

MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON WEDNESDAY 17th JANUARY 2017

PRESENT: John Bolt (Chair)
John Callaghan (Principal)
Joan Smith

IN ATTENDANCE: Theresa Lynch (Clerk)

The Chair welcomed Joan Smith to her first meeting of the Search and Governance Committee.

1. 1.1 Apologies for Absence

Apologies for absence were received from Geraldine Swanton.

1.2 Declarations of Interest

There were no new declarations of interest.

2. Minutes of the Meeting held on 1st November 2017

The minutes of the meeting held on 1st November 2017 were **agreed** as a correct record and signed by the Chair.

3. Matters Arising

There were no matters arising.

4. Membership Report

(John Bolt left the meeting during consideration of his re-appointment)

The Chair presented the report and discussion took place regarding new governor appointments.

RESOLVED to recommend to the Corporation:

Appointment of **Sally Tomlinson** as a full governor on the Corporation for a further term of office of 3 years to March 2021;

Appointment of **Antoinette Farrell-Jones** as a full governor on the Corporation for a 4 year term of office to April 2022;

Appoint **Badri Gargeshnari** as an external member of the Audit Committee for a term of office of 1 year to March 2019, in the first instance;

Appoint **Eric Wiles** as a full Corporation member of the Audit Committee to the end of his term of office 1 year from date of merger;

Subject to interview by the Chair and Principal, appointment of **Sue Strawford** as a full governor on the Corporation for a 4 year term of office to April 2022.

It was noted that Joe Kelly would be leaving the Corporation in April 2018 and that Keith Marriott

was currently considering his role as a governor.

Current vacancies - following the recommended appointments above there will be vacancies as follows:

Corporation: no vacancies (based on membership of 19 overall from July 2018)

Audit Committee: no vacancies

Search and Governance Committee: no vacancies

Remuneration Committee: 1 vacancy

5. **Governors' Handbook 2017/18**

The Clerk presented the revised Governors' Handbook for 2017/18 and discussion took place. It was suggested that 'normally' be included in Article 10(a)(i) in relation to advertising Senior Post Holder roles nationally and in Article 17(c) regarding the appointment of the same company as internal and external auditors. Whilst these provisions were good practice, it was felt that some flexibility would be appropriate. In Article 22(b) it was agreed that the draft resolution for dissolution should be published at least one month prior to the final resolution being passed, rather than the current wording, 'prior to dissolution'. It was also agreed that governors should continue to have enhanced DBS checks upon appointment.

The amended terms of reference would be submitted to the Audit Committee for information. **ACTION.**

Discussion took place regarding the possibility of creating a stakeholder forum. It was noted that the College worked closely with Solihull Chamber and interacted with stakeholders widely. It was suggested that this be considered further at the next meeting once the merger with Stratford upon Avon College had taken place. **ACTION.**

Discussion also took place regarding membership of the Remuneration Committee and it was noted that it would be useful to strengthen the FE HR expertise on the Committee. It was suggested that an external role on the Committee could be created to provide specific FE HR expertise. The Clerk would take this forward in terms of identifying candidates with the appropriate expertise. **ACTION.**

RESOLVED to recommend:

- Approval of the Governors' Handbook.
- That membership of the Remuneration Committee be changed to 5 members, 4 full Corporation members and 1 external role that would be specifically to provide FE HR expertise for the Committee.

6. **Date of the Next Meeting**

The next meeting would be scheduled in due course.

Signed: SRM

Date: 26 Sept 2018.