

SEARCH AND GOVERNANCE DEVELOPMENT COMMITTEE MEETING

DRAFT MINUTES

Date	24 February 2016	Time	15.00
Venue	Ore Valley		
Chair	Vic Kempner		

Membership:

Vic Kempner (Chair); Tony Campbell OBE KSG FRSA (ex officio); Clive Cooke (ex officio); Graham How; Dr Diana Garnham; Ken Melsom MBE JP

Apologies: Tony Campbell OBE KSG FRSA; Ken Melsom MBE JP

In attendance:

Item no.	Item	Action
1.	Apologies Apologies were received from Tony Campbell OBE KSG FRSA and Ken Melsom MBE JP. The Principal noted he would attend the first part of the meeting.	
2.	Declarations of interest There were no declarations declared.	
3.	Draft minutes of the last meeting held on 9 September 2015 The minutes were agreed as a true and accurate record. Proposed: GH; Seconded: VK; CARRIED	
4.	Matters arising on the minutes were noted as completed or included as part of the agenda.	
5.	Membership Matters Corporation size The Committee considered the size of the Corporation and whether it was fit for purpose. The Chair reported that last year's AoC survey shows the average size of FE College Corporations is 17. The key indicator is looking at the feedback, seeing that there is a range of connected views and that governors can contribute when they want to and don't feel isolated. It was agreed this is the case at Corporation and committee meetings. The Chair reminded the Committee that Corporation meetings have been tightened up ensuring reporting back from committees is efficient allowing more time for debate. The Principal noted that the Corporation meetings feel large due to the observer and additional student role. He suggested that the membership is held at 17 with appointments made if necessary. He noted that it is about quality and not quantity. There are two areas to consider around board size: <ul style="list-style-type: none"> The governance of the organisation and making sure it is appropriate. The demands on governors are considerable and there needs to be an appropriate size to share responsibility 	



	<ul style="list-style-type: none"> • Strategic facing discussion which is often helpful in a smaller group <p>The Chair suggested an experiment with a team of independent governors alongside the executive staff may be a consideration for the future.</p> <p>The Principal questioned the observer role on the Corporation and the Committee discussed why the role had been introduced. The Clerk agreed to refer to the byelaw and Charity Commission guidance around representatives from the County Council and take forward.</p> <p>The Principal asked for clarification around the role of co-opted governors attending Corporation meetings and the Clerk noted that the full membership had been invited to the agenda item around the Area Review process due to full board responsibility for the outcomes of the Area Review but that this was not a typical arrangement.</p> <p>Succession Planning-consideration of re appointments (Graham How departs) Graham How The Committee considered the re appointment for a second term of office for Graham How and agreed that Graham is involved as a governor, is committed to the Corporation and the College, has very relevant expertise and excellent local knowledge and provides a very different and welcome perspective to the Corporation and the Search and GD Committee. His attendance is excellent and despite his illness he had remained a committed member of the Corporation who kept up to date with business in his absence. (Graham How re-joined the meeting) Sue Walton The Committee considered the re appointment for a second term of office for Sue Walton and agreed that Sue contributes well to debate, supports the College, has relevant skills with a technical background and experience of working with a big PLC, is a corporate financier and has a broad perspective of education and the needs of the Pestalozzi students. Conflicts of interests have arisen due to her role as the Chief Executive of Pestalozzi but these are addressed. Her attendance is excellent and she is a committed member of the Corporation and Vice Chair of the F&HR Committee. Simon Hubbard The Committee considered the re appointment for a second term for Simon Hubbard and agreed that Simon has relevant experience in key areas, broad community thinking, useful connections and political contacts and brings an important perspective of the town to the Corporation. He is very committed and loyal to the College with excellent attendance and always attends College events where he is able to. The Committee considered his considerable commitments for the Council but agreed despite these his commitment to the College was evident. Derek Stevens The Committee considered the re appointment for a second term for Derek Stevens and agreed that Derek is a strategic thinking, has relevant skills as a qualified accountant and former chief executive of Rother District Council, is very well connected and had the experience and personality to be a potential future Chair of Corporation. He has 100% attendance on both Corporation and as Chair of Audit Committee and takes the time independently with the Clerk to visit curriculum areas and meet with staff.</p> <p>The Clerk noted that the Chair of Corporation had recommended to approve all re appointments. The Clerk noted that all three governors confirmed they would serve a further term of office.</p> <p>RESOLVED: The Committee recommended to approve the re appointment</p>	Clerk
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	<p>of:</p> <ul style="list-style-type: none"> • Graham How for a second term of office from 20 March 2016 until 19 March 2020 • Sue Walton for a second term of office from 14 March 2016 until 13 March 2020 • Simon Hubbard for a second term of office from 02 May 2016 until 01 May 2020 • Derek Stevens for a second term of office from 02 June 2016 until 01 June 2020 <p>Proposed: VK; Seconded: DG; CARRIED. The Clerk noted that she had formal agreement from the Chair of Corporation in support of the re appointments.</p> <p>Skills audit The Committee considered the proposed skills audit and the Clerk agreed to modify as follows:</p> <ul style="list-style-type: none"> • Make the questions appropriate to the Corporation and College business • Include a section on whether knowledge is current and up to date • Ask governors to provide examples of where they have applied their skills to date, monitor through the year and include an end of year one to one with the Chair or Vice Chair • Encouraged governors for each of the sections where they have given a 1. to put in an example • Include a section asking how confident governors are to work with or support the SLT on a relevant issue • Run a behavioural audit alongside the skills audit. DG to provide an example. <p>Other suggested areas around skills were considered including:</p> <ul style="list-style-type: none"> • Looking at meetings to analyse whether skills were coming into place DG agreed to send through an example. This can inform whether skills are being utilised and inform changing the balance of a committee. • DG agreed to send through an article by Julia Unwin to the Committee <p>It was agreed that widening the skills audit to include the above made it a key document for the Committee to use and the SLT to draw on for governor involvement and impact.</p> <p>The Committee considered the website. The Clerk noted that all the relevant minutes and documents are available on the website but that it would benefit from refreshing, particularly for attracting new governors. She noted that an ETF funded session from Sheila Selwood had provided useful guidance for updating the website and it was important to update as it is the Corporation's link to its stakeholders. The Clerk agreed to look at the HRMC website for ideas as it was suggested as a good example. The Clerk agreed to speak to the Chair about prioritising the work.</p> <p>Recruitment The Committee noted the on-going search for independent governors (see report for full details). The Chair noted that following an Audit of safeguarding by ESCC the Corporation is not compliant in a requirement for governors on an interview panel to complete</p>	<p>Clerk</p> <p>DG</p> <p>DG</p> <p>DG</p> <p>Clerk</p> <p>Clerk</p>
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	<p>governors, giving everyone a chance to input to discussions, transparency around decision making, hearing the stakeholders' voice.</p> <p>E Governance, piloting a project which provided live experience for the IT department to roll out an effective system to staff and students, currently being rolled out in SLT and by some managers, cost and time savings to the College and environmental efficiency.</p> <p>Terms of office for governors The Committee noted the report with guidance on terms of office (see full report for details). The Chair reported that the Corporation has signed up to the Nolan Principles and AoC Codes of Governance and is accountable under Charity Law. Only 6% of governors nationally have terms of 12 years or more. Colleges are under a tighter regime and under the spotlight more than ever more and the Corporation must ensure that governance is not a barrier in moving to Outstanding . The item was considered in depth and key points raised included:</p> <ul style="list-style-type: none"> • A third term of office would be considered in exceptional circumstances, for example moving up into the role of Chair and for an outstanding individual • If you don't rotate you don't get diversity • It is unacceptable to continue with bad practice and going forward areas of noncompliance can be addressed. <p>It was stressed that the matter is a policy debate.</p> <p>RESOLVED: In line with the practice of good governance the Committee agreed recommending to the Corporation that no governor should serve more than two terms of four years with a third term by exception. Proposed: VK; Seconded: DG; CARRIED</p> <p>The Committee asked the Clerk to consider whether she was provided with sufficient CPD every year to support the Corporation and be supported. They questioned whether the title of Clerk should be changed to reflect the incredibly important role and whether Company Secretary more appropriately described the role. The Committee requested that the Clerk picks up the point around personal support and job title with the Chair of Corporation at their next meeting. (the Principal departed at 15.18)</p>	Clerk
7.	<p>Governor Performance</p> <ul style="list-style-type: none"> • Self-Assessment planning for 2015-16 <p>The Committee considered and agreed with the self-assessment processes for the year. The Committee asked that a more thorough performance review of the Chair should be undertaken following feedback from the assessment of the Chair and the Clerk agreed to follow up. It was proposed to pilot a short session at the end of each Corporation meeting with independent governors about how the meeting went. [After note: governors trialled at the end of the meeting]</p>	Clerk
8.	<p>Governance Development</p> <p>The Committee considered the item and agreed that a Governance QIP would show that the Corporation was joined up with the College's quality improvement. The Committee asked that the plan is kept simple and includes quantifiable actions.</p>	Clerk
9.	<p>E-Governance and paper light meetings review</p> <p>The Committee noted the survey results and agreed that the overall outcome was positive. They noted the tremendous support from Paul Henderson in addressing minor issues with One Note and devices and his support in getting the project live.</p>	

	A major concern in the developmental stages of the project had been that the move to e governance would affect the level of interaction and debate in the boardroom and it was agreed that the opposite had been achieved. DG who attends a number of electronic meetings reported that the system is the best being used and the Clerk noted that SDC and Bexhill College were both going to pilot the same system with their boards. GH noted that e governance has been live for less than a year and is already an accepted part of the Corporation.	
10.	<p>Attendance and Governor Involvement</p> <p>The Committee noted the review of attendance at meetings and training. It was agreed that the number of changes to meetings during 2015-16 has caused an issue and should be avoided going forward. The Committee noted the poor attendance of two governors and agreed to follow up with the Chair of Corporation.</p>	Clerk Chair
11.	<p>AOB</p> <p>There were no items of business raised.</p>	
	<p>Meetings for 2015-16</p> <p>Wednesday 11 May 2016 (10am start)</p>	

Meeting closed at 17.13

Attendance for 2015-16: 92%
Length of meeting: 2hrs 13minutes

Assessment of the meeting:

The meeting covered a number of good points. There was really interesting debate by governors and outputs from the discussion will give more structure going forward on governance.

It is useful to be aware when facing difficult decisions that the group can be very honest.

Tackling issues of poor attendance and noticeable contributions were key areas discussed at the meet.

Impact of Governance: Challenge and support at the meeting

The focus of the meeting was around improvement to good governance and using good governance to support the College, in particular the Principal and his team.

Membership matters

Board size – debate ensuring that board size is effective to effectively manage College business. Ensuring that the view of the Principal and SLT is taken into account. Board size to be reviewed following the skills audit.

Skills audit - It was agreed that widening the skills audit to include the above made it a key document for the Committee to use and the SLT to draw on for governor involvement and impact. Clerk to introduce and the Committee to monitor the impact and support available to the SLT.

Governance website – challenge around the effectiveness of the website to promote the College and the Corporation. The Clerk to request time to update asap.

Recruitment – the Clerk to organise safer recruitment training for two governors as part of the safeguarding action plan

The Code of Good Governance for English Colleges – the committee to recommend to adopt the Code and areas for further compliance to be included in an action plan as part of the on-going improvement strategy for good governance.

Term of office – detailed debate and agreement to recommend a change to two terms of four years and a third by exception to comply with good governance.

More rigorous self-assessment of the Chair and Corporation meetings – two pilots to run this year. Feedback session at the end of Corporation meetings, follow up with the Chair after the self-assessment results are analysed.

Poor attendance – challenged and follow up by the Chair.