

SEARCH AND GOVERNANCE DEVELOPMENT COMMITTEE MEETING

Minutes

Date	11 May 2016	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); Diana Garnham; Graham How; Ken Melsom MBE JP

Apologies:

In attendance: Student President (Brad Toft); Student Governor (Lawrence Calton); Staff Governors (Karen Cunnington, Debbie Baldock-Apps)

Item no.	Item	Action
1.	Apologies There were no apologies received.	
2.	Declarations of interest There were no declarations received.	
3.	RESOLVED: The draft minutes of the last meeting held on 24 February 2016 were agreed as a true and accurate record. Proposed: VK; Seconded: TC; CARRIED	
4.	<p>Matters arising on the minutes The action list was noted and the following points were raised:</p> <p>Progression of the website – the Clerk noted that the governance area of the website was compliant but required an overhaul. She noted that the updates will be in place for the new academic year. [After note: DG has sent through a number of examples for the Clerk to review]</p> <p>Skills audit – an updated skills audit and behaviours audit will be sent out to Corporation members in June and the analysis will come forward to the Committee in September. The Clerk asked if the September meeting can focus on succession planning, board profile and skills and focus on producing a plan going forward. The Committee agreed.</p> <p>The Chair of Corporation questioned how the assessment of the Chair worked and the Clerk reported that the Corporation self-assessment contains a section asking governors to assess the performance and impact of the Chair and the Clerk. The cycle will be completed by reporting back on outcomes and identifying any areas of excellence and areas for further work.</p>	<p>Clerk</p> <p>Clerk</p> <p>Clerk</p>
5.	<p>Statutory Matters</p> <p>a. Instrument and Articles of Government The Committee considered the current I&As and the Clerk advised that there are no formal changes proposed and no legal updates required. The biennial</p>	Clerk



	<p>review of the Corporation’s statutory documents takes place in May 2017. The Chair asked that paragraph 5 of the Articles around the Search Committee is looked at as part of the review.</p> <p>b. Standing Orders The Clerk reported that the full review will take place in May 2017 and the two proposed changes are:</p> <ol style="list-style-type: none"> 1. Terms of office of governors which was approved by the Corporation on the 27 April. “No governor would normally serve more than two terms of four years and any further years would be by exception” 2. The full membership of student governors to committees (see item 7b) <p>The Committee questioned the Charity Law requirement around paying governors and the Clerk reported that there had been a lot of discussion in the sector about remuneration of governors, particularly the Chair of Corporation, due to the additional time commitments arising from the area reviews. The Clerk noted that the Remuneration Committee in September 2016 would receive relevant updates on the matter.</p> <p>c. Code of Conduct The Chair verbally updated the Committee on the updates by Eversheds to the latest Code of Conduct. The Clerk noted that a summary version is available in the Standing Orders for governors to refer to. The Committee agreed that the Eversheds section on register of interests is weak and more relevant and up to date versions are available. The Clerk agreed to produce a more up to date version to accompany this year’s Register of Interests return in June.</p> <p>RESOLVED: The Committee recommended to approve the updates to the Corporation’s statutory documents (Standing Orders and Code of Conduct) and to recommend to approve that the Instruments and Articles of Government remains unchanged. Proposed: VK; Seconded: TC; CARRIED</p>	<p>Clerk</p> <p>Clerk</p>
<p>6.</p>	<p>Governance Quality Improvement Plan (QIP) The Committee agreed that the report had provided a good start to the Governance QIP. Discussion and suggestions were:</p> <ul style="list-style-type: none"> • Include the Strategy away day in the QIP • Look at indicators of whether the board is functioning • Timings of strategic items could have a negative impact on discussions at Corporation and the Chair of Corporation noted that the Corporation is good at operating at strategic level. It was agreed to amend to read “demonstrably focused on strategic issues” . • Include the pre meeting to Corporation. Training to be renamed Board Development • One meeting per year should focus on the Governance QIP and the actions and targets and impact • Working on the Governance QIP with SDC was considered and the Clerk agreed to discuss further with the Chair of Corporation. [SDC are working on a gold standard of governance rather than a governance QIP] 	<p>Clerk/Chair of Corporation</p>



- The Principal and Chair of Corporation reported that there is a firm commitment from governors to move the College forward. The engagement with staff and students is welcomed by governors and is a two way process with staff and student governors participating in the process. However, it is not always possible due to the strategic commitments of the board and the fact that it is a voluntary role often on top of other busy commitments. The Chair of Corporation noted that at the last inspection governance was seen as Outstanding as part of Leadership and Management. Over the last year there has been an intense workload from senior management and governors with the Area Reviews, re organisations and the university centre.

The Principal challenged why a debate over governors' visibility was being prioritised. He noted that the role of governors is crystal clear, with clear accountabilities. Given this level of responsibility and the voluntary nature of governance, members have to prioritise where they invest their time and resource. In this context the Principal reminded the committee that the main function of governance is not to meet all staff members but to focus on the high impact areas for which governing bodies are held accountable.

VK reported that form that follows function. What they do needs to directly impact on the College. The same applies to staff who have much larger commitments and concerns than meeting with governors. It was agreed that it helps to talk to staff and understand the strengths/weaknesses within the organisation but it is not possible for it to be the main priority.

It was agreed that governors have different levels of needs and requirements and it is the Clerks role to manage their requirements. There are 3 things governors need to do:

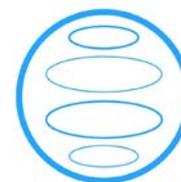
1. Understand the strategic issues affecting the institution, i.e. apprenticeships, English and maths
2. Ensuring that the College works and runs effectively
3. Needing to know how the College works and an understanding of staff, students and stakeholders

VK reminded KC and the Chair of Corporation that staff governors are here as governors with a staff perspective rather than representatives of the staff.

KC noted that she felt that there was invisible leadership at the College. She expressed her view that staff see the 5th floor and that is as far as their knowledge goes. She expressed her view that there needs to be visible leadership and communication.

The Chair asked for the student governors view on engagement and the following points were raised:

- LC reported that students don't have a clue or care much about the Corporation. He expressed his view that governor presence needs to be made available in a more entertaining way
- DG suggested that the students to do a podcast about governors
- The Committee noted it would be useful to involve apprentices in the next student voice session
- Work is being carried out to link student's personal emails into college emails to get better communication across the College.



	<p>RESOLVED: The Committee agreed the following focus for 2016-17:</p> <ul style="list-style-type: none"> • The Corporation to focus on the key risks to the Corporation and use this area to engage with staff and students in 2016-17. For example talking to teachers and vocational teachers of English and maths. • Being more proactive in being noticeable with different coloured lanyards • Going back to basics and explaining to staff what is the core purpose of the Corporation. The Principal to produce an update to staff alongside the Chair of Corporation • New staff to be provided with a copy of the presentation. It was agreed that with new management staff coming into the College it would be a good opportunity to provide clear guidelines on the Corporation • Continue to visit lessons as part of the lesson observation programme • Re instate link visits before committee meetings • Invite the chair from each Committee and the relevant SLT lead to identify the greatest strengths and risks the Corporation is accountable for and identify the key issues for those functions to inform agendas and engagement. 	<p>Clerk</p> <p>Clerk</p> <p>Principal/ Chair of Corporation</p> <p>Clerk</p> <p>Clerk/Chairs/ SLT</p>
<p>9.</p>	<p>Terms of reference The Committee noted the review of Committee effectiveness for 2015-16 and agreed it was a very helpful paper. The Clerk reported that the Committee had carried out its remit effectively and a significant amount of positive governance work had been undertaken through the year. The main area for further work in 2016-17 is succession planning.</p> <p>The Committee considered the terms of reference for the Committee and agreed with the recommended changes (see attached tracked document). The Clerk agreed to include QIP in full and amend to read to search and recruit. It was agreed that following the succession planning focused meeting scheduled in September 2016 the terms of reference may be updated further.</p> <p>RESOLVED: The Committee approved the updated terms of reference and change of name for the Committee. Proposed: DG; Seconded: VK; CARRIED</p> <p>RESOLVED: The Committee recommended to approve the Cycle of business for 2016-17. The Clerk noted that the September agenda will be amended to focus almost exclusively on succession planning. Proposed: DG; Seconded: TC; CARRIED</p>	<p>Clerk</p>
<p>10.</p>	<p>Appointment of Chair and Vice Chair for 2016-17 RESOLVED: The Committee approved the appointment of VK as Chair and DG as Vice Chair to the Committee for 2016-17.</p>	
<p>11.</p>	<p>Attendance and Governor Involvement The Committee noted the review of attendance at meetings and training and agreed there were no areas for concern. One instance of below average</p>	

	attendance was noted. It was agreed that the late changing of the calendar should not continue. Proposals for training for 2016-17 were noted and agreed.	
12.	Draft Risk Management and Governance Audit Report The Committee noted the report and the excellent result for governance. The Clerk noted that no action needed to be taken around the recommendations and that a new system to ensure annual returns are promptly returned has been introduced. It was noted that the Corporation and its committee have very thorough minutes that tell a story which may be why governors were not interviewed as part of the audit.	
13.	AOB GH noted that Lets do Business is being held in the Winter Gardens at Eastbourne on the 30 June and asked that governors have an opportunity to be there.	Clerk
	Meetings for 2016-17 15 September 2016; 22 February 2017; 17 May 2017 (all 10am starts)	

Staff and students depart (11.57)

Meeting closed: 12.04

Attendance for 2015-16: 89%
Length of meeting: 2hrs 5mins

Impact of Governance: Challenge and support at the meeting

The focus of the meeting was staff and student engagement with governors, membership for 2016-17 and committee governance for 2016-17 (terms of reference, cycle of business and update of statutory documents)

Membership matters

Observer role on Corporation – an understanding by the Committee of the need to move away from the observer role at the current time. Using the opportunity to recommend the appointment of the current observer CMc as a full governor.

Student Governor – full governor role on Committees – the Committee listened to the views of the student governor and reinstated the role. The Clerk to monitor the role over 2016-17.

Governor engagement with students and staff – a full and frank discussion on the role of governors, the time commitment and challenges faced and the issues around staff and student engagement. Areas for further work were identified and the impact will be monitored by the Clerk and the Committee through the year. A discussion on the role of the staff governor. The Clerk to follow up with further work and induction.

Governance website – challenge around the effectiveness of the website to promote the College and the Corporation. The Clerk to request time to update asap. Following the action from the last meeting the Clerk agreed to update the website by the start of 2016-17

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. The Committee considered the starting points suggested for a Governance QIP which will link into the Code and governance compliance

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. Following the recommendation from the last meeting the Committee has successfully amended terms of office for governors. There is a

focused succession planning meeting scheduled for September to ensure processes are in place to robustly adhere to the new limits.

More rigorous self-assessment of Corporation meetings –at its last meeting the Committee proposed a feedback session at the end of Corporation meetings. The Corporation agreed to this at its meeting on the 27 April. Pilot to start in October.