



SEARCH & GOVERNANCE COMMITTEE

Minutes of the Meeting held on Wednesday 28 February 2018 at 6pm at the Paddington Green Campus

Present

Alexandra Fyfe (Chair of the Committee)
Tony Johnston (Chair of the Corporation)
Judith Williams (Vice Chair of the Corporation)
Keith Cowell (Principal & CEO)

Natalie Watt, Interim Clerk to the Corporation (Temp)

Action

1. Attendance and Apologies for Absence

Apologies were received from Brenda Goring-Moore due to the adverse weather conditions. Keith Cowell, (Principal and CEO) attended from 6.15 pm.

The meeting was declared to be quorate.

2. Declarations of Interest

Governors present declared their individual interest on the items relating to terms of office and future appointments.

3. Health and Safety Announcements

The Chair provided a briefing on the Health and Safety arrangements for the meeting.

4. Chairs Announcements

- The Chair of the Committee informed the meeting that minutes from the previous meeting were not available (due to the unexpected absence of the Clerk). It was noted that these would be submitted to a later meeting of the Committee for completeness.
- Governors were advised that no action log had been prepared, in the absence of the minutes. Known outstanding items had been included on the agenda. Noted.
- Governors were advised that all reports to the Committee at this meeting would be oral.
- Noted that supporting information had been prepared by the Chair of the Committee and would be distributed under each item as appropriate.

Clerk

5. Review of Corporation Skills, Diversity and KPI Performance

- The Chair of the Committee summarized the proposed agenda and the need for effective and focused discussion, especially in light of the oral reporting. Agreed.
- Governors were advised that the supporting documents had been prepared by the Chair to provide a reference point for discussions but should be checked for accuracy with the permanent Clerk on her

Clerk

return. Noted.

- The Chair circulated the spreadsheet detailing the skills summary for current Governors. Governors were advised that 2 responses were still outstanding. Discussion followed on the detail contained in the spreadsheet and the Chair summarized and identified any assumptions that had been made.
- Governors discussed the challenges of capturing relevant information and the complexity of weighting individual skills. It was agreed that weighting of skills was unnecessary but that in future broader terminology may be usefully employed i.e. desirable, essential etc.
- Detailed discussion followed on how fit for purpose the current skills list was for the post merger Board and in relation to future strategic priorities. Debate followed on what the FE sector norms were, although the Chair of the Committee noted that the Corporation should not be constrained by sector norms. Agreed.
- Discussion followed on the issue of Governors serving for longer than 2 terms and how best to balance this against the need for the Corporation to demonstrate its commitment to the Code of Good Governance post merger. Governors acknowledged that compliance with the Code required the Board to comply or explain its actions.
- Governors acknowledged the need to balance fresh input at Board level, against the need, for a pragmatic approach to enacting changes. Discussion took place on the challenges facing the merged board, including the need to ensure that Governors, with the strongest skills mix, were in place to provide strategic direction for the new organisation.
- All Governors contributed to the discussion and a proposal was made to use the 2 days of allocated support from a National Leader of Governance via the AoC, to focus on these issues.
- It was agreed, that an independent review, would best serve the new board. The Committee also acknowledged the need to maintain an effective board, through the forthcoming skills review and necessary recruitment process for new governors, whilst sustaining effective governance.
- Following discussion, it was agreed, that staggered terms of office would be proposed, following on from the skills audit and a profile of staggered terms of office was discussed.
- The NLG advisor would be asked to conduct an independent skills audit and contact each Governor individually during the coming weeks. The NLG advisor would also ascertain each Governor's view on the length of their next term. It was agreed that this work would be completed in time for the dispatch for the next meeting of this Committee on the 6th June 2018.
- It was agreed that JW would develop a brief, with the Chairs of the Committee and the Corporation and commission the work in the absence of the Clerk.

JW

Oral update RECEIVED.

6. Corporation Succession

- Following a comprehensive discussion covering items 5 and 7, it was agreed that a sustainable succession plan would need to be developed for the future. It was anticipated that this would be facilitated by introducing staggered terms of office for appointments made effective from 1 August 2018.
- It was noted that proposed details of this plan would follow on from the

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work being undertaken in the next 2 months and would be presented back to the Committee for consideration.

7. New Governor Recruitment

- Governors discussed existing and potential future vacancies and the best method of recruiting Governors. It was agreed that this topic may need to be considered further, after the commissioned work had been completed.
- Following discussion, Governors expressed their concern that the recruitment for new Governors not be held up by the skills review. It was noted that lead in times from the first point of contact to appointment could be several months.
- It was agreed, that the Chair of the Search and Governance Committee would email all Governors and ask them to use their networking contacts to provide the Clerk with details of any expressions of interest. **AF**
- Discussion followed on some suggested areas of recruitment such as key stakeholder bodies, community groups and local authorities. Governors emphasized the need for recruitment and networking to be at a senior level, to ensure any appointees had a breadth of skills and reasonable seniority to have flexibility/control of their schedules to commit to the role. Agreed.
- Governors agreed that the focus of new recruitment needed to consider 4 key areas:
 - Teaching, Learning & Curriculum
 - Property – Strategic and Technical Professional expertise
 - Stakeholder/Community representation
 - Safeguarding & Prevent
- Governors requested that consideration also be given, to developing a formal succession plan, as part of a wider governance commitment to deliver to key priorities. The Chair of the Committee agreed that this would be added to the agenda for the next meeting and could be informed, in part, from the information gathered as part of the external review. **AF/Clerk**

(Item 8 was omitted from the agenda in error, the following items were taken in the order minuted).

9. Update on Disclosure and Barring Service

- The Chair of the Committee circulated a summary of progress to date. It was noted that some Governors needed to provide supporting evidence to progress the checks.
- The Interim Clerk was asked to follow up any outstanding matters via email with the Governors concerned. Agreed. **NW**

10. Date of Next Meeting

- **The date of the next meeting was confirmed as Monday 4th June 2018 at 6pm at Paddington Green.**

11. Any other urgent business

Governors Communication Strategy

- It was noted that a number of Governors undertook additional duties and visits to the College, however, concern was expressed that feedback or comments from such visits were not always being

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captured in a systematic way or communicated to the wider board. Governors requested that consideration be given to developing a more formal communication strategy to ensure that the whole board could benefit from feedback and triangulate information gathered. It was agreed that this would be carried forward to the next meeting and a communication strategy would be proposed for consideration.

Clerk

- The Chair of the Committee confirmed that the Clerk maintained attendance records of any additional duties or visits undertaken by Governors.

Events

- Governors flagged up the need for key dates to be circulated ASAP, to ensure that Governors were provided with opportunities to access training and external and internal events.
- The CEO confirmed that Governors had been emailed with the dates of the skills show.

CEO

AoC Governance Conference

- The Chair of the Committee requested that details of the forthcoming conference be circulated to all Governors to provide an opportunity for them to attend. The CEO confirmed that the Governance conference was taking place on the 14th March 2018 in London. It was agreed that the CEO would advise the Governance support officer of the need to circulate details and confirmed that appropriate bookings would be made as necessary.

CWC Enterprises

- The Chair of the Committee sought clarification on what action was needed or had taken place to replace one of the Directors of CWC Enterprises Ltd who had recently retired.
- Following discussion, the CEO agreed to provide a report to the next meeting of the Finance and General Purposes Committee. The Chair requested that any specific actions or decisions be clearly identified, in relation to the trading company. Agreed.

CEO

12. Issues of Confidentiality

- The Chair of the Committee confirmed that the minutes of this meeting should be classified as confidential. Noted that the minutes would be reviewed in line with the confidential items policy, upon the return of the Clerk.

Clerk

Signed by: _____

Date: _____