

Heart of Yorkshire Education Group Corporation

Board of Governors ('Board')

Search and Governance Committee ('Committee')

Minutes of the Meeting held on 3 October 2023 ('Meeting')

Present: Claire Corneille, Dmitry Fedotov, Andrew McConnell ('Chair')
and Martyn Shaw

Head of Governance and Legal Services ('Clerk')

In attendance: Ayub Mohammed (minute 7 only)

Apologies: Sam Wright ('Principal')

1. Appointment of Chair and Vice Chair 2023/24

IT WAS RESOLVED THAT Andrew McConnell be appointed Chair and Dmitry Fedotov be appointed Vice Chair of the Committee for the year 2023/24.

2. Welcome and apologies for absence

The Chair reported that due notice of the Meeting had been given. He noted that the Principal had given her apologies but that a quorum was present. Accordingly, the Chair declared the Meeting open.

3. Declarations of interest

The Chair asked for declarations of interest from Committee members. None were made.

4. Review and approve the minutes of 21 June 2023

IT WAS RESOLVED THAT the minutes of the meeting of the Committee of 21 June 2023 were approved.

5. Matters Arising

5.1. The Clerk addressed the outstanding matters arising from the meeting of 21 June 2023 which were due to have been actioned by the date of the Meeting. In relation to matter arising six, the Clerk agreed to liaise with the Principal regarding her progress with the previously identified SEND specialist Board candidate.

6. Feedback on potential candidate from the Principal

6.1. The Chair noted that the Committee would shortly be interviewing Ayub Mohammed for a position on the Board. He explained that the Principal had previously met Mr Mohammed and had given her feedback to him which he passed on to the other Committee members. The Committee discussed the Principal's feedback and prepared for the interview.

7. Interview

7.1. Mr Mohammed joined the meeting via Microsoft Teams. The Committee conducted its interview with him, and he left the Meeting.

7.2. The Committee discussed the interview and Mr Mohammed's suitability for a governance position including where in the governance structure he would be best placed, considering the Corporation's identified skills needs. It was agreed that, given his extensive time commitments, Mr Mohammed would be appointed to the Board only, in the first instance, with a view to appointing him to one or more committee positions in future should he have capacity.

7.3. IT WAS RESOLVED THAT Mr Mohammed be recommended for appointment to the Board.

7.4. The Chair asked the Clerk to:

7.4.1. Inform Mr Mohammed of its decision.

7.4.2. Invite Mr Mohammed to the Board meeting of 18 October 2023.

7.4.3. Arrange for an induction to take place as soon as possible.

- 7.4.4. Liaise with the Principal to discuss the means by which any conflict of interest arising from Mr Mohammed's employment would be managed.

8. Membership Issues

- 8.1. The Committee considered the Membership Issues paper.
- 8.2. The Clerk noted:
 - 8.2.1. That a vacancy had been identified on the Audit Committee following Richard Stiff's retirement for which a recommendation should be made.
 - 8.2.2. That a candidate should be recommended for the Senior Independent Director ('SID') role.
- 8.3. The Committee considered each role and the candidates best placed to fill the vacancies and considered candidates to strengthen other committees.
- 8.4. IT WAS RESOLVED THAT:
 - 8.4.1. Faye Banks be recommended for appointment to the Audit Committee.
 - 8.4.2. Faye Banks be recommended for appointment to the SID position.
 - 8.4.3. Brian Fisher, subject to his consent, be recommended for appointment to the Curriculum and Quality Committee to strengthen its teaching and learning knowledge.
 - 8.4.4. Tony Jackson be recommended for appointment to the Finance, People and Resources Committee to enhance the staff perspective.
- 8.5. The Chair asked the Clerk to inform the relevant members of the above and to take all other such actions as were necessary in relation to the above recommendations.

9. External Review of Governance

- 9.1. It was noted that the College must have had an external review of Governance by July 2024.
- 9.2. The Committee considered the proposals submitted by two external governance reviewers. It was noted that six organisations had been asked to quote for the work but only two had been able to do so.
- 9.3. In considering the proposals, the Committee, reflected on whether each reviewer:
 - 9.3.1. was external, objective and independent;

- 9.3.2. was an expert with relevant experience or qualifications;
 - 9.3.3. had strong communication and interpersonal skills; and
 - 9.3.4. offered good value for money.
- 9.4. The Committee noted that each of the candidates satisfied the matters outlined above but that the AoC represented better value for money and was likely to be better experienced than Advance HE in undertaking FE College reviews.
- 9.5. IT WAS RESOLVED THAT the AoC be recommended for appointment as the College's external governance reviewer for 2023/24.
- 9.6. The Chair asked the Clerk to inform his AoC contact and report back to the Committee with next steps as soon as possible.
- 9.7. The Clerk noted he would report back to the Committee soon for its recommendations regarding the design of the review. The Committee noted that some elements of the Advance HE review could be addressed in the AoC's plan.

10. Governor Development Update

10.1. The Clerk:

- 10.1.1. Outlined development activities undertaken by members to date during the academic year.
 - 10.1.2. Noted a change to the way development activities would be logged using individual development records.
 - 10.1.3. Noted that a development mapping exercise would be undertaken to identify member training needs and development opportunities would be allocated based on this. He explained that much of the training would be delivered via the ETF's online governance training programme which was expected to be available shortly.
- 10.2. The Committee asked that the individual development records be amended to require members to consider how training undertaken had addressed identified development needs.
- 10.3. The Committee asked the Clerk to circulate members' skills audits for update as soon as possible.

11. I&A, Standing Orders and Search Committee Terms of Reference Amendments

11.1. The Clerk outlined the changes made to the Instrument and Articles, Standing Orders and Committee Terms of Reference noting that these were primarily cosmetic in nature except for necessary corrections to membership requirements and removal of references to the Local College Boards following their removal from the Group's governance structure.

11.2. The Committee:

11.2.1. Queried the target membership of the Board in the Standing Orders and asked that it be reduced to 19.

11.2.2. Asked that the Membership of the Committee be amended so as to refer only to a simple minimum of five.

11.3. IT WAS RESOLVED TO recommend the approval of each of the amended Instrument and Articles, Standing Orders and Committee Terms of Reference subject to the changes set out at 11.2.

12. Review of Effectiveness of Meeting and Identification of Emerging Risks

The Committee agreed that the Meeting had been effective and emerging risks had been considered during its course and the Meeting was closed.

The Chair noted that the next meeting of the Committee was to take place in November.



Signed..... Date 06/12/2023

Actions

No.	Minute	Details	Deadline	Responsibility
1	5.1	The Clerk agreed to liaise with the Principal regarding her progress with the previously identified SEND specialist Board candidate	The next Committee meeting	The Clerk
2	7.3	Recommend Mr Mohammed for appointment to the Board	The Board meeting of 18 October 2023	The Clerk
3	7.4	Actions relating to the appointment of Mr Mohammed	The next Committee meeting	The Clerk
4	8.4	Make the various committee and SID appointment recommendations to the Board	The Board meeting of 18 October 2023	The Clerk
5	8.5	Inform members of their recommended appointments	The Board meeting of 18 October 2023	The Clerk
6	9.5	The AoC be recommended for appointment as the College's external governance reviewer for	The Board meeting of 18 October 2023	The Clerk

		2023/24		
7	9.6	The Clerk agreed to inform his AoC contact regarding their appointment and report back to the Committee with next steps as soon as possible	ASAP	The Clerk
8	9.7	The Clerk noted he would report back to the Committee soon for its recommendations regarding the design of the external governance review	ASAP	The Clerk
9	10.1.3	The Clerk noted that a development mapping exercise would be undertaken to identify member training needs and development opportunities would be allocated based on this.	ASAP	The Clerk
10	10.2	The Committee asked that the	The next Committee	The Clerk

		individual development records be amended to require members to consider how training undertaken had addressed identified development needs	meeting	
11	10.3	The Committee asked the Clerk to circulate members' skills audits for update as soon as possible	ASAP	The Clerk
12	11.3	Recommend the approval of each of the amended Instrument and Articles, Standing Orders and Committee Terms of Reference subject to the changes set out at 11.2	The Board meeting of 18 October 2023	The Clerk