

## SEARCH AND GOVERNANCE DEVELOPMENT COMMITTEE MEETING

### Minutes

Date	25 February 2015	Time	10.00
Venue	Station Plaza Boardroom		
Chair	Vic Kempner		

#### Membership:

Vic Kempner (Chair); Tony Campbell OBE KSG FRSA (ex officio); Clive Cooke (ex officio); Graham How;

**Apologies:** Principal (Clive Cooke). Ken Melsom MBE JP; Tony Campbell OBE KSG FRSA

**In attendance:** Student President (Carlie Stace)

Item no.	Item	Action
1.	<b>Apologies</b> Apologies were received from Tony Campbell, Ken Melsom and Clive Cooke.	
2.	<b>Declarations of interest</b> There were no declarations noted.	
3.	<b>Draft minutes of the last meeting held on 9 September 2014</b> The approval of the minutes were deferred to the next meeting. They were agreed as accurate.	Clerk
4.	<b>Matters arising on the minutes</b> <b>Chris Pole</b> – the Principal’s office is organising a meeting with Chris Pole and the Chair of Corporation, Principal, and Chair of Search will interview on the same day with a view to recommending for approval at Corporation on the 29 April 2015. <b>Independent governor interview</b> – the Chair reported that he and the Clerk had met with an interested individual this morning. The Chair will speak further with colleagues about his experience and skills. He confirmed that he had spoken in detail about the time commitment for the role and the responsibilities. The Clerk noted that the individual was aware that there were limited vacancies on the board at the moment and his details would be retained for the current time. He is currently looking at a number of board positions.	Chair/Clerk
5.	<b>Community Engagement</b> Due to the low attendance at the Committee the Chair had made the decision to defer the item to ensure the VP EES had an opportunity to present to a number of governors. This item was scheduled for the Corporation meeting on the 29 April 2015.	Clerk/ VP EES
6.	<b>Membership Matters - Succession Planning</b> See item 4 above. The Chair reported that there was a drive to address the governor profile	



	<p>on the board. The Clerk noted that KM agreed with looking to address the gender imbalance. The Clerk explained that the gender profile for the full membership was good with 6 women governors; however 4 are student and staff leaving only 2 independent women governors. The Chair of Search reported that an active search was on going but there had been no suitable expressions of interest to date.</p> <p>The Chair quoted from the FE Commissioner’s Annual Report 2013-14 “It is more important that boards have the necessary skills to deal with the complexities of a multi-million pound business than being representative”. It was agreed that this embraced the Search Committee’s ethos around succession planning but governor profile was an important consideration. The Clerk noted that she had contacted Harry Harris’ office and was waiting for a suitable date for HH to undertake his governor induction. The Chair suggested a timeframe is put onto this to ensure HH is fully inducted prior to his first meeting.</p> <p>The Committee discussed the importance of commitment to the role and the Chair noted that this was made explicit to potential governors. The Clerk reminded the Committee about the recruitment pack that had been put together last year and agreed to send a copy to GH.</p> <p>The Committee considered the six independent governors who come to the end of their term of office in 2016. It was agreed that the Clerk would contact governors to ask whether they had any views yet about continuing for a further term.</p> <p>The Committee discussed the rules around the number of terms of office governors are allowed and the Clerk noted the College currently does not have prescriptive rules which follow the Nolan Principles around a set number of terms, although some governors do follow the guidance. The Chair explained that the view to date has been that if a governor wishes to continue and there is a general feeling that their contribution is valuable then a further term is acceptable. The Clerk noted that the Committee do have a rigorous process in place when considering renewals which looks at skills, experience, attendance and commitment.</p> <p>The Clerk noted that the Audit Committee had approached Roger Dennard about his co-opted membership and he had noted that if the Committee felt his skills and experience were still required he was willing to continue. The Clerk will report at the next Audit Committee and the item will come forward to the Search Committee in May for formal recommendation to Corporation.</p>	<p>Clerk</p> <p>Clerk</p> <p>Clerk</p> <p>Clerk</p>
<p>7.</p>	<p><b>Statutory Matters</b> <b>Code of Conduct</b></p> <p>The Committee agreed to retain the Eversheds’ Code of Conduct. They agreed that the summary of the Code in the Standing Orders is a good balanced overview for governors. It was agreed that an annual signing of the Code for all governors would be beneficial and the Clerk agreed to action.</p> <p>The Committee discussed a protocol around e governance and agreed it would be added as an appendix to the Standing Orders when written. The Clerk noted that KM had asked for a formal membership document for the Special Committee to ensure the Committee consisted of at least 3 members. The Clerk agreed to organise terms of reference for the next meeting.</p>	<p>Clerk</p> <p>Clerk</p> <p>Clerk</p>



