



**MINUTES OF SEARCH & GOVERNANCE COMMITTEE MEETING HELD ON 29TH
SEPTEMBER 2016**

Present: Peter Clark
Rachel Court (Chair)
John Rees

In Attendance: Lesley Venables, Clerk to the Corporation

APOLOGIES FOR ABSENCE

1 Apologies for absence were received from Janet Tyas (Staff Governor).

DECLARATIONS OF INTEREST

2 No declarations of interest were received.

APPOINTMENT OF CHAIR

3 **Resolved -** That Rachel Court be appointed as Chair for the 2016/2017 academic Year.

MINUTES

4 **Resolved -** That the minutes of the meetings held on 6th July and 14th July 2016 be approved as a correct record and signed by the Chair.

MATTERS ARISING

5 Governors received a report on progress against the actions identified at the previous two meetings. It was noted that all items had either been completed or were in progress.

6 Under minute 101 the Clerk reported that a schedule of curriculum visits had been prepared as part of the wider Self-Assessment Report validation process and would be discussed by the Learner Committee at its meeting on 6th October, prior to submission to the full Board.

7 At the previous meeting it had been agreed that the constitution of the Learner Committee should be amended so that external governors formed the majority of the quorum. However, since there had been several resignations and retirements over the summer period, this was not achievable and would be deferred until such time that further external governors were recruited and appointed to the Board.

8 Minutes 102 and 113 referred to items that the Clerk had been asked to review. The Committee received updated versions of both the governor induction booklet and the Self-Assessment Report/Quality Improvement Plan for Governance.

9 **Resolved -** That the Board **be RECOMMENDED TO APPROVE** the updated SAR and QIP

SEARCH & GOVERNANCE ANNUAL REPORT 2015/2016

10 The Clerk presented the annual report on search and governance issues during 2015/2016 and set out a number of priorities for 2016/2017.

11 Target levels of attendance of 80% and 75% had been set for Board and committee meetings for the 2015/2016 academic year. The target had been achieved for committees, however, the level of attendance for Board meetings was 78% (compared to 88% in 2014/1015). The Clerk suggested that one target should be set for all meetings and that governors should be asked to make every effort to attend.

12 The majority of governors had met or exceeded the target attendance levels. However, there were a number of exceptions whose attendance levels were below the targets for Board and committee meetings, some of whom had now left the Board. In future years it was suggested that attendance should form part of the annual performance evaluation process.

13 There had been one issue of quoracy during the year, which had resulted in a meeting of the Financial Performance & Efficiency Committee being cancelled. Procedures for receiving apologies and confirming attendance levels had now been strengthened and there had been no recurrence.

14 Governors were reminded of the appointments and resignations that had taken place in 2015/2016. There were currently 5 vacancies for external governors, which would be discussed in detail under a later agenda item. The Committee discussed the issues of the current constitution of the Board and the number of current vacancies and concluded that it would be prudent to reduce the maximum size from 17 to 15, on a temporary basis until further appointments were made.

15 The Committee received information on the equality and diversity profile of the Board.

16 Governors noted that the Financial Performance & Efficiency Committee had been reinstated in the overall structure. Previously, the work of this Committee had been subsumed into the full Board. However, given the importance of financial issues in the current external environment, it had been agreed that a separate committee was required to consider such matters in greater detail.

17 The Chair (Lynne MacKenzie) had retired at the end of 2015/2016 and had been succeeded by the one remaining Vice-Chair (Peter Clark). At the October meeting governors would be asked to consider whether they wished to appoint a second Vice-Chair (in addition to Malcolm Rogers).

18 A skills audit had been undertaken early in 2016 and had informed subsequent recruitment activities to fill any potential gaps in the Board's profile and had assisted in decisions on future membership and training activities.

19 A number of governance processes and procedures had been revamped during the year and the College's Internal Auditors had carried out an independent review, which had graded governance as providing 'significant assurance with minor improvement opportunities'. The Clerk reported that the majority of the recommendations made by the Internal Auditors were already being implemented, with some featured later on the agenda for this meeting.

20 **Resolved -** That the Board **be RECOMMENDED TO APPROVE:**

- 1 A revised target of 80% for all future Board and committee meetings
- 2 A reduction in the Board's membership from 17 to 15 on a temporary basis

MEMBERSHIP ISSUES

21 The terms of office of Fiona Armer (External Governor) and Sarah Jones (Co-opted Non-Governor on the Audit Committee) had expired on 31st July 2016. The Committee considered their contributions, overall performance and skills during their term of office and concluded that both individuals should be reappointed by the Board.

22 The Committee had met earlier with a prospective candidate that had come forward through the advertisement placed with the School Governors' One-Stop Shop. The individual's background was in further and higher education (which had been identified as a gap in the Board's skills profile).

23 Subject to the proposal to reduce the size of the Board to 15 and the external governor appointment outlined above, there would be 3 further vacancies for external governors. The Committee discussed various recruitment methods and agreed that the College's advertisement on the SGOSS website should be amended to reflect the skills that were now being sought.

24 The areas to be targeted were finance (through a mailshot to large firms in the local area and by direct contact with the appropriate professional institutes) and manufacturing/engineering. Links with firms of solicitors would be used to identify any potential candidates.

25 The Clerk would investigate advertising on national volunteering websites (subject to the costs involved).

26 **Resolved -** 1 That the Board **be RECOMMENDED** to reappoint:

- 1.1 Fiona Armer as an external governor for a 4 year term of office with effect from 1st September 2016
- 1.2 Sarah Jones as a co-opted non-governor on the Audit Committee for a one year term of office from 1st September 2016 to 31st August 2017

- 2 That the Board **be RECOMMENDED** to appoint Richie Dunk as an external governor for a 4 year term of office with effect from 20th October 2016

COMMITTEE MEMBERSHIPS

27 Governors received a revised schedule of committee memberships, which took account of recent retirements and resignations.

28 It was noted that the Learner Committee currently required additional strength, which could be attained by appointing the candidate interviewed earlier. This individual would also be asked to serve on the Finance Committee, whose current membership was 3 governors.

29 The Clerk's suggestions on the membership of the Senior Staff Employment Committee were considered to be temporary and would be reviewed during 2016/2017.

- 30 **Resolved -**
 - 1 That the Board **be RECOMMENDED** to approve the revised schedule of committee memberships
 - 2 That any further changes in Board membership be reflected in the structure and that the document be kept under review by the Clerk

CONFIDENTIAL BUSINESS REVIEW 2015/2016

30 The Clerk presented a summary of confidential minutes from 2015/2016, together with recommendations as to whether these could be reclassified as non-confidential and, therefore, form part of the Board's public record of proceedings.

31 It was agreed that any information pertaining to the Area Based Review process should remain confidential until the resulting report was finalised and published.

- 32 **Resolved -** That the Board **be RECOMMENDED** to approve the classification of confidential business for 2015/2016

EVALUATION OF PERFORMANCE

33 The Clerk presented proposals for the evaluation of the performance of individual governors and of committees. Governors were reminded that this formed part of the compliance framework within the English College's Code of Good Governance and had also been a recommendation from the recent internal audit of governance.

34 The Committee requested that the questions in the proforma for individual governor reviews should be tailored to enable the responses to be rated on a scale between 1 and 4, where 1 was 'outstanding' and 4 was 'inadequate'.

35 The committee evaluations would take place during the December 2016 cycle of business (subject to Board approval) and would relate to the 2015/2016 academic year. Individual performance reviews would be carried out during May or June 2017 and would also include a revised skills audit (which identified individual governors, rather than being anonymous as had been the case in the past).

36 Governors felt that both elements of the evaluation process should feed into the Self-Assessment Report on governance and drive the content of the following year's governor development plan. The Clerk was asked to document the process and present this to the Committee's next meeting.

37 Further development of the evaluation process would cover the full Board and the performance of the Chair. Proposals on these two elements would be presented to a future Committee meeting for recommendation to the Board.

38 **Resolved -** That the Board **be RECOMMENDED** to approve proposals for the evaluation of individual governors and of committees

CURRENT ISSUES IN GOVERNANCE

39 Governors received for information two national reports on current issues within the governance sector - "Governors Thinking Together about Innovation in Governance" – Further Education Trust for Leadership Report; and "Diversity of Governing Bodies" – Association of Colleges.

40 Discussion took place over the Board's ethnicity profile and how this could be improved to reflect the locality. It was agreed that the Clerk should undertake some research into community groups within the area who may be approached to nominate potential candidates for governorship.


IMPACT ON LEARNERS

41 The Committee concluded that it had had the following impact on learners:

- Appointment of Richie Dunk to the Board and the Learner Committee provided additional strength and experience in the field of education.
- Reflection on the Board's ethnicity profile had identified an area for improvement which could then positively affect learners
- Filling the current vacancies on the Board would ensure that it could fulfil its responsibilities to learners

DATE OF NEXT MEETING

12th January 2017 at 5.00 p.m.

Signed:	
Date:	6/5/2017

