

**Minutes of: Search and Governance Committee**

**Date:** 3:00pm on 29<sup>th</sup> September 2025      **Location:** A5, College Road Campus

Present	In attendance
<ul style="list-style-type: none"> <li>▪ Peta Darnley (<i>Chair</i>) (<i>Online</i>)</li> <li>▪ Abigail Appleton (<i>Principal &amp; CE</i>)</li> <li>▪ Russell Roberts</li> <li>▪ John Auckland</li> </ul> <p>Collectively referred to as the “<i>Committee</i>” and individually as a “<i>Committee Member</i>”</p>	<ul style="list-style-type: none"> <li>▪ Abigail Boyce (<i>Clerk to the Corporation, “Clerk”</i>)</li> <li>▪ Nicola Hewitt (<i>from 15:50, at item 5(b)</i>).</li> </ul>
<p><b>Quoracy:</b> Meeting was quorate in accordance with paragraph 1 below.</p>	<p><b>Absent:</b> None – all Committee Members were present.</p>

**1. Quorum**

The meeting was duly convened, with three members present, satisfying the quorum requirement as set out in the Committee’s Terms of Reference under the Standing Orders (*Section B, Subsection 4, Clause 2.2*).

**2. Apologies and Declarations**

- a. **Apologies for absence:** There were no apologies; all Committee Members were in attendance.
- b. **Declarations of interest:** there were no new declarations of interest.

**3. Minutes of last meeting**

- a. **Approval of minutes of meeting held on 23<sup>rd</sup> June 2025:** the minutes were approved as a true and accurate record.
- b. **Matters Arising:** all actions were noted as complete or as in progress.

**4. Annual Governance Review: Outcomes from Governor Feedback Sessions**

The Committee found the Governor feedback sessions useful and informative, noting the need for brevity in papers and clearer, more concise executive summaries. It was agreed that structuring papers with appendices would enable authors to focus on producing summaries that are evidence-based, and easy to understand. The Committee also discussed the appropriateness of seeking feedback from the Senior Leadership Team on Governors, and it was decided this would not be suitable. The Principal highlighted to the Committee that the governing body is positively perceived by SLT and staff, recognising the beneficial influence of Governors’ discussions. The Committee discussed the use of slides in presentations, noting that, in general, slides should be restricted and not duplicate the content of papers. However, it was agreed that slides can be used selectively to support a paper, with a maximum of two slides, and more flexibly in cases such as celebrating student achievement or supporting development discussions. Slides should enhance the presentation and guide discussion, rather than replace or repeat the papers.

**5. Board and Committee Membership 2024/25: Vacancies and Succession**

- a. **Vacancies / Succession Planning**

The Committee enquired about the completion of the Skills Audit, noting that it would highlight the Board's skillset and any gaps, and observed that comparing how male and female Governors rate themselves could be informative. Succession planning for the Audit Committee was discussed, recognising that the current Chair's term will end in Summer 2026, and noting potential candidates. The Committee considered the recruitment of an Accountant Governor to sit on Finance and General Purposes Committee, and discussed recruitment for the Audit Committee. It was noted that the current Audit Chair also serves as Safeguarding Governor, and potential members to take on this responsibility were considered. A skills gap matrix will be prepared for the next meeting, and the use of the recruitment agency EduGov to assist in finding an Accountant Governor was discussed, with a quote to be obtained. The Committee also considered whether a Lawyer should be recruited, and expressed interest in individuals with legal or accounting expertise. Finally, the Committee discussed adding Nicola Hewitt to the Remuneration Committee.

**ACTION:** Clerk to prepare a skills gap matrix, and Principal to contact EduGov regarding accountant governors.

**b. Staff / Student Governor Recruitment**

The Committee then reviewed the recruitment of Staff and Student Governors. The Principal advised that all staff had been notified via email and managers encouraged to promote the opportunity. For Student Governors, tutors are being engaged to support the recruitment process. The Committee discussed the use of posters to be displayed to encourage applications for the Student Governor role. (Nicola Hewitt joined the meeting by mistake due to a timing mix-up and observed the Committee; she subsequently confirmed her appointment to the Remuneration Committee.)

**6. Chair Recruitment**

**a. Applications and update**

The Principal updated the Committee on the recommended Chair candidate. The candidate had asked whether the Committee had considered potential controversies around the Hay Festival. The Committee confirmed they were satisfied that sufficient separation existed between the two posts and noted that the candidate's awareness of such issues demonstrated the qualities expected of a strong Chair. While acknowledging potential sensitivities with funders, the Committee recognised the benefits of appointing someone experienced in managing high-profile cultural decisions and public scrutiny.

The Committee considered a small risk to the student voice but concluded it was manageable and offered valuable opportunities for debate. The candidate's pragmatic approach and experience in navigating complex issues were noted as key strengths. It was agreed that the Search & Governance Committee Chair would make the formal offer, the Principal would inform EduGov, and the Board would be updated on the recruitment process, including the context of the Hay Festival discussion. Staff and Student Governors would also be informed, and relevant colleagues updated accordingly.

**b. Induction Process: Initial Discussion on Format and Approach**

The Committee noted that consideration of the induction process, including its format and approach, was deferred to the next meeting due to time constraints.

**7. Governor Portal: Decision on Portal to Implement**

The Committee approved the implementation of GovernorHub, recognising its benefits in providing a secure, centralised platform for accessing meeting papers, policies, and other Board information. The Clerk queried whether the Board needed to be briefed on the portal beforehand, but the Committee agreed that this was not necessary, as operational measure and will be explained to the Board once introduced.

**8. Staff/Student and Governor Engagement opportunities**

The Principal outlined the intention to hold an event with staff and Governors prior to the December Board meeting. The Committee discussed curriculum visits and noted that the Clerk will circulate dates for this term as a reminder and to gauge Governors’ interests regarding what they would like to observe. It was also noted that visits to the Forge at Holme Lacy are planned for the New Year and Spring.

**ACTION:** Clerk to arrange Autumn Curriculum Visits.

**9. Governance Legal Framework Review:**

- a. Instrument and Articles of Government** – The Committee reviewed the Instrument and Articles of Government and noted that further updates are required to ensure compliance. The Clerk confirmed a full review is planned for next year, with interim amendments needed for compliance. The Committee approved the updates, subject to Board approval.
- b. Standing Orders** – The Committee reviewed the Standing Orders and agreed that Co-opted Members should retain voting and quorum rights to reflect current College practice. Minor amendments at clauses 8.3 and 29 were noted to clarify the reference to ‘other governors’. The Committee approved the Standing Orders, subject to these amendments and Board approval.
- c. Committee Terms of Reference** – The Committee reviewed the Terms of Reference and noted that the £2,000 approval limit for powers of investigation requires clarification regarding whether it applies per academic year or per consultation. The Clerk will amend all Terms of Reference accordingly. The Committee approved the Terms of Reference, subject to this amendment.
- d. Governors’ Code of Conduct** – The Committee reviewed and approved the Governors’ Code of Conduct, subject to Board approval.
- e. Scheme of Delegation** – The Committee reviewed and approved the Scheme of Delegation, subject to Board approval.

**ACTION:** The Clerk will incorporate committee comments into the documents prior to submission for Board review.

**10. Close of Business and Date of Next Meeting**

With no further business to discuss, the Chair closed the meeting at 16:30. The next meeting is scheduled for Monday 17th November 2025, at 3:00 PM.

Minutes approved: ..... Date: