

## SEARCH and GOVERNANCE COMMITTEE

### Minutes of a Meeting 9.00am Tuesday 19<sup>th</sup> June 2012 Gordon Canning Room

**Present:** Mr Graham van der Lely (Chair) (GVdL)  
Mr Martin Baber (MHB)  
Mrs Rosamund Blomfield-Smith (RBS)  
Mr Malcolm Wharton (MW)

**In Attendance:**

**Apologies:** Mr Mark Davison  
Mr Edward Gillespie  
Mr Ken Nottage

**Minutes:** Mr Rob Lee

		ACTION	ACTION DATE
1.	<p><b>Apologies</b></p> <p>Apologies were received from Mr M J Davison, Mr E Gillespie and Mr K Nottage</p>		
2.	<p><b>Declaration of Interest – Paper SG02/06/12</b></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><b>Minutes of the Last Meeting – Paper SG03/06/12</b></p> <p>Minutes of the meeting held on the 1<sup>st</sup> February 2012 were agreed to be a true and accurate record and signed by the Chair.</p>		
4.	<p><b>Matters Arising</b></p> <p>4.1. (6E) Mr Ken Nottage.</p> <p><i>It was agreed that Mr Nottage would be contacted to clarify the situation over whether he will continue to have a formal relationship with Gloucester Rugby.</i></p>	Clerk	Immediate
5.	<p><b>Discuss and recommend to the Corporation amendments to the Instrument and Articles of Government. Paper SG05/06/12</b></p> <p>The Clerk advised that through amendments to the Further and Higher</p>		

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	<p>Education Act 1992 (inserted by the Education Act 2011) a wide range of restrictions and controls on college corporations have been removed, putting colleges on a similar footing to charities operating within the private/independent sector. The Secretary of State will no longer have the power to amend or revoke a corporation's instruments and articles. Instead this power will sit with the corporation, which will be able to change the Instrument and Articles to help meet their needs. The legislative requirements for the instrument and articles are now reduced to a minimum core of essential elements. As from the 1<sup>st</sup> April 2012 Colleges are able to (but will not have to) exercise the new freedoms outlined above. Our instrument and Articles of Government have been automatically changed from 1<sup>st</sup> April 2012 by the Modification of Instruments and Articles of Government Order 2012 and the Clerk outlined the provisions that had automatically been inserted and omitted. The Clerk then went on to propose some further minor changes, which were covered by legal comment from Eversheds:-</p> <ul style="list-style-type: none"> <li>❖ Instrument 1(h) - the ability to make decisions without holding a meeting.</li> <li>❖ Instrument 2(b) - Search and Governance Committee to recommend Parent Governor.</li> <li>❖ Instrument 2(e) - reduce minimum student number from two to one.</li> <li>❖ Instrument 3.2(a) – increase maximum number of governors from 20 to 21 to give the Corporation the opportunity to offer David Seymour a further term of office whilst appointing another Parent Governor.</li> <li>❖ Instrument 8.8(d) – disqualification as a governor because of safeguarding issue.</li> <li>❖ Article 11 – Principal to delegate functions to senior manager not just senior post holder.</li> </ul> <p>Members reviewed the Instruments and Articles and discussed the proposed changes as well as the wider ranging amendments that were possible but not proposed at this time.</p> <p><b><i>It was agreed that the proposed amendments to the Instruments and Articles of Government would be sent for legal advice.</i></b></p> <p><b><i>If the amendments are approved by our solicitors then the proposed amendments will be recommended to the next Corporation Meeting for approval.</i></b></p>		
		Clerk	Immediate
		Clerk	12/07/12
6.	<p><b>Note arrangements for obtaining views of staff and students as agreed by the last meeting of the Governors' Management Committee. Paper SG06/06/12</b></p> <p>The Clerk advised that this was a requirement of the modification of the Instruments and Articles that had been discussed above. The actions to achieve this had been discussed at the last meeting of the Governors' Management Committee and were agreed as the attached paper. In response to GvdL the Clerk confirmed that the actions detailed those arrangements that had already been in place for obtaining the views of staff and students.</p> <p><b><i>It was agreed that the arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the College and the oversight of its activities would be recommended to the Corporation for approval.</i></b></p>		
		Clerk	12/07/12

		ACTION	ACTION DATE
7.	<p><b>On agreement to increase maximum number of governors to 21 discuss item from last meeting on recommending a further term of office to Mr D Seymour. Paper SG07/06/12</b></p> <p>The Clerk advised that this had been discussed at the last meeting. Mr D Seymour's term as Parent Governor would be completed in October 2012 and it had been agreed that we would retain this position on the Board and advertise for a Parent Governor. It was, however, agreed that we would like if possible to retain the skills and knowledge that Mr Seymour brought to the Board and this would be possible if we were able temporarily to increase the number of governors. RBS felt that it was not good to have more and more governors and GvdL agreed and advised that we could reduce numbers in the future. It was agreed that Mr Seymour was a valuable member of the Board.</p> <p><i>It was agreed that if the modification to the Instrument and Articles were approved Mr D Seymour would be offered a further term of four years.</i></p>	Clerk	12/07/12
8.	<p><b>The Audit Code requires members to retire after six years as a Member of the Audit Committee and Mrs R Blomfield-Smith, current Chairman, retires on the 21<sup>st</sup> November 2012. Paper SG08/06/12</b></p> <p>The Clerk referred members to the paper outlining governors who were not eligible for sitting on the Audit Committee because they had already been members or was a current member of the Governors' Management Committee. RBS felt that due to his current external commitments Mr D Clegg may not wish to take on this position at this time. It was noted that the next item on the agenda proposed an increase in the number of governors sitting on the Governors' Management Committee, which already had eight governor members. The Clerk confirmed that a governor could not be a member of both committees but it would be possible to be a member of the Audit Committee and sit in attendance on the Governors' Management Committee. After discussion it was felt that Mr R Barnett would have the skills and knowledge to be offered the position of Chair of the Audit Committee.</p> <p><i>It was agreed that Mr R Barnett would be approached to see if he wished to become Chair of the Audit Committee on the retirement of Mrs R Blomfield-Smith in November 2012 and sit in attendance on the Governors' Management Committee. If Mr Barnett accepted this position he would step down from his position on the Remuneration Committee.</i></p>	Chair	Immediate
9.	<p><b>Discuss increasing the number of governors on the Governors' Management Committee to allow Mr C Moody to become a member. Paper SG09/06/12</b></p> <p>The Principal believed that due to his pending retirement we should have someone with current knowledge and understanding of FE funding on the Governors' Management Committee. Mr C Moody was the ideal candidate as a recently retired Principal and current Chief Executive of Landex.</p> <p><i>It was agreed that Mr C Moody should be approached and offered a position on the Governors' Management Committee.</i></p>	Clerk	Immediate

		ACTION	ACTION DATE
10.	<p><b>Review the current arrangements for linking Governors with College Leaders and Managers. Amendments in red. Paper SG10/06/12</b></p> <p>The Clerk advised that we aim to rotate the governors between areas every 2 years. In response to MHB the Clerk advised that if agreed the arrangement would start from the beginning of the academic year. The Clerk referred Members to the amendment proposed asking governors to contact with their link area to advise when they would be available for a meeting. The Clerk advised that the link areas had been changed on the request of Mr L Rake and Mr S Waite and the changes were highlighted. MW queried some of the proposed link governors but felt it would be best to pass the recommendations across the Vice Principals. MW felt that it needed to be monitored very closely as staff would use it has an opportunity to raise operational issues and lobby on areas that had already been turned down by management. GvdL agreed but advised that the system had fallen into some disregard and was revamped three years ago inserting strict guidelines for both governors and staff. In response to MHB the Clerk advised that governors should try to visit their area twice per academic year spending approximately four hours contact time in total over both visits.</p> <p><b><i>It was agreed that the Vice Principals would be asked for any further recommendations for the process and then the arrangements for linking Governors with College Leaders and Managers would be sent to the next meeting of the Corporation.</i></b></p>	Clerk	Immediate 12/07/12
11.	<p><b>Discuss the requirement of the new English Colleges Foundation Code of Governance for the Corporation "to plan for succession for the office of Chair and other offices held by governors." Paper SG11/06/12</b></p> <p>The Clerk advised that currently the position of Chair and Vice Chair of the Corporation are the only positions elected by the Board of Governors. They remain as Chair and Vice Chair for the duration of their term of office. All other Chairs of Committees are recommended by the Search and Governance Committee and approved by the Corporation. They remain as Chair of the Committee for the duration of their term of office and if approved for any subsequent term as governor remains as chair of the committee without any further discussion or approval. The Chair of the Corporation is automatically elected at the same time as Chair of Governors' Management Committee, Search and Governance Committee and Remuneration Committee and this is adopted as per the Corporations Standing Orders. The Clerk proposed: -</p> <ul style="list-style-type: none"> <li>❖ The process for the election of Chair and Vice Chair of the Corporation will remain as now.</li> <li>❖ A Chair of a Corporation Committee will be recommended by the Search and Governance Committee and approved by the Corporation for a term no longer than their term of office as a governor.</li> <li>❖ If elected for a further term of office as a governor the Search and Governance Committee will need to confirm their reappointment as Chair of a Corporation Committee which will then need to be approved by the Corporation.</li> <li>❖ The Chair of Governors' Management Committee, Search and Governance Committee and Remuneration Committee should remain as now the Chair of Corporation.</li> <li>❖ The Vice Chair of the Corporation should also be the Vice Chair of the above committees.</li> <li>❖ Vice Chair should be appointed to each corporation committee with their</li> </ul>		

		ACTION	ACTION DATE
	<p>appointment, terms of office and reappointment as procedure for Chair of Committees.</p> <p>Members discussed the proposals and they were agreed. It was therefore necessary to make proposals for changes to the membership of committees. Each committee was discussed in turn.</p> <p>Audit Committee-it has previously been proposed that Mr R Barnett should be approached to become Chair of this Committee on the retirement of RBS in November 2012 and it is recommended that Mr D Clegg should become Vice Chair. RBS felt that the Committee needed strengthening and possible ways of doing this were discussed. It was felt that if Mr D Seymour was elected for a further term of office as a governor he should be approached to become a member of this committee.</p> <p>Equality and Diversity Committee-MW felt that as the last meeting had been cancelled as it was not quorate we should review the need for this committee and identify the requirements of Ofsted. The Clerk confirmed that a meeting was set for next Monday and the next meeting after this would not be until September 2012. If the Committee were to continue then a new Chair would have to be found as Mr Keene the current Chair would be taking up other responsibilities under this proposal.</p> <p>Governors' Management Committee-the Chair of the Corporation automatically becomes Chair of this Committee and it is proposed that the Vice Chair of the Corporation would become Vice Chair of this Committee.</p> <p>Health, Safety and Safeguarding Committee-the Clerk advised that Mr C Whitehouse was the Chair and that the other governors on this Committee were the Student Governors, Parent Governor and Staff Governor.</p> <p>Quality and Standards Committee-the Clerk advised Mr D Crawford was the Chair and that Professor Ritchie was the other governor on this Committee.</p> <p>Remuneration Committee-the Chair of the Corporation automatically becomes Chair of this Committee and it is proposed that the Vice Chair of the Corporation would become Vice Chair of this Committee. It was further proposed that if Mr Barnett accepts the position of Chair of the Audit Committee he would step down from this committee.</p> <p>Search and Governance Committee-the Chair of the Corporation automatically becomes Chair of this Committee and it is proposed that the Vice Chair of the Corporation would become Vice Chair of this Committee.</p> <p>Special Committee-the Clerk advised that Councillor A Hicks is Chair and other governors on this Committee are Mrs Blomfield-Smith and Mr Baber.</p>		
	<p><b><i>The proposals on succession planning were approved.</i></b></p>	Clerk	Immediate
	<p><b><i>It is recommended that Mr D Clegg should be approached to become Vice Chair of the Audit Committee for a term no longer than his current term as a governor.</i></b></p>	Clerk	12/07/12
	<p><b><i>It is recommended that if elected for a further term as a Governor Mr D Seymour should be approached to become a member of the Audit Committee.</i></b></p>	Clerk	12/07/12
	<p><b><i>A review will be made of the Equality and Diversity Committee and in</i></b></p>	Clerk	19/09/12

		ACTION	ACTION DATE
	<p><i>doing so we should consult the Vice Principal Further Education concerning the requirements of Ofsted and agree a course of action prior to the September 2012 meeting.</i></p> <p><i>It is recommended that Mr E Keene be Vice Chair of the Governors Management Committee for a term no longer than his current term as a governor.</i></p> <p><i>It is recommended that the Staff Governor should be approached to become Vice Chair of the Health, Safety and Safeguarding Committee for a term no longer than his current term as a governor.</i></p> <p><i>It is recommended that Professor R Ritchie should be approached to become Vice Chair of Quality and Standards Committee for a term no longer than his current term as a governor.</i></p> <p><i>It is recommended that Mr E Keene be Vice Chair of the Remuneration Committee for a term no longer than his current term as a governor.</i></p> <p><i>It is recommended that Mr E Keene be Vice Chair of the Search and Governance Committee for a term no longer than his current term as a governor.</i></p> <p><i>It is recommended that Mrs R Blomfield-Smith should be approached to become Vice Chair of Special Committee for a term no longer than his current term as a governor.</i></p> <p>The Principal left the meeting.</p>	Clerk	12/07/12
		Clerk	12/07/12
12.	<p><b>Discuss the results of the Corporation Self Assessment 2011/2012 and approve the Quality Improvement Plan. Paper SG12/06/12</b></p> <p>The Clerk advised that all eligible governors had completed the Corporation Self Assessment Questionnaire to cover the period 2011/2012. Whilst satisfaction remains high there is a fall from 99% to 97% of governors who "Strongly Agree" or "Agree" with the Corporation Performance Indicators. The remaining 3% was covered by "Don't Know" 2% (11 responses from 6 governors) and for the first time "Disagree" 1% (3 responses from 1 governor) The Clerk outlined the areas of uncertainty and disagreement. In response to RBS the Clerk advised that it was the Principal who had disagreed with three questions on the questionnaire. RBS felt that the Principal should be asked to clarify his responses. The Clerk referred Members to the proposed Quality Improvement Plan. RBS felt that appraisals were very important particularly as we were to have a new Principal but whilst they should be formal we should be careful what information was shared. It was felt that objectives agreed between the Chair and Principal could be shared with the Remuneration Committee. GvdL noted that a number of the action points concerned the area of training and felt that over the last two years we had gone away from our formal training day where previously we had invited external experts to a more internally based process. It was felt that we should look at reverting to inviting external experts and this could include the dinner prior to the Governors Away Day.</p> <p><i>The Chair would seek clarification from the Principal on some of his responses to the questionnaire.</i></p>	Chair	Immediate

		<b>ACTION</b>	<b>ACTION DATE</b>
	<i>The Quality Improvement Plan would be amended as above and recommended to the Corporation for approval.</i>	Clerk	12/07/12
<b>13.</b>	<p><b>Discuss and approve role descriptions of members of the Corporation in line with the requirements of the English Colleges Foundation Code of Governance.</b></p> <p>The Clerk advised that the new Code required the governing body to ensure that the respective functions of governance and management, and the roles and responsibilities of the Chair, the Principal, the Clerk and individual governors, are clearly defined. Role descriptions should be made available and kept up to date. These should include an assessment of the time commitment required to undertake the role, both for governors generally and for the Chair and other governors holding offices or undertaking defined roles within the governance structure. The Clerk advised that the role descriptions were taken from models issued by LSIS and amendments were in red and deletions in italics. GvdL advised that it was very difficult to estimate time commitment. The Clerk advised that the role descriptions covered all the varying commitments of governors with the exception of Vice Chair which still has to be constructed.</p> <p><b>13.1. Chair of Corporation. Paper SG13.1/06/12</b>  <b>13.2. Clerk to the Corporation. Paper SG13.2/06/12</b>  <b>13.3. Governor (Standard includes being a member of one committee). Paper SG13.3/06/12</b>  <b>13.4. Governor (Member of two committees) Paper SG13.4/06/12</b>  <b>13.5. Governor (Member of three committees). Paper SG13.5/06/12</b>  <b>13.6. Governor (Chair of one committee and Member of another). Paper 13.6/06/12</b></p> <p><i>The role descriptions for Chair, Clerk and Governors were approved and can be displayed on the governance Web Site.</i></p>	Clerk	Immediate
<b>14.</b>	<p><b>Any Other Business</b></p> <p>There was no other business</p>		
<b>15.</b>	<p><b>Dates of future meetings at 9.30am</b></p> <p>Thursday 4<sup>th</sup> October 2012  Thursday 7<sup>th</sup> February 2013  Thursday 20<sup>th</sup> June 2013  Thursday 3<sup>rd</sup> October 2013</p>		

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

**4<sup>th</sup> October 2012**