

MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON MONDAY 26TH SEPTEMBER 2016

PRESENT: John Bolt (Chair)
Geraldine Swanton
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 29th September 2015

The minutes of the meeting held on 29th September 2015 were agreed as a correct record and signed by the Chair.

3. Matters Arising

There were no matters arising.

4. Skills Audit Update

The Chair presented the skills audit schedule and noted the potential gaps identified by noting skills areas that scored 'Low' or 'None' by 4 or more Governors. Discussion also took place regarding those areas where no Governors identified a 'Very High' score and it was noted that this could also present an issue. These areas included:

- **Schools** – it may be useful to have a Headteacher from a school, although it did tend to be difficult for Headteachers as they were often very busy too, particularly with evening commitments at their own school.
- **Health and Safety** – detailed discussion took place regarding the potential issue of only one Governor identifying a 'High' score and whether it would be anticipated that Governors would have higher health and safety skills and experience. It was noted that monitoring health and safety processes and procedures was the responsibility of the Audit Committee and that regular reports were received as well as external assurance reports confirming that good processes were in place. The Principal also noted that the College had a dedicated Health and Safety Officer, and placed a lot of importance on ensuring a safe environment for staff, students and visitors to the College.
- **Investment Strategy** – it was noted that the Investment Expert Group had had 2 meetings with external advisers. Detailed discussion had taken place regarding investment opportunities and due to current low interest rates a limited investment strategy had been presented to Governors. It was noted that proposals were being discussed about changing the nature of Governors' liabilities to make them similar to those of private companies. This would mean that colleges could become insolvent and would have a big impact on attracting governors and on the nature of governance in FE.
- **PR and Marketing** – the Principal noted that the College had a very good approach to marketing. There had recently been a co-ordinated campaign with other local colleges that had been quite successful.

It was noted that the potential gaps identified would be addressed through appointments and/or internal briefings to ensure all Governors would feel more confident about their skills and

experience in all areas, as part of the on-going development process. Briefings in the following areas would be arranged during 2016 and 2017:

Area	Governor Lead	EMT Lead
Curriculum/Planning/Development	tbc	Lindsey Stewart
Higher Education Sector	Jane Coleman	Lindsey Stewart
Law/Legal Expertise	Geraldine Swanton	Theresa Lynch
Investment Strategy	Joe Kelly	Heather Evans
PR and Marketing	Stan Baldwin	Pete Haynes
Health and Safety	tbc	Heather Evans

5. Membership Report

The Chair presented the report and the vacancy management schedule and discussion took place.

The Chair explained that an expression of interest had been received from Paul Large, who has had senior management experience at Oxford Brookes University. He was now working part time on a specific project relating to sale of property and infrastructure investment, so any conflicts of interests would be minimised. It was noted that Mr Large was a qualified accountant (CIPFA) and had had extensive experience in education management in the FE and HE sectors at senior levels. He had worked for the FEFC and been involved in HE provision in FE through Oxford Brookes. It was noted that the Chair and Principal would meet with Mr Large to discuss the role further following his appointment.

Discussion took place regarding the numbers of 'public' and 'business' Governors on the Corporation and it was noted that those with experience in the public sector were becoming dominant, when the standing orders indicated a split between the 2 areas.

Q. What expertise would we be looking for from schools?

A. Particularly experience of teaching, learning and assessment.

RESOLVED to recommend to the Corporation the following:

Appointment of Alex Palethorpe as Chair of the Audit Committee and as a member and Vice-Chair of the Remuneration Committee with effect from 1st October 2016.

Appointment of Lucy Lee as a member of the Audit Committee with effect from 1st October 2016.

Appointment of Geraldine Swanton as a member of the Audit Committee with effect from 1st October 2016.

Appointment of Joe Kelly as the Governor with Special Interest for Finance with effect from 1st October 2016.

Appointment of Paul Large as a full Governor to the Corporation with effect from 3rd October 2016 for a term of office of 4 years.

6. Appointment Process for Vacancies

The Chair presented the report outlining the process for the appointment of new governors and it was noted that there was now one full vacancy and two external roles. Discussion took place regarding strategies for encouraging applicants from BAME backgrounds. It was noted that the closing date for applications was 14th October 2016 and, that subject to the number and type of applications received, interviews would take place thereafter.

7. Governors' Quality Improvement Plan 2016

The Chair presented the report and discussion took place regarding the items coloured amber. Discussion took place regarding the self-assessment process for Governors and it was noted that the process in 2015/16 had been relatively extensive with questionnaires and 1:1 meetings between the Chair and each Governor, culminating in the production of the Quality Improvement Plan currently being implemented. The Clerk noted that it might be timely to obtain some external review of governance in terms of appraisal of individual Governors and/or the Corporation as a whole. The Principal suggested obtaining input from a board that has travelled from a poor Ofsted judgement to a positive judgement to understand what they put in place for improvement.

Involvement by board members – discussion took place regarding the engagement of board members in the cycle of business and preparation of agendas and ways of supporting members to lead items with EMT.

Input by Student Governors – the positive engagement of the current Student Governors was noted.

Succession planning – it was noted that it was important to plan for vacancies, particularly in relation to key roles and this would be discussed further at the next meeting.

Effectiveness of meetings – discussion took place about different ways of assessing the effectiveness of meetings through questionnaires at the end of each meeting and it was noted that examples were being gathered.

8. Governors' Handbook 2016/17

The Chair presented the Handbook and noted that having all key governance documents in one publication was useful. Discussion took place regarding the suggested amendments.

The Clerk confirmed that RSM would carry out a review of the Handbook, in particular the Instrument and Articles of Government, since an external review had not been conducted since the flexibilities and freedoms had been introduced in 2011.

Discussion took place regarding changes to the machinery of government and it was noted that further changes were likely.

RESOLVED to recommend approval of the Governors' Handbook for 2016/17, subject to the minor amendments suggested and a subsequent external review by RSM.

9. Induction Feedback

The positive contents of the induction feedback were noted for information.

10. Date of the Next Meeting

The date of the next meeting was to be confirmed following submission of the applications for the vacant Governor roles.

Signed: JRB

Date: 2 March 2017