



Minutes of the Search Committee Meeting held on Monday 23 May 2022 at 3pm via Teams

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

In attendance: Helen Stevenson (*Foundation Governor*)
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 had been submitted for consideration prior to the meeting. The Principal indicated he would provide an update for members on the recent cyber-attack.

4. **MINUTES OF THE PREVIOUS COMMITTEE MEETING HELD ON 7 MARCH 2022** (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. In addition, the Chair updated members on the following matters:

Minute 6.1 from 7 March 2022 – Membership and succession planning

Leigh Rice's appointment as Associate Member allocated to the Quality and Standards Committee had been confirmed by the Full Governing Body on 29 March. Mick Martin had agreed to act as Leigh's board mentor and had already met with her during her induction session in College.

Davina Coogan had decided not to pursue her application to become Associate Member.

Minute 9.1 from 7 March 2022 – Governing Body Handbook

The Clerk reported that the revised handbook for the 2022-23 academic year would be presented to the Committee in Autumn Term 1. This had been deferred from the Summer Term due to IT challenges and to ensure that any further board appointments due to be approved at the Full Governing Body meeting in July would be reflected in the updated document.

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

The Clerk presented her report on this matter which had been previously circulated to Committee members. Following the advice received from Eversheds, it was noted that further action was required to give proper effect to the board composition amendment dating back to Spring 2016.

Members **noted** the contents of the Clerk's report and **approved** the required actions.

ACTION – (a) Request written consent to the Instrument of Government amendment directly from the person authorised to act on behalf of the Bishop and Trustees
(b) Once consent received, put on Full Governing Body agenda for formal resolution to adopt the amended Instrument of Government.

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 – Mark Harvey, Foundation Governor, had resigned with effect from 29 March 2022.
- Foundation Governor vacancies – these currently stood at five. One individual, Graeme Slater, had already been interviewed for the role and the Chair confirmed that the recruitment panel's recommendation to Search Committee was to proceed with the appointment subject to Archdiocesan approval. Another expression of interest had been received from Sarah Carroll and, following an initial discussion with the Clerk, she had submitted a completed application form for consideration.
- Student Governor – elections to the Student Council had been delayed due to the unavailability of Connect through which the online elections were usually facilitated. It was anticipated that these would be concluded in late June, following which the prospective new Student Governor would be known. The Clerk reported that the current Student Governor's term of office was due to end on 30 June 2022, prior to the Full Governing Body Meeting scheduled for 4 July.
- Committee membership – the impact of resignations and potential new appointments was highlighted with reference to the updated governance structure diagram setting out committee membership details.

Committee members discussed the membership update in detail.

In relation to the prospective appointment of Graeme Slater as Foundation Governor for a term of four years, members **recommended approval** of his appointment to the

Full Governing Body subject to the necessary Archdiocesan approval. They further recommended that, due to his skills and experience, he be assigned to the Audit Committee.

In relation to the Foundation Governor application received from Sarah Carroll, it was agreed that a Recruitment Panel should be formed comprising all Search Committee members. An invitation would be extended to Sarah to come into College for a tour followed by an interview with at least two members of the Recruitment Panel (based on availability). If possible, this meeting should take place prior to the next Full Governing Body meeting on 4 July so that consideration could be given to approval of the appointment (subject to Archdiocesan authority).

The challenges of maintaining a full complement of ten Foundation Governors was discussed with reference to the provisions set out in the Instrument and Articles of Government. Consideration was also given to the high number of board members with terms of appointment due to end in the first half of 2023. The Chair of Governors indicated that during her annual 1-2-1s with these board members she would ask them to confirm their intentions with respect to re-appointment. In the meantime, it was agreed that the Clerk would update the Archdiocese with regard to Foundation Governor vacancies and highlight the issues this presented in relation to compliance with the Articles of Government.

**ACTION – (a) FGB agenda item – appointment of Foundation Governor
(b) Arrange interview for prospective Foundation Governor
(c) Clerk to update Archdiocese in relation to Foundation Governor vacancies and impact on compliance with provisions in Instrument of Government**

Members agreed that once the Student Council elections were complete, the prospective new Student Governor should be invited to the Full Governing Body meeting on 4 July as an observer. Formal approval of the new Student Governor's appointment (to Full Governing Body and Quality and Standards Committee) would be considered at the same meeting.

Q – Were any checks conducted on prospective Student Council members prior to election?

A – Yes. The Principal confirmed that the Student Council Tutor undertook the necessary checks.

ACTION – (d) FGB agenda item – appointment of Student Governor

Committee membership was discussed with reference to the current mix of skills and diversity and the potential impact of new appointments. Professional finance skills remained a priority for future recruitments to the board.

The Chair of Governors confirmed that she would be willing to become a member of the Search Committee and Remuneration Committee in the new academic year. Members **recommended approval** of Helen Stevenson's appointment to Search and Remuneration Committees to the Full Governing Body.

ACTION – (e) Chair to forward contact details for finance professional networks to the Clerk

(f) FGB agenda item – appointment of Chair of Governors to Search and Remuneration Committees

7. GOVERNANCE DEVELOPMENT

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 Summer Term progress. It was noted that nine actions had been closed out, representing 75% of all recommendations.

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

- Action 8, Connect filing structure (red) – the RAG rating for this action had been escalated from amber to red as planned completion had been seriously compromised by the recent systems outage following the cyber-attack. As there was no clear timeframe for when Connect might be available again, alternative options for an external board portal were highlighted.
- 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) – the Chair had identified some dates in July for governor 1-2-1 meetings and the Clerk would be facilitating arrangements for these.

A discussion ensued in relation to Action 8 and the options for outsourcing the board's portal to an external provider. The Clerk referred to the feedback she had accessed from the FE Clerks' Hub on external portals in use across the wider FE sector. In addition, specific reference was made to GovernorHub which, whilst more targeted to the schools' sector, was a simple and good value option. This portal was already used by certain governors in their roles on other schools' boards and hence would already be familiar to some members. The Principal confirmed that he used it for another board and proceeded to provide members with a brief demonstration of the platform.

Q – What backup arrangements were in place for GovernorHub? Would data be secure?

A – Cloud based system with automatic backup.

Following further discussion, members **approved** the outsourcing of the board's portal to GovernorHub.

**ACTION – (a) Clerk to arrange governor 1-2-1s with Chair in July
(b) Clerk to arrange subscription to GovernorHub**

7.2 Annual Board Member Survey *(previously circulated)*

The Clerk referred to the paper she had prepared in relation to options for the annual board survey and highlighted the following points:

- Annual governance self-assessment is a requirement of the College's ESFA Funding Agreement and is a key feature of all governance codes.
- One source of evidence feeding into this self-assessment is the annual board survey.

- The College's governance self-assessment annual cycle states that the board survey should take place in the summer term. Preferably this would be after the final board meeting of the year.
- Four example surveys – sourced from governance websites and other colleges – were appended to the report for consideration.
- Content of the Carmel board survey should be determined to ensure that results would have a useful input into this self-assessment process.
- Plan was to create an electronic survey using Microsoft Forms to ease completion for board members and facilitate more effective compilation of results.

A discussion ensued and members considered the pros and cons of the various example surveys. It was agreed that survey example 2 was the preferred option, but amendments were suggested to include an additional question around the Carmel ethos and Catholic life and to alter the grading structure.

Plans for the individual governor 1-2-1 meetings with the Chair of Governors were discussed and it was noted that the Clerk would be creating a template document for the Chair to record discussions and ensure consistency. These meetings would be more about individual governor performance and views, whereas the annual board survey would focus on board performance as a whole.

**ACTION – (a) Clerk to amend example 2 board survey
(b) Clerk to issue survey to all board members after final meeting of the academic year**

8. OTHER MATTERS

8.1 Governor Training

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

8.2 Any Other Business

Cyber-attack update

The Principal referred members to his latest update email circulated earlier that day. He reported on the activity underway to restore College IT systems. Expert assistance in a number of areas had been co-ordinated by the College insurers. In relation to the potential data leak, he confirmed that the College had been liaising with the Information Commissioner's Office. Further advice and support would be provided to those affected.

8.3 Date of next meeting

Monday 19 September 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 4.20pm.

Signed by the Chair Ollie Maddock

On this day _____ 15 November 2022 _____