

Minutes of: Search and Governance Committee

Date: 3pm on 31st March 2025 **Location:** A5, College Road Campus

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

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 25th November 2024:** the minutes were approved as a true and accurate record.
- b. **Matters Arising:** all actions were noted as complete or as in progress.

4. Board and Committee Membership 2024/25

a. Vacancies / Succession Planning

The Committee held a discussion regarding the potential appointment of a new Governor. Members who had met with the candidate provided feedback, and the Committee reviewed the candidate’s experience in relation to the current needs of the Board and its committees, including the identified requirement for accountancy expertise. It was agreed that the candidate would make a valuable contribution and should be appointed to the Board and the Audit Committee.

Action: Clerk to contact the candidate to formally offer the position and commence the induction process.

The Committee reviewed Board and committee membership, noting the appointment capacities set out in the Standing Orders. It was agreed that the Clerk would review and update committee capacities where appropriate to better reflect current practice. It was noted that the Vice Chair is required to chair the Remuneration Committee; as the Board is currently without a Vice Chair, this will be revisited at a later date. The Committee queried whether a Staff Governor could sit on the Audit Committee if needed.

Action: Clerk to confirm whether a Staff Governor may sit on the Audit Committee.

The Committee reviewed the current Link Governor vacancies, considering which roles were essential and which had been created based on previous governor interests. It was agreed that the Sustainability and Cybersecurity roles could be removed. Succession planning for the remaining roles was discussed, along with the importance of regular safeguarding oversight. The Committee also recognised that the current Chair to the Corporation chairs a significant number of committees, and it would be beneficial to involve more governors in chairing committees.

Actions: Clerk to confirm whether the Sustainability and Cybersecurity Link Governor roles are a formal requirement. Clerk to also check how often safeguarding records should be reviewed.

b. New FE Student Governor and 2025/26 Student Governors

It was noted that all student governors would be leaving in June 2025, requiring internal advertisements this term to encourage student applications, with support from teachers.

A Committee Member inquired whether the President of the Student Union could hold an automatic seat on the Board. The Principal explained that making Board membership automatic for the Student Union President could be too demanding, given that the role is typically held by a current student (unlike in larger institutions where it's often a sabbatical position).

c. Fractional Staff Governors and Co-opted Members

The Committee discussed the commitment expected of staff governors, acknowledging the particular challenges for fractional staff, while confirming that attendance expectations apply equally to all. It was agreed that this should be clearly communicated as part of the recruitment process for any new staff governors. The Committee also noted a current vacancy for a staff governor and, after considering the need for co-opted members, agreed that none were required at this time. In addition, it was decided to amend the Standing Orders to align with the Articles on Board composition, allowing for greater flexibility.

Action: Clerk to prepare a draft advertisement for the Staff Governor position.

d. Draft Advert: Accountant

The Committee reviewed the draft advert and assessed the current composition of the Board. Recognising the existing strength in audit skills, it was recommended that the advert emphasise the need for accountancy expertise. The Committee also suggested highlighting the Board's commitment to supporting the local community. Reflecting on recent recruitment, it was agreed that while an interest in education is essential, a background or interest in the arts would be particularly beneficial, given HCA's specialism.

Action: Clerk to update the advert accordingly.

e. Organising Meetings with Potential New Governors

The Committee reviewed and approved the proposed use of Calendly to organise meetings with existing and prospective new governors.

5. Fellows for conferment

The Principal outlined this year's fellowship recommendations, focusing on individuals who contributed to the 170th event and engaged well with staff and students. The Committee emphasised the value of selecting a fellow with strong local connections and significant achievements in their field. Potential candidates were discussed, with agreement that fellowships would be a great way to recognise influential individuals in the region.

6. Recruitment of New Chair

a. Recruitment Update Report

The Committee reviewed the report and discussed the details outlined in section 6(b) below.

b. Next Steps: Networking and Recruitment Agencies

The Committee reviewed the next steps in the recruitment process and was informed that the deadline had been made open-ended to allow additional time for approaching targeted individuals. The Committee Chair and the Principal indicated that they had identified potential candidates and would provide an update once contact had been made. The Committee also discussed the option of engaging a recruitment agency for the next phase of the process.

7. Board Engagement & Meeting Planning

a. Board and Staff Networking Event: Tea and Cake & Engagement Review

The Principal provided feedback on recent Curriculum Visits, noting strong governor engagement. The Committee discussed the timing of visits, recognising that holding them on the mornings of committee days presents a significant time commitment. It was agreed that offering a flexible 'menu' of subject areas and visit times across the year would be beneficial. The Principal supported this approach. The Committee noted the success of the visits to date and asked that appreciation be conveyed to staff for their warm and welcoming approach.

b. Discussion of HCA Board & Committee Meeting Dates for 2025/26

The Principal provided a verbal update on the proposed Committee and Board dates for 2025/26. The Committee discussed the importance of spacing the Audit and Finance & General Purposes Committees to allow the Finance team adequate time for preparation. The Principal confirmed that the dates require final confirmation and will be circulated in advance of the Board meeting.

ACTION: Clerk to circulate confirmed dates to the Committee prior to the Board meeting.

8. Training, Development, and Engagement

a. Feedback on Governance Professional Conference

- b. **AOC and Morgan Hunt Webinars**
- c. **Staff/Student and Governor Engagement opportunities**

Items 8(a)–(c) above were not discussed by the Committee due to time constraints and will be carried forward to a future Committee meetings.

9. Governance Review & Improvement Planning

- a. **Board and Committee Self-Assessment: Agreement of format and process**

This item was discussed after Item 10, and the Committee agreed to adopt the template provided in the new AoC Code of Governance.

10. Regulatory and Procedural: New AOC Code of Governance

The Committee reviewed the new Code and agreed that adopting it would represent best practice. It was noted that implementing one governance process review per year would be beneficial. A review involving the Chair and individual governors has not yet been undertaken and was recognised as a useful step in supporting effective governance. Insights from discussions with the outgoing Chair were also noted as helpful in shaping this approach.

ACTION: Clerk to implement the annual review process.

The Committee agreed to adopt the new AoC Code of Good Governance.

11. Close of Business and Date of Next Meeting

With no further business to discuss, the Chair closed the meeting at 16:01. The next meeting is scheduled for Monday 23rd June 2025, at 3:00 PM.

Minutes approved: Date: