

# MINUTES



## SEARCH & GOVERNANCE COMMITTEE MEETING

**Date:** Tuesday 21<sup>st</sup> June 2022  
**Time:** 5.00pm  
**Venue:** Boardroom

### **Present:**

Dr Andrew Roberts (Chair)  
Andrew Fawcett  
Dr Adrian Brooks  
Bill Webster (Principal)

### **In Attendance:**

Deborah Bradburn (Clerk)  
Jill Hebden (Secretary)

## **1. SECTION A - BUSINESS MATTERS FOR CONSIDERATION UNLESS INDICATED OTHERWISE**

### **1.1 Welcome to Members**

The Chair welcomed members to the meeting, which commenced at 5.00pm

### **1.2 Apologies for absence**

Apologies for absence had been received from Professor George Holmes.

### **1.3 Declarations of Interest**

Members were invited to declare any interests in relation to any item on the agenda.

Interests were declared for those Members for consideration under Item 2.1 of the agenda.

### **1.4 Request for an item to be unstarred**

No requests were made.

### **1.5 Minutes of the previous meeting held on 22<sup>nd</sup> September 2021**

The minutes of the meeting held 22 September 2021 had been previously circulated to members for consideration.

**Agreed:** that the minutes are approved as a correct record and authorised for publication.

### **1.6 Matters arising from the Minutes and Action Progress Log**

The Clerk presented the action progress log and confirmed that the single outstanding action would be completed by the next Committee meeting and would take into account further DfE and ESFA guidance and advice.

# MINUTES



## 2. SECTION B - COLLEGE MATTERS FOR CONSIDERATION UNLESS INDICATED OTHERWISE

### 2.1 Committee / Board Membership

The Committee confirmed approval for those Members for consideration under this agenda item to remain.

The Committee reviewed and discussed the following:

- Staggered Board Member tenures to ensure that terms of office did not terminate simultaneously to avoid wholesale membership changes.
- Governor succession planning including the succession of Board and Committee Chairs with further consideration given to Deputy Chairs.
- Ms Sharon Martin had expressed an interest to join the Audit Committee and Mrs Gulnaz Brennan had indicated a preference to transfer to the Standards and Performance Committee due to her skillset, background and experience.

#### **RESOLVED:**

The Committee agreed the change to Committee membership as noted above.

#### **ACTIONS:**

- Clerk to develop a staggered tenure plan to present to the Board.
- Clerk / Board agenda

### 2.2 Senior Independent Governor ('SIG')

The Clerk presented the report with the following points highlighted:

- A SIG traditionally led the performance evaluation of the Chair and Vice Chair of the Board and was available to Board Members if they had concerns about the conduct of the Board that had not been resolved through existing channels.
- The purpose and relevance of an SIG within the current College governance structure given that the College also had robust Group governance oversight.

#### **RESOLVED:**

The Committee reviewed and noted the SIG role and agreed that the position was not required with a recommendation to the Board not to recruit to the role of SIG.

#### **ACTION:**

Clerk / Board Agenda

### 2.3 Annual Register of Interests

The Clerk presented the annual register of interests of Board members and senior management team that had been updated following changes to Board membership.

# MINUTES



## **RESOLVED:**

The Committee reviewed and noted the Annual Register of Interests report.

## **2.4 Standing Orders Review**

The Clerk presented the report with the following points highlighted:

- The Standing Orders were last reviewed in May 2019 and had been scheduled for review against the College Articles of Association.
- An amendment was made to remove the requirement for nominations to the position of Chair and Vice Chair being accepted during Board meetings, which was inconsistent with current practice following the pandemic.

## **RESOLVED:**

The Committee noted and agreed the Standing Orders for recommendation to the Board following amendment.

## **ACTIONS:**

- Clerk to amend the Standing Orders
- Clerk / Board Agenda

## **2.5 Governor Code of Conduct Review**

The Clerk presented the report with the following points highlighted:

- A regular review of the Governor Code of Conduct was to be undertaken to ensure consistency with the College governing documents.
- Minor amendments had been made related to EU funding and UK data protection legislation.

## **RESOLVED:**

The Committee noted and agreed the Governor Code of Conduct for recommendation to the Board.

## **ACTION:**

Clerk / Board Agenda

## **3. SECTION C - UNIVERSITY GROUP MATTERS FOR CONSIDERATION UNLESS INDICATED**

### **3.1 Subsidiary Governance Internal Audit Report**

The Clerk presented the report with the following points highlighted:

- The PwC subsidiary governance review was a core controls review that assessed Group subsidiaries compliance with appropriate regulations and legislation.

# MINUTES



- The review identified two low risk findings across the Group, neither of which related to the College.

## **RESOLVED:**

The Committee noted the contents of the report.

## **4. SECTION D - ANY OTHER BUSINESS**

None.

## **5. SECTION E - FUTURE MEETINGS**

Wednesday 21<sup>st</sup> September 2022 at 3.00pm

There being no further business to discuss, the meeting closed at 5.28pm

**Chair's Signature:**

A handwritten signature in black ink, appearing to read 'A. Neel'.

**Date:** 17 October 2022