

THE TRAFFORD COLLEGE GROUP

**Minutes of the Search Committee
held on Wednesday 2 March 2022
via Microsoft Teams**

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| Present: | Graham Luccock | (Chairperson) |
| | James Scott | (Principal and CEO) |
| | Louise Richardson | |
| | Gill Jones | (External Co-opted Member) |
| | Graham Briscoe | (External Co-opted Member) |
| In attendance: | Barry Watson | Corporation Secretary |
| | Alison Duncalf | Deputy Corporation Secretary |

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SEA/01/22 Apologies for Absence

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

SEA/02/22 Declarations of Interests

There were no declarations of either direct or indirect interest in any of the meetings business items.

SEA/03/22 Minutes of the Search Committee Meeting held on 3 November 2021

The minutes of the meeting were approved and accepted as a correct account of the meetings proceedings.

SEA/04/22 Matters Arising from the Minutes

- i) SEA/04/21 - Appointment of Independent Members to the Board of the Corporation – Alumni

The CS reported that following the appointment of a new Marketing Manager, who had extensive experience in Alumni management, a meeting had been arranged to explore the work that could take place in terms of accessing the Alumni as a source of potential future recruitment of governors.

The Principal and CEO (PCEO) suggested that it may be useful to include the Student Engagement and Learner Voice Lead in discussions consistent with her activities supporting and engaging with the student population over a number of years.

Action: Corporation Secretary/Marketing Manager/Student Engagement and Learner Voice Lead

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ii) SEA/06/21 – Appointment of Independent Members to the Board of the Corporation – 2022

There was confirmation that two short-listed candidates had met with the Governors' Appointments Panel both of whom, alongside the two current members, were recommended for appointment to the Board of the Corporation.

It was also noted that the recommendation to appoint MR as an Independent Member of the Board had also been approved.

It was confirmed that the Board of the Corporation had approved the appointments and that the induction of the new members was underway.

iii) SEA/06/21 – Appointment of Independent Members to the Board of the Corporation – 2022

In relation to the invoking of a recruitment process to target specific skills set requirements around marketing the CS reported that events had since overtaken this action and would be reported further under the following agenda item.

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

SEA/05/22 Appointment of Independent Members to the Board of the Corporation – Spring Term 2022

The CS presented a report which advised members that the Board of the Corporation had a vacancy in its membership which had not been filled following the recent recruitment exercise and that a current member (JG) term of office was due to expire in May 2022. There was confirmation that the current member had indicated that she wished to be considered for a further period of office.

The CS confirmed that consequently there were two vacancies on the Board that were required to be filled and/or considered.

The CS reported that the skill gap that was not filled from the recent recruitment process was regarding Further Education Policy and Curriculum. The CS further stated that the skills gap in relation to Marketing had also not been filled.

Members were referred to the previously circulated summary sheet of the two applications, the additional supporting information and CVs of the applicants.

Members were further directed to the appended supporting information in respect of:

- the Skills, Knowledge and Experience Register
- Gender, Ethnicity and Disability Data for the Board of the Corporation and the overall strong position presented in terms of ethnicity and gender balance compared to the FE sector
- an overview of the status of the terms of office of Board Members

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- candidate scores in relation to the external candidate which presented a score of 8 from a maximum of 8.

The CS went through the presented applications outlining the details of the candidates in respect of the match with the current skills requirements and in the case of the re-applying applicant details of their performance, contribution and roles held as members of the Board of the Corporation.

The Committee considered and discussed the two applicants in detail taking into account of the current needs of the Board and the applicants' profiles, knowledge and experience in relation to the requirements of the Board of the Corporation.

In respect of the re-applying candidate the CS confirmed that she was Chair of Resources Committee and an active member of the Strategic Property Working Group. In addition, it was stated that she was one of three accountants who were currently members of the Board which was consistent with the FE Commissioner recommendation that Boards had at least two accountants as part of their membership. Reference was also made to her strong contributions and good attendance.

Each member contributed their view regarding the individual applications and in discussion the following specific considerations were made:

- Members endorsed the summary presented by the CS in respect of the reapplying candidate.
- A member sought clarification with respect to the re-applying governor's length of service as a member of the Board in the context of the Charity's Commission Code of Governance which had a requirement where terms exceeded 9 years plus an explanation was required to be made in the accounts.

The Chairperson made reference to the extensive considerations that took place around this aspect and the procedures in place associated with any renewal of a term of office. The CS confirmed that re-applying applicants had to stand against external candidates and deliver a "fit" with the skill requirements of the Board. The comment was also made that there was a need to attain a balance of new and experienced governors and that currently the balance was more toward new governors.

- A member commented on the good set of skills presented by the external candidate which also included marketing skills as well as governance experience.
- A member asked whether there were any potential conflicts of interest for the external candidate in terms of both her current role and previous sector experience.

Members expressed the view that they did not anticipate any conflicts of interest moving forward and the CS provided assurance that appropriate processes were in place should a conflict of interest arise.

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

- a) the application for an extension of a further four-year term of office from the current Board member (JG) be recommended to the Board of the Corporation for approval; and
- b) the external applicant be invited to meet with the Governors' Appointments Panel with a view to the Panel making an appropriate recommendation concerning the candidate to the Board of the Corporation.

Action: Corporation Secretary/Governors Appointments Panel

SEA/06/22 Appointment of Co-opted Member of the Audit Committee

The CS referred members to the previously circulated report and information in relation to the appointment of Co-opted Members of the Audit Committee.

It was reported that the current arrangements for the Committee's membership comprised 3 Independent Board members and 3 Co-opted external specialists.

The CS reported that one co-opted member had recently resigned due to work commitments and that another co-opted member's (ID) term of office was coming to an end.

The CS referred to the requirements of the Post 16 Audit Code of Practice and highlighted the following:

- membership of the Committee must include an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively
- collectively the Committee should have recent relevant experience in risk management, finance and assurance.

The CS added that the view had always been taken that the membership of the Audit Committee should be supported by external co-optees who had specialist knowledge and experience.

The CS outlined the contribution of ID to the current Audit Committee and referred members to a copy of his previously circulated CV. The previous contributions of ID as a governor at both Stockport College and Cheadle and Marple Sixth Form College were also highlighted.

Members supported the proposal that it be recommended to the Board of the Corporation that ID be appointed to a further one-year term of office in the position of Co-opted Member of the Audit Committee.

It was also agreed that a recruitment process be invoked to recruit to the other Co-opted Member vacancy. The CS undertook to write to local and regional audit firms with a view to seeking expressions of interest. The CS and the Chairperson of the Audit Committee were authorised to meet with suitable applicants accordingly.

Action: Corporation Secretary and Chairperson of the Audit Committee

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A member commented on the potential of further Co-opted vacancies moving forward. The CS responded that it was hoped that the recruitment exercise would provide to a pool of future candidates.

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

- a) **that the re-appointment of Ian Duncan to a further one-year term of office, until 28 March 2023, in the position of Co-opted Member of the Audit Committee be recommended to the Board of the Corporation for approval;**
- b) **that the recruitment process be invoked in relation to the other Audit Committee Co-opted Member vacancy; and**
- c) **that upon receipt of suitable candidates the Chairperson of the Audit Committee and the Corporation Secretary meet with them to make a suitable recommendation for appointment to the Board of the Corporation.**

SEA/07/22 Appointment of Co-opted Member of the Search Committee

The CS referred members to the previously circulated report and information in relation to the appointment of a Co-opted Member of the Search Committee.

There was confirmation that the membership arrangements of the Committee required that there be 3 co-opted persons appointed to the Committee to represent the interests of the wider community and who were not members of the Board of the Corporation.

The CS reported that following the recent resignation of a co-opted member of the Committee it was necessary to secure a replacement for the vacancy.

Members were referred to the previously circulated CV of GC who was a retiring and very experienced member of the Board of the Corporation who had indicated that she would be willing to undertake the appointment of a co-opted member of the Committee.

Members noted that as well as being a Member of the Board of the Corporation GC had previously been a governor at Stockport College as well as providing governor support during the transition of the Cheadle and Marple Sixth Form College.

Reference was made to the extensive governance and sector experience of GC and members supported the recommendation that GC be appointed to the vacant position.

There were no further questions or comments from members and following due consideration and deliberation it was resolved that it be recommended to the Board of the Corporation that Glad Capewell be appointed to the position of Co-opted Member of the Search Committee for the period 1 April 2022 until 31 March 2026.

Action: Board of the Corporation

Minute No**SEA/08/22 Appointment and Succession Planning Policy and Procedure for Members of the Board of the Corporation 2022-2024**

The CS referred members to the previously circulated Appointment and Succession Planning Policy and Procedure for Members of the Board of the Corporation covering the period 2022-2024.

The CS stated, that as alluded to earlier in the meeting, a lot of work was taking place nationally around improving the standards governance across the sector. The CS provided assurance that work had taken place in relation to reviewing and assessing the Board's current governance arrangements arising from which there no significant issues had been identified.

The CS highlight one aspect from the recently published AoC Code of Governance and Department for Education Skills for Life White Paper which recommended that Boards should have in place a Succession Planning Policy. The CS stated that the Board of the Corporation currently had an Appointments Policy which embraced succession planning and that the Policy presented for consideration formalised this aspect. It was noted that the Policy and Procedure had an extended title and embedded within it was the Board's approach to succession planning.

The following aspects of the Policy were highlighted:

- the inclusion of a policy statement
- an updated recruitment process
- explicit presentation of the succession planning process and its application to all members of the Board.

Questions and comments were invited.

- A question was asked by a member in relation to the succession planning arrangements the Chairperson and Chairperson of Committees as they did not appear to be covered in the proposed policy.

The CS responded that the appointment of the Chairperson and Committee Chairpersons was dealt with by the Standing Orders which specified the appointment processes to be followed. It was further stated that each Committee also had in place a Vice-Chairperson who would, in such an instance, step up to cover the position of Chairperson. Reference was also made to the non-executive review process undertaken annually by the Chairperson of the Corporation which presented an opportunity for the aspirations of individual members to be explored in greater detail.

There was agreement that the policy as presented would benefit from the inclusion of a cross reference to the Standing Orders in terms of succession planning and the appointment arrangements for the Chairperson and Chairpersons of Committees.

There were no further questions of comments from members and following due consideration and deliberation it was resolved that the Appointment and Succession Planning Policy and Procedure for Members of the Board of the

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Corporation 2022/2024, incorporating the above revision, be recommended to the Board of the Corporation for approval.

Action: Corporation Secretary/Board of the Corporation

SEA/09/22 Any Other Business

A question was asked by a member in relation to the skills audit of the membership of the Board and whether it would be updated in advance of the next meeting of the Committee.

The CS confirmed that the skills audit would be updated accordingly. It was added that broadly the skills profile was being met but its consideration at the next meeting of the Committee would offer an opportunity to reflect on the requirements of the membership of the Board of the Corporation moving forwards.

It was further confirmed that the Appointments Panel comprising the Chairperson, PCEO and JB was scheduled to meet on 6 March 2022.

There were no other items of business raised by members.

SEA/10/22 Date of the Next Meeting

Wednesday 6 July 2022 at 2.00pm via MS Teams

The meeting closed at 2.57pm.