



SEARCH AND GOVERNANCE COMMITTEE
Minutes of the Search and Governance Committee meeting
held on 24 September 2020 at 9am by Teams

Present	<i>By phone</i>	Ian Tunbridge	IT	Chair
		Karen Burrows	KB	
		John Evans	JE	Principal
		Wilf Hudson	WH	
		Patrick Newberry	PN	
In Attendance		Alison Phillips	AMP	Corporation Secretary
		Wendy Randle	WR	Clerk to the Corporation

		Action
1	WELCOME AND DECLARATION OF INTEREST The Chair welcomed colleagues to the meeting, apologies were received and accepted from Peter Child. There were no further interests to declare than those previously disclosed on the members' register of interests.	
2	MINUTES OF THE MEETING HELD ON 15 JUNE 2020 The minutes of the meeting held on 15 June 2020 were agreed to be a true and accurate record of the meeting. The Clerk to the Corporation would arrange for these to be signed by the Chair.	WR
3	MATTERS ARISING The Chair confirmed that all actions from last meeting had been completed and there were no matters arising.	
4	REVIEW OF CORPORATION BOARD MEMBERSHIP, INCLUDING SKILLS AND DIVERSITY A report had been circulated prior to the meeting.	
4.1	Board diversity Governors noted the Board was achieving an improved gender balance and the age profile would be further improved with the appointment of the student Governors. The limitations on decisions due to the lack of diversity on the Board was noted; it was acknowledged that good governing Boards reflect the organisations they are governing. A tool used by another College to ensure diversity is considered during recruitment was discussed and will be shared for implementation at application stage.	JE/ WR

<p>4.2</p>	<p>Skills review</p> <p>Governors reviewed the skills audit summary circulated prior to the meeting concluding:</p> <ul style="list-style-type: none"> ▪ The skills gaps would always be variable, determined by Governors reaching the end of terms of office and the changing shape of the Corporation and the skills needed to support development. ▪ The skills set of the Board has been enhanced since the previous year. ▪ The impact on the Board’s skills set of a number of senior Governors retiring in the next two years. ▪ Even with the Governor retirements the Board were well resourced with financial skills and could meet the FE Commissioner recommendation of two finance specialists on the Board. ▪ The need to maintain a good educational presence on the Board to support the leadership team. <p>The committee considered the skills that would further improve the Board:</p> <ul style="list-style-type: none"> ▪ Increased Board diversity. ▪ Potential representation from the hospitality and catering industry, noting the importance of these industries in Cornwall and how they have been impacted by Covid-19. ▪ Improved working relationships with the Cornwall and Devon LEPs or the Heart of the South West would be advantageous, as would improved links with Cornwall Council. ▪ Safeguarding skills and experience. <p>The committee requested the following skills be added to future skills audits; Safeguarding and Health & Safety. In summary the Board remains quite large and should feel secure that it is comprised of committed individuals with complementing skills sets and aspirations.</p>	<p>WR</p>
<p>5. 5.1</p> <p>5.2</p>	<p>CONSIDERATION OF GOVERNOR APPOINTMENTS AND REAPPOINTMENTS</p> <p>WH left the meeting. It was reported that WH completes his first term on the 18/10/2020. The committee reflected on WH’s contribution to the Board and his skills set, recommending to the Board that WH be reappointed for a further term. WH returned to the meeting.</p> <p>Further appointments to Committees and lead governor roles were considered, the Committee recommend to the Board the following:</p> <ul style="list-style-type: none"> ▪ Tracey Hooper has stepped away from supporting Safeguarding to take on a lead Governor role in Apprenticeships and Sub Contracting. ▪ Pat Wilde to take on a lead Governor role for Equality, Diversity and Inclusion (E,D & I). ▪ The appointment of a Co-opted Committee member for the HE committee was being progressed. ▪ Jane Warren to be approached to join the HE committee as they have skills suitable for this committee. <p>Safeguarding</p> <p>WH would like to step away from the role of Safeguarding Governor once a suitable replacement can be identified. The committee considered their responsibilities around Safeguarding reaching the below conclusions:</p> <ul style="list-style-type: none"> ▪ The College has a strong Safeguarding team with no concerns reported. ▪ The Board should use external expertise rather than internal auditors to review this area; the Local Authority (LA) complete a quality assurance of Safeguarding; the Committee requested this review go to the Audit & Risk Committee for assurance. ▪ It was not necessary to have a Deputy Safeguarding Governor, yet a Co-opted Committee member could be approached to support this area. ▪ The Committee agreed future Safeguarding Governors should complete Level 3 Safeguarding training. 	<p>WR</p> <p>WR</p> <p>JE</p> <p>IT</p> <p>WR</p>

	<p>The committee were keen to progress this and recalled an approach from someone with Safeguarding skills who had expressed an interest in joining the Board; information relating to this will be reviewed.</p> <p>Health and Safety (H&S)</p> <p>5.3 After discussion the Committee concluded the need for succession planning for the lead Governor role for Health and Safety and an external review of H&S and Environment to bring in specialist skills set. The Committee suggests the Board considers how assurances are received for the key risk areas, to include H&S.</p> <p>Committee membership</p> <p>5.4 The following changes were reported;</p> <ul style="list-style-type: none"> ▪ Pat Wilde has agreed to join the Curriculum and Quality Committee ▪ Jamie Crisp will step away from Curriculum and Quality; neither staff Governor serves on a Board committee, they attend the Staff Forum chaired by the HR Director. Both staff Governors' terms of office end 21/10/2020; elections will to take place in the Summer term. ▪ HE committee has a Governor vacancy which may be filled as referred to under item 5. <p>A discussion took place regarding Geoff Warring (GW) potentially joining the CCMS Board and any impact this may have on the Audit and Risk committee. It was reported that the Memorandum of Understanding, reviewed last year by the Company Board and the College Board, states that Board Directors will not be members of the Audit & Risk Committee and should be independent; GW sits on the Finance & Resources Committee and the Audit & Risk Committee. Evershed states that an Audit committee should remain as independent as possible. Governor stated there was a balance of independence on the Audit & Risk Committee due to other Governor involvement, it was understood that there are many new Governors on Audit & Risk; GW's experience is presently required. It was agreed that GW remain on Audit and Risk committee for the interim with a view to identifying someone with the necessary experience for the longer term, with the MoU revised to support this change.</p> <p>The committee revisited an application from a potential Governor; the committee agreed the skills overview of the Board indicates this applicant is not needed at present; Principal to feedback.</p>	<p>WR/ IT</p> <p>IT WR</p> <p>WR</p> <p>JE</p>
<p>6. 6.1</p>	<p>6. COMMITTEE REVIEWS</p> <p>Committee review meetings took place at the start of the academic year for Finance & Resources, Audit & Risk and Curriculum & Quality. The purpose of these meetings was to consider the Committees' effectiveness, review Terms of Reference (TOR), succession plan for the role of Committee Chair, consider Governor engagement with campuses, staff and students and identify Governor development needs. Each of the Chairs had provided summaries of their Committee review meeting prior to the meeting; it was noted that there were cross cutting themes and that the sessions had been useful.</p> <p>In summary the following the highlights were noted:</p> <ul style="list-style-type: none"> ▪ Governors noted the openness of discussions and transparency of data with the ELT. ▪ The reporting of H&S requires further review with outcomes reflected in the relevant Committee TOR. ▪ The Committees needs to consider how to incorporate 'listening to the student voice'. ▪ Campus links could also be subject links. ▪ The Committees and Board receive a lot of information which is well put together, yet there is a risk that Governors receive too much information. 	

<p>6.2</p> <p>Governor engagement with campuses, staff and students</p> <p>6.3</p> <p>Governor development</p>	<p>The cross cutting themes will be compiled with time planned to consider actions going forward. Governor noted the Board are entering into a new phase of strategic governance; the Committee requested the Principal considers, with the leadership teams, what they want from the Board and for the Board and Senior Postholders to move forward with strategic debate and discussion.</p> <p>The review of the Terms of Reference (TOR) needs to be completed to incorporate feedback from the Committee reviews and the decisions at Board regarding the reporting of Health & Safety.</p> <p>Governors reflected on the proposal to introduce campus links to increase Governor visibility within the college and how this could be achieved virtually if needed, to enable newer Governors to achieve a broader and richer understanding of the College and triangulate information received. 'Getting Governors closer to the business' could be a discussion for the development day in November with further exploration required to consider the purpose and possible conflicts and how best to develop engagement with campuses, students and the broader staff body.</p> <p>One of the Committee review meetings identified a need for a training session on the College's disposal of assets; this will be arranged with Vice Principal Group Operations.</p>	<p>JE JE/IT WR</p> <p>IT/JE /WR</p> <p>WR</p>
<p>7</p>	<p>REVIEW OF GOVERNANCE PROCEDURES</p> <p>Standing Orders</p> <p>The Standing Orders had been circulated prior to the meeting. The Committee considered the proposed amendments that were primarily changes to job titles; recommending to the Board the approval of the Standing Orders.</p>	<p>WR</p>
<p>8</p>	<p>DATES OF NEXT MEETINGS</p> <p>3 February 2021, 9am</p> <p>12 May 2020, 9am</p>	