

## LEEDS COLLEGE OF BUILDING

### SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting held on Tuesday 9 November 2021 at 4.00pm via Teams.

#### PRESENT:

Clare Harrigan (Chair - CH)  
Derek Packer (DPa)  
Derek Whitehead (DW)  
Claire Curtis (CC)  
Peter Norris (PN)

#### IN ATTENDANCE:

Karen Rolinson (KR) (Clerk to the Corporation)

ACTION  
BY AND  
TARGET DATE

#### 1. APOLOGIES FOR ABSENCE

None were received. CH welcomed CC to her first meeting and all members introduced themselves.

#### 2. DETERMINATION OF ATTENDEES / OBSERVERS

Members agreed attendees / observers at the meeting as per the attendance list above.

#### 3. DECLARATION OF INTEREST

There were no declarations of interest.

#### 4. MINUTES OF THE LAST MEETING

The minutes of the meeting held on 15 June 2021 were accepted as a true record.

#### 5. MATTERS ARISING

##### 5.1 Ref Min 2

Actioned.

##### 5.2 Ref Min 5.3

Actioned; taken under Item 7.

##### 5.3 Ref Min 5.10

Actioned; updates provided as necessary.

##### 5.4 Ref Min 6

Actioned; survey undertaken by the previous Clerk in June 2021 with 9 responses received.

##### 5.5 Ref Min 6

Actioned; KR discussed process with ND and agreed KR to contact Governors and report termly.

##### 5.6 Ref Min 6

Actioned; reported to Corporation in July 2021 and final attendance figures presented under Item 9.

**5. MATTERS ARISING** (continued)

**5.7 Ref Min 6**

Taken under Item 14.

**5.8 Ref Min 6**

Actioned; events shared with Governors 14/09/21 and 18/10/21 of AoC Events. Survey circulated to Governors by previous Clerk in June 2021 with 7 responses received.

**5.9 Ref Min 7**

Actioned; safeguarding update presented to Board on 5/10/21 and standing item added under Chair's Communications on Board Agenda for safeguarding governor and sub committee chairs to present brief overview of recent issues raised. KR suggested that as CH was not a governor, another member of the Search & Governance Committee should present an overview at Board. DPa agreed to do this following PN's recommendation.

**DPa  
ongoing**

**5.10 Ref Min 7**

Actioned; Action Plan presented to Board on 13/07/21 and updated plan on Agenda (Item 11).

**5.11 Ref Min 8**

Actioned; added to spreadsheet.

**5.12 Ref Min 9**

Actioned; PN discussed with AK, confirmed AK resigned as a Governor with effect from 31/07/21.

**5.13 Ref Min 9**

Taken under Item 12.

**5.14 Ref Min 10**

Actioned; ToR amended.

**5.15 Ref Min 10**

Actioned; bold type removed.

**5.16 Ref Min 10**

Minutes placed on Governor Portal and all Governors informed of this action in addition to the overview that will be provided under Chair's Communications at Board meetings.

**5.17 Ref Min 10**

Actioned; section 1.10 added to ToR.

**6. REVISED CODE OF CONDUCT FOR CORPORATION MEMBERS**

KR presented an overview of the changes to the revised Code of Conduct for Corporation members provided by Eversheds (17<sup>th</sup> Edition). She confirmed that she had added the College, mission, vision, aims and values under Section 3 as they previously hadn't been added. DW asked whether all Governors would be asked to sign the code. KR confirmed that this would be expected. Following a request from DPa for more awareness training in relation to the Code it was confirmed by DW and PN that Eversheds had previously given a presentation to Board members about the Instruments & Articles and the Code of Conduct.

PN also confirmed that he had a conversation with KR and DW regarding training on governance issues to be provided at the Governor Away Day in February 2022.

It was agreed that Governors would be asked to sign the new Code after they had received training following the Away Day.

**KR  
February 2022**

**The Committee approved the revised Code of Conduct and recommended it to the Board.**

**7. REVISED AoC CODE OF GOOD GOVERNANCE**

CH identified a typo in the report in the first line of section 3 which stated 'Conference' instead of 'Governance'. KR gave an overview of the latest review of the Code and informed members that the College had previously adopted the AoC Code of Good Governance although it could decide to adopt a different code such as the Charity Governance Code or the UK Corporate Governance Code. KR also confirmed that the College didn't need to report on the revised code until 2022/23 and that a more substantial review by the AoC was pending after the Skills Bill had passed into legislation.

CH stated that she was pleased that Equality, Diversity, Inclusion (EDI) and Sustainability featured in the revised AoC code. DW said that the College had had the opportunity to feed into the consultation survey in relation to the revisions. DPa asked if it was too soon to adopt the revised code if the code was being revised again in the future. KR confirmed that the code should be adopted now as a representative from the AoC had stated that any future amendments to the code would take quite some time to go through consultation and approval nationally.

CH clarified the impact of the code. DW confirmed that the College was looking into sustainability and were aware that we needed to report on this to the Board. KR informed members that the College would need to report on aspects of the code and include what was being done in relation to EDI and sustainability. CH suggested that the Board discussed if there was anything further they needed to do in relation to EDI and sustainability.

**The Committee approved the revised AoC Code of Good Governance and recommended it to the Board with the suggestion that they discuss anything further they needed to do in relation to EDI and sustainability.**

**Governors  
March 2022**

**8. UPDATED INDUCTION PROCEDURE**

KR informed the Committee that she had highlighted suggested amendments to the Induction Procedure and crossed through any suggested deletions. She stated that Governors may want to allow her to make amendments to the procedure in future rather than gaining approval by the Committee. CH believed that this was a management matter rather than governance. DPa agreed that it could be adjusted. PN felt that it could be road tested and refined if necessary and referred back to Governors if there were substantial changes. CC said that over time it could be adjusted as and when. CH suggested getting feedback from new Governors in relation to the procedure.

**The Committee approved the revised Induction Procedure and agreed that minor adjustments could be made in future by the Clerk and that feedback regarding induction should be obtained from new governors.**

KR  
March 2022

**9. 2020-21 ATTENDANCE REPORT**

KR gave an overview of the attendance figures for 2020-21 which showed that attendance had improved by 4% for Board meetings and 8% for combined committee meetings compared to 2019-20. It was agreed that KR would speak to individual Governors where necessary and share with them their individual attendance.

KR December  
2021

CC stated that Governors needed to be able to commit to meetings. She said that the blended approach to meeting either face to face or online was a good approach. DW stated that some Governors had struggled to attend due to illness, COVID and other reasons that needed to be considered. He confirmed that at present one Governor was on leave of absence due to health issues and his absence was not counted in the attendance figures. He said that attendance should be addressed on a case-by-case basis. PN stated that this had been looked at when he reviewed the Instruments and Articles with Eversheds and that a shortened period had been introduced to address it. He also stated that any issues would be addressed through his one to ones with Governors.

**The Committee noted the Attendance Report for 2020-21.**

**10. 2020-21 BOARD PERFORMANCE SURVEY**

KR provided an update regarding the feedback received from the Board Performance Survey for 2020-21. CH asked if the priorities were covered in the Governance Action Plan. KR stated that lots were already covered but she would double check and include them in the plan if necessary.

KR  
December 2021

DW stated that some of the concerns would be addressed at the Away Day in February 2022. CH queried whether some responses were identified as requiring improvement more than others. KR confirmed that the areas for improvement were listed in the executive summary in the order where more Governors had stated that they had concerns.

**The Committee noted the Board Performance Survey for 2020-21.**

**11. 2020-22 GOVERNANCE ACTION PLAN UPDATE**

KR presented the updated Governance Action Plan with changes and additions highlighted in yellow. She suggested that this should be a dynamic action plan and changes / additions should be made as necessary. PN agreed that it should be a fluid document to keep it poignant. DPa asked if the onus would be on KR to update the document and whether it would be a regular item on the agenda.

CH said that she felt it should be dynamic and that another column should be added which identified where any new addition came from (for example the Annual Performance Survey). This was agreed. She stated that this was a continuous improvement document. The consensus was that it should be considered a dynamic document and KR would lead the co-ordination of the plan. KR confirmed that termly updates would be brought to the Committee and the Board and that it was the Committee's role to provide scrutiny that the actions were being implemented. PN stated that this was a key document, some actions would be picked up at the Away Day, amendments should be made and that sections would be addressed bit by bit. DPa said that it would be good to have a trace where an issue came from and a formality by which amendments are proposed.

It was agreed that KR would think through the process for amendments in liaison with PN and then report back. DW stated that any key points should be considered and fed into the College Self-Assessment under Leadership & Management as appropriate.

**KR/PN  
March 2022**

**The Committee noted the updated Governance Action Plan for 2021/22.**

**12. ESFA FUNDING AGREEMENT – SCHEDULE 9: COLLEGE GOVERNANCE IMPLICATIONS**

KR gave an overview of the additions to Schedule 9, paragraph 5 which included: clerk qualifications; reporting of governor / clerk development; external Board reviews every three years. She said that information was still evolving and more guidance was due regarding the external board reviews and she would keep Governors updated. KR also stated that she had subscribed to the ETF Governor Development Programme on behalf of the College and had introduced a section on the Governor portal dedicated to development opportunities which still needed populating.

**KR  
Termly**

CH stated that she felt that the changes were interesting and she welcomed the opportunity to find out how the Governing Body is doing. PN said that this had been covered in his Chairs Development Programme and it would be interesting to see how it evolves.

CH noted the changes to the portal and thanked KR for her proactiveness. She also felt that there had been a huge change due to the ability to access courses online and the flexibility this provided Governors. DPa asked what the take up was in relation to Governors attending development sessions. KR responded that it appeared limited to date. It was agreed that KR would report on a termly basis of individual Governor attendance at training sessions. DPa stated that it would be good to build up activity over the next 3 years.

**KR Termly**

**12. ESFA FUNDING AGREEMENT – SCHEDULE 9: COLLEGE GOVERNANCE IMPLICATIONS** (continued)

**The Committee noted the additions and implications of the ESFA funding agreement, Schedule 9, paragraph 5 and the recent subscription to the ETF Governance Development Programme.**

**13. MEMBERSHIP REPORT**

KR gave an update regarding Board membership. It was confirmed that Simon Bray (SB) wished to continue as a Staff Governor. CH clarified the reappointment procedure and whether performance at Board and attendance could be considered. DPa confirmed that he had not made up his mind whether he would continue for a further term after his first term concludes in May 2022. PN stated that it was important that channels of communication are kept open with individuals and that he was in discussion with one Governor next week. He said that expectations had to be managed, attendance checked, and active succession planning needed to take place and an opportunity to replace Governors shouldn't be missed if necessary.

CH clarified whether historically there were two Staff Governors. KR confirmed that this was the case. DW stated that an assessment needed to take place to address Governor attendance, performance manage where necessary and documented prior to making any decisions about the continuation of the term of office of a Governor. CH said that the focus should be on PN and KR checking in on Governors and KR reporting on attendance. DW said that it was important that issues were dealt with in a professional manner including dealing with attendance at training sessions. CH said that the Board would be judged on the framework and conversations need to continue taking place. However, in the future more parameters may need to be put in place.

**The Committee noted the Membership Report and that SB would continue as a Staff Governor.**

**14. GOVERNOR RECRUITMENT**

KR confirmed that two applications had been received for the independent Governor vacancies and that one candidate had already been interviewed earlier in the day and a further candidate would be interviewed after Search & Governance Committee had finished. Conversations were continuing with two other individuals who may wish to join the Board in the future.

CH stated that there was a timing issue in relation to recommending candidates to the Board pending the outcome of the interviews. KR confirmed that applicant Katherine Naisbitt had been interviewed and the panel of PN, DW and KR were recommending her appointment as a Board member. DW and PN both confirmed this recommendation. CH asked that KR email Committee members following Elaine Armitage's interview with a recommendation, and it was agreed that members should respond by email.

14. **GOVERNOR RECRUITMENT** (continued)

CH stated that she was aware that the Board was under-represented in terms of diversity and asked KR to look at introducing a trainee governor role that may encourage more applicants in the future to the Board from a more diverse background.

KR  
March 2022

**The Committee resolved to recommend Katherine Naisbitt to the Board as a new independent Governor and to receive a recommendation regarding suitability of Elaine Armitage by email.**

15. **STUDENT LIAISON COMMITTEE – ALTERNATIVE PROCESS**

KR presented a paper prepared by N Davis (ND) in relation to an alternative process to the Student Liaison Committee and changes to the Link Governors.

DPa said that he was surprised to see this interim recommendation and he wasn't sure that this provided the answer of getting to the core issue of gaining student opinions. DW responded that from his point of view the College, alongside some other colleges, have struggled to get student attendance at the meetings and that groups are not fully represented. He felt that students were more comfortable and may be more open in their own areas where Link Governors could speak to them. DW stated that the Quality Unit centralises student feedback and if we get this right, it's a bigger opportunity to gather student voice and show what the College is doing in response to this. He believed that Governors should give this change a go and review again in the future.

CC was disappointed that the Student Liaison Committee didn't work and can understand DW's opinion and that it may be better to get honest feedback from students in their own areas. PN felt that if it was important to go through Link Governors then it should be communicated now to Governors and appropriate time given to it. He felt that this year would be hybrid and it was critical a review put something in place for 2022/23.

CH suggested that there needed to be a more formal mechanism for reporting. DW said that a big part of the Curriculum Area Reviews and deep dives would be capturing feedback and self-assessment and centralising all the information. He felt this would be powerful if brought all together. CH said her only concern was capturing the student voice and how can Governors demonstrate they are getting this first-hand. PN confirmed that Link Governors would be reporting back termly. DPa stated that he felt Governors would be losing the interface with students and relying on the information provided by managers. KR responded that Link Governors would be expected to speak to students when they have their link meetings and not rely just on managers feedback.

In summary, CH said that she had concerns about the new process and that this feedback should be given to Board with a recommendation that Link Governors understand their accountability, that Student Liaison is stood down and that it is made explicit that Governors understand the mechanism for obtaining student feedback and reporting back.

KR/ND  
16 November  
2021

**15. STUDENT LIAISON COMMITTEE – ALTERNATIVE PROCESS** (continued)

The Committee resolved to recommend to Board that it considers this paper so that Governors explicitly understand and accept that they are undertaking the student feedback activity through their Link Governor role and that Student Liaison Committee is being stood down.

**16. DATE OF NEXT MEETING**

The next meeting is scheduled for Tuesday 1 March 2022 at 4.00pm.