



## **GOVERNANCE COMMITTEE**

**WEDNESDAY 8 JUNE 2022**

**Report: Minutes of the meeting held on Wednesday 9 March 2022**  
**Author: Clerk**  
**Action: Approve**  
**Status: Closed**

**Present:** Sarah Stewart (SS – Chair)  
David Alexander (DA – Principal and CEO)  
Martin Gannon (MG)  
Claire-Jane Rewcastle (CJR)  
Michael Wood-Williams (MWW)

**In attendance:** Emma Moody (EM – Clerk)

### **G/059 Chair's Welcome, Apologies and Conflict of Interest**

SS welcomed everyone to the meeting. No apologies were received.

EM's conflict in relation to agenda item 9 was noted. It was agreed there would be no need for her to withdraw from the meeting for this item, which was an update only.

No other conflicts of interest were declared at the start of the meeting. Members were reminded to declare any conflicts that arose during the discussions in the meeting.

### **G/060 Minutes of the previous meeting 22 November 2021**

The minutes of the meeting on Monday 22 November 2021 were agreed as a correct record, subject to amending Sandra King to Sandra "Prail".

### **G/061 Matters arising**

The action log was noted. An update on the Portal would be provided under agenda item 6.

### **G/062 Update on Board Recruitment and Review of Skills Matrix**

The report was presented by SS and EM.

#### **Board Recruitment**

SS updated members on the process being undertaken by Peridot. She also updated the Committee that the College itself had identified two potential candidates for the respective roles, who would hopefully proceed through the interview process. EM updated the Committee on the current number of expressions of interest for the

Digital candidate – currently 13. No formal applications had been made to Peridot at this stage, but Peridot had assured EM this was not of concern as formal applications usually followed in the latter part of the process.

MWW declared a minor personal interest in that Peridot had approached him for another role. He commented on recent experience of working with Peridot and their positive performance in recruitment of charity trustees.

CJR suggested impressive candidates be considered for other governance (and advisory roles) as part of the interview process, and members agreed. MWW suggested this include consideration for audit committee membership.

### ***Support and Student Staff Governor appointment***

EM reported on the outcome of the respective elections to the Committee.

#### ***The Committee resolved:***

- a) to propose to the Board the appointment of Sharon Kinleyside as Support Staff Governor with effect from the start of the Board meeting on 18 March 2022;**
- b) to propose to the Board the appointment of Justice Abban as 19+ Student Governor to take effect from the commencement of the board meeting on 18 March 2022.**

### **Review of Skills Matrix**

Members reviewed the Skills Matrix and noted the need to: a) update the same to reflect new appointments; and b) to continually review at meetings to ensure gaps were being addressed.

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Governors noted the vacancy that had arisen in relation to the audit committee due to the resignation of the co-opted member. An ongoing discussion was taking place with the local pension fund to establish if an individual with the required skill set was able and willing to be a Governor. Such discussions should take in parallel with wider discussions with other potential candidates.

EM highlighted the terms of reference which permitted up to 5 members (although also noted this number could be changed), and the expectation that there should be one external co-opted member – to bring scrutiny and challenge to the Committee and its work. EM also highlighted the potential challenges that co-optees can face by the fact that they are not also Governors; with there being a particular challenge in relation to ensuring they have an overall understanding of the College and awareness of wider issues. EM suggested that future co-optees undertake an induction and attend other meetings as observers, and attend other Board events, in order to ensure they were effective and developed in the role. The Committee agreed with this approach.

MWW said that he certainly supported the appointment of additional audit committee members. Whether an individual came out of the Peridot process or otherwise. The College should cast its net wide in this regard.

***Members agreed that the College should pursue discussions with the pension fund, and should also be aware of potential candidates through the Peridot process underway, as well as asking current Governors to look at their networks.***

***Members also agreed that future co-optees undertake an induction and attend other meetings as observers, and attend other Board events, in order to ensure they were effective and developed in the role***

***Governors agreed to review the updated skills matrix at the next meeting and thereafter to regularly review to identify gaps and needs arising.***

#### **G/063 Review of Code of Conduct**

The report was presented by SS and EM.

MWW suggested the College should look beyond the code of conduct itself to determining standards of behaviour. He suggested this be incorporated into induction planning and conduct of business, and reference the same in governance documents. This will further enhance effective governance. MWW suggested that the College's board already had a strong culture and demonstrated positive behaviours in practice.

Members agreed that this document should reflect a consistent narrative across the College.

DA suggested that an update to the Code to reflect any legislative or statutory changes be done straightaway, even if other wider changes followed subsequently.

***Members agreed that the Code should be changed to reflect changes in the law and regulatory bodies to present to the next meeting, with the wider update to follow by the end of the calendar year.***

[MWW referenced current work undertaken with another body in relation to race equity. He felt it would be useful to embody core values in behaviours, and encapsulate how the College will do that. This could be looked at in conjunction with similar developments under the AoC Code]

***The report was noted.***

#### **G/064 Governor Development Plan**

The report was presented by EM.

##### **Creation of Board Portal**

EM updated the members of the Committee regarding the development of the Governor Portal. The College currently maintained a Governor Portal which had been used with mixed success in terms of its accessibility to Governors.

***It was noted that the creation of a more sophisticated Governor Portal would be a project allocated to the oversight of the new Director of Governance and Compliance, and in the meantime, the current Portal facility would be reviewed and Governors would be reminded of what was available and how to access.***

Governors then considered the Governor development plan and the need to ensure there was an understanding and clarity of mandatory training required for Governors, and who had undertaken this. This needed to be accurately recorded.

It was agreed that further work be undertaken to the presentation of the plan, and the record keeping in this regard.

***The report was noted and it was agreed that EM and DA would review the development plan and training log and bring this item to the next meeting.***

#### **G/065 Review of Committee Terms of Reference**

The report was presented by EM.

EM reminded members of the background to the Committee and its role. Members agreed the importance of the Committee and its work, especially at this stage in the College's journey.

DA commented that some comparable entities may not have governance committees but the work undertaken by the same was undertaken by the Board as a whole. This may be effective where such business becomes more routine. Whilst this was an option for the future, members noted with caution the need to ensure that the Board had the highest standards of governance and this Committee, as a standing committee, supported this work.

***The report was discussed and considered. The Committee agreed that the terms of reference remained adequate and fit for purpose and that this Committee still currently had an important role in ensuring the College's effective governance.***

#### **G/066 AoC Governance Code 2021 Revision**

The report was presented by EM.

Members felt the Code was useful to ensure the College was adequately looking at these areas.

Committee members remained keen to review this area and ensure future Governance arrangements were adequate in this regard

***The report was noted and it was agreed that a short update paper would be presented to the next meeting.***

#### **G/067 Recruitment of Director of Governance and Compliance**

A verbal update was given by SS.

SS had circulated an email earlier this week with an update on this item. Governors had been asked to appoint a panel to undertake the recruitment process and recommend a candidate to the Board. Governors had been asked to approve the appointment of Peridot for this process. Responses were positive thus far, and SS envisaged moving forward in this regard.

***The report was noted.***

**G/068 Any Other Business**

MG said he would be approx. 30 mins late for Board meeting on Friday 18 March 2022.

There was no other business.

**G/069 Date of Next Meeting**

The date of the next meeting was confirmed as Wednesday 8 June 2022 at 12.00pm.