

GOVERNANCE AND SEARCH COMMITTEE

APPROVED DRAFT Minutes of the Meeting held on 9 May 2018 at 5.30pm Room M316, All Saints' Building, Worcester

Present

Governors:	Neill Bucktin	Chair
	Peter Heath	
	Lucy Hodgson	Vice Chair
	Stuart Laverick	Principal
	Paul McCunn	
By Skype	David Ash	
In Attendance:	Sue Frost	Clerk to the Corporation

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10.1 Apologies

- i) Apologies were received from Laura Marsh.

10.2 Declarations of Interest

- i) Members were asked to declare any Interests, financial or otherwise, which they had in any Agenda Item and David Ash declared his Bristol University contract and Paul McCunn declared his wife's employment at the College. The Clerk to the Corporation circulated one new and four amended Register of Interest forms for information.

10.3 Minutes of the Last Meeting

- i) Changes to the Minutes were highlighted in the papers. The Governance and Search Committee **APPROVED** the revised Minutes of the meeting held on 13 February 2018 as a true record for signature by the Chair.

10.4 Matters Arising

- i) The Governance and Search Committee reviewed the report and noted progress. Most outstanding matters were either completed or formed part of later Agenda Items. The Clerk to the Corporation confirmed that Student Governor elections were in progress. Three matters carried forward, in respect of diversity monitoring, Staff Governor elections and providing information about seeking Stakeholder views in the Annual Report. Three matters were clarified:
- ii) **9.6 vii): Corporation and Committee Membership.** All appointments were made except for the Principal's appointment to the Estates Task and Finish Group, which was not included in the list in error. Terms of Reference no longer applied to the Quality Group or Estates Task and Finish Group so any continuing role for the Governance and Search Committee or Corporation in terms of appointments would depend on the operating terms set by management.

- iii) **9.7 v): Governor Recruitment.** The Clerk to the Corporation had checked the proposed advert wording with the HR Manager and had changed “would particularly welcome applications from ... members of black and ethnic minority groups” to “members of minority groups”.
- iv) **9.13): Code of Conduct.** Instrument 9 (2) of the Instrument and Articles of Government “Termination of membership” stated that “If at any time the Corporation is satisfied that any member ... is in breach of the Corporation’s Code of Conduct....the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.” In the event of a breach occurring the Clerk to the Corporation would seek legal advice to determine how best to proceed. Members agreed that it was not necessary to produce a procedure to terminate Governor office.
- v) The Governance and Search Committee **MONITORED** action taken and remaining to be taken in respect of Matters Arising from the Minutes of previous meetings.
- 10.5 Determination of Any Other Urgent Business**
- i) There was no other urgent business.
- 10.6 Governor Recruitment**
- i) The Clerk to the Corporation reported that the campaign had been approached as planned, using several sources of publicity. There had been three direct and one indirect enquiry and four applicant packs were sent out. Unfortunately, no applications had been received. Further enquiries revealed that one applicant planned to work at the College, the timing was wrong for another and a third had been abroad. Two were potentially interested in a future application. There did not therefore appear to be a problem with the information sent out or the advertising approach.
- ii) Members discussed a range of strategies to increase applications, including personal contact and the possibility of using rolling recruitment, with undated adverts which could be revised periodically. Members also discussed the possibility of reducing the Corporation determination and agreed that this was not appropriate at this point.
- iii) The Governance and Search Committee **DISCUSSED** the recruitment process and agreed:
- Governors should be asked to continue to approach suitable personal contacts **CC**
 - The Principal would make enquiries with College staff about suitable external contacts such as those on CIPD courses or involved with employer engagement activity **P**
 - The Clerk to the Corporation should contact applicants who remained interested and invite them to apply again **CC**
 - A periodic advert should be placed with websites such as the School Governors One Stop Shop and Inspiring Governance **CC**
 - Rolling adverts should not be in place over the summer break **CC**
- 10.7 Potential Governor Reappointments**
- i) The Clerk to the Corporation provided the skills audit and attendance information for Mr K Gaffney and Mr D Miles and the Governance and Search Committee **CONSIDERED** their contribution to the Corporation. Their attendance was high and Members felt that they were proactive and committed Governors with wide and valuable expertise in skill areas such as finance and

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management who also worked in Champion roles in the Governor Insight Scheme and Equality and Diversity.

- ii) Governance and Search Committee **AGREED TO RECOMMEND** to the Corporation on 22 May 2018 the appointment of: **CC**
- Mr K Gaffney to a second and final Term of Office as a Corporation Member and Chair of the Audit Committee from 1 August 2018 to 31 July 2022
 - Mr D Miles to a second and final Term of Office as a Corporation Member, Member of the Audit Committee and Vice Chair of the Remuneration Committee from 1 August 2018 to 31 July 2022 and as Vice Chair of the Corporation until 31 July 2019

Mr N Bucktin left the meeting at this point and the Vice Chair took the Chair in his absence

- iii) The Clerk to the Corporation provided the skills audit and attendance information for Mr N Bucktin and the Governance and Search Committee **CONSIDERED** his contribution to the Corporation. His attendance was exemplary and Members felt that he was a committed and skilled Governors and Chair with valuable expertise across most skill areas.

- iv) Governance and Search Committee **AGREED TO RECOMMEND** to the Corporation on 22 May 2018 the appointment of Mr N Bucktin to a second and final Term of Office as a Corporation Member and Chair of the Governance and Search Committee from 1 August 2018 to 31 July 2022. **CC**

Mr N Bucktin returned to the meeting at this point and resumed the Chair

10.8 Student Governor Term of Office

- i) The Clerk to the Corporation reminded Members that the NUS guidance had proposed Student Governor election as an annual event. However, given the recent history of bye-elections Student Governors could have a very short space of time to settle in and contribute fully. It was possible to appoint Student Governors on the same four year terms as other Governors, given that such an appointment in any case terminated on ceasing to be a student under the Instrument and Articles of Government. This could facilitate longer service from students on two year courses or re-enrolling for further qualifications. Members discussed the options and past practice including Worcester College of Technology's employment of a Sabbatical Officer. The Principal felt it was appropriate to continue to recruit on an annual basis giving each student cohort the opportunity to stand.
- ii) The Governance and Search Committee **CONSIDERED** whether to appoint the Student Governors for a longer period of Office than the current academic year and **AGREED** that annual recruitment remained appropriate.

10.9 Corporation Improvement Plan 2017/18

- i) The Clerk to the Corporation reported on the RAG rated Corporation Improvement Plan (available in full in the Supporting Papers). The second term milestones had been largely achieved with the exceptions largely being due to timing delays.
- ii) The Governance and Search Committee **MONITORED** progress made against Corporation Improvement Plan milestones.

10.10 Standing Orders

- i) The papers included extracts from the Standing Orders (available in full in the Supporting Papers) with areas for discussion or wording change highlighted. The Clerk to the Corporation talked through each potential change in turn and Members agreed action as appropriate. Members questioned the practice of limiting Governor service to two consecutive terms of office and the Clerk to the Corporation advised that this had been recommended by the Nolan Committee and that the dangers of having long appointments had been highlighted by the FE Commissioner's comments in recent reports. It would be possible for the Governance and Search Committee to consider a time limited exception to this, but it would have to be for a specific reason.
- ii) Members discussed the historic reference to the "Corporation Appeal Committee". The Clerk to the Corporation advised that such Committees were common before changes to the Instrument and Articles had allowed the Principal to delegate dismissal. Human resource policies were now written so that dismissal was carried out at a lower level with appeal to the Principal. Such a Committee would now only be required in the College if the Principal were directly involved in a dismissal. Members felt that it would be useful to retain the Corporation Appeal Committee and the Clerk to the Corporation agreed to review Terms of Reference. **CC**
- iii) The Governance and Search Committee **CONSIDERED** and **AGREED TO RECOMMEND** changes to the Standing Orders for the Corporation and its Committees to the Corporation on 22 May 2018. **CC**

10.11 Instrument and Articles of Government

- i) The Clerk to the Corporation reported that changes had been recommended by Eversheds Sutherland under the Governance Plus subscription to address forthcoming changes to the Charities Act around the disqualification of Trustees. Disqualification now extended to being on the sex offenders register and certain unspent convictions - such as for terrorism or money laundering. The changes proposed would provide future proofing for further changes to the Charities Act 2011.
- ii) Heart of Worcestershire College's Instrument and Articles of Government had been changed over the years from the standard Department for Employment template. The changes proposed would reinstitute the original text and the Eversheds Sutherland suggested wording changes. Changes to the Instrument and Articles of Government could require limited or public consultation. However, Ben Wood, Partner in Education at Eversheds Sutherland had confirmed that "Given that the changes principally impact on Corporation members and they are to ensure compliance with legislation I do not consider that there is a need to consult provided the Corporation considers the proposed changes and agrees to them".
- iii) The Governance and Search Committee **CONSIDERED** changes to and **AGREED TO RECOMMEND** the modification of the Instrument and Articles of Government to the Corporation on 22 May 2018. **CC**

10.12 Teaching, Leadership and Governance in Further Education

- i) The papers included the Governance section summary and overall conclusions from "Teaching, Leadership and Governance in Further Education", a February 2018 Research Report from Prof David Greatbatch and Sue Tate. Members felt that the report was interesting but did not readily lend itself to an action plan.

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- ii) Members noted that the Corporation seemed well provided with Governors with financial expertise and that increasing Governors with educational backgrounds had been discussed recently in the light of the Solihull College make up. The Principal felt that there were dangers in seeking Further Education professionals as Governors because of the need to distinguish between governance and management roles. Members felt that it would be useful to visit exemplar colleges from time to time and compare and contrast governance practice. The Clerk to the Corporation stated that the Association of Colleges was seeking to provide opportunities for Governor contact across the Midlands. **CC**
- iii) A Member suggested that it would be helpful in future new Governor induction to explain the importance of the roles of the Chair and Clerk to the Corporation alongside the working of the Corporation. **CC**
- iii) The Governance and Search Committee **NOTED** the governance section of the Teaching, Leadership and Governance in Further Education” Research Report, **DISCUSSED** implications for the College and **AGREED** that the report and summary should be circulated to Governors for information but not carried forward to the Corporation meeting. **CC**
- 10.13 Any Other Urgent Business**
- i) There was no other urgent business.
- 10.14 Meeting Reflection**
- i) The Governance and Search Committee **REVIEWED** the meeting and agreed that it had been productive.
- 10.15 Date and Time of Next Meeting**
- i) Tuesday 25 September 2018, 6.30pm, M316, All Saints’ Building, Worcester

The meeting closed at 6.30pm.

Signed:

Date:

Sue Frost
Clerk to the Corporation
10 May 2018