

Search & Governance Committee

Approved Minutes

Minutes of a Meeting of the Committee held at the Southend Campus on Monday 8 June 2015 at 4.20 pm.

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

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

1. Apologies for Absence

There were no apologies for absence.

2. Urgent Business

There were no items of Urgent Business.

3. Minutes of the Meeting held on Monday 26 January 2015

The Minutes of the Meeting of the Committee held on Monday 26 January 2015 were **APPROVED** and **SIGNED** by the Chairman.

4. Matters Arising

- a. The Clerk reported that the Board had approved at its Meeting on 16 March 2015 the recommendations of this Committee on 26 January 2015 that Sally Carr be re-appointed as a Member of the Board for a further four year term, commencing 1 April 2015, and that Peter Little be re-appointed as a co-opted Member of the Audit & Risk Committee for a further one year term, commencing 21 March 2015.
- b. The Board, at its Meeting on 16 March 2015, approved the appointments of Lisa Rieffel to the Audit & Risk Committee and Brad Brooks to the Curriculum & Quality Committee, following their success in the Staff Governor elections last November.

The other matters arising from the last minutes constitute agenda items on this agenda.

5. Retirements of Governors and Re-Appointments/Student Governors/Board Vacancies (Paper SGC.15.06)

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

Student Governors

The Committee noted the resignation of Michael Allars as a Student Governor from 15 March 2015.

The Students' Union conducted elections to its Committee in April 2015 and, as a result, Angelina Clarke (SU President), an HE student, and Skye Bridle (SU Vice President, Thurrock & Basildon), a FE student, are proposed as new Student Governors.

The Committee **RECOMMENDED** that Angelina and Skye be proposed at the Board Meeting on 6 July 2015 as new Student Governors, subject to all induction procedures having been completed by then.

Retirements of Governors and Re-Appointments

The Committee discussed proposals to re-appoint David O'Halloran and Rod Gray as Members of the Board for further four year terms from 15 July 2015. David has served since July 1999 and Rod since 1 March 1998.

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 both David O'Halloran and Rod Gray each serve a further four year term from 15 July 2015 until 14 July 2019.

Their proposed re-appointments would be considered by the full Board on the recommendation of this Committee on 6 July 2015.

Forthcoming Retirements

No independent governors are due to end their terms of office during the remainder of 2015. The next retirements will be Terry Knight, Gwynn Williams and Bob Patterson, whose terms end on 31 July 2016. Their re-appointments, if proposed, would be agenda items at this Committee in May 2016.

Elections for candidates as Student Governors will be held in Spring 2016 and for Staff Governors in Autumn 2016, in accordance with established procedure.

Board Vacancy

The vacancy on the Board due to the resignation of Yusuf Goolamali last December remains unfilled.

The Committee considered an application to join the Board from a candidate. They felt that his skills could be useful on the Board and expressed the wish to interview him as part of the process to replace Yusuf.

It was **AGREED** that the Principal and Chief Executive and the Clerk should meet with the candidate before the end of this academic year to explain the role and generally to see if he would like to pursue his application.

ACTION: Clerk

The Principal and Chief Executive informed the Committee that she was pursuing two possible candidates for the Board – a recently retired secondary school Headteacher and a senior executive from a major local employer. Both of these individuals would help address the need of the Board to have individuals with relevant educational experience and being representative of local employers, both of which are focused by Ofsted.

Although many of the current Board Members express skills/experience in curriculum & quality, it was felt that such experience should be detailed recent knowledge and practice in curriculum & quality, not just a general awareness.

It was **AGREED** that the Principal & Chief Executive would pursue these two possibilities and an Interview Panel would then be convened early in the 2015/16 academic year to interview the candidate and two others for the vacancy. The intention would be that a new Board Member(s) could be formally appointed at the Board Meeting on 5 October 2015.

The Committee noted that other vacancies may arise in the meantime and that, if a suitable candidate for Board Membership is identified but there are no vacancies at that time, there is always the possibility of appointing a suitable candidate to a Committee as a co-optee (or even to the Board) in order to make use of their abilities, until a vacancy arises.

The next two items in this section were deemed to be Confidential under the Instrument & Articles and separate minutes have been prepared and are attached to these minutes.

6. Review of Skills Matrix and Governor Profiles

The Committee **NOTED** the Skills Matrix (no changes) and the Governor Profiles on the website, to which has been added Governor Departmental Links.

The need to improve curriculum experience on the Board and representation from local employers (see 5 above) was noted).

7. Annual Review of Committee Memberships (Paper SGC 15.07)

The Committee **RECEIVED** a summary of returns from Members of the Board in connection with the Annual Review of Committee Memberships, which had been reviewed and signed off by the respective Committee Chairs. The Clerk reminded the Committee of the need to staff committees with Members best suited, having regard to their skills profile, to each Committee, but bearing in mind preferences indicated by Members.

The Clerk also commented that it is not necessary for all Members to serve on a Committee, although the Board has indicated that they would prefer Members to serve on at least one Committee, nor are Members obliged to serve on more than one Committee. Furthermore, current Committee Membership is not a determinant of future Committee Membership.

As part of the review, the Committee noted that there are a number of vacancies on Committees at present: Policy & Resources 1, Curriculum & Quality 2 and Audit & Risk 1 + 1 co-optee.

There are no members not currently serving on a Committee, except the two proposed new Student Members who it is suggested should join the Curriculum & Quality Committee, which would bring that Committee back up to strength. They would replace Michael Allars, who has resigned, and Rebecca Hawkridge, whose term of office ends on 6 July 2015.

Allocation to Committees should also reflect the likelihood of consistent attendance at those Meetings.

As regards co-options, these are designed to meet a skills need of that Committee which cannot be met from existing Board Members or as a way of getting individuals involved with the College possibly leading to full Board membership at some later date. If those conditions do not apply, then co-options may not be necessary – they are not a requirement, merely an option.

Furthermore, there is no reason why a Board Member cannot be a co-opted member on a Committee, which may be an option if the Committee has already satisfied its determined membership. Of course, there is always the option to increase the size of a Committee.

The Committee were reminded that a Member cannot serve on both the Policy & Resources Committee and the Audit & Risk Committee, as there is a conflict of interest.

As a result of considering the Review results and the other issues mentioned above, together with the comments of Committee Chairs (all of whom were present), the Committee **RECOMMENDED** changes to Committees of the Board for the academic year 2015/16 as noted below, for consideration and approval at the Board Meeting on 6 July 2015.

Appointment of Angelina Clarke and Skye Bridle as Members of the Curriculum & Quality Committee.

At this stage, it was not proposed to fill the vacancies on either the Policy & Resources Committee or the Audit & Risk Committee, pending further recruitment to the Board and possible further vacancies arising.

Committee Memberships will be revisited at the next Meeting of this Committee on 5 October 2015.

ACTION: Clerk

8. Code of Good Governance for English Colleges (Paper SGC 15.08)

The Clerk presented a paper on the above topic, following the publication of the Code by the Association of Colleges at the end of March 2015, following a consultation period.

The Committee is asked to consider the Code and the commentary by the Clerk as to whether, *prima facie*, the College appears to comply with its provisions and a recommendation by the Clerk that the Code be adopted by the College.

He explained the 'comply or explain' doctrine of the Code and the requirement to explain any instances of non-compliance in, presumably, the Annual Report. The Clerk stated that he has reviewed the Code in detail against our current practices and procedures and believes that the College complies in all material respects with the Code. In addition, the Clerk does not advocate any changes to our procedures, where we don't or it is otherwise debatable.

Given that there are no significant instances of non-compliance with the Code, the Clerk advised that he was comfortable with the College stating in the Annual Report that we comply with the spirit of the Code. It is not clear what sanctions there are for non-compliance or indeed, who would complain and on what grounds. Furthermore, there seems to be no merit in not adopting the Code and this may be provocative for no good purpose.

The Committee noted the Clerk's views and **RECOMMENDED** that the Board of the College approve adoption of the Code at its Meeting on 6 July 2015.

9. Chairman's Appraisal

The Vice Chairman outlined the process. It was agreed that the Chairman should be appraised for the 2014/15 year notwithstanding that he is stepping down as Chairman in July 2015, as this was felt the right thing to do and could provide assistance to the incoming Chair.

A similar format will be followed as to last year with some slight changes to the questions in response to last year's experience. It will be conducted during the summer and the Vice Chairman will report back to the next meeting of this Committee on 5 October 2015.

ACTION: Vice Chairman

10. Proposed Meeting Dates and Locations 2015/16 (Paper SGC.15.09)

The Committee received a paper prepared by the Clerk outlining plans for next year's meetings. It was **AGREED** to circulate this to Board Members without delay so that dates can be diarised. No amendments were proposed.

It was noted that the Board Development Day scheduled to be held on 22 June 2015 has been transferred to 12 October 2015, as a consequence of the recent Ofsted inspection.

The Schedule is **RECOMMENDED** to be formally approved by the Board on 6 July 2015.

ACTION: Clerk

11. Election of Chairman 2015/17 and Vice-Chairman 2015/16

Chairman

The Clerk advised that the term of office of Richard Launder as Chairman of the Board ends on 31 July 2015 and he has advised that he will not be a candidate for re-election. The Clerk has received a nomination from David O'Halloran for election as Chairman for the two years beginning 1 August 2015. Thus far, this is the only nomination following Members being notified of the vacancy. Nominations can be accepted up to 24 hours before the Board Meeting on 6 July 2015, when an election will take place.

Vice-Chairman

The Clerk further advised that, due to the above nomination, a vacancy is created for Vice-Chairman and, after notifying the Board of the vacancy that is likely, a nomination has been received from Gwynn Williams for election as Vice-Chairman to complete the term of two years begun by David O'Halloran. If elected on 6 July 2015, she will serve for the year beginning 1 August 2015. To date, no other nominations have been received.

The Clerk will arrange elections for these two posts at the Board Meeting on 6 July 2015.

ACTION: Clerk

12. Governor Links

This matter was deemed to be a Confidential item under the Instrument & Articles and a separate minute has been prepared and attached to these minutes.

13. Corporation and Committee Self-Assessment Forms

The Clerk tabled draft forms for consideration by the Committee. The form for Corporation Members replaces the existing document and self-assessment forms for each Committee are a new innovation save for the Audit & Risk Committee, where it has been used for a number of years.

The Committee **AGREED** these forms be used for this year on a trial basis, subject to the Clerk amending the forms to explain the gradings/answers expected. In respect of the Corporation forms, it was agreed to delete the section on Chair's performance as that will be covered in section 9 above.

The forms will be received by each Committee and the Board at the first Meeting of the new academic year.

The Committee further **AGREED** that each Committee, at the first meetings of the 2015/16 year when they review their Terms of Reference, would also consider whether, in their opinion, the Committee has, in the course of its business, met all the elements noted in its Terms of Reference. The Clerk will arrange this.

ACTION: Clerk

14. Date of Next Meeting

Monday 5 October 2015 at the Basildon Campus at 4.15 pm.

There being no further business, the Meeting terminated at 5.40 pm.

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