

Search & Governance Committee

Approved Minutes

Minutes of a Meeting of the Committee held at the Southend Campus on Monday 26 January 2015 at 4.00 pm.

Present: Dr R Gray (Chairman)
Mr T Knight
Mr R Launder
Ms A O'Donoghue CBE
Mrs G Williams

In Attendance: Mr D O'Halloran (Vice Chairman, Corporation)
Mr R I Millea FCA (Clerk to the Corporation)

1. Apologies for Absence

There were apologies for absence from Mr R Patterson.

2. Urgent Business

a. The Committee noted the appointment to the Board on 19 January 2015 of Michael Allars as a Student Governor. Michael is the recently elected Student Union President and a first year HE student. He will serve until immediately before the July 2015 Board Meeting so long as he remains a student at the College. Full induction procedures have been carried out.

The Board then **approved** the appointment of Mr Michael Allars as a Student Member of the Board, following the recent Student Union elections. Michael is the new President of the SU, replacing Elyse Reeve. He will serve until immediately before the July 2015 Board Meeting, commencing today, so long as he remains a student at the College.

b. The Clerk was asked to issue a reminder to all members about their attendance at Board and Committee Meetings to ensure that the Board benefits from full participation from its Members, particularly given the expectation that Members will be fully involved in their Links with College Departments.

c. The Clerk was also asked to ensure Board and Committee business specifically and firmly record challenge being exercised by Members to the Senior Leadership Team.

3. Minutes of the Meeting held on 6 October 2014

The Minutes of the Meeting of the Committee held on Monday 6 October 2014 were **APPROVED** and **SIGNED** by the Chairman.

4. Matters Arising

The Clerk reported to the Committee that Brad Brooks and Lisa Rieffel had been successful in the Staff Governor elections held in November 2014 and both had been formally appointed to the Board at the Board Meeting on 8 December 2014.

The Board had formally thanked Bruce Neagus and Rhys Hughes, retiring Staff Governors, for their contributions to the Board over the past few years.

5. Retirements of Governors and Re-Appointments (Paper SGC.15.01)

a. The Committee considered a paper prepared by the Clerk and discussed proposals to re-appoint Sally Carr as a Member of the Board for a further four year term from 1 April 2015 and to re-appoint Peter Little as a Co-opted Member of the Audit & Risk Committee for a further four year term from 21 March 2015.

In both cases, the Committee read statements prepared by each individual in which they outlined their wish to serve a further term and the reasons they felt that should happen. This was supplemented by factual information regarding their service over the last four years including attendance.

As a result of their discussions, the Committee **RECOMMENDED** that Sally Carr serve a further four year term from 1 April 2015. The Vice Chairman was asked to seek reassurance from Sally that she would be able to fulfil attendance requirements in the future, given that her attendance in the past has been relatively poor.

Her proposed re-appointment would be considered by the full Board on the recommendation of this Committee on 16 March 2015.

In the case of Peter Little, the Committee **RECOMMENDED** that he be proposed for a further term of one year, commencing on 21 March 2015, as a co-opted member of the Audit & Risk Committee.

His proposed re-appointment would be considered by the full Board on the recommendation of this Committee on 16 March 2015.

b. This matter was deemed to be a confidential item under the Instrument & Articles and a separate minute has been prepared, which is attached to these minutes.

c. The Committee **NOTED** that David O'Halloran and Rod Gray finish their terms of office as Board Members on 14 July 2015. They have both indicated their desire to be considered for re-appointment to the Board and these applications will be considered at the next Meeting of this Committee on 18 May 2015.

d. The Committee **NOTED** that, following the resignation of Yusuf Goolamali on 31 December 2014, there is a vacancy on the Board. The Committee **AGREED** that this vacancy should be filled as soon as practicable.

The Clerk was asked to contact all Board Members to enquire whether they were aware of any individuals through their own networks who might be interested in joining the Board, subject to the usual interview process.

The Committee were clear that a replacement for Yusuf should preferably be someone with relevant current educational experience and/or a senior individual in an employer. These areas were identified by the Committee as being of benefit to the Board and to strengthen the existing skills profile.

6. Committee Vacancies (Paper SGC.15.02)

The Committee considered proposals to fill vacancies currently existing on Board Committees prepared by the Clerk, paying particular attention to the Audit & Risk Committee, which has two vacancies, due to the retirements of Bruce Neagus and Yusuf Goolamali.

After discussion, the Committee **RECOMMENDED** that Lisa Rieffel (Staff Governor) be appointed to the Audit & Risk Committee and Brad Brooks (Staff Governor) and Michael Allars (Student Governor) be appointed to the Curriculum & Quality Committee with immediate effect.

The Board will be invited to formally **APPROVE** these appointments at the Board Meeting on 16 March 2015.

It was agreed that the other vacancies on Board Committees – Policy & Resources (1), Audit & Risk (1 + 1 co-optee) – be held over until the next Meeting of the Committee.

7. Review of Skills Matrix

The Committee **RECEIVED** the updated Skills Matrix for the Board, reflecting the appointments of the two new Staff Governors, the departure of Yusuf Goolamali and the two previous Staff Governors.

The Committee **NOTED** that, in future recruitment, the Board would benefit from employer expertise and current FE/educational expertise, to strengthen those two areas.

8. Governor Recruitment

As noted in 5 above, there is a vacancy on the Board following the resignation of Yusuf Goolamali. The Committee considered ways and means of filling this vacancy, having affirmed its wish that the Board be kept at its maximum determined membership of 20.

9. Governor Profiles

The Committee **RECEIVED** the current schedule of Governor Profiles (which goes on the website), reflecting the recent changes in the Board, noted above.

10. National Governance Matters (Paper SGC.15.03)

The Clerk presented a paper to the Committee covering the draft AoC English Colleges' Code of Good Governance and a recent survey from the Department of Business Innovation & Skills regarding FE Governance Reform Policy.

The paper included attachments namely a draft set of comments on the Code and a proposed response to the Policy Survey.

For information, the Committee was provided with a copy of the existing Foundation Code of Governance and the College's Instrument & Articles of Government.

The Committee **DISCUSSED** these two documents at length.

It was **NOTED** that the consultation on the Code ends on 5 March 2015 and the Policy Survey is to be returned on 30 January 2015.

The Committee discusses both documents at length and **AGREED** that the Consultation Response on the Foundation Code be submitted on behalf of the College. The Committee felt that the draft Code could not be supported in its current form for the reasons stated in the response to the consultation.

The Committee also **APPROVED** the responses to the Questionnaire on the Impact of FE Governance Reform drafted by the Clerk, subject to two amendments, and final review by the Principal & Chief Executive, in order that it be submitted by 30 January 2015.

11. Chairman's Appraisal Review

The Vice Chairman, Corporation reported to the Committee on this process, which took place in the Autumn Term 2014 with the results being reported to the Board in December 2014. The Vice Chairman will share final outcomes with the Chairman shortly.

It was **AGREED** that the next Meeting of this Committee would consider the mechanism for the process for this current year and also consider extending the Appraisal process to Chairs of Committees for 2014/15. The overall aim will be, in time, to extend the process to all Governors.

12. Results of Governor Self-Assessment process

The Clerk tabled a paper summarising the results of this process, conducted in the Autumn, noting that this paper had been already shared with the full Board in December 2014. He sought further comment, if any, from the Committee on the matters which arose in compiling the report from the individual Governor returns.

The Committee expressed its disquiet at the late distribution of papers, which has happened recently. The Principal & Chief Executive will take this up with senior managers to ensure the Clerk/Assistant Clerk are able to meet the objective of issuing papers at least one week before the date of the scheduled meeting.

13. Review of Time Commitment and Governor Links

The Committee **RECEIVED** for information and comment the existing paper on Time Commitment of Board Members, which had been approved by the full Board on 17 March 2014 and felt this paper remained valid.

As part of this item, Members reviewed the revised Governor Links, which had been discussed at last Monday's Board Development Day. The Clerk tabled a schedule with proposed reallocations and this was **APPROVED** by the Committee.

The Clerk was instructed to circulate this revised list to all Board Members to seek their confirmation that they will be able to fulfil the revised Links proposed.

14. Date of Next Meeting

Monday 18 May 2015 at the Basildon Campus (Principal's Office) at 5.00 pm.

There being no further business, the Meeting terminated at 5.20 pm.

Signed.....Dated.....