

## SEARCH and GOVERNANCE COMMITTEE

### Minutes of a Meeting 9.30am Thursday 21<sup>st</sup> September 2017 Thomas Mawson Room

**Present:** Mr Edward Keene (Chair) (EK)  
Mr Mark Davison (MJD)  
Mr Russell Marchant (RM)  
Mr Ken Nottage (KN)  
Mr Graham van der Lely (GvdL)  
Mr C Whitehouse (CW)

**In Attendance:**

**Apologies:** Ms Ingrid Barker  
Mr Graham Papenfus

**Minutes:** Mr Rob Lee

		<b>ACTION</b>	<b>ACTION DATE</b>
<b>1. Apologies</b>	Apologies were received from Ms I Barker and Mr G Papenfus.		
<b>2. Declaration of Interest. Paper SG02/09/17.</b>	The Clerk advised that members' interests would be taken as those disclosed in the Register of Members Interests. There were no declarations of members interests for agenda items.		
<b>3. Agree Minutes of the Meeting held on the 27<sup>th</sup> April 2017. Paper SG03/09/17</b>	Minutes of the meeting held on the 27 <sup>th</sup> April 2017 were agreed to be a true and accurate record and signed by the Chair.		
<b>4. Matters Arising</b>			
<b>4.1. (6.0) Ways of achieving greater interaction between governors and students.</b>	RM advised that we have four very good Students' Union officers this		

		<b>ACTION</b>	<b>ACTION DATE</b>
	<p>year who have already been very active in supporting the College through enrolment and induction and suggested that a lunch could be organised with them for governors. MJD felt this would be an excellent opportunity for the representatives to put forward their views and agreed with GvdL that we should be careful not to stray in to management issues.</p> <p><b><i>It was agreed that a meeting would be arranged with Students' Union Officers and it would be beneficial if it could be organised when governors are already on campus for another meeting.</i></b></p> <p><b><i>It was also agreed that future governor lunch dates with the Principal would also be organised when governors are already on campus for another meeting.</i></b></p> <p><b>4.2. (8.2) Outcome to review of Governors' Guide issued by UWE.</b></p> <p>The Clerk advised that this document would be expensive to produce and maintain but believed that it was a very useful document and proposed that when our new structure is agreed and in place a Governors' Guide could be produced on line.</p>	<p>RM/Clerk</p> <p>RM</p>	<p>When Available</p> <p>As Required</p>
5.	<p><b>Agree Minutes of the Extraordinary Meeting held on the 21<sup>st</sup> June 2017. Paper SG05/09/17</b></p> <p>Minutes of the meeting held on the 21<sup>st</sup> June 2017 were agreed to be a true and accurate record and signed by the Chair.</p>		
6.	<p><b>Matters Arising</b></p> <p><b>5.1. (5.0) The Scheme of Delegation was not adopted by the Corporation and the application for Designation, Transfer to HEC and University Title needs approval by the Corporation.</b></p> <p><b>5.2. (6.0) Membership of the Search and Governance Committee.</b></p> <p>In response to CW EK advised that Professor Robinson and Dr Selby had not been contacted as this related to our application for Designation, change to HEC and University Title as at that time we were wanting our application to be submitted by the end of September 2017. This was no longer the case as all governors will have the opportunity to discuss our application at the next Board Meeting.</p>		
7.	<p><b>Review our application for Designation, Transfer to HEC and University Title. Paper SG09/09/17.</b></p> <p>RM advised that there were three sets of guidance that had been followed in producing our application. The S28 designation that the ESFA had required as a result of the Area Review; HEFCE guidance on</p>		

	<b>ACTION</b>	<b>ACTION DATE</b>
<p>transferring from a FEC to HEC and also HEFCE guidance on applying for University Title. We have been asked by the DfE to put all three applications in at the same time and we have therefore mapped the three sets of guidance and incorporated in to one application hopefully meeting all three sets of criteria. RM confirmed that there is still some work to be done on the application but we have sent the draft, which is as the one in the papers, to ESFA and HEFCE for comment. In response to EK RM advised that all the other institutions are different from ourselves as they involve mergers between universities and colleges where we are being forced to de-merge. In response to GvdL RM advised that all the other cases in the designation trial are there as they relate to financial concerns and he understands that they are going slower than expected with some areas being found to be difficult to resolve. RM advised that our application and associated instruments and articles creates an independent FE Board and its committees and gives protection of FE through a joint business plan. EK added that there will be a common chair on both boards as well as the Principal, and members of the SMT will sit in attendance. In response to MJD RM confirmed that we have received legal advice on this issue from Eversheds who are also involved in all the other designation trials. Also in response to MJD RM advised that there was no stipulated timescale and as already mentioned the other applications are not progressing quickly. RM stressed that as we do not want any financial support and it is unlikely that we will need VAT support our application should progress quickly. EK questioned whether there would be a problem with the FEI applying for capital to build on land owned by the HEC. RM believed that the HEC would be able to apply for capital support to HEFCE and the FEI would qualify for capital funding currently with the LEP and did not think the land issue would be a problem. EK reiterated that we needed to make sure that the ownership of the land was not going to be a barrier for future FE capital funding. CW agreed and would like to make sure there was transparency in financial matters between the parent and subsidiary company to ensure that there was no rift in the future. RM advised that the financial model outlined in the application will protect FE. In response to EK RM outlined the proposed structure of the HEC and FEI Boards and their committees and how this had been designed to give the FEI independence. Also in response to EK RM advised that Eversheds have proposed transferring the ownership of FE buildings on a 125 year lease at a peppercorn rent. Eversheds had confirmed that this would be seen as ownership and that FE was not being stripped of its assets. In response to GvdL relating to timescale RM advised that as already mentioned the draft application has been sent to ESFA, HEFCE and DfE for comment. A meeting has been arranged with the ESFA for the 4<sup>th</sup> October and feedback can be given to the Corporation on the 12<sup>th</sup> October. The application can then be amended if necessary. In response to MJD RM advised that we would not accept the splitting of FE and HE and their respective assets as we are on one campus and gain enormously from this model. It was also felt that the ESFA may wish to see a Principal in the structure for the FEI but it was thought this unlikely</p>		

		<b>ACTION</b>	<b>ACTION DATE</b>
	<p>but if the case could be easily overcome. EK wished Mrs R Scott-Ward and Ms Nicola Potter to be thanked for the work they have done over the summer in putting the application together.</p> <p><b><i>It was agreed that we need to confirm that the ownership of the land was not going to be a barrier for future FE capital funding.</i></b></p> <p><b><i>The application will be discussed by the Corporation together with any comments from the ESFA after our meeting with them on them on the 4<sup>th</sup> October 2017.</i></b></p> <p><b><i>The Committee wishes its thanks to be passed on to Mrs R Scott-Walker and Ms N Potter for the work they have done in producing the application.</i></b></p>	<p>RM</p> <p>RM</p> <p>RM</p>	<p>12/10/17</p> <p>12/10/17</p> <p>30/09/17</p>
<b>8.</b>	<p><b>Discuss and agree action on current governor vacancies on Corporation and Committees. Paper SG07/09/17.</b></p> <p>The Clerk advised that currently there are vacancies on the main Board and Audit Committee. The Search and Governance Committee had identified in January 2017 the need to recruit a governor with a financial qualification. A number of contacts have been made but all have been unsuccessful in finding a suitably qualified applicant. The Clerk also advised that there may be a need to find new governors when we split the boards and also to replace governors that retire. It seems that Mr Crawford has already advised that he will retire at the end of his current term in October 2018. The Clerk further advised that it had been hoped that the governor recruited for the above financial vacancy would also fill this vacancy on the Audit Committee. The Clerk advised that he has received communication from Mrs Barbara Buck that she would like to sit on a committee. Barbara had been a member of the Audit Committee before transferring to QuEST but relinquished that post when the number of governors on QuEST was reduced. It was also agreed that when appointing governors we will consider our gender and ethnic mix. The position of a suitably financially qualified governor for the main board was discussed in detail and KN and MJD put forward potential candidates and it was agreed these would be contacted and outcome reported to the Clerk. RM believed it very important that Mr Crawford should be replaced with someone with similar knowledge and experience in secondary education. The Clerk advised that with the help of Ms I Barker a suitably qualified co-opted member for the Audit Committee had been found. The Clerk also advised that he had met the two new Student Governors who will be attending the October Corporation Meeting.</p> <p><b><i>It was agreed that the suitably qualified candidates for the position on the main board, that had been discussed, will be contacted and outcome fed back to the Clerk.</i></b></p> <p><b><i>It was agreed that Mr D Crawford will be approached to see if he</i></b></p>	<p>KN/MJD</p> <p>Clerk</p>	<p>30/09/17</p> <p>30/09/17</p>

		<b>ACTION</b>	<b>ACTION DATE</b>
	<p><i>is aware of a suitably qualified candidate to replace him when he retires next year.</i></p> <p><i>It was agreed that Mrs B Buck will be offered a position on the Audit Committee.</i></p>	Clerk	27/09/17
9.	<p><b>Agree policy on voting rights of Co-opted Members of Corporation and Committees. Paper SG08/08/17.</b></p> <p>The Clerk advised that it is not clear in our Standing Orders or Committee Terms of Reference the status of co-opted members if it should come to a vote or on quoracy. The Clerk advised having researched this and whilst there is, some variation the general rule seems to be that co-opted members are there to add their expert advice to the discussion but should not vote and therefore do not form part of the quoracy. In response to CW the Clerk advised that in the last fourteen years we had only had one vote that was not unanimous.</p> <p><i>It was agreed that co-opted members would not have a vote or form part of the quoracy and the Standing Orders and Committee Terms of Reference would be amended to reflect this.</i></p>	Clerk	31/10/17
10.	<p><b>Any Other Business</b></p> <p>There was no other business.</p>		
11.	<p><b>Dates of future meetings at 9.30am. New dates in red</b></p> <p>Thursday 11<sup>th</sup> January 2018  Wednesday 25<sup>th</sup> April 2018  Wednesday 3<sup>rd</sup> October 2018</p> <p><b>Wednesday 16<sup>th</sup> January 2019</b>  <b>Thursday 9<sup>th</sup> May 2019</b>  <b>Wednesday 9<sup>th</sup> October 2019</b></p>		

**Mr Edward Keene**  
**Chair Search and Governance Committee**

**11<sup>th</sup> January 2018**