

PRESENT

Dr Barbara Spittle
Mr Lorne Benham
Mrs Jayne Dickinson

Independent Member
Business Support Staff Member
Acting Principal

Chair

APOLOGIES FOR ABSENCE

Mrs Margaret Davey
Mr Ray Elgy

Independent Member
Independent Member

CLERK TO THE COMMITTEE

Mr Melvyn Cass

Clerk to the Corporation

SGC.11.11 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.12.11 APOLOGIES FOR ABSENCE

Apologies for absence were received from two members of the Committee:
Mrs Margaret Davey - family commitments
Mr Ray Elgy - business commitments

The Committee agreed to accept the apologies for absence.

SGC.13.11 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.14.11 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 30 MARCH 2011

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

SGC.15.11 MATTERS ARISING FROM THE MINUTES OF THE MEETING

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

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

SGC.16.11 MEMBERSHIP OF THE CORPORATION

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

Members noted:

Independent Members

- The action being taken, following discussion at the previous meeting, to secure the appointment of additional Independent members, noting the intention to place a revised advertisement, inviting applications for membership, on the College website
- the need to consider the re-appointment of Dr Barbara Spittle, whose period of appointment expires on 28 November 2011, and that, in the light of quoracy requirements, this will be undertaken at an extraordinary meeting of the Search and Governance Committee to be held on Saturday 18 June 2011

Members discussed the basis on which it might be appropriate to fill one of the two existing vacancies, noting that Mr Michael Axelrod had recently been interviewed by the Committee for membership of the Board and had been appointed to the key position of External Co-opted Member of the Audit Committee – a position which reflected his background and skills – but that he was also a suitable candidate for appointment to the Board without further interview.

Members were advised that, since his appointment to the Audit Committee on 1 January 2011, Mr Axelrod had attended the Governor Induction session and had attended strategic planning and scheduled meetings of the Board, as well as one key meeting of the Audit Committee. Consequently, Mr Axelrod was fully up to date with all issues relevant to the College.

Members agreed that it would be appropriate to approach Mr Axelrod with a view to his becoming an Independent Member of the Board and that, if he agreed and if approved by the Corporation, it would be necessary to seek to secure a replacement for him as External Co-opted Member of the Audit Committee as soon as possible.

Student Members

As a consequence of the fact that Mr Darren de Souza is in his final term at the College and will retire from membership of the Board on 31 July 2011, it will be necessary to initiate arrangements to seek to secure a new Student Member during the course of the current term for appointment at the meeting of the Board to be held on 7 July 2011.

Membership of Committees

Audit Committee

The Audit Committee now has a full complement of appropriately experienced members; the Chair of the Committee is Dr Andrew Gilchrist.

Finance and Resources Committee

The Finance and Resources Committee now has a full complement of appropriately experienced members; the Chair of the Committee is Mr Andrew Baird.

Learning and Quality Committee

The Learning and Quality Committee now has a full complement of appropriately experienced members; the Chair of the Committee is the Vice Chair of the Board, Mrs Margaret Davey.

Search and Governance Committee

The Search and Governance Committee now has a full complement of appropriately experienced members; the Chair of the Committee is the Chair of the Board, Dr Barbara Spittle.

Senior Postholder Employment Committee

There exists one vacancy on the Senior Postholder Employment Committee which will be addressed during the current term; the Chair of the Committee is Ms Rosemary French.

Gender Balance

Members considered the current gender balance of the membership of the Board and its committees and also noted the gender balance of the chairs of the Board and its committees.

RESOLVED

The Search and Governance Committee

- notes the measures being taken, in accordance with the discussion at the meeting of the Committee held on 30 March 2011, to secure the appointment of additional Independent members during the Summer Term 2011
- approves the proposal that Mr Michael Axelrod, Independent Co-opted Member of the Audit Committee, be invited to become an Independent Member of the Board
- requires that, if the proposal is accepted and approved by the Board on 7 July 2011, a replacement External Co-opted Member of the Audit Committee is sought without delay
- notes the measures to be taken to secure the appointment of a Student Member in succession to Mr Darren de Souza
- notes the measures to be taken to fill the vacancy in the membership of the Senior Postholders' Employment Committee from within the Independent membership of the Board.

SGC.17.11 RISK MANAGEMENT: SUMMER TERM 2011

The Clerk presented a report which outlined the basis on which five key risks would be overseen by the Board.

Members were reminded that, at the meeting of the Board held on 7 April 2011, it had been agreed that the Board should take responsibility for the oversight of

- Risk S10: Changes in policy arising from Machinery of Government changes
- Risk S11: Failure to maintain satisfactory financial health to 2014
- Risk S7: Failure to identify opportunities and threats to the College market position
- Risk R1: Severe adverse publicity
- Risk R2: Ineffective governance and management arrangements

Members were further reminded that it been agreed by the Board that the Search and Governance Committee should have direct oversight of Risk R2.

Members discussed the extent to which the Board would be able to undertake the review of the five risks directly ie at each of its termly scheduled meetings and agreed that it would be more appropriate to allocate the review of the five risks to appropriate committees.

The Committee agreed that it would be appropriate to allocate Risk S11 to the Finance and Resources Committee and that each of the other risks should be the subject of review by the Search and Governance Committee.

RESOLVED

The Search and Governance Committee recommends to the Board that the future termly review of risks for which the Board has responsibility is undertaken on the following basis:

- **Risk S10: Changes in policy arising from Machinery of Government changes** – Search and Governance Committee
- **Risk S11: Failure to maintain satisfactory financial health to 2014** – Finance and Resources Committee
- **Risk S7: Failure to identify opportunities and threats to the College market position** – Search and Governance Committee
- **Risk R1: Severe adverse publicity** – Search and Governance Committee
- **Risk R2: Ineffective governance and management arrangements** – Search and Governance Committee

SGC.18.11 TERMS OF REFERENCE AND STANDING ORDERS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2011/2012

The Clerk presented a report which outlined the basis on which it was essential to consider, on an annual basis, the Committee's Terms of Reference and Standing Orders.

Members noted that the only change to the document was the requirement to add the consideration of risk to the Committee's Terms of Reference.

RESOLVED

The Search and Governance Committee approves the Terms of Reference and Standing Orders of the Search and Governance Committee: 2011/2012.

SGC.19.11 ANNUAL SCHEDULE OF BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2011/2012

The Clerk presented a report which outlined the basis on which it was essential to consider, on an annual basis, the Committee's Annual Schedule of Business.

Members noted that the only change to the document was the requirement to add the consideration of risk to the Committee's termly schedule.

RESOLVED

The Search and Governance Committee approves the Annual Schedule of Business of the Search and Governance Committee: 2011/2012.

SGC.20.11 POLICIES AND PROCEDURES

The Clerk presented three key governance documents for consideration and approval by the Committee:

- **TERMS OF REFERENCE AND STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION BOARD**
- **CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION BOARD**
- **GOVERNOR INDUCTION AND TRAINING POLICY**

Members reviewed each of the documents, noting that, where appropriate, minor changes had been made to take account of recent changes in the sector. Further minor changes to wording were proposed.

Members were advised of the basis on which it is essential to review the documents on an annual basis, particularly in the light of the implications for the strategic leadership of the College and its students.

RESOLVED

The Search and Governance Committee approves, subject to minor amendment, and commends to the Board for endorsement:

- Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board
- Code of Conduct for Members of the Corporation Board
- Governor Induction and Training Policy

SGC.21.11 COLLEGE INTRANET: SECURE GOVERNOR AREA

The Clerk gave a verbal report on progress with regard to the development of a secure governor area on the College intranet.

Members were advised that, in addition to the continuing development of the Governors' internet and intranet sites, it is proposed to develop a secure governor area which will be accessible only to governors and those in the College directly connected with governance and which will provide

- the agenda and supporting papers for each meeting of the Board and its committees
- governance documents eg Instrument and Articles of Government
- relevant AoC briefings eg Governance briefings
- LSIS governance documents eg LSIS Brief Guide on the Staff Governor
- LSIS governance training materials
- useful web links

Members noted that the purpose of the development was

- to enable governors to have available a 'one stop' source of relevant governance reference material
- to facilitate the move towards e-governance

AGREED

The Search and Governance Committee notes the report.

SGC.22.11 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.23.11 DATES OF SCHEDULED MEETINGS: 2011/2012

Thursday 13 October 2011
Thursday 26 January 2012
Thursday 10 May 2012

All meetings commence at 18.00

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

SIGNED AS A CORRECT RECORD: 

DATE: 13 October 2011

