

Search & Governance Committee

Approved Minutes

Minutes of a Meeting of the Committee held at the Basildon Campus (Room MR1) on Monday 5 October 2015 at 4.15 pm.

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

In Attendance: Mr D O'Halloran (Chairman of the Corporation)
Mr R I Millea FCA (Clerk to the Corporation) (except item 10)
Ms S Mack (Assistant Clerk to the Corporation (item 10 only))

The Clerk took the Chair for the first two items on the agenda.

1. Apologies for Absence

There were no apologies for absence.

2. Election of Chair 2015/16

Dr R Gray was unanimously elected Chairman of the Committee for the 2015/16 academic year.

Dr Gray then resumed the chair.

3. Urgent Business

The Clerk reported that a panel of Governors (Mr D O'Halloran, Mrs G Williams, Mr R Patterson) interviewed Dr G Ocen on Monday 21 September in connection with his application to join the Board of the College.

The Panel recommended he be nominated for membership of the Board and the Committee **AGREED** that recommendation and it will go forward to the Board Meeting later this evening.

It was **NOTED** that Dr Ocen is prepared to serve on the Audit & Risk Committee with immediate effect and this recommendation will also be **PROPOSED** to the Board this evening.

4. Minutes of the Meeting held on Monday 8 June 2015

The Minutes of the Meeting held on Monday 8 June 2015 were **APPROVED** and **SIGNED** by the Chairman.

5. Matters Arising

At its Meeting on 6 July 2015, the Board **APPROVED** the following recommendations made by this Committee at its June 2015 Meeting:

- The appointment of Skye Bridle (FE) and Angelina Clarke (HE) as Student Governors of the Corporation for a one year term in each case
- The re-appointments of David O'Halloran and Rod Gray as Members of the Board for further terms of four years in each case with effect from 15 July 2015
- The appointments of Skye Bridle and Angelina Clarke to the Curriculum & Quality Committee with immediate effect but with no other changes to Committee Memberships at this time
- That the Code of Good Governance for English Colleges be adopted
- That elections for Chairman of the Corporation for 2015/17 and Vice-Chairman of the Corporation for 2015/16 be held (resulting in the election of David O'Halloran as Chairman and Gwynn Williams as Vice-Chairman)

The Clerk informed the Committee that he had prepared a document, presently being typed, plotting the compliance of the College, with evidence, against the English Colleges' Code of Good Governance. This compliance will support the Board's assurance in connection with good governance and will be presented to the Audit & Risk Committee at its Meeting on 11 November 2015 as part of the Assurance Mapping for the College.

The Clerk reported that there were no issues of substance arising from the assurance process.

A copy of the completed document will be provided to this Committee at the same time as it is sent to the Audit & Risk Committee so any comments by Members can be fed into the consideration of the assurance achieved by the Audit & Risk Committee.

The Board will be informed at the December Board Meeting.

ACTION: CLERK

6. Board Vacancies and Recruitment

The Clerk reported that, following the appointment of Dr Geoffrey Ocen (which is assumed to be approved by the Board) this evening, there will remain one vacancy on the Board for an independent governor. A possible candidate (a secondary school head teacher) is being actively courted. In addition, it is hoped that we may be able to secure a governor from DP World, a major local employer.

The Principal & Chief Executive will pursue both of these possibilities.

If both options are successful, one of the candidates would be considered as a co-optee onto the Board or a Committee to make use of their services, pending a vacancy on the full Board becoming available (the maximum complement is 20)

Assuming Dr Ocen joins the Audit Committee, there will be one Committee vacancy only, on the Policy & Resources Committee.

ACTION: PRINCIPAL

7. Review of Skills Matrix, Governor Profiles and Register of Members

The Committee **NOTED** these documents for information.

Dr Ocen will be added once his appointment has been confirmed. Ms Elaine Mead has been removed following her resignation from the Board and the two new Student Governors will be added.

The Committee requested that the Clerk review the skills categories and propose amendments as it is in need of refreshment, with greater emphasis on education related skills. He was asked to present this review to the next Meeting of the Committee and Members were asked to contribute ideas to him.

The revised matrix would be used in assessing any changes in Committee Memberships in May 2016, the date of the next Annual Review.

ACTION: CLERK

8. Revised Meeting Arrangements (Paper SGC.15.11)

The Clerk presented this paper exploring new methods of working for the Board, following consultation with the Chairman and the Principal & Chief Executive. It is on the agenda for the Board Meeting later this evening.

The purpose of the proposed changes is to:

- Reduce the number of Committee Meetings in each academic year with immediate effect
- Redesign the Corporation agenda to make better use of the time available and eliminate discussion in detail of matters already examined thoroughly in Committee (but allowing questions to be asked and not reducing Members' rights in that regard)
- Amend the Schedule of Business and Timetable of Meetings to reflect the reduced number of Meetings
- Transfer the primary Committee responsibility for the Annual Accounts to the Audit & Risk Committee with full discussion by the Board

The Committee **DISCUSSED** the proposals at length and supported the move to streamline Meetings of the Board and its Committees. It was stressed that discussions should be confined to strategic matters at the Board, subject to compliance with specific statutory requirements (e.g. approval of the Annual Accounts, Safeguarding Report etc).

The Committee requested that Board and Committee papers make explicit the risk implications of the matter in question. The Clerk will ensure the part of the report format relating to the implications of the Report emphasises the risk element (the facility is there for this) and authors of Reports are fully aware.

The Committee **AGREED** to recommend the changes outlined in the Report to the Board for approval later this evening.

ACTION: CLERK

9. Chairman's Appraisal 2014/15

This will now take place under the auspices of the new Chairman in respect of the Appraisal of Richard Launder as Chairman, following the completion of his term of office.

Questionnaires will be sent out to all independent Board Members who were in post for the whole of the 2014/15 academic year shortly and results reported at the next Meeting of this Committee.

These questionnaires would be sent at the same time as the Governors' Self-Assessment Questionnaire (see item 11 below).

The Chairman would report the results of the Appraisal at the next Meeting.

ACTION: CHAIRMAN OF THE CORPORATION

10. Interim Clerking Contract and Tendering Process

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.

11. Governors' Self-Assessment Questionnaire

The Clerk tabled the Questionnaire used last year and sought comments from the Committee.

The Committee **APPROVED** the use of this questionnaire again, with no amendments, to assist each Board Member in reviewing the performance of the Governing Body as a whole. It will be sent to Members together with the questionnaire referred to in item 9 above.

The Clerk was asked to collate the results and report them to the December Board Meeting. The process will be carried out off line and will only apply to those Board Members who were in post for the whole of the 2014/15 academic year and are still members of the Board, plus the Chairman and the Principal and Chief Executive.

ACTION: CLERK

12. Self-Assessment of the Committee, KPIs and Review of Terms of Reference (Paper SGC.15.12)

The Clerk presented a paper to advise the Committee of the outcome of the Committee's Self-Assessment of their Performance for 2014/15, to provide some suggestions regarding the establishment of KPIs for the Committee and to review the Committee's Terms of Reference, together with a document demonstrating the Committee's compliance with its current Terms of Reference.

The Committee **NOTED** the satisfactory outcome of the Self-Assessment process which graded the Committee on matters of opinion as 1.75, between Good and Outstanding. The only poor area was regarding KPIs of the Committee (average 2.3) and this is addressed in the paper.

The Committee were content with the Terms of Reference and no changes were suggested. The Terms of Reference were **RECOMMENDED** for approval by the Board at its Meeting on 7 December 2015.

The Committee **NOTED** that it was compliant with its Terms of Reference and the evidence of that compliance.

The Committee **DISCUSSED** possible KPIs for the Committee, using the Clerk's paper as the starting point. The following areas were suggested as being possible KPIs:

- Attendance at Board and Committees
- E&D targets
- Review of skills
- Use of co-options
- Aspirational target for members for non-meeting events mapped against Time Commitment paper
- Trigger for identifying non-performing governors

The Clerk was asked to produce some measurable targets for the next Meeting of the Committee on 1 February 2016.

ACTION: CLERK

13. Revised Management Structure and Governor Links

The Committee **NOTED** the revised structure in the College and considered what changes might be required to Governor Links to match with the Revised Structure and to spread the load as fairly amongst Board Members, having regard to their own preferences and their time availability.

The Clerk was asked to prepare some possible changes to Links to achieve coverage in line with the revised structure for discussion at the Board Development Day next Monday.

ACTION: CLERK

14. Date of Next Meeting

Monday 1 February 2016 at Southend at 4.00pm.

There being no further business, the Meeting terminated at 5.30 pm.

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