



**Cirencester  
College**

**VERSION – EXTERNAL MINUTES (Final)**

**MINUTES OF CIRENCESTER COLLEGE  
SEARCH AND GOVERNANCE COMMITTEE MEETING  
Monday 21<sup>st</sup> October 2024 from 5pm**

**Board Room**

All documents were made available to all members via Office 365.

**Governors:**                **Andrew Tubb (AT) (Chair of Search and Governance Committee)**  
                                      Fiona Galbraith (FG) (Chair of Corporation)  
                                      Ping Li (PL) (External Governor)  
                                      Libby Reed (LR) (External Governor)  
                                      Matt Reynolds (MR) (Principal)  
                                      Nikki Webster (NW) (Staff Governor)

**In attendance:** Jeannie Adam (Clerk).

Governor Comments (GC)

Governor Questions (GQ)

Committee Decision (CD)

**INTRODUCTION AND WELCOME. To include:**

- Apologies for absence
- Declarations of interest
- Minutes of previous meeting and matters arising

**1. Apologies:**

All members were present. The meeting was quorate.

**2. Declarations of interest**

There were no declarations of interest.

**3. Minutes of the previous meetings – 20<sup>th</sup> May 2024**

- a. **To note, approve and sign off** the minutes of the Search and Governance Committee meeting on 20<sup>th</sup> 2024:
  - i. Confidential internal minutes
  - ii. External minutes

The minutes had been circulated with the agenda for the meeting.

The minutes for 20<sup>th</sup> May 2024 were approved as an accurate record of the meeting and were signed by the Chair

of the committee.

- b. Matters arising from the 20<sup>th</sup> May 2024 minutes not covered elsewhere on the agenda.

There were no matters arising.

## **FORECAST, PLANNING, APPOINTMENTS AND GOVERNOR RECRUITMENT**

*Standing Order 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.*

### **5. Structure/composition of college community**

A report outlining the structure of the college in terms of ethnicity, disability, gender mix had been circulated with the agenda for the meeting and was noted by the committee.

A discussion regarding how to ensure the membership of the Corporation is representative of the college community followed. The key points raised were:

- A Focus Governor appointment could be considered. This would need to be balanced against increasing the size of the Corporation or changing Focus Governor priorities.
- The governor recruitment process should seek out diversity. Current recruitment goals have been set and need to progress.
- Evidence of the Corporations best efforts can be provided.
- The link to college activities needs to be considered and how to promote inclusivity across the whole college. There are sector wide issues in play.

### **6. Corporation Membership – confidential**

Details of the discussions are recorded in the confidential internal minutes of the meeting.

### **7. Appointment of Chairs of the Committees 2024-2025:**

#### **a. Audit Committee**

The committee noted that AT is currently appointed as interim Chair.

The committee discussed what action is required to enable the appointment of a permanent Chair of Audit Committee during the 2024-2025 academic year. The key points were:

- AT is happy to remain as interim Chair for the time being.
- PL is keen to develop leadership skills as a committee chair.
- Audit Committee oversight of internal audit and risk management needs to develop. The scope of the committee needs to broaden. GW could be a strong candidate for this role, but discussions will need to take place.
- Committee Vice Chairs could aid committee succession planning.

#### **b. Remuneration Committee**

The committee noted that SR is appointed Chair until end of tenure on 10<sup>th</sup> June 2025.

The committee discussed what action is required to prepare for a new Chair of Remuneration Committee

effective June 2025. The key points were:

- The recruitment of an HR specialist to the Corporation could assist.
- The committee would not wish to appoint a new governor as a committee chair.
- PL is keen to develop leadership skills as a committee chair. There is time to implement training and development before SR's end of tenure.

c. Search and Governance

The committee noted that AT is appointed until 5<sup>th</sup> February 2026.

**CD – Chair of Search and Governance Committee to discuss with GW her potential appointment as Chair of Audit Committee.**

**CD – Chair of Search and Governance Committee to discuss with PL her potential appointment as Chair of Remuneration Committee.**

**Action - Chair of Search and Governance to lead discussions with GW and PL and report back to the committee on 10<sup>th</sup> February 2025.**

8.

9. Appointment of Committee members

- a. **The committee received and noted** Standing Order Appendix 4 Committee Membership 2024-2025 (with updates highlighted October 2024).
- b. Remuneration Committee

The committee noted that one vacancy will arise with the end of tenure of SR on 10<sup>th</sup> June 2025.

The committee discussed what action is required to prepare for a new appointment to Remuneration Committee effective June 2025. The key point was:

- The appointment of a new member to Remuneration Committee should come from the recruitment of new governors.

10. Governor Recruitment 2024-2025

The committee discussed the action required to address governor recruitment needs for 2024-2025. The key points were:

- The Clerk will arrange for the current vacancies to be re-advertised via the college social media. The vacancies are on the college website.
- The governor skills audit will show any further skills gaps in the Corporation.
- The CIPD is active locally. The Head of HR will be asked how best to engage with this group.
- The Clerk will explore the offer available from Governors for Schools and Reach Volunteering.

**Action – Clerk to arrange for current vacancies to be re-advertised via LinkedIn and college social media.**

**Action – Chair of Corporation to explore how to engage with local CIPD via Head of HR.**

**Action – Clerk to contact Governors for Schools and reach Volunteering to establish the options and fees involved.**

**Action – Clerk to prepare report on structure and diversity of the Corporation for committee meeting on 3<sup>rd</sup> February 2025.**

11. Governor Skills Audit

a. The report from Chair of Search and Governance Committee and the Chair of the Corporation on review of the skills audit process following the 2023-2024 cycle, using the example governor skills matrix prepared from Peridot and the MoSCoW format, had been circulated with the agenda for the meeting and was noted by the committee.

b. The revised draft of skills audit questionnaire as updated following S and G 20<sup>th</sup> May 2024 had been circulated with the agenda for the meeting.

**CD – The committee unanimously approved the revised skills audit questionnaire to be issued in early November 2024 and for return by 1<sup>st</sup> December 2024. Skills Audit Report to be received by the committee at its meeting on 3<sup>rd</sup> February 2025.**

**Action – Clerk to issue the skills audit questionnaire to all members in early November 2024. Add to the agenda for Search and Governance Committee on 3<sup>rd</sup> February 2025.**

c. The Peridot Governor Skills Matrix document had been circulated for information with the agenda for the meeting and was noted by the committee.

### **GOVERNANCE REVIEW AND SCRUTINY**

*Standing Order 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.

#### **12. Corporation Self-assessment Report (SAR) 2023-2024**

The Corporation Self-Assessment Report 2023-2024 had been circulated with the agenda for the meeting. The committee discussed the content of the report and the key points were:

- Reports to Corporation need to be condensed further so key information and issues for Corporation are clear. Further training for report authors is required.
- The link to Focus Governors is critical to ensure quality of reports and to build understanding.
- Strong reports will lead to meaningful debate and a collegiate approach to ideas.
- Focus Governor's need to be integrated into the reporting process.
- Governor engagement with employers needs to improve. Mechanisms to achieve this need to be identified.
- There is a target for governors to attend 3 college events each year.
- Committee Chair appointments need to be re-balanced

#### **13. Stone King External Review of Governance June 2023**

a. The annual report to Corporation regarding external governance review (draft for comment) had been circulated with the agenda for the meeting.

**CD – The annual report to the Corporation regarding external governance review was approved by the committee and will be received by the Corporation on 2<sup>nd</sup> December 2024.**

**Action – Clerk to add the report to the agenda for Corporation on 2<sup>nd</sup> December 2024.**

b. The report recommendations action plan had been circulated with the agenda for the meeting. Following discussion, a number of updates to the action plan were agreed and these will be made by the Chair of Search and Governance Committee.

**Action – Chair of Search and Governance Committee to make the agreed updates to the action plan.**

#### **14. Review of AoC Governance Code performance**

The draft performance review template to enable a review of Corporation performance against the Code of Good Governance had been circulated with the agenda for the meeting and was noted and approved.

**Action – Clerk to add membership of Maple Group, LSIF collaboration group and Swindon & Wiltshire IOT to page 9 of the report.**

**Action – Clerk to finalise the report and add to the agenda for Corporation on 2<sup>nd</sup> December 2024.**

#### **15. Governor training report 2023-2024**

The report giving the details of the training provided or made available to governors during 2023-2024 had been circulated with the agenda for the meeting and was noted by the committee.

**GC – The Corporation should be asked to allocate a budget for governor training each year. This would support the strategy day and new chairs training.**

**GC – How to be a great GOAT: A guide to being a brilliant Governor or Trustee should be given to every new governor on appointment.**

**GC – The Principal suggested that a series of frequently asked questions (FAQs) about sixth form colleges and FE could be developed for new governors to support their induction. These could be used at pre-Corporation meeting training sessions and linked to the key theme of each meeting.**

**Action – Clerk to check with Finance Director/Manager regarding budget allocation for governor training.**

**Action – Principal to develop draft FAQs for the committee to review at its meeting on 3<sup>rd</sup> February 2025.**

#### **16. Review Governor contributions, including attendance statistics for 2023-2024 and Focus Governor activity.**

The reports giving the details of the attendance of Governors at Corporation and Committee meetings during 2023-2024 and focus governance activity during 2023-2024 had been circulated with the agenda for the meeting and were noted by the committee.

##### **a. Corporation meetings attendance 2023-2024**

**GC – Where attendance is below 80% target the Chair needs to discuss any issues with appropriate members.**

##### **b. Audit Committee meetings attendance 2023-2024**

##### **c. Remuneration Committee meetings attendance 2023-2024**

##### **d. Search and Governance Committee meetings attendance 2023-2024**

##### **e. Focus Governance reports to Corporation 2023-2024.**

**GC – The report should be adjusted to show reports by Focus Governor rather than by meeting.**

**Action – Clerk to update the format of the Focus Governor report to Corporation for 2024-2025.**

#### **17. Focus Governance roles and appointments**

The summary of current Focus Governor appointments for 2024-2025 had been circulated with the agenda for

the meeting.

**Action – Clerk to add most recent governor appointment to the document.**

### **18. Review of the performance of the Search and Governance Committee in 2023-2024.**

The anonymised report summarising the responses of the members of the committee who completed the Self-Assessment Questionnaire for 2023-2024 had been circulated with the agenda for the meeting and was noted by the committee.

**GC – The Chair of the Corporation commented that she has a proposal for the next self-assessment questionnaire which she will bring to meeting of the committee later in this academic year.**

#### **GOVERNANCE ADMINISTRATION AND PROCESSES. To include:**

- Key governance documentation
- Policies for review and approval
- Standing Orders for review and approval
- Next meeting

### **19. FE and College Corporations Governance Guide (updated August 2024)**

The revised FE and College Corporations Governance Guide (updated August 2024) had been circulated with the agenda for the meeting and was noted by the committee.

**GQ – Could a matrix be developed from the guide which captures the information that the Corporation must have and needs to consider in detail.**

**Action – Clerk to explore the development of a matrix and report back to the committee in February 2025.**

**GC – There is a requirement for a corporation/college climate change strategy.**

**Action – Clerk will research documentation which exists regarding climate change strategy.**

**GQ – Is there a mechanism by which the Corporation can have a broader dialogue with the student body?**

**A – Student barometer groups are in place and could form a mechanism to increase dialogue with students.**

### **20. Policies**

There were no policies for review and approval at this meeting.

### **21. Standing Order updates.**

**The committee received** the following Standing Orders are due for review and approval at the 2<sup>nd</sup> December 2024 Corporation meeting.

- a) Standing Order – Appendix 3 Standing Order Appendix 3 which defines Corporation members and categories.

**Action – Clerk to make a correction and add Standing Order - Appendix 3 to the Corporation meeting agenda for 2<sup>nd</sup> December 2024.**

- b. Standing Order – Appendix 4 which defines Corporation Committee membership.

**CD - The committee agreed that no revisions are required to Standing Order - Appendix 4 at this time.**

- c. Standing Order Appendix 15 which defines the responsibilities and functioning of the Focus Governor.

**CD – The committee agreed that no revisions are required to Standing Order - Appendix 15 at this time.**

- d. Standing Order Appendix 28 which defines governor contributions. Amendments and proposed new text highlighted.

**CD – The committee approved the amendments and new text to Standing Order Appendix 28.**

**Action – Clerk to add Standing Order – Appendix 4, Appendix 15 and Appendix 28 to the Corporation meeting agenda for 2<sup>nd</sup> December 2024.**

**22. Search and Governance Committee Constitution and Terms of Reference.**

- a. The Search and Governance Committee’s Constitution, Terms of Reference & Procedures and Calendar of Business – Standing Order Appendix 6A had been circulated with the agenda for the meeting.
- b. The Search and Governance Committee’s Key Tasks 2024-2025 – Standing Order Appendix 6B had been circulated with the agenda for the meeting.

**CD - The committee agreed that no revisions are required to Standing Order - Appendix 6a and 6b at this time.**

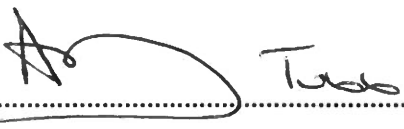
**Action – Clerk to add Standing Order Appendix 6a and 6b to the agenda for the Corporation meeting on 2<sup>nd</sup> December 2024.**

**18. Date of next meeting**

The next meeting of the Search and Governance Committee will take place on Monday 3<sup>rd</sup> February 2025 from 5pm in the Board Room.

The meeting closed at 7.00pm

Signed by:  
Andrew Tubb (Chair of Search and Governance Committee)

  
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Date

..... 03/02/25 .....

Summary of resolutions, action points and outstanding business from this meeting (21 <sup>st</sup> October 2024).	Action	Completed?
Item 6a - Clerk to write to ME and GW to confirm the end of probation and extension of their tenure until 21 <sup>st</sup> January 2028.	Clerk	13/11/2024 – letters to ME and GW issued.
Item 6b - Clerk to send Principal the details of students who applied for Student Governor role.	Clerk	13/11/2024 – email to MR with details.
Item 6b - Clerk to arrange induction training for the Student Governors after half term.	Clerk	13/11/2024 – email to Unloc re training resources for student governors. Meeting with FG/SW/ZK on 18/11/2024.
Item 6b - Chair to liaise with the College Principal on future arrangements for a Youth Forum to be established.	Chair of S and G	Meeting took place 29/11/2024 – AT/MR/SW.
Items 7a & 7b - Chair of Search and Governance to lead discussions with GW and PL and report back to the committee on 10 <sup>th</sup> February 2025.	Chair of S and G	4/11/2024 – emails to GW and PL from Chair
Item 10 <ul style="list-style-type: none"> <li>• Clerk to arrange for current vacancies to be re-advertised via LinkedIn and college social media.</li> <li>• Chair of Corporation to explore how to engage with local CIPD via Head of HR.</li> <li>• Clerk to contact Governors for Schools and Reach Volunteering to establish the options and fees involved.</li> <li>• Clerk to prepare report on structure and diversity of the Corporation for committee meeting on 3<sup>rd</sup> February 2025.</li> </ul>	Clerk  Chair of Corporation  Clerk  Clerk	Complete – 5/11/2024 added to college social media.  Complete - via FG and Head of HR  13/11/2024 – SEND and Safeguarding vacancies onto Governors for Schools. Update provided to AT and FG.  Discussion draft on agenda for Search and Governance Committee 3 <sup>rd</sup> February 2025.
Item 11 - Clerk to issue the skills audit questionnaire to all members in early November 2024. Add to the agenda for Search and Governance Committee on 3 <sup>rd</sup> February 2025.	Clerk	13/11/2024 – Issued to all governors by email.
Item 13a - Clerk to add the external governance review report to the agenda for Corporation on 2 <sup>nd</sup> December 2024.	Clerk	13/11/2024 – added to Corporation agenda for 2/12/2024.
Item 13 - Chair of Search and Governance Committee to make the agreed updates to the external governance review action plan.	Chair of S and G	Complete. Circulated by email with draft minutes.
Item 14 - Clerk to add membership of Maple Group, LSIF collaboration group and Swindon & Wiltshire IOT to page 9 of the report. Clerk to finalise the report and add to the agenda for	Clerk  Clerk	4/11/2024 – amendment complete.  13/11/2024 – added to





Corporation on 2 <sup>nd</sup> December 2024.		Corporation agenda for 2/12/2024.
Item 15 – Clerk to check with Finance Director/Manager regarding budget allocation for governor training.  Principal to develop draft FAQs for the committee to review at its meeting on 3 <sup>rd</sup> February 2025.	Clerk  Principal	13/11/2024 – FG and AT advised by email - £2000 budget. £195 spent to date.
Item 16 - Clerk to update the format of the Focus Governor report to Corporation for 2024-2025.	Clerk	13/11/2024 – reformatted to be by Focus Governor rather than Corporation meeting date.
Item 17 - Clerk to add most recent governor appointment to the document.	Clerk	4/11/2024 – amendment complete.
Item 19 - Clerk to explore the development of a matrix and report back to the committee in February 2025.	Clerk	Discussion draft on agenda for Search and Governance Committee 3 <sup>rd</sup> February 2025.
Item 19 - Clerk will research documentation which exists regarding climate change strategy.	Clerk	13/11/2024 – FE Climate Action Road Map sent to FG/AT/MR by email. SECR 2023-2024 also sent.
Item 21 - Clerk to add Standing Order – Appendix 3 (amended), Appendix 4, Appendix 15 and Appendix 28 to the Corporation meeting agenda for 2 <sup>nd</sup> December 2024.	Clerk	Complete – Corporation 2 <sup>nd</sup> December 2024
Item 22 - Clerk to add Standing Order Appendix 6a and 6b to the agenda for the Corporation meeting on 2 <sup>nd</sup> December 2024.	Clerk	Complete

