

**NOMINATIONS AND GOVERNANCE COMMITTEE**

**Minutes of the virtual meeting held on 1 February 2023 at 3.30pm**

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

**In attendance:** R Lawson, observing as part of the External Board Review  
 S Gales, Governance Professional

**Apologies:**

The meeting started earlier than scheduled at 2.30pm.

**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.

No apologies for absence were received.

**2. Minutes of the meeting held on 12 October 2022**

The minutes of the meeting held on 12 October 2022 were **agreed** as an accurate record.

**3. Matters Arising from meeting on 12 October 2022**

The majority of matters arising from the previous meeting were complete, with two items (MA3 and MA4) which are ongoing and will be considered more in the summer term.

**4. Membership**

The Committee received and considered the report provided which summarised the current constitution of the Corporation and membership of its Committees and outlined a proposal in regard to succession planning

The Committee **noted** the resignation of the HE Student Governor and discussed plans to readvertise the role.

The Committee discussed the one Governor and three Committee members whose term of office expires at the end of this academic year against the reappointment criteria in the Appointment and Term of Office Policy.

The Committee determined that the Governor (J Gazzard) should be reappointed for a further term of office, and **agreed to recommend this to the Corporation.**

The Committee determined that the two of the Committee members (H Nydam and N Roberts) should be reappointed for a further term of office, and **agreed to recommend this to the Corporation;** and asked the Governance Professional to liaise with the other Committee member (A Mapana) with regards to non-attendance at meetings and report back to the Chair.

The Committee discussed the maximum term of office of Governors and noted that four longstanding Governors which are Committee Chairs and the Vice Chairs of the Corporation will reach their maximum term of office within the next 5 years. The Committee discussed the proposal in regard to succession planning and **agreed** to nurture and develop Governors to support them to gain the skills and confidence to undertake these leadership roles.

**Action**

Gov. Prof

The Committee discussed that as part of the feedback meetings with the Chair several of the new Governors expressed a desire to contribute more and an interest to progress into leadership roles in time (e.g. potentially become a Committee Chair or a Chair/Vice Chair of the Corporation) [see agenda item 6 for corresponding action].

The Committee also discussed that as part of the feedback meetings with the Chair two of the Committee members expressed a desire to convert to a full Governor role. The Committee discussed the individual's skillset and suitability at length and agreed to reach a consensus at the next meeting, in readiness to recommend to the Corporation as appropriate in July.

Gov. Prof.

The Committee discussed the non-attendance of one Governor (D Harvey) and asked the Governance Professional to liaise with him with regards to non-attendance at meetings and report back to the Chair.

Gov. Prof.

The Committee discussed the Staff Governor role and feedback that it being an elected role causes confusion for the staffing body who then assume the role is as a representative. The Committee discussed that changing this to be an appointed post would resolve the issue and asked the Governance Professional to incorporate this into the updated Instruments and Articles of Government.

Gov. Prof.

The Committee discussed the Student Governor role and agreed that the role is difficult to fill/retain as it is difficult for the students who do not have the experience to confidently fulfil a governance role and are more motivated to fill a student representative role. The Committee noted that the role is required within our Instruments and Articles of Government and agreed to continue to discuss this with policy makers to shape policy.

**5. Internal Governance Review 2021/22 - Action Plan update**

The Committee received and considered the report provided which provided an update on the action plan arising from the Internal Governance Review last academic year.

The Committee noted the skills analysis and feedback show the priority should be element 4.7 (relating to student voice mechanisms and the impact of student voice on college life). The Committee queried where the Executive looks at this. The Governance Professional answered this. The Committee proposed establishing a task and finish group in the summer term to shape this.

Gov. Prof.

**6. Feedback from annual 1:1 meetings with the Chair**

The Committee received and considered the report provided which provided an update on the Chair's annual 1:1 meetings with Governors.

The Committee discussed the Governors who have a desire to gain Chair experience and agreed the Governance Professional should offer them training to gain this experience.

Gov. Prof.

The Committee discussed, based on the feedback, possible changes to the Committee Vice Chairs for 2023/24 to support Governors to gain this experience. The Chair and Governance Professional to discuss further, and with the individuals affected, and bring a proposal to the Committee.

Chair  
Gov. Prof.

[R Lawson joined the meeting at 3.41pm](#)

**7. 360° Feedback**

The Committee received and considered the report provided which provided an update on the 360 degree feedback from Governors on the performance of the Chair, Governance Professional and CEO.

The Chair fed back that new Governors reported the induction process was very good. The Committee noted this is the second year of this and discussed how this mechanism has been helpful to support understanding of the governance model.

The Committee discussed the feedback and **noted** the positive feedback and confidence in the abilities of the Chair, Governance Professional and CEO.

The Committee **noted** that there are no common trends in the suggestions for how performance might be improved further and so **agreed** there was no need for an action plan.

S Howard left the meeting at 3.48pm

The Committee discussed that because the feedback has been anonymised it is harder to seek clarification on the suggested areas for improvement; and noted that it would be helpful to outline the mechanism by which people can feedback comments, concerns or suggestions for improvement (i.e. raise items within meetings, raise items outside of meetings with the Governance Professional, Chair and/or CEO, speak to their governance mentor, or follow the complaints/whistleblowing policy as appropriate). The Governance Professional to draft.

Gov. Prof.

#### 8. Updated Governance documentation

The Committee received, considered and **approved** the 2023/24 Governance Structure and **agreed to recommend to the Corporation.**

The Committee received, considered and **approved** the 2023/24 Governance Calendar and **agreed to recommend to the Corporation.**

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

The Committee received, considered and **approved** the Appointment and Term of Office Policy; and **agreed to recommend to the Corporation.**

The Committee received, considered and **approved** the Governance KPI Dashboard; and **agreed to recommend to the Corporation.**

#### 9. Update on Governor Recruitment

The Committee discussed the Corporation composition and membership, and noted that we currently have six potential vacancies. The Committee agreed that whilst we have a strong core governance team, we need to be alert to succession planning and ensure we have a Board with sufficient size and skills to conduct business.

The Committee noted that two of the members who have not attended brought greater diversity to the Board

The Committee discussed other known people who could be appointed as either Committee members or Governors to support succession planning, these skillsets included finance and educational quality. The Committee asked the Chair to liaise with the education candidate seek their interest in a Committee member role, with a view to them converting to a full Governor role in time; with Martin Chatt to confirm if he wishes to be reappointed as a Governor in 2023/24 once his employment has ended; and with the finance candidate to seek their interest in a full Governor role in time

Chair

The Committee also discussed that as part of the Group strategy, the hope that Governors could progress to governance roles within SAT upon reaching their maximum term of office at WSC.

The Committee agreed the core skillsets we need to seek in future appointments are educational quality (both FE and HE, as well as SEND), finance and audit; and asked

the Governance Professional to nominate the College to use the DfE's FE governor recruitment service works.

**10. Any other business**

**• Additional Committee meeting**

The Committee agreed to convene an additional meeting in the summer term to consider and recommend the Committee's annual report and the Internal Governance Review, as well as any updates to governance documentation resulting from the governance review.

Gov. Prof.

**• Social engagement in support of virtual/hybrid meetings**

The Committee discussed that whilst we have had great success with the use of virtual and hybrid meetings to deliver governance, it has removed natural social interactions which facilitate team-development of Board members. The Committee fed back from their networks about methods which are being trialled to facilitate social opportunities and asked the Chair and Governance Professional to think on this further.

Chair  
Gov. Prof.

**• Feedback from the Strategic Conference**

The Committee discussed that the presentation from the Executive was very valuable and proposed that the next Strategic Conference repeats this with a 'question time' style with more time to enable questions. The Committee also suggested that the Committee Chairs could also present on the remit of the Committee to further support deep understanding of how our governance has been structured to achieve the oversight to meet our regulatory duties. The Chair, CEO and Governance Professional to plan further.

Chair  
Gov. Prof.  
CEO

The meeting closed at 4.06pm