

Further Education Corporation

Meeting of the Search and Governance Committee

MINUTES

Date and timings:	Monday 16th May 2022 at 18.00
Location	By teleconferencing
Present (Governors):	Dr Roderic Gray (Chair of Committee) Andy Ray Gwynn Williams Denise Brown (Principal and CE)
In attendance	Melissa Drayson (Clerk to the Corporation) Sarah Atkins-Boal (Peridot Partners) - item 3 Shaun Eadens (Peridot Partners) – item 3
Apologies for absence	Elizabeth Sipiere Gerry Bender
Quorum (3)	The meeting was quorate throughout

Item	Action lead
1. Preliminary items	
1.1 Apologies for absence As above	
1.2 Declarations of interests All previously declared interests were carried forward. There were no new declarations of interests	
1.3 Urgent other business The Clerk raised an item of other business relating to the Institute of Technology board membership	
2.i Minutes of the meeting on 7th February 2022 The Minutes were approval as an accurate record.	
2.ii. Matters arising from the Minutes There was further discussion of the need to ensure time for post-meeting evaluations at Board and Committee. It was important that governors felt able to express views unchallenged so that comments did not spark a debate.	

3. **Chair recruitment update and selection process**

The Committee was joined by colleagues from Peridot Partners

Peridot gave an update on the status of the recruitment. Over 150 individuals had been approached. Responses had been slower than usually expected. The main obstacle seemed to be individual capacity to take on the level of responsibility and the time commitment. It was recognised that time would be needed for individuals from other sectors to learn about Further Education and its governance.

There was discussion that some of this might be a post-pandemic effect, where people were more discerning about how they spent their time. In response to governors' questions, it was confirmed that the question of remuneration had been raised.

A comment was made that, if a high proportion of work was undertaken by the Chair and that this attracted remuneration, it might change the culture of the board. Such a change needed to be a conscious Board decision. The Clerk advised that a decision to remunerate a chair would require a clear rationale and full Board approval.

The Principal reported back on informal conversations held to date. All candidates would be offered the opportunity for such a conversation before the closing date.

It was confirmed that there had been no expressions of interest from existing governors.

The proposed core selection panel composition was supported. It was agreed that the Principal and Clerk should both be present as they would be working most closely with the Chair.

AGREED: That the selection panel should comprise the Chair of SGC, the Vice Chair of Governors, the Principal and the Clerk

NB: Subsequently, the panel membership was expanded to include all SGC members plus a further 'finance' governor.

4. **Corporation membership, recruitment, retirement and succession planning**

Supporting paper presented by the Clerk

The Committee noted the paper and discussed the appointment process for the Student Governor. It was accepted that this should be by election, as set out in the Instrument and Articles, but that care should be taken to explain the role and emphasise that it was not in any way representative. The Clerk reported that she and some other governors had given presentations to students at the Student Voice Conference in April, where these points had been made.

It was noted that arrangements to appoint a Vice Chair and a new Business Support Staff Governor, would start after the Bank Holiday weekend.

5. **Governance Self-Assessment**

Supporting papers by the Clerk

5.1 Progress against action plan and KPIs

The Committee noted that progress against the 2022 governance action plan was on track. The mid-year report on governance KPIs was also noted, although it would not be possible to report fully on these until the end of the year.

5.2 Proposal for External Governance Review

The Committee considered the draft Terms of Reference and timing of the review.

The Terms of Reference were agreed, with the addition of working to reflect discussions at the Audit and Risk Committee the assurance role of Committees to ARC and the full Board.

In terms of timing, whilst there would be merits to having the review in the Autumn Term, it was noted that it would be likely to demand a lot of officer time during the busiest time of year. Early in 2023 would be the optimum time.

AGREED: That the Principal and Clerk would agree the best timing for the External Review of Governance.

DB/MD

6. Schedule of Committee Business 2022-23

The Committee supported the continuing the current pattern of meetings in September, February and June. These would be incorporated into a full Corporation and Committee calendar to be taken to the Board on 11th July.

7. Other Business

The Clerk reported that, following the presentation to the Board on the Institute of Technology on 28th March and a subsequent conversation with , one governor had expressed an interest in representing the Corporation on the IOT Board.

AGREED: That it should be recommended to the Corporation Board that Lee Freeman be appointed to represent the SEC Corporation on the Institute of Technology Board.

8. Dates of forthcoming meetings – to be confirmed

9. Review of the meeting

Feedback included:

- The meeting was well chaired, with all members having the opportunity to express views and engage in healthy debate.
- The business was covered in a timely fashion
- The papers were clear and well structured and helped to provide a clear focus for discussion

There being no further business, the Meeting finished at 19.28

Signed.....Dated.....