

## Search and Governance Committee

Minutes of a hybrid meeting of the Search and Governance Committee  
held at 2:30pm on Wednesday 21 January 2026 at Truro College

Members: Linda Batchelor, Ken Curtis, Kay Penney, Sarah Sanderson, Robert Townsend  
(Committee Chair and Chair of the Board) and Martin Tucker (Principal)

Also Present: Wendy Randle (Head of Governance)

| Item | Discussion/Decision                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Action                               |
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| 1    | <p><b>Apologies and Declaration of Interests</b></p> <p>There were no apologies, the full Committee was present.</p> <p>There were no further declarations of interest to those contained on the register.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                      |
| 2    | <p><b>Minutes</b></p> <p>The minutes of the meeting held on 23/09/25 were approved as an accurate record of the meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                      |
| 3    | <p><b>Matters Arising</b></p> <p>The matters arising report was received and reviewed. The following updates were provided:</p> <p>21/05 – minute 2 - <i>conduct a review of the effectiveness of the governance structure, six months after implementation. (March 2026).</i> The Committee agreed to complete this at the May 2026 meeting, noting the impact of efficiencies and recruitment of a new Principal on Committee's and Governors' workloads.</p> <p>08/05 – minute 3 - <i>FIP membership proposed to be reduced to 6 members.</i> On reflection, it was agreed that the FIP membership remain at a minimum of 7 to support succession planning.</p> <p>27/02 – minute 4 - <i>Information on the diversity of the top 3 layers of organisational structure and whether this /is reflective of the student body.</i> The Principal reported on the gender balance of the staff in the Senior Management Team (SMT), the Operational Management Team (OMT), the Heads of Faculties (HoFs) and the Team leaders. It was noted that of the 43 staff, 38.2% are male and remainder female. The Committee discussed the implications of this distribution and requested data on other protected characteristics for the next meeting, to be gathered through the upcoming staff survey and compared with both staff and student demographics.</p> <p>08/05/25 – minute 7.1 – <i>Chair to undertake 1:1s with all Governors in summer 25.</i> Agreed to remove this action and complete in summer 26.</p> <p>24/10/24 – minute 5 – <i>Head of Governance to attend AoC New Governor induction.</i> Agreed to remove this action.</p> | <p>S,G&amp;R</p> <p>MT</p> <p>RT</p> |
| 4    | <p><b>Board membership and governance structure</b></p> <p>The Committee received the papers. Following review of the Board membership a lengthy discussion took place on succession planning, noting the Chair of the Corporation's plans to step down from the role in September/ October 2026, as planned due to upcoming commitments.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                      |

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| <p>The Committee reflected on the role of Chair of the Corporation, the skills and experience required, and already present, within the Board versus the option to appoint eternally. The Committee also reflected on how best to support the incoming Principal and provide stability to the Board and Senior Postholders.</p> <p>The Committee considered the Vice Chair role, noting that Sarah Sanderson's term ends in July 2026 and any reappointment would exceed the two-term good practice guideline. Given the number of new Governors, the Committee highlighted the importance of retaining institutional knowledge to support the incoming Principal and the Board, and to ensure sufficient skills and experience for future strategic decision-making.</p> <p><b>Action</b></p> <ul style="list-style-type: none"> <li>▪ Recommend to Board the reappointment of SS as a Governor on the Board for a term of 2 years. It was noted that SS would consider fulfilling the role of Chair of the Corporation if required by the Board.</li> <li>▪ Progress the mentorship proposals detailed in the 'Board Membership and Governance' paper.</li> <li>▪ Undertake a review of the governance structure at the May S,G&amp;R meeting.</li> </ul> <p>The Committee explored the recruitment process for the Chair of the Corporation, noting the importance of ensuring an open and transparent process with full Board engagement. As part of this process, all leadership roles within the governance structure and Governors' personal aspirations will be explored to develop a long term succession plan for the Board. Additional succession planning and membership decisions were also explored.</p> <p><b>Actions/ Decisions</b></p> <ul style="list-style-type: none"> <li>▪ Prepare a draft process for Chair of the Corporation recruitment for Committee members to review and recommend to Board for approval.</li> <li>▪ Following the above, invite expressions of interest in the role of Chair, Vice Chair and Committee Chair and Vice Chair roles. The election for the role of Chair of the Corporation to take place at the March Corporation meeting.</li> <li>▪ Explore succession planning for the role of the Lead Governor – Safeguarding, noting LB will step down from the role of Governor at the end of her term (31/09/28).</li> <li>▪ KP will remain as FIP Chair for the interim; this will be further reviewed at the May meeting.</li> <li>▪ Following the appointment of a new Chair, the Search, Governance and Remuneration Committee Chair will be filled by another Governor, not the Chair of the Corporation.</li> <li>▪ The Committee agreed to recommend to Board that Robert Townsend remain a Governor on the FIP Committee for the remainder of his term.</li> </ul> <p>A lengthy discussion took place on Board meeting dynamics to include the attendance of the Senior Management Team at Committee and Board meetings and the impact of meeting attendance on their workload.</p> <p><b>Actions/ Decisions</b></p> <ul style="list-style-type: none"> <li>▪ SMT attendance at meetings would be limited to those required for agenda items, with some attending meetings in full and others for key items.</li> <li>▪ The full SMT will continue to attend Board meetings.</li> <li>▪ The Principal will inform with SMT</li> <li>▪ SMT meeting attendance will be agreed at agenda planning meetings.</li> <li>▪ Staff members responsible for key areas i.e. Cyber will be asked to attend meetings where required.</li> </ul> <p>The Committee noted the need to strengthen Board level discussion on HE. A Governor shared insights from a recent Governors on the Ground visit, highlighting how the College supports, and could further support, disadvantaged students into HE, including work with the Sutton Trust and the Education Endowment Fund Inclusion project. The Committee</p> | <p>RT</p> <p>WR</p> <p>S,G&amp;R</p> <p>WR</p> <p>WR</p> <p>LB</p> <p>MT<br/>WR</p> |
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|   | <p>also acknowledged the recent appointment of Andy Pardoe as a non- Corporation member of QES, bringing additional HE expertise to the Board.</p> <p>The Committee discussed Health and Safety across the College, to include governance oversight. The Principal confirmed that the Director of Learning, Assessment and Support will undertake appropriate training. It was noted that a newly appointed Governor will strengthen governance oversight of H&amp;S. H&amp;S currently sits with ARA Committee, with some oversight by FIP, and the two Committee Chairs will continue to liaise on this area.</p> <p>The Committee reviewed the Task and Finish groups in place. The Head of Governance was asked to consult with the various groups on the following proposed actions.</p> <p><b>Actions</b></p> <ul style="list-style-type: none"> <li>▪ EDI – finish. Reconvene to support the College’s inclusion project if needed. It was noted that the EDI, Safeguarding and SEND Lead Governors meet termly with the Head of Governance.</li> <li>▪ People – finish; this group has reviewed a number of policies and the initial concepts of the People Strategy which will be reviewed in its final form by the FIP Committee.</li> <li>▪ Sustainability – continue and invite GP, a new Governor, to attend.</li> <li>▪ High needs – continue with the focus on Tregye/ future options.</li> <li>▪ Callywith T&amp;F – invite expressions of interest to join this group – finance and estates skills required. Include Lucy Maggs and the new Principal.</li> </ul> | <p>WR</p> <p>WR</p> <p>WR</p> <p>WR</p> |
| 5 | <p><b>Governance Action Plan (GAP) and KPIs and priority areas</b></p> <p>The Committee reviewed the GAP and KPIs with no amendments proposed.</p> <p><b>Actions</b></p> <p>The Committee agreed to recommend to Board the approval and adoption of the GAP and KPIs, with ongoing monitoring undertaken by the S,G&amp;R Committee.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | RT                                      |
| 6 | <p><b>External Board Review provider</b></p> <p>The Committee reviewed the proposals, favouring the Stone King offer.</p> <p><b>Actions</b></p> <p>The Committee requested that the Chair of Corporation and Head of Governance seek additional external recommendations and if satisfactory, progress with appointing Stone King to undertake the External Board Review in the summer term of 2026.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | RT/WR                                   |
| 7 | <p><b>Sponsored Academy Trusts – Review of Member and Trustee Appointments, to include succession planning</b></p> <ul style="list-style-type: none"> <li>▪ Callywith College &amp; MoU steering group membership</li> <li>▪ TPAT</li> </ul> <p>The Committee received the papers detailing the governance memberships of the Members and Trust Boards of Callywith College and Truro and Penwith Academy Trust.</p> <p>Following recent legal guidance and discussions at the Governors’ Conference the Committee reviewed the expressions of interest from Governors to join the Callywith College Board of Trustees.</p> <p><b>Actions</b></p> <p>The following actions were agreed:</p> <ul style="list-style-type: none"> <li>▪ The Committee agreed to recommend to Board the appointment of Chris Weavill and Adele Bull as TPC appointed trustees on the Callywith College Board of Trustees.</li> <li>▪ The Committee agreed that Carl Riding be appointed as Member, to replace Martin Tucker upon his retirement.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p>WR</p> <p>RT</p>                     |

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|    | <ul style="list-style-type: none"> <li>The Committee agreed that KP and SS continue as permanent members on the CW/TPC MoU Steering Group.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | RT           |
| 8  | <p><b>Meeting dates 2025/26, to include Governors' Conference.</b><br/>The Committee agreed the meeting dates for 2025/26 which will be shared with Board.</p> <p>The Committee reviewed the overnight stay element of the Governors' Conference, noting it had been omitted in 2025 for efficiency. Given the number of new Governors and the incoming Principal, the Committee felt an overnight, off-site option would offer good value in developing Board relationships. The College will source two additional quotes and present a proposal at the next Board meeting.</p>                                                                                                                                                                                                                                          | WR<br><br>MT |
|    | <b>Remuneration Committee items</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |              |
| 9  | <p><b>Progress against SPH objectives</b><br/>The Committee reflected on the paper and discussed the outcomes.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |              |
| 10 | <p><b>Communications, Induction, Probation and Performance Plan for the Principal Transition</b><br/>The Committee received the paper and considered the proposed integrated approach to communications, induction, probation and performance management for the Principal's transition. The Committee noted the planned engagement activity during the transition period, including staff, student and stakeholder events. It was agreed that the proposed governance oversight arrangements provided appropriate assurance.</p> <p>The proposals will be shared with the incoming Principal, noting the need to ensure flexibility dependent on his needs.</p> <p><b>Actions</b><br/>Schedule time for each of the Committee Chairs to meet with the incoming Principal prior to the summer term Committee meetings.</p> | WR           |
| 11 | <p><b>AOB</b><br/>None</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |              |
| 12 | <p><b>Date of next meeting</b><br/>Wed 6 May 2026<br/>Tues 22 September 2026, 9:30am<br/>Wed 20 January 2027<br/>Wed 5 May 2027<br/>All taking place at 2:30pm in the Principal's office at Truro College unless otherwise stated.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |              |