



**Minutes of the Meeting of the Search and Governance Committee  
held on Monday 24 June 2019**

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

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

The meeting was quorate as six Members were present.

**1. Apologies for Absence**

No apologies

**2. Declaration of Interests**

None declared

**3.I Minutes of the Last Meeting**

The minutes of the meeting held on 25 March 2019 were agreed and signed by the Chair as a true record.

Matters arising would be covered on the agenda.

The Committee agreed: -

- To approve the minutes of the last meeting

**4. Vacancies on the Board and Committees 2019/20**

There are currently four vacancies for Independent Governors and an additional vacancy as Alison McLean's term in office would end in August 2019. The Principal had contacted two potential Governors who had appropriate skills (qualified accountant and FE/HE leadership). Unfortunately the timing was not right for either to pursue.

The Committee agreed that it is important to have a qualified accountant on the Board, particularly serving on the F&GP Committee which was also recently recommended by the FE Commissioner. Several approaches had been made but without success. Lynn Forrester-Walker would be asked to consider serving on the F&GP Committee for another year and, if agreed, a recommendation would be made to the Board. **ACTION:CLERK TO THE GOVERNORS**

Three applications were presented and discussed noting that the Principal had informally met with candidate A who had a career in HE. It was agreed that the Chair of the Corporation and Chair of the Committee should meet candidate A. **ACTION: CLERK TO THE GOVERNORS**

Candidate B has a graphic design business and is active in the community with

experience as a Chair of Governors in a primary school. Candidate C has had a career in software development. The Principal would meet separately with candidate B and candidate C and, if appropriate, meetings would be arranged with two other Governors. **ACTION: CLERK TO THE GOVERNORS**

Succession planning needed to be taken into account as there will be additional vacancies on the Board as some Governors will have completed two terms in office. Several potential Governors were suggested agreeing to invite them to submit applications for consideration. These would offer a range of skills including broad business and entrepreneurial skills, a qualified Architect, a senior academic, a member of the London Assembly representing London Boroughs and a High Sheriff of Herefordshire. **ACTION: COMMITTEE MEMBERS**

The Clerk informed Governors that Hannah Jones, Student Governor (FE) would be returning to College as an HE student next year and had expressed an interest to continue to serve on the Board. Governors discussed this and concluded that it is important for the Board to include HE and FE students; however, the Board's size could be increased to a total of 20 Governors.

Committee membership would remain unchanged until October 2019 which would not affect committees which are not due to meet again until November.

The Committee agreed: -

- The Principal and two Governors would meet applicants for further discussion
- Committee membership would remain unchanged until the October Board meeting when it was anticipated that additional Governor will be appointed
- To re-appoint Lynn Forrester-Walker as a Co-opted Member of the F&GP Committee for a further year
- Governors would contact potential Governors inviting them to complete applications if interested
- To recommend that the Board increase its composition to 20 Governors so that three student Governors could be appointed in 2019/20

#### 5. **Amendment to the Instrument and Articles of Government Instrument 13**

A change was proposed to the method the quorum for Board meetings is calculated. This will be based on the appointed members, i.e. not include vacancies to calculate the quorum. In addition, it was proposed that the quorum for reserved items, i.e. confidential items; be reduced to a minimum of five members.

The Committee agreed: -

- To recommend the Board approve changes to Instrument 13

#### 6. **Procedure for Governors urgent business**

The Clerk had prepared a paper outlining current practices permitted by the Board to address business between meetings and a proposal for consideration. This proposed the removal of the Accommodation Working Group, which has a very narrow remit. A draft alternative mechanism for urgent business outside of Committees' remits and in between scheduled Board meetings was presented for discussion. Governors agreed that a Chairs' Group as opposed to Chairs' Committee should be formalised. Draft terms of reference were broadly agreed with an addition that the Chairs' Group has no executive power and point 2 expanded to state additional governors can attend meetings or be co-opted, particularly if the group's specific purpose is within their area of expertise or interest.

The Clerk would amend the terms of reference and remind Governors that any Governor can request to attend a Committee periodically. **ACTION: CLERK TO THE GOVERNORS**

The Committee agreed: -

- To recommend that the Board remove the Accommodation Working Group
- To approve formation of a Chairs' Group as per terms of reference which the Board would be requested to approve

**7. Governors' self assessment**

- I. The benchmarked self assessment exercise with West Midlands Colleges would be completed during the summer with a link issued to Governors. This would encompass the Ofsted framework and OfS requirements.
- II. The Chair and Chair of Committee would complete one to one Governor appraisals during the summer. **ACTION: CLERK TO THE GOVERNORS**
- III. The independent review of governance had been deferred to spring 2020.
- IV. The Clerk apologised that she had omitted to include the paper on the assessment against the AoC Code of Good Governance. This would follow by email. **ACTION: CLERK TO THE GOVERNORS**

The Committee agreed: -

- To note progress of self assessment

**8. Staff and student engagement and topics for future development**

Governors would have an opportunity to meet with some staff before the next Board meeting. As part of the staff festival the Principal would invite Governors to lecturers delivered by members of staff about their professional practice. **ACTION: PRINCIPAL**

The Committee agreed: -

- To note future plans for staff engagement

**9. Fellows for consideration in 2019**

Deirdre Figueiredo had accepted a fellowship and would be conferred at the Graduation and Awards Ceremony. An event would be held in the autumn term when Deirdre Figueiredo would be the guest speaker. The Principal would continue to manage relationships with Fellows.

The Committee agreed: -

- To note progress

**10. Board and Committees' calendar of business items 2019/20**

This was a working document used by the Clerk which showed business items during the next academic year. This took into account the Corporation's standing orders, terms of reference and scheme of delegation. OfS requirements have also been incorporated.

The Committee agreed: -

- To adopt the business timetable which would be issued to Governors

**11. Annual items for Committee**

The Committee agreed: -

- To appoint Tim Newsholme as Chair of the Committee for 2019/20
- The Committee self assessed its performance and agreed that it was effective and adequately met the requirements of its terms of reference
- The Clerk would review the terms of reference

**12 Any other business**

The Committee recorded their appreciation to Alison McLean for her sound contribution to the Committee as this was her last Committee meeting.

**13. Date and Time of Next Meeting**

The next meeting was arranged for Monday 25 November 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:** .....