

**NOMINATIONS AND GOVERNANCE COMMITTEE**

**Minutes of the hybrid meeting held on 17 March 2022 at 9.30am**

**Present physically:** C Higgins, Vice Chair N Savvas

**Present virtually:** E D’Souza, Chair S Daley

**In attendance:** S Gales, Governance Professional

**Apologies:** S Howard

**Action**

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

C Higgins, E D’Souza and S Daley declared their role as a Trustee of Suffolk Academies Trust, N Savvas declared his role as a Trustee and CEO of Suffolk Academies Trust. No other conflicts of interest in relation to the items of the agenda were declared.

Apologies for absence were received from S Howard.

**2 Minutes of the meeting held on 7 December 2021**

The minutes of the meeting held on 7 December 2021 were **agreed** as an accurate record.

**3 Matters Arising from meetings on 14 October, 15 November 2021 and 7 December 2021**

MA1 We are waiting for the final guidance for the external governance review before we organise this.

MA3 The reappointment of S Howard will be recommended to the Corporation in July.

MA5 E D’Souza and S Gales are using the individual skillset results of current and new governors, to create individualised training, mentoring and support.

MA13 The scheme of delegation has been drafted and is *agenda item 8*. S Gales is working with Stone King LLP to update our Instrument and Articles, this will likely be considered by the Corporation via email as it will not be ready for the March meeting.

MA14 S Gales has drafted the College’s compliance with the updated Code of Good Governance and this is *agenda item 7*.

**4 Membership**

The Committee received and considered the report provided which documented an up-to-date list of Corporation members and the membership of its Committees following the recent elections of student and staff governors, co-options and recent discussions with S Clarke about his term intentions.

The Committee noted that with the planned resignation of S Clarke from Resources Committee in May 2022, there is an urgent need to recruit additional members to the committee to ensure quorum.

The Committee discussed whether Members of Suffolk Academies Trust are considered ‘conflicted’ or can count towards the quorum of ‘independent’ members. S Gales to seek advice of Stone King LLP.

SGales

The Committee noted that due to the stated maximum term end date does not include the potential exceptional additional 3-year term (increasing the maximum term to 12 years for current Governors), as agreed by the Corporation in December 2021. S Gales to update maximum term column for future reports.

SGales

**5 Feedback from annual 1:1 meetings with the Chair**

The Committee received and considered the report provided which collated the feedback from the meetings the Chair conducted with Governors throughout January 2022. Key themes emerged:

- Governors found the switch first to virtual meetings and then to hybrid meetings effective, and whilst there is a desire to have the option for face-to-face meetings to build the governance team, there is a strong desire to keep hybrid meetings for convenience and accessibility
- Governors are happy with the governance arrangements and spoke positively of the development of the presentation of meetings papers and feel supported by the Governance Professional
- Governors enjoy their role, find it rewarding and feel the workload is sustainable
- Long-standing Governors do not feel they have capacity or ambition to undertake additional duties (such as Chair responsibilities) at this time

S Daley noted that upon reflection she would be happy to re-appointed.

## 6 **360 Feedback**

The Committee received and considered the report provided which collated governor feedback on the performance and effectiveness of the Chair, Governance Professional and CEO using a questionnaire based on guidance from the Association of Colleges (AoC), National Governance Association (NGA) and Confederation of School Trusts (CST); on what a board should expect from the Chair, Governance Professional and CEO.

The Committee noted the feedback as overwhelming positive with the majority of responses 'agree or strongly agree' with only a few areas of 'neutral' or 'did not know'. The Committee agreed to remove the typos and 'no comments' from the report and add commentary to explain that the results are verbatim feedback which has been anonymised, before it being recommended to the Corporation.

SGales

The Committee agreed to run this feedback questionnaire each year and agreed that in future years, it would be best if this process is run by the Group HR Director so that respondents have additional anonymity when providing feedback to ensure results are as accurate as possible.

SGales  
SGraham

## 7 **AoC Code of Good Governance compliance and action plan**

The Committee received and considered the report provided which plotted the College's compliance against the updated Code of Good Governance for English Colleges which Boards should recognise and adopt in 2021/22 and declare compliance (or explain specific instances of non-compliance) within 2022/23.

The Committee discussed that of the 133 elements, 108 have significant assurance, 25 have reasonable assurance and 0 have limited assurance; and received the corresponding action plan linked with each reasonable assurance elements in order to achieve compliance with the updated Code.

The Committee commended the thoroughness of the report and **agreed to reconvene** in the summer term to discuss and review the report further in readiness to recommend to the Corporation in July that it adopted the updated (September 2021) version of the Code and the associated compliance report and action plan.

SGales

## 8 **Updated Governance documentation**

The Committee received, considered and **approved** the Chair of the Corporation role description; and **agreed to recommend to the Corporation**.

The Committee received, considered and **approved** the Vice Chair of the Corporation role description; and **agreed to recommend to the Corporation**.

The Committee received, considered and **approved** the Scheme of Delegation; and **agreed to recommend to the Corporation**.

## 9 **Update on Governor recruitment**

The Governance Professional gave a verbal update to the Committee on the status of the governor recruitment campaign being run by Peridot for the College.

The Committee discussed that given the importance of the recruitment it is key that prospective candidates be given a tour of the College and offered an introduction meeting with the CEO and/or Chair ahead of their application. S Gales to communicate this to Peridot.

**10** **Any other business**

**i. 2022/23 Governance Calendar**

The Governance Professional noted that this is still in development and asked the Committee to receive and consider this electronically. The Committee agreed.

**ii. Governance Business Cycle**

The Governance Professional noted that this is still in development and asked the Committee to receive and consider this electronically. The Committee agreed.

**iii. Governance KPI Schedule**

The Governance Professional noted that this is still in development and asked the Committee to receive and consider this electronically. The Committee agreed.

The meeting closed at 10.40am