement and topics for future development

The Clerk suggested considering arranging a training event for colleges in Herefordshire which could cover generic training on the role and skills for the Audit Committee, risk management, safeguarding and Ofsted. She confirmed that HLNSC were interested to hold such an event.

The Committee agreed: -

- To arrange an event for Hereford colleges in the Spring including a presentation from the CEO at Herefordshire Council on plans for Herefordshire and post-16 education **ACTION: CLERK**
- Staff and student engagement would commence on campus next year
- A collective photograph of Governors would be organised and displayed at each campus to make Governors more visible **ACTION: PRINCIPAL/CLERK**

7. Graduation update and Fellows for consideration in 2021

The Graduation Ceremonies have been arranged for 16 and 17 September. Ivan Morison and Heather Peak-Morison have been invited to accept Fellowships.

Performing Arts is under-represented by Fellows which is being discussed with the Performing Arts team.

Fellows have links to the College or region and are invited to contribute to the College in addition to receiving their fellowship at graduation ceremonies. This could include an inaugural fellowship event or delivering a lecture. Fellows receive regular newsletters about the College.

The Committee agreed: -

- The Principal's suggestion of a ceramist to offer a Fellowship would be progressed **ACTION: PRINCIPAL**
- The Chair and Principal would discuss potential Fellows **ACTION: PRINCIPAL/CHAIR**

8. Board and Committees' calendar of business items 2021/22 including OfS conditions table

This was a working document which showed business items during the next academic year. This also took into account the scheme of delegation and the Corporation's standing orders and terms of reference.

The Committee agreed: -

- To adopt the business timetable which would be issued to Governors

9. Annual Item for Committee

The Committee agreed: -

- To appoint Tim Newsholme as Chair for 2021/22
- The Committee effectively met its terms of reference
- A questionnaire would be sent to Governors to assess the effectiveness of the Chair of the Corporation and Committee Chairs **ACTION: CLERK**
- The Clerk would be reviewing the terms of reference during the summer

10. Any other business

There were no items.

11. Date and Time of Next Meeting

The next meeting was arranged for Monday 22 November 2021 commencing at 3.00 pm.

Signed as a true record of proceedings

Chair: **Date:**