



**Minutes of the Meeting of the Search and Governance Committee
held on Monday 25 March 2019**

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

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

The meeting was quorate as five Members were present.

1. Apologies for Absence

Professor Robin Baker

2. Declaration of Interests

Alison McLean and Katie Seekings declared interests regarding re-appointment to the Board. Alison McLean declared a further interest that she knew one of the applicants for governorship.

3.I Minutes of the Last Meeting

The minutes of the meeting held on 26 November 2018 were agreed and signed by the Chair as a true record.

3.II Matters arising from the Minutes of the Last Meeting

The majority of items would be covered during the meeting. Student voice and outcomes would be reported generically at the October Board meeting.

The Committee agreed: -

- To approve the minutes of the last meeting

4. Vacancies on the Board and Committees 2018/19

- I. There are currently four vacancies for Independent Governors. At the request of the Committee the Clerk had contacted Governors whose current terms in office were due to cease in August 2019. She confirmed that, subject to a recommendation from the Committee, Katie Seekings was willing to be appointed for another 4-year term in office. Scott Rolfe and Mike Rookes were willing to be re-appointed for a further year. Co-opted Committee Members Graham Briscoe and Kate Murrie were also willing to be re-appointed to the Audit Committee and AQ&S Committee respectively.

Applications were discussed concluding that the applicant who had predominantly worked supporting young people would not strengthen the Board's skills range. A meeting had been arranged for the applicant who was a professional writer and film director. In future it was agreed that initial meetings should only be with the Principal.

ACTION: CLERK TO THE GOVERNORS

A Governor raised the importance of diversity on the Board which would be taken into account when making appointments. This was strongly supported and would also mirror the OfS Access and Participation Plan which seeks to attract under-represented groups of students.

The Principal would contact two potential Governors who had HE/FE senior leadership experience and a qualified accountant to ascertain if they might be interested to be considered to join the Board. **ACTION: PRINCIPAL**

- II. Committee Membership would remain unchanged until further appointments were made.

The Committee agreed: -

- To recommend the Board approve the following re-appointments to ensure that there is continuity on the Board:
 - Katie Seekings to be appointed as an Independent Governor for another 4-year term in office
 - Scott Rolfe and Mike Rookes to be re-appointed as Independent Governors for a further year
 - Graham Briscoe to be re-appointed as a Co-opted Member of the Audit Committee and Kate Murrie as a Co-opted Member of AQ&S Committee for a further year
- The Clerk and Principal would contact applicants and potential Governors

5. Governors' self assessment

- I. The benchmarked self assessment exercise with West Midlands Colleges would be completed again this year. The Clerk was working with other clerks to ensure that this incorporates OfS governance requirements in addition to the Ofsted framework. **ACTION: CLERK TO THE GOVERNORS**
- II. The Chair and Vice Chair would complete one to one Governor appraisals which would give all Governors the opportunity to comment and contribute to governance practices. A summary would be presented to the Committee to note feedback and identify any improvements. **ACTION: CLERK TO THE GOVERNORS**
- III. The Principal had a preliminary discussion with a company who could review governance arrangements and Board behaviours. It was agreed that three quotes should be obtained. The timing was discussed agreeing that this was not urgent and could be commissioned for the Board away day in February 2020 particularly in light of OfS governance requirements. Governors were mindful of the potential cost agreeing to review cost. **ACTION: PRINCIPAL**

The Committee agreed: -

- The above processes would be used to self assess governance with further costings obtained for an external review

6. AoC Senior Postholders' Remuneration Code

The AOC Governors' Council developed the Senior Staff Remuneration Code which was published in December 2018 following consultation with the sector.

The Board can choose whether or not to adopt the Code and if adopting the Code whether it wishes to comply or explain each of the principles and sub-clauses. The Code will ensure fair and appropriate remuneration in the sector. It also requires

colleges to prepare an annual report of the Remuneration Committee (or similar committee) to be submitted to the Board and made available to the public.

The Clerk had prepared a table showing the College's compliance to the Code highlighting that the current arrangement to set senior postholders' salary by the F&GP Committee could be changed. Other options included creating a Remuneration Committee or formalizing a Chairs' Committee. Its remit could include the above item along with other urgent business which required debate as opposed to a decision. There was detailed discussion with potential pitfalls aired.

The Committee agreed: -

- To recommend that the Board adopt the AoC Senior Postholders' Remuneration Code
- The Clerk was tasked to prepare terms of reference for a Remuneration Committee for the next Board meeting (its membership a combination of S&G and F&GP Committee chaired by the Vice Chair). **ACTION: CLERK TO THE GOVERNORS**
- The Clerk would prepare an alternative mechanism for Governors' urgent debate and decision between Board meetings. This would mean that the Accommodation Working Group could be disbanded which has a narrow remit. This would be presented to the Committee for debate. **ACTION: CLERK TO THE GOVERNORS**

7. Staff and student engagement and topics for future development

Governors agreed that the opportunities for engagement with staff and students to date had been useful. A new event was being introduced for Fellows and Governors at the Summer Show. Governors would be notified of the date once confirmed.

ACTION: CLERK TO THE GOVERNORS

A calendar of events is being developed which would be issued to Governors.

ACTION: CLERK TO THE GOVERNORS

The Committee agreed: -

- To note previous and future events

8. Fellows for consideration in 2019

A package would be prepared for Fellows to outline information about the College, the role of a Fellow and give an invitation to deliver a public inaugural Fellow's lecture in the autumn following their conferment. **ACTION: PRINCIPAL/CLERK**

Suggestions of Fellows were discussed agreeing that these, if accepted, would represent a variety of the arts.

The Committee agreed: -

- The Principal would update Governors on progress of Fellows by email **ACTION: PRINCIPAL**
- A draft package for new Fellows would be brought to the next meeting

9. Any other business

No items.

10. Date and Time of Next Meeting

The next meeting was arranged for Monday 24 June 2019 commencing at 2.30 pm, subject to the length of the agenda, the meeting might be deferred to commence at 3.00 pm

Signed as a true record of proceedings

Chair: **Date:**