

MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON TUESDAY 29TH SEPTEMBER 2015

PRESENT: Lena Stockford (Chair)
Chris Baranowski
John Callaghan (Principal)

IN ATTENDANCE: Theresa Lynch (Clerk)

1. 1.1 Apologies for Absence

There were no apologies for absence.

1.2 Declarations of Interest

There were no new declarations of interest.

2. Minutes of the Meeting held on 13th April 2015

The minutes of the meeting held on 13th April 2015 were **agreed** as a correct record and signed by the Chair.

3. Matters Arising

There were no matters arising.

4. Membership Report

Chris Baranowski left the meeting during consideration of his membership.

The Clerk presented the report and the vacancy management schedule.

4.1 Finance expertise:

Discussion took place regarding Chris Baranowski's end of term of office and the finance governor role. It was noted that both Joe Kelly and Lucy Lee had the skills and expertise to carry out this role. Confirmation of who would take the role over from Chris Baranowski was required. In the interim, he had offered to extend his membership to the end of July 2016, to complete the current financial year and to ensure a comprehensive handover period.

4.2 HE, HR and quality expertise:

Discussion took place regarding Jane Coleman's term of office that was due to end in April 2016. It was noted that her contribution to the Corporation was very good, demonstrated through good attendance and challenge, as well as, other activities. Her HE and human resources expertise provides very good skills for the Corporation and her role on the Curriculum and Quality Committee for a number of years provides a good knowledge and background of teaching, learning and quality at the college.

4.3 Staff Governor:

The Clerk explained that the Staff Governor's term of office would end in April 2016. Nick Mapp had been notified of this and an article was planned for insertion to the staff newsletter later in the autumn term. **ACTION.**

4.4 Chair of the Audit Committee:

It was noted that Bill Wanley had been on the Corporation for over 10 years and had provided an excellent contribution as Chair of the Audit Committee. His term of office would end in December

2015 and it would be necessary to appoint a member of the Committee that could act as Chair. It was suggested that John Bolt be appointed as a member and Chair of the Audit Committee due to his extensive experience in the sector, knowledge and skills.

4.5 Audit Committee member:

Paul Johnson, an external member of the Audit Committee had communicated that he was unable to attend meetings in 2015/16, except for the June 2016 meeting. He had indicated that he was willing to resign as a governor to allow an appointment of a member that could attend more regularly. Discussion took place and it was agreed that although Paul Johnson provided very good experience and knowledge, this was negated if he was unable to attend meetings. It was felt that his suggested approach was sensible, so that a new member could be found who was able to attend meetings.

4.6 Membership of the Remuneration Committee:

The Clerk explained that the current structure of membership had been based on the committee structure, with each committee chair being a member of the Remuneration Committee. As the committee structure was no longer in place it was necessary to review how members are chosen. It was suggested that membership of the Committee should reflect the skills and expertise of EMT.

Detailed discussion took place regarding the function of the Committee with regard to monitoring of performance of all EMT members, not just senior post holders (SPHs). The annual review process included meetings for each member of EMT with the Chair and Principal to review performance against targets set each year. This information was considered by the committee and submitted to Corporation. The Committee and Corporation consider performance of all members of EMT, but only have powers to approve pay and targets for SPHs and the Clerk. It was suggested that to incorporate approval for all members of EMT that they could all become SPHs. It was confirmed that the Clerk establish the contractual implications of such a change to the EMT roles for the next meeting. **ACTION.**

4.7 Advertisement of Vacancies:

The Clerk explained that unfortunately Jim Austin, who was due to be interviewed for a role on the Search and Governance Committee had been unable to make a commitment to the college due to a change in his personal family circumstances. He had, therefore, withdrew his application. It was therefore necessary to re-advertise the 2 external member vacancies on the Committee.

It would also be necessary to advertise for an external member of the Audit Committee, if Paul Johnson was to resign. A repeat of the appointment process and adverts that took place over the summer would be conducted, but it was suggested that we could also send the advert to local universities and council finance/audit offices, the Institution of Chartered Accountants (who have a scheme for recruiting governors for schools and colleges) and the Institution of Asian Businesses. This would, hopefully, widen and diversify the pool of applicants. **ACTION.**

It was suggested that until the 2 vacancies on the Search and Governance Committee were resolved a member of the Corporation could be invited to become a member of the Committee. Due to her legal expertise and knowledge of governance, it was therefore, suggested that Geraldine Swanton be invited to become a member of the committee. **ACTION.**

RESOLVED to recommend to the Corporation the following:

Extension to Chris Baranowski's membership to July 2016 to allow completion of the current financial year.

Approve a further 2 year term of office to April 2018, for Jane Coleman, this is particularly in light of a further inspection, as she has agreed to lead the Ofsted inspection monitoring expert group, due to her extensive

of teaching, learning and quality processes at the college.

John Bolt be appointed as a member and as Chair of the Audit Committee from 1st January 2016 until the end of his term of office (April 2018).

5. Election Vice-Chair for 2015/16

The Clerk explained that a letter had been distributed to all governors to suggest that John Bolt be appointed as Vice Chair of the Corporation for 2015/16 due to his expertise and background in the sector and particularly with regard to data analysis and interpretation. This would be beneficial in supporting the Chair during the area review and subsequently relating to the action plan that will be put in place.

6. English Colleges Code of Good Governance

The Clerk explained that she was conducting a review of the new Code of Good Governance to ensure full compliance.

7. Self-Assessment Process for Governors 2015

The Chair explained that the review of the Code of Good Governance would form part of the governors' self-assessment process for 2015, alongside the questionnaire that governors were completing and the Chair meetings that were taking place. Any gaps identified against the code and the information gathered through the questionnaires and the 1:1 meetings would be create the final governance self-assessment report.

8. Governors' Register of Interest and Eligibility

The Clerk explained that the process to update the Register of Interest was currently underway.

9. Date of the Next Meeting

The date of the next meeting was scheduled for Tuesday 24th November 2015 at 5pm.