

Hereford College of Arts

Minutes of the Meeting of the Search and Governance Committee held on Monday 26 June 2017

Present: - Mr Tim Newsholme (Chair)
Ms Abigail Appleton (Principal)
Mr Mervyn Jones
Mrs Alison McLean

In attendance: - Mrs Linda Watkins (Clerk to the Governors)

The meeting was quorate as four Members were present.

	Action
<p>1. Apologies for Absence Professor Daniel Howard and Ms Katie Seekings</p>	
<p>2. Declaration of Interests Mervyn Jones: Item 5 Chair of the Corporation.</p>	
<p>3.I Minutes of the Last Meetings The minutes of the meeting held on 13 March 2017 were agreed and signed by the Chair as a true record.</p>	
<p>3.II Matters arising from the Minutes of the Last Meeting The majority of items would be covered on the agenda.</p> <p>The Principal had discussed producing a marketing calendar with the Head of Comms. A published calendar was being prepared specifically for schools. Governors were asked if an online calendar would be acceptable which could be updated regularly and would not incur costs. This was agreed and the Clerk would send regularly email the link to Governors.</p> <p><u>The Committee agreed: -</u></p> <ul style="list-style-type: none">• To approve the minutes of the last meeting• Governors would be notified of College events by email with a link to the online marketing calendar	L Watkins
<p>4. Vacancies on the Board and Committees 2017/18</p> <p>I. Board vacancies: Professor Howard would be stepping down from the Board creating a vacancy for an Independent Governor. The skills matrix was taken into account which showed the Board were highly skilled with no significantly under-represented skills. An option to look at diversity to attract people with different approaches and views was mooted. The balance of those who bring knowledge from the HE and FE sector along with succession planning needed to be considered when identifying specific areas to target. The vacancy could be advertised in September which had attracted high calibre applicants previously. The Committee would</p>	A Appleton/ L Watkins

communicate further by email. The Clerk reminded Governors that the Co-opted Member of the Audit Committee remained interested; however, Governors agreed that this would not be pursued but that he was an asset to the Audit Committee bringing significant expertise to the Committee.

- II. Rachel Alferoff would leave College at the end of term creating a vacancy for a Student Governor (FE). The Clerk was tasked to ask Rachel to prepare a brief paragraph about the role and how it has been beneficial to be the Student Governor from a student's perspective. The recruitment process would commence in the autumn term. Mairead McVeigh would continue her studies on the MA so would remain the Student Governor (HE).

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- III. **Committee Membership:** Vacancies would be created on the F&GP Committee and Search and Governance Committee following Professor Howard's resignation. It was agreed to invite Professor Baker to join both committees who would bring a strategic overview and have experience of governance in an educational institution.

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The Committee agreed: -

- To identify skills required for the Independent Governor vacancy
- Interviews for Student Governor (FE) would be arranged in the autumn term
- Professor Baker would be invited to join the F&GP Committee and S&G Committee

5. Chair of the Corporation

[Mervyn Jones left the meeting for this item]

Governors discussed Mervyn's suitability to become Chair of the Corporation agreeing that he had significant experience in business management, HE governance and chairing. It was acknowledged that Mervyn had sufficient time to dedicate to the role. There was a suggestion to develop team building further amongst Governors with an option to have a less formal occasion or social event.

The Committee agreed: -

- To recommend the Board appoint Mervyn Jones as Chair of the Corporation with effect from 2017/18

6. AoC Code of Good Governance: Principles and Values

This report demonstrated overall compliance to the Code with specific evidence provided against the principles and values. Additional evidence was suggested for question 7 regarding contracts which would be added.

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The Committee agreed: -

- To present the report to the Board for information which evidenced good governance

7. Governors' Self Assessment 2016/17

- I. Governors' Self Assessment Questionnaire: The Clerk

informed Governors that the survey would be conducted electronically using Survey Monkey this year with results available in the autumn.

- II. Governors' one to one appraisals: The Chair and Vice Chair had commenced meetings with Governors which would be collated with a summary presented to the Committee.

The Committee agreed: -

- To note mechanisms for the Governors' self assessment which would be used to identify strengths, areas for development and training needs
- The Vice Chair would meet with the new Chair to outline findings at the start of the year

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8. Board and Committees' Calendar of Business Items 2017/18

This was a working document which showed business items during the next academic year. This also took into account the scheme of delegation. It was agreed to bring forward the start time of the February strategy meeting to 12.30 pm to allow longer for meaningful discussion. College policies and procedures would be reviewed during the summer which would be added to the calendar and scheme of delegation as appropriate.

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The Committee agreed: -

- To adopt the business timetable which would be issued to Governors with an explanation of how the Board and Committees' business is managed
- The strategy meeting arranged for 12 February 2018 would commence at 12.30 pm
- College policies and procedures would be reviewed during the summer

9. Scheme of Delegation

This was another working document which directed the Board's business. It was subject to annual review. Changes proposed reflected the Audit Code of Practice (ACOP) which had replaced the Joint Audit Code of Practice (JACOP).

The Committee agreed: -

- To recommend the Board approve the Scheme of Delegation

10. Development Sessions and Training

- I. 2017/18 Development Sessions: The Clerk recommended that setting topics for sessions is deferred until Governors' feedback from the self assessment and one to one appraisals was available. Outcomes for learners including the new DELI, strategic relations with alumni and their onward journey could be the focus in October. It was proposed to prepare for Ofsted in July evidencing how the CIF is embedded with Course Leaders presenting case studies and examples of students work. A further briefing would be arranged for Governors in September delivered by the Head of FE which could include some of the Self Assessment Report preparation

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- and course position statements.
- II. AoC National Leaders of Governance training for chairs: The Chair of the Committee and Mervyn Jones had attended the training commenting that this had been an interesting networking event. There had been some discussion about diversity on boards.
 - III. AoC Board Assurance pilot: The Chair, Clerk and Director of Finance were participating in the project focusing on risk management practices adopted in colleges and mechanisms to provide the Board with assurance. AoC were planning to develop a board assurance framework working with the pilot group of colleges.

The Committee agreed: -

- To note verbal reports and agree to defer setting the programme for Development Sessions until the next meeting

11. Annual items for the Committee

- I. Election of Chair 2017/18: The Committee agreed to appoint Tim Newsholme as Chair.
- II. Committee's self assessment: Members assessed the Committee's performance against its terms of reference. The Clerk had compiled evidence of effectiveness.
- III. Terms of reference: agreed subject to changes proposed by the Clerk next year

The Committee agreed: -

- To appoint Tim Newsholme as Chair of the Committee for 2017/18
- The Committee was effective and adequately met the requirements of its terms of reference
- No changes were suggested from Governors to the terms of reference which the Clerk would thoroughly review during the summer

12. Appointment of Fellows

The Principal reminded Governors that the following would be conferred as Fellows at this year's Graduation Ceremony: -

- Lucy Jones, Painter
- Phil Cleaver, Graphic Designer
- Richard Quinnell, Blacksmith

The Committee agreed: -

- To note Fellows for conferment

13. Any other business

No items

14. Date and Time of Next Meeting

The next meeting was arranged for Monday 26 November 2017 commencing at 3.00 pm.