

## TRAFFORD &amp; STOCKPORT COLLEGE GROUP

**Minutes of the Search Committee  
held at 2pm on Wednesday 19 June 2024 via Microsoft Teams**

**Present:** Graham Luccock (Chairperson)  
James Scott (Principal and CEO)  
Louise Richardson (Vice Chairperson)  
Graham Briscoe (External Co-opted Member)  
Sarah Drake  
Marcia Reynolds

**In attendance:** Rebecca Clare (Corporation Secretary)

**Minute No****SEA/14/24 Apologies for Absence**

The Corporation Secretary (CS) reported that there were no apologies for absence.

**SEA/15/24 Declarations of Direct or Indirect Interest in any of the meeting's business items**

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

**SEA/16/24 Minutes of the Search Committee Meeting held on 24 January 2024**

**A member reported an inaccuracy on page 8, that referred to two external candidates of the Search Committee, but this should have been the Board of the Corporation. The Corporation Secretary will review this and update accordingly.**

**Action: Corporation Secretary**

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

**SEA/17/24 Matters Arising from the Minutes**

The Corporation Secretary referred members to the previously circulated proforma with an update against all actions arising.

The Chairperson of the Corporation provided a summary of the actions that were approved by the Board of the Corporation in relation to the previous meeting of the Search Committee as follows:

- Kurt Allman has resigned as a Co-opted Member of the HE C&Q Committee
- the Search Committee Terms of Reference were approved by the Board of the Corporation
- in relation to the Board Membership profile, there are a number of terms of office that are due to end around a similar time. The Corporation Secretary confirmed that there have been two new appointments, Lewis Ormston and Nurun Nahar, but a further discussion will need to take place at the Annual Individual Non-Executive Review meetings with the Chair, in relation to whether those members whose term of office is due to end are intending to serve another term
- FD has become a Co-opted Member of the HE C&Q Committee
- EMI has joined the membership of the FE C&Q Committee

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- JW has moved from Resources Committee to Audit Committee to enable Lewis Ormston to serve on Resources Committee which will support his development and knowledge of TSCG as a new member

**The Corporation Secretary and Chair of the Corporation will review the terms of office that are due to expire, ahead of the Annual Individual Non-Executive Review meetings.**

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

The Corporation Secretary provided the following update on matters that were ongoing in status:

- the Corporation Secretary has contacted Robin Phillips through LinkedIn. The Corporation Secretary explained that the request has been accepted but no further response has been received to the contact made. The Corporation Secretary explained that the AP for Adult and Employer Engagement is also connected with Robin Phillips and may be able to support with engagement. In relation to the alumni specifically, the Corporation Secretary explained that the Student Experience Manager, Marketing & External Relations is doing a lot of work in this area and the Principal/CEO has provided several examples where this has been developed with presentations/work with students. The Corporation Secretary will link in with the Student Experience Manager, Marketing & External Relations to see how this can be further developed from a governance perspective to support future recruitment
- terms of office are being addressed upon the renewal of membership. LO has been appointed as a new Board Member of the Corporation and Member of the Resources Committee. NN has been appointed as a Co-opted Member to serve on the HE C&Q Committee. GB term of office as a Co-opted Member of the Search Committee has been extended. ID has agreed to serve a further two-year term as a Co-opted Member of the Audit Committee, and this will be recommended to the Board of the Corporation at the meeting in July
- in relation to future interest of the Chairperson and Vice Chairperson roles, OB attended the Governance Summit and Chair of Committee training through ETF. SD has also met with OB to provide a mentoring and training session following the new Mentor Guidance and checklist. GL is scheduled to meet with EMI to provide a mentoring and training session

A member commented in relation to the alumni and on his experience of working with another FE College in Wales and how they had developed links through sport.

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

**SEA/18/24      Review of Governance Documentation**

The CS referred members to the previously circulated reports and took committee members through the reports. The suggested changes to the documents are shared through track changes. The Corporation Secretary confirmed that there would be a final check of the documents for grammar, format and any word differences ahead of any recommendations to the Board of the Corporation.

**Instruments and Articles of Government**

The Corporation Secretary provided a summary of the track changes as follows:

- the name and logo had been updated throughout the document

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- the approval dates had been updated
- the contents page had been updated
- the membership had been updated up to 19 including the Principal and CEO, student and staff members
- a statement had been added in relation to being able to vary the determination subject to the numbers of members of the Corporation shall not be less than 12 or more than 19
- the Education and Skills Funding Agency had been updated throughout the document

A member commented whether the Chairperson of the Corporation can be a member of the Audit Committee and whether the restriction should be included in the document. The Corporation Secretary confirmed that it was stated in the Audit Committee Terms of Reference that the Chairperson of the Corporation cannot be the Chair of the Audit Committee.

The Corporation Secretary confirmed that the reference to the HE Student Representative had been removed, as this is incorporated in the HE C&Q Committee Terms of Reference.

A member questioned whether the Group had a Student Union. A discussion took place surrounding whether the Student Union section should be removed from the document and following discussion it was agreed that this should continue to be included.

There were no further comments from members.

**Standing Orders**

The Corporation Secretary provided the following summary of the track changes:

- the name and logo had been updated throughout the document
- the approval dates had been updated
- the contents page had been updated
- the Composition of the Corporation section had been added
- removal of the statement with no limit imposed on the number of times they may be re-elected
- clarification around the timing for the appointment of the Chairperson or Vice Chairperson
- the inclusion of any other nominated member of the Corporation are authorised to act on behalf of the Corporation on such matters deemed important
- four members can call a special meeting to match the Instruments and Articles of Government
- inclusion of If any member has been absent from meetings of the Corporation for a period longer than six consecutive months without permission of the Corporation, then the Corporation may remove the member from office by notice
- clarity around declarations of interest and being recorded in the minutes of each meeting

A member questioned in relation to items being taken in the order of the agenda and the process for if a member would like to take an item out of order. The Chairperson confirmed that this is agreed with the Chairperson of the Corporation or Chairperson of the Committee either before or at the beginning of a meeting.

A member questioned in relation to a member being absent from a meeting for a period of 6 months that seemed a long time and whether this needed to be updated to 4 months. It was agreed that the Corporation Secretary and Chairperson of the Board of the Corporation

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monitor attendance throughout the academic year and when a member misses a meeting with no contact made, this is followed up immediately. It was agreed that there were processes in place and therefore 6 months was appropriate.

Under item 13, a member suggested that in relation to legal advice the sentence was specific in listing the actual company and whether this should be less specific. It was agreed that it was highly likely that this would be the same provider and therefore it was agreed to keep the reference the same. A member further commented on the Chair of the Audit Committee and whether they were able to seek independent advice as required. The Corporation Secretary confirmed that the Chairperson of the Audit Committee could seek independent advice as required.

There were no further comments from members.

**Role Description and Person Specification for Member of the Corporation****Role Description**

The Corporation Secretary provided the following summary of the track changes:

- the name and logo had been updated throughout the document
- approval dates had been uploaded throughout the document
- a section relating to purpose had been added
- the Nolan Principles had been added
- the inclusion of reference to participation in the Governance External Review
- a section on eligibility had been added

A member questioned whether the notification of a change of Chairperson or Chairperson of the Audit Committee should be included in this. It was noted that this is included in alternative guidance.

**It was agreed that the monitoring time of the Strategic Plan should be updated as the new Strategic Plan was going to cover a longer period. It was agreed that this sentence is updated to not include a specific period.**

**Action: Corporation Secretary**

There were no further comments from members.

**Person Specification**

The Corporation Secretary provided the following summary of the track changes:

- the inclusion of ability to contribute
- the inclusion of meeting local skills needs
- the importance of safeguarding young people and adults has been added
- reference to undertake training and development required for the role
- a statement had been added relating to participation in annual governance self-assessment and periodic governance external review
- a section on diversity has been added

A member commented that it would be helpful to have a further breakdown of the 12 meetings. The Corporation Secretary confirmed that a schedule of meetings is shared with potential and current members and the information is shared separately.

There were no further comments from members.

**Minute No****Key tasks and role description for Chairperson of the Board of the Corporation**

The Corporation Secretary provided the following summary of the track changes:

- appointment information had been added
- a summary of the role had been added
- accountabilities were outlined
- to exercise any specific authority delegated by the Board of the Corporation had been included
- reference to the action that should be taken if a member is not attending or matters relating to conduct and performance
- demonstrating enthusiasm and energy in promoting the Group's best interests and upholding the Group's strong reputation had been added

**A member commented to add the word ambassador for the Group to the document.**

**Action: Corporation Secretary**

There were no further comments from members.

**Expenses Policy for Corporation and Co-opted Members**

The Corporation Secretary provided the following summary of the track changes:

- the name and logo throughout the document had been updated
- the approval dates had been updated

There were no further comments from members.

**Governor Induction, Mentoring and Training Policy**

The Corporation Secretary provided the following summary of the track changes:

- the name and logo had been updated throughout the document
- the approval dates had been updated
- a new introduction which links the Policy to the Mentoring Guidance and checklist included
- information around the Induction Process included
- participation in the Governance External Review added
- Mentoring Guidance section updated to reflect new arrangements
- reference added to keep in touch meetings with the Chairperson and Corporation Secretary

Members thanked the Corporation Secretary on the excellent progress and work that had been carried out in this area and the smooth induction of two new members LO and NN.

A member commented on the Governor Ready Programme and the Corporation Secretary confirmed that this will continue to be used when required.

**There were no further questions or issues raised by members and following due consideration and deliberation it was resolved that the proposed Governance documentation be recommended to the Board of the Corporation for approval subject to the agreed changes.**

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

**SEA/19/24 Any other Business**

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The Chairperson confirmed that the Deputy Corporation Secretary had resigned from her position and due to owed leave she had already left the organisation. The Corporation Secretary explained that the Deputy Corporation Secretary had shared an email with the Corporation Secretary sending her best wishes to governors and the Group for the future.

**SEA/20/24****Date of the Next Meeting**

It was agreed that the next meeting will be held on Wednesday 22 January 2025 at 2pm via Microsoft Teams, subject to the Schedule of Board, Committee and Working Group meetings being confirmed at the Board of the Corporation meeting in July.

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 2.46pm.