

Search & Governance Committee

Approved Minutes

Minutes of a Meeting of the Committee held at the Basildon Campus on Monday 16 May 2016 at 4.10 pm.

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

2. Urgent Business

There were no items of Urgent Business.

3. Minutes of the Meeting held on Monday 1 February 2016

The Minutes of the meeting of the Committee held on Monday 1 February 2016 were **APPROVED** and **SIGNED** by the Chairman.

4. Matters Arising

Clerking Contract

The Chairman of the Corporation **REPORTED** that Robert Millea has been asked and has agreed to act as Clerk to the College until 31 July 2017 (an extension of one year to his current contract). It has been agreed with Chelmsford College, for whom Robert also acts as Clerk, that his contract as a sub-contractor will be routed through Essex Shared Services Limited, the shared services company owned by the two Colleges.

A revised contract for 2016/17 between ESS and Robert will be signed shortly.

At this stage, it is intended to review the Clerking arrangements for the College in early 2017.

Agenda format for Committees

It was agreed that the revised agenda format for the Board had worked well but it would not at this stage be rolled out to Committees as the Committee was keen that other Committees are not in any way constrained in discussion of matters on their agendas.

The Principal & Chief Executive indicated that for items coming from the Curriculum & Quality committee to the Board for approval and which had been discussed in detail at the Committee, the request for approval would be accompanied by an explanatory note or 'position paper' explaining the context and the scrutiny given at the Curriculum & Quality Committee.

This is to ensure the Board is fully informed of the content of the matter and have an opportunity to ask further questions or make further enquiries before giving formal approval.

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

The Committee **DECIDED** not to pursue efforts to recruit new governors to fill the current two vacancies, in the light of Area Reviews and other challenges.

The Committee **AGREED** that, as a temporary measure, the determined Membership of the Board be reduced from 20 to 18 so that vacancies will not affect our attendance statistics and asked the Clerk to seek Board **APPROVAL** of this proposal by email resolution so that it can take effect immediately. Our attendance statistics for the full Board will therefore be based on 18 members, not 20, for all of this academic year.

ACTION: CLERK

Governor Re-appointments

The Committee discussed proposals to re-appoint Terry Knight, Gwynn Williams and Bob Patterson as Members of the Board for further four year terms with effect from 1 August 2016. All three governors were appointed with effect from 1 August 2012.

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

Gwynn and Bob left the room whilst their application for re-appointment was considered. Terry was absent due to a family bereavement.

As a result of their discussions, the Committee **RECOMMENDED** that Terry Knight, Gwynn Williams and Bob Patterson each serve a further four year term from 1 August 2016 until 31 July 2020 and resolutions to this effect will be considered by the full Board at its meeting on 11 July 2016.

ACTION: CLERK

Review of Committee Memberships

There is a vacancy for a co-opted Member on the Audit & Risk Committee following Peter Little's resignation and the Committee considered an expression of interest from Adam Lyons to fill this vacancy, as proposed by Bob Patterson.

Having reviewed Adam's CV (he is a qualified accountant specialising in internal audit with emphasis on IT), it was felt he could make a strong contribution to the Audit & Risk Committee and it was agreed to **RECOMMEND** to the Board at its Meeting on 11 July 2016 that he be appointed as a co-opted Member to the Audit & Risk Committee beginning on 1 August 2016 for a four year term.

Meanwhile, the Clerk is to organise induction for Adam.

ACTION: CLERK

The Committee **RECEIVED** and **CONSIDERED** Committee Review Forms prepared by Board Members, outlining their requests for the next academic year.

In summary, no governors expressed a wish to move from the Committee(s) on which they currently serve, save that Maya West indicated a willingness to be considered for another Committee to broaden her experience.

In the light of this information and having reviewed the Skills Matrix, the Committee considered the membership of the College's Committees did not require change for next academic year, but that Maya should be asked if she wished also to join the Curriculum & Quality Committee, in addition to her current position on the Policy & Resources Committee.

(Post Meeting Note: Maya West has agreed to join Curriculum & Quality Committee in addition to Policy & Resources Committee)

Accordingly, it is **RECOMMENDED** that a resolution to confirm existing Committee Memberships with the addition of Maya West to the Curriculum & Quality Committee and Adam Lyons as a co-opted Member of the Audit & Risk Committee be passed by the Board on 11 July 2016.

The Committee noted that the two student governors come to the end of their terms of office in July 2016 and that the two staff governors retire in November 2016. Committee allocations for their replacements will be considered at the next Meeting of this Committee for the students who are elected and at the December Board Meeting for the staff who are elected.

The Committee noted that, following the recommended appointments above of Maya and Adam, there remained a number of vacancies on Committees but there were sufficient members on each to enable each Committee to effectively transact its business (P&R 1 + 1 co-optee, A&R 1).

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

The Clerk suggested to the Committee whether they wished to consider combining the Search & Governance Committee with the Remuneration Committee, but this was not preferred at this time.

Student Governors

It was noted that Student Union elections are in progress from which potential candidates for appointment to the Board as student governors will arise. Voting finishes on 20 May and candidates will come to the July Board Meeting as item 1 on the Agenda for appointment to the Board. They will take office immediately at that Meeting, the terms of office of the existing student governors ending immediately before that Board Meeting.

The Committee **AGREED** that the two candidates should be appointed to the Curriculum & Quality Committee, in accordance with past practice.

The Clerk will arrange induction for the candidates before the Board Meeting.

Governor Retirements 2016/17

The Clerk **INFORMED** the Committee that the terms of office of both the staff governors (Lisa Rieffel and Brad Brooks) expire on 11 December 2016, immediately before the Board Meeting. Elections for new staff governors (both Lisa and Brad are eligible) will be arranged in November.

When elections are complete, allocation of the two new staff governors to Committees will have to be arranged.

In addition, Olga Buck and Tom Thompson reach the end of their current terms of office on 26 March 2017. The Clerk will establish with them both if they wish to be considered for re-appointment and, if so, their re-appointments will be considered at the Meeting of this Committee on 6 February 2017. The Board will vote on the matter at its Meeting on 20 March 2017.

Area Review Working Group

The Clerk suggested that the Committee might like to consider the establishment of a dedicated Working Group to handle the Area Review Process, which is scheduled to begin in late 2016 but may be delayed.

The Committee **AGREED** that an Area Review Working Group should be set up and its membership determined at the Board Development Day on 4 July, when the whole Board will receive an update on the Area Review process.

The Clerk was asked to draft some suggested Terms of Reference to be considered at the Board Development Day and then ratified, if agreed, by the Board on 11 July 2016. It will have advisory powers and will be the guardian of the process.

ACTION: CLERK

The Clerk reminded the Committee that the Board has already given its approval to a possible outline Group structure for the College and locally, which forms the basis for discussions with other Colleges. It was **AGREED** that the Area Review Working Group, when formed, should pursue such discussions and negotiations it considers necessary with other Colleges and not wait till the formal Area Review process begins but will not have the power to bind the College to any course of action.

The Board has overall responsibility over any new structures that might be considered or entered into as it is its fundamental duty to secure the future of the College in whatever form that might take.

It may be a realistic possibility that we could put an agreed proposal to the Area Review Conference for validation, thus saving a lot of time.

The Clerk reminded the Committee of his potential conflict of interest in this matter by virtue of his position as Clerk to Chelmsford College.

6. Election of Vice-Chairman 2016/18

The Clerk **REPORTED** that a Vice-Chairman has to be elected by the Board at its Meeting on 11 July 2016 as Gwynn Williams' one year term ends. She is eligible for re-election and has indicated that she would intend to stand again.

The new Vice-Chairman will serve for two years thus restoring the procedure of the Chair and Vice-Chair retiring in alternate years.

The Clerk will seek nominations for Vice-Chairman in advance of the July Board Meeting.

ACTION: CLERK

7. FE Framework Survey (Paper SGC.16.06)

The Clerk **PRESENTED** a Paper for the information of the Committee which summarises the results of a recent Survey by the Association of Colleges on FE Boards and their Governance Frameworks. The survey covered about 60% of all Colleges.

The Report covered both SEC and Chelmsford College. The Clerk considered that both Colleges are very much in line with general practice in the sector nationally. He did not recommend that the Committee and the Board required to take any governance action arising from the information in the Survey.

The Committee **NOTED** the Report.

The Chairman of the Corporation **ASKED** if the Clerk could forward the section of the Survey relating to the role and characteristics of Clerks in the sector, particularly in connection with pay, where there is considerable disparity across the country.

ACTION: CLERK

8. Schedule of Business 2016/17

The proposed Schedule of Business for the Committee in 2016/17 was **APPROVED**.

9. Proposed Meeting Dates and Locations 2016/17

The proposed Meeting Dates and Locations for 2016/17 was **NOTED** and will be considered by the Board in July.

10. Date of Next Meeting

Monday 3 October 2016 at Basildon Campus at 4.15 pm, followed by Corporation Meeting at 6.00 pm.

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

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