

GREENHEAD COLLEGE CORPORATION

**Minutes of the Search & Governance Committee meeting held virtually using Teams
Monday 6 November 2023, 4.30pm**

Govs present: Alison Jones (Chair); Connie Laing; Heather Roebuck; Jon Walker; Richard Armstrong; Simon Lett; Stuart Irving (from 16.39)

In attendance: Sharon Roper (Clerk)

Apologies: Marjan Khatib

AGENDA ITEM	DISCUSSION	ACTION
1. Welcome, apologies	AJO welcomed participants. Apologies received as above.	
2. Declarations	No declarations of pecuniary/prejudicial interest.	
3. Minutes 22/5/23 & matters arising not on agenda	3.1 Minutes 22/5/23, previously circulated, agreed by Committee, signed by Chair, returned to Clerk for filing. 3.2 No matters arising.	Clerk
4. Review Corporation composition	Committee reviewed current Corporation composition document, previously circulated, whilst considering succession & recruitment planning: Review current membership - 1. Three parents applied to become parent governors, upon notification that there would be an election one of the candidates withdrew. The remaining two candidates will fill the two parent governor vacancies and be ratified at Corporation (4/12/23). One is a qualified financial advisor and RAR will speak to her about potentially joining F&E committee and/or Q&S. The other person works in the IT/software sector and RAR will speak to him about A&R, Q&S or S&G membership. HRO said that a qualified financial advisor might also have audit and risk experience. 2. CSH has stood down as governor, EWY (associate governor) will be appointed as a full governor at Corporation. He will be joining the A&R to help strengthen it and is a potential future chair for this committee. 3. RAR has recently offered all governors the opportunity to review their committee memberships and responsibilities. During this review he has also focussed on strengthening the A&R committee membership.	

	<p>The committee reviewed the proposed changes to committee membership, previously circulated and agreed them. These will go to Corporation (4/12/23) for final approval.</p> <p>4. AJO asked if there are restrictions that a governor cannot sit on both A&R and F&E committees – there aren't. Restrictions are that the Corporation Chair cannot be a member of A&R and also the Principal cannot be a member of A&R but can attend meetings as an observer.</p> <p>5. HRO asked about working groups as she is the Lead Governor for Mental Health and hasn't been invited to their meetings. RAR said that governors aren't expected to attend, if they do want to, this can be arranged.</p> <p>6. RAR said that the Corporation will look to appoint CLA to the next full governor vacancy.</p>	Clerk for agenda
<p>5. Draft Governor Skills Analysis</p>	<p>Members considered the draft Governor Skills Analysis 2023, previously circulated.</p> <p>1. Audit and Risk, Education Sector knowledge and Ofsted are seen as weak areas.</p> <p>2. RAR said the above weaker areas will be covered in governor development sessions during the year.</p> <p>3. MHO has recently been appointed as an external governor, he has an education background and will help strengthen the board in this area.</p> <p>4. Last year, 'links to business' was a weak area (42% of governors said they had no links), following a change to how this question was phrased, 79% of governors responded that they have some links to business.</p> <p>5. CLA suggested that new governors be asked to complete the skills matrix when appointed.</p>	Clerk
<p>6. Draft Governor Self-Assessment 2023</p>	<p>Members considered the draft Governor Self-Assessment 2023, previously circulated.</p> <p>1. One of the main issues identified from the survey was the A&R committee. AJO said that the actions (min 4.3) above, that RAR has taken will start to address these issues.</p> <p>2. Feedback from governors is that meetings can be too long and how the meeting time is used could be improved. RAR said that he and the Clerk will look at the Corporation agenda to find a way of shortening the meetings, the meetings do start on time but can run over.</p> <p>HRO suggested setting expectations that if committees have ratified something it normally doesn't need debating at Corporation again unless an important issue has been identified.</p> <p>RAR said that items have started to be put on the agenda 'to note' rather than be discussed; if governors do raise something they are quite rightly looking for clarification about it.</p>	Clerk/RAR

<p>8. External Governance Review</p>	<p>External Governance Review, paper previously circulated.</p> <ol style="list-style-type: none"> 1. Three organisations were asked to tender after sending them our specification. One declined as they didn't have the availability to complete our review this academic year. Stone King and the Association of Colleges both submitted bids. 2. The paper summarises key points from the bids including the people who undertake the reviews, what they propose to do, the timelines and the costs. 3. AOC uses existing governors or clerks to do their reviews, Stone King are proposing to use an external person who has a strong governance background across all levels of the education sector and this person lives in Huddersfield, knows of GC and his children attended GC several years ago. RAR recommended that appoint Stone King. 4. AJO asked about the ability of the reviewers to be able to bring forward best practice from other reviews. RAR said the Stone King reviewer is experienced with education organisations and has worked for the Scottish government. 5. JWA said as the review is mandatory, but the board is unconvinced of how it will help us, is a cheaper alternative a better option. RAR said the cost is £7000 plus VAT, cheaper alternatives will check that we comply with governance requirements, but the value is limited, and we wouldn't be given best practice or improvement suggestions. SLE said feedback from other colleges confirmed they did not see much benefit from their reviews. 6. AJO asked how frequently we have these reviews – currently it's every four years. 7. The committee members approved the appointment of Stone King to undertake our External Governance review. 	<p>Clerk to progress</p>
<p>9. Policies to review</p>	<p>Code of Conduct for Governors, previously circulated, all changes are highlighted in red.</p> <p>HRO sent grammatical amendments through by email prior to the meeting.</p> <p>RAR asked that Associate Governors are acknowledged in the document as they are expected to hold the same standards as full governors although they don't hold the same responsibilities because they don't have a vote.</p> <p>SLE said Mission Statement is mentioned twice, this document name has now been changed to Purpose & Principles.</p> <p>The committee approved subject to the above changes being made.</p>	<p>Clerk to amend</p>

10. Any other business	RAR said there are a few governors who are due to finish their first term in 2024. He will approach them ahead of the next S&G meeting to confirm if they wish to stay on for another term.	RAR
11. Confidentiality	Documents with named individuals (Corporation Composition and Committee Attendance).	
11. Date next mtg	Date: S&G Mon 5 Feb 2023, 4.30pm, format via Teams	

Minutes prepared by Sharon Roper (Clerk to the Corporation) on 15/11/23

Approved & signed by Vice Chair, Stuart Irving on 5/2/24