

NOMINATIONS AND GOVERNANCE COMMITTEE

Minutes of the hybrid meeting held on 17 March 2022 at 8.30am

Present physically: C Higgins, Vice Chair N Savvas

Present virtually: E D'Souza, Chair S Daley

In attendance: S Gales, Governance Professional

Apologies: S Howard

Action

1 Declaration of Interests and Apologies for absence

C Higgins, E D'Souza, and S Daley declared their role as a Governors of West Suffolk College, N Savvas declared his role as a Governor and CEO of West Suffolk College. No other conflicts of interest in relation to the items of the agenda were declared.

Apologies for absence were received from S Howard.

2 Minutes of the meeting held on 7 December 2021

The minutes of the meeting held on 7 December 2021 were **agreed** as an accurate record.

3 Matters Arising from meetings on 14 October, 15 November 2021 and 7 December 2021

MA3 S Daley and C Higgins to have a mentor catch up with M Whittingham and R Murray.

MA4 E D'Souza and S Gales to discuss individual results and agree additional individualised training, mentoring and support.

MA14 S Gales to speak to A Maltpress to confirm if he would be willing to serve as Trustee Lead for SEND.

SGales
ED'Souza
SGales
SGales

4 Membership

The Committee received and considered the report provided which provided an up-to-date list of Trustees and the membership of the Trust Board's Committees following the recent elections of parent Committee members and discussions with S Clarke about his term intentions.

5 Feedback from annual 1:1 meetings with the Chair

The Committee received and considered the report provided which documented the feedback from the meetings the Chair conducted with Trustees throughout January 2022. Key themes emerged:

- Trustees found the switch first to virtual meetings and then to hybrid meetings effective, and whilst there is a desire to have the option for face-to-face meetings to build the governance team, there is a strong desire to keep hybrid meetings for convenience and accessibility
- Trustees are happy with the governance arrangements and spoke positively of the development of the presentation of meetings papers and feel supported by the Governance Professional
- Trustees enjoy their role, find it rewarding and feel the workload is sustainable
- Long-standing Trustees do not feel they have capacity or ambition to undertake additional duties (such as Chair responsibilities) at this time
- Newer Trustees are seeking ways to get more involved and contribute more added value, within the limited time they have to offer whilst balancing work commitments

The Committee noted that, as a result of the pandemic, some Trustees have not been visited and experienced the colleges recently; and discussed the proactive ways to attract Trustees to attend the colleges. E 'Souza and S Gales to consider further.

ED'Souza
SGales

The Committee noted the Trustees whose term of office was due to expire this academic year and the Trustees desire to be re-appointed and considered:

- i. The Trustee's contribution and commitment to the Trust.
- ii. The Trustee's length of service, inclusive of previous reappointments.
- iii. The Trustee's skills and experience and the alignment of these to the future needs required by the Board and/or its Committees.
- iv. Whether it would be more beneficial and/or appropriate to appoint a new Trustee to refresh the range of skills, experience and diversity of the Trust Board.

The Committee **agreed to recommend** to the Trust Board the reappointment of Alan Maltpress, Debbie Wildridge, Karen Points, Sarah Healey Pearce and Sue Daley.

SGales

6 **360 Feedback**

The Committee received and considered the report provided which collated governor feedback on the performance and effectiveness of the Chair, Governance Professional and CEO using a questionnaire based on guidance from the Association of Colleges (AoC), National Governance Association (NGA) and Confederation of School Trusts (CST); on what a board should expect from the Chair, Governance Professional and CEO.

The Committee noted the feedback as overwhelming positive with the majority of responses 'agree or strongly agree' with only a few areas of 'neutral' or 'did not know'. The Committee agreed to remove the typos and 'no comments' from the report and add commentary to explain that the results are verbatim feedback which has been anonymised, before it being recommended to the Trust Board.

SGales

The Committee agreed to run this feedback questionnaire each year and agreed that in future years, it would be best if this process is run by the Group HR Director so that respondents have additional anonymity when providing feedback to ensure results are as accurate as possible.

SGales
SGraham

7 **External Governance Review action plan**

The Governance Professional gave a verbal update to the Committee to inform them that all actions on the action plan resulting from the external governance review were now complete, and subsequently we have received written correspondence from the ESFA on 4 March 2022 that they are closing the case against the Trust.

8 **Updated Governance documentation**

The Committee received, considered and **approved** the Chair of the Trust Board role description; and **agreed to recommend to the Trust Board**.

The Committee received, considered and **approved** the Vice Chair of the Trust Board role description; and **agreed to recommend to the Trust Board**.

9 **Any other business**

i. **2022/23 Governance Calendar**

The Governance Professional noted that this is still in development and asked the Committee to receive and consider this electronically. The Committee agreed.

ii. **Governance Business Cycle**

The Governance Professional noted that this is still in development and asked the Committee to receive and consider this electronically. The Committee agreed.

iii. **Governance KPI Schedule**

The Governance Professional noted that this is still in development and asked the Committee to receive and consider this electronically. The Committee agreed.

iv. **Appointment of Company Secretary**

The Governance Professional noted that R Inman has advised that we appoint a Company Secretary to delegate the day-to-day tasks associated to a staff member. As outlined in the Scheme of Delegation it is for the Trust Board to appoint a Company Secretary. The Committee asked S Gales to draft a role description outlining the activities associated with the Company Secretary. The Committee **agreed to**

SGales

recommend to the Trust Board the appointment of the Governance Professional as Company Secretary.

v. Annual Election of Chair and Vice Chair

The Governance Professional informed that in accordance with our Articles of Association and Appointment and Term of Office policy, in June the Governance Professional will seek applications from Trustees for the Chair and Vice Chair roles.

The Governance Professional will share the details of interested Trustees at the Trust Board meeting in July and act as Chair of the Trust Board meeting during the election.

S Gales to share the draft communication to the Trust Board with the Committee.

SGales

The meeting closed at 9.30am