

Search & Governance Committee

Approved Minutes

Minutes of a Meeting of the Committee held at the Southend Campus on Monday 6 February 2017 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 (Chairman of the Corporation)
Mr R I Millea FCA (Clerk to the Corporation)

1. Apologies for Absence

Apologies for Absence were received from Mr R Patterson.

2. Urgent Business

There were no items of Urgent Business.

The Clerk declared his interest as Clerk of Chelmsford College and that his wife's cousin is the Clerk at Writtle University College.

3. Minutes of the Meeting held on Monday 16 May 2016

The Minutes of the meeting of the Committee held on Monday 16 May 2016 were **APPROVED** and **SIGNED** by the Chairman.

4. Matters Arising

Clerking Contract

It had been intended to review the Clerking arrangements for the College in early 2017. Meanwhile, Robert Millea has signed a contract with Essex Shared Services Limited, which is retaining his services as a sub-contractor for this College and Chelmsford College.

Board Approval of recommendations from this Committee

Re-appointment as Governors for further four year terms of Terry Knight, Bob Patterson and Gwynn Williams to end on 31 July 2020.

Appointment of Adam Lyons as a co-opted Member of the Audit & Risk Committee for four years ending 31 July 2020.

Appointment of Skye Bridle and Billy Mansell as Student Governors for the academic year ending 31 July 2017.

The establishment of an Area Review Steering Group – this was done and it has met on a number of occasions.

5. Board & Committee Membership (Paper SGC.16.05)

The Committee considered a paper prepared by the Clerk regarding Board & Committee Membership, which the Committee considered.

Board Recruitment/Resignations

The Committee **NOTED** that Sally Carr, Tom Thompson and Lisa Rieffel had all recently or intend to resign from the Board. This reduces the Board Membership to 15, against the determined Membership of 18, resulting in three vacancies (two independent governors and one staff governor, support).

The Committee **DECIDED**, given the above, that it should **resume** to recruit new independent governors to fill these two vacancies.

The Principal & Chief Executive reported that the current CEO of a large company is about to retire and she would see if he is interested. It was also agreed that Paul Butler (Head of Employer Engagement) would be tasked with seeking possible interested parties as part of his role in meeting regularly with employers.

The Committee was mindful of the balance on the Board as to ethnic members and the gender balance in considering future recruitment.

As far as the staff governor vacancy is concerned, this is dealt with below.

Retirement of Chairman

The Clerk reminded the Committee that the term of office of David O'Halloran as Chairman of the Corporation expires on 31 July 2017. David is eligible for re-appointment.

Governor Re-appointments

The Committee discussed a proposal to re-appoint Olga Buck as a Member of the Board for a further four year term with effect from 18 March 2017.

The Committee read a statement prepared by Olga in which she outlined her wish to serve a further term and the reasons to support her application. This was supplemented by factual information regarding her service over the last four years, including attendance and committee service.

As a result of their discussion, the Committee **RECOMMENDED** that Olga Buck serve a further four year term from 18 March 2017 until 17 March 2021 and a resolution to this effect will be considered by the full Board at their meeting on 20 March 2017.

ACTION: CLERK

The Committee **NOTED** that Tom Thompson, whose term of office is also coming to an end, did not wish to be considered for re-appointment to the Board due to work and other commitments. However, Tom wished to continue to be involved with the College as a co-opted Member of the Audit & Risk Committee.

The Committee discussed this request and **RECOMMENDED** that Tom serve as a co-opted member of the Audit & Risk Committee for a four year term with effect from 26 March 2017 and a resolution to this effect will be put to the Board at their March Meeting.

Staff Governors

The imminent resignation of Lisa Rieffel as support staff governor (on 21 February) creates a vacancy.

The term of office of Brad Brooks as academic support governor expires in the Autumn.

Staff governor elections will therefore be held in the Autumn for one academic staff governor and one support staff governor.

Meanwhile, the Committee felt that it would be desirable to fill the casual vacancy caused by Lisa's departure and the Clerk was asked to see if Rhys Hughes (a previous staff governor) would be prepared to join the Board for the period from now until the Autumn (and to join the Audit Committee)

The Board will be asked to **ENDORSE** this position, assuming Rhys agrees, at the March Board Meeting.

Review of Committee Memberships

There are no vacancies on the Search & Governance Committee or the Remuneration Committee.

There are vacancies on all other Committees (Audit 1, C&Q 1, and P&R 1) for Board Members caused by the above resignations. There are vacancies for one co-optee on the Audit and P&R Committees.

The Audit & Risk Committee now has three Board Members and two co-optees with a quorum of 2 Board Members and one co-optee. If Rhys Hughes is appointed to the Board to fill the casual vacancy and joins the Audit & Risk Committee, then the threat to quoracy will reduce.

ACTION: CLERK

Student Governors

The Committee **NOTED** that Student Governor Elections for the 2017/18 year will take place after Easter with a view to new student governors being appointed at the July Board Meeting.

Governor Retirements 2017/18

The Committee **NOTED** that Richard Launder, Paramjit Singh Narang, Maya West and Stuart Burrell reach the end of their current terms of office on 31 December 2017. The Clerk will establish with them all if they wish to be considered for re-appointment and, if so, their re-appointments will be considered at the Meeting of this Committee scheduled for October 2017.

The Board will consider re-appointments at their Meeting in December 2017.

(Post-meeting note: Stuart Burrell notified the Clerk of his resignation as at 8 February, 2017.)

The Carver Model

The Committee discussed the possibility of introducing the 'Carver' model for future governance, given the continuing pressures on governors and the extensive activity of the College, but felt it was not desirable.

6. Review of Skills Matrix

The Committee **REVIEWED** the updated Matrix and noted that the areas to be enhanced are Marketing & Business Development and relevant Educational Experience. It was noted that sometimes candidates with educational experience may not always possess good understanding of business needs.

These needs will be addressed in the recruitment process.

7. Self-Assessment Checklist for Committee

The Clerk reported verbally on the results of the Committee Self-Assessment for 2015/16. No issues arose.

The Committee noted that, with continuing business pressures over the last year or so, the purpose of Board Development Days and Governor Training generally, has not been fulfilled.

After considerable discussion, the Committee **DECIDED** that, in future, Board Meetings should begin at 5.45 pm with a short presentation on sector/College issues and that Board Development Days should be strictly just that.

The following items should be included as soon as possible:

Employer Engagement (Paul Butler), Prevent/Safeguarding update (Roney Brooks/Jane Belcher) General Sector Update (Principal & Chief Executive).

It was noted that the next Board Development Day is scheduled for 3 July 2017.

ACTION: CLERK

8. Review of Terms of Reference and Compliance in 2015/16

The Committee **REVIEWED** the existing Terms of Reference for the Committee and that the Clerk had proposed no changes.

It was **RECOMMENDED** that the Board approve the Terms of Reference, unaltered, at the March Meeting of the Board.

ACTION:CLERK

The Committee **NOTED** a Report prepared by the Clerk showing evidence that the Committee had complied with its own Terms of Reference during 2015/16.

9. Outcome of Chairman's Appraisal

The Vice-Chairman of the Corporation, Gwynn Williams gave a verbal Report on the Chairman's Appraisal for 2015/16. This was a satisfactory process and outcome and she will share development issues out of Meeting with the Chairman.

10. Governor Profiles

The Committee **NOTED** the updated summary of Governor Profiles, which is placed on the College website.

11. Governor Links

A schedule of current Governor Links was provided for information.

With the resignation of Tom Thompson, the Committee asked if Olga Buck would be prepared to act as link Governor for Sport & Public Services, in addition to her current role as Link Governor for Media & Performing Arts.

ACTION: CLERK

The Committee discussed the Governor Link programme at length and made the following observations:

- They were very impressed with the rigour in Departmental Review Meetings exercised by the Senior Curriculum Management Team
- It is a very good means of looking at the operation of the College
- Could it be the norm for the Governor Link to meet with a group of relevant students before the Department Review Meetings begin
- Governors attending Departmental Review Meetings offers another level of rigour
- The next Board Development Day should include a session on reflecting on Governor Links

ACTION: CLERK

12. Date of Next Meeting

Monday 15 May 2017 at Basildon Campus at 4.00 pm.

There being no further business, the Meeting terminated at 5.15 pm

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