

## Search & Governance Committee

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### Approved Minutes

Minutes of a Meeting of the Committee held at the Southend Campus on Monday 27 January 2014 at 3.45 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 no apologies for absence.

### 2. Urgent Business

There were no items of Urgent Business.

### 3. Minutes of Previous Meetings

The Minutes of the Meeting of the Committee held on Monday 7 October 2013 and the Special Meeting of the Committee held on 26 November 2013 were **APPROVED** and **SIGNED** by the Chairman.

### 4. Matters Arising

The Committee noted that the Board had approved the following resolutions at its Meeting on 9 December 2013 on the recommendation of this Committee:

- Appointment of Noel Kelleway as a co-opted member of the Policy & Resources Committee
- Appointments of Maya West, Paramjit Singh Narang and Stuart Burrell to the Board for four year terms beginning 1 January 2014

The Committee also noted that the Board, at its meeting on 7 October 2013, had approved the appointment of Lewis Wright to the Board, re-appointed Richard Launder to the Board for a further four year term commencing 1 January 2014 and appointed Sally Carr and Lewis Wright to the Curriculum & Quality Committee.

## 5. Board Membership & Committee Vacancies (Paper SGC.14.01)

### The Board

The Committee noted that, following the recent recruitments, there remains one vacancy on the Corporation to be filled. An interview panel met with Elaine Mead on 9 January and wish to recommend that she be appointed to the Board at its Meeting on 17 March 2014. The Committee **ENDORSED** the recommendation of the interview panel.

Assuming Elaine is appointed to the Board, the Board would then have a full complement of 20 members.

The Committee **agreed** that Elaine be invited to the meeting of the Board on 17 March and her appointment be the first item on the agenda and, assuming the resolution to appoint her is passed, she will then immediately join the Meeting as a full member. The Clerk was instructed to arrange this and to complete the pre-appointment process for her, including induction.

### Committee memberships

The Committee considered a schedule of Board and Committee Memberships prepared by the Clerk and noted that there were vacancies on a number of the Board's Committees – Policy & Resources 1, Search & Governance 1 and Curriculum & Quality 1.

They also noted that, following the appointment of Paramjit Singh Narang to the Board, the Audit & Risk Committee now has six Board Members thereon, one more than the designated membership. If Paramjit is to remain on this Committee, consideration would need to be given to increasing the determined membership. Meanwhile, he will remain a co-opted member of the Committee.

Further, the Audit & Risk Committee has, potentially, vacancies for two co-opted members.

The Committee noted also that all the new Board Members had expressed willingness to serve on Board Committees and that the Committee normally reviews Committee Memberships annually at its May Meeting.

For information, Maya West has expressed interest in C&Q or P&R, Stuart Burrell has expressed interest in C&Q or S&G and Paramjit is interested in A&R (where he has served as a co-optee) and C&Q.

At his request, the Committee **approved** the appointment of Terry Knight as a member of the Curriculum & Quality Committee with immediate effect. The Clerk had informed the Committee that there are quoracy issues for the next scheduled meeting of this Committee on 10 February.

Terry will cease to be a member of Policy & Resources Committee and the Board will be asked by the Clerk to endorse this change by written resolution immediately.

This will mean that there are now 2 vacancies on Policy & Resources Committee and no vacancies on Curriculum & Quality.

The Committee **agreed** to discuss Committee Memberships generally at its next meeting on 19 May, including allocation of new Members to Committees. The Clerk will circulate the Committee Membership Review Form to all Members seeking their wishes regarding Committee Membership – the form will include a question regarding their desire/willingness to chair a Committee in the future and chairing the Corporation to assist in succession planning.

The Committee noted that it is the task of each Committee to elect a Chairman from amongst its membership at the first meeting of each academic year.

## **6. Appraisal of the Chairman (Paper SGC.14.02)**

The Clerk presented a paper following up on the Appraisal Process, which took place late last year, under the Chairmanship of the Vice-Chairman. The Committee was invited to discuss the process and consider any changes for 2014. The Vice-Chairman reported on the process and the outcomes from his perspective.

It was **agreed** that the Vice Chairman would review the Chair's Appraisal Form and recommend any changes (after consulting with the Chairman of the Corporation) to the next meeting of the Committee on 19 May in order to agree the procedure for the 2014 Appraisal.

The Committee **agreed** that all Board Members who served throughout the 2013/14 academic year be asked to complete the Appraisal Form and return it to the Vice-Chairman. The panel for appraisal will be chaired by the Vice Chairman and include the Chair of the Audit & Risk Committee and the Chair of the Search & Governance Committee.

The Committee reiterated the need for the process to be confidential between the Vice-Chairman and the Chairman and documentation will not be directed through or seen by the Clerk. The Principal and Chief Executive and the Clerk will be asked for their input to the Appraisal Process but purely from the standpoint of the relationship with the Chairman and not an appraisal of the Chairman.

## **7. Succession Planning (Paper SGC.14.03)**

At the Meeting of the Committee held on 7 October the Clerk was requested to place this issue on the agenda for this Meeting. To assist discussion, the Clerk presented a paper on the issue. The Committee also reflected on the recent recruitment process for new Governors.

After considerable discussion, the Committee **AGREED** the following steps to be taken to improve succession planning for the Board, covering the recruitment of new Board Members when necessary, and within the Board to make best use of the resources available to transact Board/Committee business, including identifying potential new Board Chairmen and new Committee Chairmen:

**Participate in the AoC initiative concerning the establishment of a National Governor Recruitment database and in national publicity generally**

**Urge members and the SLT to identify and approach individuals known to them who might be interested in Board Membership (or serving as a co-opted member on one of the Board's Committees)**

**Enquire, at appropriate times, but at least annually, as to Members' intentions regarding re-appointment or retirement, including enquiry of the Chairman and Vice Chairman as to whether they wish to continue to serve in those posts, noting that those appointments are for two years in each case)**

**Enquire annually, through the annual Committee Membership Review Form as to the intentions of Members regarding service on Committees and their wish/willingness to chair a Committee. The Chairs of Committees to look at succession planning on their Committees as part of this process**

**Make direct contact with and provide publicity to professional and other bodies locally**

**Investigate further training arrangements and support regional/national programmes.**

The Clerk informed the Committee that he is progressing training arrangements for the Board for the next year by way of presentation before Committee/Board Meetings or at the Board Development Day. Details will be agreed with the Principal and circulated as soon as possible. One item will be a Governance Refresher to be presented by the Clerk at the next BDD in June.

He also informed the Committee that the AoC now has considerable funds at its disposal through the Educational Training Fund to invest in National Governor Training and he will keep the Committee informed in this connection through his role as a Member of the AoC Governors' Council.

The Committee **affirmed** its commitment that succession planning on the Board and its Committees should exploit to best effect the skills of Members and, when recruiting new Members, to focus on any skills areas, where they are more limited. The Committee will also have continuing regard to Equality & Diversity in its actions.

The Committee **agreed** that there should be no limit on the number of terms a Member can serve on the Board and that terms for independent governors should be four years as at present. Staff governors serve for two years and students for one, but each are eligible for re-election. The Principal serves whilst in post.

However, the Committee **agreed** that members should not be automatically re-appointed to the Board. They should be assessed as to their contribution to the Board and their suitability, particularly regarding their skills, to continue to serve. They are to be asked to provide, as presently, a statement supporting their desire to be re-appointed.

The Committee considered that co-opted members to Committees were a useful mechanism as a 'training ground' to the full Board (given no vacancies on the full Board at any particular time) and has been successfully used in the past.

The Committee noted that, although the Board has members with legal and related experience and knowledge, there is a case that the next appointment to the Board could usefully be a solicitor. The Clerk was asked to make some initial inquiries of local legal firms, ensuring those firms do not have a commercial relationship with the College, as to whether they might have a principal or employee in their firm, who might be interested in joining the Board.

The Committee asked the Clerk to ensure the College website is kept up to date regarding governance materials and how to apply to become a Member of the Board and that those materials are easily navigable.

## **8. Governors' Self-Assessment** (Paper SGC.14.04)

The Committee had considered a report on this matter at its last Meeting and it was then considered by the full Board on 9 December. No matters had arisen following the Board's consideration.

The main theme arising from the self-assessment revolved around training for governors and this is addressed in a later Paper on this agenda.

The Committee **noted** the Clerk's comments on other issues which arose from the Self-Assessment process.

The Committee **asked** the Clerk to provide attendance figures for the Board and its Committees for this year at its next Meeting, bearing in mind the Ofsted expectation of 80% attendance.

## **9. Governor Links** (Paper SGC.14.05)

The Clerk presented a list showing Governor Links which have been instituted. He reported that a number of governors have already made contact with the departments/areas with which they are linked and seem to be greatly enjoying the contact.

The Committee were invited to review the Links given that all new Governors have indicated their willingness to be attached to an area within the College.

The Committee **AGREED** to instruct the Clerk to complete the Links schedule, after discussion with new Members, and present it to the next Meeting. So far as possible, Members will have only one departmental/area link. The Clerk was also asked to inform Heads of Departments to invite their Link Governor to Department events as a matter of protocol.

## **10. Time Commitment** (Paper SGC.14.06)

The Clerk presented a paper to the Committee which updated the earlier document he had prepared in 2012 on the approximate time commitment which governors face in fulfilling their duties.

The Committee **AGREED** the document and asked that it be circulated to all Board Members for information and that it be placed on the governance section of the College website so that interested persons thinking of putting themselves forward for Board Membership have an indication of the time required.

The Committee stressed that the times indicated in the paper were not mandatory but merely provided an indication of the commitment involved.

## **11. Governor Training** (Paper SGC.14.07)

The Clerk presented a paper, following the Governors' Self-Assessment, listing a number of topics which could form the basis of an organised Governor Training programme for the Board for the future.

The Committee discussed how this programme might be delivered, noting that many, if not all, of the topics raised could be delivered by College staff and/or the Clerk, but that, where felt valuable, the use of outside facilitators/lecturers could be considered.

The Clerk was **instructed** to bring forward a programme for the rest of this calendar year, after discussion with the Principal, and circulate to all Members of the Board at the earliest opportunity – see also 7 above.

## **12. AoC Matters (Paper SGC.14.08)**

The Clerk tabled for the information of the Committee a document summarising an extensive National Survey of the Composition of Governing Bodies published by the AoC in October 2013. The Clerk reported this College's structure next to the National Profile.

The Clerk also tabled a copy of a booklet recently published by the AoC entitled Creating Excellence in College Governance and invited comments.

Finally, the Clerk, in his capacity as a Member of the AoC Governors' Council, through his position as Vice Chairman of the Board at West Suffolk College, gave a verbal report on his first Council Meeting, which he attended in London on 14/15 January.

## **13. Skills Matrix and Governor Profiles**

The Committee received a copy of the Skills Matrix for the Board and Governor Profiles (which go on the website) reflecting the recent changes in the Governing Body.

These documents were **NOTED**.

## **14. Date of Next Meeting**

Monday 19 May 2014 at the Basildon Campus (starting time to be confirmed).

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

Signed.....Date.....