

Meeting commenced: 18.10
Meeting ended: 19.20

PRESENT

Mr Andrew Baird
Ms Rosemary French
Mr Ray Elgy
Mrs Jayne Dickinson

Independent Member
Independent Member
Independent Member
Principal and Chief Executive

Chair

APOLOGIES FOR ABSENCE

Mrs Liz Rushton

Independent Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.01.18 DECLARATION OF INTERESTS

Members and officers were reminded of the need to declare any personal or financial interest in any item to be considered during the meeting.

SGC.02.18 APOLOGIES FOR ABSENCE

Apologies for absence were received from:

Mrs Liz Rushton - personal commitments

AGREED

The Committee accepts the apologies for absence.

SGC.03.18 NOTIFICATION OF ANY OTHER BUSINESS

Members agreed that there was no other business to be considered.

SGC.04.18 UNCONFIRMED PART 1 AND PART 2 MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 19 OCTOBER 2017

The minutes of the part 1 and part 2 meeting were approved and signed as a correct record.

SGC.05.18 MATTERS ARISING AND ACTION POINTS FROM THE PART 1 AND PART 2 MINUTES OF THE MEETING

Members agreed that there were no matters arising from the minutes of the meetings.

Members reviewed the Action Points arising from the meetings and agreed that satisfactory progress had been made.

SGC.06.18 RISK MANAGEMENT: SPRING TERM 2018

The Principal and Chief Executive presented, for consideration and approval, a report, which provided details of the areas of risk specifically assigned to the Search and Governance Committee by the Board.

Members were reminded that the Search and Governance Committee is responsible for the oversight of

- **Risk S10: Inappropriate response to changes in government policy:** fundamental risk – no change
- **Risk S7: Failure to identify opportunities and threats to the College market position:** significant risk – no change
- **Risk R1: Severe adverse publicity:** significant risk – no change
- **Risk R2: Ineffective governance and management arrangements:** significant risk – no change

Members considered the detail of the highlighted revisions to each of the risk areas, noting the proposed removal of two contributing factors.

In discussion, the Committee agreed

- The proposed removal of two contributing factors as they were no longer deemed a risk
- There was the potential for staff to use the route of accessing Employment Tribunals rather than resolving any issues directly with their Line Manager and/or HR. It was agreed that, whilst this remains a low risk, the register should be amended to reflect this possibility
- To mitigate any potential safeguarding issue in addition to health and safety implications as a result of visitors to the College. It was agreed that the relevant contributing risk under Risk 1 should be amended to include safeguarding policies and procedures

The Committee noted the key impact measures arising from the report.

RESOLVED

The Search and Governance Committee approves the report on the updated assessment of risks for the Spring Term 2018 and commends the report for approval by the Board, subject to further amendments as discussed.

SGC.07.18 MEMBERSHIP OF THE CORPORATION

The Clerk to the Corporation presented a report, which identified issues relating to the current membership of the Board and action to be taken by the Search and Governance Committee.

The Committee considered issues arising from the report:

Independent Members

Current Membership

Members were advised that

- the Board currently has one vacancy for an independent member following the resignation of Mrs Isobel Wallace on 31 December 2017. A number of potential candidates have been approached and arrangements will be made for them to meet with the Committee should they wish to proceed with an application
- the number of independent members will continue to be subject to review in light of any future retirement or resignation
- there are no further reappointments due for the remainder of 2017/18

- Mr Ian Goodwin who expressed an interest in becoming a co-opted member of the Learning and Quality Committee had been unable to meet with the Committee at this time due to his work commitments

Members discussed the issues raised in the report and agreed that, as it was unlikely Mr Goodwin would be able to attend meetings on a regular basis due to his work commitments, his application would not proceed further at this time as it was felt he would be unable to provide additional value for the committee due to the issue of regular attendance.

Student Members

The current student members were appointed at the end of the Summer Term 2017 and are thus able to serve for a whole year.

Members were advised that arrangements are in hand to seek to ensure that nominations for two new Student members might be considered at the meeting of the Corporation Board to be held in July 2018.

Staff Members

The current academic staff member, Ms Kirsty Penfold, was appointed for a four-year term with effect from 1 August 2016 and the current support staff member, Mr Charlie Martin, was appointed for a four-year term with effect from 8 December 2016.

Membership of Committees

Members reviewed the current committee membership structure, noting the current vacancy on the Senior Postholders' Employment Committee. It was agreed that, in the light of his relevant skills and expertise with regard to senior postholders' from his background of working in HE, Mr Colin Monk is invited to serve on this committee.

Gender Balance

Members noted

- the current gender balance of the membership of the Board and its committees
- the gender balance of the chairs of the Board and its committees

In discussion, members agreed that the ethnicity profile of the governing body should also be included in future reports.

The Committee noted the key impact measures arising from the report, in particular the strategic and risk implications.

RESOLVED

The Search and Governance Committee receives and notes the report and recommends to the Corporation Board that

- Mr Colin Monk is invited to serve on the Senior Postholders' Employment Committee
- There is no requirement for a co-opted member of the Learning and Quality Committee at this time

SGC.08.18 REVIEW OF COLLEGE GOVERNANCE WITH THE MEMBERS OF THE CORPORATION: 2017/18

The Chair of the Corporation presented a report on the findings of a review of College governance.

The Committee was reminded that, in 2011 the Corporation Board had agreed to introduce an annual cycle of review meetings to be held between the Chair of Corporation and individual governors, the objectives of which were to:

- Review the operation and performance of the Corporation and its committees
- Gather feedback on how the relationship between governors and the Executive (Principal, Deputy Principal and Vice Principal) and other senior staff is perceived and on the quality and timeliness of the information provided to governors
- Identify personal development opportunities for individual governors

Members were advised that the report focused on the first two objectives, recognising that the development needs of individual governors are considered in the planning process for the Corporation's annual training plan.

Members considered the key issues arising from the report, noting that

- Meetings were held between November and December 2017 with all independent and staff governors
- Student governors have regular meetings with the Principal and Chief Executive which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Clerk to the Corporation
- The Principal and Chief Executive has the opportunity to discuss her role as a governor with the Chair of the Corporation at their monthly 1:1 meetings
- The findings of the review cover the following aspects of the work of the Corporation's activities:
 - Performance of the Board
 - Performance of the committees
 - Contribution of the Chair
 - Contribution of Executive and Directorate

Performance of the Board

Governors consider that

- Individual governors appreciate the skills and knowledge contained within the Board and consider that the capability of the Board has increased in recent years through an effective search process which identifies gaps in skills and capacity and then seeks to fill them as well as a period of stability in its membership
- There is a strongly held view that the Board is now able to challenge more effectively and that the Executive respond well
- The training programme offered and the opportunities to engage with teaching and learning and the assessment of performance equip them for their role
- There is the suggestion that adding a 'mentor governor' for each new recruit would be worth considering
- Further consideration will be needed on the development of the Board as longer serving members approach the end of their third and final term
- Participation in the College's performance management through the termly review programme is seen as crucial in building an understanding of the strengths and weaknesses of the organisation

- Learning Walks are valued as a means of developing a better appreciation of the curriculum and how staff and students work together
- Corporation meetings are seen as being effective but increasingly formalised as a consequence of the regulation of the sector. Agendas are clear and the time management of the meetings is good
- The work of the Clerk is much appreciated as is the support given to governors at and between meetings

Performance of the committees

Governors consider that

- The committees place greater responsibility on individual governors to contribute from their own expertise and experience to the strategic development of the College and the Corporation demonstrates considerable confidence in their work
- The Strategy Committee was regarded as an effective forum for broader discussion outside the more structured agendas of other committees
- The committees are relevant and effective and provide opportunities for challenge and to consider the appropriate levels of detail in conjunction with access to, and support from, relevant senior staff of the College

Contribution of the Chair of Corporation

Governors consider that

- The Chair and Vice Chair have moved the College and its governance forward during their tenure
- Meetings are focused, well run and interesting

Contribution of the Executive and Directorate

Governors consider that

- The Executive are viewed as highly competent and the quality of the relationship between governors and the Principal is crucial to the performance of the Board
- Reports presented are of good quality and written in styles that make them accessible to all members of the Corporation

Conclusion

Members considered the conclusion of the report, noting that the outcome of the 2017/18 review indicates that governors consider that they can contribute to the College and that its governance processes are robust, although an appropriate level of challenge must be maintained.

Members discussed the key issues identified for improvement by governors during the course of the review, in particular

- The process for reviewing the effectiveness of policies and procedures upon renewal/review was considered to be too difficult to complete in some cases
- The Clerk has already arranged for new members to meet with the Chairs of the Committee of which they will serve and will work towards formalising a more formal mentoring arrangement for all new recruits

Members noted the impact measures arising from the report.

RESOLVED

The Search and Governance Committee approves and commends to the Corporation Board

- The report of the Chair of the Corporation on the Review of College Governance with Members of the Corporation: 2017/18
- The conclusions of the Review and, in particular, the key issues identified for improvement by governors

SGC. 09.18 TERMLY REVIEW OF THE ATTENDANCE AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES 2017/18: AUTUMN TERM 2017
The Clerk to the Corporation presented a report which provided details of the attendance of members at meetings during the Autumn Term 2017.

Members were reminded that the Committee considers, on a termly basis, the levels of attendance of members at meetings in order to ensure the probity of governance at the College and considered the detail of the report.

Members noted that there were no issues of significance arising from the report and that appropriate levels of attendance at meetings of the committees and the Corporation Board had been recorded. However, it was noted that the student governors have experienced difficulty in attending some meetings due to their various commitments and the Principal and Clerk will continue to support them in their roles.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report

SGC.10.18 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2017/18: SPRING TERM 2018

The Clerk to the Corporation presented a report with regard to the development and training programme for governors.

The Committee noted

- the extent of the programme during the Autumn Term 2017 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring Term 2018

Members expressed satisfaction with the involvement of governors in the wide range of events and activities and with the schedule proposed for the remainder of the year.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.11.18 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.12.18 DATES OF SCHEDULED MEETINGS: 2017/18

Thursday 17 May 2018

All meetings commence at 18.00

As there was no further business, the Chair declared the meeting closed.

SIGNED AS A CORRECT RECORD:



DATE: 17 May 2018