



Minutes of the Search Committee Meeting held on Monday 7 March 2022 at 3pm via Teams

Present: Mike Hill (*Principal*)
Oliver Maddock (*Chair*)
Michael Martin (*Foundation Governor*)

In attendance: Ruth Potter (*Clerk*)

The Chair welcomed all attendees to the meeting and it was opened in prayer.

1. **DECLARATIONS OF INTEREST**

Attendees were invited to declare whether they had any direct or indirect personal, prejudicial or pecuniary interest or conflict of interest in any matter which formed part of the agenda for this meeting or was likely to be discussed at this meeting. No new interests were declared other than those which were already recorded on the College's register of interests.

The declarations of interest were **noted** by the Committee.

2. **APOLOGIES FOR ABSENCE**

All members were present and the meeting was declared quorate.

3. **ITEMS TO BE INCLUDED UNDER ANY OTHER BUSINESS**

No items of additional business were submitted for consideration.

4. **MINUTES OF THE PREVIOUS COMMITTEE MEETING HELD ON 15 NOVEMBER 2021** (*previously circulated*)

The minutes were approved as a correct record and would be signed by the Chair in accordance with Article 12 (3) of the Articles of Government. The publication of the minutes was authorised in accordance with Article 13.

5. **MATTERS ARISING FROM THE MINUTES**

To consider any matters arising from the minutes (*previously circulated*)

Committee members noted the items on the action log that had been completed or were on the agenda for further discussion during the meeting.

Minute 6.6 from 18 October 2021 – Instrument and Articles of Association

The Clerk updated members and confirmed that she would be seeking further advice via the Eversheds Governance Service.

The Committee **noted** the contents of the Clerk's report.

6. **GOVERNING BODY REVIEW**

6.1 **Membership and Succession Planning** (*previously circulated*)

The Chair referred to the Clerk's report and highlighted the following points by way of update since the last meeting:

- Resignations – Conal Neafcy, Foundation Governor, had resigned with effect from 28 January 2022 following correspondence with the Chair of Governors.

- Re-appointments – Mick Martin, Foundation Governor, had commenced his second term of office on 1 March 2022 following Board and Archdiocesan approval of his re-appointment and completion of renewed DBS check.
- Foundation Governor vacancies – these currently stood at four and recruitment activity was taking place in order to address these. The Clerk reported that three potential candidates had been identified through the Inspiring Governance recruitment portal and two of them had already had an initial discussion with the Clerk and confirmed that they wished to pursue their application. Standard documentation – including the Archdiocese’s Foundation Governor application form – had been sent to them for completion, following which interviews would need to be arranged.
- Associate Members – the College had received two expressions of interest for the role of Associate Member from Leigh Rice and Davina Coogan. Initial meetings had taken place with them to discuss the role and their potential contribution based on their skills and experience. It was noted that both prospective members were due to observe the Quality and Standards Committee meeting on 8 March and Leigh Rice was also due to observe the Audit Committee meeting on 15 March.

Discussion ensued regarding the Board vacancies and current membership of the College’s standing committees. Committee membership was reviewed in the context of the range of members’ relevant skills and experience, succession planning for future Chair/Vice Chair roles, and the ability to achieve a diversity of independent backgrounds. It was noted that committee membership would need re-visiting once new Foundation Governor members had been appointed. In addition, the Chair of Governors would be allocated committee membership in time for the new academic year.

In relation to the prospective Associate Members, should these individuals remain interested in the role following observation of committee meetings, it was agreed to recommend to the Full Governing Body the appointment of both candidates as Associate Members for the usual four-year term of office. In particular, it was proposed to:

- appoint Davina Coogan to Quality and Standards Committee
- appoint Leigh Rice to either Audit Committee or Quality and Standards Committee depending on her preference following observation of both meetings.

In relation to the recruitment of Foundation Governors, it was agreed that a Recruitment Panel should be formed comprising all Search Committee members plus the Chair of Governors. Once the necessary documentation had been received from prospective candidates, it was determined that they should be invited into College for a tour followed by an interview with at least two members of the Recruitment Panel (based on availability). If possible, these meetings should take place prior to the next Full Governing Body meeting on 29 March so that consideration could be given to approval of their appointment (subject to Archdiocesan authority).

Committee members considered how best to target professional financial skills for the remaining Foundation Governor vacancies. Board ethnic diversity was also factored into this consideration and discussion ensued on awareness of any local networks for finance professionals from black and ethnic minority groups. The Chair had professional links to the Liverpool Chartered Accountants Association and the Merseyside Young Professionals Association and agreed to forward the contact

details to the Clerk so that opportunities to advertise the College's board vacancies to a more targeted audience could be explored.

The Chair thanked the Clerk for her report and for her efforts in relation to Foundation Governor recruitment.

**ACTION – (a) FGB agenda item – appointment of Associate Members
(b) Arrange interviews for prospective Foundation Governors
(c) Chair to forward contact details for finance professional networks to the Clerk**

7. GOVERNANCE ACTION PLAN

7.1 Education and Training Foundation (ETF) Board Review Action Plan and Governance Quality Improvement Plan (QIP) *(previously circulated)*

The Clerk presented the ETF Board Review Action Plan log which had been updated with Spring Term progress. She explained that rather than produce a separate action plan linked to the Governance QIP, she had cross referenced the QIP actions within the ETF Action Plan.

The following points were highlighted and discussed in relation to the areas with amber or red RAG ratings:

- Action 2, Governor Recruitment Policy (amber) – draft Governing Body Handbook (incorporating updated Recruitment Policy and new Conflicts of Interest Policy) was a separate item on the agenda for consideration. This would then be referred to Full Governing Body for final approval on 29 March.
- Action 8, Connect filing structure (amber) – the specification for the re-designed governor section of Connect had been passed to the College's IT department for action. Delays in implementing this re-design had been experienced due to other pressing issues.
- Action 9, Codes of governance review (amber) – a compliance assessment exercise had been completed for all three codes of governance and a report prepared for consideration by Audit Committee on 15 March. This would then be referred to Full Governing Body for a final decision on 29 March.
- Action 10, Agenda layout (amber) – consent agenda format trialled at the last Full Governing Body meeting and feedback sought from board members on effectiveness of approach. Universal support for continuing with consent agenda format. Standard board paper cover sheet reviewed to ensure contents were cross-referenced with College's strategic priorities to enable governors to make clear links.
- Action 11, Link governors (red) – a review of link governor roles and clarification of expectations would be led by the Chair of Governors in the Summer Term and would link into her 1-2-1 meetings with governors.
- Action 12, Governor appraisal process (red) – determining and implementing a governor and Chair appraisal process was due to be led by the Chair of Governors in the Summer Term.

Committee members **noted** the progress recorded in the action log and thanked the Clerk for her work on this.

ACTION – Principal would ensure priority given within work schedules for re-design of governor area of Connect (action 8)

7.2 Governance Self-Assessment Annual Cycle *(previously circulated)*

The Clerk presented a draft diagram setting out the Board's previously agreed governance self-assessment annual cycle. The purpose of the diagram was to ensure ease of interpretation and understanding of this important continuous improvement process.

The diagram would be included in the Governing Body Handbook to ensure transparency and accountability in this area. As such, it was noted that it would be subject to annual review based upon the learning from the previous year.

The Committee **approved** the Governance Self-Assessment Annual Cycle and **noted** the actions required during the Summer Term listed within the document.

8. GOVERNANCE / REGULATORY UPDATE

8.1 Governance / Regulatory Update *(previously circulated)*

The Clerk referred members to her report which provided an update on the newly enacted Charities Act 2022. In addition, she referred to updated guidance from the Department for Education (DfE) on FE Governance that was anticipated in the coming months. Accompanying this guidance would be a new suite of competency frameworks for governors, chairs and clerks. In addition, the DfE's guidance on external governance reviews (currently in draft form) was due to be finalised. Once these documents had been published, they would be brought back to the Committee for consideration in relation to any direct impact on College governance.

The Principal reported that during the Association of Catholic Sixth Form Colleges (ACVIC) conference the previous week, discussion had taken place on the possibility of developing a specific Catholic external governance review process. He would report back to governors on any further developments with this.

9. POLICIES

9.1 Governing Body Handbook 2021-22

The Clerk presented a draft Governing Body Handbook for the academic year 2021-22. The purpose of the Handbook was to give board members a single, comprehensive document outlining key governance information and documentation. The Handbook was also designed to address some of the specific recommendations arising out of the ETF Board Review, including a complete review of the Governor Recruitment Policy and the introduction of a new Governor Conflicts of Interest Policy.

It was explained that the appendices to the Handbook contained all the key governance documents and policies and as such it was proposed that an annual review cycle be established for the Handbook which would facilitate a clear, rolling cycle of comprehensive review.

The Clerk referred members to the Standing Orders which were set out in Appendix 7 of the Handbook and recommended two amendments to these as follows:

- Clause 2 – Revise to clarify that removal from office of a Foundation Governor remains at the discretion of the Archdiocese.
- Clause 11.6 – Revise to include reference also to re-appointment.

Following discussion, it was agreed that the Clerk would make the suggested amendments to the Standing Orders and share these with the Committee Chair prior to formal consideration and approval by the Full Governing Body.

The review cycle for the Handbook was discussed and it was agreed that an annual review should take place at each Summer Term meeting to ensure that the Handbook was refreshed and updated in time for the new academic year.

Committee members thanked the Clerk for her work on the Handbook and **recommended approval** to the Full Governing Body.

**ACTION – (a) Clerk to amend Standing Orders as agreed and send to Chair of Search Committee prior to FGB
(b) FGB agenda item – approval of Handbook
(c) Clerk to add Handbook review into Summer Term cycle of business and policy review schedule**

10. GOVERNOR TRAINING

10.1 Governor and Clerk Training Log – mid-year review *(previously circulated)*

The Clerk referred members to the 2021-22 Governor and Clerk Training Log which included all reported training and development activities undertaken so far this academic year. It was noted that three Board members had not yet confirmed their completion of the College's mandatory annual safeguarding training. Committee members confirmed their agreement to the plan to conduct a face-to-face training update session on safeguarding and prevent prior to the next Full Governing Body meeting on 29 March. Emma Smith, the College's Safeguarding Manager, had agreed to provide this training.

ACTION – Mandatory safeguarding and prevent annual refresher training to take place for all board members prior to FGB meeting on 29 March.

11. OTHER MATTERS

11.1 Governor Training

Members were invited to update the Clerk on any training activities they had completed since the last meeting. No activities were reported.

11.2 Any Other Business

None

11.3 Date of next meeting

Monday 23 May 2022 at 3pm

The Chair thanked everyone for their attendance and contribution at the meeting. There being no further business to address, the Chair closed the meeting at 4pm.

Signed by the Chair _____
Ollie Maddock

On this day _____ 23 May 2022 _____