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| CIRENCESTER COLLEGE  AGENDA – SEARCH AND GOVERNANCE COMMITTEE  MONDAY 5th February 2024  5.00 pm  Board Room | | | |
|  |  | Arising from | Who |
|  | **Apologies** | SOB | Outgoing Chair/Clerk |
|  | **Declarations of interest** | SOB | Outgoing Chair |
|  | **Appointment of Chair of Search and Governance Committee**  Following the appointment of FG as Chair of the Corporation, she has indicated her intention to resign as committee chair at the earliest convenient opportunity. AT has confirmed his willingness to be nominated as Chair of Search and Governance Committee.  The committee members are asked to consider this nomination and conduct a vote on this proposed appointment.  *Standing Order Appendix 6a - Search & Governance Committee Constitution, Terms of Reference*  *& Procedures (3.9a) refers.* | SOB | Outgoing Chair |
|  | **Minutes of the previous meeting**  To approve the minutes of the Search and Governance Committee meeting on 23rd October 2023 (note issued for comment to the committee on 1st November 2023 and draft received by Corporation on 4thDecember 2023):   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 23rd October 2023 | SOB | Chair |
| **FORECAST, PLANNING, APPOINTMENTS AND GOVERNOR RECRUITMENT**  *SO Appendix 6A refers:*  *To consider the Corporation’s membership needs and to recommend the appointment of new governors and co-opted members in order to achieve an appropriate balance of skills, experience and knowledge that will enable it to operate effectively and to plan to address any skills gaps identified and for the succession of the Chair of the Corporation and other Governor offices*. | | | |
| **6.** | **Corporation membership (Confidential)**  The Committee is asked to consider the re-appointment of any members whose current term of office or tenure comes to an end within six months and make recommendations to the next Corporation meeting on 18th March 2024:  a. NS  29/10/2023 NS by email to BW suggests extension to tenure until 21/11/2024.  The committee is asked to decide if it wishes to co-opt NS until 21/11/2024.  b. CH  Minutes of 23rd October 2023 meeting indicate willingness by CH to act as an advisor in an ad hoc capacity should this be required.  The committee is asked to decide if it wishes to invite CH to act as an ad hoc advisor capacity.  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.* | Standing Order appendix 17 | Chair |
|  | **Vice Chair of Corporation.**  BW’s tenure (co-opted) as external Governor and appointment as Vice Chair of the Corporation will end on 5th July 2024.   1. The committee is asked to discuss the requirement for the appointment of 2 Vice Chairs as laid out in Standing Order Appendix 1 – Instrument and Articles of Government 6 (1) and to make a recommendation to the Corporation at its meeting on 18th March 2024. | SO Appendix 1 | Chair |
| **8.** | **Committee Chair appointments (Confidential)**  **Audit Committee**  Following the confirmation from David Zan-Kreyser that he will resign as a governor and Chair of Audit Committee (date to be confirmed), the Search and Governance Committee is asked to:   1. make a recommendation for the appointment of Chair of Audit Committee – subject to discussion with the Chair of Search and Governance Committee and the member concerned.   *Standing Order Appendix 6a - Search & Governance Committee Constitution, Terms of Reference*  *& Procedures (3.9a) refers.* | Standing Order appendix 6A and 6B | Chair |
| **9.** | **Committee membership (Confidential)**  *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.*   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 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.*   1. **Search and Governance Committee vacancy**   The Search and Governance Committee is asked to make a recommendation for a new appointment to the Search and Governance Committee – subject to discussion with the Chair of Search and Governance Committee and the member concerned.  *SO Appendix 6a (Search and Governance Committee, Constitution and Procedures) refers:*  *2.2 The Committee shall comprise at least 5 governors of the College, including the Chair and/or one of the Vice Chairs and the Principal.*   1. **Audit Committee vacancy**   The Search and Governance Committee is asked to make a recommendation for two new appointments to the Audit Committee – subject to discussion with the Chair of Audit Committee and the member concerned.  *SO Appendix 5a (Audit Committee Constitution, Terms of Reference and Procedures) refers:*  *2.2 The Committee shall be drawn from members of the Corporation and persons invited to serve by co-option. The Chair of the Corporation may not be a member of the Committee. The Principal and other senior post-holders may not be members of the Committee but may attend meetings. At least one member of the Committee, whether a governor or not, shall have recent and relevant accountancy or audit and assurance experience.* | Standing Order appendix 6 and Standing Order appendix 7a | Chair |
| **10.** | **External Governor recruitment 2024 (Confidential)**  To review applications and approve shortlist for interview of external governor candidates:   1. Candidate CVs received to date: 2. Sara Sharkey (tbc) 3. Agree panel, dates for interviews and any further action required. 4. Agree interview approach and questions - *NGA document ‘The right people around the table’ is provided for information - sample interview questions on page 15.* 5. To consider further recruitment activity in light of governor succession planning and tenure. | SOB | Chair |
| **GOVERNANCE REVIEW AND SCRUTINY**  *SO Appendix 6a refers*  *1. To advise the Corporation on its system of Governance to ensure that it is fit for purpose and effectively implemented.*  *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.* | | | |
| **11.** | **Focus Governance (Confidential)**  The Search and Governance Committee is asked to make recommendations for Focus Governor appointments – subject to discussion with the Chair of Search and Governance Committee and the member concerned.   1. **Statutory requirements (Must)** 2. Safeguarding – confirm LR for another year. 3. SEND – appoint replacement for PH. Confirm LR (filling temporarily) or appoint new. 4. Finance – Chair of Audit Committee. 5. Health and Safety – ME willing to be appointed. 6. **Additional focus governor requirements derived from strategic priorities (and guidance) (Should)** 7. Discuss proposal to develop policy amendment to formalise for the future. 8. Discuss taking forward following recommendations from Chair in interim:  * Academisation – AT (continue) * Digital skills – to be recruited. * Local Skills Agenda (PL continue?) * Staff Experience – MC * Apprenticeships – AT (continue?) * Curriculum – BW (replacement needed) * Careers (guidance suggests should).  1. **Additional focus governor requirements derived from short term priorities (Could)** 2. Buildings and Development – CH until May 2025. Subject to agenda item 6b. 3. Adult Education – FG (seeking replacement). 4. **Committee members invited to add other priorities for discussion.** 5. **Review Standing Order Appendix 15 Focus Governors which defines the role and responsibilities of the focus governor role.**   *SO Appendix 6a (Search and Governance Committee, Constitution and Procedures) refers:*  *3.9c - The Committee shall have the authority to appoint Governors to “Focus Governor” roles.* | SOB | Chair |
| **12.** | **External review of governance**  To receive and review the recommendation tracker developed following the external review of governance carried out by Stone King and as requested by Corporation on 26th June 2023. | Corporation 26th June 2023 | Chair |
| **13.** | **Corporation Self-Assessment Report (SAR) 2023-2024**  Due to the external review of governance carried out during 2022-2023, there was not a requirement to conduct a Corporation SAR during 2022-2023. The Corporation SAR will need to be completed for 2023-2024.  The Search and Governance Committee is asked to make a recommendation to the Corporation on the format for SAR for 2023-2024. To aid discussion the following documents are provided:   1. Self-Assessment Questionnaire for 2021-2022 2. SAR for 2021-2022 3. Extract from College SAR 2022-2023 regarding governance assessment. | Standing Order appendix 6A and 6B | Chair |
| **14.** | **Committee review and performance**  The Committee is asked to review the performance of the other committees during 2022-2023. The other committee SARs for 2022-2023 provided for information:   1. Audit Committee SAR 2022-2023 2. Remuneration Committee SAR 2022-2023 | Standing Order appendix 6A and 6B | Chair |
| **15.** | **Chair of Corporation Performance Review 2023-2024**  The Committee is asked to review and consider amendments to the Chair of Corporation Annual Performance Questionnaire to be utilised for 2023-2024. To aid discussion the following documents are provided:   1. Chair of Corporation Performance Questionnaire for 2022-2023 (not progressed for 2022-2023). | Standing Order appendix 6A and 6B | Chair |
| **16.** | **Skills Audit**  *SO Appendix 6a (Search and Governance Committee, Constitution and Procedures) refers:*  *3.2 - The Committee shall consider annually the skills of governors and co-opted members and conduct an audit of skills at least every two years.*  To receive and discuss the review of the skills audit process (and recommendations) carried out by the Chair of Search and Governance. To aid discussion the following document is provided:   1. Current skills audit questionnaire (last used 2021-2022). | Standing Order appendix 6A and 6B | Chair |
| **17.** | **Standing Order updates.**  The following Standing Orders are subject to review by the Committee before being approved by the Corporation at its meeting on 18th March 2024:   1. Standing Order Appendix 2B – Summary of key business items 2023-2024 academic year:   i. with introduction of dates for reports to SLT and/or academic board and receipt by Clerk highlighted.    ii. Members are also asked to review the timing and content of Corporation meetings to ensure that Corporation business meshes effectively with the college year.   1. Standing Order Appendix 9 (Staff Governor) with proposed revision highlighted. 2. Standing Order Appendix 17 – Members Tenure of Office. 3. Standing Order Appendix 36 – How views are elicited. | SOB | Chair/Clerk |
| **18.** | **Any Other Business**  Chair to be informed prior to the meeting. Inclusion at the discretion of the Chair. | SOB | Chair |
| **19.** | **Date of next meeting**  The next meeting will take place on Monday 20th May 2024 at 5pm in the Board Room at Cirencester College. | SOB | Chair |