

**PRESENT**

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

Independent Member  
Principal and Chief Executive  
Independent Member  
Independent Member  
Independent Member

Chair

**CLERK TO THE COMMITTEE**

Mrs Sue Glover

Clerk to the Corporation

**SGC.14.17 DECLARATION OF INTERESTS**

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

Mr Andrew Baird advised members that he knows one of the candidates, Mr Phillip Kerle, in the capacity of a business associate.

**SGC.15.17 APOLOGIES FOR ABSENCE**

There were no apologies for absence.

**SGC.16.17 INTERVIEW FOR MEMBERSHIP OF THE CORPORATION: MR ROBERT PICKLES AND MR PHILLIP KERLE**

The Chair informed members that the applications of Mr Robert Pickles and Mr Phillip Kerle had been received because of the two vacant positions for independent members.

**18.10 Mr Robert Pickles joined the meeting**

The Chair welcomed the applicant to the meeting and, following introductions indicated the basis on which the Search and Governance Committee would consider his application.

Members interviewed Mr Pickles relative to his completed Governor Application Form and curriculum vitae. At the conclusion of the interview, Mr Pickles was invited to ask questions of the Committee and to affirm his continued candidacy for appointment. Mr Pickles confirmed his continued candidacy.

At the conclusion of the interview, the Chair thanked the applicant for his attendance and indicated that the decision of the Committee would be communicated the following day.

**18.30 Mr Pickles left the meeting**

### **18.35 Mr Phillip Kerle joined the meeting**

The Chair welcomed the applicant to the meeting and, following introductions indicated the basis on which the Search and Governance Committee would consider his application.

Members interviewed Mr Kerle relative to his completed Governor Application Form and curriculum vitae. At the conclusion of the interview, Mr Kerle was invited to ask questions of the Committee and to affirm his continued candidacy for appointment. Mr Kerle confirmed his continued candidacy.

At the conclusion of the interview, the Chair thanked the applicant for his attendance and indicated that the decision of the Committee would be communicated the following day.

### **18.45 Mr Kerle left the meeting**

Members discussed the applications of Mr Pickles and Mr Kerle relative to

- The response to the set of questions asked by the members of the Committee
- The relevance of the experience both candidates would bring to the Corporation
- The skills and diversity requirements of the membership of the Corporation
- Forthcoming vacancies for independent members or co-opted members

It was agreed that Mr Pickles and Mr Kerle are both appointed as independent members of the Corporation. Their appointments will be formally ratified at the next meeting of the Corporation on 6 July 2017, but in the meantime, the Clerk would arrange for their induction at the College.

### **RESOLVED**

The Search and Governance Committee recommends to the Corporation that Mr Robert Pickles and Mr Phillip Kerle be appointed as independent members of the Corporation.

At the conclusion of the Part 1 meeting, the Search and Governance Committee moved into a Part 2 meeting.

**SIGNED AS A CORRECT RECORD:**



**DATE: 19 OCTOBER 2017**

**PRESENT**

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

Independent Member  
Principal and Chief Executive  
Independent Member  
Independent Member  
Independent Member

Chair

**CLERK TO THE COMMITTEE**

Mrs Sue Glover

Clerk to the Corporation

**SGC.17.17 DECLARATION OF INTERESTS**

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

**SGC.18.17 APOLOGIES FOR ABSENCE**

There were no apologies for absence.

**SGC.19.17 NOTIFICATION OF ANY OTHER BUSINESS**

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

**SGC.20.17 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 9 FEBRUARY 2017**

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

**SGC.21.17 MATTERS ARISING AND ACTION POINTS FROM THE MINUTES OF THE MEETING**

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

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

**SGC.22.17 RISK MANAGEMENT: SUMMER TERM 2017**

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

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 were reminded that the Corporation Board had approved the change in format of the Risk Register and Risk Management Plan to only high level risks being presented to Committees. However, it was noted that although there are no high level risks attributable to Risks R1 and R2 these are presented to the Committee who should continue to have oversight of these risks.

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

In discussion, the Committee agreed

- the proposed removal of two contributing factors as it was considered that one was no longer deemed a risk to the business of the college and the other was covered in other sections of the register
- the two additions were appropriate
- the Committee should continue to have oversight of all the risks assigned to the Committee, regardless of whether they were high level or not

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 high level risks for the Summer Term 2017 and commends the report for approval by the Board.

#### **SGC.23.17 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 two vacancies for independent members following the retirement of Mrs Margaret Davey on 31 December 2016 and the resignation of Dr Barbara Spittle on 31 March 2017
- The number of independent members will continue to be subject to review in light of any future retirement or resignation
- There are no reappointments due for the remainder of 2016/17

It was noted that two suitable candidates, Mr Robert Pickles and Mr Phillip Kerle, had been interviewed in the Part 1 meeting and a recommendation for both of them to be appointed as independent members will be made to the Corporation in July.

##### **Student Members**

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 in July.

### **Staff Members**

Members were reminded that 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 committee structure, noting the current vacancies on Finance and Resources, Learning and Quality and Senior Postholders' Employment. It was noted that the vacancies would be filled once the new independent members have been appointed who will be asked to indicate their choice of committee and placed according to their skills and expertise. However, it was agreed that Isobel Wallace should be appointed to serve on the Senior Postholders' Employment Committee, in addition to the Finance and Resources Committee on which she currently serves, as her skills and expertise are appropriate.

Corporation members would be invited at the July Board to give an expression of interest to the Clerk of any change in the committee they currently serve on and whether they would be willing to serve on more than one committee as well as the Strategy Committee for 2017/2018.

### **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

### **Link Governor for Higher Education (HE)**

Members agreed that it would be appropriate for Colin Monk, who is the ex-Pro-Vice Chancellor of University of Brighton to be approached to become the link governor for HE as his skills and expertise in this area will be of great benefit to the College.

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

### **RESOLVED**

The Search and Governance Committee agreed

- to receive and note the report
- the vacancies on the Finance and Resources and Learning and Quality Committees will be filled following the appointment of the new independent members
- Isobel Wallace would serve on the Senior Postholders' Employment Committee
- that members would be invited at the July Board to give an expression of interest to the Clerk of any change in the committee they currently serve and whether they would be willing to serve on more than one committee in addition to the Strategy Committee for 2017/2018
- Colin Monk is invited to become the link governor for HE

## **SGC.24.17 GOVERNANCE POLICIES**

The Clerk to the Corporation presented a report relating to the annual review of Governance documents

### **GOV01 TERMS OF REFERENCE AND STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION BOARD: 2017/2018**

Members were informed that

- the annual update of the document is considered on the basis of any changes to relevant documents eg Instrument and Articles of Government.
- the current Terms of Reference and Standing Orders relate to the current Instrument and Articles of Government
- it will be necessary for the Committee to review and approve an amended document in conjunction with the review and approval of any revised Instrument and Articles of Government of the College

Members reviewed the document and agreed to the minor amendments made.

### **GOV02 CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION: 2017/2018**

Members were advised that

- the annual update of the document is considered on the basis of any recommended changes suggested by Eversheds
- the current Code of Conduct relates to the current Instrument and Articles of Government and has been updated in conjunction with the latest updates issued by Eversheds
- it will be necessary for the Committee to review and approve an amended document in conjunction with the review and approval of any revised Instrument and Articles of Government of the College

Members were advised that Eversheds had not yet updated the Code but have advised they plan to do so soon. It was agreed that the Clerk would bring any relevant updates before the Committee for consideration.

Members reviewed the document and agreed to the minor amendments made.

### **GOV03 GOVERNOR INDUCTION AND TRAINING POLICY: 2017/2018**

Members were advised that no changes to the document were proposed.

### **GOV04 PUBLIC ATTENDANCE AT MEETINGS, ACCESS TO CORPORATION BUSINESS AND CONFIDENTIALITY POLICY: 2017/2018**

Members were advised that no changes to the document were proposed.

### **GOV05 GOVERNOR RECRUITMENT AND SUCCESSION PLANNING POLICY AND PROCEDURE: 2017/2018**

Members were advised that no changes to the document were proposed.

## **RESOLVED**

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

- GOV01 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2017/2018
- GOV02 Code of Conduct for Members of the Corporation: 2017/2018
- GOV03 Governor Induction and Training Policy: 2017/2018
- GOV04 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2017/2018
- GOV05 Governor Recruitment and Succession Planning Policy and Procedure: 2017/2018

**SGC.25.17 TERMS OF REFERENCE AND STANDING ORDERS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2017/2018**

The Clerk to the Corporation presented a report, which outlined the need to review, on an annual basis, the Committee's Terms of Reference and Standing Orders.

Members were advised that no changes to the document were proposed.

Members noted the impact measures arising from the report.

**RESOLVED**

The Search and Governance Committee approves and commends to the Board the Terms of Reference and Standing Orders of the Search and Governance Committee: 2017/2018.

**SGC.26.17 ANNUAL SCHEDULE OF BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2017/2018**

The Clerk to the Corporation presented a report, which outlined the need to review, on an annual basis, the Committee's Annual Schedule of Business.

Members reviewed the document, which reflected the business conducted during the current year.

Members noted the impact measures arising from the report.

**RESOLVED**

The Search and Governance Committee approves and commends to the Board the Annual Schedule of Business of the Search and Governance Committee: 2017/2018.

**SGC.27.17 TERMLY REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2016/2017**

The Clerk to the Corporation presented a report, which provided details of the attendance of members at meetings during the Spring 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.

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.

Members noted the impact measures arising from the report.

**AGREED**

The Search and Governance Committee receives and notes the report.

**SGC.28.17 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2016/2017: SUMMER TERM 2017**

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 Spring Term 2017 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Summer Term 2017

The Committee expressed satisfaction with the commitment of governors during the first two terms 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.29.17 ANY OTHER BUSINESS**

Members noted that there was no other business.

**SGC.30.17 DATES OF SCHEDULED MEETINGS: 2017/2018**

Thursday 19 October 2017

Thursday 8 February 2018

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:**

A handwritten signature in blue ink, appearing to be 'M. Saw', written in a cursive style.

**DATE:** 19 October 2017