

NOMINATIONS AND GOVERNANCE COMMITTEE

Minutes of the hybrid meeting held on 12 October 2022 at 3.30pm

Present physically: N Savvas

Present virtually: C Higgins, Vice Chair S Daley
E D'Souza, Chair

In attendance: S Gales, Governance Professional

Apologies: S Howard

The meeting started slightly later than scheduled at 4.15pm.

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 2022/23, as appointed by the Corporation at their meeting on 13 July 2022.

2. 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.

3. Minutes of the meeting held on 27 June 2022

The minutes of the meeting held on 27 June 2022 were **agreed** as an accurate record.

4. Matters Arising from meeting on 27 June 2022

- A1 The Chair, CEO and Governance Professional are meeting with the sector's leading providers of External Board Reviews (AoC and ETF) on 13 October 2022 to agree the preferred provider and terms.
- A2 The Governance Professional to liaise with Henry Nydam to confirm if he would like to be appointed as a full Governor, and then to arrange an interview panel.
- A3 The Governance Professional to liaise with the prospective Governor applicants to request a formal application for consideration.
- A4 To be reported at next meeting.
- A5 Complete
- A6 Discussed in Agenda item 7i.
- A7 To be reported at next meeting.

5. Committee Terms of Reference and Skillset

Governors received, considered and **approved** the Terms of Reference and Committee Skillset provided.

6. Membership

The Committee received and considered the report provided which summarised the current constitution of the Corporation and membership of its Committees, reviewed the equality, diversity and inclusion metrics of Governors and Committee members, summarised the skillset of Governors and Committee members, and recommended the training and development areas for 2022/23.

Governors noted that Roger Hetherington and Lawrence Chapman's terms of office end in December 2022, and their desire to be re-appointed. Governors considered the reappointment criteria (section 8.3 of the Appointment and Term of Office policy) and **agreed to recommend to the Corporation** that Lawrence Chapman be reappointed to the FE Educational Excellence Committee and Roger Hetherington be

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reappointed to the HE Educational Excellence Committee and appointed to the Resources Committee.

Governors noted that both Student Governors term of office end at the end of the academic year as they complete their studies. The Governance Professional noted that we will readvertise these in the new academic year.

Governors noted the EDI metrics show the Board has a good mix of diversity which is reflective of our community.

The Governance Professional noted the majority of Governors scored as 3 or 4 across most areas of the skills assessment, with the main areas for development relating to understanding how the curriculum meets the needs of students and how the Board engages with stakeholders and how this informs decisions, and more general governance understanding which reflects the fact that 50% of Governors have been appointed within the last 18 months and so are still learning about governance.

Governors discussed Respondent O who scored 1 and 2 across multiple areas, though noted this member is a committee member (as opposed to a full Governor). The Committee asked the Governance Professional to re-offer mentoring support and induction training.

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Governors discussed the skillset results and **approved** the proposed development plan, and **agreed to recommend to the Corporation.**

7. **Updated Governance documentation**

The Committee received, considered and **approved** the Governance Handbook and **agreed to recommend to the Corporation.**

The Committee received, considered and **approved** the Standing Orders and **agreed to recommend to the Corporation.**

The Committee received, considered and **approved** the Role Descriptions for Chair of the Corporation, Vice Chair(s) of the Corporation, Governor, Staff Governor, FE Student Governor, and HE Student Governor; and **agreed to recommend to the Corporation.**

The Committee noted it would be good practice to make our policies flexible in the event of a temporary absence. The Governance Professional to amend the role descriptions for the Governor Leads to stipulate that in the absence of the Governor Lead the Nominations and Governance Committee will appoint a suitable deputy.

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8. **Any other business**

i. **Executive Boards and Governance Leads**

The Committee received and considered the paper provided; and the CEO presented the Organisational Chart which showed both the Executive structure as well as their additional Group responsibilities.

The CEO noted that in 2021/22 we established multiple Executive Boards, which aligned to the areas which had Governance Leads – e.g., Health and Safety, Safeguarding, EDI, etc. which were separated by institution (SAT & WSC) but led to duplication of content, extra meetings and didn't fully align with our Group strategy.

The CEO informed that for 2022/23 we will run them as ECG Executive Boards, as monitoring boards as well as workshop and action boards; which will continue to feed into the relevant Governance Committee via a summary report.

The CEO proposed that, to lessen the time Governors spend in meetings, Governor leads attend one meeting per term with the Chair of the Executive Board (prior to the Committee meeting, but after the Executive Board) to run through the detail of what will be presented to the Committee.

Governors welcomed this change, though asked that if Governors *want* to attend the meetings that they are able to do so. The CEO confirmed that the Governors are more than welcome and the Governance Professional can support with the arrangements.

Governors discussed how best to communicate this change to Governors and discussed possibly holding a twilight session in November. The Governance Professional to arrange.

ii. Allocation of risks from the Risk Register to the Committees

The Committee discussed the list of risks from the Risk Register and assigned each risk to the most appropriate Committee within the College's governance

The Committee assigned R114 to the FE Educational Excellence Committee; R104, R106, R105 and R112 to the HE Educational Excellence Committee; R071, R092, R069, R060, R026 and R116 to the Finance Committee; R040, R041, R057, R111, R085, R049 and R098 to the Resources Committee; and R100, to the Audit and Risk Management Committee.

The meeting closed at 4.48pm

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