



**CONFIRMED MINUTES OF THE
GOVERNANCE & SEARCH COMMITTEE MEETING
HELD ON WEDNESDAY 27TH FEBRUARY 2019**

Present:

Sue Higginson	Principal/CEO
Phil McKeown	Independent Governor
Paul Smyth	Independent Governor (Chair)
Jayne Winders	Independent Governor

In attendance: Lesley Venables, Clerk to the Governors

APOLOGIES

38. There were no apologies for absence.

DECLARATION OF INTERESTS

39. A declaration of interest was received from Jayne Winders in respect of minutes 45 to 52.

MINUTES

40. **Resolved -** That the minutes of the meeting held on 1st October 2018 be approved as a correct record and signed by the Chair

MATTERS ARISING

41. Governors received a report on the actions arising from the previous meeting and noted that all items were either completed or in progress.

BOARD MEMBERSHIP

Current Vacancies

42. Following the recent resignation of Brian Bailey (Independent Governor), there was currently one vacancy for an external governor. An individual from Wirral Metropolitan Borough Council with a background in adult and childrens' services had been identified and had been interviewed by Committee members.

43. Governors noted that there were some minor conflicts of interest, as the individual managed a small number of contracts with the College in areas such as reducing the attainment gap and internships for high needs learners. The Chair had explained fully the process for the declaration of governor interests and the Board's expectations on transparency.

44. The Committee felt that the candidate's skills and experience would be extremely valuable to the Board in adding strength to the existing profile. It was agreed that he should be invited to attend the Quality & Standards Scrutiny Committee until the end of the academic year and, possibly, consider the Audit Committee from September 2019.

Governor Reappointments

45. The Clerk reported that the terms of office of 3 external governors were due to expire at the end of the 2018/2019 academic year, namely:

Anna Barnish
Tim Kelly
Jayne Winders

46. At that point, Anna Barnish would have served a total of three 4 year terms of office since 2007, although she had been granted leave of absence for three periods of maternity leave.

47. The Committee discussed whether a further term of office would be appropriate. The Chair advised that Anna had recently started a new job and had asked to defer any decision on her future membership of the Board until the end of April.

48. Governors noted that she brought to the Board skills and experience on the local community and had a detailed knowledge of the context relating to engaging disadvantaged groups, which were areas from which a substantial proportion of learners were drawn. It was suggested that an alternative could be for Anna to serve as a co-opted member of the Quality & Standards Scrutiny Committee, but governors felt that a higher level of impact would be achieved from full governorship.

49. The first 4-year terms of office of Tim Kelly and Jayne Winders were due to expire at the end of 2018/2019.

50. At the Committee's October 2018 meeting it had been agreed that the Chair would approach these individuals to determine their future aspirations and discuss whether they would be willing to serve another term, subject to the usual considerations and recommendation of the Governance & Search Committee. Both individuals had responded positively and it was agreed that their skills and expertise made a valuable contribution to the Board.

51. The Committee was advised of concerns over the attendance of one independent governor, who had only attended one meeting since his appointment at the start of the current academic year. The individual was a qualified accountant who had recently commenced a new job as the European director of a large company, which involved frequent travel.

52. Every effort had been made to encourage the governor's attendance, but, due to the nature of his employment, it had proven difficult to achieve this. It was agreed that the Principal would contact him as soon as possible to emphasise the need for him to be an active member of the Board. If his new employment made this impossible to confirm the Board would formally write to the governor confirming that we appreciated that his change in circumstances meant

that he was no longer able to commit to attending, due to his international role. However, we looked forward to continuing to link with him, as a major employer and thank him for his input as a governor to date. Any action taken now would not prevent him from being considered for any future vacancies, if his circumstances changed.

Skills Profile

53. Governors were informed that the FE Commissioner had issued guidance to the sector that boards should appoint individuals with qualifications or extensive experience in finance, audit or risk management. The Ofsted Chief Inspector had also suggested that individuals with an educational background should be sought.

54. Financial/audit/risk management skills already formed part of the Board's overall profile through one existing independent governor and a co-opted member of the Audit Committee. However, it was agreed that it would be prudent to seek an additional individual with this type of background, particularly given the implications of the new Insolvency Regime for FE colleges and given the earlier discussion on governor attendance (minutes 51 to 52).

55. Following the appointment of several new governors over the past few months, the Clerk had recommended that a fresh skills audit should be undertaken to review the current profile and identify any further gaps prior to a formal recruitment process. This could be completed as part of the annual self-assessment process in September 2019.

Membership Record

56. During the review of governance processes and, in line with a decision by the Board that all governors' terms of office would terminate on 31st July of the appropriate year, the records of two governors, appointed prior to this Board decision, had been amended to align with the Board's policy and the terms of office of these two individuals would be completed on 31st July 2019.

57. **Resolved:**
- 1 That the Board **be RECOMMENDED** to approve the appointment of Paul Smith as an independent governor for a 4 year term of office, commencing on 27th February 2019
 - 2 That Paul Smith be asked to attend the Quality & Standards Scrutiny Committee until July 2019 and consider this or the Audit Committee.
 - 3 That the Board **be RECOMMENDED** to approve the reappointment of Tim Kelly and Jayne Winders for a further 4 year term of office, commencing on 1st August 2019.
 - 4 That further discussion on the position of Anna Barnish be deferred to the end of April 2019

ATTENDANCE 2018/2019

58. Governors received for information a report on attendance to date in 2018/2019 against the agreed target of 75%.

59. The report compared levels of attendance at all Board, committee meetings and attendance at the October 2018 Strategy Day for 2018/2019 and the full-year figures for 2017/2018, which were as follows:

	2018/2019 to date	2017/2018 full year
Board	71%	78%
Audit Committee	70%	84%
Governance & Search Committee	75%	75%
Quality & Standards Scrutiny Committee	67%	n/a
Remuneration Committee	50%	0% (did not meet)
Strategy Day	64%	70%
Overall Performance – Board + Committees	69%	79%
Overall Performance – Board + Committees + Strategy Day	68%	78%

60. It was noted that just over half of the Board's total membership had met the attendance target for 2018/2019. Amongst the remaining governors there are a significant number whose work with the College outside of scheduled meetings should be taken into account and one governor had been absent due to serious illnesses.

61. Any unexplained absences continued to be followed up and, in most cases, valid reasons had been provided.

62. Information on activities outside of Board and committee meetings was recorded for governors and this would be added to future versions of the attendance report to provide an overall picture of engagement.

GOVERNOR INDUCTION & TRAINING PLAN 2018/2019

63. The Clerk presented a draft Induction and Training Plan for governors for 2018/2019, which set out a number of activities and suggested timescales for their delivery.

64. A list of possible documents for inclusion in a "Governance Handbook" was also received by the Committee. Governors felt that, to facilitate easy updating, it would be more appropriate for this to be electronic, rather than paper-based.

65. It was agreed that an induction booklet for new governors would be prepared by the Clerk for discussion at the next meeting and details of training would result from the usual self-assessment process that we would review in the June Governor event.

66. **Resolved** - That the Governor Induction & (initial pre-SAR) Training Plan for 2018/2019 be approved

GOVERNOR PERFORMANCE REVIEWS

67. The Clerk presented draft proposals for a revised process to assess the performance of individual governors, committees, the Board as a collective and the Chair. The Committee requested that the content and documentation should be reviewed to align it more closely with the College's annual Self-Assessment Review process.

68. **Resolved** - That further work be carried out on the performance review process and this would be developed as an item within the June Governor half day.

RECENT GOVERNANCE DEVELOPMENTS

69. Governors received a report from the Clerk on recent governance developments within the further education sector, together with information on the new Financial Reporting Council Code of Governance (aimed at companies).

70. The Association of Colleges' Senior Staff Remuneration Code was already reflected within the Board's procedures for senior staff pay. The only additional item that was required would be an annual Remuneration Report, which would be prepared by the Clerk, based on the example contained in the AoC guidance notes.

71. In relation to the Insolvency Regime that had been introduced in January by the Education & Skills Funding Agency, governors were aware that the Audit Committee reviews the Board's compliance with the financial, risk and related governance elements of the regulations to provide the Board with assurance that the processes and systems that were currently in place were sufficient to identify any concerns on viability or solvency at an early stage.

ITEMS TO BE REPORTED TO THE BOARD

72. The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 27th February 2019:

- Recommended the appointment of Paul Smith as an external governor
- Recommended the reappointment of Tim Kelly and Jayne Winders for a further 4 year term of office
- Reappointment of Anna Barnish would be reviewed at the end of April
- Report received on governor attendance levels discussed and a recommendation made in respect of one external governor
- Induction & Training Plan for 2018/2019 approved

- Proposals on governor performance and review discussed and further work to be undertaken to align with SAR process
- Information on recent governance developments received and actions agreed

DATE OF NEXT MEETING

To be arranged, as required