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| CIRENCESTER COLLEGE  AGENDA – SEARCH AND GOVERNANCE COMMITTEE  MONDAY 6th February 2023  5.00 pm  Board Room | | | |
|  |  | Arising from | Who |
|  | **Apologies** - PH | SOB | Chair/Clerk |
|  | **Declarations of interest** | SOB | Chair |
|  | **Minutes of the previous meeting**  To approve the minutes of the Search and Governance Committee meeting on 31stOctober 2022 (note issued for comment to the committee on 14th November 2022 and draft received by Corporation on 5thDecember 2022):   1. Internal confidential 2. External | SOB | Chair |
|  | **Matters arising from the minutes of the previous meeting**  Matters arising from minutes of the Search and Governance Committee meeting on 31st October 2022.   1. Item 8a – email from Clerk to PH on 16th November 2022 outlines position. | SOB | Chair |
| **5.** | **External review of governance**  To receive a report regarding the ongoing external review of governance being carried out by Stone King. | ESFA | Chair |
| **6.** | **Corporation membership**  The Committee is asked to consider the re-appointment of any members whose current term of office or tenure comes to an end and make recommendations to the next Corporation meeting on 20th March 2023:   1. BW (current appointment as Vice Chair ends on 8/7/2023) 2. BW (7 years of tenure ends 2/10/2023)   Standing Order appendix 17 states:  *Members of the Corporation appointed on the recommendation of the Search and Governance Committee shall serve for a maximum of three years without review.*  *If a member has a particular skill which the Corporation considers essential and cannot immediately be found in a new member, then the maximum may be extended for a year at a time.*  *The review prior to re-appointment at the end of each term should explicitly consider the member’s contribution and the perceived benefits of bringing in a new governor who might fill the vacancy.*   1. The Chair of Search and Governance has proposed that Standing Order Appendix 17 should be reviewed annually in order to ensure that the terms of member’s tenure are appropriate to the requirements of Corporation membership. | Standing Order appendix 17 | Chair |
| **7.** | **Committee membership**   1. Remuneration committee vacancy.   The Search and Governance Committee is asked to make a recommendation for a new appointment to the Remuneration Committee – subject to discussion with the Chair of Remuneration Committee and the member concerned.  *SO Appendix 6 refers– 3.9b The Committee shall have authority to appoint Governors to Committees following consultation with the member concerned and the Committee Chair.*  *SO Appendix 7a (Remuneration Committee Constitution, Terms of Reference and Procedures refers:*  *2.1 The Committee shall comprise 4 governors of the College who are not members of the College staff or students.*  *2.2 The Chair of the Corporation shall be a member of the Committee.* | Standing Order appendix 6 and Standing Order appendix 7a | Chair |
| **8.** | **External Governor recruitment 2023 - confidential**  To review applications and approve shortlist for interview of external governor candidates:   1. Candidate CVs received to date: 2. TF 3. PL 4. DF (CV expected by 6/2/2023) 5. Agree panel, dates for interviews and any further action required. 6. Agree interview approach and questions - *NGA document ‘The right people around the table’ is provided for information - sample interview questions on page 15.* 7. To consider further recruitment activity in light of governor succession planning and tenure. | SOB | Chair |
| **9** | **Corporation Self-Assessment Report (SAR) 2021-2022**  The Corporation SAR was received by Corporation on 5th December 2022.  The Search and Governance Committee is asked to make recommendations to the Corporation based on the findings of the SAR 2021-2022.  *SO Appendix 6 refers - 3.7 The Committee will review procedures for assessing the performance of the Corporation and its members on an annual basis and will advise the Corporation of any suggested changes.* | Standing Order appendix 6 | Chair |
| **10.** | **Governance Quality Improvement Plan (GQIP) 2022-2023**  To receive a draft of the GQIP which includes items from previous years and items raised by governors via the self-assessment review process for 2021-2022.  The Search and Governance Committee is asked to review the progress towards the key priorities for the governance QIP for 2022-2023.  *SO appendix 6 refers – 3.8 The Committee will review progress made against targets for improvement in the annual Governance Quality Improvement Plan at each of its meetings and will advise the Corporation accordingly.* | Standing Order appendix 6 | Chair |
| **11.** | **Skills Audit**  To receive and discuss the review of the skills audit process (and recommendations) carried out by the Chair of Search and Governance. | Search and Governance committee meeting 31st October 2022. | Chair |
| **12.** | **Governor training**  Subscription to the ETF Governance Development Programme has ended. The Search and Governance Committee is asked if it recommends re-subscription to the Corporation.   1. For information – the current ETF brochure ‘Guide to the ETF Governance Developoment Programme.   *SO Appendix 6 refers – 3.6 The Committee will review procedures for induction of new Governors and for ongoing training and support, including mentoring arrangements, for all Governors annually and will advise the Corporation of any suggested changes.* | Standing Order appendix 6 | Chair |
| **13.** | **Standing Order updates.**  The following Standing Orders are subject to their biennial review by the Committee before being approved by the Corporation at its meeting on 20th March 2023:   1. Standing Order Appendix 15 Addendum A – a definition of individual Focus Governor roles. 2. Standing Order Appendix 13 - Governor Roles | SOB | Chair/Clerk |
| **14.** | **Any Other Business**  Chair to be informed prior to the meeting. Inclusion at the discretion of the Chair. | SOB | Chair |
| **15.** | **Date of next meeting**  The next meeting will take place on Monday 22nd May 2023 at 5pm in the Board Room at Cirencester College. | SOB | Chair |