

**Minutes of the Governors' Search & Governance Committee meeting
held on 14 May 2025**

Present: Gillian Bardin - Chair of Search Committee and Vice Chair of Board
David Brown - Chair of Board
Jim Sutcliffe - Chair of Audit Committee
Richard Thorley - Vice Chair of Finance Committee
Paul Henderson – Independent Governor

In Attendance:
Simone Lomas - Clerk
Kate Wallace – Interim Principal
Joanne Weeks - Deputy Clerk

Gill welcomed Paul Henderson who has joined the Committee as Independent Governor.

Apologies for absence

- 1 Guy Thomas – Chair of Finance
Steve Wilkinson - Vice Chair of Curriculum and Standards
Stuart Arnfield - Director of Finance

Declaration of Interest

- 2 Jim Sutcliffe declared an interest in paragraph 12.

Minutes of the Committee meeting held on 9 October 2024

- 3 The minutes were accepted as a true record, proposed by Jim Sutcliffe and seconded by David Brown.

Matters arising from the minutes

- 4 Please refer to Actions Tracker.

Complaints registered at Board Level

- 5 The Clerk informed the Committee of a whistleblowing complaint and a grievance, both received in February 2025 against the Principal of the College.
- 6 The Clerk advised governors that, subject to the Principal not being available, the complaint was upheld. Governors queried the fact that the Principal was not able to defend her position, however the Clerk noted the outcome letter was clear in saying the complaint cannot be completely upheld due to the Principal not being available to speak to during the investigation.

Complaints made to the Governing Board - Outcome for the Period 1 April 2024 to 31 March 2025

- 7 The Clerk informed the Committee that there had been no formal complaints registered to the Board or Corporation between 1 April 2024 and 31 March 2025.
- 8 Governors noted the position.

Planning for the Future

- 9 The Clerk presented the report advising that there is one external Business Governor vacancy and one Support Staff Governor vacancy on the Board, based on our Board membership of up to 20 members.
- 10 Richard Sanderson recently left the College leaving a staff governor vacancy, it was agreed to start the governor recruitment process when both staff governor positions become vacant in November 2025.
- 11 At this point Jim Sutcliffe left the meeting.
- 12 Jim Sutcliffe, Chair of Audit, and Philip Turner, Chair of HR, terms of office expire in June 2025. As part of this process, Philip Turner has requested to step down as Chair of HR should his term of office be renewed. After a lengthy discussion, and taking into account guidance from the AoC Code of Good Governance and balancing that with the need to provide a level of continuity at this current time it was agreed to extend both Jim and Phillip's current terms of office for a 12 month period. The succession planning for the Chair roles for the HR and Audit Committees are to be discussed and reviewed further.

Action: Clerk

- 13 Jim Sutcliffe returned to the meeting.

Governors Code of Conduct

- 14 Following a request at the Search and Governance Committee in May 2023, the Governors' Code of Conduct was aligned with the College Charter. This was subsequently approved at the Governors' Strategic Planning Event in May 2024.
- 15 The format of the Governors' Code of Conduct remains the same format this year, with no changes made to the narrative of the Charter, with the exception of changes made to the achievements and images to reflect the College's success over the last 12 months.
- 16 Governors unanimously approved the Governors Code of Conduct, subject to the changes requested to the photos.

Action: Deputy Clerk

External Review of Governance

- 17 The Education and Training Foundation Development Plan was introduced to Governors at the Strategic Planning Event on 30 April 2025 along with advice on how to navigate and use the platform and how Governor training will be monitored and recorded for governors individually.
- 18 The Clerk advised that a session has been arranged for Wednesday 25 June 2025, prior to the Full Board, to provide support for those governors with their training.

- 19 It was agreed to continue with tri-annual reviews but also host surgeries with the Chair and Vice Chair of the Board to discuss any training requirements, sporadically over the year.
- 20 Discussion took place on the Governor Recruitment and Selection Procedure and was approved with the following amendments:
- paragraph 2.4 to be amended to finish at 'business skills'.
 - paragraph 7.2 should read 'new governors will carry out mandatory training during their induction and established governors will be required to undertake this training on the ETF platform. Following the mandatory training governors will be encouraged to undertake any further training of their choice'.
 - remove paragraph 9.3 which also requires amending in the Instruments and Articles.
 - for clarity, RAG rating on the progress of the actions to be included on the action plan.

Action: Clerk

Approved by Chair, Gillian Bardin

Signed: Gillian Bardin

Date: 23 May 2025

NOTE: Final approval of the minutes will be at the following sub committee meeting.