



**MINUTES OF SEARCH & GOVERNANCE COMMITTEE MEETING HELD ON  
29<sup>TH</sup> SEPTEMBER 2017**

**Present:** Peter Clark  
Rachel Court (Chair)  
Patricia Drake  
John Rees  
Janet Tyas

**In Attendance:** Lesley Venables, Clerk to the Corporation

**APOLOGIES FOR ABSENCE**

1 There were no apologies for absence.

**DECLARATIONS OF INTEREST**

2 No declarations of interest were received.

**APPOINTMENT OF CHAIR**

3 **Resolved -** That Rachel Court be appointed as Chair for the 2017/2018 academic year.

**MINUTES**

4 **Resolved -** That the minutes of the meeting held on 15<sup>th</sup> June 2017 be approved as a correct record and signed by the Chair, subject to the amendment of two minor typographical errors.

**MATTERS ARISING**

5 Governors received a report on progress against the actions identified at the previous two meetings. It was noted that all items had either been completed or were in progress.

6 Under minute 90, the CEO reported that several potential new governors with a background in finance/audit/risk management had been suggested by a contact in the local business community. These would be followed up with a personal approach and the Committee would be kept informed of progress.

7 Peter Clark advised that the meetings of chairs of committees (minute 91) would commence shortly. These would usually take place once a term between Board meetings, but may be arranged more frequently if required.

8 The College's Moodle site was currently being refreshed and governors were informed that the governance section would be updated in advance of the system being available to staff (minute 105).

9 The Clerk was asked to progress the setting up of access to the College's Moodle site by governors, together with appropriate instructions which would enable them to 'log-in' and complete the electronic training packages on items such as safeguarding (minutes 110 to 112 refer).

10 Under minute 112, governors were advised that a plan of future College events would be prepared, so that they could select any activities that they wished to attend. Formal records of attendance would be maintained by the Clerk.

11 The Committee discussed possible themes for the forthcoming Governor Development Day (10<sup>th</sup> November) and agreed that this should focus on providing a greater understanding of functional areas and their role in supporting the delivery of the curriculum, together with a workshop on the Governance Self-Assessment Report and Quality Improvement Plan.

12 Governors received a revised set of Standing Orders, which had been updated since the previous meeting. A number of additional amendments were made and the final version would be submitted to the Board for approval in October.

13 An initial draft of a tool for assessing governor skills was discussed. It was agreed that further work on this would be undertaken by the Clerk and the CEO, with the updated document circulated to Committee members for comment.

14 **Resolved -** That the Board **be RECOMMENDED** to approve the revised Standing Orders

## **SEARCH & GOVERNANCE ANNUAL REPORT 2016/2017**

15 The Clerk presented the annual report on search and governance issues during 2016/2017 and set out a number of priorities for 2017/2018.

16 A target level of attendance of 80% had been set for Board and committee meetings for the 2016/2017 academic year. Overall attendance at Board meetings was 77% and the target had been achieved for 3 out of 5 committees, with the Audit Committee and the Learner Committee performing below the target. Both committees had been impacted by the long-term absence of particular governors who had now resigned from the Board.

17 Approximately 50% of governors had met or exceeded the target attendance levels. The Committee noted that the number of meetings held in each year had been reduced, which meant that any absence had a higher impact on the attendance figure. Additionally, some of the individuals with attendance below the identified target had now left the Board and performance may have been partly due to governor turnover in-year.

18 Attendance would continue to be closely monitored in 2017/2018 and formed part of the annual performance evaluation process. There had been no issues surrounding quoracy during the year.

19 In July 2017 the Board approved an amendment to the Instrument of Government to permit attendance via telephone or video-conferencing, which should assist in raising future levels of attendance.

20 Governors were reminded of the appointments, re-appointments and resignations that had taken place in 2016/2017. There was currently 1 vacancy for an external governor, which had been discussed under an earlier agenda item, and for one student governor. An election process was underway for the latter post and it was anticipated that the successful individual could be appointed at the Board's October meeting.

21 The Committee received information on the equality and diversity profile of the Board.

22 Governors noted that, following the review of committee responsibilities, the remit of the Financial Performance & Efficiency Committee had been extended to cover areas such as Human Resources and IT. The Learner Committee had been re-named "Curriculum, Quality & Standards" to reflect its terms of reference.

23 The Chair (Peter Clark) had been appointed for a 2 year term of office to July 2018. The Vice-Chair (Malcolm Rogers) had been appointed for a 1 year term initially, with a subsequent renewal to July 2018.

24 A number of governance processes and procedures had been revamped during the year and the College's Internal Auditors had carried out an independent review, which had graded governance as providing 'substantial assurance'. The Clerk reported that the majority of the recommendations made by the Internal Auditors had been implemented, with a number already completed.

25 Developments for 2017/2018 included a revised skills audit to be undertaken in January 2018 at the same time as the Chair would be evaluated, reducing the amount of paper for meetings and using technology more to support the Board's function.

26 Improving levels of governor attendance and the recruitment of new governors (particularly with formal financial qualifications) would be high priorities in 2017/2018.

## **MEMBERSHIP ISSUES**

27 The Committee had discussed the issues pertaining to membership under other agenda items.

## **COMMITTEE MEMBERSHIPS**

28 Governors received for information the schedule of committee memberships, which had been approved by the Board in July 2017.

29 It was agreed that the term "co-opted member of X committee" should be used instead of "co-opted non-governor".

## **REVIEW OF CONFIDENTIAL BUSINESS**

30 The Clerk presented a summary of confidential minutes from 2016/2017, together with recommendations as to whether these could be reclassified as non-confidential and, therefore, form part of the Board's public record of proceedings.

31 **Resolved -** That the Board **be RECOMMENDED** to approve the classification of confidential business for 2016/2017

## **EVALUATION OF PERFORMANCE**

32 At the previous meeting the Committee had received draft proposals on the documentation to be used for the evaluation of the Chair of the Board. This had been updated as a result of those discussions.

33 The process would involve assessment by individual governors, co-opted members of committees, the Senior Leadership Team and the Clerk. The Committee requested that the scoring mechanism should be consistent with that of the skills audit.

34 It was felt that some governors may not be able to complete each section of the proforma, perhaps due to being newly appointed to the Board. An additional scoring criteria would be added for this purpose.

35 **Resolved -** That the Board **be RECOMMENDED** to approve the proforma for the evaluation of the Chair, subject to the scoring mechanism being amended

## **GOVERNANCE SELF-ASSESSMENT REPORT 2016/2017 AND QUALITY IMPROVEMENT PLAN 2017/2018**

36 The Clerk presented a draft Self-Assessment Report and Quality Improvement Plan. The Committee requested that further work be carried out on both documents and it was suggested that it would be more appropriate to consider this item at a workshop session during the November Governor Development Day.

37 **Resolved -** That the November Development Day include a session on writing and agreeing the content of the SAR/QIP for Governance.

## **ITEMS TO BE REPORTED TO THE BOARD**

38 The following items would be reported to the Board at its meeting on 19<sup>th</sup> October 2017:

- Chair appointed for 2017/2018 – Rachel Court
- Committee received the Annual Report for 2016/2017
- Update on membership was provided
- Proforma for the evaluation of the performance of the Chair and the classification of confidential minutes for 2016/2017 were recommended for approval by the Board
- Further work was agreed on the skills audit and SAR/QIP

## **DATE OF NEXT MEETING**

18<sup>TH</sup> January 2018, 5.00 p.m.