

Wakefield College Corporation ('Corporation')

Board of Governors

Search and Governance Committee ('Committee')

Minutes of the Meeting held on 1 February 2022 ('Meeting')

Present: Dmitry Fedotov ('DF'), Andrew McConnell ('Chair'), Martyn Shaw ('MS') and Sam Wright ('SW')

Clerk to the Corporation ('Clerk')

In attendance: Richard Stiff (Chair of Selby College) ('RS'), Vijay Teeluck ('VT') (minute 5 only), Dave Kellett ('DK') (minute 5 only) and Janet Waggott ('JW') (minute 5 only)

Apologies: None

1. Chair, notice and quorum

- 1.1. The Chair reported that the Meeting was a special meeting of the Committee necessitated by the merger with Selby College due to take place on 1 March 2022 ('Merger Date') and that due notice of the Meeting had been given in accordance with the Corporation's Instrument and Articles ('I&A') and its Standing Orders and that a quorum was present. Accordingly, the Chair declared the Meeting open.
- 1.2. The Chair welcomed RS whom he noted had been invited to attend the Meeting in accordance with the Committee's Terms of Reference. He explained that Richard would introduce himself at agenda item 3 and that the Committee would be required to consider making a recommendation to the Corporation regarding his appointment to certain positions within the post-merger governance structure at its next meeting.
- 1.3. The Chair noted that VT, DK and JW (each a governor of Selby College) would be joining the Meeting, one by one, at agenda item 4 to introduce themselves following which the Committee would also be required to consider making

recommendations to the Corporation regarding their appointment to certain positions within the post-merger governance structure.

2. Declarations of Interest

- 2.1. The Chair noted that the members of the Committee each had an interest in agenda item 6 - Membership of the Group Board, Committees and Local Boards under which the Committee would be making recommendations to the Corporation regarding their appointment to positions on the merged college group board, it's committees and local boards.
- 2.2. No further declarations of interest were made.

3. Business of the meeting

- 3.1. The Chair reported that the purpose of the Meeting was to:
 - 3.1.1. make recommendations to the Corporation on the post-merger governance structure of the merged college;
 - 3.1.2. make recommendations to the Corporation regarding the appointment of four external governors to the post-merger group board;
 - 3.1.3. make recommendations to the Corporation regarding the membership of its post-merger committees and local boards (subject to the committee making the recommendations regarding the structure of the merged college at 3.1.2);
 - 3.1.4. make recommendations to the Corporation regarding the constitutional documents to be approved for the merged college including the Instrument and Articles, Standing Orders and Committee and local board Terms of Reference;
 - 3.1.5. make recommendations to the Corporation regarding the approval of a Scheme of Delegation;
 - 3.1.6. make recommendations to the Corporation regarding the approval of a schedule of business; and
 - 3.1.7. to consider the new ETF Governance Maturity Matrix.

4. Introduction from the Chair of Selby College

- 4.1. Richard Stiff noted the following:

- 4.1.1. That he was in his fourth year as a governor of Selby College and was currently serving a two-year period as Chair.
- 4.1.2. His career experience which included time in the FE sector and 30 years in local government culminating with a position of Chief Executive of Angus Council.
- 4.1.3. His voluntary experience which included several non-executive roles including his position as a non-executive director of the Harrogate NHS Foundation.
- 4.1.4. Hi passion for sport including football and cricket.
- 4.1.5. That he would bring strategy development, quality assurance skills and FE experience to the merged college.
- 4.1.6. The Chair outlined the proposed positions which Richard Stiff was to fill in the merged college governance structure. RS confirmed he was content with these and noted the importance of having people with knowledge of the Selby district on its local college board and for recruitment purposes going forwards.

5. Meetings with proposed new members of the post-merger Group Board

- 5.1. The Chair welcomed DK who noted the following:
 - 5.1.1. That he had been a governor of Selby College for 18 years and had chaired its Audit Committee for 14.
 - 5.1.2. His career, which included an Executive Directorship of a local manufacturing company from which he had recently retired, and his work in the community including with Heritage Group at the Selby Abbey.
 - 5.1.3. The skills he would bring to the role including a continuity of knowledge relating to Selby College.
- 5.2. The Chair asked whether DK was happy to be involved on the Castleford Local Board. DK agreed.
- 5.3. The Chair suggested that DK speak to Neil Warren, proposed Chair of the merged college Audit Committee, to hand over Selby knowledge at the first merged college group board meeting. DK confirmed he was available to attend.
- 5.4. Each of the Committee members thanked DK for putting himself forward for governance positions for the merged college.

- 5.5. DK asked when the Castleford Local Board would first meet. The Chair noted that this was unknown and had been delayed due to membership issues but that he hoped this would be no later than May 2022.
- 5.6. DK left the Meeting.
- 5.7. The Chair welcomed VT who noted the following:
 - 5.7.1. Her career experience including her current role as senior lecturer of Maths at a local University. She noted that she would be moving over to the business side of the University shortly to work in apprenticeships including improving courses and student experience.
 - 5.7.2. That she had been a governor of Selby College for approximately one and a half years.
 - 5.7.3. Her reasons for wanting to be a governor which included a desire to improve lives, create opportunities and make well rounded members of society out of people through education. She also expressed a passion for inclusivity and fairness.
 - 5.7.4. The Chair asked whether VT was happy with her proposed positions within the merged college governance structure. She confirmed.
 - 5.7.5. VT asked whether she, as a relatively new governor, would be provided training opportunities. The Chair noted that she would. The Clerk noted that VT had expressed an interest in completing online ETF training and agreed to facilitate this.
 - 5.7.6. Each of the Committee members thanked VT for putting herself forward for governance positions for the merged college.
 - 5.7.7. VT left the Meeting.
- 5.8. The Chair welcomed JW and she noted the following:
 - 5.8.1. The skills that she would bring as a governor of the merged college including business knowledge, particularly relating to Selby and its surrounding areas including skills gaps, a large network on contacts and an ability to act as a critical friend.
 - 5.8.2. Her employment experience including local government culminating in her current position as Chief Executive of Selby District Council and her involvement with parish town councils.
 - 5.8.3. That she had been a governor of Selby College since 2017 but had not served on any committees due to time restraints associated with her job.

- 5.8.4. That she was impressed with how much work had been done to get the merger to the position it was in and that she was grateful to have been invited to speak to the Committee.
- 5.8.5. The Chair asked whether JW was happy with her proposed positions within the merged college governance structure. She confirmed.
- 5.8.6. Each of the Committee members thanked JW for putting herself forward for governance positions for the merged college.
- 5.8.7. JW left the meeting.
- 5.9. The Committee considered each of the applicants for the appointment to the merged college group board and its committees and local boards, as applicable.

6. Post-merger Governance Structure

- 6.1. The Committee considered the post-merger governance structure which, the Chair noted, had been considered by governors many times over the previous months.
- 6.2. IT WAS RESOLVED THAT the post-merger governance structure be recommended to the Corporation for approval from the Merger Date.

7. Membership of the Group Board, Committees and Local Boards

- 7.1. The Chair noted that there were some vacancies in the membership of the post-merger committees and local boards.
- 7.2. The Chair noted that he had agreed to speak to the existing staff and student governors of the colleges regarding their intentions for the remainder of the academic year and explained that the post-merger group board could be supernumerary to ensure that none of these people would lose their place if they wanted to continue.
- 7.3. The Clerk noted that according to its proposed Terms of Reference, to be considered later in the Meeting, the Finance and Resources Committee required a further group board member to be appointed. The Chair agreed to reach out to governors to identify an additional member for the Finance and Resources Committee.
- 7.4. IT WAS RESOLVED THAT:

- 7.4.1. Each of RS, DK, VT and JW be recommended for appointment by the Corporation to the group board for a period of four years (subject to a one-year probationary period);
- 7.4.2. The membership proposals for each of the group's boards and committees as presented to the Committee, including the appointment of each of the proposed non-members, be recommended for approval by the Corporation (the non-members to be appointed for a period of one year), from the Merger Date; and
- 7.4.3. That the Chair be given delegated authority to:
 - 7.4.3.1. finalise the staff and student governor group board membership having liaised with the staff and student governors as outlined at minute 7.2; and
 - 7.4.3.2. update the recommended membership of the Finance and Resources Committee having liaised with governors as noted at minute 7.3.

8. Constitutional Documents

- 8.1. The Committee considered the constitutional documents which the Chair noted had been developed by the Governance Workstream Group.
- 8.2. The Chair outlined some proposed amendments to the Instrument and Articles with which the Committee agreed. The Clerk agreed to amend the Instrument and Articles as agreed by the Committee.
- 8.3. IT WAS RESOLVED THAT the following proposed documents be recommended for approval by the Corporation:
 - 8.3.1. Instrument and Articles (subject to the amendments to be carried out under minute 8.2;
 - 8.3.2. Standing Orders;
 - 8.3.3. Local Board Terms of Reference;
 - 8.3.4. Audit Committee Terms of Reference;
 - 8.3.5. Finance and Resources Committee Terms of Reference;
 - 8.3.6. Curriculum and Quality Committee Terms of Reference;
 - 8.3.7. Remuneration Committee Terms of Reference; and
 - 8.3.8. Search and Governance Committee Terms of Reference, Each from the Merger Date.

9. Scheme of Delegation

- 9.1. It was noted that there were some minor points still to finalise. The Committee agreed that the Clerk should finalise the Scheme of Delegation with the Executive Director Finance and Resources.
- 9.2. MS asked whether more business could be delegated to the committees to allow the group board more time to consider the most important matters. The Committee decided that the document should be recommended as drafted, particularly given that it had been based on a document which was being used successfully by a similarly sized and structured merged college, but that it would likely be amended over time based on the needs of the merged college. The Chair noted that the chairs of each board and committee should be asked to feedback on the efficiency of the document at the end of the academic year.
- 9.3. IT WAS RESOLVED THAT the Scheme of Delegation be recommended to the Corporation for approval from the Merger Date (subject to finalisation in accordance with minute 9.1).

10. Schedule of Business

- 10.1. The proposed schedule of business was noted.
- 10.2. The Clerk was asked to liaise with the Executive Team to determine the dates for meetings for the remainder of the academic year, in particular, whether first meetings of the new Curriculum and Quality and Finance and Resources Committees were required in March. He noted it would be necessary to determine the business to be done to achieve this. The Chair asked that the dates of the proposed meetings be sent to Wakefield and Selby College governors as soon as possible.

11. ETF Governance Maturity Matrix

- 11.1. The Committee considered the Clerk's assessment of the Corporation's performance against the ETF Governance Maturity Matrix.
- 11.2. The Chair asked the Clerk to bring a list of actions back to the Committee's March 2022 meeting which would ensure compliance with the ETF Governance Maturity Matrix by the merged college.

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

12.1. The Committee noted that the Meeting had been effective, and that all necessary business had been conducted. It was agreed that the necessary risks had been addressed.

12.2. The Chair declared the Meeting closed.

13. Date of Next Meeting

The Chair noted that the next Meeting of the Committee was scheduled to take place at 4.00pm on Tuesday 15 March 2022.



Signed..... Date 15/03/2022

Actions

No.	Minute	Details	Deadline	Responsibility
1.	5.3	The Chair suggested that DK speak to Neil Warren, proposed Chair of the merged college audit committee, to hand over Selby knowledge at the first merged college group board meeting.	First merged college group board meeting	DK
2.	5.7.5	The Clerk noted that VT had expressed an interest in completing online ETF training and agreed to facilitate this.	ASAP	The Clerk
3.	7.2	The Chair noted that he had agreed to speak to the existing staff and student governors of the colleges regarding their intentions for the remainder of the academic year	ASAP	The Chair
4.		The Chair agreed	ASAP	The Chair

		to reach out to governors to identify an additional member for the Finance and Resources Committee.		
5.	8.2	The Clerk agreed to amend the Instrument and Articles as agreed by the Committee.	ASAP	The Clerk
6.	9.1	The Committee agreed that the Clerk should finalise the Scheme of Delegation with the Executive Director Finance and Resources.	ASAP	The Clerk
7.	9.2	The Chair noted that the Chairs of each board and committee should be asked to feedback on the efficiency of the Scheme of Delegation at the end of the academic year.	July 2022	Chairs
8.	10.2	The Clerk was	ASAP	The Clerk

		<p>asked to liaise with the Executive Team to determine the dates for meetings for the remainder of the academic year, in particular, whether first meetings of the new Quality and Curriculum and Finance and Resources committees were necessary in March. He noted it would be necessary to determine the business to be done to achieve this. The Chair asked that the dates of the proposed meetings be sent to Wakefield and Selby College governors as soon as possible.</p>		
9.	11.2	The Chair asked the Clerk to bring a list of actions	15 March 2022	The Clerk

		back to the Committee's March 2022 meeting which would ensure compliance with the ETF Governance Maturity Matrix.		
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