



**Minutes of the Meeting of the Search and Governance Committee
held on Monday 26 November 2018**

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.

1. Apologies for Absence

Professor Robin Baker and Ms Katie Seekings

2. Declaration of Interests

None declared

3.I Minutes of the Last Meetings

The minutes of the meeting held on 25 June 2018 were agreed and signed by the Chair as a true record.

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

No matters arising which would not be covered during the meeting.

The Committee agreed: -

- To approve the minutes of the last meeting

4. Governors' Data

- I. The skills audit October 2018 showed the profile of Governors' skills collectively. Overall the Board represented highly skilled Governors who collectively brought a wealth of expertise to the Board. Under-represented skills remained similar to last year; predominantly law and legal expertise. Other areas scoring less than 50% included school and academies, local authority and health and safety. If required, legal advice could be purchased if required. The Clerk suggested considering the skills deficiencies against the applications of candidates for governorship to identify if skills could be strengthened further. The Committee had previously agreed to seek to appoint Governors who had senior leadership experience in FE and a qualified accountant.
- II. Attendance 2017/18 to the Board and Committees was very high at 90%. Individual attendance was noted with no areas of concern. Quality of contribution from Governors was recognised even if for those Governors with slightly lower attendance.

The Committee agreed: -

- To note reports

5. Vacancies on the Board and Committees 2018/19

- I. There are three vacancies for Independent Governors. Applications from potential governors were discussed concluding to invite two applicants for a preliminary chat before considering as part of the formal process. There was a significant conflict of interest with one applicant which would not be pursued; however, the College could work with the applicant in a different capacity.

ACTION: CLERK TO THE GOVERNORS

The Clerk suggested Governors consider the option to co-opt to the Audit Committee as an alternative based on one of the applicant's skills set.

The Principal was contacting a qualified accountant whose skills set would be appropriate to join and potentially chair the F&GP Committee. In addition, a Governor employed in the digital sector was being sought which would support the College's strategy.

ACTION: PRINCIPAL

A ballot had taken place for a Staff Governor (HE) with three nominations. The Principal was asked to write to the unsuccessful nominations expressing Governors' appreciation for standing for role.

ACTION: PRINCIPAL

- II. Committee membership would remain unchanged until additional Governors were appointed. The Clerk reminded Governors that Alison McLean had been appointed to AQ&S (HE) temporarily and Katie Seekings would like to join the AQ&S (FE) instead of the Audit Committee.

The Committee agreed: -

- To invite two applicants to meet with the Principal, Chair of Committee and Vice Chair for a preliminary chat
- To ascertain alternative ways to work with an applicant who had a conflict
- To pursue accountancy and digital skills for vacancies
- The Principal to write to the unsuccessful staff nominations on behalf of Governors
- Committee membership would remain unchanged until further Board appointments were made

6. Governors' Feedback and Assessment

The Clerk explained the exercises which had taken place each year giving Governors the opportunity to provide feedback on the effectiveness of governance arrangements and offer suggestions for improvement.

- I. Results from the benchmarked self-assessment exercise and an action plan had been presented to the Board. Key areas scoring slightly lower needed to be addressed via committees and the Board. Governors suggested reports with headline information from the student voice and outcomes needed to be clearly reported to the Board. Outcomes for learners also linked to OfS requirements which will focus on outcomes. The Clerk reminded Governors that the questionnaire was FE focused using the Ofsted Common Inspection Framework. The Clerk would propose this is extended to incorporate OfS requirements in future.

ACTION: CLERK TO THE GOVERNORS

- II. Chairs' appraisals have been completed and would be shared with individual Chairs.

ACTION: CLERK TO THE GOVERNORS

- III. A summary of Governors' self assessment processes were presented with discussion about the option to commission an independent review of governance this year. The internal auditor would test governance processes and procedures. It would be beneficial to test behaviours, covering constructive challenge, contribution, facilitating discussion and identify any improvements to assist the Board to work better.

The Committee agreed: -

- Self assessment processes remain appropriate and timely
- The benchmarked self assessment exercise should continue to be undertaken but extended to include OfS requirements
- An independent review of governance would be commissioned testing Governors' behaviour to identify what would improve the operating function of the Board. The facilitator would need to understand the sector and OfS.

ACTION: PRINCIPAL AND CLERK

7. Staff and student engagement and topics for future development

There was discussion about opportunities for engagement.

The Committee agreed: -

- The Principal would consider options to involve Governors in part of the staff festival in July
- Governors would continue to be invited to the College's symposium
- Notification of exhibitions, events and visiting lecturers would be provided
- Governors would be encouraged to attend about three events or activities as well as graduation each year
- The option to watch lesson observations would be investigated
- Governors would be invited to tour the College as part of other events
- The Principal would arrange meetings with small groups of students before the December Board meeting

ACTION: PRINCIPAL

8. Amendment to the Instrument and Articles of Government

The Clerk proposed an amendment to Instrument 8 regarding persons who are ineligible to be members which incorporated Charity Commission legislation. In addition, Governors would be asked to sign a statement confirming eligibility to be a Governor using OfS guidance for persons who may not be fit and proper persons to undertake the duty. A revision was proposed to the structure of the form to separate criteria A-F which would be amended and forwarded to the Committee for comment.

ACTION: CLERK TO THE GOVERNORS

The Committee agreed: -

- To recommend the Board endorse the amendment Instrument 8 (11) A person shall be disqualified from holding, or from continuing to hold, office as a governor if that person is disqualified from being a charity trustee under the Charities Act 2011 or any successor legislation.
- To agreed OfS eligibility form, with some amendments, regarding fit and proper persons

9. Standing Orders and Terms of Reference 2018/20

The Clerk presented revisions to the Standing Orders and Terms of Reference with changes noted which predominantly related to the ESFA's Audit Code of Practice, removal of Link Governors and removal of the operating protocol of the Board.

The AQ&S (HE) Committee's timetable of business would be reviewed to ensure that it incorporated requirements of the OfS for governance processes, consumer protection law, GDPR and Prevent to ensure rigorous reporting to the Board.

The Committee agreed: -

- To recommend that the Board approve changes to the Standing Orders and Terms of Reference 2018/20
- Committee Chairs would be requested to annually confirm that Committees robustly cover their terms of reference and meet external requirements

ACTION: CLERK TO THE GOVERNORS

10. Policies for approval: Complaints against the Corporation

This was an existing policy with guidance that this should be in place in the event that a complaint was received about a Governor or the Clerk.

The Committee agreed: -

- To approve the Complaints against the Corporation Policy

11. Fellows for consideration in 2019

Staff and Governors would be asked to contribute ideas for Fellows in January. The Principal would share the College's new strategy with Fellows and is ensuring that there is engagement with Fellows.

The Committee agreed: -

- Potential Fellows would continue to be sought and shared with the Committee for comment

12. Any other business

The Chair raised a recent press article outlining the Chief Inspector of Ofsted's speech which was negative about creative arts progression. The Principal confirmed that positive actions are being taken including national lobbying and some research in the sector.

13. Date and Time of Next Meeting

The next meeting was arranged for Monday 25 March 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:**