# Minutes of the Meeting of the Governance, Search and Strategy Committee

held at 1.00pm on Thursday 2 November 2023
virtually via Teams.

**Present:**

| | | |
|---|---|---|
| Mr S McGeoch (SM) | Chair | |
| Ms T Aust (TA) | Principal | |
| Ms R Turner (RT) | | |
| Mr S Taylor (ST) | | |
| Mr A Rides (AR) | | |
| Mr P Sullivan (PS) | | |

**In Attendance:**

| | |
|---|---|
| Ms K Frost (KF) | Head of Governance |
| Mr M Cooper (MC) | Executive Director Finance, HR and Development |

## 11/23 Welcome and Apologies

The Chair welcomed everyone to the meeting. There were no apologies for absence.

## 12/23 Declarations of Interest

There were no declarations of interest relating to the items on the agenda.

## 13/23 Minutes of the Last Meeting

Minutes from the meeting of the committee held on 1 February 2023 (Paper 1) had been received in advance.

IT WAS DECIDED the minutes were a true record of the meeting and they were approved.

## 14/23 Matters Arising

A 'Summary Action Point List' (Paper 2) had been received in advance. The committee reviewed an update on progress towards actions agreed at the last meeting.

## 15/23 Risk Management

### a) Update on Review of Risk Management
The Corporation had carried out a brainstorming activity to refresh the strategic risk register at the first Corporation strategy day last academic year. MC and SM gave an update on progress since then. MC had collated the information gathered from the strategy day into a new risk register. SM had been working on a new way of presenting risks in a more visual way. _Governors said_ the visual risk analysis was a great improvement.

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Once completed, the draft risk register would be shared with committee members for comment.

**Action:** SM

A more detailed discussion about the risk profile would be held at the next committee meeting.

b) **Risk Management Policy and Risk Appetite Statement**
A 'Risk Management Cover Sheet' (Paper 3a) and a 'Draft Risk Management Policy' (Paper 3b) was received in advance of the meeting. The committee reviewed the policy and whether the risk appetite statements accurately reflected the appetite for risk held by the Corporation.

*Governors said* overall, it was a good document and they were pleased to see that the policy included opportunities. *They asked* about the process for identifying risks within the College. MC said there was a number of ET+ groups in place covering a range of college activities. Risk management was a standing item at each meeting of the groups and relevant risks were considered as part of this item. The groups had a wide membership made up of people from different levels within the College.

*Governors asked* whether every risk had a risk owner. MC confirmed that every risk had a group of staff with oversight of it as well as a Corporation Committee.

*Governors asked* for the following amendments to be made to the policy:

- An explanation that there were both Corporation strategic risks and risks at a management level.
- An explanation of the process that was in place to identify and analyse risks at a management level.
- An explanation of the process that was in place to identify and analyse risks reviewed by the Corporation.
- A description of what low, moderate and high risks meant in the risk appetite statement.
- A statement confirming that the risk appetite statements were guidelines rather than mandates. Once agreed, any move outside of the guidelines would need to be discussed and agreed.

**Action:** MC

*Governors discussed* the proposed scoring for risks which was based on a 1-5 scoring system for likelihood and impact. They suggested adding in a description for each score. It was agreed MC, SM and PS would meet to agree this.

**Action:** MC/SM/PS

*Governors reviewed* the Risk Appetite Statement going through each of the categories and considering the level of risk appetite for each. It was noted that the Corporation must be prepared to accept and take risk but there needed to be controls in place to make the level of risk acceptable. The following changes were agreed:

- Curriculum (TLA): Move risk appetite to a moderate approach dependent on the number of students involved. The College would need some agility to be responsive.

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- Service Delivery and Business Continuity: Change to a moderate risk appetite for resources, staff capabilities and organisation structure although there might need to be a high risk appetite for staff capabilities.

It was agreed that PS, MC and SM would meet to review the risk appetite statement in more detail and to consider how to add in risk tolerance. The Executive Team and the College Management Team would also review the statement. The statement would be bought back to the next meeting of the committee for further discussion.

**Action:** PS/MC/SM

16/23 **Governance**

a) **Governance Report**
The 'Governance Report Autumn 2023' (Paper 4) was received in advance of the meeting.

i) Governor Attendance
There had been a slight decline in governor attendance in 2022-23, overall it was 75% compared to 81% in 2021-22.

ii) Governor Training
Governors had attended a range of training courses in 2022/23 and all governors complete annual training in safeguarding and Prevent. The following internal training sessions were planned for 2023-24: Sustainability/climate change, EDI, Ofsted and Cyber Security. Governors were reminded that ETF ran good training sessions for governors.

iii) Register of Interests
The committee reviewed the updated register of interests for 2023. There were no concerns.

iv) Skills Audit
The governor skills audit had been refreshed in the summer term. The results from the audit had been received in advance of the meeting. Overall, the audit showed there to be a good spread of skills on the Corporation. Lower scoring areas included:

- Knowing and identifying with the community served by the school.
- Experience of internal and/or external audit.
- Estates management/knowledge of Health and Safety.
- Sustainability.

v) Diversity
The governor diversity data for summer 2023 was included as part of the Governance report. Since last year, there had been a reduction in the proportion of women on the Corporation and there continued to be a large gap between the ethnicity profile of governors compared to the ethnicity profile of students. This was something to consider and strengthen during any governor recruitment.

b) **Corporation Membership and Succession Planning**
'Corporation Membership and Succession Planning' (Paper 5) was received in advance of the meeting.

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The Head of Governance reported that there was currently a vacancy for an External Member.  Adam Barke's term of office would come to an end on 30 June 2024 and he had indicated that he would not be standing for a second term.

The committee discussed governor recruitment and agreed to carry out a recruitment exercise during the spring term.   It was decided to use Nurole for the recruitment process. Governors suggested using the College's alumni list to identify possible candidates as well as Employer Advisory Boards.

c) **Governance Action Plan 2023-24**
The 'Draft Governance Action Plan 2023-24' (Paper 6) had been received in advance of the meeting.  The action plan had been developed based on the recommendations made in the recent External Review of Governance.  Target dates had been added for each of the objectives based on the discussions held at the last Corporation meeting. The following objectives were discussed in detail:

- Board agendas would be re-ordered to include feedback from committees ahead of relevant board agenda items.
- A meeting evaluation form would be trialled.
- Exit interviews for governors would be introduced and carried out by the Head of Governance.

d) **Corporation Strategy Days**
The committee discussed possible topics for the Corporation strategy days.  The following topics were suggested:

Spring term:
- Update on LSIP and a discussion about how the curriculum is meeting local needs.
- Session on Equality, Diversity and Inclusion with a focus on ensuring the Corporation is satisfied with the College EDI practices.
- Governor training on sustainability/climate change.

Summer term:
- Discussion about external political landscape
- Review of progress towards 3 year Strategic Plan.
- Discussion about initial thoughts for strategic direction for next three years.
- Accountability statement update.
- Feedback from shared governance event.

e) **Further Education Code of Governance**
The 'Further Education Code of Governance' (Paper 8) had been received in advance of the meeting. It was agreed that the Head of Governance would initiate a review of how the Corporation was complying with the new Code of Governance.  A further discussion about whether to adopt the new Code would be held at the next meeting.

f) **Student Governors**
The committee discussed ideas to improve student governor engagement.  It was suggested that the Corporation could hold a governor led student event during college hours.  Thought would need to be given to who to invite (no more than 20 students), what incentive there would be, how to make it interesting and what engagement would be.  It was suggested that the event could be co-designed with the student governors.

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## 17/23  Items for the Next Agenda

- Risk register, risk management policy, risk appetite and risk tolerance.
- Code of governance.
- Student governor events.

## 18/23  Date of the Next Meeting

The date of the next meeting of the committee was to be confirmed.

## Summary of Actions

| No. | Action | Lead | Target Date |
|---|---|---|---|
| 15/23 | Strategic Risk Register<br>Share the draft risk register with committee members for comment. | SM | Jan 2024 |
| 15/23 | Risk Management Policy<br>Make the committee's suggested amendments to the Risk Management policy. | MC | Jan 2024 |
| 15/23 | Risk Scoring System<br>Meet to discuss descriptions for each of the scores in the 1-5 scoring system for likelihood and impact. | MC/SM/PS | Jan 2024 |
| 15/23 | Risk Appetite Statement and Risk Tolerance<br>Meet to discuss the risk appetite statement in more detail and to consider how to add in risk tolerance. | MC/SM/PS | Jan 2024 |

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