

**Minutes of the meeting of the Governance and Search Committee held on Thursday 5  
October 2023 at 1:30pm.**

**Present:** Simon Perryman (Chair)  
Helen Jaggard (Governor)  
Kay Dickinson (Governor) (via Teams)

**In attendance:** David Akeroyd (Principal/CEO Designate)  
Heather Jackson (Director of Governance)

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<b>PROCEDURAL MATTERS</b>	
<b>G&amp;S23/016</b>	<b>Agenda Item No. 1: Quorum</b>  The meeting was quorate. The Chair welcomed David Akeroyd to the meeting in his new role as Principal/CEO.
<b>G&amp;S23/017</b>	<b>Agenda Item No. 2: Apologies for Absence</b>  There were no apologies for absence.
<b>G&amp;S23/018</b>	<b>Agenda Item No.3: Declarations of interest:</b>  There were no declarations of interest.
<b>G&amp;S23/019</b>	<b>Agenda Item No.4: Minutes of the Governance and Search Committee held on 3 May 2023.</b>  The minutes were approved as a correct record.  It was <b>RESOLVED</b> to approve the Minutes of the meeting held on 3 May 2023.
<b>G&amp;S23/020</b>	<b>Agenda Item No. 5: Actions arising from previous meetings</b>  The Committee noted the rolling action list. All items would be covered as agenda items. The Code of Good Governance was issued after the papers and a more detailed review will be undertaken before it is recommended to

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	<p>the Board for approval. It will also be reviewed as part of the internal audit process.</p> <p>It was <b>RESOLVED</b> to note the Rolling Action List.</p>
<p><b>G&amp;S23/021</b></p>	<p><b>Agenda Item No. 7:</b> Board Constitution and appointments.</p> <p>The Clerk presented the Board Constitution and appointments papers.</p> <p>Governors discussed the constitution, terms of office, roles and succession planning.</p> <p>It was noted that Kay’s full term of office will come to an end in July 2024 and that her successor for her roles on Governance and Search and the college subsidiaries would be sought from amongst existing governors. The committee noted that the Chair had spoken to Carol Cooper Smith about taking over the Subsidiary Chair roles and it was agreed that the Director of Governance would follow this up.</p> <p>Governors also discussed the Vice Chair role and it was agreed that Marie Lang would be approached. It was also agreed that this should be once a new Governor takes on the role of Chair of Audit Committee. The Director of Governance would approach George Graham regarding taking on the role.</p> <p>It was agreed to extend the terms of office for Marie Lang and Carol Cooper-Smith.</p> <p>It was noted that the two staff governors would come to the end of their full term of office in 2024. New appointments would be sought.</p> <p>Governors discussed committee membership and noted the application received along with changes at ITS.</p> <p>Governors also noted that the College would no longer be purchasing T3.</p> <p>It was agreed that Craig Douglas would become a Director at BCDC and noted that changes would be made with Companies House to reflect the new Principal/CEO/DCEO.</p> <p>It was <b>RESOLVED</b> to note to approve the extension of the terms of office for Marie Lang and Carol Cooper-Smith</p> <p>It was <b>RESOLVED</b> to agree the appointment of Craig Douglas as Director of BCDC.</p>

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	It was <b>RESOLVED</b> to note the report.
<b>G&amp;S23/022</b>	<p><b>Agenda Item No. 8 – Code of Good Governance</b></p> <p>The Director of Governance noted that the new Code of Good Governance had been published the previous week. An internal audit had been commissioned to review compliance (November 2023) and the results along with an action plan would be discussed at the Strategic Seminar. It was also agreed that a deep dive to include the new Code of Good Governance, Board Values and a review of the effectiveness of the Board and Committee structure would be carried out in the new year.</p> <p>It was <b>RESOLVED</b> to note the update.</p>
<b>G&amp;S23/023</b>	<p><b>Agenda Item No. 9: Review of business deemed confidential</b></p> <p>Governors noted the report and agreed the recommendation that there were no additional minutes that could be released into the public domain as they continued to remain confidential.</p> <p>It was <b>RESOLVED</b> to note the review of business deemed confidential.</p>
<b>G&amp;S23/024</b>	<p><b>Agenda Item No. 10: Review of Board and Committee Effectiveness</b></p> <p>The Director of Governance presented the results from the Board review of effectiveness.</p> <p>The Chair updated the committee on the feedback received from governors during the summer. There had been some concern about the IoT project, length of agendas and the need for more time spent on strategy.</p> <p>It was noted that the November Board would include an extra session on starred items and the Principal and Director of Governance agreed to review the structure of meetings to ensure there was sufficient time to discuss key strategic items whilst ensuring that governors were covering their legal and statutory requirements.</p> <p>Governors discussed attendance at meetings and also the layout and furniture of the Board room and it was agreed that the Principal and Director of Governance would review and consider options to improve Board meetings.</p>

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	<p>It was also noted that the main area identified as a skills requirement from the surveys was a greater understanding of the educational context of the role.</p> <p>It was also agreed the results of the surveys along with an update on the findings from the Committee would be presented as a session at the Strategic Seminar.</p> <p>It was <b>RESOLVED</b> to note the report and add a session on Governance at the Strategic Seminar.</p>
<b>G&amp;S23/025</b>	<p><b>Agenda Item No. 11 Succession Planning</b></p> <p>The Chair provided Governors with an update on succession discussions with existing governors during the Governor appraisal process this summer.</p> <p>It was <b>RESOLVED</b> to note the update.</p>
<b>G&amp;S23/027</b>	<p><b>Agenda Item No. 12 Governance Report</b></p> <p>The Director of Governance presented the annual governance report.</p> <p>It was <b>RESOLVED</b> to note the report.</p>
<b>G&amp;S23/028</b>	<p><b>Agenda Item No. 13: Analysis of Attendance</b></p> <p>The Clerk presented the annual report on attendance and it was noted that overall board attendance was up from 76% in 2021/22 to 81% in 2022/23. Overall committee attendance was 90%. The sector average was 82.64%.</p> <p>The contribution made by Governors over and above formal meetings was noted with an additional 57 meetings, events and activities undertaken in 2022/23 both virtually and in person.</p> <p>The target for 2023/24 was set at 85%.</p> <p>It was <b>RESOLVED</b> to note the report.</p>

<b>G&amp;S23/029</b>	<p><b>Agenda Item No. 14: Governor Expenses</b></p> <p>It was <b>RESOLVED</b> to note the report and approve their reporting to the Board as per the financial regulations</p>
<b>G&amp;S23/030</b>	<p><b>Agenda Item No. 15: Review of Instrument &amp; Articles and Standing Orders</b></p> <p>The Director of Governance presented proposed changes to the Instrument and Articles to reflect changes based on guidance from Eversheds, the ESFA and circumstances specific to the College.</p> <p>In particular these included the removal of the clause which allowed the Secretary of State to appoint Board members, removal of senior postholders as potential members of the Board, realignment of the articles and clauses to reflect the Eversheds annotated copy and the addition of electronic means to resolutions in writing to allow more flexibility for approval.</p> <p>Governors also noted the corresponding change to the Recruitment and Selection Policy</p> <p>It was <b>RESOLVED</b> to note the changes to the Instrument and Articles and Standing Orders and recommend their approval to the Board.</p> <p>It was <b>RESOLVED</b> to note the change to the Recruitment and Selection Policy and recommend its approval to the Board.</p>
<b>G&amp;S23/031</b>	<p><b>Agenda Item No. 16: Terms of Reference (ToR)</b></p> <p>No changes were recommended to the Terms of Reference. It was noted that the new Code of Good Governance may impact on the ToR and they would be amended later in the year if appropriate.</p> <p>It was <b>RESOLVED</b> to note the report.</p>
<b>G&amp;S23/032</b>	<p><b>Agenda Item No. 17: Code of Conduct</b></p> <p>The Director of Governance presented an update on changes to the Code of Conduct to reflect guidance from Eversheds mostly around the requirements following reclassification by the ONS and the requirement for External Reviews.</p> <p>It was <b>RESOLVED</b> to note the changes and recommend their approval to the Board.</p>

<b>G&amp;S23/033</b>	<p><b>Agenda Item 18: Statutory Policies</b></p> <p>The Director of Governance noted that the statutory policies had been reviewed.</p> <p>The policy on attendance and access had been amended to reflect changes in responsibility and job titles</p> <p>The policy on complaints about the Board, Board Members and the Clerk had been amended to reflect changes to the code of conduct.</p> <p>The policy on recruitment and selection had been amended to reflect changes in the Instruments and articles.</p> <p>No changes were recommended to the policy of publishing arrangements for obtaining views of staff and students</p> <p>It was <b>RESOLVED</b> to note the changes to the policies and recommend them to the Board for approval.</p>
<b>G&amp;S23/034</b>	<p><b>Agenda Item No. 19: Any other Business</b></p> <p>There was no other business.</p>
<b>G&amp;S23/035</b>	<p><b>Agenda Item No. 20: Date and time of next meeting</b></p> <p><b>Tuesday 7 May 2024 – 4pm</b></p>

The meeting closed at 2:47pm