



Minutes of the Search Committee Meeting held on Monday 6 November 2023 at 3pm via Teams

Present: Janet Gater (*Principal*)
Mick Martin (*Foundation Governor*)
Tracy Mawson (*Co-opted Governor*)
Helen Stevenson (*Foundation Governor*)

In attendance: Ruth Potter (*Clerk*)

The Clerk opened the meeting in prayer.

1. **ELECTION**

1.1 **Election of Chair of Search Committee from 6 November 2023 to 5 November 2025** (*previously circulated*)

Following the resignation of the previous Committee Chair, Oliver Maddock, the Clerk had notified members in advance of the need to elect a new Chair. The sole nomination for the role was Tracy Mawson. The Committee unanimously **agreed to appoint** Tracy Mawson as Chair of Search Committee for a two-year period with immediate effect.

Tracy Mawson chaired the meeting from this point.

2. **ROUTINE AND STANDING ITEMS**

2.1 **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 interests other than those already declared and recorded on the Register of Interests were noted.

2.2 **Apologies for absence**

All members were present. The meeting was declared quorate.

2.3 **Items to be included under any other business**

No items of additional business had been submitted for consideration prior to the meeting.

2.4 **Minutes of the Search Committee meeting held on 22 May 2023** (*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.

2.5 **Matters arising from the minutes** (*previously circulated*)

Committee members noted the items on the action log prepared by the Clerk. All actions had been closed out or were on the agenda for further discussion during the meeting.

3. GOVERNING BODY REVIEW

3.1 Annual report on Governing Body attendance 2022-23 *(previously circulated)*

The Committee considered the two separate reports which had previously been circulated, namely:

- Attendance Figures 2022-23 – this report provided overall attendance statistics for all Full Governing Body (FGB) meetings and all Committees.
- Attendance Data relating to individual Governors and Associate Members during the last academic year.

It was noted that the average attendance rate across all governance meetings during the year was 81.82%. This was comparable to the benchmarked average attendance rate of 82.5% identified by the annual survey of FE and Sixth Form Colleges.

Whilst a small number of individual governors had an overall attendance rate below the 75% anticipated in the Standing Orders, it was noted that during the year an additional five special full Governing Body meetings had been held – often at short notice – which had represented an unusual extra time commitment. Therefore, there were no specific concerns identified regarding this data.

Indeed, the Clerk put on record her thanks to all Governing Body members for their sustained commitment and attendance at meetings during what had been a year of intensive activity.

The Committee **noted** the Governing Body attendance report for 2022-23.

3.2 Annual analysis of Governing Body skills audit *(previously circulated)*

The Committee considered the anonymised analysis of the skills audit undertaken in August 2023. The Clerk indicated that the updated response rate from Governing Body members was 100%. It was noted that none of the areas had resulted in an average score below three, hence no significant skills/experience gaps were identified.

Discussion ensued on the level of confidence and assurance with regard to self-assessment responses. The Clerk confirmed that the updated National Governance Association (NGA) model skills audit questionnaire had been used for this exercise and individual responses to the questions were by nature qualitative in the evidence they provided. This year, however, governors had also been asked to specify their professional qualifications and experience and this had provided a level of additional, quantitative evidence which had been appended to the report. From analysis of this information, additional skills and experience in the areas of HR, legal and finance were desirable to strengthen the overall skills set of the board. In addition, from a succession planning point of view, further specific sixth form sector education experience was highlighted.

Members considered the potential ways in which to bring these skills and experience to the board and its committees and the Chair indicated that further discussion on this would be deferred to item 3.8, Membership and Succession Planning.

The Committee **noted** the Governing Body skills audit report for 2023.

3.3 **Annual review of Governing Body training and development records 2022-23** *(previously circulated)*

The Chair referred members to the Governing Body training log for 2022-23 which recorded all the training and development activities undertaken by board members during the year. A range of activities was noted, including in-house training such as governor induction sessions, safeguarding and prevent updates and briefings delivered prior to governor meetings (by senior College staff, an external training provider, and the Internal Auditor). In addition, a number of governors had accessed one or more of the Sixth Form College Association (SFCA) governance webinars.

The Committee **noted** the Governing Body training and development log for 2022-23.

3.4 **Annual Governing Body training and development plan 2023-24** *(previously circulated)*

The Chair referred members to the draft Governing Body Training and Development Plan for 2023-24. The proposed plan, prepared by the Clerk using evidence from the skills audit responses and 1-2-1s with the Chair, included:

- Mandatory training – Safeguarding and Prevent, Unconscious Bias, Data Protection and GDPR
- Additional bespoke training – Fraud Awareness (Audit Committee), Ofsted inspection: governor preparation session (Board).
- Ongoing training opportunities – SFCA Governance Webinar Programme and ETF Governance Development Programme.

Discussion ensued and the Chair of Governors reported back from the recent Association of Catholic Sixth Form Colleges (ACVIC) conference at which a Chair from a recently inspected college had offered to run a session for other governors on preparing for Ofsted inspection. It was noted that the College's Ofsted nominee was scheduled to deliver a session for governors on 5 December 2023 and it was agreed that, supplemental to this, an approach would be made to the Chair in question to arrange an additional session for governors.

ACTION – Principal to contact ACVIC conference organiser to get Chair's details and approach regarding potential governor training session

Subject to the potential addition noted above, the Committee:

- **approved** the Governing Body Training Plan 2023-24, and
- **confirmed** the cycle of mandatory training.

3.5 **Annual Governing Body checks and documentation review** *(previously circulated)*

The Chair referred members to the Clerk's report regarding the standard annual documentation that had been requested from all board members in August with a view to having all completed and signed documentation in place for the beginning of the new academic year. Documentation requested included:

- Declaration of eligibility
- Declaration of interests
- Equality and diversity monitoring form
- Skills audit questionnaire
- Code of conduct

It was noted that all documentation had been submitted. DBS checks for three re-appointed governors were in the process of being refreshed in line with the Governing Body Recruitment and Succession Planning Policy.

The Committee **noted** the annual review of Governing Body checks and documentation.

- 3.6 **Annual review of Governing Body Register of Interests** (*previously circulated*)
The Chair presented the updated Register of Interests which had been amended by the Clerk following the October full Governing Body meeting to include a new declared interest of one of the governors.

The Chair of Governors highlighted an error on one of her declared interests and the Clerk undertook to correct this and re-publish the corrected Register on the College's website.

Subject to the required amendment, the Committee:

- **noted** the Register of Interests
- **confirmed** the register was ready for publication on the College's website.

ACTION – (a) Correct declared interests for Helen Stevenson
(b) Publish updated Register of Interests on College website

- 3.7 **Annual report on Governing Body equality and diversity data** (*previously circulated*)

The Chair referred members to this anonymised report which was based upon data collected from board members in August 2023.

Key insights into the data were noted with regard to board composition as determined by:

- gender
- ethnic group
- disability
- religion
- employment status.

Governors considered the data presented and agreed that in future a comparison against the relevant metrics within the College's local community would be helpful.

Discussion ensued with regard to the College's approach to conducting equality impact assessments (EIA) when approving policies. The Clerk indicated that the stated aim was for all new policies to be accompanied by an EIA and for all existing policies to be prioritised for the completion of an EIA in accordance with the policy review schedule. The College's Senior Leadership Team (SLT) was aware of this requirement.

It was agreed that any updated actions arising out of the annual report on Governing Body equality and diversity data should be considered under agenda item 4.4, Governance SAR and QIP.

The Committee **noted** the Annual Report on Governors' Equality and Diversity data.

ACTION – Include E&D data for local community in future annual reports

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

The Chair referred members to the Clerk's report from which the following points were highlighted:

- Vacancies – following Oliver Maddock's resignation, Foundation Governor vacancies were back up to three. The Committee had previously agreed not to actively recruit new governors given the potential governance re-structure associated with academisation, however given the pressure these continued vacancies would create for remaining members of the Board it was agreed to re-visit this decision. The Clerk confirmed that the vacancies were advertised on the College website and arrangements had been made for the advert to be circulated with the St Helens Chamber newsletter. In addition, at the last Board meeting governors had been asked to use their own professional networks to help promote the vacancy. The specific skills and experience identified as part of the annual skills audit review were referenced and discussion ensued on how best to target recruitment activity accordingly.
- Audit Committee – a vacancy had arisen on this Committee and an individual with a professional finance or audit background would be required. Discussion ensued on the potential for appointing a new Associate Member – assigned to this Committee – in order to secure the relevant skills and experience should these not be found via any new Foundation Governor appointment.
- Remuneration Committee – whilst not a requirement of its terms of reference, it had been custom and practice for all Committee Chairs to sit as members of this Committee alongside the Chair of Governors. Discussion ensued and the new Search Committee Chair confirmed that, if required, she would be available to sit on this Committee. All remaining Committee members confirmed that they wished to **recommend** to the full Governing Body the assignment of Tracy Mawson to the Remuneration Committee.
- Search Committee – whilst the recent resignation had reduced the membership of this Committee to four, members confirmed that there was no immediate need to seek a further member.
- Quality and Standards Committee – the membership composition of this Committee was discussed in conjunction with the skills audit findings and the potential to strengthen sixth-form sector experience. Discussion also ensued with regard to the terms of reference for this Committee and its stipulation that the Student Governor should be a member. Practice in other colleges was referenced and consideration given to the best way in which to feed a strong student voice into the full Governing Body.

The Committee **noted** the membership and succession planning update and **agreed** the following actions:

**ACTION – (a) FGB agenda item – Remuneration Committee membership
(b) Consider appropriateness of Student Governor membership of
Quality and Standards Committee**

- (c) **Identify potential individuals with sixth form sector experience for Quality and Standards Committee membership**
- (d) **Identify local audit and accountancy firms for targeted recruitment campaign with regard to Audit Committee membership**

4. GOVERNANCE DEVELOPMENT

4.1 Annual Board Member Survey Results *(previously circulated)*

The Chair referred members to the report the Clerk had produced containing the anonymised results of the annual board member survey conducted in July 2023.

A discussion ensued on the survey results and, in particular, on the lower scoring statements. One such statement was in regard to the board's membership adequately reflecting the communities served by the College. Reference was made to the diversity profile of the Governing Body and how this reflected that of the student population and the wider community. It was noted that with regard to minority ethnic groups, the board's composition was broadly in line with the 16-19 student population and higher than that of the local community. Up-to-date data on the diversity profile of the new student population would be circulated following the meeting and governors requested that this include data for the College's Higher Education students.

The Committee:

- **noted** the contents of the report, and
- **agreed** to consider expanding the actions set out in the Governance QIP in the areas of board diversity, student voice and Catholic ethos.

ACTION – Provide up-to-date data on student diversity profile.

4.2 Annual Report on Board Member 1-2-1s with Chair *(previously circulated)*

The Chair of Governors presented this report on the outcome of her 1-2-1 meetings with board members during the summer. The Chair reported that members' meaningful engagement in these discussions had rendered them a valuable part of the governance self-assessment process, providing an opportunity to discuss emerging issues and identify opportunities for greater involvement or improvement.

Key themes arising from these meetings were highlighted. Central amongst these was the importance of a strategic planning session early in the year to facilitate collaboration with the new SLT and ensure all board members were up-to-date with progress in key areas. It was noted that a strategic session had been scheduled for 5 December 2023.

The Committee thanked the Chair of Governors for carrying out the 1-2-1 meetings and reporting back to the Committee.

The Committee **noted** the contents of the report.

4.3 Code of Governance – annual review of compliance *(previously circulated)*

The Clerk presented an updated self-assessment report against the principles of good governance set out within the Charity Governance Code. It was noted that this review had been considered by Audit Committee as part of its overarching assurance work and, since then, further amendments had been made to reflect more recent updates. The importance of the document – as a framework against which

governance improvements could be driven alongside the Governance Self-Assessment Report (SAR) and Quality Improvement Plan (QIP) – was emphasised. In addition, it was noted that the external board review would be framed by the key principles set out in the Code.

The Chair invited comments and feedback from members on the content of the report. It was confirmed that the document accurately reflected governance practice within College.

Q – Had the areas for improvement highlighted within the report been cross-referenced in the Governance QIP?

A – Yes, although some final updates may be required to the QIP following the most recent updates.

The Committee **noted** the self-assessment documentation.

4.4 **Governance Self-Assessment Report (SAR) and Quality Improvement Plan (QIP) – update report** (*previously circulated*)

The Clerk presented this report and referred members to the QIP progress update and RAG rated action log. Members acknowledged that last year the Governance SAR and QIP had been approved later than usual in the cycle and, as such, a number of actions remained ongoing. The Clerk confirmed that as an external governance review was due to take place this academic year, there was no formal requirement to conduct an annual governance self-assessment. However, in order to drive forward the improvement actions previously identified – and respond to the more recent quantitative and qualitative evidence already discussed – it was proposed that the Governance SAR from 2022-23 be rolled forward and the QIP be updated as required.

Discussion ensued on the nature of the required updates and members agreed that these should be focused on areas of key risk. It was agreed that the Clerk would liaise directly with the Chair of the Committee to agree draft updated documents for presentation directly to the full Governing Body at its December meeting.

The Committee:

- **noted** the QIP progress report
- **agreed** that the Governance QIP should be updated and presented for approval to the full Governing Body

**ACTION – (a) Clerk and Chair of Committee to update documentation
(b) FGB agenda item – updated Governance QIP**

4.5 **External Governance Review** (*previously circulated*)

The Chair referred members to the updated report prepared by the Clerk regarding arrangements for the College's external governance review. The consultant reviewer had been identified and an indicative timeline for the review shared. Members' views were invited on potential areas of suggested focus for the review which could be shared with the reviewer at the initial scoping meeting. It was agreed that, aside from the general effectiveness of the board, specific areas that may be useful to get an external view on included:

- effectiveness of committees – challenge during these meetings and overall impact on effectiveness of full board

- triangulation of evidence and information to support decision-making
- strategic planning and link through to executive operational activity.

The Committee **noted** the arrangements and indicative timeline.

4.6 **Governing Body Handbook 2023-24** *(previously circulated)*

The Clerk presented the updated draft Governing Body Handbook 2023-24 for consideration. The purpose of the Handbook was to give board members a single, comprehensive document outlining key governance information and documentation. The Handbook was subject to an annual review cycle and governors were invited to conduct the annual review of the Handbook alongside all key governance documentation and policies set out in the Appendices. Particular attention was drawn to the Committee Terms of Reference as a number of minor amendments had been proposed following individual Committees' annual review activity. In addition, the Clerk indicated that Eversheds had recently updated its model Code of Conduct to reflect the impact of reclassification and therefore the Governing Body Code of Conduct would require further review. Final approval of the Handbook rested with the full Governing Body.

The Committee **recommended approval** of the Governing Body Handbook 2023-24 to the full Governing Body.

ACTION – FGB agenda item

5. **COMMITTEE EFFECTIVENESS**

5.1 **Review of Committee Cycle of Business** *(previously circulated)*

The Clerk referred members to the Committee's cycle of business and highlighted the move to one Autumn Term meeting rather than two; this reflected actual practice during the past two years. Committee business would be planned in accordance with this document and in response to arising needs.

Following discussion, it was agreed that 'Annual Report on Link Governor Scheme' should be added to the Autumn Term cycle to ensure any learning points are factored into improvement actions for the year ahead.

The Committee **noted** the contents of the document.

ACTION – Update Autumn Term cycle to include 'Annual Report on Link Governor Scheme'

5.2 **Review of Committee Terms of Reference** *(previously circulated)*

The Chair invited Committee members to conduct an annual review of the Terms of Reference to determine whether any additional amendments were required.

The Committee **noted** the Terms of Reference and **confirmed** that no amendments were required.

5.3 **Review of Key Performance Indicators (KPIs) 2022-23** *(previously circulated)*

The Chair advised governors that the Committee was required to review its own performance annually and presented an analysis of performance against agreed KPIs from the previous academic year.

It was noted that all KPIs bar one had been achieved. KPI 1 had been partially achieved as the attendance requirement referred to each member attending 75% of meetings, however with only three meetings a year rather than four, this meant that absence from one meeting during the year would render a member's attendance below 75%. It was agreed that this performance metric should be amended in the current KPIs.

Governors **noted** and **agreed** the analysis report on KPIs for 2022-23.

- 5.4 **Approval of Key Performance Indicators (KPIs) for 2023-24** *(previously circulated)*
The Chair referred members to the draft KPIs for the year ahead and invited any comments.

In addition to the proposed amendments highlighted in red text, two further amendments were proposed as follows:

- KPI 1(b) – Each member attends at least two out of three meetings (67%) each year.
- KPI 5 – To promote equality of opportunity with regard to protected characteristics when considering possible future governors.

Subject to these amendments, the Committee **approved** the key performance indicators for 2023-24.

ACTION – Amend Search Committee KPIs 2023-24 in line with agreed amendments

- 5.5 **Review of Committee Skills Analysis and Training Plan** *(previously circulated)*
The Chair presented an anonymised analysis of the 2023 skills audit responses for Search Committee members. It was noted that the average score for all questions was three or above. As a result, no significant skills gaps were evident on the Committee.

Members were reminded of the training opportunities available to all members as discussed under item 3.4. Members were invited by the Clerk to flag any additional, bespoke training that might be required to support the work of the Committee. None was identified.

The Committee **noted** the contents of the report.

6. OTHER MATTERS

6.1 **Governor Training**

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

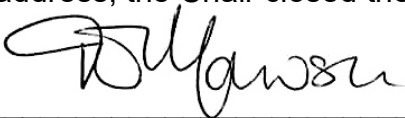
6.2 **Any Other Business**

None

6.3 **Date of next meeting**

Monday 4 March 2024 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 4.15pm.



Signed by the Chair _____

On this day _____ 4 March 2024 _____