

LEEDS COLLEGE OF BUILDING

SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting held on Tuesday 21 March 2023 at 4.00pm, Meeting Room 1, South Bank 2.

PRESENT:

Clare Harrigan (CH) (Chair)
Peter Norris (PN)
Nikki Davis (ND)
Katherine Naisbitt (KN)
Derek Packer (DPa)
Wasim Feroze (WF) (*attended via Microsoft Teams*)

IN ATTENDANCE:

Karen Rolinson (KR) (Director of Governance)
Nancy Fearnside (PA to Strategic Leadership Team)

ACTION
BY AND
TARGET DATE

1. APOLOGIES FOR ABSENCE

There were no apologies for absence.

CH welcomed everyone to the meeting and introductions were made.

2. DETERMINATION OF ATTENDEES / OBSERVERS

Members agreed attendees 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 11 October 2022 were accepted as a true record.

5. MATTERS ARISING

5.1 Ref Min 11 (7 June 2022)

Actioned – Action Plan approved by the Board on 22 November 2022.

5.2 Ref Min 7

To be discussed under Agenda Items 13 & 14.

5.3 Ref Min 8

Actioned – approved by the Board on 22 November 2022.

5.4 Ref Min 10

Actioned – Scheme of Delegation updated.

5.5 Ref Min 11

Actioned – appropriate role descriptions issued to Governors by KR.

5.6 Ref Min 13

Actioned – Draft Stakeholder Engagement Strategy to be presented to Board on 28 March 2023 and placed on the Governors' Portal.

6. APPOINTMENT OF A VICE CHAIR OF THE S&G COMMITTEE FOR 2022/23

KR stated that this item was deferred from the last meeting as CH could not attend. KR suggested that this was deferred again due to the potential change of the Governance structure to be discussed under Item 8. CH noted that the appointment of a Vice Chair was a good idea in principle but agreed that this should be deferred for the time being.

27 June 2023

7. GOVERNOR ACTION PLAN 2022/23

KR presented Item 7 and noted that the majority of actions were rated Green, with some Amber ones and three Red ones.

Objective 1 – Action 2

KR stated that this had been deferred to May 2023 when more qualitative data would be available. CH noted that the January date had been missed and suggested that a comment as to why it was deferred should be added. KR would action this.

KR
28 March 2023

Objective 8 – Action 2

KR noted that there were various different calendars across the College and the aim is to have a central calendar to include everything. ND agreed that this is a gap. CH felt this was a good idea as Governors would be able to see what events were taking place and attend as appropriate.

ND noted that the College is purchasing a WhatsApp system which may help. The current Governors portal would be changed over to Moodle at some point. Communications to Governors could be done by Teams or through a Governors WhatsApp group.

DPa felt this could be a large calendar and suggested it could be divided into areas. ND felt this could be looked at by term, rather than on a yearly basis.

WF suggested the calendar could include religious events, e.g. Ramadan. ND also stated that it could include tutorial sessions on religious events and outline when students / staff may take time off for such events.

ND
30 April 2023

Objective 4 – Action 3

WF queried the wording on this action in relation to "most disadvantaged". ND / KR stated that this was taken directly from the funding guidance but agreed to look at the wording of this action.

ND/KR
27 June 2023

KR noted that J Wignall (JW) would be giving an overview of staffing statistics (including gender / disability) at the Board meeting.

Objective 1 – Action 4

DPa queried this action. He was not sure how well the Governor Link activities were working. He has a planned calendar of visits in place with his link, John Clancy. PN also queried whether these visits are happening widely enough. It was felt that the introduction of morning visits to the College was a good idea.

7. GOVERNOR ACTION PLAN 2022/23 (continued)

KN felt that the manager links were not truly au fait with these visits and managers needed more information on what they could bring to these Governor visits. She felt that some rationale was required for what the College wanted to achieve; the time given by Governors needs to be worthwhile.

CH felt that Governors could give a small amount of feedback in order to triangulate these visits. KR noted that there is a Governors' communication slot on the Board meeting agendas which could be utilised.

CH noted that the Student Liaison Committee had been replaced by Governor Link activities and new Student Voice Policy. She asked if it was felt this has been effective. She suggested that a review was undertaken. ND confirmed that this is an action and would be progressed.

**ND
27 June 2023**

KR felt that we needed to look at Link Governors for other areas. She also felt that Governors should do one College visit per term. CH stated that as it is part of the Governors' Action Plan then they should be doing this. PN noted that governor link activity could be included as part of the attendance at meetings & development events report that committee members receive. This was agreed.

**KR
27 June 2023**

ND suggested that target questions could be provided for Governors. The Quality Unit could ask for feedback / the number of visits completed which could be included in the overall report.

CH asked if the Governance Action Plan would be looked at during an Inspection and whether this would highlight any weaknesses. KR was not sure about this and would ask D Forsythe-Conroy about this.

**KR
April 2023**

KR confirmed that the Governance Action Plan is being shared with the Board next week.

Objective 8 – Action 5

KR noted that due to staffing issues in Marketing no newsletters have been produced. A Governor Photo Board in campus reception areas will be introduced to increase the visibility of Governors. ND reported that it is intended to merge Admissions / Marketing, following the departure of the Marketing Manager.

Objective 2 – Action 3

DPa queried whether Governors were reporting on their own collaborations. DPa stated that he had not done anything and noted there seemed to be limited feedback at the Board. He suggested that this action should be rated Amber.

KN suggested that introductions were required for Governors; DPa agreed that some help was needed on this.

WF felt that it was not just about collaboration with employers, this could be progressed at wider events.

7. GOVERNOR ACTION PLAN 2022/23 (continued)

KN felt this action may not apply to all Governors and it was agreed the wording could be changed to "Governors, where applicable, to report.....". KR would action this.

KR
28 March 2023

It was agreed that Objective 2 could be looked at more closely, together with how it could be measured / demonstrated. ND stated that a draft Stakeholder Engagement Strategy would be sent out to Governors shortly for feedback.

ND/KR
April 2023

CH stated that where actions were rated Amber because they were not yet at the deadline date, these could be left unrated, and a comment added regarding why there was no progress. ND / KR would assess these as appropriate and amend accordingly.

ND/KR
April 2023

The Committee noted the progress on the Governor Action Plan for 2022/23.

8. PROPOSED CHANGES TO THE GOVERNANCE STRUCTURE & RELATED DOCUMENTS

KR presented Item 8 (Proposed Changes to the Governance Structure & related documents).

KR noted that the proposal is a fundamental change to the Governance Structure. The College currently has a Carver model of Governance and it is proposed to change this to a Committee Structure model.

Appendix A outlines the proposed Governance Structure. A comparison of LCB against other colleges was noted. It is proposed to increase membership up to 20 members (15 Independent Governors, Principal, 2 Staff Governors and 2 Student Governors). If the increased membership is agreed the Instrument & Articles and Standing Orders will need amending (see Appendices B & C).

KR noted that overall there would be no more meetings but more focused Committees:

- Finance, Audit & Risk Committee
- Curriculum, Performance & Standards Committee
- People & Governance Committee.

PN noted that more and more reports are presented to the Board and the introduction of the above Committees would lead to a more concentrated strategic look. These Committees would have a greater ownership and effectiveness of feedback. ND stated that it is intended that each Committee Chair would deliver a report to the Board.

DPa queried the timing involved, drilling down into areas does take time. Governors would have a different level of commitment and more responsibility. DPa felt that resources would be needed to be able to enact these changes within the timeline.

8. PROPOSED CHANGES TO THE GOVERNANCE STRUCTURE & RELATED DOCUMENTS (continued)

KR stated that every Governor would need to sit on a Committee. DPa stated that this would need to be made clear when looking for new Governors. ND suggested that Governors could be allocated to Committee and then identify any gaps.

PN stated that the key would be the strength of the Chair to get the best out of this.

CH did not disagree with the proposal but queried what would improve with this change and what would be the benefits. ND stated that the changing world reflects the need, e.g. LSIPs, accountability agreements, ONS reclassification etc.

WF agreed that the changes would give Governors more responsibility and increasing numbers was a sensible approach. The timing / process of doing this would need to be carefully considered.

CH noted the timing concerns and felt that recruitment may run over into the summer, possibly August / September.

KR stated that, if the proposal is approved, ICCA (Internal Auditor) would be asked to look at the Terms of Reference and identify any gaps. Feedback to the Board would be given in May 2023. KR / ND were meeting on 2 May 2023 to discuss the calendar of board & committee meetings / Terms of Reference. A final report would be brought to the Search & Governance meeting in June to consider any outstanding issues relating to the Governance structure.

PN stated that the challenge would be the Curriculum, Performance & Standards Committee and whether we would have enough members to fill the roles.

CH agreed that it was an important point. She said that Governors do not necessarily have to be experts but should be able to challenge and ask the right questions. Governors could observe other Committees and the opportunity to move onto other committees if they wished.

KR agreed that liaison with Governors was required and meetings could be more flexible. Governors could be asked for their preference as to which Committee they would join.

KR
April 2023

The Committee recommended the proposed changes to the Board for approval.

9. GOVERNORS' SKILLS AUDIT 2022/23

KR presented the Governor Skills Audit for 2022/23. A 94% return rate was noted. Appendix A provided an overview of the responses for each question. A number of areas were identified by individual Governors where they would like more training and these were included in the report. ND stated that a number of these areas could be covered by online training delivered by the College.

9. GOVERNORS' SKILLS AUDIT 2022/23 (continued)

Overall KR did not feel there were any key skills gaps at the moment and there is a good coverage of skills. The skills gaps would be revisited once the new Committee Structure was in place.

KR
October 2023

The Committee noted the Governors' Skills Audit for 2022/23.

10. GOVERNOR ATTENDANCE AT MEETINGS & DEVELOPMENT EVENTS FOR 2022/23 / CONSIDERATION OF THE PARAMETERS OF A TRAINING & DEVELOPMENT POLICY FOR GOVERNORS

KR presented Item 10 and gave a brief overview. Attendance at Corporation was 79% (KPI 80%), with 80% attendance at Corporation / Sub Committee combined. See Appendix A.

KR noted that SB had a bereavement earlier this year and teaching commitments has not helped his attendance; PN has spoken to him about this. MR has had a particularly busy year but he has re-assessed his commitments and rescinded his resignation; he will now continue as a Governor.

PN stated that there were no real concerns and attendance was discussed during the 1:1 reviews, where he outlined the reasonable expectations.

Governor attendance at development events was noted (Appendix B).

KR went through the draft Governor Training & Development Policy. This outlined the following:

- Mandatory training for new Governors.
- Mandatory training for Governors.
- Development training for Governors delivered within College.
- Development training for Governors delivered externally.
- Development training for the Chair, Vice Chairs and Chairs of Committees.
- Development training for Link Governors.
- Strategic Planning events, Governor visits and attendance at other meetings.

CH asked if it was good practice to have a Training & Development Policy. KR confirmed that some colleges have a Policy and some do not. She felt such a Policy would formalise the requirements as governor development activities now must be reported in the College Annual Report . ND suggested that training could be recorded so all could access it.

The Committee approved the parameters of the Training & Development Policy.

KR would draft the Policy for consideration at the next Search & Governance meeting in June 2023. It would then be taken to the Board in July 2023 for approval.

KR
27 June 2023

11. UPDATE ON THE INTERNAL AUDIT OF GOVERNANCE & EXTERNAL BOARD REVIEW

KR presented Item 11. She noted that an Internal Audit of Governance would take place week commencing 24 April 2023. J Creed from ICCA has shared a typical / proposed terms of reference for a Governance Audit and this is included in Appendix A. A verbal update would be available for the May Board meeting. The final report would be presented to Search & Governance in June 2023 and Audit in July 2023. KR did not feel it was necessary to present this to the Board but may be required depending upon the outcome.

The External Board Review must take place before the end of the 2023/24 academic year (and every three years subsequently). A proposed timeline was shown in Appendix B. It is proposed that the actual review takes place towards the end of 2023/24 academic year. A selection of review providers (at least 3) would need to be contacted to obtain proposals and the quality / cost reviewed. Once selected the scope / proposal would need to be approved, either by Written Resolution or a quick meeting. KR stated that the key findings would need to be published on the website and included in the annual report.

KR
May 2023

DPa queried the cost involved; KR stated that this could be anything from £6k up to £30k.

The Committee noted the draft objective and scope of the Internal Audit of Governance and approved the timeline for the External Board Review.

12. CONSULTATION ON THE NEW AOC CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES

KR stated that the College is measured against this Code and the Governance Action Plan is pulled together from this.

A substantial review of the Code has taken place and is out for consultation currently. The draft code is very different. If approved it would need to be adopted from 1 September this year.

KR noted that there would be six principles in the new Code and the College would be measured against these.

KR would share the consultation with Governors, together with any feedback on the consultation.

KR
April 2023

The Committee noted the update on the new AoC Code of Good Governance for English Colleges.

13. ROLE DESCRIPTION FOR ASSOCIATE GOVERNOR

KR presented Item 13 and gave an overview. This role could be a development opportunity for individuals to gain the skills and confidence in an Associate Role prior to potentially becoming a full Corporation member or also offer skilled individuals the opportunity to contribute without the time commitment required of a full board governor. It would also be a more flexible offer for the College.

CH felt this made sense and was an opportunity to get people in without full commitment. It could potentially be a succession tool.

WF felt that the Role Description needed to highlight EDI further. KR confirmed that she would add this into the description.

KR
June 2023

The Committee approved the introduction of an Associate Governor role and the associated role description.

14. RECRUITMENT & MEMBERSHIP REPORT

KR presented Item 14 and gave a brief overview. She noted that there were currently no vacancies. However, she offered to start looking for potential new Governors now in case an increase in membership was approved. It was acknowledged that other issues were more of a priority and these should be focused on first.

KR noted that the Board was lacking a community member and she would speak to WF about any community links in Leeds in readiness for any recruitment activity needed at a later date.

KR
May 2023

DPa's second term of office was extended to 31 July 2023; a discussion would take place with him to ascertain his intentions. CJ Montgomery (Student Governor) will be leaving College at the end of this academic year and a replacement would be required.

KR noted that previously the Search & Governance Committee agreed to nominate a Vice Chair but this was deferred as CH was absent. KR felt that this should be left for now due to the proposed Committee Structure and membership changes; this was agreed. CH stated she was happy to continue as Chair but if anyone else wanted to do this she would be happy to step aside.

The Committee noted the Membership & Recruitment Report.

15. UPDATE REGARDING THE RECRUITMENT OF A NEW DIRECTOR OF GOVERNANCE

KR reported that the advert for a replacement Director of Governance had gone out last week. Shortlisting would take place on 18 April 2023, with interviews on 24 April 2023. KR stated that some good interest has been noted so far. KR confirmed that this would be a Board appointment and could be done by Written Resolution if necessary.

The Committee noted the update regarding recruitment of a new Director of Governance.

15. UPDATE REGARDING THE RECRUITMENT OF A NEW DIRECTOR OF GOVERNANCE (continued)

WF raised concern over the wording on the College Person Specification regarding sickness absence and regular attendance at work. He felt that whilst this may be legally ok, he wondered if the wording may be a barrier for some people applying and suggested this may need looking at. KR stated that this was a standard paragraph on all Person Specifications and there had been a rationale for this at the time it was introduced, which she would share with ND. ND agreed that it would be an appropriate time to amend this standard wording and she would liaise with JW regarding this.

**KR
28 March 2023**

**ND
30 March 2023**

16. DATE OF NEXT MEETING

The next meeting is scheduled for Tuesday 27 June 2023 at 4.00pm in Meeting Room 1 at North Street.