



SEARCH and GOVERNANCE COMMITTEE

Minutes of a Meeting 9.30am Thursday 5th March 2015 Gordon Canning Room

Present: Mr Graham Van der Lely (Chair) (GvDL)
Mrs Rosamund Blomfield-Smith (RBS)
Mr Mark Davison (MJD)
Mr Edward Keene (EK)
Mr Russell Marchant (RM)

Minutes: Mr Rob Lee

		ACTION	ACTION DATE
1.	Apologies All Members were present.		
2.	Declaration of Interest – Paper SG02/03/15 The Clerk advised that member's interests would be taken as those disclosed in the Register of Members Interests. There were no declarations of members interests for agenda items.		
3.	Minutes of the Last Meeting – Paper S03/03/15 Minutes of the meeting held on the 18 th September 2014 were agreed to be a true and accurate record and signed by the Chair.		
4.	Matters Arising 4.1. (4.4, 5.0) Governor Training on HE and TDAP are currently taking place with dates agreed in February and March 2015. 4.2. (8.0) Discuss Report on current advisory committees and their activities. Paper SG04.2/03/15 RM advised that the paper was a statement of where we are now. GvdL advised that whilst the paper was interesting the content was not really for this Committee. The discussion last September was a result of a suggestion by Mr R Barnett and was not about how we operate employer panels but more strategic. The Clerk circulated the paper from last Septembers meeting. GvdL gave as an example that we have		

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<p>a unique sports environment and the proposal was about how we can capitalise on this and inform the wider world. There was a suggestion that we could hold annual events inviting influential people from the world of sport and equine so as we can relate to what is happening in their particular area. RM believed that there was a danger in not knowing what we would get out of these events. RBS felt that it was therefore important to draw up terms of reference first to answer this very point as people will only want to be involved if they also feel they are getting something out of it. EK also felt that we could make some preliminary enquiries with people from these areas to take a view of their initial thoughts. GvdL agreed and suggested we could talk to Mrs J Holderness-Roddam and Mr R Barnett. RM suggested that there could be different solutions for land, sport and equine. RBS thought that this was worth pursuing as it may be a way of raising our profile. RBS favoured the setting up of Advisory Boards rather than events as this would show more of an on-going commitment.</p> <p><i>It was agreed that further discussions will take place as above and Terms of Reference scoped and presented to next meeting.</i></p> <p>4.3. (9.0) Discuss BIS Report on "College Governance: A Guide" carried over from last meeting.</p> <p>This Report has been superseded by publication of draft of English Colleges' Code of Good Governance which was discussed at the last Board Meeting.</p>	RM	16/06/15
<p>5. Review results of the Governor Skills and Knowledge Survey 2014. Paper SG05/03/15</p> <p>The Clerk advised that all governors completed the survey and outlined the results. The Clerk further advised that he had marked the results with the returns from the retiring governors' mark so as we could see the skills and knowledge we were losing. In response to GvdL the Clerk advised that the document with a number of minor adjustments had been in use for a number of years and was originally taken from a template suggested by the Learning and Skills Improvement Service. Also in response to GvdL the Clerk advised that after the recent TDAP training sessions he had sent a copy of the questionnaire to Dr P Hartley for his observations on how it could be improved to cover HE. MJD commented that there was a requirement for a wide diversity of interests and knowledge and questioned whether the Board was big enough to cover all these areas and whether we should prioritise the areas. EK felt that this document could be used at the Chairs 1:1 with governors to find out their particular areas of strength.</p> <p><i>It was agreed that the questionnaire will be reviewed taking consideration of the discussion above, amended and presented to the next meeting.</i></p>	Clerk	16/06/15

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6.	<p>Review and agree action on the governors that reach the end of their term of office or are retiring during the year. Paper SG06/03/15</p> <p>There was an error in the document outlining terms of office and the Clerk issued an amended version. The committee looking at the appointment of new governors had the recently completed skills and knowledge survey as reference. The Committee also recognised that there was a need to improve the gender balance of the Board and will consider this when appointing new governors. Mrs J Holderness-Roddam and Mr D Clegg will retire when they reach the end of their current terms of office which is July and October 2015 respectively. The two student governors will reach the end of their courses this academic year and nominations will be sought from the Students Union. RM advised that Mr J Reed current FE representative is coming back to the College to take a degree and it would be beneficial if he could stay as a student governor but this of course is a decision of the Students Union. Mrs B Buck is retiring at the end of this academic year and a new staff governor will be sought. RM agreed that he will raise this at his next Principals Briefing. GvdL advised that Mrs Buck has applied to stay as a governor and she will be interviewed shortly by the Chair, Principal and RBS. Professor Ritchie will retire from UWE in August and the Vice Chancellor has nominated Ms Rachel Cowie as a replacement. GvdL outlined Ms Cowie's position at UWE and thought that she would help us considerably with the TDAP process. It had been felt that we also needed to keep the expertise of Professor Ritchie, who has made an outstanding contribution, but would be needed through the TDAP process and GvdL outlined an offer that could be made to him to become a Co-opted Member of the Board and QuEST for a period of 12 months after his retirement from UWE. This was thought to be an excellent idea and would make a very strong team of Professor Ritchie, Ms Cowie and Dr Selby (if appointed) to help us through the TDAP scrutiny. Mr Crawford's term of office ends in October 2015 and it had been agreed at the last meeting that because of his knowledge and understanding of A Levels, which is our area of greatest concern he should be offered a further term of office.</p> <p><i>The Student Union and Student Forum will be asked to nominate two student governors, one FE and one HE, for the beginning of the next academic year.</i></p> <p><i>HR will be asked to run an election for Staff Governor to be in place by the beginning of the next academic year.</i></p> <p><i>It is recommended that Ms R Cowie the Vice Chancellors nomination should become a governor for a period of two years from the 1st September 2015.</i></p>		
		Clerk	01/09/15
		Clerk	01/09/15
		Clerk	25/03/15

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	<p><i>It is recommended that Professor Ritchie becomes a Co-opted Member of the Board and QuEST for a period of 12 months from the 1st September 2015.</i></p>	Clerk	25/03/15
	<p><i>It is recommended that Mr D Crawford be offered a further term of office of three years from October 2015.</i></p>	Clerk	23/05/15
7.	<p>Discuss and recommend action on application to become a governor by Dr J Selby. Paper SG07/03/15</p> <p>The Clerk advised that Dr Selby was nominated by a senior member of UWE and has been interviewed by the panel responsible for seeking potential new governors. The Panel had felt that as we are applying for Taught Degree Awarding Powers and Professor Ritchie is retiring we need to have a governor with the understanding and knowledge of higher education and it is thought Dr Selby more than fits these requirements. It was now noted that Professor Ritchie may stay for a further 12 months but the TDAP training sessions had highlighted the need for greater HE representation. GvdL outlined the interview process and that as Dr Selby lives locally he wished to become involved in the activities of the College. Dr Selby also has an understanding of FE as shown by his CV and RBS noted that he had past and current experience in widening participation. It was also thought that as our March Board Meeting was likely to be the last before we were joined by the Scrutiny Panel then it would be good for Dr Selby to attend this meeting. The Clerk advised that for Dr Selby to attend as a governor we would have to increase our executive governor numbers from eleven to 12 until Mr Clegg retires or Dr Selby could attend as a Governor designate but would not have voting rights.</p> <p><i>It is recommended that Dr Selby becomes a Governor for a period of four years from 25th March 2015 and approval will be sought electronically and confirmed at the next meeting.</i></p> <p><i>It is recommended that we increase the number of Executive Governors from eleven to twelve.</i></p>	<p>Clerk</p> <p>Clerk</p>	<p>Immediate</p> <p>25/03/15</p>
8.	<p>Review and recommend the membership Corporation Committees. Paper SG08./03/15</p> <p>The membership of our committees was reviewed due to the change of Chair and Vice Chair, the retirement of four governors and the appointment of three new governors.</p> <p>8.1. Search and Governance Committee.</p> <p>The Search and Governance Committee has a vacancy for Vice Chair which will be the Vice Chair of the Corporation when appointed. There was a further vacancy and the skill sets of the new governors were</p>		

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discussed. The Clerk advised that if Mrs Blomfield-Smith was appointed Vice Chair of the Corporation then there would be a further vacancy. It had been agreed at the last meeting that a further Co-opted Member should be appointed and various candidates were discussed. MJD thought that we should consider Mr K Nottage again as he had been a member of this Committee and a Governor but left when he had taken up a new job as many of the meeting dates clashed.		
<i>It is agreed that Mr G Papenfus will be invited to become a member of this Committee.</i>	Clerk	Immediate
<i>It is agreed that Mr K Nottage should be approached to become a Co-opted Member of this Committee and if in agreement recommendation made to the Board.</i>	Clerk	25/03/15
8.2. Finance and General Purposes Committee.		
The Finance and General Purposes Committee has a vacancy for Vice Chair which will be the Vice Chair of the Corporation when appointed. There was a further vacancy and the skill sets of the new governors were discussed. It was felt that the number of governors on this Committee should be increased by one to allow the outgoing Chair to remain a member as his expertise should be retained. GvdL commented that he was not seeking to stay on this Committee but would do whatever the Committee wished. It should be noted that if Mr Moody or Mr Whitehouse becomes Vice Chair of the Corporation then there would not be a need to increase the membership. The Clerk advised that the involvement of HE in the allocation of budgets had been discussed at the TDAP training sessions and it had been suggested that the Vice Principals HE and FE should once again become members.		
<i>It is agreed that Ms I Barker will be invited to become a member of this Committee.</i>	Clerk	Immediate
<i>It is agreed that governor members will be increased by one and the position taken by Mr G van der Lely.</i>	Clerk	Immediate
<i>It was agreed that the Vice Principal HE and Vice Principal FE will be invited to become members of this Committee</i>	Clerk	Immediate
8.3. Quality, Enhancement and Standards Committee.		
With the retirement of Professor Richie his position on the Committee will be taken by the Vice Chancellor of UWE's nomination. A further position of Co-opted Member should be made to ensure that we keep Professor Ritchie's expertise on this Committee if appointed as a Co-opted Member of the Board. It is also thought that Dr Selby should become Vice Chair of this Committee, if appointed as a governor, which would mean increasing the number of governor members. It should be		

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	<p>noted that if Mrs Blomfield-Smith, Mr Moody or Mr Whitehouse becomes Vice Chair of the Corporation then there would not be a need to increase the numbers.</p> <p><i>It was agreed that the Vice Chancellors nominee will be invited to join this Committee if appointed as a governor.</i></p> <p><i>It was agreed that Professor Richie would be invited to remain on this Committee if appointed as a Co-opted Member.</i></p> <p><i>It was agreed that Dr Selby will be invited to become a member of this Committee and Vice Chair if appointed as a governor.</i></p>	Clerk	25/03/15
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		Clerk	25/03/15
	<p>8.4. Remuneration Committee.</p> <p>The Remuneration Committee has a vacancy for Vice Chair which will be the Vice Chair of the Corporation when appointed. There was a further vacancy and the skill sets of the new governors were discussed. It was felt that the outgoing Chair should remain a member as his expertise should be retained. GvdL commented that he was not seeking to stay on this Committee but would do whatever the Committee wished.</p>		
	<p><i>It was agreed that Ms I Barker would be invited to become member of this Committee.</i></p>	Clerk	Immediate
	<p><i>It was agreed that Mr van der Lely should replace Mr Clegg on his retirement.</i></p>	Clerk	10/15
9.	<p>Review and recommend the maximum length of service for a governor. Paper SG09/03/15</p> <p>The Clerk advised that this matter had been discussed at the last Board Meeting when reviewing the draft of the English Colleges' Code of Good Governance and referred to this Committee for further discussion. EK felt strongly that in land based colleges specifically, governors needed to be in touch with industry. EK added that if you looked at the current list of governing and taking into consideration the retirements this year only three governors were over eight years. RBS felt that one of the great strengths of the College was the commitment that governors gave and this needed to be maintained. MJD believed that it was essential that we maintained a mix of experience and governors should not be dropped off mandatorily. Members reviewed the current wording of our Standing Orders and RBS felt that some subtle changes to the last sentence could ensure that lengths of service over eight years were only allowed in exceptional cases. Some changes to the wording were suggested-"Whilst recognising the advice of the Nolan Committee and (<i>that</i>) Members should not serve normally more than two consecutive terms (8 years) the Corporation will however take account of the skills</p>		

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	<p>and contribution of retiring governors and ensure the maintenance of such skills within the Governing Body".</p> <p><i>It was agreed that a change to the wording of the relevant section of the Standing Orders will be recommended to the Board for approval.</i></p>	Clerk	25/03/15
10.	<p>Agree amendments to Link Governors. Paper SG10/03/15</p> <p><i>It was agreed that Ms I Barker and Mr G Papenfus should replace the two retiring governors as link governors for FE Agriculture and FE Sport.</i></p>	Clerk	Immediate
11.	<p>Discuss and recommend governor representation on UWE Board. Paper SG11/03/15</p> <p>The Clerk advised that the Academic Agreement with UWE states that the College Chair or Vice Chair of Governors will be co-opted to the Board of Governors of UWE. EK felt that it was less important whether we sent the Chair or Vice Chair but the quality of the input that the person could give. RM believes that as we have a unique relationship with UWE and this linked to our TDAP application he felt that the retiring Chair should continue until the end of his current term of office as a governor. It is also understood that the Vice Chancellor of UWE would like GvdL to stay as the Colleges nominee. GvdL advised that he was not looking to stay as the College representative and would step down but would continue if that was requested.</p> <p><i>It is recommended that Mr G van der Lely continues as the College nominee on the UWE Board and the Academic Agreement is amended appropriately.</i></p>	Clerk	25/03/15
12.	<p>Review and agree process for Corporation Self-Assessment. Paper SG12/03/15</p> <p>The Clerk advised that at the Search and Governance Committee on the 27th February 2013 we agreed a new format for Corporation Self-Assessment and attached is the format that we used. Also at that meeting it was agreed that we would look to have external assessment every three to five years and that the Chair would conduct 1:1 interviews with all governors. The interviews took place. There was a discussion on whether we should look at external scrutiny. The Clerk advised that he investigated the cost last year of an external agency facilitating the self-assessment process and this came out at between £2K and £6K depending on the level of scrutiny. RM believed that the cost could come from the audit budget but felt that we should not commit to this until we saw the outcome of the review on the English Colleges' Code of Good Governance.</p>		

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	<i>It was agreed that we would leave decision pending until a conversation could be had with Dr Susan Pember at the next Board meeting.</i>	Clerk	25/03/15
13.	Agree amendments to the Terms of Reference. Paper SG13/03/15 The amendments reflect changes made to the membership at the last meeting. <i>The amendments to the Terms of Reference were approved.</i>		
14.	Discuss implication on governance of TDAP scrutiny process. Paper SG14/03/15 The Clerk advised that there were two further training sessions to take place before the next Board Meeting. RM proposed that as we start scrutiny in May we should allocate some time on the strategic planning day to review our status. <i>It was agreed that criteria briefings sheets will be prepared for discussion at the Governors' Strategic Planning Day.</i>	RM	26/03/15
15.	Any Other Business 15.1. Farm Committee EK advised that he would be resigning from the Farm Committee when he takes up the position of Chair of Governors. EK explained the reasons in that he felt he needed to step back and be less involved, he had some contract work with the Farm and also a simple factor of time. Mr C Whitehouse was the other governor member. A discussion took place on possible membership but as this is not a Corporation Committee it was felt that the decision on membership should be left to the Principal.		
16.	Dates of future meetings at 9.30am Tuesday 16 th June 2015 Thursday 17 th September 2015 Thursday 3 rd March 2016 Thursday 23 rd June 2016 Thursday 15 th September 2016		

Edward Keene
Chair Search and Governance Committee

16th June 2015