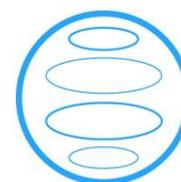


SEARCH & GOVERNANCE DEVELOPMENT MEETING

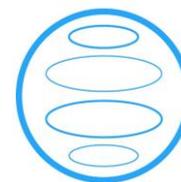
DRAFT MINUTES

Date	3 October 2012	Time	9:30
Venue	Station Plaza Boardroom		
Chair	Ken Melsom MBE JP	Minutes taken by	Louise O'Byrne
Membership	Mr C Cooke; Mr P Farmer; Mr K Melsom (Chair); Mr V Kempner; Mr L Brissett; Sian Hancock Lead Officer: Mr S Hagues		
Apologies	Mr S Hagues (delegated to Damon McCollin-Moore and Melanie Price)		
In attendance	Mr D McCollin-Moore; Ms M Price; Mrs J Salt		

Item no.	Item	Actions
1.	Apologies Mr Hagues had sent apologies. These were accepted. Mr Hagues had delegated attendance to Mr McCollin Moore and Ms Price. Mr Brissett did not attend this meeting. Miss Hancock had notified the clerk that she would arrive after 10am.	
2.	Declarations of interest No interests were declared.	
3.	Minutes of the last meeting RESOLVED: The minutes of the previous meeting on 20 June 2012, including the confidential minutes, were agreed as an accurate record. Proposed: Mr Melsom; Seconded: Mr Farmer; CARRIED.	
4.	Matters arising on the minutes All items had been completed or were in progress. It was still too early to review the Corporation Committee structure as previously discussed; this action should be scheduled for 2013.	
5.	Search and Succession Planning This item was postponed to the end of the meeting, as a Part 2 item.	
6.	Governor Performance This item was postponed to the end of the meeting, as a Part 2 item.	



7.	<p>Student Governor engagement in Corporation business – update This item was postponed until Miss Hancock’s arrival at the meeting.</p>	
8.	<p>Committee Terms of Reference The clerk presented this item. Refer to accompanying paper for more details. The Committee was asked to conduct a line-by-line review of its terms of reference, and assess its performance during 2011/12 against each item. The Committee conducted a careful and detailed review, and concluded that it had discharged each item appropriately.</p> <p>Examples of recent good practice had included inviting the chair of a local business women’s network to a Search Committee meeting to advise on recruiting female governors, and plans for governors to attend the forthcoming Hastings Let’s Do Business event. Mr Farmer observed that more members were needed with current business skills.</p> <p>In addition, the Committee agreed a number of new items for the ToR, to reflect its new Governance Development role. These included oversight of the Code of Conduct; arrangements for identifying Members’ conflicts of interest; the Corporation Standing Orders; the Governance Development Plan; governance self-assessment; responses to national developments in FE governance; and governance development in general.</p> <p>RESOLVED: The updated terms of reference would be recommended to the Full Corporation on 5 December 2012. Proposed: Mr Farmer; Seconded: Mr Cooke; CARRIED.</p>	
9.	<p>Review of confidential minutes The clerk presented this item. Refer to accompanying paper for more details. The purpose of this item was to review any confidential minutes from this committee on 2011/12, and decide whether any could now be made public. It was agreed that the default position should always be for the Corporation to conduct its business openly. However, the minutes in question (from 22 February and 20 June 2012) had referred to named individuals who had applied, or were thinking of applying for Corporation membership. It was therefore agreed that these minutes should remain confidential, in order to comply with the Data Protection Act.</p>	
10.	<p>Compliance against the Foundation Code of Governance – update The clerk presented this item. Refer to accompanying paper for more details. The Corporation had adopted the English Colleges Foundation Code of Governance in March 2012, and was compliant with all requirements of this Code, with the exception of the following:</p> <p>a. Role profiles for governors generally, the Chair and other governors undertaking defined roles within the governance structure (Clause 1.4) The Committee reviewed the governor role profile already agreed in July 2011,</p>	



and new draft profiles for the Chair, Vice Chair and Committee Chairs. It was agreed that some items needed adding to the Chair role profile, for example ex officio membership of all committees; chairmanship of the Remuneration Committee; leadership of strategy days. The Chairman would work with the clerk to finalise this document. The Vice Chair role profile should make reference to chairmanship of the Special Committee, and a general open-ended statement about taking on additional responsibilities in line with the individual's skills and interests, and the needs of the Corporation.

RESOLVED: Subject to the above amendments, the role profiles for Chair, Vice Chair and Committee Chairs were agreed, for recommendation to Full Corporation on 5 December 2012. Proposed: Mr Kempner; Seconded: Mr Farmer; CARRIED.

b. Public Value Statement (Clause 1.8)

The AoC was in the process of drafting guidance on this. The clerk explained that different colleges had approached this duty very differently, and that it would be best to wait until the AoC guidance was published, and the new College strategy was agreed before the SCCH Corporation was asked to commit to a PV Statement. Mr Kempner, who was as a member of the AoC Portfolio Group, added that the emerging strategy demonstrated a strong commitment to delivering public value. It was therefore agreed to defer this task until the Corporation was in a position to discharge it appropriately.

c. Governing body effectiveness assessment (Clauses 1.1-1.3)

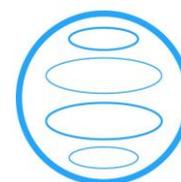
In order to comply with this, the Corporation needed to introduce a process for assessing the performance of individual governors, and the Chair and committee chairs. The Full Corporation had delegated oversight of this process to this Committee on 19 September 2012. A draft proforma for all governors, and a questionnaire to assess chair performance, had been circulated with the meeting papers. The clerk had taken advice from the Head of HR, and discussed the documents with Mr Melsom and Mr Farmer ahead of the meeting.

The Committee discussed the drafts in detail. It agreed that they were suitable, and would be implemented on a pilot basis with some governors this term. Mr McCollin-Moore suggested that the committee chairs could be offered a chance to meet together and share best practice. It was agreed to explore this as part of the 2013 SAR format.

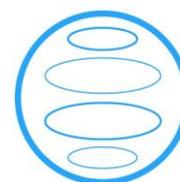
Miss Hancock joined the meeting.

In addition, the Corporation needed to publish an overall assessment of the College's performance annually. Again, the clerk explained that a variety of approaches were being taken. It was agreed that the SLT should make recommendations on the preferred approach to the Full Corporation in December 2012.

Item 7 was taken at this point.



<p>7.</p>	<p>Student Governor engagement in Corporation business – update Miss Hancock and the clerk gave a verbal update to the Committee. The new student governor would be elected by the end of October. Miss Hancock had attended NUS training for student governors. Generally, the structures and processes within the new Student Council were developing very effectively.</p>	
<p>11.</p>	<p>Governance Development The clerk presented this item. Refer to accompanying papers for more details.</p> <p><i>Governance Development Plan</i> All actions had been completed or were on track.</p> <p><i>Link Governor Scheme</i> Following discussions with the Deputy Principal Curriculum and Quality, it was proposed to cease the arrangements for 1:1 links between governors and departments, and replace these with whole Corporation visits to curriculum areas during the year. This would widen governor engagement, and support governor oversight of the curriculum, as well as raising the profile of the Corporation. Ms Price observed that support areas had also benefitted from the link governor visits during 2011/12; it was therefore agreed to include support areas also.</p> <p>The revised scheme should be as informal as possible. The clerk would produce a light-touch protocol in place, and arrange two visits for this term. Mr Cooke would ensure staff understood the reasons for the visits. At a later date, it might be helpful to explore governor visits to lessons and/or sharing lesson podcasts with governors.</p> <p><i>Corporation operational risk register</i> The Corporation had recently approved a new Risk Management Policy and system. In addition to the strategic risk register, it was proposed that the Corporation should develop a short operational risk register in the same way as other college departments. As well as supporting Corporation day-to-day risk management and business continuity, this would send out a clear message that the Corporation was leading by example. The Committee agreed the proposed list of risks as follows:</p> <ul style="list-style-type: none"> • Failure to achieve business continuity (including governor succession planning and Corporation support) • Failure to receive accurate and timely information from the SLT • Failure to be aware of and comply with emerging legislative and audit requirements for governing bodies • Failure to ensure the quality of the governing body’s own performance <p>The clerk would work with the Health, Safety and Risk Manager to complete the register and action plan, and integrate this with the revised Governance Development Plan in time for the February 2013 Search and Governance Development Committee meeting.</p>	<p>Clerk Principal</p>



12.	<i>Review of the Clerk's Independence</i> The clerk presented this item. Refer to accompanying paper for more details. Various measures were in place to guarantee the clerk's independence, including access to independent legal advice. The clerk was satisfied with the arrangements, and the Committee had strong confidence in the clerk's independence.	
13.	<i>Planning for strategic awaydays</i> It was agreed that the January 2013 awayday should be a residential event as per 2011/12. The clerk would work with Mr Melsom to identify a venue. <i>Miss Hancock, Mr McCollin-Moore, Ms Price and Mrs Salt left the meeting. Items 5 and 6 were taken at this point as confidential items.</i>	
14.	AOB No matters were raised. <i>The meeting closed at 12.05</i>	
	Date of next meeting: Wednesday 13 February 2013	