

**EASTLEIGH COLLEGE BOARD  
MINUTES OF THE SEARCH & GOVERNANCE COMMITTEE  
12<sup>th</sup> October 2022 AT 1700 HRS  
TO BE HELD USING 'TEAMS'**

Present: Mr J Sendell (Chair)  
Mr Paul Cox  
Phil Harris-Bridge  
James Heaton-Smith  
Rupert Goodman  
Alison Caplin

In Attendance: Fiona Chalk, Governance Advisor

**S.01.22 GOVERNORS MEETING TIME WITHOUT SMT**

There were no items to discuss.

**MEMBERSHIP & BOARD MATTERS**

**S.02.22 APOLOGIES**

None

**S.03.22 DECLARATION OF INTEREST**

No declarations were made.

The annual declarations of interest of all members was noted.

**S.04.22 MINUTES OF LAST MEETING HELD ON 29<sup>TH</sup> JUNE 2022**

The committee resolved to approve the minutes as an accurate recording of the meeting.

**S.05.22 MATTERS ARISING**

S.16.22 – Merger implication on governance.

It had been suggested at the last meeting that the Board meets half-termly on Teams for merger. It is now noted that the Board need to move at pace to accomplish a submission to the PMO for funding by end of January. This was further discussed under item 7 on this agenda

Link governor for H&S – to be actioned by PHB/PS.

PHB/PS to action

Clerking succession is now in place and a contract as shared with RemCo members, has been agreed with Ra Hamilton Burns. She will start on 21<sup>st</sup> of November.

Chair's development actions were discussed. It was noted that here is a huge time commitment now required by the Chair regarding merger, so finding time for wider networking is not possible at present beyond the peer-to-peer relationship he has with a national leader of governance. The bi-annual meetings with other governors will be put in place.

RemCo asked for an informal 360 type meeting with the SLT, and JS is supporting these meetings.

## **COMMITTEE BUSINESS**

### **S.06.22 COMMITTEE ANNUAL REPORT 21-22**

The report demonstrates the work inputted into Search & Governance over the year. Much of the contents of the report pertains to compliance, intended to give assurance to governors on meeting their duties as defined by the Terms of Reference. It demonstrates a focus on ensuring composition, skills, etc. are relevant and the Board is fit for purpose. It also demonstrates commitment to continuous improvement and potential impact of the Board on organisational performance. It looks to answer the question of how effective governance is and address any identified areas for strengthening.

The report was noted and recommended to the Board. It was agreed that a refreshed skills audit be undertaken, and new areas to include cyber security and data management, and sustainability/environmental expertise.

FC to action

### **S.07.22 BOARD COMPOSITION REPORT SEPT. 22**

The committee noted the report and the remaining staff governor vacancies. Reasons for the continued vacancy were considered, potentially due to low union numbers and staff being happy with openness and transparency of the organisation, and so don't necessarily see it as important. The vacancy was promoted as a career development opportunity, to enable a staff member to work at a strategic level. This vacancy is historic at the college, but an aspiring manager may take the role. Governors asked that the governance advisor and staff continue to deliver more on-going promotion. Other actions include governors to have conversations with staff as part of link visits to see if anyone is interested, and PC to raise at the next managers conference in November.

FC/PC to action

Governors noted a CV has been received from a potential new governor. The CV was reviewed, and the committee agreed to ask the candidate to interview.

FC to action

Committee membership. It was noted that the Audit committee chair has resigned so the committee needs to appoint a new member. The committee will be asked to recruit new chair from existing membership. If that is not successful, a new member will be sought for this committee. JHS agreed to chair the November committee if required.

FC to action

It was noted that many Board members terms of office end in 2024. It was suggested that when these come up for renew, any second terms will be staggered across 3- and 4-year terms to reduce the potential drop off in numbers.

PC advised that following senior members promoted on to the senior management team, committee attendance by senior manager will now include NT (Marketing & Employer Engagement) to attend Standards & MB (HR) to attended F&GP – these staff having moved from ‘Head of’ to ‘Director’ roles.

#### S.08.22 REVIEW OF CONFIDENTIAL MINUTES 21-22

Governors noted the report and suggested minutes for release.

Governors asked if as part of the review, were there any items that on reflection that shouldn’t have been a confidential minute. There was not.

It was noted that all minuted are reviewed annually, where required the minutes are amended and updated on the website.

FC to action

### **GOVERNANCE IMPROVEMENT**

#### S.09.22 BOARD SELF-ASSESSMENT REPORT 21-22

The committee noted the rigorous level of activity that forms the self-assessment, which focused on both compliance and stewardship. The table of recommended actions from the self-assessment questionnaires and the governance development plan for 22-23 were discussed.

There was agreement that the impact of governance should be more closely monitored. The governance advisor stated that the Board and committees need to clear when they leave meetings, on how the meetings have moved the college forward.

It was noted that there is a governor who expressed strong disagreement to several of the questions in the self-assessment. This could be a new governor not been involved these areas and there was not an option for ‘don’t know’. Governors agreed that this needs to be followed up and the reasons examined.

JS/FC to action

The committee agreed that there needs to be a method of board members to raise issues they are concerned about. A governor shared their work’s Freedom to Speak Up programme – which would see a champion on the board. This is not for whistleblowing for which there is already a policy, but for matters that require a conversation. The position of a Senior Independent Director (governor) should be considered.

FC to action

Responses to the question on Safeguarding were noted as – neutral and strongly agree. The CEOs monthly report contains details and the Head of safeguarding delivers reports to committees/the Board. There are 2 safeguarding governors and the Educare training is excellent that governors have all undertaken this term. Kerry Matthews is also retained as an advisor to standards. Governors concluded that there is more than enough work to support the necessary assurances that governors require.

#### S.10.22 EXTERNAL GOVERNANCE REVIEW – PLANNING

This will be considered in the 2023-24 academic year.

### **TRAINING & DEVELOPMENT**

#### S.11.22 TRAINING & DEVELOPMENT REPORT AND PLAN

The report for 21-22 and plan for 22-23 were noted. Governors noted the considerable activity that has been undertaken in year, and how this activity impacted on their effectiveness as a governor and on the leadership & governance of the college.

#### S.12.22 APPROVE VICE CHAIR ROLE DESCRIPTION

Currently, the Vice-Chair only comes to life when they stand in for the Chair. They could add more value by ensuring quoracy and attaining any questions ahead of meetings to give SMT a chance to research/respond.

The role description was considered and recommended to be circulated to committee chairs for comment, and then for to the Board for approval.

FC to action

#### S.13.22 GOVERNANCE PROCESS – MERGER IMPLICATIONS

A workstream for governance is being set up, constituted of a Clerk/1 board member from Search/governance cttee of each college.

It is noted that the current clerking contract is for college governance operations, not merger/SPA work and any work on this will be DfE funded as part of the finance case committee considerations. It is anticipated that 25 extra days of work will be required from the commencement of the governance workstream meetings on 19<sup>th</sup> October, up to the end of January. The committee agreed that governance input needs to be at a level of resource to ensure influence over and a steering of the governance processes and potential outcomes for any merged entity.

#### S.14.22 DATE OF NEXT MEETING

8<sup>TH</sup> FEBRUARY 2023 AT 1700 hours via Teams

Meeting ended at 18.21