



## GOVERNANCE AND SEARCH COMMITTEE

APPROVED DRAFT Minutes of the Meeting held on 29 January 2019 at 5.30pm

Room O1.04, Osprey House, Redditch

### Present

<b>Governors:</b>	Neill Bucktin David Ash Tony Ciriello Peter Heath	Chair
<b>By remote link:</b>	Lucy Hodgson Stuart Laverick	Principal
<b>In Attendance:</b>	Sue Frost	Clerk to the Corporation

### Action

#### 13.1 Apologies

- i) Apologies were received from Nicki Pearsall. Lucy Hodgson had been delayed but was expected.

#### 13.2 Declarations of Interest

- i) Members were asked to declare any Interests, financial or otherwise, which they had in any Agenda Item and confirmed that they had none.

#### 13.3 Minutes of the Last Meeting

- i) One correction was highlighted in the Minutes. The Governance and Search Committee **APPROVED** the revised Minutes of the meeting held on 25 September 2018 as a true record for signature by the Chair.

#### 13.4 Matters Arising

- i) The Governance and Search Committee reviewed the report and the notes. Twenty four matters were either completed or formed part of later Agenda Items, one had been superseded and one carried forward. At 12.19 i): Meeting Reflection the suggestion that the 2019/20 Governance Self Assessment survey results be discussed by the whole Corporation in the September Workshop to form the Governance Improvement Plan could not be actioned as the current draft Governance calendar did not incorporate a September Workshop.
- ii) The Governance and Search Committee **MONITORED** action taken and remaining to be taken in respect of Matters Arising from the Minutes of previous meetings.

#### 13.5 Determination of Any Other Urgent Business

- i) There was no other urgent business.

*Lucy Hodgson joined the meeting at this point.*

### 13.6 Corporation and Committee Membership

- i) The Clerk to the Corporation reported that the Corporation stood at its full determination of 18 Members. There was one planned vacancy, Steve Bolton, who would reach the end of his first Term of Office on 27 April 2019 and consideration of his reappointment was an Agenda Item. Fiona Hellowell and Gary Woodman would come to the end of first Terms of Office on 31/07/20 and were eligible for reappointment to a second and final Term of Office. Paul McCunn would come to the end of his second and final Term of Office on 31/07/20 and search activity would resume for this vacancy in the autumn.
- ii) Committee appointments and other roles were included in the pack. Members noted that Sara Finch did not have a committee position but felt that the timing was not right to make an appointment.
- iii) The Clerk to the Corporation tabled an updated Skills Audit which was now complete. Average scores for the headings were Human Resources (2.2), Miscellaneous (2.0), Management (2.0), Finance (1.9), Estates and Property (1.8) and Education (1.5). Members noted that the determinants of the scores were not necessarily all relevant to Further Education, for instance, the Education element included knowledge of schools. A Members asked how the Governors could increase their own skills and the Clerk to the Corporation reported that the Governor Development Programme was expected to include modules on curriculum and so could provide a means of upskilling.
- iv) The Clerk to the Corporation provided collated Equality and Diversity Form information returned anonymously by 16 (89%) of the Members. Members discussed the information which indicated that the Corporation was 100% white British, 12.5% with a declared disability and 69% male. Members discussed the continued need to address the lack of diversity on the Corporation, in terms of ethnicity but also now in terms of gender as in the College staff was 67% female and three of the four elected Members were female.
- v) The Clerk to the Corporation asked if there was an appetite to increase the size of the Corporation as the Inspiring Governance website could be used to target recruitment. It was possible to identify females with particular skill sets, such as Human Resources, which were not present as a specialism on the Corporation. Increasing the size of the Board, however, could create other challenges (such as communication issues) which had previously been noted by Governors. Members confirmed that they did not wish to seek an increase in the Board's determination at this time.
- vi) The Governance and Search Committee:
- **NOTED** Members, terms of office and approaching planned vacancies
  - **NOTED** current appointments to Committees, Groups and Academic Board
  - **REVIEWED** the revised Governor Skills Audit and **DISCUSSED** balance
  - **REVIEWED** the Corporation's Equality and Diversity, **NOTED** the lack of ethnic and gender diversity and **AGREED** to continue to encourage wide application to future vacancies

### 13.7 Potential Governor Reappointment

- i) The Clerk to the Corporation provided attendance and training profile information for Steve Bolton and the Governance and Search Committee considered his contribution to the Corporation. His attendance before his approved leave of absence was extremely high, with only one or two meetings missed in an academic year across the Corporation and the Audit Committee. He was also active in the Governor Insight Scheme having attended Self Assessment Report

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validation events and learning walks and as interested in assisting the College Careers Strategy Group in his role as Business Development Governor. His core Governor training was all within the three year cycle. Members felt that his contribution in meetings was valuable.

- ii) The Governance and Search Committee **CONSIDERED** the contribution of Steve Bolton to the Corporation and **AGREED TO RECOMMEND** the appointment of Mr S Bolton to a second and final four year Term of Office as a Corporation Member, Member of the Audit Committee and Business Development Governor Champion from 28 April 2019 to 28 April 2023, to the Corporation on 12 February 2019. **CC**

### 13.8 Register of Interests

- i) The papers included summary of entries from the five forms outstanding at the last meeting. The Clerk to the Corporation reported a change to data recorded from Mr Bolton's revised form.
- ii) The Governance and Search Committee **REVIEWED** the Register of Interests and Member Eligibility as at 1 August 2018.

### 13.9 Governor Attendance

- i) The Clerk to the Corporation reported the meeting attendance figures from the Autumn Term. The papers included attendance by individual and by meeting type. For the Corporation overall attendance was currently 77% across five meetings, including all workshops, counting the Away Event as two meetings and 83% for formal meetings alone. (2017/18 Interim: 88% across 5 meetings - including all workshops, counting the Away Event as two meetings). Audit Committee attendance was at 86%, Governance and Search Committee 57%, and Remuneration Committee 80%. The Corporation target for combined attendance for the Corporation and all committees was 85% but as there had only been one meeting of each Committee and there had been an approved leave of absence, there was scope for attendance to increase.
- ii) The Governance and Search Committee **NOTED** attendance to date at Corporation and Committee meetings.

### 13.10 Governor One- to-Ones

- i) The Chair reported that the one to one chats with Governors had been useful and Governance and Search Committee Members supported that view, based on their own one to ones.
- ii) The Governance and Search Committee **CONSIDERED** the effectiveness of the one to one process undertaken for 2017/18 and **AGREED** that it should continue in 2018/19 for all Governors.

### 13.11 Governance and Search Committee Cycle of Business

- i) The Clerk to the Corporation had been asked to review the balance of work across the Governance and Search Committee meetings for the year. The papers included the Cycle of Business which the Clerk to the Corporation had checked to the Terms of Reference and felt was appropriately timed. Meetings were generally between one and two hours long and the business was affected by the need to recruit, so this academic year was expected have a lighter load as there were now no vacancies to fill.
- ii) Members considered the items, adding Governor one to one feedback into the autumn term and removing the spring attendance report. Members discussed **CC**

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the timing of Governor Self Assessment, which took place in the autumn term, reflecting on the past year. The Clerk to the Corporation reminded Members that this had been done as a benchmarked exercise across some of the Midlands Colleges which took place over the summer and that this data then provided a basis for the Governance Improvement Plan. The Principal felt that this process should be advanced.

- iii) The Governance and Search Committee **REVIEWED** the timing of work for the Governance and Search Committee with minor amendments and **AGREED** that the Principal and Clerk to the Corporation should discuss the timing of Governance Self Assessment and Improvement Planning. **P/CC**

### 13.12 Governance Improvement Plan

- i) The Clerk to the Corporation presented the first monitoring report against the Governance Improvement Plan approved on 9 October 2018. First term milestones were largely achieved with the following points of note:

- Area for Improvement 1, “The profile of Governors includes a reasonable balance with regard to race, gender, age and disability” although the milestone tasks were achieved the Governance and Search Committee had noted that the diversity profile of the Corporation had worsened. There was little scope to change this with few planned vacancies in sight.
- Area for Improvement 2, “The quality of accommodation promotes effective learning” the Estates Group has yet to meet to discuss the draft Accommodation Strategy.

- ii) The Clerk to the Corporation reported that two development opportunities had also been added to the Governance Improvement Plan, in the spirit of continuous improvement. These were forging links with Weston College and engaging in the ETF Governor Development Programme pilot stage.

- iii) The Governance and Search Committee **MONITORED** progress against the Governance Improvement Plan Milestones for 2018/19 and **NOTED** additional entries in respect of Weston College links and ETF Governor Development Programme pilots.

### 13.13 Department for Education (DfE) Governance Guide

- i) The Clerk to the Corporation reported that the Department for Education had issued a new Governance Guide on 20 November 2018 to replace ‘College governance: a guide’, published by the Department for Business, Innovation & Skills in 2014. It was provided for use by Governors, although it would “provide essential information for corporation clerks” and would also be “useful for senior college staff, auditors and college inspectors”. Although the papers included a hard copy this was a snapshot as the Governance Guide was designed to be interactive.

- ii) The Clerk to the Corporation had reviewed the Guide and felt that the Corporation generally met its requirements, but had identified several areas where practice could be improved. (This was not exhaustive and Governors might identify further things on review.) Issues for follow up were:

- Governance Codes – adoption or observance
- Chair Succession Planning – pre 31 July 2022
- Safeguarding Champion Role Description revision
- Reserves Policy
- Trading – for possible future use of dormant companies
- Chair’s Role Description revision

- Insolvency - further details would be added to the Guide.

iii) Members discussed the requirement to confirm compliance with, or due observance of, one of three governance codes of practice. The Clerk to the Corporation reminded Members that an exercise had been conducted twice in the past to demonstrate the extent of compliance with the Association of Colleges' (AoC) Code of Good Governance for English Colleges but that the Corporation had decided not to adopt that Code and had not formally adopted any code. The Financial Statements therefore stated: "We have not adopted and therefore do not apply the UK Corporate Governance Code. However, we have reported on our Corporate Governance arrangements by drawing upon best practice available, including those aspects of the UK Corporate Governance Code we consider to be relevant to the further education sector and best practice." Members agreed that it would be appropriate to map the extent of compliance against the UK Corporate Governance Code. Longstanding Members felt that, although the AoC Code of Good Governance for English Colleges was likely to be the most relevant Code for College best practice, the previous exercise had shown that demonstrating and achieving compliance would not necessarily add value for the staff time involved.

iv) The Governance and Search Committee:

- **CONSIDERED** the use of the "Further Education Corporations and Sixth-Form College Corporations: Governance Guide" from the Department for Education (DfE)
- **AGREED** to recommend that all Governors review the DfE Governance Guide and that this should be signposted in Induction in future New Governor Induction sessions **CC**
- **AGREED** that the Clerk to the Corporation should map compliance against the UK Corporate Governance Code and carry other matters forward for attention. **CC**

### 13.14 Governor Insight Scheme

i) The Clerk to the Corporation reported that nine different Governors were involved across nine events with eighteen Governor attendances in total in the Autumn Term. One event offered had no attendance due to a lack of availability. Four detailed feedback forms were received which had been passed on to management for information and for action where appropriate.

ii) The Principal questioned why his attendance had not been recorded as he had been present at the event with no Governor attendance recorded. The paper stated: "No attendance had been recorded for the Principal who was also present at many of these opportunities as it was difficult to differentiate between his staff and Governor roles." The Clerk to the Corporation would request the inclusion of the Principal's attendance for the Corporation version of the paper. **CC**

ii) The Governance and Search Committee **RECEIVED** a summary of Governor Insight Scheme activity for the Autumn Term and **NOTED** that this would be updated for the Corporation meeting.

### 13.15 Any Other Urgent Business

i) There was no other urgent business.

### 13.16 Meeting Reflection

i) The Governance and Search Committee **REVIEWED** the meeting and commented that the papers had been clear and concise. It was good to have added opportunities to the Governance Improvement Plan and to use it as a live

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document. The detailed discussion about Governance Codes had been useful

**13.17 Date and Time of Next Meeting**

i) Tuesday, 22 May 2019, 5.30pm, M316, All Saints' Building, Worcester

The meeting closed at 6.07pm.

**Signed:**

**Date:**

Sue Frost  
Clerk to the Corporation  
30 January 2019