

SEARCH & CONDUCT COMMITTEE MEETING
Tuesday 18 June 2024 at 6.15pm
MINUTES

Chaired by: Ian Brabbs

Members Present: Rachel Dolby Neil Hughes

Also Present: Heather Campbell – Clerk to the Corporation

1. **Apologies for absence**

Apologies received from Phil Rumsey and Nick Bland.

The meeting was quorate with 3 members present.

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

None.

3. **Minutes of the previous meeting**

- a. The Non-Confidential and Confidential Minutes of the meeting held on 12 March 2024 were approved at the 16 April 2024 Corporation meeting.

The Chair asked members if they had any other matters to raise in respect of the minutes.

Members confirmed they were in agreement with the minutes and no matters were raised.

- b. Updates from Clerk or College Management – None.

- c. Review actions previously agreed

The Chair referred to Paper B and the following was raised:

- 28-Nov-2023 CONF 4. b. The Chair of Corporation to speak to Sean Kelly and ask him if he knows of any business contacts the Committee could approach as possible governors – the Chair confirmed that she had still to speak to Sean so that this item should be amended to WIP.
- 12-Mar-2024 CONF 4. a. 1. The Chair to speak to local surveyor about becoming a governor – the Chair has now spoken to Joe Walker who is a surveyor at CPH who was sufficiently interested to ask for an Information Pack to be sent to him while expressing doubt whether he would have the time available due to his various commitments.

- 12-Mar-2024 CONF 4. a. 3. The Chair of Corporation to invite governors to put forward the names of any contacts who may be interested in becoming a member governor at the Corporation meeting in May – the Chair recalled that at the last Corporation meeting the Chair of EWC had mentioned a possible contact and had agreed to make further enquiries. The Chair asked the Clerk to contact her for an update on her enquiries.
- 12-Mar-2024 CONF 7. and CONF 8. Both items to be amended to WIP to take account of the absence of the governor concerned due to long term injury.

ACTIONS AGREED

- 1) Clerk to updated the Actions Agreed with the amendments noted above.
 - 2) Clerk to email Governor Information Pack to Joe Walker at CPH.
 - 3) Clerk to contact Chair of EWC about her suggestion that one of her contacts who has his own small architect business may be interested and see if she has spoken to him about becoming a governor.
- d. Matters arising relating to the minutes that were not covered in the agenda.

The Chair noted that the issue of outstanding Safeguarding and Prevent training for governors had been considered by the Committee on several occasions and that following the Committee meeting in November 2023 HR had confirmed that governors would need to be registered for online training with Flick Learning. The Clerk had subsequently emailed governors with instructions on how to log on to Flick Learning to access Mandatory Training for governors with a completion date for the training by 1 July.

The Chair advised that he had completed the cybersecurity, Prevent training and safeguarding training modules and had still to start the equality and diversity module but that it had taken him well over 4 hours to do the Safeguarding module which he felt was too much to ask of governors who were volunteers. The content of the training was he believed too in-depth considering that governors were not directly involved with students . The Chair was fearful that governors would simply decide not to undertake the training because of the time commitment involved.

In the absence of the Principal the Chair asked the Clerk to speak to the Principal about the appropriateness of the Flick Learning training for governors and whether there was any alternative training available more relevant to the role of a governor and less time intensive .

The members agreed.

ACTION AGREED

The Clerk to raise with the Principal the issue of the appropriateness of the Governor Mandatory Training raised by the Committee.

4. Public Access Requests

The Clerk advised that no public access requests had been received.

5. **Discuss Membership Issues**

See confidential minutes.

6. **Annual Review Disclosure and Barring Service Policy (DBS) Governors**

The Chair referred members to the Disclosure and Barring Service Policy (Paper D) which was for review and suggested that the provisions of the policy referring to safeguarding training by governors be amended to include reference to Prevent training as follows:

on page 2:

- Amend paragraph to 2.8 to read All governors over 18 years of age shall on appointment or as soon as practicable thereafter complete Safeguarding and Prevent training as required by the College's Safeguarding Policy.

and insert a new paragraph:

- 2.9 All governors over 18 years of age shall renew their Safeguarding and Prevent training as required by the College's Safeguarding Policy.

The members agreed with the proposed amendments to the Policy.

The Chair asked members if they were prepared to approve the Disclosure and Barring Service Policy (DBS) Governors and recommend the Policy to the Corporation subject to the agreed amendments.

Members agreed.

RECOMMENDATION TO THE CORPORATION:

That the Corporation approve the updated Disclosure and Barring Service Policy (DBS) Governors.

7. **Review Annual Corporation Standing Orders and recommend to Corporation if amended**

The Chair referred to the Corporation Standing Orders and Terms of Reference (Paper E) which were for annual review by the members.

The Chair proposed an amendment to the Terms of Reference of all the Committees with regard to the appointment of a Chair and Vice Chair. At present the Terms of Reference provide for the Clerk to seek seconded nominations for the Chair and Vice Chair from the members of each committee but that from his experience this did not happen and that each committee appointed members willing to undertake the role of Chair or Vice Chair.

The Chair therefore proposed that the Terms of Reference of each committee be amended to read: **“Election of Chair and Vice Chair:** The Committee shall appoint members willing to undertake these duties.”

Members agreed to the amendment.

The Chair referred to paragraph 3.9 e) which provides for an annual report from the Clerk to the S&C Committee on attendance on an exception basis whereas the practice was for the Clerk to provide an attendance report at every meeting of the S&C Committee. He proposed that paragraph 3.9 e) be amended to reflect the current practice.

Members agreed to the amendment.

The Chair further noted that paragraph 4.1(b) 8th bullet point provided for the Corporation to receive annual reports from the Chairs of all the Committees whereas save for the report from the Chair of the Audit Committee (the subject of a separate bullet point) no such reports were provided. He proposed deleting the 8th bullet point in its entirety and in anticipation that the Corporation will adopt the AoC Remuneration Code for Senior Post Holders requiring a annual report from the Remuneration Committee replace it with a new bullet point:

“Annual Reports from the Chair of the Remuneration Committee in accordance with the requirements of the current AoC Remuneration Code for Senior Post Holders.”

Members agreed to the amendment.

The Clerk noted that in paragraph 4.4 reference was made to “business member” and suggested that this should be amended to “independent member”.

Members agreed to the amendment.

Finally the Chair referred to the Complaints against the Corporation policy in the annex to the Standing Orders and noted that in error an instruction to check the names of the government bodies referred to in paragraph 5 had been inserted into the paragraph. The wording needed to be removed and the updated names of the bodies inserted namely: Department of Business Energy and Industrial Strategy and Education Funding Agency

Members agreed to the amendments.

Members were asked if they were prepared to recommend the Standing Orders to the Corporation for approval as amended .

Members agreed.

RECOMMENDATION TO THE CORPORATION:

That the Corporation approve the updated Standing Orders including the Terms of Reference of each of the Committees and Complaints against the Corporation.

8. Annual Review of Terms of Reference for the S&C Committee

The Chair referred to the Terms of Reference for the Committee which were for review and noted that the members had already agreed to amend the provision relating to the appointment of a Chair and Vice Chair in the Terms of Business of all of the committees in their review of the Standing Orders.

In the absence of any further amendments to the Terms of Reference the Chair asked members if they were prepared to recommend approval of the amended Terms of Reference of the Committee to the Corporation .

Members agreed.

RECOMMENDATION TO THE CORPORATION:

That the Corporation approve the updated Terms of Reference of the Search and Conduct Committee.

9. **Annual Review of Corporation Instrument & Articles of Government**

The Chair referred to the Corporation Instrument and Articles of Government (Paper F) which were due for annual review by members and had noted that on the first page the final paragraph stating: 'This version was approved by the Corporation on 27 July 2021' should be removed.

The Clerk confirmed that the date of approval of the I&A by the Corporation would be inserted into the heading on the first page.

In the absence of any further amendments to the I&A the Chair asked members if they were prepared to recommend approval of the updated Instrument & Articles of Government to the Corporation.

Members agreed.

RECOMMENDATION TO THE CORPORATION:

That the Corporation approve the updated Instrument & Articles of Government.

10. **Annual Review of Code of Conduct for Governors inc. Conflict of Interest**

The Chair referred to the Code of Conduct for Governors (including Conflict of Interest Policy) (Paper G) which was for annual review and asked the members if they had any amendments they wished to make.

In the absence of any amendments the Chair asked members if they were prepared to recommend the Code of Conduct for Governors (including Conflict of Interest Policy) to the Corporation for approval.

Members agreed.

RECOMMENDATION TO THE CORPORATION:

That the Corporation approve the Code of Conduct for Governors (including Conflict of Interest Policy) without any amendment .

11. **Governance**

See confidential minute.

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

The Chair referred to the list at Paper J and noted that the committee had reviewed all of the policies during the meeting other than the Public Access Policy which was due for review in Autumn 2024.

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

Members considered the discussions held and agreed Items 5. and 11., be classified as confidential and no discussion required categorising as confidential & restricted.

14. **Any Other Business**

No other business was raised.

15. **Agenda Item(s) for the next meeting**

No items suggested.

16. **Date of the next meeting: November 2024 TBC**

There being no other business raised the meeting closed at 7.15pm.