

## SEARCH and GOVERNANCE COMMITTEE

### Minutes of a Meeting 9.30am Thursday 6<sup>th</sup> February 2014 Thomas Mawson Room

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

**Apologies:** Mr Edward Gillespie

**Minutes:** Mr Rob Lee

		ACTION	ACTION DATE
1.	<p><b>Apologies</b></p> <p>Apologies were received from Mr E Gillespie.</p>		
2.	<p><b>Declaration of Interest – Paper S02/02/14</b></p> <p>The Clerk advised that member's interests would be taken as those disclosed in the Register of Members Interests. Mrs R Blomfield-Smith and Mr E Keene declared an interest in agenda item 6. It was agreed that as this matter was discussed at the last meeting they could stay for the discussion but not take part in any subsequent vote. There were no further declarations of members interests for agenda items.</p>		
3.	<p><b>Minutes of the Last Meeting – Paper S03/02/14</b></p> <p>Minutes of the meeting held on 3<sup>rd</sup> October 2013 were agreed to be a true and accurate record and signed by the Chair.</p>		
4.	<p><b>Matters Arising</b></p> <p><b>4.1. Confirmation has been given by our internal auditors that governors can be members of both the Finance Committee and the Audit Committee.</b></p>		

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<p><b>4.2. Update on progress with Governance relating to HE. Paper SG4.2/02/14</b></p> <p>RM advised that there were many different models that we could use and we need to agree what would work best for us. RM suggested that we could widen the scope of the Faculty Board and therefore not set up a separate committee, such as an Academic Board, to scrutinise quality. RM believed that the membership of the draft proposal for the Faculty Board was not sufficient and it should contain two governors. RM will put a proposal forward in March to separate HE and FE quality and standards. The current Quality and Standards Committee should look after FE only but still have a HE member and the Faculty Board should look after HE but have an FE member. RBS advised that when she was a governor of UWE there had been debates on governor membership of this committee and GvdL confirmed that there was no governor membership of UWE Academic Board and that they had a separate committee to scrutinise quality. RBS stated that we needed to ensure that governors maintained an oversight of quality of both FE and HE. GvdL clarified, therefore, that the proposal was to keep the current Quality and Standards Committee to look after FE and to operate a Faculty Board equivalent to UWE Academic Board to scrutinise HE. GvdL warned that there were a lot of items on the UWE Academic Board not for governor input and he would need to see the detail of how our committee would work. RM agreed that we would need to look at the various committees that would feed into the main committee and this should be part of the overarching proposal. In response to MJD RM confirmed that we are contacting other colleges that are currently going through the TDAP process and part of the discussions would be how they structure the scrutiny of quality.</p> <p><b><i>A proposal will be put to the next Board Meeting on the structure for the scrutiny of FE and HE quality.</i></b></p> <p><b>4.3. Student Governors</b></p> <p>In response to MJD the Clerk advised that the HE Student Governor had been appointed by the HE Student Council and had gone through an induction process. It had, however, taken some time to receive the nomination for a FE Student Governor and induction had recently started. However the student has now resigned as a governor before attending a meeting due to ill health and pressure of work. And the process to replace had started. MJD questioned the value of student governors to the student body. RM felt that the process worked well for HE through the Student Council but agreed it has been frustrating trying to get nomination from FE group. RM explained that this will change next year as we are in the process of setting up our own students union which will cover both FE and HE.</p>	<p>RM</p>	<p>26/03/14</p>

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5.	<p><b>Review results of the Governor Skills and Knowledge Evaluation. Paper SG05/02/14</b></p> <p>The Clerk advised that all 18 eligible governors completed the questionnaire. The results show that overall the breadth of skills and knowledge of the Board is excellent. The Clerk explained that in the analysis the results of questionnaires from Councillor A Hicks who retired in December 2013 and Mr M Baber who will be retiring later in the year have not been included. The analysis also notes the results of those governors whose terms of office are completed this year so as you can recognise the skills and knowledge that they bring to the Board and would therefore be lost if they retired. The analysis shows that only two areas have no governors with a high level of skills and knowledge: -</p> <ul style="list-style-type: none"> <li>❖ Knowledge and understanding of minority communities.</li> <li>❖ Knowledge and understanding of local, regional and national authorities at management level or as an elected member.</li> </ul> <p>The Clerk further explained that only three areas fell below 50% of governors having high and good knowledge and experience. The two areas above plus: -</p> <ul style="list-style-type: none"> <li>❖ The law or working as a magistrate.</li> </ul> <p>The Clerk confirmed that all curriculum areas skills and knowledge has at least one governor with a high level of knowledge.</p> <p><b><i>It was agreed that the Committee will consider the results of this questionnaire when discussing possible further terms of office for governors and when looking for new governors.</i></b></p>		
6.	<p><b>Review and agree action on the governors that reach the end of their term of office during this year. Paper SG06/02/14</b></p> <p>The Clerk advised that this matter was discussed at the last meeting but it had been decided to review the results of the Governor Skills and Experience Evaluation before decisions were made. It was agreed when reviewing governors for a possible further term of office or new governors the Committee will take into consideration the current structure of the Board particularly relating to gender and ethnic mix. The Clerk advised that Mr Baber will retire from the Board this year and Mr Matthews will reach the end of his term as Parent Governor in October and it has been agreed that there will no replacement in this category. Mr Keene, Mr Burton and Mrs Blomfield-Smith come to the end of their terms of office and they would have completed 8, 9 and 8 years respectively. The Clerk reminded Members that it has been agreed to reduce the size of the Board to sixteen members but we should still appoint new governors where there is an obvious skills shortage and take longer to achieve this target. The Clerk advised that with the above retirements and that of Councillor Hicks in December 2013 this would reduce the Board to seventeen if the above three members continued for a further term of office. The Clerk further advised that Mr Davison has indicated that he will retire as a governor when his current term of office is completed in</p>		

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<p>February 2015. . MHB believed that with his own retirement there was an opportunity to appoint younger members and outlined the details of a person who may be suitable. GvdL felt that even though we were reducing numbers there was a need to refresh the Board. The Chair advised that the skills and knowledge that the three governors whose terms of office are completed this year had been discussed at the last meeting but felt that we should review again in the light of the analysis from the Skills and Knowledge Survey. GvdL felt however there was at this time, due mainly to difficult financial situation, a need for consistency and believed that we needed a number of people to cover the different areas of finance. One governor, Mr R Barnett, believed that we did not have the right level of skills on the Finance Committee and the Chair wondered whether his skills in this area would better serve the College on the Finance Committee rather than the Audit Committee although it had been recently agreed that you could sit on both. It was felt that the skills and knowledge of the three governors whose terms of office were completed this year would be difficult to replace in the short term and there was need to hold on to them in what could be a difficult couple of years. The Members then reviewed the CV that had been forwarded by Councillor Hicks on a person as a possible replacement for himself. RBS thought the CV was very strong. RM noted that there would be a number of vacancies next year and EK felt that we wanted people who would drive the business forward and age is less relevant and we needed people from small businesses as they made decisions in a different way more in line with what we required.</p>		
<p><b><i>Details of potential candidate for governor will be forwarded to the Clerk.</i></b></p>	MHB	Immediate
<p><b><i>The Chair will discuss further with Mr Barnett his views on skills shortfall on Finance Committee.</i></b></p>	GvdL	Immediate
<p><b><i>It is recommended that Mr E Keene be offered a further term of office of 4 years from the 26<sup>th</sup> March 2014.</i></b></p>	Clerk	26/03/14
<p><b><i>It is recommended that Mr M Burton be offered a further term of office of 2 years from the 5<sup>th</sup> June 2014.</i></b></p>	GvdL/ Clerk	26/03/14
<p><b><i>It is recommended that Mrs R Blomfield-Smith be offered a further term of office of 2 years from the 12<sup>th</sup> August 2014.</i></b></p>	Clerk	26/03/14
<p><b><i>Both the candidates identified as potential new governors will be invited to the College for discussion with Chair, Vice Chair and Principal.</i></b></p>	Clerk	Immediate
<p><b><i>It was agreed that at the next meeting we will agree a governor to represent us at Cultiva Meetings.</i></b></p>	Clerk	24/06/14

		<b>ACTION</b>	<b>ACTION DATE</b>
<b>7.</b>	<p><b>Review and agree process for Corporation Self-Assessment. Paper SG07/02/14</b></p> <p>The Clerk advised that we had changed the format of our Self-Assessment Questionnaire last year but we had agreed to review this year and look at external self-assessment every 3 to 4 years. In response to GvdL the Clerk advised that we had had an external assessment some years ago but would need to find someone experienced in this field. RM felt that an external self-assessment would support our QAA inspection. GvdL advised that he had for the last few years seen groups of 3 to 4 governors with the Principal, as part of the self-assessment process, to gather their views on the work of the Board but this did not enable governors an intimate exchange of views. RBS believed it was very advantageous to have 1:1 sessions with your directors.</p> <p><i><b>It was agreed that we would issue the internal self-assessment documentation but also look for external contractor who could carry out this process later in the year.</b></i></p> <p><i><b>It was agreed that the Chair would hold 1:1 discussions with governors</b></i></p>	<p>Clerk</p> <p>Chair/ Clerk</p>	<p>Immediate</p> <p>Immediate</p>
<b>8.</b>	<p><b>Discuss and agree actions from AoC Report on "Creating Excellence in College Governance". Paper SG08/02/14</b></p> <p>The Clerk advised that the Report was commissioned by the AoC Governors Council and conducted by Dr Susan Pember OBE. It opens by saying that being a governor in Further Education has never been so important. The Clerk explained that the Report is in four parts. Part I looks at the current shape of the sector and the changing roles and responsibilities of governors; Part II outlines what defines good governance and the structures to support it; Part III describes the Governance support and development programme and Part IV sets out an Action Plan. The Clerk referred Members to Part IV where it can be seen that there is a considerable number of actions to be completed in the spring and summer of 2014 including the AoC issuing guidance on new governance structures and Ofsted to launch a dashboard on teaching and learning. The Clerk advised that we are hoping that Dr Pember present at our Strategic Planning Day. GvdL thought there was a common theme running through the Report relating to reducing the size of the Board with more governors involved in all issues. GvdL advised that we have made changes to the structure of the Board and its committees to put a greater emphasis on teaching and learning but asked the question have we got it right. RM felt that with increasing to six Board Meetings per year and increased emphasis on Quality and Standards we had the best of both the Carver and Committee based models.</p> <p><i><b>The content of the Report was noted and it was agreed after considering Dr Pembers Presentation at the Strategic Planning</b></i></p>	<p>Clerk</p>	<p>24/06/14</p>

		<b>ACTION</b>	<b>ACTION DATE</b>
	<p><i>Day and any further developments an Action Plan will be presented to the next meeting of the Search and Governance Committee.</i></p> <p><i>The AoC Report will be sent to all members of the Board.</i></p>	Clerk	Immediate
<b>9.</b>	<p><b>Any Other Business</b></p> <p>There was no other business.</p>		
<b>10.</b>	<p><b>Dates of Future Meetings- All commence at 9.30am</b></p> <p>Tuesday 24<sup>th</sup> June 2014  Thursday 18<sup>th</sup> September 2014  Thursday 5<sup>th</sup> March 2015  Thursday 18<sup>th</sup> June 2015  Thursday 17<sup>th</sup> September 2015</p>		

**Graham van der Lely**  
**Chair Search and Governance Committee**

**24<sup>th</sup> June 2014**