

**Draft Minutes of the Extraordinary Corporation meeting
held on 31st January 2023 at 5.00pm in UCG Room 4H01**

Present Kai Adegbembo (Chair), Ann Hardy, Kerri Harold, Jim Harris, Becky Huxley-Binns, Cain Matthews, Liz Parry, Keith Pearson, Mark Smith (via MS Teams)

In Attendance Steve Butler (GVP Employee Services) Maria Turnbull-Kemp (GVP Finance), Jane Spurgin (Interim Clerk), Penny Tracey (minute taker)

1. Apologies for absence

Apologies for absence were received from Richard Askam and Guy Lonsdale.

2. Declarations of Interest

Governors were reminded to declare any interests arising during the meeting too.

CM declared an interest in Item 4 as a member of staff.

JH declared an interest in Item 5.1 as a candidate for Chair of Audit.

3. Formal Appointment of Full Corporation Members

3.1 The Interim Clerk went through the paper on the formal appointment of Full Corporation members. This was a housekeeping item following the dissemination of local boards; and to formally appoint to full Corporation members: Kai Adegbembo, Richard Askam, Kerri Harold, Jim Harris and Liz Parry.

3.2 The Interim Clerk explained we also we have two extensions of terms with Liz Parry being extended to November 2023 – the Search & Governance minutes containing that recommendation had been approved at the previous Corporation meeting but the extension requires formal approval in the minutes. In addition, whilst Mark Smith's current term of office as HE student governor completed in January, as the appointed HE Student Senate representative 2022/23, his period of service is to be extended to the end of his course in Summer 2023.

3.3 The Interim Clerk explained we also needed to formalise Guy Lonsdale's short-term appointment for a full 4-year term of office as a Corporation member, subject to his agreement.

3.4 The Interim Clerk thanked Kerri Harold for volunteering to be the safeguarding governor for TEC Partnership and this was formally confirmed within the minutes.

RESOLVED: that the Corporation approved:

- (a) the appointment of the following governors as full Corporation members, under the new governance arrangements: Kai Adegbembo, Richard Askam; Kerri Harold; Jim Harris and Liz Parry;
- (b) the extension of the term of office for Mark Smith to 31st July 2023;
- (c) the extension of the term of office for Liz Parry to November 2023;
- (d) the extension of Guy Lonsdale's short-term appointment for a full 4-year term of office as a Corporation member, subject to his agreement.
- (e) the appointment of Kerri Harold to be the safeguarding governor for TEC Partnership.

4. Finance

CM left the room at 5.14pm

4.1 Recommendation from Remuneration Committee: pay award

Please see part B Confidential Minutes.

CM re-entered the room at 5.23 pm

4.2 Formal approval of Written Resolutions: two submission of end of year financial plans – formally approved in minutes.

The Interim Clerk summarised the Written Resolutions taken by members in December, confirming that the process demands had been met:

- (a) Prior year adjustment to Modal accounts (as agreed with Mazars); and
- (b) the COVID-19 Regularity Self-Assessment Questionnaire, Regularity Self-Assessment Questionnaire (2021 to 2022).

RESOLVED: that the Corporation formally approved the Written Resolutions taken by members in December.

JH left the meeting at 5.24pm

5. Governance

5.1 Search & Governance Committee recommendations for the appointment of the Chair of the Corporation, the Chair of the Audit Committee and the Director of Governance

The Interim Clerk introduced the report for the Corporation to receive, consider and approve the recommendations from the Search & Governance Committee for the following new appointments:

- (a) Chair of the Corporation;
- (b) Chair of the Audit Committee; and
- (c) Director of Governance.

The following recommendations from the Search & Governance Committee were made:

Chair of the Audit Committee

Interviews had been held on 24th January 2023 with the panel consisting of Kai Adegbembo, Interim Chair of the Corporation, Ann Hardy, Chief Executive Officer and Guy Lonsdale, Audit Committee member, with Drew Richardson-Walsh (Peridot) acting as an Adviser.

Three candidates had been interviewed: details in private business.

Extensive discussions were held on the calibre of the candidates to ensure the Search & Governance Chair, who was not part of the interview process, was aware of the skills-set of all candidates. The CEO provided an update on all the candidates.

The CEO stated that one individual had been a very good candidate and the panel felt he could be potentially be considered as Chair of one of the other governance committees, possibly the Finance & Resources Committee.

Following extensive deliberation, the panel agreed to recommend Josh Greaves for appointment as a Corporation member and Chair of Audit Committee. This recommendation was proposed, seconded and unanimously agreed by the Corporation.

JH re-joined the meeting at 5.29pm.

Chair of the Corporation

Interviews had been held on 17th January 2023 with the panel consisting of Kai Adegbembo, Interim Chair of the Corporation, Ann Hardy, Chief Executive Officer and Ron Hill (Stone King), with Drew Richardson-Walsh (Peridot) acting as an Adviser.

Three candidates had been interviewed: details in private business. The candidates also had a tour and a chat with the CEO.

Extensive discussions were held on the calibre of the candidates to ensure the Search & Governance Chair, who was not part of the interview process, was aware of the skills-set of all of the candidates.

Following extensive deliberation, the panel agreed to recommended Paul Barker for appointment as a Corporation member and as Chair of Corporation. This recommendation was proposed, seconded and unanimously agreed by the Corporation.

The CEO provided an overview on all the candidates and the interview panel made a recommendation to the Search & Governance Committee that we recommend appointing Andrew Lindley to become a member of the Corporation. Members noted that Andrew Lindley would still like to be involved and the Panel felt he had a strong skillset and recommended he be put forward to be a member of the Corporation. This recommendation was proposed, seconded and unanimously agreed by the Corporation.

Director of Governance

Interviews had been held on 26th January 2023 with the panel consisting of Kai Adegbembo, Interim Chair of the Corporation, Ann Hardy, Chief Executive Officer, Jim Harris, Interim Vice Chair, Jane Spurgin, Interim Clerk and Rachel Robson (Stone King), with Sarah Atkins-Boal (Peridot) acting as an Adviser. Paul Barker had also been invited to attend the process as an observer in his Chair of Corporation designate role.

Three candidates had been interviewed: details in private business as a selected candidate had dropped out of the process.

A discussion was held on the calibre of the candidates to ensure the Search & Governance Chair, who was not part of the interview process, was aware of the skills-sets of all candidates. The CEO provided an update on all the candidates.

Concerns were raised regarding the recommended candidate's 6 months' notice period but members of the Executive Leadership Team assured Corporation members that the Interim Clerk had done a lot of work in the short term, setting policies and procedures in place and we were in a much better position to take governance forward. The CEO would be having a conversation with the candidate following this evening's meeting and would alleviate any concerns but reminded members we also still had access to our Interim Clerk and the existing relationship with Stone King.

Following extensive deliberation, the panel recommended Antonia Praud be recommended to the Board and appointed to the role of Director of Governance. This recommendation was proposed, seconded and unanimously agreed by the Corporation.

RESOLVED: that Corporation approved the Search & Governance appointment recommendations of:

- a) Josh Greaves, Andrew Lindley and Paul Barker as full corporation members; and having appointed the members, that:
- b) Josh Greaves be appointed as Chair of Audit Committee;
- c) Paul Barker be appointed Chair of Corporation;
- d) Antonia Praud to be appointed as Director of Governance.

5.2 Instrument and Articles of Governance

The Interim Clerk stated with the new approved governance structure in place consisting of the Corporation served by 6 committees and 3 advisory groups, the Instrument & Articles had been amended to reflect those changes and would be reviewed again in 6 months.

It had been agreed to increase Corporation members to 18 including the CEO, 2 staff and 2 student governors. These 5 TEC Partnership based roles left 13 places for business or community governors and, taking into account the current membership, there would be 6 vacancies. It was noted that 3 of these vacancies would be filled by Paul Barker, Josh Greaves and Andrew Lindley and it was thought we would have no issues in filling the remaining vacancies.

JH thanked KA for his hard work as Interim Chair and confirmed that KA now reverts to his position as Vice Chair and JH relinquishes his Interim Vice Chair role.

RESOLVED: that Corporation approved the amended Instrument and Articles of Governance.

5.3 Committee & Advisory Group Terms of Reference

The Interim Clerk had amended the existing Terms of Reference for the established committees and created new ones for the new Committees and Advisory Groups – these had been scrutinised by ELT who had confirmed they were fit for purpose from their perspective. The new Terms of Reference provided membership and quoracy details of those committees together with the frequency of meetings (e.g. most committees to meet 4 times a year/termly meetings). These Terms of Reference would be reviewed again in 6 months' time.

In respect of the Skills & Employment Advisory Groups membership, the CEO raised concerns that we may struggle to get members from the LSIP Employer Representative Groups and it was agreed that the wording would be amended to be less prescriptive, if possible.

Subject to the above amendment, the new Terms of Reference were proposed, seconded and unanimously agreed by the Corporation.

RESOLVED: that Corporation approved the Committee & Advisory Group Terms of Reference

5.4 Membership of Committees

The Interim Clerk introduced her report and the need to consider current committee memberships and the gaps to be filled, from current members and new governor recruits.

The Interim Clerk would email out a new skills matrix for all governors to complete.

Kerri Harold asked to be removed from Remuneration and Audit Committees with immediate effect but would be happy to be a member on the Curriculum & Quality Committee. The Interim Clerk confirmed that the Search & Governance Committee meeting in February would look at the collated Skills Matrix response and make suggestions for committee memberships.

In response to a query, it was robustly rejected that the new of the Skills Advisory Group names (which was based on the LSIP groupings) be changed from East Yorkshire to East Riding.

RESOLVED: that Corporation note the current Membership of Committees, the vacancies to be filled and that the Interim Clerk would email the skills matrix for members to complete and return.

5.5 Corporation Standing Orders

The Interim Clerk had reviewed the existing Standing Orders, aligned them with the new Instrument & Articles of Government and had made improvements including a new scheme of delegation; the document will be reviewed again in 6 months.

In response to queries received, the Interim Clerk confirmed that any changes to the Standing Orders or Scheme of Delegation do need to come to Corporation. It was noted that members are flexible on meeting times but they normally start at 4pm.

This recommendation was proposed, seconded and unanimously agreed by the Corporation.

RESOLVED: that Corporation approved the Corporation Standing Orders

5.6 Calendar of meetings (Jan – July 2023)

The Interim Clerk handed out the proposed new calendar of meetings and the only issue raised related to an Advisory Group meeting planned for 4th May as this was election day; it was agreed this meeting could be moved to 25th May.

RESOLVED: that, subject to the above amendment, the Corporation approved the Calendar of Meetings (Jan – July 2023)

5.7 Governor recruitment – update

The Interim Clerk updated members on the planned recruitment strategy to fill the Corporation membership vacancies including a social media campaign, the “join the board” brochure included in the pack for information. Local board members will also be approached to ask if they wish to express an interest in becoming a full corporation member. Applications and expressions of interest received will be reviewed by the Search & Governance Committee, informed by the collated skills matrix identifying any gaps in expertise/experience.

A discussion was held about the role of staff governor and ensuring we have the right candidate but also that the staff body and the prospective staff governor understands their role on the board. Staff governors are there as a governor in their own right and not as a representative of the staff body.

It was noted that we needed to ensure we have representation on the board from all areas of our business; members need to be committed to the whole community but we need local area representatives as well.

It was also noted that the Safeguarding governor needs to have a full understanding of all campuses and sites.

The Search & Governance Committee will meet in February, consider any applications and come back to Corporation with their recommendations.

RESOLVED: that the Corporation noted the Governor recruitment update

5.8 Formal Governance Review

The CEO confirmed we are obliged to do a governance review for the DfE. The GVP Finance reported that our external auditors, Mazars, are happy for this to be completed by 31st July 2024. It was acknowledged that we cannot use Stone King to do this review.

RESOLVED: that Corporation noted the Formal Governance Review arrangements.

5.9 LSIP Engagement

The CEO updated the Corporation that there had not been a lot of movement with the 3 LSIP's meetings with each area but links were being developed with all three LSIPs to ensure we were closely involved in the design of the plans. This will drive the accountability agreement which has to be submitted to A Governor the DfE by 31st May. This is a 3,000 word document on how we plan to address the requirements of the LSP and national priorities. A working group is being set up to write this document.

LSIP meetings are being held but the engagement is not great. It was noted that devolution is affecting this and local elections are being held in May. Lincolnshire have the infrastructure to facilitate the meetings. JH offered help for support from the Chamber in Hull.

The CEO will provide an update at the March meeting.

RESOLVED: that Corporation noted the LSIP Engagement

5.10 Governance next steps

The Interim Clerk briefed members on the next steps for governance including the need to update member's Declaration of Interest to ensure we are audit compliant; the recruitment campaign; and the review of performance against the code of good governance.

The Interim Clerk reported the report writing training was scheduled for tomorrow morning and would be followed by a session on the code of good governance.

RESOLVED: that Corporation noted the Governance next steps

6. Any Other Business

The staff governor raised concerns with not being involved in the discussions regarding the approval of the pay award and stated that other members of staff were involved in the discussions and there should have been other conflicts of interest as this was a confidential item.

The Chair confirmed that the GVP Finance and the GVP Employee Services had developed and written the report and did not participate in the approval process. The CEO wanted the decision to go out to all staff at the same time but it was agreed that the GVP Finance would inform them of the decision made regarding the pay award outside of this meeting.

7. Date and time of next Governing Board meeting:

Monday 27th and Tuesday 28th March 2023 – two full day Strategic Planning event at STEC
Tuesday 28th March 2023 @ 1pm – Corporation meeting
Tuesday 23rd May 2023 @ 4pm – Corporation meeting
Tuesday 4th July 2023 @ 4pm – Corporation meeting

The meeting closed at 6.37 pm

Signed _____
Chair of the Corporation

Date _____

