

NOMINATIONS AND GOVERNANCE COMMITTEE

Minutes of the hybrid meeting held on 14 October 2021 at 10.00am

Present virtually: C Higgins, Vice Chair S Daley
E D'Souza, Chair S Howard (part)
N Savvas

In attendance: S Gales, Governance Professional

Apologies: None

Note: the meeting started slightly later than scheduled at 10.41am

1 **Appointment of Chair and Vice Chair**

The Committee recognised Elton D'Souza as the Chair and Chris Higgins as the Vice Chair of the Nominations and Governance Committee for 2021/22, as appointed by the Corporation at their meeting on 9 July 2021

2 **Declaration of Interests and Apologies for absence**

CHiggins, ED'Souza and SDaley declared their role as a Trustee of Suffolk Academies Trust, NSavvas declared his role as a Trustee and CEO of Suffolk Academies Trust, and SHoward declared her role as Member of Suffolk Academies Trust. No other conflicts of interest in relation to the items of the agenda were declared.

No apologies were received.

3 **Minutes of the meeting held on 21 October 2020**

The minutes of the meeting held on 21 October 2020 were **agreed** as an accurate record.

4 **Matters Arising from meeting on 21 October 2020**

The matters arising from the meeting were summarised in the report and all actions reported had either been completed or, where appropriate an update had been provided on progress elsewhere on the agenda.

MA2 The White Paper recommends an external governance review every 3 years, supported by an annual internal governance review. ED'Souza and SGales to seek a suitable person to undertake the external review.

SHoward left the meeting at 10.48am

5 **Committee Terms of Reference and Committee Skillset**

Governors received and considered the draft Terms of Reference and Committee Skillset provided.

Governors **approved** the Terms of Reference and Committee Skillset, subject to the removal of the extra apostrophes.

6 **Membership**

Governors received and considered the report provided.

Governors considered the attendance of Governors at Corporation and Committee meetings. Governors discussed the strong attendance during 2020/21 and noted this indicates the positive impact of virtual and hybrid meetings on attendance. Governors confirmed this supports the College's strategy to operate hybrid meetings for all Corporation and Committee meetings, and a mandatory physical attendance at the annual strategy conference.

Governors agreed that physical attendance has the greatest impact when they are able to visit the colleges to meet staff and students, attend performances and meals,

Action

ED'Souza
SGales

undertake Governor link work and strategy sessions; to monitor the effectiveness of the strategy and the culture within the organisation.

Governors noted that pursuant to our current Instrument and Articles we have 5 vacancies excluding the elected roles of student and staff governors; with one governor whose current term is due to expire this academic year and 3 governors whose maximum term is due to expire in the next two years. Governors discussed what is the ideal term of office and maximum term of office to best serve the College. Governors agreed that we are in a phase where we need to reconsider the term of office and amend our Instrument and Articles, and **agreed** to recommend to the Corporation a 4-year term of office, with an option for a second term of office but with scope to approve a maximum third term (i.e. 12 years) of office in exceptional circumstances. SGales to update throughout the documentation in readiness for approval by the Corporation.

SGales

Governors discussed the need to understand the membership over the short, medium and long term to ensure effective succession planning. ED'Souza and SGales to map out what it looks like for discussion at the next meeting.

ED'Souza
SGales

Governors discussed that we should seek to fill all five vacancies, with the understanding that appointments will be based on the right skills and behaviours so may not all be achievable in the same period. Governors agreed the focus was to source Governors with the expertise and experience to join the Audit and Risk Management, Educational Excellence, HE Educational Excellence and the Finance Committees; and noted that in the first instance this might be achieved through Co-opted membership which later converts to a full Governor membership. Governors agreed to reconvene this term to agree the process to fill these roles.

N&GC

Governors noted that Sarah Howard's term of office is due to expire this academic year and discussed her reappointment against the reappointment criteria and **agreed** to recommend a further term of office.

SGales

7 **Equality, Diversity and Inclusion Report**

Governors received and noted the report provided.

Governors queried where equality, diversity and inclusion (EDI) is monitored throughout the governance structure. SGales informed that EDI is monitored and proactively promoted at multiple levels; at the EDI executive board which looks at student and staff KPI data, this then reports to the governance committees via the Educational Excellence Committee for student data and at the Resources Committee for staff data. This Committee considers EDI amongst the Corporation's membership.

Governors discussed that it is important to balance the skillsets needed by the Corporation with promoting EDI; the focus is to remove barriers when considering future Governor recruitment.

8 **Skillset**

Governors received and considered the report provided which collated the results of the NGA Skills Audit with the data split by Board and Committee.

Governors noted the value of having the data split by Committee in helping to highlight the appropriate training to support the Committees to fulfil their roles.

Governors noted that we need to reconsider the generic training modules which Governors are asked to undertake (i.e. those aligned to the modules staff undertake) to ensure these are appropriate and meaningful for Governors to fulfil their roles.

ED'Souza
SGales

Governors discussed the need to also provide individualised training, mentoring and support to new Governors. SDaley and CHiggins agreed to be mentors for new Governors.

SDaley
CHiggins

Governors discussed the individualised feedback and the actions underway to support the Governors ambitions. ED'Souza and SGales to discuss individual results and agree additional individualised training, mentoring and support

ED'Souza

Governors discussed the proposal to re-establish first hand weeks and Governor links to help Governors and Committee members to become more experienced in the working and culture at the colleges. SGales to draft role descriptions and circulate to the Committee.

SGales

Governors noted there has been a significant increase in training opportunities and the skills audit results indicates a desire for these whole Board training opportunities to continue. The key areas for further training are curriculum (and the remit of the Educational Excellence Committee), equality diversity and inclusion, strategic priorities, stakeholder and community engagement and, civic leadership; all of which are being scheduled for 2021/22.

Governors discussed the need to urgently recruit additional Governors, to source a replacement for Steve Clarke as Chair of the Finance Committee and to succession plan for Governors maximum term of office.

9 Governance

Governors received and considered the report and draft documents provided.

Governors **approved** the draft Code of Conduct and agreed to recommend it to the Corporation.

SGales

Governors discussed and **approved** the role descriptors for Governors and agreed to recommend it to the Corporation.

SGales

Governors discussed and **approved** the role descriptions for FE Student and Staff Governors, subject to the amendment of "Bord" to read "Board" and removal of word "required" for represent other students/staff; and the inclusion of the HE Student Governor role description.

SGales

Governors discussed and **approved** the Governor Lead role descriptions proposed. Governors agreed to reconvene this term to agree who should fill these roles and then to recommend their appointment to the Corporation.

SGales
N&GC

Governors discussed and **approved** the Governance Handbook for 2021/22 and agreed to recommend it to the Corporation.

SGales

Governors discussed and **approved** the Standing Orders for 2021/22 and agreed to recommend it to the Corporation, subject to inclusion of Chair evaluation process, gift and hospitality process, Chair's action policy and a data usage policy.

SGales

Governors discussed and **approved** the Appointments and Terms of Office Policy and agreed to recommend it to the Corporation, subject to inclusion of election process for the Chair and Vice Chairs of the Corporation.

SGales

SGales to update the documents above and work with the college's lawyers to update the Instrument and Articles and Scheme of Delegation, then to convene a Corporation meeting for the Committee to recommend the governance documents to the Corporation.

SGales

SGales informed that the AoC have published the 2021 version of the Code of Good Governance which the college will need to adopt and report against from 2022/23. ED'Souza, NSavvas and SGales to review the Code and recommend to the Committee and Corporation any further updates to the strategy and/or governance documents to align to the Code in readiness for the 2022/23 academic year.

ED'Souza,
NSavvas
SGales

10 Any other business

None.

The meeting closed at 11.32am