

GREENHEAD COLLEGE CORPORATION

**Minutes of the Search & Governance Committee meeting held virtually using Teams
Monday 1 November 2021, 4.30pm**

Govs present: Alison Jones; Chantal Forrest; Richard Armstrong; Simon Lett (Principal); Stuart Irving (from 4.40 to 5.01pm); Sue Ellis (Chair); Vic Wright

In attendance: Ian Leedham (Clerk)

Apologies: none

AGENDA ITEM	DISCUSSION	ACTION
1. Welcome, apols	SEL welcomed members. No apologies.	
2. Declarations	No declarations of pecuniary/prejudicial interest.	
3. Minutes 8/6/21 & matters arising not on agenda	Minutes 8/6/21, previously circulated, agreed by Committee, signed by Chair, returned to Clerk for filing. No matters arising beyond those on agenda.	Clerk
4. Review Corporation composition	<p>Committee reviewed current Corporation composition document, previously circulated, whilst considering succession & recruitment planning:</p> <ol style="list-style-type: none"> 1. CFO's term of office to expire 30/11 (she will finish then); to be replaced by Elliot Gill <i>as per min 5.1 below</i> 2. SEL to finish Easter 2022 – this will leave one vacancy at that point – to be considered at Corporation meeting 6/12 3. noted that we are building an increasingly diverse and experienced Governing Body 4. RAR: after Christmas, to check with all Govs whether they want to change any of their Committee memberships 5. noted that both Q&S and CDC need vice-chair 6. RAR: continuing to liaise with Kasim Sheikh regarding Q&S chair arrangements (if KSH became chair, RAR would be vice-chair). 	<p>Clerk re agenda</p> <p>RAR/Clerk</p>
5. Potential new Governors	5.1 SEL updated Committee following interview with Elliot Gill held on 28/10/21. Elliot brings substantial capital project management expertise, as set out in his CV, previously circulated. He works for Laing O'Rourke and has no conflict of interest in respect of Galliford Try. He has a daughter at Greenhead in A2. Clerk to circulate interview notes and questions sheet. Two recommendations from SEL	Clerk

<p><i>SIR arrived 4.40pm</i></p>	<p>unanimously agreed by Committee members:</p> <ol style="list-style-type: none"> 1. that Elliot be appointed as External Governor with 4-year term of office 2. that SEL, via Clerk, will seek Corporation sign-off by email given next Corporation meeting is some way off (6 Dec) & desire to get his input prior to that and particularly for Govs' Strategy Devt Day 1 Dec (which he intends to join) 3. that, subject to above sign-off, Elliot will join Cap Devt Cttee (and that RAR might subsequently broach possibility, later on, of joining A&R also). <p>5.2 Further potential new Governor, JW (marketing, sales). SEL proposed, and Committee agreed, to keep his candidature warm but not to progress at this point, on basis that priority now is to fill the gap in capital development expertise (as per Elliot Gill above). Can re-consider JW potentials in Jan-Mar 2022.</p> <p>5.3 SLE asked whether we are still seeking a Governor with FE expertise – SEL confirmed we are (and noted this could be the focus for filling the vacancy once she departs Easter 2022) – SLE to make further enquiries with person he approached previously.</p> <p>5.4 CFO pointed out that audit skills is another gap/requirement identified by the recent Govs' self-assessment.</p>	<p>SEL via Clerk</p> <p>SEL</p> <p>SLE</p>
<p>6. Governors' self-assessment & skills matrix 2021</p>	<p>6.1 Committee considered Governors' self-assessment & skills matrix 2021 draft report (Clerk), previously circulated. Main points of discussion:</p> <ol style="list-style-type: none"> 1. report appears valid and accurate; from her experience, VWR pointed out these kinds of results are to be expected 2. CFO picked up on Govs' concern that meetings are not dominated by small number of members: RAR argued this is linked to chairs such as himself being keen to encourage full range of contributions (which Committee welcomed); AJO wondered if the concern might link to the broader point about meetings being too long; AJO/VWR argued that reverting to face-to-face meetings will help with getting a better balance between broader participation and shorter meetings; SEL argued that priming specific Govs in advance of specific conversations could help to focus discussion whilst broadening participation 3. on meetings being too long, SLE wondered if time limits for agenda items might help, whilst recognising this could be overly mechanistic, and also noted that use of executive action cover sheet has helped to sharpen business (and that this trend can be further enhanced); SEL argued that Govs should have licence to challenge 	

<p><i>SIR departed 5.01pm</i></p>	<p>discussions that are too long and/or dominated by a specific member or members</p> <ol style="list-style-type: none"> 4. on further improving the executive action cover sheet, CFO argued for explicitly telling Govs what is expected of them, e.g. noting, discussing, deciding (Clerk: this could be specified in point 3 on the sheet) and encouraging more 'by exception' reporting 5. SIR was surprised by the point about S.L.T. sometimes coming across as defensive – his experience is the opposite 6. VWR wondered if self-assessment, or aspects of it, could usefully be repeated after a few months of reverting to face-to-face meetings 7. SLE argued for giving Staff Govs & Student Govs a specific slot on Corporation agendas, where they can relay key information from staff/student perspective having canvassed wider opinion in advance – SEL in favour of this being framed in terms of responding to Principal's Report – agreed by Committee – Clerk to action. <p>6.2 Committee agreed:</p> <ol style="list-style-type: none"> 1. Clerk to produce summary report for Corporation on actions to be taken (summarising from 6.1 above) 2. Clerk to send Committee-specific feedback to respective Committee chairs. <p>6.3 Linked to the above, Committee considered draft Governance Self-Assessment Report (drafted by RAR), previously circulated. In response to VWR's question about the purpose of this, RAR explained it is essentially a critical review of governance practice (retrospectively, in 2020/21) along with suggestions on how practice can be improved, with Ofsted being the principal audience. Committee agreed with RAR's suggestion that this draft S.A.R. be edited (by RAR/Clerk) and then taken to Corporation 6/12. Editing will:</p> <ol style="list-style-type: none"> 1. take on board feedback that SEL will provide 2. include an executive summary, which VWR offered to help with (VWR to feed back to RAR) 3. reflect CFO's suggested amendment of 'Audit Questions' (table p.2) to 'Self-Assessment Questions' 4. ensure consistent reference to 2020/21. 	<p>Clerk</p> <p>Clerk</p> <p>Clerk</p> <p>Clerk</p> <p>RAR/Clerk/ agenda SEL</p> <p>VWR</p>
<p>7. Diversity survey of Governors</p>	<p>Verbal update on diversity survey of Governors, in support of more diverse recruitment: Clerk has made initial enquiries with Jess (HR Manager) but has not had time/capacity to progress this properly – will do so in advance of next meeting 7/2/22. To assist, AJO offered to send Clerk a blank copy of the diversity survey she has used in her work. Committee emphasised that responses are optional and treated on an anonymous basis.</p>	<p>Clerk/ agenda AJO</p>

8. Policies	No policies to review on this occasion.	
9. COVID and new build risks & mitigation	SLE: nothing additional at this point; will be update to F&E/A&R meeting(s) 15/11/21.	Clerk re agenda
10. AoB	None.	
11. Confidentiality	No specific confidential items identified.	
12. Date next mtg	S&G Mon 7 Feb 2022, 4.30pm, format T.B.C.	Govs note

Minutes prepared by Ian Leedham (Clerk to the Corporation) on 18/11/21

Approved & signed by Chair, Sue Ellis, on 7/2/22