



SEARCH and GOVERNANCE COMMITTEE
Minutes of a Meeting
9.30am Wednesday 19th June 2013
Gordon Canning Room

Present: Mr Graham Van der Lely (Chair) (GVdL)
Mr Martin Baber (MHB)
Mr Mark Davison (MJD)
Mr Edward Gillespie (EG)
Mr Edward Keene (EK)
Mr Russell Marchant (RM)

Apologies: Mrs Rosamund Blomfield-Smith

Minutes: Mr Rob Lee

| | | ACTION | ACTION DATE |
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| 1. | Apologies Apologies were received from Mrs R Blomfield-Smith. | | |
| 2. | Declaration of Interest – Paper S02/06/13 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 S03/06/13 Minutes of the meeting held on 7 th February 2013 were agreed to be a true and accurate record and signed by the Chair. | | |
| 4. | Matters Arising 4.1. (5.0) Update on Link Governor Visits The Clerk advised that all departments who had received governor visits had sent reports outlining the content and these had been sent to the Principal. RM advised that he was reviewing the reports and would be looking to see best practice from each visit is shared across all departments. In response to GvdL the Clerk advised that an annual Report on Link Governor visits will go to the Quality and Standards Meeting held in the Autumn Term. In response to MJD RM advised that Advisory Group Panels should be held in each department and the activity in this area will be reported in the annual Self-Assessment Report. Departments will need to demonstrate that they are doing well in this area. In response to MJD RM confirmed that evidence to governors on this matter will be through the annual Self-Assessment Report that goes to the governors each December and will contain more quality data on advisory groups. RM also confirmed that there will also be a focus on HE | | |

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| | <p>in this area as he had attended one meeting which had been poor and we needed to ensure a greater contribution from industry. GvdL believed that the vocational panels had become ineffective and the recent results of Corporation Self-Assessment showed that there was a concern by governors over our links with stakeholders. RM confirmed that there was a need for clearer reporting to governors. In response to MHB RM advised that, as discussed earlier, we would be looking at the format of link visits to ensure that governors and departments gain the maximum benefit from each visit.</p> <p>4.2. (5.0) Progress on arranging “Mock” Inspection Interviews.</p> <p>The Clerk advised that “Mock” Inspection Interviews had been arranged for September 2013 and will be run by Dr Beri Hare an Ofsted Inspector and a Co-opted Member of our Quality and Standards Committee. All governors are able to attend and have been notified of the dates. The sessions will be in groups of 5/6 governors starting with an interview by Dr Hare of the groups, following the principles of Ofsted inspection followed by a discussion and training period. The Clerk advised that further information will be sent out prior to the meeting.</p> | | |
| 5. | <p>Review the structure of the Corporation Board and its Committees and recommend possible changes to the Board. Papers SG05A/06/13 and SG05B/06/13</p> <p>The Chair advised that there had been some concern for some time that the Board was too big and he did find it difficult, on occasions, to allow all governors time for an input. There had also been a change of emphasis by Ofsted which had led to discussions whether our current traditional committee based structure was the most effective way of governors understanding the most relevant strategic areas of the College. GvdL asked the Clerk to present his Report.</p> <p>The Clerk advised that at the last meeting of the Search and Governance Committee he had been asked to review the structure of the Board and its Committees. The Clerk referred Members to his Report which gives an overview of current structure and information on other colleges in our sector. There are a number of questions that need to be asked about the composition of the Board and these are outlined.</p> <p>The Clerk explained that changes to the Education Act last year stipulated that we only need to appoint a staff member and a student member. The Act also does not require us to have any committees although the SFA require us to have an Audit Committee and the Report outlines a possible way that we could go forward. The Clerk referred Members to the enclosed Report from LSIS, which is mentioned in his paper and is an important guide to the challenges ahead.</p> <p>The Clerk advised that he had sent an e-mail to governors in April on behalf of the Chair outlining possible solutions and had received few responses but the broad view of responses received was support for reducing the size of the Board and numbers of committees. The Clerk advised that there have been two recent reports, one from LSIS and one from AoC that gave further information on this subject and a synopsis of these reports was issued and numbered as SG05C/06/13. The reports indicate that the average numbers of governors is 16, the average numbers of committees, not including the Special Committee is 5 and three quarters of colleges have some form of finance committee. GvdL suggested that we take the questions in the Report in sequence for</p> | | |

discussion.

There was a general agreement that the Board was too large and RM suggested that we should have a maximum of 12 Non Executive Governors chosen by the mix of skills required.

It was agreed that we should maintain one Staff governor.

A discussion took place whether we should reduce the number of Student Governors from two to one. EG felt that in maintaining two student governors this continued the linkage between FE and HE. MJD voiced a concern over their attendance and whether we could look at the timing of meetings to give them less reason not to attend. RM felt that we could encourage them to send alternates. EK believed that two students would enable them to support each other. It was felt therefore that we should maintain two Student Governors.

With reference to the post of Parent Governor GvdL advised that this was a category that the College initiated in the last ten years to give parents a voice and to tick a box with Ofsted. The Clerk confirmed that very few colleges outside of six form colleges had this category. RM felt that we should not restrict the Corporation by having this category but should seek governors with the skills mix required. It maybe that a skill required is for a governor to have had recent experience of a student going through tertiary education and that we should have detail of skills set required when advertising for a governor. EK felt that as Parent Governors had a short term on the Board this restricted their effectiveness. It was felt therefore that we should no longer have the category of Parent Governor.

GvdL advised that we had always had an elected local councillor as a governor although this was no longer legally necessary. Councillor Hicks had given notification that he would be retiring when his term of office is completed in December 2013 and GvdL asked whether we should continue with this category. RM felt that once again we should not be restricted by specifically having someone in this category and that it would perhaps be more relevant in skills mix requirement to have someone from the Local Enterprise Board. MHB believed that an elected member could help us with planning issues. RM confirmed that he has on-going dialogue with both District and County Councillors. EG believed that county councillors find it more restrictive, these days, on boards such as in colleges. It was felt therefore that we should not have a category for an elected local councillor.

After discussion it was agreed, where possible, to increase the representation of females, ethnic minorities and areas of disability but not to be tied by this but to look at skills mix and recruit to gaps.

After discussion it was agreed that part of the skills set required by the Board was recent or current educational experience in FE, A Levels and HE and we were very well represented at the moment.

After discussion it was felt, that as there have been changes in HE with the College now having direct HE numbers, we should maintain the current level of one governor nominated by UWE not the two required by the Academic Agreement.

There was a discussion on whether there should be a set maximum length a governor can serve. The Clerk asked Members to note that the AoC

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| <p>Report on Eastern Region Colleges 48% of colleges have a maximum term of office of between 8 to 12 years before a governor should retire but a number of these could extend under special circumstances.</p> <p>The Clerk advised that there was a feeling that we should go away from our committee based structure to fit more easily with the challenges for the future. All colleges in the recent AoC report had an Audit Committee and Search Committee and 88% had a Remuneration Committee.</p> <p>The Health, Safety and Safeguarding Committee and Equality and Diversity Committee dealt with many operational matters and these areas could be dealt with more effectively by the Board receiving regular strategic reports. In response to MJD the Clerk advised that there were staff forums in both these areas and MJD suggested that the Clerk should take minutes at Forum Meetings if the corporation committees were discontinued. RM believed that there was nothing to stop governors attending these meetings and they could become Link Governor responsibilities.</p> <p>RM felt that it would be a retrograde step to discontinue the Quality and Standards Committee as we need a committee to look at all the educational detail. There would be a need to look at the way the Committee communicates with the main Board.</p> <p>The Clerk advised that it is suggested that we discontinue the Governors' Management Committee as there was a lot of duplication between this and the main Board. GvdL advised that available data suggests that most colleges run with some form of finance committee. GvdL whilst being initially in favour of dropping this Committee now felt having looked at agendas that there were items that needed detailed discussion which the Board may not have time to do and there are a number of "housekeeping" issues that would be more sensibly discussed outside of the main Board. GvdL felt there was a case to have less meetings and narrow the scope of the Terms of Reference.</p> <p>It was felt that on this basis the main Board should meet six times instead of four times per year which would allow more time to focus on important issues and increasing the focus on educational matters. RM felt that if this was the case the Board meetings could alternate between educational matters from the Quality and Standards Committee and financial matters from the reduced number of Governors' Management Committee.</p> <p>In response to MJD the Clerk advised that the LSIS Report "challenges for FE college governance and priorities for development" had only been issued to Members of this Committee. MJD believed this Report should be sent to all governors and in response to the Report saying that governors should put the learner experience in its entirety firmly on board agendas RM advised that the wider student experience goes through the Quality and Standards Committee.</p> <p><i>It is recommended that the Board should have a maximum number of governors of 16 made up of Principal, Staff Governor, 2 Student Governors, UWE Representative and 11 Non-Executive Governors selected by the skills mix required.</i></p> <p><i>It is recommended that there should be no fixed term when a governor should retire but remain as now with strict rules on governors serving more than eight years under exceptional</i></p> | <p>Clerk</p> <p>Clerk</p> | <p>11/07/13</p> <p>11/07/13</p> |
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| | <p><i>circumstances and considering the skills mix required.</i></p> <p><i>It is recommended that the Corporation will meet six times instead of four times per year.</i></p> <p><i>It is recommended that the Corporation will maintain an Audit Committee, Search and Governance Committee, Quality and Standards Committee, Remuneration Committee and Special Committee.</i></p> <p><i>It is recommended that the Corporation will maintain a Governors' Management Committee on a reduced scope Terms of Reference and meet three times instead of five times per year with a reduced number of governor members.</i></p> <p><i>It is recommended that the Health, Safety and Safeguarding Committee and Equality and Diversity Committee will be discontinued but the Board will receive regular reports on these matters.</i></p> <p><i>The LSIS Report "Challenges for FE college governance and priorities for development" will be sent to all governors.</i></p> | Clerk | 11/07/13 |
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| 6. | <p>Discuss the results of the Corporation Self-Assessment 2012/2013. Paper SG06/06/13</p> <p>The Clerk advised that results of the Corporation Performance Review show that most governors were broadly in agreement with all the performance indicators with the exception of matters relating to the local community and stakeholders where governors thought there needed to be an improvement. The Clerk advised that it seemed many colleges were seeking a governor from the Local Enterprise Board. RM felt the review was very useful and was not surprised by the result. There was need to communicate better to governors on our engagement with local employers. The Clerk confirmed that all governor returns had been set to the Chair.</p> | | |
| 7. | <p>Any Other Business</p> <p>There was no other business.</p> | | |
| 8. | <p>Dates of future meetings at 9.30am</p> <p>Thursday 3rd October 2013</p> <p>Thursday 6th February 2014 Tuesday 24th June 2014 Thursday 9th October 2014</p> | | |

Graham van der Lely
Chair Search and Governance Committee

3rd October 2013