

NOMINATIONS AND GOVERNANCE COMMITTEE

Minutes of the virtual meeting held on 7 February 2024 at 10am

Present virtually: C Higgins, Vice Chair (part) S Daley
 E D’Souza, Chair S Howard(part)
 N Savvas

In attendance: S Gales, Governance Professional

Apologies:

- Declaration of Interests and Apologies for absence**
 C Higgins, E D’Souza and S Daley declared their role as a Trustees of Suffolk Academies Trust, N Savvas declared his role as a Trustee and CEO of Suffolk Academies Trust. No other conflicts of interest in relation to the items of the agenda were declared.

No apologies for absence were received.

- Minutes of the meeting held on 17 October 2023**
 The minutes of the meeting held on 17 October 2023 were **agreed** as an accurate record.

- Matters Arising from meeting on 17 October 2023 inc. External Board Review action plan**

Three of the seven matters arising from the previous meeting were complete, one was closed, two were noted and therefore closed and one is ongoing.

Four of the actions arising from the External Board Review are ongoing.

Governors discussed MA1 relating to student voice mechanisms and discussed how best to structure student feedback sessions. The CEO to consider.

CEO

- Membership**
 The Committee received and considered the report provided which summarised the constitution inc. Committee membership, Equality, Diversity and Inclusion.

The Governance Professional advised that Rachel Cannon’s term of office expires in May 2024 and the term of office of Chris Higgins, Elton D’Souza and Julia Wakelam expire in July 2024, and the term of office of Henry Nydam and Nick Roberts in August 2024.

Governors considered the appointment of Rachel Cannon against the Appointment and Term of Office Policy and **agreed to recommend to the Corporation** that she be appointed as an External Governor for a 4-year term of office.

Governors considered the term of Nick Roberts and **agreed** the CEO liaise with him about his succession plans.

CEO

Governors considered the re-appointment of Henry Nydam against the Appointment and Term of Office Policy and **agreed to recommend to the Corporation** that he be re-appointed as a Committee member for a 1-year term of office.

The Committee deferred discussion about the reappointment of Chris Higgins, Elton D’Souza and Julia Wakelam to the Corporation.

Corporation

C Higgins left and S Howard joined the meeting at 10.30am

5. **Feedback from annual 1:1 meetings with the Chair**

The Committee received and considered the paper provided.

Governors discussed the feedback linked to succession planning and **agreed** to convene a standalone meeting of this Committee in the summer term to discuss.

Gov. Prof.

6. **360° Feedback**

The Committee received and considered the paper provided which collated Governor and Committee Member feedback on the performance and effectiveness of the Chair, Governance Professional and CEO, and analysed the 3-year trend analysis.

The Governance Professional noted that the 3-year trend analysis shows the number of 'do not know' or 'neutral' are not increasing, despite inducting multiple new members which indicates the induction is effective in explaining our governance assurance framework and providing new members confidence/assurance.

Governors noted the feedback is overwhelmingly positive (with the majority of responses 'strongly agree' or 'agree') year on year and reflects the cycle of continuous improvement and feedback and evidences the strength of our Board culture.

Governors discussed the question "The Chair effectively conducts the appraisals of the CEO and the Governance Professional and sets proposed targets for the coming year" (in the Chair's 360 feedback) where 33% of respondents answered 'do not know', and suggested the Chair report this more overtly to the Corporation in July 2024 following the discussions of the Remuneration Committee.

Chair

The Governance Professional queried if the Committee are happy to continue with the questionnaire in future years or if they would like it changed/refreshed. Governors **agreed** the questionnaire remains fit-for-purpose and to keep using it and collecting year-on-year trend analysis data.

7. **Updated Governance documentation**

The Committee received, considered and **approved** the Scheme of Delegation and **agreed to recommend to the Corporation.**

The Committee received, considered and **approved** the Conflict of Interest Policy and **agreed to recommend to the Corporation,** subject to the amendments below.

Governors advised adding reference to 'the immediate family of a student' in the close personal relationships bullet on page 1 and adding a specific 'close personal relationship' box on the form on page 3.

Gov. Prof.

The Committee received, considered and **approved** the Proposal to establish further joint Committees paper provided, and **agreed to recommend to the Corporation.**

8. **Any other business**

i. **Chair's Advisory Group**

The Chair advised of plans to arrange a regular monthly meeting of the Advisory Group, but open to all governance members, to review the due diligence and plans associated with the inorganic growth opportunities.

The meeting closed at 10.36am