



**Minutes of the Meeting of the Search and Governance Committee**  
**held on Thursday 29 June 2023**

**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 Peta Darnley.

**2. Declaration of Interests**

There were no declarations.

**3. Minutes of the Last Meeting and Matters Arising**

The Committee agreed the Chair should sign the minutes of the meeting held on 30 March 2023 as a true record. Matters arising would be addressed on the agenda.

The Committee agreed: -

- To approve the minutes of the last meeting

**4. Vacancies on the Board and Committees 2023 and succession planning**

There are three vacancies for Independent Governors. In addition, Tim Newsholme's term will end 31 December. Kate Seekings remains on sabbatical.

As mentioned by the Clerk at the last meeting, skills under-represented include quality assurance in education, a chartered accountant and Governors with experience or skills to join the Audit Committee. A potential alumnus would be pursued who may be an accountant. **ACTION: PRINCIPAL** [post meeting: the alumni is not a chartered accountant. This would continue to be pursued]

Applications had been received for consideration with interviews with the Chair and Chair of the Corporation agreeing to recommend that Dr Russell Roberts and Judy Balderson be recommended to the Board to appoint as Independent Governors.

Applications were presented from several candidates with detailed discussion about their skills and how these would complement the Board of Governors. A candidate who had retired from a career in product design with strong business and employability relationships whose skills would also be useful on several committees, but initially on the Audit Committee would be invited to interview. **ACTION: CLERK**

The candidate with a career in digital creative arts is well connected and would bring a digital focus; however, these skills do not currently meet the skills gaps on the Board. **ACTION: CLERK**

A senior university lecturer in education and leadership at a regional university who had previously taught in secondary education and is the chair of a quality committee in a local secondary school would bring a breadth of experience and knowledge including Ofsted, safeguarding and understanding of HE regulation. Their skills would be suited to AQ&S Committee (FE and HE). It was agreed to arrange for the Chair and Chair of the Corporation to meet the candidate. **ACTION: CLERK**

There was discussion about Committee membership and chairing committees with several options discussed. Tim Newsholme agreed to continue as Chair of the Search and Governance Committee until his term in office ends on 31 December.

Dr Russell Roberts would be invited to join the Finance and General Purposes Committee and Search and Governance Committee based on his experience. Joe Hedges would move from the Audit Committee to the Academic Quality and Standards Committee (FE) and Myfanwy Page would also be invited to join this Committee, subject to their agreement.

The Vice Chair, once appointed, will be required to join and Chair the Remuneration Committee.

It was noted that the Chair and Vice Chair are ex-officio members on all Committees with the exception of only the Vice Chair on Audit Committee. This would be a solution in the event of inquorate meetings.

Interviews were held for Student Governors agreeing to recommend appointing Lucy Ramsey and Helen Hurford as FE and HE Student Governors respectively. The Chair and Clerk will arrange to meet with the students before their first Board meeting to outline papers in advance. **ACTION: CLERK**

The Committee agreed: -

- To recommend the Board appoint Dr Russell Roberts as an Independent Governor for a 1-year term in office initially and to F&GP Committee and S&G Committee and Judy Balderson as an Independent Governor for a 4-year term in office
- Interviews will be arranged with two potential Governors

- Subject to their agreement, to recommend the Board appoint Joe Hedges and Myfanwy Page to the Academic Quality and Standards Committee (FE)
- To recommend the Board appoint Lucy Ramsey and Helen Hurford as FE and HE Student Governors respectively who have also agreed to join the AQ&S Committee.

**5. Update on Fellows for conferment 2023**

The Principal is making enquiries following a request to Course Leaders for suggested people to pursue to offer fellowships who meet the criteria. It was noted that this is the 170<sup>th</sup> anniversary of the College this year.

**6. AoC Code of Good Governance for English Colleges Compliance**

The Clerk had prepared a report indicating the level of compliance to the Code of Conduct requesting the Committee's consideration. The Committee agreed that the College achieved the section on responsiveness to employers and stakeholders evidenced by the Principal's reports to the Board and the Annual Accountability Statement. The College has made substantial progress towards environmental sustainability including publishing a sustainability annual report.

The Committee agreed: -

- To note compliance to the AoC Code of Good Governance for English Colleges which will be reported in the annual Members' Report and Financial Statements

**7. Governors' training, development, staff and student engagement**

The report was noted. Governors would be encouraged to complete outstanding mandatory training on Smartlog with email reminder to be sent to Governors. **ACTION: CLERK**

The Committee agreed: -

- To encourage Governors to complete Smartlog training
- The high level of attendance at the Hereford Governors' conference was commended

**8. Governors' external review**

The external review had commenced with Mary Malcolm, Consultant, thoroughly reviewing documentation, holding interviews with Governors, a questionnaire and observing committee meetings. She will attend the Board meeting in July to observe proceedings. The report will be issued soon after the meeting.

**9. Board and Committees' calendar of business items 2023/24**

The calendar was noted agreeing to add the sustainability report to the October Board meeting. The Principal will prepare and publish a draft annual sustainability report in August.

The Committee agreed: -

- To note the calendar of business items which will be issued to the Board for information

**10. Annual item for Committee**

The AQ&S Committee's terms of reference were considered taking account of the Skills and Post-16 Education Act and Higher Education Freedom of Speech Act which received royal assent in April 2022 and May 2023 respectively. Changes proposed were accepted with the following amendment agreed 'to be updated on curriculum planning periodically (3 years) to provide assurance that this considers the local needs and skills demands whilst taking account of neighbouring colleges' curriculum offer'

The Committee agreed: -

- To appoint the Chair for 2023/24 pending discussion with a Governor
- The Committee effectively met its terms of reference
- The Clerk would be reviewing the terms of reference during the summer
- Changes proposed to ensure that the AQ&S Committee meets statutory requirements

**11. Any other business**

There were no items.

**12. Date and Time of Next Meeting**

The next meeting was arranged for Monday 20 November 2023 commencing at 3.00 pm.

**Signed as a true record of proceedings**

**Chair:** ..... **Date:** .....