



Minutes of the meeting of the Governance and Search Committee held on Tuesday, 7 October 2025 at 2.00 pm

Present: Carol Cooper-Smith (Chair and Governor)
 George Graham (Governor)
 Maria Lang (Governor)
 Matt Mills (Governor)

In attendance: David Akeroyd (Principal and CEO)
 Geraldine Hulley (Interim Clerk to the Corporation)

Minute	
PROCEDURAL MATTERS	
G&S25/016	<p>Agenda Item No 1: Quorum</p> <p>The meeting was quorate.</p>
G&S25/017	<p>Agenda Item No 2: Apologies for absence</p> <p>There were no apologies for absence.</p>
G&S25/018	<p>Agenda Item No 3: Declarations of interest</p> <p>The Committee noted that Matt Mills had been elected onto the Council of the University of Huddersfield. The post would be effective from 2 October 2025 and he would complete a new entry to the register of interests.</p>
G&S25/019	<p>Agenda item No 4: Minutes of the meeting held on 11 June 2025</p> <p>With the removal of 'designate' from a job title, the minutes were approved as a correct record.</p> <p>It was RESOLVED to approve the minutes of the meeting held on 11 June 2025.</p>
G&S25/020	<p>Agenda item No 5: Rolling Action List:</p> <p>The Committee noted the rolling action list.</p> <p>The completion dates for Actions 10 and 12 would be changed to November 2025. As Action 12 related to senior post-holder (SPH) pay, there was a need to replicate this action for the Remuneration Committee.</p>

	<p>All other items were covered in the agenda or notified AOB.</p> <p>It was RESOLVED to note the Rolling Action List.</p>
G&S25/021	<p>Agenda item No 6: Notification of any other business</p> <p>The Committee noted two items of additional business.</p> <ol style="list-style-type: none"> a. The Appraisal Framework b. Recruitment process for SPHs. <p>There were no other items of business.</p>
FOR DISCUSSION, DECISION AND RECOMMENDATIONS	
G&S25/022	<p>Agenda item No 7: Board Constitution and Appointments – External Board Review</p> <p>Governors discussed the constitution, terms of office, roles and succession planning.</p> <p>Kalam Neale’s term of office expired on 27 September 2025. Marie Lang reported that as part of her 1-2-1s with Governors, Kalam had demonstrated his enthusiasm and passion for the College. He had indicated he would like his term of office extending and had registered an interest in joining the Audit and Risk Committee. To date his engagement had been positive. The Committee agreed to propose that Kalam Neale should be offered a second term of office for a period of 4 years.</p> <p>Where recruitment of Northern College Governors was concerned, a recruitment methodology would be agreed at the next Transition Board on 20 October 2025.</p> <p>Following Gavin Day’s resignation, the Committee received confirmation that Carrie Sudbury had agreed to be Chair of ITS Ltd and Smartstyle.</p> <p>The Committee discussed a proposal for Vice Chairs to join some of the regular scheduled meetings between the Principal and Chair. Monthly meetings between the Principal, Chair of Corporation, Vice Chairs and Director of Governance would be arranged following the new DoG taking up the post.</p> <p>In a discussion about Committee membership, it was agreed that the list of Governors for each Committee should be checked for accuracy. Any changes to Chair of Committee should also be updated. Where the subsidiaries were concerned, not only should the names be checked in the report for accuracy but information held at Companies House would also be updated.</p> <p>Link Governor visits were due to start in the autumn. Where a Link Governor for Careers Advice and Guidance was concerned, the Vice Principal Curriculum and Student Experience would be asked to provide Governors with a report on</p>

	<p>how the College responded and delivered to Gatsby benchmarks. A decision could then be made on whether a Link Governor for this area was needed.</p> <p>One area for a deep dive (14-16) had already been agreed. The Committee agreed that any other deep dives would be confirmed after the results presentation to be held later in the day.</p> <p>Marie Lang reported on feedback gathered from recent 1-2-1s in relation to training where a specific request had been made for a masterclass in finance. The Committee agreed that there were likely to be existing webinars and/or online training that had been developed for governors by, for example, the Association of Colleges. Such options would be investigated in the first instance.</p> <p>Where the external governance review was concerned, the Chair outlined the tender process that had been followed and that the AoC had been appointed. Once in post, the new Director of Governance and Chair of Committee would work together to agree a timeline for the review and confirm which meetings they would attend including the strategic seminar. The review would commence in January 2026.</p> <p>It was RESOLVED to: note the report; recommend Kalam Neale for a second term of office of 4 years; agree the appointment of Carrie Sudbury as Chair of ITS and Smartstyle; note that Gavin Day had resigned from ITS and Smartstyle; and, agree monthly meetings between the Principal, Chair, Vice Chairs and Director of Governance to be arranged.</p>
<p>G&S25/023</p>	<p>Agenda Item No 8: Review of Board Effectiveness and Skills Survey Results including Governor 1-2-1 meetings</p> <p>The Chair of Corporation had met with all but one of the independent governors. A detailed report was tabled outlining feedback around a number of themes.</p> <p>Marie Lang reported that the discussions had confirmed there was a passion and enthusiasm for the College. All governors understood the vision and were very much focused on the College’s students. Findings from the 1-2-1s would be used by the new Director of Governance as part of her role; the findings may also be helpful for the external governance review.</p> <p>The Committee noted the importance of good communication. All Governors had a College email address; there was a need to check that they were included into staff emails from the Principal.</p> <p>The Committee noted the findings in the report and commented what a valuable exercise this had been. Marie was thanked for her time and commitment that had gone into completing the process. The Principal, Chair of Corporation and Director of Governance would discuss the best way of taking the actions forward.</p> <p>It was RESOLVED to note the report.</p>

<p>G&S25/024</p>	<p>Agenda Item No.9 – Succession Planning</p> <p>Succession planning had been subject to a number of discussions in the last year where there had been a particular focus on the Chair and Vice Chairs.</p> <p>The Skills Audit had identified some shortages some of which had been met through the recent recruitment of governors. The Committee agreed a review of the skills shortages would be undertaken by the Director of Governance once in post and refreshed as appropriate.</p> <p>The report provided a very helpful insight and overview of individuals’ interest/ readiness for roles outside of their current positions. The report would help in future discussions about succession planning and any developmental needs. Further planning was required for the period when the Chair and Vice Chairs’ terms of office ended as their end dates were close together.</p> <p>It was RESOLVED to note the report.</p>
<p>G&S25/025</p>	<p>Agenda Item No 10: Governance Improvement Action Plan</p> <p>The Committee noted the progress that had been made on the Governance Improvement Action Plan.</p> <p>The Committee agreed that ‘Use of Technology’ rating should be changed from green to amber. The Board portal had been introduced but it was not being fully utilised. The Director of Governance would be able to promote the portal once she was in post and ensure that all Governors would be able to benefit from what the system could offer.</p> <p>Two actions that were the responsibility of the new Director of Governance would have the completion dates changed to December 2025.</p> <p>Governors were being encouraged to use their College email addresses. IT would be asked to confirm that a distribution list for independent, staff and student governors had been created.</p> <p>It was RESOLVED to note the Governance Improvement Action Plan.</p>
<p>FOR INFORMATION</p>	
<p>G&S25/026</p>	<p>Agenda Item No 11: Governance Annual Report</p> <p>The report summarised the development and activities that had taken place over the last academic year and would be shared with the Director of Governance.</p> <p>It was RESOLVED to note the Governance report.</p>
<p>G&S25/027</p>	<p>Agenda item No 12: Board and Committee Analysis of Attendance</p>

	<p>The annual report on attendance was noted and that overall board attendance was up from 75% in 2023-24 to 88% in 2024-25. The sector average was 82.19%. Eleven Governors achieved 100% attendance. Overall Committee attendance was 88% for Audit and 78% for Governance and Search.</p> <p>The contribution made by Governors over and above formal meetings was noted with an additional 204 meetings (up from 118 in 2023-24), events and activities undertaken in 2024-25 both virtually and in person.</p> <p>Future reports should include a breakdown of in person and online attendance. Patterns of attendance also needed to be monitored in 2024-25. All data would be checked prior to inclusion in the Corporate Governance Statement as part of external audit.</p> <p>Opportunities were identified for collecting Governor engagement to include a qualitative perspective. A Governor may have to miss a meeting but would have contributed by raising questions in advance. The Director of Governance would be asked to explore this function.</p> <p>The target for 2025-26 was set at 85%.</p> <p>It was RESOLVED to note the report and to recommend an attendance target of 85%.</p>
<p>G&S25/028</p>	<p>Agenda Item No 13: Review of Business Deemed Confidential over last 2 years</p> <p>Governors noted the report and agreed the recommendation that there were three sets of minutes that could be released into the public domain as they no longer contained confidential information.</p> <p>It was RESOLVED to note the review of business deemed confidential.</p>
<p>G&S25/029</p>	<p>Agenda Item No 14: Report on Governor Expenses</p> <p>Confirmation was received that the expenses were minimal, appropriate and in line with both governors discharging their duties on behalf of the College.</p> <p>It was RESOLVED to note the report and approve their reporting to the Board as per the financial regulations.</p>
<p>G&S25/030</p>	<p>Agenda Item No 15: Governance Policy Update</p> <p>No changes were recommended to update any policies and procedures as the Code of Conduct, Instrument and Articles and Standing Orders had been updated in July 2025.</p> <p>It was RESOLVED to note the report.</p>
<p>ANY OTHER BUSINESS</p>	

<p>G&S25/031</p>	<p>Agenda Item No 16: Any other business</p> <p>a. Appraisal documents: A review of the policies and procedures had been undertaken following the publication relating to Weston College. The review confirmed that a robust appraisal system was in place between the Chair and SPHs at the College. The existing process enabled the Board to hold SPHs to account and provided a RAG rating of objectives. The documentation provided by the AoC and reviewed by the committee had been a useful exercise and confirmed that the College was in a good position with its approach to SPH appraisals. The Committee agreed the same process would continue and no changes to the documentation was necessary.</p> <p>b. SPH recruitment: The Committee agreed that the recent recruitment for a Director of Governance had resulted in appointing a very good candidate. Reflections on the process had confirmed the need for good communication and planning. Different stages of the process require inputs from different people.</p> <p>It was RESOLVED to note the verbal reports.</p>
<p>G&S25/032</p>	<p>Agenda Item No 17: Date and time of next meeting</p> <p>Tuesday, 19 May 2026 at 2.00 pm</p>

Meeting closed at 3.30 pm.