

## THE COLLEGE OF RICHARD COLLYER

### MINUTES OF THE GOVERNANCE & SEARCH COMMITTEE MEETING HELD ON Friday 26 January 2024 at 14:00

Present: Steve Allen, Ann Donoghue, Barbara Hobday, Graham Lawrence (Chair of the Governing Body), Dan Lodge (Principal), Dr Grant Powell (via Teams)

In attendance: Russha Sellings (Clerk)

In the Chair: Barbara Hobday

#### 1. Welcome and Apologies for Absence

The Chair opened the meeting and Dr Powell attended virtually. Dom Valente was not present.

The Clerk relayed news that had been received before the meeting from the Mercers' Company regarding the passing of the Chair of the Collyer Endowment, Chris Clementi. Members were very sad to hear this and agreed that he had made a significant contribution to governance at the College and for the Collyer Endowment over 20 years and would be greatly missed.

The Chair wished to thank members for their time for this important additional meeting and thanks were recorded to the Chair and Clerk for preparing the papers and the Principal for his input. It was hoped there would be the opportunity for open discussion given the need for planning and potential changes to the governance structure in respect of academisation.

#### 2. Declarations of Interest

None declared with respect of the items on the agenda.

#### 3. Succession Planning

*Papers: various background documents: membership chart, skills analysis, succession data and diagram, EDI data, recruitment advert, chair and chair designate roles and chair transition plan, Governor application and skills summary (tabled) and trust governance update (tabled)*

a) Current Governors:

i) Vacancy

The current vacancy was noted in reference to the succession papers. There was a matter raised in respect of Co-optees which was deferred to Item 3b(v).

Since the issuing of papers, the Clerk had received an application from a member of the community and local business person who designated members had interviewed before Christmas. A summary including skill set was circulated at the meeting. The candidate's background lent him to a role on the Estates Committee, however he also assessed himself highly in audit experience and there would be a forthcoming vacancy on this Committee from the next academic year. Members requested that he be asked to join both Committees, however if the time commitment was an issue, Audit & Risk should be prioritised. It was also requested that any conflicts of interest be identified from the outset. The Clerk would discuss further with the candidate and advised the appointment and committee membership needed to be ratified by the Governing Body via written resolution.

**(Actions: Clerk)**

***Recommendation: The Governing Body ratify Julian Rooney's appointment as Governor including Committee membership once confirmed.***

ii) Recruitment plan: skills and EDI

General recruitment was discussed with a view to increasing diversity on the Governing Body.

It was discussed and agreed that Steve Allen would be proposed the Mercer's Company as a Mercer appointed Governor which would free up an independent Governor role. Dr Powell advised it

would be sensible to allow enough time to proceed through the relevant approvals by the CoA. It was further explained to members that there had been dialogue with the Mercers' Company about the role of Mercer Governors in the future governance structure, should the College convert to academy status and the agreement that this would be at the local governance tier with only two elected positions.

It was identified a Governor with education experience would be required to succeed Dr Powell once he retired at the end of July to take up the position of Master Mercer. Sources of recruitment were discussed including organisations such as GFS and the NGA. It was confirmed that a recently appointed Co-optee had been recruited through GFS, however this was quite a long recruitment process. The Clerk suggested that copy in the advert previously received by the Committee could be posted on the College's LinkedIn page and shared with local networks. If these methods were unsuccessful, it was agreed that a specialist NED search company would be considered by the Committee at the next meeting. **(Action: Clerk)** It was also discussed that the RDfE had requested that the Trust Board of the future MAT include an additional Trustee with a background in education. The Clerk said it therefore could be possible that should a suitable prospect be identified, they may agree to start off as a Governor for the College and transition to a Trustee role in the new MAT.

In terms of Trustees of the Collyer Endowment, contacts through the OCA would be explored and the Principal offered to write to President of the OCA to request an inclusion in the next newsletter. **(Action: Principal)**

### iii) Committee Chair successors 24-25

The Clerk highlighted the most pressing need was for a successor to Dr Powell as Chair of the Q&C Committee. The Chair of the Governing Body took an action to speak to the Q&C Committee's Deputy Chair who the Committee agreed would make a good successor. It was noted the successor would need to replace Dr Powell on the Governance & Search Committee. The Q&C Deputy Chair chaired the Skills Agenda working party and workload would be discussed in terms of commitment to other committees. **(Action: Chair of GB)**

The Committee Chair raised the matter that had been brought to her attention of her tenure since 2015 as Chair of both Governance & Search and Remuneration Committees. The Clerk advised it would be good governance practice to review or rotate the Committee Chair roles and it was agreed from the new academic year for the Committee Chair to Chair the F&GP Committee. There would be a handover period for the remainder of the year to allow a smooth transition. The Committee Chair's term of office was approaching 11 years and was due to end in July 2024. While this exceeded the policy on terms of office, in the context of academisation, there would be a proposed exception for an extended period of 12 months. As a formality, the proposal would need to be formalised by the Mercers' Company, however it would mean 3 of 4 Mercer elected positions would be filled which was considered acceptable during the period of the MAT formation. **(Actions: Clerk)**

Additionally, it was proposed the current Chair of the F&GP Committee change roles to Chair Governance & Search and Remuneration Committees. There was a concern raised that the membership of the Remuneration Committee had not changed for some time, albeit since the appointment of the new Chair of the Governing Body which didn't allow the opportunity to upskill other Governors. However, the Clerk referred to the suggestion arising from the previous meeting to merge Governance & Search and Remuneration Committees that would negate this as well as being a more efficient approach. It was agreed the Clerk would bring exemplars from other colleges including ToRs and work planners to the next meeting with a view to enacting this from the summer term, subject to agreement by the Governing Body once endorsed. **(Action: Clerk)**

### iv) Successor for the Safeguarding Link Governor

Dr Powell would also need to be succeeded as Safeguarding Governor which was an important role that needed to sit within the Q&C Committee. This would be considered at the next meeting, once the Chair of the Governing Body had spoken to the Q&C Deputy Chair. The Clerk advised that there was time to plan before the end of the academic year.

b) Governor capacity and recruitment in the context of academisation:

i) Terms of the current Chair and DC

In light of the significant activity and investment to progress with academy conversion, the Committee discussed and agreed that in terms of continuation, the current Chair and Deputy Chair of the Governing Body would be proposed for a further year's service and in doing so extend their current term of office which was due to expire at the end of July 2024 for a further year. In respect of good practice, this would be raised at the next Governing Body meeting in case other Governors wished to express an interest in either role. **(Action: Clerk)**

ii) Future Chair candidates

The Chair of the Governing Body spoke to the tables he had circulated prior to the meeting which explained a plan for Chair and Deputy Chair succession while transitioning to the new MAT. The overall project was delayed until Easter 2025 at the earliest and the timelines factored this in. The Chair of the Governing Body said he was happy to remain as Chair during the transition period and for the first year after the MAT formed but wished to plan for possible successors. In essence, he suggested there be 2 Deputy Chairs, one playing a support role and one as Chair designate. The candidates had not yet been proposed or identified. The Committee supported the plans and the Committee Chair wished to thank the Chair of the Governing Body for his continued contribution and support.

iii) Mercer Governors

*(n.b 3/4 terms end on 31/07/24)*

Discussed under Item 3a(ii)

iv) Governors migrating to Member and Trustee roles in the possible new MAT structure

The Clerk tabled a paper which showed the planned roles in the new structure. The named Members and Trustees as well as senior leaders involved in forming the MAT would be invited to a launch event in March with the chance to network and receive the latest updates and relevant training.

v) The future of Local Governance

The Clerk drew members attention to the table and commentary with suggestions for Local Governors from those who had applied and possible elected Local Governors depending on the agreed constitution. The Clerk advised that Co-optees had a similar level of responsibility as Local Governors and they could transfer subject to agreement.

c) Trustees (Collyer Endowment):

i) Current vacancy (College appointed)

Discussed under Item 3a(ii)

ii) Successor for Chair of Trustees *(Mercer appointed)*

An action for the Clerk had been recorded at the recent Trustees meeting. Following the recent events, it was agreed for the Clerk to speak to the Deputy Chair of the Trustees to request he take the Chair role for the interim. **(Action: Clerk)**

iii) Deputy Chair of Trustees

*(Mercer appointed – nb may be willing to extend)*

Deferred until further notice.

#### **4. AOB**

The Committee Chair requested that any significant developments be fed back before the next meeting.

#### **5. Date of Next Meeting**

The Committee would next meet on Monday 26 February 2024, 16.00

The meeting closed at 15.47

Chair .....

Date .....

RRS 02-02-24