

CORPORATION OF HILLS ROAD SIXTH FORM COLLEGE

Minutes of the Meeting of the Nominations Committee held on 14 October 2024

Present Jane Sterling (Chair), Kevin Taylor, Jo Trump (Principal), Evren Uygun.

Minutes Prepared by Robert Smith: Governance Professional

- 1** The Committee record with great sadness the death of its member, Emily Fletcher, and extend their deepest sympathies to her family and friends.

Her contributions to the work of the Committee were recalled with appreciation.

2 Apologies for Absence and Quoracy

All members were present.

Evren Uygun was welcomed on the occasion of his first attendance at a meeting of the Committee.

Julian Evans and Tony Minson, having ended their terms of appointment as members of the Corporation, had stood down from the Committee.

3 Declarations of Interest

None.

4 Minutes of the Previous Meetings: 9 November and 14 November 2023

It was noted that the draft minutes had been approved by the Chair of the Committee for circulation.

The minutes were approved as a correct record of the business transacted, and *prima facie* evidence of the proceedings to which they relate.

5 Matters Arising from the Minutes: 9 November and 14 November 2023

Minute 3 (14 November 2023): it was noted that Mark Dawe and Alison Taylor, following the Committee's recommendation, were duly appointed as independent members of the Corporation for a four-year term effective from 12 December 2023.

Minute 3 (14 November 2023): it was noted that Bruno Cotta, following the Committee's recommendation, was duly appointed as the parent member of the Corporation with effect from 12 December 2023.

There were no matters arising except as provided for on this agenda.

6 Membership of the Corporation: Update

A paper, prepared by the Governance Professional, was received together with an updated schedule of termination dates.

It was noted that:

John Cross had resigned his membership of the Corporation on 31 July 2024;

Emily Fletcher had died on 5 October 2024; and

It was further noted that "vacancies" had not thereby been created, since the Corporation's membership is expressed in terms of a maximum, not an absolute, number, with the key consideration therefore being, not to fill vacant seats on the Corporation, but to address current and prospective skills gaps among its members, in which regard the Audit Committee's recommendation was noted that a person with applicable qualifications and experience in the management of land and buildings be appointed to membership of the Corporation in order to assist it to fulfil its non-delegable duty of protecting the Corporation's assets.

The Committee accepted this recommendation and discussed methods by which such applications may be sought, including use of social media contacts (e.g. Linked-In and the College's alumni database), and personal contacts of current and former members. Some "cold-calling" options were also discussed.

More generally, it was agreed that a renewed skills analysis should be conducted. The Governance Professional, drawing on his experience in other forums, undertook to discuss how this might be carried out so as to yield information of practical value to the Committee.

7 Re-Appointment of Independent Member of the Corporation: Adrian Clark

The termination date (2 February 2025) of Adrian Clark's term of office was noted.

It was reported that he had expressed an interest in serving a second term.

His exemplary attendance record was noted, as well as his invaluable contributions to the work of the Corporation, in particular relating to the exercise of its financial oversight responsibilities.

Accordingly, the Committee recommended that, at the 10 December 2024 meeting of the Corporation, Adrian Clark, who is a qualified accountant, be reappointed for a further four-year term from 3 February 2025 to 2 February 2029.

8 Any Other Competent Business

It was agreed that the Committee, now operating at a bare quorum, be enlarged by the addition of a further independent member.

The Chair of the Corporation was asked to appoint an additional member of the Committee from among the independent members of the Corporation.

The Committee Chair raised the desirability of the Committee conducting an evaluation of its own performance. The Chair of the Corporation and the Governance Professional agreed, in consultation with the Committee Chair, to examine the options.

It was agreed that the Committee will meet in the Spring Term on a date to be arranged.