



**CONFIRMED MINUTES OF THE
GOVERNANCE & SEARCH COMMITTEE MEETING
HELD ON WEDNESDAY 18TH SEPTEMBER 2019**

Present:

Sue Higginson	Principal/CEO
Tim Kelly	Independent Governor (Chair)
Phil McKeown	Independent Governor
Jayne Winders	Independent Governor

In attendance:

Lesley Venables	Clerk to the Governors
Louise Scott-Kelly	Administrator to Governors

MEETING WITH PROSPECTIVE GOVERNOR

The Committee met with Lucy Barrow to discuss her application to become an independent governor.

APOLOGIES FOR ABSENCE

1. There were no apologies for absence.

DECLARATION OF INTERESTS

2. There were no declarations of interest.

MINUTES FROM THE PREVIOUS MEETING

3. **Resolved** That the minutes of the meeting held on 27th February 2019 be approved as a correct record and signed by the Chair

MATTERS ARISING

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

COMMITTEE ANNUAL REPORT 2018/2019

5. The Clerk presented the draft Annual Report for the Governance & Search Committee for 2018/2019.

Attendance 2018/2019

6. Governors received information on attendance for Board and committee meetings during the year against the agreed target of 75%, which were as follows:

	2018/2019
Board	66%
Audit Committee	68%
Governance & Search Committee	88%
Quality & Standards Scrutiny Committee	90%
Remuneration Committee	50%
Overall	69%

7. The majority of absences were due to annual leave, work, family or sickness related reasons. The Committee acknowledged that high attendance was important to ensure consistent monitoring of the College's performance. The Chair reported that each governor's attendance level had been discussed at their appraisal.

8. However, the Committee noted that the reduction in the number of meetings during the year meant that absence levels had a more significant impact. As a result, a governor asked if a different quantifier would be more appropriate, for example, stating the number of meetings attended rather than a percentage.

9. Governors felt that account should continue to be taken of the work of governors outside of scheduled meetings and noted that this had been included in the report.

10. The Committee discussed the Student Governor's attendance. The Principal explained that, previously, there had been two student governors but, following a request from the Students' Union, this was reduced to one student governor. The Committee proposed that the Students' Union appoint a Deputy Student Governor who could cover any potential absences. The Clerk would investigate the feasibility of this being implemented as a change to Governance structure.

11. **Resolved** That the Clerk investigate the potential of a Deputy Student Governor.

12. A governor enquired if telephone or video conferencing would be appropriate as this could enable access to meetings remotely and improve attendance levels. The Committee agreed to consider the practicalities of this strategy further and asked the Clerk to bring back proposals to a future meeting

13. It was agreed that, as the Remuneration Committee only met once a year, the membership (other than the Chair and Vice-Chair of the Board, who were ex-officio members) could be more flexible to align with governor availability.

Board Membership

14. The Clerk detailed the changes to the Board's membership during 2018/2019, which included the appointment of 2 new external governors, the re-appointment of 3 external governors and one student governor and 3 resignations by external governors.

Committee Memberships

15. Governors received a draft schedule of committee memberships for 2019/2020

16. **Resolved** That the Board be **RECOMMENDED** to approve the revised schedule of committee memberships, including changes to the chairships of the committees.

Training & Development

17. The Clerk advised that a number of governors had yet to complete the mandatory electronic training on safeguarding and equality and diversity. A reminder would be sent out to all relevant governors with instructions on accessing the training packages.

18. The Clerk and the Chair of the Board were currently conducting performance reviews with individual governors. A summary of the outcomes would be prepared for the Committee's next meeting, which would inform the Training & Development Plan for 2019/2020. A number of common themes had already emerged in terms of training needs and these would be included in the resulting action plan.

Skills Profile

19. The Committee was reminded that it had been agreed to undertake a revised skills audit to review the current profile and identify any further gaps. Governors would be receiving the audit skills proforma shortly and would be asked to complete it over the next few weeks.

MEMBERSHIP ISSUES

20. The Committee was advised that currently there were two vacancies in the external governor category.

21. The Committee had met earlier with a potential applicant who was employed as the Assistant Director: Culture & Visitor Economy at Wirral Borough Council. The applicant had previously collaborated with the College on a variety of cultural projects in the Borough involving students. She was passionate about inclusivity and providing student opportunities in the community, which aligned to the College's ethos. Furthermore, as a former student, the applicant was an enthusiastic advocate for the College.

22. Governors felt that the candidate's skills would be a valuable addition to the Board's overall skills profile and, as an alumnus, would be an inspiration for students.

23. **Resolved** That the Board be **RECOMMENDED** to appoint Lucy Barrow as an external governor for a 4-year term of office commencing on 23rd October 2019

24. Although the co-opted member of the Audit Committee had vast financial audit and risk management skills, the Committee agreed that it would be prudent to seek an external governor with accountancy experience to complement the Board's skills profile, particularly in light of the new FE Insolvency Regime and a renewed emphasis on financial solvency and viability. Committee members agreed to follow up any potential applicants within their own networks.

Governor Reappointments

25. The Clerk reported that the terms of office of 2 external governors, Gary Doyle and Richard Mawdsley, were due to expire at the end of the 2019/2020 academic year. This would be discussed with the individuals as part of the appraisal process and the outcomes would be reported to a future Committee meeting.

TIMETABLE OF BUSINESS

26. The Committee received for information the timetable of business for the Board and committees for 2019/2020.

CONFIDENTIAL MINUTES

27. The Clerk presented the annual review of confidential business for 2018/2019.

28. The Committee agreed with the proposals and commented that the confidential business of the Board continued to be commercially and strategically sensitive.

29. Governors discussed how to achieve a balance between the requirement in the Articles for the College to post minutes on the website to provide openness and transparency against the need to protect commercially sensitive information from competitors.

30. **Resolved**
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| 1 | That the Board be RECOMMENDED to approve the proposals for the review of confidential minutes for 2018/2019 |
| 2 | That non-confidential minutes be posted to the College website with a time lag of 12 months to preserve the commercial/strategic position of the College |

ITEMS TO BE REPORTED TO THE BOARD

31. The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 23rd October 2019:

- Appointment of Lucy Barrow as an external governor, revised schedule of committee memberships and review of confidential minutes for 2018/2019 recommended for approval by the Board
- A summary of the outcomes of the performance reviews and resulting training plan would be presented to the next meeting

DATE OF NEXT MEETING – 12th February 2020

Signed: _  Date: 12th February 2020

Chair