

TRAFFORD & STOCKPORT COLLEGE GROUP

**Minutes of the Search Committee
held at 3.00 pm on Wednesday 24 January 2024 via MS Teams**

Present:	Graham Luccock James Scott Graham Briscoe	(Chairperson) (Principal and CEO) (External Co-opted Member)
In attendance:	Rebecca Clare Alison Duncalf	Corporation Secretary Deputy Corporation Secretary

Minute No**SEA/01/24 Apologies for Absence**

The Corporation Secretary (CS) reported that apologies for absence had been received from Louise Richardson (Independent Member).

SEA/02/24 Declarations of Direct or Indirect Interest in any of the meeting's business items

Graham Briscoe (GB) declared an indirect interest as an Independent Member of the Welsh Joint Education Board. Members were of the view that the declared indirect interest was unlikely to impact upon the contributions of GB to the meeting.

There were no other declarations of either direct or indirect interest in any of the items on the agenda.

SEA/03/24 Minutes of the Search Committee Meeting held on 14 September 2022

The minutes of the meeting were approved and accepted as a correct record.

SEA/04/24 Matters Arising from the Minutes

- i) SEA/16/22 – Matter Arising – Appointment of Independent Members to the Board of the Corporation – Alumni (SEA/04/21)

The CS reported that she had met, the previous day, with the Director of Marketing and External Relations and reported that due to ongoing capacity issues within the Marketing Department no progress had been made in respect of the alumni. The CS added however that the Marketing Team had been working organically with the Student Services Manager with a view to identifying any potential students that may have an interest in membership of the Board of the Corporation.

It was further suggested that opportunities to contact any known former students of the Group could also be progressed. **The Principal and CEO (PCEO) highlighted the current President of the Greater Manchester Chamber (Robin Phillips), a Stockport College Alumni, and undertook to progress contact accordingly.**

Action: Principal and CEO

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A member further commented that some establishments found it useful to contact previous members of their Students Union or equivalent bodies. The PCEO explained that this work is undertaken by the Student Experience Manager.

ii) Matter Arising – Appointment of Co-opted Member of the Search Committee

Members noted that Glad Capewell had since resigned from her Co-opted membership of the Search Committee.

iii) SEA/17/22 – Appointment of Student Governors 2022

An update was presented in relation to the current Student Member appointments and it was noted that the following appointments were in place for the 2023-2024 academic year:

- Uswah Sayyed was continuing in the role of Student Member for a further academic year
- Blerta Shira was appointed Student Member at the commencement of the 2023/2024 academic year
- Marie Templeton was continuing in the role of HE Student Representative for a further academic year.

iv) SEA/16/22 – Appointment of Independent Members to the Board of the Corporation

It was reported that the Appointments Panel recommendations had led to successful appointments to the Independent Member of the Board of the Corporation vacancies in relation to Charlotte Barratt; Emily McIntosh; and Jonathan O'Brien.

v) SEA/20/22 – Appointment of Co-opted Members of the HE Curriculum and Quality and Audit Committees

It was reported that Claire Stocks had successfully been Co-opted to the membership of the HE Curriculum and Quality (HE C&Q) Committee. **The Chairperson undertook to progress the current position of Kurt Allman in relation to his Co-opted membership of the HE C&Q Committee.**

Action: Chairperson

It was further reported that Matthew Swann had been successfully appointed to the position as a Co-opted Member of the Audit Committee.

vi) SEA/21/22 – Annual Governance and Governance Professional's Training and Development Report 2021-2022

In respect of the training and development priorities it was noted that the Governor Training Event scheduled to take place later in the day would include SEND and Higher Needs as well as Risk Appetite.

vii) SEA/22/22 – Review of Governance Documentation 2022-2024

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There was confirmation that the key tasks in respect of the Chairperson of the Board of the Corporation had been duly amended and updated in relation to more accurately reflect the process adopted in relation to the leadership performance reviews.

There were no further matters raised by members arising from the minutes.

SEA/05/24 Search Committee Terms of Reference

The CS referred members to the previously circulated report and the proposed draft Terms of Reference for the Search Committee to cover the period 2024 to 2026.

There was confirmation that the terms of reference were being reviewed as part of business cycle to ensure governance arrangements were appropriate and effective.

A summary of the proposed changes were outlined and the following was highlighted:

- the revised wording in respect of the reappointment of existing members
- clarity around the composition and balance of the Board and its serving committees and the making of recommendations by the Committee to the Board of the Corporation
- proposals in relation to the current membership of the Search Committee and an increase to its membership, consistent with the considerations arising from the External Governance Review, to attain greater flexibility and support succession planning.

Questions and comments were invited from members.

- A member commented on section 4 and the reference to members of Committee normally serving a four-year term of office unless determined otherwise by the Board of the Corporation. The omission of reference to the number of terms that could be served was highlighted.

The CS outlined the position in relation to Board membership and specification of the number of terms of office. The CS undertook to revisit the wording to provide greater clarification.

Action: Corporation Secretary

There were no further questions or issues raised by members and following due consideration and deliberation it was resolved that the proposed Search Committee Terms of Reference 2024-2026, incorporating the above revision, be recommended to the Board of the Corporation for approval.

Action: Corporation Secretary/Board of the Corporation

SEA/06/24 Board Membership Profile

The CS referred members to the previously circulated report and information in relation to the membership profile of the Board of the Corporation.

There was confirmation that the outcomes from the Individual Non-Executive Governor process were reviewed by the Committee on an annual basis, with a view to the Committee being informed on its decision making when giving consideration to, and making recommendations in relation to appointments to the Board of the Corporation.

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Members were referred to the accompanying information in relation to:

- Outcomes of the Skills Audit 2022-2023
- Ethnicity, Gender and Disability Profile
- Skills, Knowledge and Experience Register
- Terms of Office
- Committee Membership arrangements.

The following aspects and emerging themes from the information provided were highlighted:

- that 18 members had completed the skills audit arising from which no significant skills gap had been identified and further that it was considered there were appropriate skills to enable to the Board to conduct its business effectively
- the areas identified within the audit as to where there was little or no knowledge included purchasing and procurement; competitive tendering; employment law; and industrial relations
- with respect to the areas identified it was considered that appropriate external support could be sought as appropriate
- that the training needs identified would be used to inform future training events
- the gender, ethnicity and disability profile of the membership recognising that in recent years there had been a significant change to the profile
- a summary of the terms of office of the membership of the Board of the Corporation which also included an overview of committee membership.

Consideration followed in relation to the current size of the Board of the Corporation in relation to the information presented and the outcome of the Governance External Review. Members were invited to review the current vacancies, of both independent and co-opted members, and to make proposals accordingly under the later agenda item.

Questions and comments were invited from members.

- A member highlighted the limitations in respect of the legal knowledge of members.

The CS responded that this gap could be considered when making future appointments. It was noted that a number of members, whilst not practicing, held law degrees and external expertise could be sought if required.

- A member referenced the new legal and compliance requirement placed on educational establishments and the legal obligation as set out by the Department for Education (DfE) around careers.

It was suggested that careers knowledge was not specified within the DfE terms however there was confirmation that careers was addressed via a Governor Link responsibility. There was agreement that careers be added to the future skill listings.

Action: Corporation Secretary

- **A member, with reference to the terms of office of members, highlighted the number of individuals whose terms of office ended during the 2025/2026 academic year.**

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There was agreement that this aspect be addressed moving forward.

Action: Corporation Secretary

- **A member with reference to the stakeholder comparator information highlighted the omission of wider local information which could be used to inform as to whether the Board was reflective of its local population.**

The CS undertook to review the information provided within future reports.

Action: Corporation Secretary

In relation to the information provided in respect of Committee membership the CS undertook to update the HE Curriculum and Quality Chairperson.

Action: Corporation Secretary

- **Clarity was sought by the Co-opted Member in relation to his own term of office which was due to expire in June 2024.**

There was confirmation that GB was approaching the end of his second term of office.

There were no further questions or issues raised by members and following due consideration it was resolved that the position in respect of the Board Membership Profile be received and noted.

SEA/07/24

Appointment of Independent Members to the Board of the Corporation and Current Vacancies on Committees.

The CS referred members to the previously circulated report and information in relation to the current status of vacant positions (3 independent members plus one current member for whom their term of office expired in 2024) as well as a summary of applications and the outcome of the governance survey as undertaken in January 2024.

With reference to the current member whose term of office was due to expire it was confirmed that JB had indicated her preparedness to serve a further term of office. There was recognition of the excellent contribution of JB as both a governor and Chairperson of the Remuneration Committee, as well as her experience/skills in the areas of employment law and local skills needs, the latter of which was of particular importance in the context of the new duty recently placed on colleges.

Members of the Committee were agreed that it be recommended to the Board of the Corporation that JB be appointed to a further four-year term of office.

Action: Corporation Secretary/Board of the Corporation

Consideration followed in relation to the current Committee vacancies and the following was recorded:

- **Search Committee (2 Co-opted or 2 Independent Members)**

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It was noted that there currently were 2 Co-opted or 2 Independent Member vacancies (should the proposed revised Search Committee terms of reference be adopted). The CS confirmed interest in the membership of the Search Committee had been expressed from 4 serving members via the recent Governance Survey.

Reference was further made to the recommendations made by the External Governance Review and associated Succession Planning arising.

A member commented on the wider external role of the Committee in terms of its membership having experience of a range of sectors and knowledge. The view was also expressed that there was also a need for balance and to respond to those members expressing an interest in the membership of the Committee as well as the commitment of the Board to developing the governance experience of individuals.

Discussion followed in relation to the expressions of interest and there was agreement as to the value that could be gained from the experience of the Vice Chairperson of the Board of the Corporation (SD) as a member of the Committee. It was further agreed that the the equality, diversity and inclusion (EDI) focus of the Committee would be strengthened via the appointment of the current EDI Link Governor (MR).

The Chairperson undertook to progress the proposed appointments with the interested parties accordingly.

Action: Chairperson

- HE Curriculum and Quality Committee (1 Co-opted Member or 1 Independent Member)

The CS confirmed that there was currently one Co-opted member vacancy on the Committee and it was reported that one external potential candidate had been identified via Governors for Schools. Further to consideration of the submission made by the candidate it was agreed that at this time their interest would be not be progressed.

Members recognised that historically it had been difficult to recruit members to the Committee with HE experience.

Wider discussion followed in relation to the terms of reference of the HE Curriculum and Quality Committee and the option to update the terms with a view to securing greater flexibility to its membership.

Action: Corporation Secretary/HE Curriculum and Quality Committee

Further discussion followed around the current membership of the Committee in the context of attendance. The Chairperson undertook to explore with individual members of the Committee their future membership and commitments (KA and FD).

Action: Chairperson of the Committee

The CS confirmed that there had been one expression of interest from an Independent Member of the Board of the Corporation in relation to membership of the HE Curriculum and Quality Committee (OB). There was recognition of the

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complementary skill base of OB and the Chairperson undertook to progress the expression of interest further.

Action: Chairperson of the Committee

- Audit Committee (1 Independent Member)

The CS reported that 2 potential candidates had been identified as well as one expression of interest from an Independent Member (OB).

The CS took members through the applications received from the 2 potential candidates. There was agreement that the applications were strong in respect of their skills sets and it was agreed that the applications be progressed via an Appointments Panel.

Action: Appointments Panel

In relation to the interest from the Independent Member (OB) it was noted that their interest in the membership of another Committee was being progressed and that at this time their interest in membership of the Search Committee would be held in abeyance.

- FE Curriculum and Quality Committee (1 Independent Member)

The CS reported that EMI had indicated her interest in the membership of the FE Curriculum and Quality (FEC&Q) Committee. There was agreement that the skill set of EMI would be complementary to the current membership of the Committee.

It was noted that attendance by EMI, at meetings of the FEC&Q Committee, was likely to be remote.

The Chairperson undertook to progress the expression of interest accordingly.

Action: Chairperson

- Resources Committee (Impending 1 Independent Member vacancy)

The CS indicated that JG had intimated that she would be standing down as an Independent Member in July 2024. Members noted that this would lead to a vacancy in the chairing role and further that the Vice-Chairperson (JW) was currently taking a period of sabbatical leave.

The Chairperson reported that an approach had been made to AH with a view to her becoming Vice-Chairperson of the Committee for the remainder of the current academic year, subject to approval by the Committee.

Action: Corporation Secretary/Resources Committee

There were no further questions or issues raised by members and following due consideration it was resolved that:

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- a) the application of an extension to a further four-year term of office, until 2028, from the current Board member (JB) be recommended to the Board of the Corporation for approval;
- b) the Chairperson to progress the proposals of the Committee in relation to membership of the Search Committee and the appointments of SD and MR subsequently be recommended to the Board of the Corporation for approval;
- c) the Chairperson progress the interest of OB in relation to membership of the HE Curriculum and Quality Committee and that the appointment of OB subsequently be recommended to the Board of the Corporation for approval;
- d) that the two external candidates, in relation to the Search Committee membership vacancies, be invited to meet with the Governor Appointments Panel with a view to the Panel making an appropriate recommendation concerning the candidate's appointment to the Board of the Corporation; and
- e) the Chairperson progress the interest of EMI in relation to membership of the FE Curriculum and Quality Committee and that the appointment of EMI subsequently be recommended to the Board of the Corporation for approval.

SEA/08/24 Governance Survey Report

The CS referred members to the previously circulated report and information from the Governance Survey to inform succession planning and the schedule for future meetings.

The CS confirmed that the survey had been conducted post the External Governance Review and went on to summarise the outcomes:

- interest from several members to serve on additional committees;
- identification of those individuals with a future interest in Chairperson roles of committees of the Board of the Corporation;
- early consideration of succession planning and potential interest of individuals in relation to Chairperson and Vice Chairperson roles of the Board of the Corporation; and
- identification of availability for alternative meeting times to support governor engagement and enhance visibility.

In relation to the position where members had registered an interest in committee membership, but that at this time there were either no vacancies or alternative recommendations had been made, it was agreed that their interest would be revisited and reviewed at their annual one-to-one meeting with the Chairperson of the Board of the Corporation in the summer term 2024. It was noted that the expressions of interest related to the Search Committee (CB and HL); the Remuneration Committee (HL and JOB, if required); and the Resources Committee (HL).

Action: Chairperson of the Board of the Corporation/Corporation Secretary

Reference was made to those members who had indicated an interest in the future Chairperson/Vice-Chairperson roles of the Board of the Corporation and its committees which (Audit Committee; HE Curriculum and Quality Committee; and FE Curriculum and Quality Committee).

It was noted that SD had indicated her preparedness, in due course, to mentor interested parties, particularly in relation to the Vice-Chairperson of the Board of the Corporation and Chairperson of the FE Curriculum and Quality Committee roles.

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It was agreed that mentoring would be put in place in relation to OB's expression of interest of becoming a future chairperson of the FEC&Q Committee. It was further agreed that the interest received from OB and EMI in relation to succession planning and future Chairperson/Vice-Chairperson Board of the Corporation roles be supported through an offer of mentoring and appropriate training opportunities.

Action: Chairperson/Vice-Chairperson of the Board of the Corporation/Corporation Secretary

The following next steps were outlined and agreed:

- **To review the vacancies on the committees and make a recommendation to the Board of the Corporation accordingly (agenda item 7).**
- **To engage with individuals who had identified interest in future roles and to ensure robust succession planning was in place.**
- **To draft a meeting schedule for 2024-2025 based on the outcome of the Governance Survey.**
- **To evidence and measure impact through the Governance Action Plan/External Governance Review.**

Action: Corporation Secretary

There were no further questions or issues raised by members and following due consideration the Governance Survey was received and noted and the next steps endorsed.

SEA/09/24**Appointment and Succession Planning Policy and Procedure for Members of the Board of the Corporation 2024-2026**

The CS referred members to the previously circulated report and information to support a review of the Recruitment and Succession Policy and Procedure for Members for the period 2024-2026.

The following changes and additions to the policy were outlined in relation to:

- an update to the name change of the organisation to Trafford and Stockport College Group (TSCG)
- addition of an agreed individual target linked to skillset upon appointment and measured through the one-to-one meetings with the Chairperson of the Board of the Corporation, as recommended during the Governance External Review feedback
- addition of an action to support succession planning of future Chairperson and Vice Chairperson of the Board of the Corporation positions

There was confirmation that the proposed Policy and Procedure, on the advice of the Committee, would be presented to the Board of the Corporation for approval. Questions and comments were invited from members.

- A member commented on their experience in other sectors and highlighted the benefit of associate member appointments to large boards.

Minute No

The Chairperson responded that in the past a Governor Ready Programme had been in place which had led to a number of successful appointments.

It was noted that this programme had not been instituted for a period of time but that in the context of the number of terms of offices coming to an end in the 2025-2026 academic year it may be timely to revisit the programme during the next academic year.

There were no further questions or issues raised by members and following due consideration and deliberation it was resolved that the proposed Recruitment and Succession Planning Policy and Procedure for Members of the Board of the Corporation 2024-2026 be recommended to the Board of the Corporation for approval.

Action: Corporation Secretary/Board of the Corporation

SEA/10/24**Annual Governance and Governance Professionals Training and Development Report 2022-2023**

The CS referred members to the previously circulated report and information in relation to the training and development undertaken by members of the Board of the Corporation during the previous academic year.

It was noted that there was a statutory requirement placed on Further Education Boards by the Department for Education (DFE) to record a statement in their Annual Report on the in-year training and development of members and governance professionals. There was confirmation that this was evidenced within the Annual Report as approved at the December 2023 meeting of the Board of the Corporation.

It was further reported that the requirement states that there must be reference to the Board's learning and development policy and a brief explanation of the learning activities undertaken in the year indicating how they had benefited or were likely to benefit governance performance.

Members were referred to the overview of governor training undertaken and the appended detailed information which included an assessment of the impact of the training. Members noted the inclusion of information in relation to Governor inductions/insight training.

The CS added that the report also included information in relation to the current position appertaining to the Governance Professionals in terms of experience and specialist governance qualifications as well as the training engaged in over the course of the 2022/2023 academic year.

The CS confirmed that there had been 13 internal training events with a cumulative attendance of 93 members and 16 external events with a cumulative attendance of 31 members, presenting an in-year total of 29 events with a cumulative attendance of 124 members.

Questions and comments were invited from members.

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- A question was asked in relation to whether there was an option to extend invitations to Co-opted Members to in-house training events.

The CS responded that she would ensure invitations were extended as appropriate, adding that remote events were normally recorded meaning that they were could then be shared with non-attendees as well as co-opted members as appropriate.

The CS undertook to share the recording of the scheduled training event for later that day with interested co-opted members.

Action: Corporation Secretary

There were no further questions or issues raised by members and following due consideration it was resolved that the Annual Governance and Governance Professionals Training and Development Report 2022-2023 be received and noted.

SEA/11/24 Outcomes from the Individual Non-Executive Governor Review Process 2022-2023

The CS referred members to the previously circulated report and information in relation to the Non-Executive Governor Review process as conducted over the summer of 2023.

There was confirmation that the review included a number of aspects including a skills audit; training needs identification; an individual assessment review; and a one-to-one meeting with the Chairperson of the Board of the Corporation.

A summary of the key issues was presented. It was noted that the report addressed the areas of expertise that received the higher scores regarding little or no knowledge; training needs identification which going forward would be used to inform training events and any individual training needs; as well as individual self-assessment and reflections.

The areas of expertise which received higher scores regarding little or no knowledge included finance and financial planning; estates matters/new build experience; marketing; purchase and procurement; competitive tendering; employment law; industrial relations; and Higher Education. There was confirmation that these areas would be considered in relation to future appointments.

The following subject areas with the highest identified training needs arising from the assessment were confirmed to be as follows:

- The relationship between Group strategic and regional FE initiatives and funding methodology;
- Government policy developments and regional initiatives;
- Employer Engagement/apprenticeships;
- Understanding Group data and KPIs;
- The competitive environment within which the Group operates;
- Understanding the risks to the Group.

Members further highlighted other emerging areas of interest including World Skills; Trauma Informed training; and the advent of CAVEs (Cave Automatic Learning Environments) as an immersive virtual reality teaching resource.

Questions and comments were invited from members.

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- The priority placed on policy developments and regional initiatives was highlighted as an ongoing area of interest to members.

The PCEO commented that this aspect usually formed part of the Strategic Conversations and further that this subject would be addressed at Governor Strategic Development Day scheduled to take place on 6 March 2024.

There were no further questions or issues raised by members and following due consideration it was resolved that the outcomes from the Individual Non-Executive Review Process 2022-2023 be received and noted.

SEA/12/24 Any Other Business

There were no matters raised by members under any other business.

SEA/13/24 Date of the Next Meeting

It was agreed that the next meeting should be held at 2.00pm on Wednesday 19 June 2024 via Microsoft Teams.

It was noted that should a meeting be required before then an additional meeting would be convened accordingly.

Action: Corporation Secretary

The meeting closed at 4.32pm.