

SEARCH & CONDUCT COMMITTEE MEETING
Tuesday 9 March 2021 at 5.00pm
MINUTES

Meeting conducted remotely via Teams

Chaired by: Ian Brabbs

Members Present: Steve Oldridge Mick Paxton Phil Rumsey

Also Present: Heather Campbell – Clerk to the Corporation

1 Apologies for absence

No apologies received and the meeting was quorate with 4 members present.

2 Declarations of any personal conflicts of interest

None.

3 Minutes of the previous meeting

- a The Minutes of the meeting held on 8 December 2020 were approved at the 15 December 2020 Corporation meeting and signed by the Chairman.
- b Updates from Clerk or College Management – None.
- c Review actions previously agreed

Members noted the following WIP actions:

- 3-Dec-2019 Item 9 – Exploring of Code of Governance and SPH Remuneration Policy with Venn – Phil reported that none of the Venn members used a particular Code of Governance or SPH Remuneration Policy - the Chair - proposed that in view of the pending external governance review that further action be deferred pending the outcome of the review – this action remain as a WIP.
- 8-Dec-2020 Item 13 – Clerk to contact Hilary and ask if she has managed to access the SFCA webinars – Clerk confirmed that Hilary can now access them.
- 8-Dec—2020 Item 16 – Governance Review – External Reviewer had been allocated in December 2020 but due to third lockdown the Clerk had not been able to set up attendance at board meetings – Clerk to enquire if extension of the 31 March 2021 deadline is possible due to the impact of lockdown.
- 10 March 2020 Item 12 – Self Assessment Template - in view of the pending external governance review it was agreed to defer further action until after the outcome of the review – this item to remain a WIP
- 8 Dec-2020 Item 4 – EWC to consider appointment of new Vice Chair of Committee and whether any member of the Committee was interested in being appointed Safeguarding Governor – this remains a WIP

ACTION AGREED

Clerk to contact the ETF re Free Board Review and enquire whether an extension of the 31 March 2021 deadline is possible due to the impact of lockdown.

- d Matters arising relating to the minutes that were not covered in agenda

None.

4 **Discuss Membership Issues**

a Turnover

End of Term of Office

Members had received the latest Corporation List which includes the dates that each governor's term of office ends and a paper on Membership Issues prior to the meeting.

The Chair raised with members that his end of term of office was coming up in the next six months and he noted that he is happy to stand for re-appointment provided the governors have no concerns about his length of service.

Ian left the meeting at this point and Steve, Vice Chair of Search observed that Ian makes an enormous contribution to the board with his knowledge and counsel invaluable in meetings.

Steve asked the members for their thoughts and both Mick and Phil agreed with Steve's sentiments. With Regard to Ian's role as Vice Chairman of the Corporation he noted from the I&As that the Corporation would also need to consider and approve his re-appoint as the Vice Chair. Therefore Steve asked members if they were happy to recommend the Corporation approve Ian's re-appointment as a full member and Vice Chairman of the Corporation.

Members agreed unanimously to the proposal.

Ian was invited back into the meeting and Steve advised him that the members had all agreed that the board would struggle without his input and unanimously agreed to recommend the Corporation approve his re-appointment as a full member and Vice Chairman of the Corporation for a further term of office.

Ian thanked the members for their faith in him and agreed to be re-appointed as a full member and Vice Chair of the Corporation.

RECOMMENDATION TO THE CORPORATION

That the Corporation approve the re-appointment of Ian Brabbs as full member of the Corporation for a term of 4 years and re-appoint him as the Vice Chair of the Corporation.

Student Governor

The Chair asked members to consider the Student Governor's term of office and whether it should end on 30 April 2021 or be extended to the end of the Summer term due to her having a short term of office due to delay in appointing her due to the pandemic. Phil highlighted that if Karina does agree to continue she would be leaving as a student at the end of May 2021.

Members discussed and it was agreed that Karina be asked if she wants to continue beyond 30 April and the Clerk to start Student Governor Recruitment process which is normally carried out in March after the Easter break to allow new Student Governor(s) to be appointed from 1 May 2021.

ACTIONS AGREED

- a) Clerk to ask Karina if she would like to continue as a Student Governor to the end of May 2021.
- b) Clerk put in place Student Governor(s) 2021/22 recruitment process after the Easter break.

b Committee Membership

Members of the committee were asked to consider the following:

i) Replacement of Independent Governor (Safeguarding Link Governor)

The Chair referred to Paper C and it was noted that the potential new member Jackie Adams who works at York Hospital Trust has a background in safeguarding and is interested in becoming a member. The next stage is for the Clerk to arrange an informal meeting with the Chair and Principal.

Members agreed the Clerk to set up if possible a socially distanced face to face meeting with Steve and Phil and to avoid unnecessary delay the committee also agreed to delegate to the Chair and Principal the decision to recommend her appointment if suitable to the next Corporation meeting.

ACTION AGREED

Clerk to set up a socially distanced face to face meeting for the Chair and Principal with Jackie Adams.

ii) Parent Governor – 2 Vacancies

Members noted that 3 parents interested in being appointed Parent Governors had contacted the Clerk and she had sent them the information. 2 confirmed they were interested and were sent the relevant paperwork to complete. Only one has returned the paperwork to further her interest in being a Parent Governor but no response from the other parent despite being contacted 3 times.

Members agreed Clerk to set up if possible a socially distanced face to face meeting(s) for Steve and Phil with the 2 parents who have shown interest in being a Parent Governor. Again to avoid undue delay the committee also agreed to delegate recommendation of the appointment(s) of the 2 potential Parent Governors to the Chair and Principal to the next Corporation Meeting.

ACTION AGREED

Clerk to set up socially distanced face to face meeting(s) for the Chair and Principal with the parent(s) who have shown interest in being a Parent Governor.

5 Confidentiality Requests to Corporation

The Clerk advised that no confidential requests had been received.

6 Review Composition of Corporation

Members had received the paper prior to the meeting providing details of the present composition, structure, membership and quoracy of the Corporation and the frequency and duration of meetings at both Committee and Corporation level. Members considered the paper and the Chair highlighted the following:

- Search committee had previously agreed to oversee the creation of a Skills Register Matrix using the information obtained from the Skills Record forms to be completed by governors on appointment and re-appointment to improve the Committee's knowledge of the skills and interests of the membership to assist identify any gaps and inform the recruitment of new governors
- That although there had been Parent Governor vacancies for some time and a further vacancy caused by the recent resignation of a member governor have a number of governor vacancies and steps were in place to fill all vacancies
- At present there was a good mix of skills and experience across the current board of governors

The Chair raised that at the last Corporation meeting proposed amendments to the I&A and SOs to permit remote meetings the issue of whether the personal attendance of members should be a matter of choice for the individual member or was an essential requirement unless prevented by exceptional circumstances was discussed but that members had not reached an agreement on the wording of the proposed amendments and it was referred back to the Search committee to further consider the wording of the proposed amendments to the I&As and SOs for the Corporation to approve. He asked members for their views and suggestions.

Members discussed the issue and were agreed that face to face meetings should be the default position for all meetings of the Corporation or its Committees but that any member unable to attend in person due to a temporary mobility issue, a health issue, away on business or unable to attend in person for some other reason should be able to attend remotely subject to the prior approval of the Chair of the Corporation or Committee Chair as the case maybe. The Chair agreed to prepare revised wording of the proposed amendments to the I&A and SO incorporating the Committee's views about personal attendance of members for consideration at the next Corporation Meeting

ACTION AGREED

The Chair to prepare amended wording to the proposed amendments to the I&A and SO permitting remote attendance at the Corporation meetings for consideration at the next Corporation meeting.

7 **Register of Confidential & Restricted Decisions at committees**

The members reviewed the classification of recent Confidential and Restricted Decisions made by the Corporation and its Committees included in the Register and the following decisions were made:

- Anonymise the Register – in future the names of individual governors should not be included in the Register for reasons of confidentiality
- 25/11/20 Min No. 8 – Remain classified pending the provision of more information as to the nature of the matters classified as Confidential to enable the decision to be properly reviewed
- 08/12/20 Min No.17 – Remain classified
- 15/12/20 Min No. 9 – None identified
- 13/01/21 Min No. 5 – Remain classified
- 19/01/21 Min No. 4 – Remain classified for 6 years
- 26/01/21 Min No. 7 – Item 3a remain classified and Item 3b remain classified for 6 years

No further matters raised.

ACTION AGREED

Clerk to update the Register to reflect the review by the Committee.

8 **DBS Policy for Governors**

Members had received the DBS Policy for review prior to the meeting and the Chair proposed that in paragraphs 2. 2.1 (second line) and 2.3 (first line) the references to the old CRB be removed since the new scheme had been in place since 2013.

Members agreed to recommend the Corporation approve the DBS Policy subject to the removal of the references to the old CRB.

RECOMMENDATION

That the Corporation approve the updated DBS Policy for Governors.

9 **S6F Record of Governor Skills Template – 2021**

The Chair referred members to the updated template which had been amended to include express reference to safeguarding skills and social media marketing and invited the members to consider what would be an appropriate procedure for the use of the template and its use in the preparation of a Governors Skills Matrix. Following a discussion the following procedure was agreed:

- Review all governor skills by completion of the Governors Skills Record triennially
- All new and Re-appointed governors to complete a Skills record on appointment/re-appointment
- Add a key to the Record which clarified the meaning of the terms Low, Moderate or High rating to help governors to rate themselves
- Include an option for a governor to reply 'None'
- Matrix will need to be set up to allow analysis of responses recorded by the governors to be reviewed by the Committee

The Chair agreed to update the Record with the above amendments to enable the Record and proposed procedure to go to the next Corporation for approval.

Members agreed subject to the above amendments to recommend the Corporation approve the Governor Skills Record at their meeting in April.

ACTIONS AGREED

Chair to update the Record of Governor Skills Template with the above

RECOMMENDATION

That the Corporation approve the Record of Governor Skills Template and its use to inform the Search Committee in its recruitment of new governors.

10 **Procedure on the Appointment (incl. Re-Appointment) and Induction of a New Governor**

The Chair advised that previously the Clerk issued a large induction pack comprising numerous documents and policies but without any context or overarching explanation of the relevance of the documents or information about the role of a governor. Prior to the meeting members had received a paper (Paper H) proposing a revised list of documents to be given to governors on their appointment including a guide to being a governor with an intro from the Chair together a proposed Procedure on the Appointment of a New Governor including re-appointment.

Members considered the paper and the Chair drew particular attention to the following points:

- Page 1 Para 10. – Procedure needs to be approved by the Corporation and it is proposed should then be reviewed annually by the Search Committee
- Page 3 Para 23. – An existing Member should be appointed as a mentor to the new Member – members agreed this would be useful
- Page 4 Para 27. – The list of Forms for New Members to complete and return to the Clerk following their appointment should be amended to include the Record of Skills Form
- Page 1 of the proposed Guide requires a Welcome from the Chair to be inserted

Members agreed to recommend the new procedure to the Corporation for approval.

AGREED ACTION

The Clerk to amend the list of forms to be given to a new governor for completion.

RECOMMENDATION

That the Corporation approve the Procedure on the Appointment (incl. Re-Appointment) and Induction of a New Governor.

11 **Brief Guide to Being a Governor**

The Chair referred members to the Brief Guide to Being a Governor which he had pulled together when preparing the Procedure on Appointment of a New Governor and highlighted that a 'Welcome from the Chair of Governors' needs to be included.

Members considered the Guide and no matters were raised regarding the content and that it was fit for purpose and agreed to recommend the Corporation approve the Guide.

ACTION AGREED

Chair of Corporation to pass a welcome address to the Clerk to include in the document.

RECOMMENDATION

That the Corporation approve the Brief Guide to Being a Governor.

12 **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.

13 **Any Other Business**

a) Chair of Corporation term of office

Steve highlighted that his term of office ends in October 2022 and asked members when they felt the process for seeking a new Chair should begin.

Members discussed the issue and it was suggested that at the end of the next Corporation meeting Steve highlight when his term of office was due to end and advise members that the Search committee will be starting to explore options to find a new Chair which options included an external appointment and the possible use of a recruitment agency but no firm decisions had been made.

ACTION AGREED

Clerk to add 'Recruitment of New Chair of Corporation Planning' to the next Search committee meeting agenda.

b) Indemnity Insurance for Governors

The Chair advised the meeting that while preparing the new Induction Procedure on the appointment of a new governor and in particular the section on a governor's duties it had occurred to him that it was not known if the governors had the benefit of indemnity insurance as part of the existing College insurance cover or whether there was a need for separate indemnity insurance for governors.

Phil advised he was not sure but would speak to Lesley regarding the College insurance and follow up with an enquiry of the SFCA if there is specific insurance that the College should have in place for the protection of the governors.

ACTION AGREED

Phil to follow up Indemnity Insurance for Governors with Director of Finance & Resources and the SFCA.

14 **Date of the next meeting: 29 June 2021**

There being no further business the meeting closed at 6.00pm