



**CONFIRMED MINUTES OF THE GOVERNANCE & SEARCH COMMITTEE  
HELD ON 1<sup>st</sup> OCTOBER 2018**

Present: Paul Smyth (Chair), Sue Higginson, Jayne Winders

In attendance: Lesley Venables, Clerk to the Governors  
Louise Scott-Kelly, Administrator to Governors

**APOLOGIES**

1. Apologies were received from Phil McKeown.

**DECLARATION OF INTERESTS**

2. There were no declarations of interest.

**MINUTES OF PREVIOUS MEETING**

3. **Resolved** that the minutes of the meeting held on 21<sup>st</sup> May 2018 be approved as a correct record and signed by the Chair

**BOARD MEMBERSHIP**

4. There was currently one vacancy for an external governor. An individual with a background in town planning and urban regeneration had been identified and had been interviewed by Committee members.

5. During the process, the individual had provided verbal confirmation that he was a 'fit and proper person' for governorship, in accordance with new guidelines from the Office for Students and the Charity Commission. The Clerk would follow this up with formal checks against the registers of disqualified trustees and company directors and would report back to the Committee.

6. Governors felt that the candidate's skills would make a valuable addition to the Board's overall skills profile.

7. **Resolved** That the Board be **RECOMMENDED** to appoint Brian Bailey as an external governor for a 4 year term of office commencing on 1<sup>st</sup> November 2018

**COMMITTEE ANNUAL REPORT**

8. The Clerk presented an Annual Report on Governance for 2017/2018, including attendance levels, membership changes, an outline equality and diversity profile and a list of proposed activities for 2018/2019.

*Attendance*

9. The Committee reviewed governor attendance levels for 2017/2018 and noted that the majority had met or exceeded the target. However, there was a small number of

governors who, although they had not met the target, contributed significantly to the Board and the College through outside activities. This was a result of having an employer-led membership of the Board.

10. The Clerk suggested included an additional column in the attendance monitoring report to enable an explanation for any absences to be provided.

11. Attendance rates would be monitored by the Committee on a termly basis, so that any concerns could be addressed in a timely manner.

#### *Membership*

12. The Committee reviewed the Board's membership and noted that the terms of office of 4 governors were due to expire on 31<sup>st</sup> July 2019. The Chair would ask these individuals about their future intentions on governorship and whether they wished to seek a further term of office, although it was noted that any reappointment was not automatic.

#### *Committee Memberships*

13. Governors reviewed a revised list of committee memberships and it was agreed to remove the staff governor vacancy from the Governance & Search Committee, which would also reduce the quorum from 3 to 2 governors.

#### *Skills Audit*

14. The Clerk circulated a draft skills audit proforma, which recorded skills, knowledge and experience. It was felt that the priority areas for governor recruitment should be: Construction, STEM, Visitor Economy and Poverty/Disadvantaged Groups/NEET.

15. The Clerk recommended that the audit take place on an annual basis to track the impact of governor development activity on the Board's collective skills base and to ensure that the profile met the changing external environment.

16. **Resolved**
- 1 That attendance levels be monitored by the Committee on a termly basis
  - 2 That the Chair contact those governors whose terms of office will expire on 31<sup>st</sup> July 2019
  - 3 That the Board **be RECOMMENDED** to approve a revised schedule of committee memberships
  - 4 That a training and development plan for 2018/2019 be prepared

#### **TERMS OF REFERENCE**

17. The Clerk presented a set of updated terms of reference. In view of the earlier discussions on committee membership the number of members of the Committee would need to be reduced by one.

18. The Committee discussed the current length of the term of office for the Chair and Vice-Chair of the Board. Governors agreed that the roles were a significant responsibility,

which required commitment and that a one year term did not provide sufficient time to settle into the role and become effective. It was suggested that both offices should be increased from one year to two.

19. The Clerk advised that the Board's Standing Orders included a formal procedure for the nomination and election of the Chair and Vice-Chair. The Board had the option to waive this formal process for a maximum of two out of every 3 consecutive years.

20. The Chair reported that the Association of Colleges was now providing a recruitment service for sourcing board chairs, as many colleges were finding it difficult to fill such roles.

21. **Resolved** 1 That the Board **be RECOMMENDED** to approve the revised terms of reference for the Committee

2 That the Board **be RECOMMENDED** to approve an increase in the term of office for the Chair and Vice-Chair to 2 years

### **TIMETABLE OF BUSINESS**

22. The Committee reviewed the Timetable of Business for 2018/2019 and agreed to arrange a meeting in Term 2 to discuss:

- Governor attendance levels in Term 1
- Memberships and Succession Planning for those governors whose term would expire in July 2019
- Instrument & Articles of Government
- Governor Self-Evaluation process

### **CONFIDENTIAL BUSINESS**

23. The Clerk presented the annual review of confidential business for 2017/2018. The Committee accepted the recommendations as to which items could now be released into the non-confidential part of the Board's business.

24. Governors were advised that, following the introduction of the Insolvency Regime for further education colleges, guidance would be issued by the Association of Colleges which placed an emphasis on the identified of individual governor challenge within meeting minutes. The Clerk would present a report to the Committee once the guidance was issued.

25. The Committee agreed that meeting minutes should be posted to the College website a maximum of 12 months from the date of the meeting of which they were a record.

### **STANDING ORDERS**

26. The Clerk presented a summary of the proposed amendments to the Standing Orders for 2018/2019. In line with the current consultation on senior postholder pay (issued by the AoC), it was recommended that the Chair of the Board should not be the Chair of the Remuneration Committee to provide a greater level of independence. This amendment had been included in the Standing Orders and Remuneration Committee's terms of reference.

27. The Committee noted that the Clerk would be reviewing all governance processes and procedures, such as the Instrument & Articles of Government and would submit any proposed amendments to future meetings.

### **GOVERNOR TRAINING PLAN 2018/2019**

28. The Committee reviewed the training schedule from 2017/2018.

29. It was agreed that the Clerk and the Principal would create a new Plan for 2018/2019. Some items could be delivered through a suite of electronic training packages developed by the Education & Training Foundation.

30. **Resolved** That the Clerk and the Principal devise a suitable training programme for governors for 2018/2019

### **GOVERNANCE SELF-ASSESSMENT**

31. The Clerk presented the paper “Twenty Questions – key questions every governing body should ask itself”, which had previously been used as a self-assessment tool on the Board’s effectiveness.

32. The Committee requested that the Clerk submit proposals for an alternative process to the next meeting.

### **CHARITY TRUSTEE DISQUALIFICATIONS & OFFICE FOR STUDENTS REQUIREMENTS**

33. The Clerk provided a report on recent changes to trustee and director disqualification regulations instituted by the Charity Commission and the Office for Students (OfS).

34. Checks would be carried out on all existing governors and prior to the appointment of any new governors to ensure that they complied with the definition of being “fit and proper persons”.

35. Governors were advised that the Board’s Declaration of Eligibility form had been updated to reflect the changes and would be circulated for completion to governors and senior managers. It was agreed that all middle managers would also be asked to complete the Register of Interests form on an annual basis.

36. **Resolved** 1 That all governors complete the revised Declaration of Eligibility Form as soon as possible and on an annual basis thereafter

2 That all middle managers complete the Register of Interests on an annual basis

### **ITEMS TO BE REPORTED TO THE BOARD**

37. The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 1<sup>st</sup> November 2018:

- Recommended the appointment of Brian Bailey as an external governor
- Annual Report received for information
- More robust attendance monitoring process to be put in place, with regular updates to the Committee
- Revised schedule of committee memberships and changes to Standing Orders recommended for approval
- Increase in term of office for Chair and Vice-Chair from 1 year to 2 years recommended for approval

**DATE OF NEXT MEETING – 27<sup>th</sup> February 2019**