

Meeting of the Search and Governance Committee

Monday 8 March 2021 at 5:30pm
via Microsoft Teams

Committee Members Present: David Griffin (Chair), John Abbott, Barbara Barratt, Jonathan Langdon and Mary Tighe.

In Attendance: Emma Fielding (Principal), Bettina Walker (Clerk)

MINUTES

S&G 19 1. Terms of Reference and Apologies for Absence

The Committee noted the Terms of Reference, which had been approved by the Corporation at its December 2020 meeting.

The Committee considered that the duty referring to the interview panel under “Search” should be amended to “Each potential candidate will be interviewed, normally by the Chief Executive, Principal and the Chair of the Corporation *and two other governors, normally members of the Search Committee*”

Apologies were received from Moira Reynolds.

S&G 20 2. Declarations of Interest

John Abbott, Jonathan Langdon and David Griffin having dual membership with both the College and the Richard Huish Trust, declared an interest for agenda items relating to the Richard Huish Trust.

3. MINUTES AND MATTERS ARISING

S&G 21 3.1 *Minutes of previous meetings

For the minutes of the meeting held on 12 October 2020, minute SG5 was amended to read: “Committee members discussed the further debate *to take place* at the Corporation meeting in December.”

RESOLVED: that the corrected minutes of the meeting held on 12 October 2020 be approved and signed as a true and accurate record.

For the minutes of the extraordinary meeting held on 12 January 2021, minute SG15 was amended to read “As a result there were *two* governors that had served on the Board of the College for more than 20 years.”

RESOLVED: that the corrected minutes of the extraordinary meeting held on 12 January 2021 be approved and signed as a true and accurate record.

S&G 22 3.2 *Matters Arising Report

The Committee noted that Parent Governor Elections and Student Governor Recruitment had taken place. Other matters arising were covered on the agenda.

Action

Clerk

4. ACADEMISATION UPDATE – GOVERNANCE STRUCTURE

S&G 4.1 *Academisation Update

23 The CEO reported that a proposal for the governance structure for the Richard Huish Trust (RHT) if RHC joined the Trust, had been discussed with the RHT Board of Directors. Jonathan Godfrey, the Consultant engaged by the College to advise on academisation, had been consulted about the potential governance structure, and the break-out groups during the Corporation Strategy afternoon on 5th February had also touched on this.

The proposal was that some of the core corporate functions such as Governance, Audit and People would move to be sub-committees of the RHT Board of Directors, with responsibilities across all the schools in the Trust. The proposed functions and responsibilities of these committees had also been circulated to the Committee.

The Local Governing Board (LGB) of the College would retain the responsibility for the quality of provision, with a similar remit to the current Academic Planning & Quality Committee, but also including Safeguarding, Equality & Diversity, College finances and some other functions. A College Finance & General Purposes sub-committee was likely to remain to overlook College finances, estates and property. This would report to the LGB, but also to the RHT Finance Committee.

The Foundation Trust would retain its relationship with the College but would also have a link with the RHT Board of Directors.

The Committee commented that the proposed governance structure and changes to the College's Board of Governors would need to be explained and discussed with the current College Governors, so that they understood how duties, functions and responsibilities would change from being an independent Corporation to being an Academy Local Governing Body. The CEO stated that further discussion on academisation would take place at the March meeting of the Corporation.

The Governor Search function would be the responsibility of individual Local Governing Bodies, with the Board of Directors approving appointments.

S&G 4.2 Skills Audit

24 The Committee noted that the Clerk had been working on a template for a Skills Audit and would share this with the Consultant undertaking the Governance Review.

The plan was to agree a proposed governance structure with the Corporation at its March meeting, which would then allow the specification for a Skills Audit to take place in the summer term.

The Committee noted that Local Governing Boards had a membership of 12-15, and that there were also some vacancies on the Board of Directors. A skills audit would help to determine the appointment of governors and directors in the new governance structure.

S&G 5. EDUCATION TRAINING FOUNDATION (ETF) REVIEW OF GOVERNANCE

25 In February, the College had learned that undertaking the ETF Governance Review recommended by the FE Commissioner's Office would be a requirement for the College to come out of the ESFA early intervention category.

The CEO, Chair, Principal and Clerk had spoken to Sandra Prail at the Education Training Foundation in February to try and make the scope of the governance review suitable and helpful to the College's position of transitioning from a Corporation to an Academy. As the ETF Governance Reviews were in a pilot phase, Sandra went back to the ETF with the College's particular needs, and the ETF had agreed a modified scope.

The Committee considered the scope and noted that it was likely that some aspects of a standard review would still take place. The CEO, Chair, Principal and Clerk would be speaking to Sandra Prail in more detail this week and would re-emphasise that what the College needed was a forward-looking review, not one that looked at current governance. The proposed questionnaire to be sent to governors was, for example, not seen to be suitable in the College's circumstances.

The proposed timetable for the review was noted, and it was hoped that the majority of the College's input such as providing documents, interviews with the Principal, CEO, Chair, Clerk and some Governors would take place before the Easter break.

The College would state its wish that, by engaging with this Governance Review, there would be external and helpful input into a governor skills audit and guidance with moving towards putting the new governance structure in place.

6. GOVERNOR MEMBERSHIP REPORT

S&G 6.1 Update on Governor Appointments

26 The Committee noted that the following Governors were coming to the end of their terms of office:
Nicki Reid in March 2021 and Jonathan Langdon in May 2021

Following the previous discussion about the stability of the Board's membership as the College transitions from a Corporation to an Academy, the Committee considered the extension of terms of office until the new Academy governance structure and membership had settled.

The Chair had spoken with Nicki Read who was willing to be re-appointed. The Committee discussed Nicki Read's skills, experience and performance as a Governor, and with a majority vote of 3 to 1 plus one abstention, the Committee recommended that Nicki Read's term of office be extended until the Academy governance structure was in place, and then be reviewed again.

Jonathan Langdon had also expressed his willingness to be re-appointed, and the Committee noted his valuable contribution. The Committee recommended that Jonathan Langdon's term of office be extended until the Academy governance structure was in place, and then be reviewed again.

Resolved: The Committee recommended to the Corporation that Nicki Read's and Jonathan Langdon's terms of office be extended until the Academy governance structure was in place, and then be reviewed again.

The Committee noted that the two Parent Governors, Aaron Reid and Ian Brown, and two new Student Governors, Ella Tonge and Grace Howard, had been appointed and their induction was taking place. The new governors would start to attend from the March meetings onwards.

The Chair reminded the Committee about the discussions taking place with Nic Blunsum, the acting Head at Bishop Fox's School, joining the Corporation as a Governor with local education experience, thereby filling an identified gap in the Board's collective skills, knowledge and experience. Although the Corporation had supported the appointment, Nic needed to discuss the potential appointment with the governors at the School to ensure that they did not see the appointment as a conflict of interests. Both the Headteacher and Governors at Bishops Fox's had now given their support Nic's appointment as a Governor at Huish. The Corporation had agreed that this appointment could be made by electronic resolution, and the Clerk would seek the approval.

S&G 6.2 Update on Committee Membership

27 A review of Committee Membership had taken place by the Chair, CEO and Principal, and there was a vacancy to be filled on the Audit Committee, whilst the Academic Planning and Quality Committee had a large membership. The Committee discussed some changes to committee appointments, noting that some would be temporary pending the new governance structure being put into place when Governors would be placed according to their skills and experience.

Resolved: The Committee recommended the following appointments to committees:

In order for the Audit Committee to become quorate for the remainder of the academic year:

Dave Tomaney - to temporarily come off AP&Q and F&GP to join Audit Committee
Ian Brown - to join Audit Committee
Nicki Reid - to temporarily remain on Audit Committee

Nic Blunsum - to join AP&Q
Aaron Reid - to join AP&Q
Ella Tonge - to join AP&Q
Grace Howard - to join AP&Q taking over from Yuqi Cao in July 2021, attending as an observer until then

S&G 7. GOVERNORS' REGISTER OF INTEREST AS AT MARCH 2021

28 During January, the Clerk had asked Governors for any updates on their Register of Interest entries and Mini biographies. The Committee noted the revised Register of Interests.

S&G 8. Any Other Business and items for next Date of the Next Meeting

29 The Committee asked about Governors appraisals and noted that the Clerk was working on a template. Appraisals would be held once governors had settled into their roles under the new governance structure.

Governors noted the next meeting would take place on Monday 24 May 2021.

The meeting ended at 7pm

Chair _____

Date _____