

Scarborough Sixth Form College

SEARCH & CONDUCT COMMITTEE MEETING
Tuesday 14 March 2023 at 4.45pm
MINUTES

Chaired by: Ian Brabbs

Members Present: Mick Paxton Steve Oldridge Phil Rumsey
Rachel Dolby (Chair Designated)

Also Present: Heather Campbell – Clerk to the Corporation

1. **Apologies for absence**

No apologies received and the meeting was quorate with 5 members present.

2. **Declarations of any personal conflicts of interest**

None save for Mike Paxton in respect of his possible re-appointment as a governor under item 4.

3. **Minutes of the previous meeting**

- a The Minutes of the meeting held on 30 November 2022 were approved at the 13 December 2022 Corporation meeting and signed by the Chairman.

The Chair advised that he had picked up a typo on page 5 line 10 should read 'was willing to seek appointment as an Independent Member when her term of office'.

There were no other matters raised.

- b Updates from Clerk or College Management

No updates.

- c Review actions previously agreed

The Chair referred to the Report (Paper B) and the following matters were considered:

- 30-Nov-2022 CONF 4. iii. – Clerk and Principal to instigate the procedure for the appointment of a new staff governor – the Principal confirmed that this would be picked up in the summer term when the staff would be informed that the term of one of the staff governors was due to expire in October 2023 and invited to apply for the position. If there was more than one applicant an election would take place.
- 30-Nov-2022 CONF 9 – Principal to check why ID documentation was not held for some governors but that ID had been verified – the Principal advised that having spoken to HR he had been advised that the ID for all governors had been verified but that the previous practice was not to retain copies of the ID documents on file as is now the case.

- 30-Nov-2022 CONF 9 – Principal to ask Vice Principal to make a safe guarding presentation to governors – the Principal confirmed that such a presentation had been included on the agenda for the Corporation meeting in April.
- 30-Nov-2022 CONF 9 – Principal to investigate with HR how frequently governors should undergo safeguarding and Prevent training – the Principal advised that he had spoken to HR who had advised that there was no formal guidance on the frequency of such training which was carried out on appointment. It was suggested that governors should be required to repeat the training in the event of their re-appointment to a new term of office. The Chair advised that this requirement would need to be captured in some way and suggested that the governor attendance/training spreadsheet to be discussed under item 11 may provide a solution.

No further matters were raised.

d Matters arising not covered in the agenda.

No matters were raised.

4 **Discuss Membership Issues**

a Turnover

Independent Members End of Term of Office

The Chair referred members to Paper C and noted that the terms of office for both Mick Paxton and Gareth Bullen were due to end within the next 12 months after 19 and 8 years' service, respectively.

The Chair reminded members of the Committee that under the Charity Commission Code of Governance adopted by the Corporation the reappointment of governors who had already served 9 years or more should only be recommended to the Corporation after serious consideration by the Committee but that the first step was to ascertain whether any such governor wanted to be considered for reappointment.

The Chair asked Mick whether he wished to be considered for reappointment as an Independent Member of the Corporation.

Mick advised that he needed time to think about seeking reappointment as he had a number of large contracts coming up and may not have the time to make a full commitment to the role. He asked the Clerk when she needed to know and she advised that by the beginning of the Autumn term would be preferable. He confirmed he would know before then.

The Chair asked the Clerk to check with Gareth Bullen if he would be willing to be considered for re-appointment as an Independent Member.

The Chair noted that Andy Gregory's term of office ended on 31 August 2023 and that he had already confirmed that he did not wish to be considered for re-appointment. This would leave the Audit committee without a Chair.

The members considered the options available to seek a new independent member governor. The Chair of the Corporation believed that the newly appointed Parent Governor whom he had interviewed together with the Principal may have skills and abilities which would make him a suitable candidate for appointment as an independent member which would make a vacancy for a new Parent Governor in time for the new intake of students in September 2023. The members agreed to proceed on this basis with the Chair of the Corporation to speak to the Parent Governor to ascertain his interest in an appointment as an independent member and report back to the next meeting.

As far as the Chairmanship of the Audit Committee was concerned the Chair noted that this was a matter for the members of that Committee under its terms of reference.

ACTIONS AGREED

- 1) Clerk to speak to Mick Paxton at the beginning of the Autumn term to ascertain whether he was willing to be considered for reappointment as an independent member.
- 2) The Chair to the Corporation to speak to the Parent Governor to ascertain if he would be interested in being appointed an independent member.

Parent Governor

The Chair noted that Amanda Borrett's term of office ends on 19 April 2023 and that she had confirmed that she was willing to be appointed as an Independent Member of the Corporation. The Chair he asked the members of the committee if they were prepared to recommend her appointment to the Corporation at the meeting on 18 April 2023 .

The committee agreed.

RECOMMENDATION TO THE CORPORATION

That the Corporation approve the appointment of Amanda Borrett as an Independent Member of the Corporation for a term of 4 years.

Student Governor Recruitment

The Chair noted that the Student Governor Recruitment process had taken place and that there were three applicants.

The Principal confirmed that he met with all three nominees and that he believed they would all make a good contribution to the work of the Corporation. He therefore recommended all three students be appointed as Student Governors at the Corporation meeting on 18 April 2023.

The Chair noted that the Instrument and Articles of Government provided for the appointment of up to 3 student governors without the need for an election but that their appointment had to approved by the Corporation and asked the members of the Committee if they were prepared to accept the Principal's recommendation.

Members agreed.

RECOMMENDATION TO THE CORPORATION

The Corporation appoint Rachel D'Souza, Olivia Redford and Evie-May Wales as student governors each for a 12 month term

Jo Coombes

The Chair reported to the members of the Committee that Jo Coombes an independent member had written to the Clerk in December 2022 advising that she had been appointed to a new role at work which would take up a lot of her time and enquired whether her governorship could be suspended for 6 months.

The Chair advised that since there was no provision in the Instrument and Articles of Government with regard to suspension of a governor's term of office and that there was no meeting of the Search & Conduct Committee to consider the position until March 2023 he had instructed the Clerk to reply to the governor advising that the Committee would consider the matter at its meeting in March and that the Clerk would contact her before the meeting to obtain an update on her work commitments.

The Clerk reported that she had contacted the governor at the beginning of March who had replied that she was still busy with work commitments but that she had recruited a new team and expected things to ease over the next three months and she should be able to return to governor duties in June if the Search Committee would like her to return to the board. The Chair asked the members of the committee for their views on the matter. .

The members agreed that the governor had made a valuable contribution to the governance of the Corporation during her term of office to date and that in the time scale involved there would be insufficient time to find and appoint a replacement governor. In the circumstances the members agreed that the governor's term of office should continue and that her apologies for non-attendance at meetings of the Corporation and its Committees until the end of June 2023 would be accepted by the members of the Committee when they reviewed attendance figures.

AGREED ACTIONS

Clerk to notify Jo Coombes that her term of office as a governor would continue and her apologies for non-attendance at meetings accepted until the end of June 2023.

b Committee Membership

The Chair noted that there were no further Membership issues other than what was discussed above.

5. Public Access Requests

The Chair enquired if there had been any public access requests and the Clerk advised that no requests had been received.

6. Review Composition of Corporation

The Chair referred to Paper D, the annual report on the present composition, structure, membership and quoracy of the Corporation and the frequency and duration of meetings at both Committee and Corporation level and invited members to consider/confirm that the existing arrangements remain fit for purpose.

Members noted the paper and confirmed that there were no proposed changes to the present structure and the arrangements for the Committees and the Corporation remain fit for purpose.

7. Analysis of Member Governor Review and Evaluation Forms 2022

The Chair gave a brief summary of the background to the self-assessment procedure adopted by the Corporation for the benefit of the Chair Designate.

The Chair advised that the Corporation had carried out A Board Review exercise that was in 2021 as part of a pilot scheme set up by the FE Commissioner / ESFA and an external governance consultant from the Association of Colleges. Following receipt of the external consultant's report the Corporation had appointed a Board Review Sub-Committee to look at the various recommendations from the review.

Two of the recommendations were to carry out an annual Board Self-Assessment Evaluation together with an individual members' Self-Assessment Evaluation. Previously governors had scored the performance of both the Corporation and the individual Committees using proforma questionnaires but the scores were never reviewed or analysed and the forms simply filed away. In particular the previous self-assessment procedure never played any part in the preparation of the College Self-Assessment Report (SAR). The Sub-Committee agreed to adopt both a Board Review and Evaluation and a Member Governor Review and Evaluation. Separate Review and Evaluation Forms were drafted and the Corporation approved both the new Review and Evaluation procedure and the forms which had been used for the first time at the start of the present academic year.

The Board Self-Assessment Review and Evaluation forms had been considered at the October 2023 meeting of the Corporation and the Chair to the Corporation had prepared a report summarising the findings of the Corporation based on the Review forms which was due to be considered at a future meeting of the Board Review Sub-Committee.

The Chair referred to Paper E which was his analysis of the comments in the Individual Members' Review and Evaluation forms and invited the members of the committee to consider the analysis and determine if they had any recommendations for further action based on the comments made by Members in the forms.

A member noted the reference at 2. b. that a number of governors found the SFCA training webinars helpful but that they were poor at confirming with the Clerk that they had watched the webinar whether live or a recording, and suggested that it be emphasised to governors that they did not need to confirm that they had watched the webinars live. The Clerk confirmed that this was already done by her on a regular basis.

The same member noted the reference at 2. D. that a member had stated that more should be done by the Corporation to implement some of the actions recommended in the webinars and suggested that members be reminded by the Clerk when she provided details of a new webinar to provide her with details of any recommendations for future action by the Corporation based on the content of the webinar which would allow the Clerk to bring such recommendations to the attention of the Corporation or one of its Committees as appropriate.

ACTION AGREED

The Clerk to remind members to inform her of any recommendations for future action by the Corporation based on watching the webinar when she sent out details of future webinars.

Another member noted the reference at 2. e. that several governors would like to visit the College when students and staff were in and whether it was possible to set up an immersion day for interested governors.

The Principal confirmed that an immersion day could be set up and he and the Clerk will take this forward.

ACTION AGREED

The Principal and the Clerk to set up an immersion day for governors.

A member noted the reference at 2. g. that a governor had suggested that new governors should be paired with a more experience governor. The Chair Designate confirmed that she had benefited greatly from spending time with the Chair to the Corporation learning how the College and governance worked. The members agreed that such an arrangement would be helpful to newly appointed governors. The Chair asked the Clerk if she would be willing to speak to the new governors following their appointment and pair them with another governor as a mentor. The Clerk agreed to undertake this obligation.

ACTION AGREED

Clerk to speak to the new governors and pair them with another governor as a mentor.

Finally it was noted that the safeguarding governor had expressed the wish to be involved in the safeguarding training provided to members of staff. The Principal agreed to inform the College Safeguarding Officer of this request.

ACTION AGREED

Principal to speak to the College Lead Safeguarding Officer about the request by the safeguarding governor to be involved in safeguarding training for the staff.

The Chair noted that the new Self-Assessment procedure had worked well with the Committee for the first time having received feedback from the governors on how they regarded the performance of the Board and the governors themselves which had enabled both the Committee and in due course the Board Review Sub-Committee to refine the governance procedures.

8. **Proposals for content of a continuous Governor Assessment Form**

The Chair referred to Paper F which set out his proposals for the information to be included in a spreadsheet to assist the members of the Committee to continuously assess the performance of individual governors in terms of attendance at meetings and training as well as monitor compliance with the statutory requirements applicable to charity trustees. This was not intended to be an exhaustive list of the information relevant to the assessment of a governor's contribution and performance but a starting point for further discussion. The intention would be for the spreadsheet to be kept up to date during the academic year by the Clerk and tabled before every meeting of the Search & Conduct Committee to allow the Committee to monitor the performance and contribution of governors during the academic year as well as having up to date information relevant to the re-appointment of a governor for further term. He invited members of the committee to consider if such a spreadsheet was practicable and/or appropriate.

Members agreed that it would be helpful to have everything in one place for them to monitor the various matters relating to governors and the suggested 15 headings seemed about right but could possibly be expanded when additional information was identified as relevant to the Committee's work .

At the request of the Chair the Principal agreed that he would put together a spreadsheet template with the suggested headings and email to the Clerk to share with the members before the next meeting of the committee.

ACTION AGREED

Principal to set up a spreadsheet template and email it to the Clerk to share with the committee before their next meeting.

9. **SFCA Governor Data 2021-22 from FE Governor Data Collection**

The Chair referred to the SFCA Governor Data (Paper G) which had been compiled from data collected from Sixth Form colleges and academies. A member noted that the data only covered governors nationally and the Midlands with no data for the North East / Yorkshire.

The Clerk advised she will check why North East / Yorkshire had not been included in the data with SFCA's Director of Programmes.

ACTION AGREED

Clerk to contact SFCA's Director of Programmes re data for the North East / Yorkshire.

The Chair noted that based on the data the College had one of the largest Board of Governors at 19 soon to be 22 with 3 student governors due to be appointed.

The Chair also noted that the percentage of female governors on the College Board of Governors at 25% was well below the national average of 48% but that this would improve on the appointment of the 3 student governors who were all female.

The Chair noted finally that the absence of any disabled governors or the ethnicity of the College Board of Governors was not uncommon.

10. **Student Governor Liability**

The Chair advised the members of the Committee that for some time he had been concerned about the position of student governors and their liability as charity trustees and at his request the Principal had contacted the SFCA for its advice which was set out in an email from the SFCA dated 18 March 2022 which was included in Paper H.

The position of student governors was also the subject of another email from the SFCA dated 21 March 2022 which referred to a communication from the DfE regarding student governors and recommending amendments be made to the model Instrument and Articles of Government to remove the limitations on the voting capacity of student governors to enable student governors to fully exercise their role as charity trustees. The email stated that the Charity Commission shared the DfE's view on student governors .

In its email the SFCA suggested that Corporations may wish to wait a little bit longer before taking action on amending their I&As pending the outcome of discussions between lawyers (identity unknown) which were ongoing .

The Chair advised that there were 3 issues for the members to consider;

1. What was the extent of the liability of a student governor as a charity trustee under both the existing provisions of the I&As and the amended I&As proposed by the DfE;
2. What information if any should be given to students who had expressed an interest in becoming a student governor;
3. What action the Corporation should take with regard to the amendments to the I&As proposed by the DfE.

The Chair noted that online guidance for student governors published by the DfE did not include anything about their liability as charity trustees which appeared to be a serious omission.

The Chair proposed that as a first step he should contact the SFCA to find out if the discussions between the lawyers and the DfE had concluded and with what result which may or may not assist the members to address the 3 issues set out above.

The members agreed this would be appropriate.

ACTION AGREED

The Chair to contact SFCA to find out if the discussions between the lawyers and the DfE had concluded and with what result

11. **Statutory Regularity Requirements for Governors**

The Chair advised that the Director of Finance & Resources, HR and the Clerk were still looking at the current processes and lining these up with any new requirements. This to remain on the Agreed Action schedule.

12. **List of Policies the committee is responsible for**

The Chair referred to the List of Policies and noted that the “update due date” for the Complaints Against the Corporation (in the Standing Orders) needed amending to 2023.

ACTION AGREED

Clerk to update the List of Policies to reflect the above.

13. **Any discussion item(s) to be classified as “Confidential & Restricted”**

Members considered their discussions and noted there were no items that required classification of confidential and/or restricted.

14. **Any Other Business**

No other business was raised.

15. **Date of the next meeting: 27 June 2023**

There being no further business the meeting closed at 7.15pm