

PRESENT

Mrs Jayne Dickinson

Mr Ray Elgy

Dr Barbara Spittle

Principal and Chief Executive

Independent Member

Independent Member

Chair

APOLOGIES FOR ABSENCE

Mrs Margaret Davey

Mrs Hayley Dalton

Independent Member

Support Staff Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.16.15 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.17.15 APOLOGIES FOR ABSENCE

Apologies for absence were received from:

Mrs Margaret Davey

- personal commitment

Mrs Hayley Dalton

- ill health

The Committee agreed to accept the apologies for absence.

SGC.18.15 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.19.15 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 12 FEBRUARY 2015

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

SGC.20.15 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.21.15 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 reminded that at the Corporation Board meeting held on 26 March 2015, the recommendation of the Committee relating to Brian Smith was approved therefore reducing the number of independent members from 13 to 12. Members were advised that the preference of the Corporation is to return to the original level of 11 independent members, making the total number of members 16 plus one External Co-opted Member of the Audit Committee.

Mrs Vanessa Guest – independent member

Members were advised that the period of appointment for Mrs Vanessa Guest expires on 31st August 2015. Mrs Guest has served on the Finance and Resources Committee since her appointment in 2011.

Members were informed that Mrs Guest is finding it difficult to attend meetings due to personal circumstances and has advised that she does not wish to be considered for reappointment when her current term comes to an end.

Members noted that as the preferred Corporation size is 16 with 11 independent members Mrs Guest's decision will not result in a vacancy.

Dr Barbara Spittle – independent member

As it was inappropriate for Dr Spittle to attend this part of the meeting and there were insufficient remaining committee members for the meeting to be quorate, it was agreed that this item will be discussed at an extraordinary meeting of the committee to be held on Saturday 27 June before the commencement of the self-assessment day.

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 to be held on 9 July 2015.

Staff Members

Members were reminded that the period of office of the two Staff members expires on 30 April 2017.

Appointment of Chair and Vice Chair of the Corporation

Members were advised that Dr Barbara Spittle and Mrs Margaret Davey were elected Chair and Vice Chair of the Corporation with effect from 1 September 2013 and will serve until 31 August 2015. Re-election of the Chair and Vice Chair will take place in the Summer term.

Membership of Committees

Audit Committee

Members noted that there are two vacancies on the committee. The Chair of the Committee is Andrew Gilchrist.

Finance and Resources Committee

The Finance and Resources Committee currently has 6 appropriately experienced members. The Chair of the Committee is Andrew Baird.

Learning and Quality Committee

The Learning and Quality Committee has a full complement of appropriately experienced members. The Chair of the Committee is Margaret Davey.

Search and Governance Committee

The Search and Governance Committee has a full complement of appropriately experienced members. The Chair of the Committee is Barbara Spittle.

Senior Postholders' Employment Committee

The Senior Postholders' Employment Committee currently has 6 experienced members. The Chair of the Committee is Rosemary French.

Members were reminded that at the meeting of the Corporation Board in July 2014 it was agreed that membership of the committees would be refreshed following the Ofsted inspection, which took place in December 2014.

The Clerk had sought members' individual preferences relative to committee membership and this summary was noted.

The Clerk tabled a proposed committee membership structure based on a Corporation membership of 16 which would be effective from 1 September 2015. The proposal had taken into consideration individual preferences and, using the data from the recent skills audit, where members would be best utilised according to their expertise

The Committee discussed the proposal and agreed that individual members were being fully utilised relative to their skills and expertise. Where members were moving to another committee it was agreed that this would give the opportunity to acquire insight into the work of other committees and thus gain greater understanding of the overall work and responsibilities of the Board. The Chairs of each Committee would be appointed by the Corporation.

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

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

- the number of independent members is reduced from 13 to 11, thus reverting to a membership of 16;
- to note that Ms Vanessa Guest does not wish to be considered for reappointment;
- the designated membership of each of the committees of the Corporation is 5;
- the membership of the committees from 1 September 2015 is as set out in the proposal presented
- Committee Chairs are appointed by the Corporation Board

SGC.22.15 SKILLS AUDIT AND TRAINING NEEDS ASSESSMENT/DIVERSITY AUDIT: 2015

The Clerk to the Corporation presented the outcomes of the following:

SKILLS AUDIT 2015

Members considered the summary data and noted the basis on which it would inform the process of selection of new members as and when required and the process of refreshing committee membership from current members.

TRAINING NEEDS ASSESSMENT 2015

The Committee reviewed the summary data arising from the recent survey of members and noted the basis on which this would inform development and training proposals for 2015/2016.

DIVERSITY AUDIT 2015

The Committee was advised that the summary data had been collated and that this would help to inform the process of selection of new members as and when required.

AGREED

The Search and Governance Committee notes the data arising from the Skills Audit, the Training Needs Assessment and the Diversity Audit and the basis on which each will inform the governance process.

SGC.23.15 RISK MANAGEMENT: SUMMER TERM 2015

The Principal and Chief Executive presented, for consideration and approval, a report which provided details of the areas of risk which 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. It was noted that there are no high level risks currently attributable to Risks R1 and R2, and therefore only Risks S10 and S7 are presented.

Members considered the details of the highlighted revisions to each of the risk areas and noted no changes to the overall risk assessments although this may change following the June budget and engagement with partnerships.

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 2015 and commends the report for approval by the Board.

SGC.24.15 CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES

The Clerk to the Corporation presented a report to consider adopting the Code of Governance for English Colleges (formerly the English Colleges' Foundation Code of Governance).

Members were reminded that:

- The English Colleges' Foundation Code of Governance was established in 2010 by the Association of Colleges (AoC) and was approved by the Corporation Board on 12 July 2012 and implemented from 1 August 2012.
- An Audit of Compliance with the code was undertaken and has been reviewed annually by the Committee since implementation.

The Committee were advised that:

- As the new era of Governance progressed, the original Code did not truly provide the opportunity for boards to demonstrate excellence in governance.
- There are now much higher expectations (for example, on Ofsted's part and on the part of the FE Commissioner) about the role of governors in overseeing, and having responsibility for, improvement.
- Governance is now required to show leadership and stewardship, to be dynamic and pro-active and show commitment to ensure the very highest standards for the sector's stakeholders
- Following a period of consultation, the AoC has introduced a new Code, developed by the sector (Governors, Clerks and Governance specialists) for the sector and moving to a new 'values based' platform
- The code will be reviewed every 3 years, unless other significant legislative and/or regulatory changes occur
- Whilst the AoC states that "adoption of the code is voluntary" it goes on to say that a funding condition is that a College adopts the Code and states its adoption of the Code in the Corporate Governance Statement contained in its annual audited statements
- The code is divided into two parts, the first part being the statement of core values and expectations with the second part detailing provisions and good practice examples
- There are ten principal responsibilities of good governance with each responsibility broken down into areas of activity, ie. what a college needs to do to comply fully with the code

Members discussed the key points highlighted and noted:

- The code is a 'comply or explain' code. The code uses "must" and "should". "Must" is when it is legally or statutorily required and "should" when it is expected to enhance good practice
- In order for the college to secure future bank lending, a condition of such will be its ability to demonstrate that it is well governed, with good/excellent governance structures and procedures in place.
- Adoption and adherence of this code would give such assurance.

The Committee discussed the proposal to adopt the updated Code, noting the extent to which the Corporation is already compliant with the majority of the areas of each of the ten principal responsibilities. However, members agreed that the total number of activities across all areas was excessively detailed and it was suggested that this could be broken down to show the legal “musts” and relevant “shoulds” and used as the basis of the audit of compliance which would continue to be reviewed by the Search and Governance Committee and the Audit Committee.

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

RESOLVED

The Search and Governance Committee approves and recommends to the Corporation Board the adoption of the Code of Good Governance for English Colleges.

SGC.25.15 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: 2015/2016

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 the revised Instrument and Articles of Government of the College

Members were advised that the document had been updated to include revisions to:

- 15.6 – the addition of ‘business associate’ as part of declarations of interest
- Annex 1 – the overall membership will number 16 in the light of previous discussions

Members reviewed the document and agreed the relevance of the changes.

GOV02 CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION: 2015/2016

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 the revised Instrument and Articles of Government of the College

Members were advised that the document had been updated to include revisions to

- Clause 1 Introduction
- Clause 3 Aims and Values
- Clause 5 Statutory Accountability
- Clause 6 Public Service Values
- Clause 9 Conflicts of Interest
- Clause 10 Collective Responsibility
- Clause 11 Openness and Confidentiality

- Appendix 5 Summary of Main Provisions of the Financial Memorandum with the Skills Funding Agency

Members reviewed the document and agreed the relevance of the changes.

GOV03 GOVERNOR INDUCTION AND TRAINING POLICY: 2015/2016

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

GOV04 PUBLIC ATTENDANCE AT MEETINGS, ACCESS TO CORPORATION BUSINESS AND CONFIDENTIALITY POLICY: 2015/2016

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: 2015/2016
- GOV02 Code of Conduct for Members of the Corporation: 2015/2016
- GOV03 Governor Induction and Training Policy: 2015/2016
- GOV04 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2015/2016

SGC.26.15 TERMS OF REFERENCE AND STANDING ORDERS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2015/2016

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 reviewed the document, noting the change at Paragraph 1.3 in light of the addition of 'business associate' under declarations of interest.

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: 2015/2016.

SGC.27.15 ANNUAL SCHEDULE OF BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2015/2016

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, and agreed that no changes to the document were required.

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: 2015/2016.

SGC.28.15 TERMLY REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2014/2015

The Clerk to the Corporation presented a report, which provided details of the attendance of members at meetings during the Summer Term 2015.

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.29.14 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2014/2015: SUMMER TERM 2015

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 2015 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Summer Term 2015

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.30.15 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.31.15 DATES OF SCHEDULED MEETINGS: 2015/2016

Thursday 22 October 2015
Thursday 11 February 2016
Thursday 19 May 2016

All meetings commence at 18.00

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

SIGNED AS A CORRECT RECORD: *B. M. Spilke*

DATE: 22 October 2015