

NOMINATIONS AND GOVERNANCE COMMITTEE

Minutes of the virtual meeting held on 17 October 2023 at 3.30pm

Present virtually: C Higgins, Vice Chair M Chatt
E D’Souza, Chair N Savvas

In attendance: S Gales, Governance Professional

Apologies: S Daley
S Howard

Action

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 2023/24, as appointed by the Corporation at their meeting on 12 July 2023.

2. Declaration of Interests and Apologies for absence

C Higgins, E D’Souza and M Chatt declared their role as a Trustees 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.

The Committee welcomed M Chatt to the Committee.

Apologies for absence were received from S Daley and S Howard.

3. Committee Terms of Reference and Skillset

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

The Committee discussed the minor wording suggestions proposed by the Vice Chair, and **agreed** the Governance Professional should review and incorporate as appropriate.

Gov. Prof.

The Committee discussed the ‘delegated authorities’ section of the Terms of Reference and **agreed** to merge these into the ‘responsibilities’ section and to list ‘none’ under the ‘delegated authorities’ section to make clear the Committee is advisory.

Gov. Prof.

The Committee discussed the process for the election of Parent Committee members, and **agreed** the Governance Professional should, after the election process has concluded, email the Committee to assure that the process was correctly followed and notify the Committee of the appointed Parent Committee member(s).

Gov. Prof.

The Committee **agreed to recommend to the Corporation** the Committee Terms of Reference and Skillset, subject to the amendments above.

4. Minutes of the meeting held on 13 June 2023

The minutes of the meeting held on 13 June 2023 were **agreed** as an accurate record.

5. Matters Arising from meeting on 13 June 2023 inc. External Board Review action plan

Six of the seven matters arising from the previous meeting were complete, with one ongoing.

The Committee commended the progress on completing the External Board Review action plan and **noted** this format of reporting is highly effective, and asked the Governance Professional to consider using this format for actions arising from the annual Internal Board reviews.

Gov. Prof.

The Governance Professional to speak to S Howard to see if she would like to remain a member of this Committee.

Gov. Prof.

M Chatt confirmed that he would like to join the Remuneration Committee. The Governance Professional to include this as a recommendation to the Corporation.

Gov. Prof.

6. Membership

The Committee received and considered the report provided which summarised the constitution inc. Committee membership, Equality, Diversity and Inclusion, skillset, training and development of Governors.

The Committee **noted** the Corporation's Membership needs to be considered alongside the Trust Board's Membership, and within the context of the inorganic growth opportunities to ensure holistic succession planning.

The Committee discussed the attendance at Audit and Risk Management Committee often impacts the Committee's efficacy, and M Chatt **agreed** to join the Committee. The Governance Professional to include this as a recommendation to the Corporation.

Gov. Prof.

The Committee **noted** the ideal should be to appoint two Governor per annum (which may include external appointments and/or internal candidates e.g. from SAT and via inorganic growth) to refresh the Board's membership. The Governance Professional to include this **recommendation to the Corporation**.

Gov. Prof.

The Committee discussed the EDI analysis and **noted** that due to the nature of the voluntary role and the workload of a Governor, governing boards are likely to have a higher age demographic as the role suits those without childcare responsibilities such as those well established in their career or who are recently retired.

The Committee discussed the benefit of newly appointed Governors observing each Committee in the first two years of their tenure, as this helps new Governors to develop in their role, understand the governance structure and delegations, and serves to build trust and foster effective working relations with other Board members. The Committee **agreed** that this builds on the guidance within section 14.2 of the Appointment and Term of Office Policy and asked the Governance Professional to schedule these observations as part of the induction process.

Gov. Prof.

The Committee **noted** S Daley's term of office expires in December and considered whether to reappoint her in line with the criteria in 7.3 of the Appointment and Term of Office Policy and **agreed to recommend her reappointment for a further 3 year term of office to the Corporation**.

The Committee **noted** R Hetherington's term of office as a Committee member expires in December and **noted** that he has indicated he would like to become a Governor. The Committee considered, in line with the criteria in 9 of the Appointment and Term of Office Policy, whether to appoint R Hetherington as a Governor. The Committee **agreed to recommend his appointment for a 4 year term of office and his appointment to the Audit and Risk Management Committee to the Corporation**,

The Committee **agreed to recommend to the Corporation** the training and development plan.

7. Recruitment Windows

The Committee received and considered the proposal provided.

The Committee **agreed to recommend to the Corporation**.

8. Updated Governance documentation

The Committee received, considered and **approved** the Instruments and Articles of Government template and **agreed to recommend to the Corporation.**

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

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 Member, Chair of the Corporation, Vice Chair(s) of the Corporation, Governor, FE Student Governor, HE Student Governor, Staff Governor and Committee member, and **agreed to recommend to the Corporation.**

9. Establishment of joint Committees (WSC and SAT)

The Committee received and considered the proposal provided.

The Committee **noted** the benefits of the proposal to combine the WSC and SAT Resources Committees.

The Committee discussed the proposal to combine the WSC FE and SAT Educational Excellence Committee and **noted** the supportive comments from S Daley as WSC FE and SAT Educational Excellence Committee Chair in absentia (as relayed by the Chair).

The Committee **agreed to recommend the proposal to the Corporation.**

10. AoC Governance Code

The Committee received and considered the proposal provided.

The Committee **agreed to recommend to the Corporation that it adopt the Code for 2023/24 at its meeting in December 2023.**

11. Any other business

None.

The meeting closed at 4.57pm