

SEARCH and GOVERNANCE COMMITTEE

Minutes of a Meeting 9.30am Thursday 18th September 2014 Thomas Mawson Room

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

Apologies Mr Mark Davison.

Minutes: Mr Rob Lee

		ACTION	ACTION DATE
1.	<p>Apologies</p> <p>Apologies were received from Mr Davison.</p>		
2.	<p>Declaration of Interest – Paper SG02/09/14</p> <p>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.</p>		
3.	<p>Minutes of the Last Meeting – Paper SG03/09/14</p> <p>Minutes of the meeting held on 24th June 2014 were agreed to be a true and accurate record and signed by the Chair.</p>		
4.	<p>Matters Arising</p> <p>4.1. (4.1, 4.2) The structure for the scrutiny of the quality of HE and FE was discussed by the Quality and Standards Committee and will be approved at the October Corporation Meeting.</p> <p>RM advised that this had been discussed at the previous days Quality and Standards Meeting and there was a proposal to recommend to the Board at the next Corporation Meeting.</p>		

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<p>4.2. (4.2, 6.0) Mr R Barnett will not join the Finance and General Purposes Committee in attendance but will be sent the papers for comment.</p> <p>4.3. (4.4) The AoC Report on the future structure of governance has as yet not been issued.</p> <p>4.4. (5.0) Update on HE Training for Governors.</p> <p>RM outlined the programme for TDAP and it was thought the earliest the scrutiny team would be appointed would be May 2015 and it could be September 2015. RM believed, therefore, that this timetable linked to all that still going on in FE, the HE training for governors should be scheduled for the new year. In response to RBS RM advised that the scrutiny team will be with us for a year and attend up to 60 events in the College and give no feedback. In response to GvdL RM suggested areas that the training may cover and over the concern that the Quality and Standards Committee was heavily biased to FE and this may be a problem for scrutiny team RM believed that under the new processes to be agreed at next Board Meeting the agenda will be more focused on HE at certain times of the year.</p> <p><i>It was agreed that dates for the training will be made available to governors as soon as possible.</i></p> <p>4.5. (5.0) Update on Executives attendance at Board Meetings.</p> <p>GvdL advised that he had had discussions with RM and EK on this matter and it would be difficult to reverse the decision of executives attending Board Meetings but there were pluses for them being in attendance. However there are times when their attendance is not appropriate. RM agreed and believed that governors should have a session at each meeting without the Executives present and at least once per year that should include the Principal. EK thought it was beneficial to have the Executives present and MHB added that in the past Executives had only attended meetings to give reports and then had left. EG believed that it was part of modern practice that senior members attended board meetings.</p> <p><i>It was recommended that College Executives should attend Board Meetings but there will be part of each meeting when they will not be present and this at times will include the Principal.</i></p> <p>4.6. (8.0) Mr David Seymour will represent the College at Cultiva Meetings.</p>	<p>RM</p> <p>Clerk</p>	<p>09/10/14</p> <p>09/10/14</p>
<p>5. Discuss and recommend the future membership of the Search and Governance Committee. Paper SG05/09/14</p> <p>The Clerk advised that as part of the review of the governor recruitment</p>		

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<p>process it had been agreed to discuss future membership of this Committee. This is now particularly relevant as three members are retiring and this will be the last meeting for MHB, MJD and EG. The next meeting will also be the last for GvdL as Chair as he is stepping down as Chair of the Corporation in March but he can remain as a member. The Chair and Vice Chair of the Corporation are automatically Chair and Vice Chair of this Committee. The Clerk further advised that it had been suggested that to add to greater transparency there should be two instead of one external co-opted member. GvdL advised that it had been suggested by a governor outside of this Committee that there may be an opportunity in the future to offer positions to retiring governors as co-opted members of certain committees or panels so as to retain their knowledge and experience. EK thought it was important to have people who understand the culture of the College. RBS agreed that it would be good to retain experience from a retired governor and felt that the other co-opted governor should have a HE focus. It was felt therefore that we should retain the same number of governors as now but increase the number of co-opted governors to two, one of which would be a retired ex-governor. Possible candidates for this position were discussed. EK believed that before we decided on possible replacements for governors retiring we should wait to see who is appointed as new governors as they could very well have the HE experience that we require.</p> <p><i>It is recommended to the Board that the membership of the Committee will be the Chair and Vice Chair of the Corporation, Principal, 3 Executive Governors and 2 Co-opted Members.</i></p> <p><i>It is recommended that Mr G van der Lely on his retirement as Chair of the Corporation takes up one of the Executive Governor vacancies.</i></p> <p><i>It is recommended that Mr M J Davison be offered the position of Co-opted Member on his retirement as a Governor.</i></p> <p><i>The Committee therefore needs to search for one Executive Governor and one Co-opted Member to become future members of the Search and Governance Committee. The search for the Executive Governor will wait until future governor vacancies are decided. The search for Co-opted Member will be on-going.</i></p>		
<p>6. Discuss and agree governor recruitment requirements and process for 2015 considering governor retirements and those governors whose term of office is completed. Paper SG06/09/14</p> <p>The Clerk advised that we currently have 12 Executive Governor Members against our approved membership of eleven. Therefore when Mr Baber and Mr Davison retire in February 2015 we will have needed to recruit one further Executive Governor to bring us to full membership. Mrs Holderness-Roddams current term finishes in July 2015 when she would have completed 8 years as a governor. Mr Crawford and Mr Cleggs terms finish in October 2015 after six and seven years respectively completed as governors. The Clerk believed</p>		

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<p>therefore that we will probably be looking for 2/3 new governors in the next 12 months. It was felt that before agreeing the process for recruitment we would look at the possible vacancies over the next twelve months. RM believed that we should have a policy of refreshing the Board each year and suggested that three governors was a number that he felt needed to be re-nominated or retired during a 12 month period. EG agreed with this as three would have a greater influence on the culture of the group than one. There could be five possible retirements within the next 12 months which would leave four vacancies. As already noted Mr Baber and Mr Davison have already notified the Board that they would not be seeking a further term of office. Discussions took place on skills and knowledge requirements for the future and it was felt due to the problems we are experiencing with our A Level provision and that he had only served six years by 2015 we would like to retain Mr Crawford as a governor for a further term of office when his current term is completed. Discussion then took place on the process to find new governors. EK advised that he would have a concern over too rigid a process as he believes this will not find the right people. EK believed that as a small college we have survived by being flexible and we need people who are willing to be involved in the College. RBS believed that modern governance needs a proper recruitment process and that most people understand that there will need to be such a process. GvdL asked what happens if we find someone with skills require without advertising. RM believed they should be approached but advised there is a process and they should register their interest. RM felt it was very much two ways with the potential governor also finding out about the College. RBS believed it was important to have a timetable and this was helped by an advert but did not preclude us approaching people. EG felt that there needed to be a balance and there needed to be a fast track process. RBS felt that we should advertise, sort a timetable and get a group of applicants who we can interview and make recommendations to the Board. If there is no vacancy at the time but one would be available shortly then new members could attend as co-opted governors until vacancy occurs. GvdL advised that it was important that we understood the skills that we require from new governors. RBS felt that whilst we should know the skills required she did not believe these skills should be part of the advert as this may stop potential excellent future governors applying. RBS felt that if we started this process in the autumn we are unlikely to have a group of candidates for interview before the new year. Discussions then took place on the two candidates. Mrs Barker had been seen by the Chair, Vice Chair and Principal and her skills made her a very strong candidate. After discussion it was thought that as there would not be a vacancy until February 2015 we should advise Mrs Barker of this and that we now have a process for the recruitment of governors. Mrs Barker would be asked if she was willing to wait until this time. Mr Selby was also discussed but should be informed also of the process and that governor positions would be advertised and we would very much like him to register interest in a future position.</p>		
<p><i>It is recommended that Mr D Crawford be offered a further term of office when his current term is completed.</i></p>	Chair	Immediate

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	<p><i>Mr Davison and Mr Baber will retire at the end of their current terms of office.</i></p> <p><i>It was agreed that the Committee will review the skills and knowledge required for the Board and documentation will be issued at the next meeting of the Corporation.</i></p> <p><i>It is recommended that the normal procedure for finding a new governor will be through a process that includes advertising and interview.</i></p>	<p>Chair</p> <p>Clerk</p> <p>Clerk</p>	<p>Immediate</p> <p>09/10/14</p> <p>On-going</p>
7.	<p>Review the membership of the Finance and General Purposes Committee. Paper SG07/09/14</p> <p>The Clerk advised that as an outcome of the restructure of the Board and its committees in July 2013 the Governors' Management Committee had its responsibilities amended and membership reduced by three governors. The Committee was also renamed the Finance and General Purposes Committee. It was agreed that as three governors were retiring over the next eighteen months they would remain as members but not be replaced on retirement. Mr Burton retired in April 2014 and Mr Baber and Mr Davison will retire in February 2015 and this will bring the committee membership down to the approved level. Mr van der Lely retires as Chair of the Corporation and therefore Chair of this Committee in March 2015 but can still remain as a member. GvdL believed that this Committee should not be marginalised and the governor membership therefore probably needs to be reviewed. EK felt that as we are looking for new governors we should wait until appointed and then review.</p> <p><i>The membership of the Finance and General Purposes Committee will be reviewed at the next meeting.</i></p>	<p>Clerk</p>	<p>05/03/14</p>
8.	<p>Discuss a governor proposal for setting up Advisory Boards. Paper SG08/09/14</p> <p>RM thought there may be some merit in looking at this proposal in the light of what we do know. RM advised that Faculty Boards do not have governor representation but there are requirements for links with the local community and industry.</p> <p><i>A Report will come to the next meeting on our current advisory committees and their activities.</i></p>	<p>RM</p>	<p>05/03/14</p>
9.	<p>Discuss Department for Business Innovation and Skills Report on "College Governance: A Guide" and recommend any actions. Paper SG09/09/14</p> <p><i>This was not discussed as there was no time and will be reviewed outside of the meeting.</i></p>	<p>GvdL/ RM</p>	

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10.	<p>The Chair advised that this was Mr Baber's last meeting as he would be retiring as governor prior to the next meeting. The Chair thanked him on behalf of the Committee for his huge input over a very long period and he will be missed.</p> <p>The Chair advised that it was also Mr Gillespie's last meeting and thanked him for giving us the benefit of his extensive knowledge.</p> <p>Mr Davison was unable to attend but will also be retiring as a governor prior to the next meeting and as with Mr Baber the Chair thanked him on behalf of the Committee for his tremendous input over a very long period and he will be missed.</p> <p>Any Other Business</p> <p>There was no other business.</p>		
11.	<p>Dates of future meetings at 9.30am (new dates in red)</p> <p>Thursday 5th March 2015 Thursday 18th June 2015 Thursday 17th September 2015 Thursday 3rd March 2016 Thursday 23rd June 2016 Thursday 15th September 2016</p>		

Graham van der Lely
Chair Search and Governance Committee

5th March 2015