



Search and Governance Committee Minutes

Meeting held on Thursday 27th September 2018 at 5.30 pm in Room 301

Governors: Mr P Cook (Principal and Chief Executive), Mr M Duffey, Mr M White and Mrs N Wilburn (Chair)

Officials: Adam Howe (Governance Support Officer) and Sarah Thompson (Clerk to the Corporation)

Observers: Ms A Tregear (Staff Governor)

(Meeting commenced at 5.45 pm)

Declarations of Interest

There were no declarations of interest.

The Chair welcomed attendees to the meeting.

S18/25 Agenda Item 1 – Appointment of Chair and Vice Chair

Members **agreed** to appoint Norma Wilburn as Chair and Michael Duffey as Vice Chair for 2018-19.

S18/26 Agenda Item 2 – Notification of Items of Other Business

No notifications of items of other business were received at this time.

S18/27 Agenda Item 3 – Minutes and actions

Minutes of the Search and Governance Committee meeting held on 8 June 2018 had been circulated and were **approved** as an accurate record.

Members considered the actions arising from previous meetings. The committee noted that a number of actions were now completed. The Clerk spoke on the actions regarding governor development and Sir Frank McLoughlin and asked the committee to consider removing these from the action list as it had been decided not to take forward at this time. The committee **agreed** to the recommendation. An update was received on the action regarding communication routes between student governors and the Corporation Chair. The Corporation Chair advised that, in previous years, he had met with student governors to have an introduction conversation with them and felt that this would be good practice to continue. The committee **agreed** that, as student governor recruitment was still ongoing, the due date for this action be extended until November 2018/end of recruitment. The action regarding the

appointment of NETA Board members was to be discussed as part of the NETA Board meeting on Friday 28th September. All other items were in progress and would be updated at the next committee meeting.

S17/28 Agenda Item 4 – Review of Committee performance against Terms of Reference 2017-18.

A report had been circulated outlining the committee's performance against its terms of reference during 2017-18. Information on committee members' attendance was also provided and members noted that it had been 93.75% for 2017-18. Members noted that Alys Tregear (Staff Governor) had asked to join the Search and Governance Committee. A minor amendment to the terms of reference was also proposed.

Members **agreed**:

- i) that the committee had fulfilled its terms of reference during 2017-18;
- ii) to recommend to the FE Corporation that membership of the Search and Governance Committee should be increased to five and Alys Tregear should be appointed to the committee;
- iii) to recommend the amended terms of reference to the FE Corporation for approval.

S18/29 Agenda Item 5 – Succession Planning / Corporation and Committee Membership

A report had been circulated detailing the current membership position in respect of the FE Corporation, together with equality and diversity information and a skills' analysis. Members noted that, post-merger, there were three vacancies for independent governors.

The Principal and Chief Executive advised the committee that depending on the future strategic direction of the college, the Corporation membership would need to be flexible in terms of its number of members and that three governor positions had been offered to a potential merger partner.

The Clerk spoke on the application received from [redacted] (a financial adviser) and advised that a meeting had been set up, however [redacted] had had to cancel due to family illness. It was **agreed** to postpone pursuit of this application at this time.

The Corporation had previously agreed that one governor place should be held for a nominee of the Sir William Turner Trust. The Corporation Chair advised that an open letter of invitation had been sent to the Trust and that the Trust had not made a nomination to date. A governor advised that the Trust was currently struggling to maintain its own trustees and that this may be a factor as to why no nomination had been received. Another governor advised that a member of Redcar & Cleveland College (RCC) staff sat on the Sir William Turner Trust Board as representative of the College. This position was the nominee of the Principal and Chief Executive. It was **agreed** that the Principal and Chief Executive would discuss this with the Campus Principal: Redcar & Cleveland College and provide an update at the next meeting. It was also **agreed** to leave the open letter on the table and review the position in twelve months' time.

The Corporation had agreed that priorities for recruitment to the remaining two vacancies were a practising education professional and a professional with strategic finance expertise. An advert had been circulated at the previous meeting and had gone live via the College's website and social media platforms and had also been shared with the School Improvement Team leads in Stockton Borough Council and Redcar and Cleveland Borough Council and with relevant professional networks. The advert was also registered with Governors for Schools and Inspiring Governance, however, only the application from [redacted] had been received to date. The committee **agreed** that the recruitment of a strategic financial expert was still a priority regardless of the future strategic direction of the college but that the recruitment of an educational professional was less of a priority as the skill set of the Corporation was sufficient for the current time. A list of potential leads for independent governors had been shared with the Corporation Chair but not taken forward to date. Members also discussed the potential use of a recruitment agency that specialised in strategic finance. It was **agreed** that the Clerk and Governance Support Officer would research potential firms (in particular Peridot) and ask for quotes for recruiting an independent governor. If the cost was below [redacted], this should be progressed. Michael Duffey **agreed** to share the advert with connections in the finance sector via LinkedIn.

The committee received an update on student governor recruitment. The Clerk advised that, as per the circulated paper, one application had been received from a student at RCC, three from students at SRC Bede and one from SRC Teesdale. At this time, the applicant from RCC would be appointed unless other applications were received, when the position would go to a ballot. As more than one application had been received from the Stockton sites, applicants would automatically go to ballot. The Principal and Chief Executive asked why a ballot was required, highlighting that he felt it was unfair due to the difference in number of students at each site. The Clerk advised that it was set out in the Corporation's Instrument and Articles of Governance and that it could not be changed for the current year. The committee **agreed** that the Chief Executive and Principal and Alys Tregear should meet with the candidate from RCC to further discuss the role and the expectations, particularly in relation to time commitments, [redacted]. The Committee Chair asked the rationale for including student governors in the membership and whether they could be appointed for a longer term, in line with independent governors. The Clerk advised that it was a legal requirement to have student governors. It was also commented that student governors provided a younger voice on the Corporation and it also allowed governors to understand the student perspective on items being discussed. Regarding the student governor membership lasting more than one year, student governors could only serve for their time as enrolled students but could subsequently be appointed as independent members. Another governor asked if apprenticeship students were eligible to be student governors as they could potentially be students for a number of years. The Clerk advised that they could. Michael Duffey **agreed** to advertise the role to his students and it was also requested that further advertising take place at the Redcar & Cleveland College site before the deadline of 10th October. Members also **agreed** that Student Governor Recruitment should be **recommended** as a breakout session at the Strategic Seminar in February 2019.

Members were also reminded that a number of governors' terms of office were due to come to an end in 2019/20.

S18/30 Agenda Item 6 – Committee and Task and Finish Groups and Subsidiary Company Boards – membership and terms of reference

A report had been circulated to support the committee in undertaking a high level review of committee membership and terms of reference.

Members noted that a number of committee memberships had been agreed at the July 2018 Corporation meeting. In particular, John Lowther, Rob Mitchell and Dot Smith were appointed to the Merger Implementation Group; John Lowther was appointed to Audit Committee; Dot Smith was appointed to Remuneration Committee; and Sam Beel appointed to Standards Improvement Committee. As highlighted under Agenda Item 4, Alys Tregear had requested to join Search and Governance Committee.

Members noted that there were relatively low numbers of governors serving on the Audit and Finance and Employment Committees. Members **agreed** to postpone the discussion of this until a strategic finance expert had been recruited

Members also noted proposed minor amendments to committee terms of reference (TOR) and that the Audit Committee had reviewed its TOR at the meeting on 20th September and recommend them for approval. The Clerk advised that the TOR for Standards Improvement Committee would be discussed at its next meeting, following further discussion with the Executive Director, Quality and Standards regarding delegation of consideration of items to SIC.

Members **agreed** to recommend to the FE Corporation that no significant changes to the roles and responsibilities of committees were required but the proposed amendments to committee terms of reference should be approved.

S18/31 Agenda Item 7 – Governance Self-Assessment

All governors had been asked to complete a governor self-assessment questionnaire and, as at the date of the meeting, seven out of eight returns had been received. An interim report outlining outcomes was presented to the committee as a discussion document. In particular, members noted uncertainty from governors in respect of information relating to parents' views and governors' oversight of estates and facilities matters. The Clerk advised that these issues had also been highlighted in the previous year's self-assessment. In terms of parent views on college provision, the Head of Quality had confirmed that parental surveys had been undertaken but other than at Bede only a small number of responses had been received. She had agreed that the outcomes of the parental surveys would be included in the quality reporting during 2018-19. In terms of monitoring estates and facilities matters, the Finance and Employment Committee had received information regarding the Estates Plan in March 2018. Members considered whether the plan should be presented the full Corporation. The Chair of Search and Governance Committee suggested that the information be made available for governors to view on Board Packs instead.

Mark White left the meeting at 18:45.

Governors discussed whether the correct items/issues were being elevated to Corporation. The Principal and Chief Executive suggested that, as agreed at the Governor Workshop on 6 September the inclusion of 'Key Themes' as an agenda item on each committee should allow this to happen but that ultimately this required

governors to trust each other. Governors also considered a number of other outcomes highlighted by the self-assessment questions e.g. if the wording of the questions was correct, in particular the questions around monitoring estates management. It was advised that the ability to monitor HR would improve but not until the new HR Director had started and the new HR software was fully in place. One governor noted that there was a long list of key priorities produced as an outcome of the self-assessment. The Principal and Chief Executive suggested that this list would be reviewed as part of the strategic seminar, however there was a lot to cover and not enough time. He suggested the committee have an informal meeting in late October with the Executive Director, Finance who was the lead officer for the seminar.

The final assessment outcomes would be presented to a future meeting of the FE Corporation. Comments and proposals from the Search and Governance Committee would be included in the final report. It was also proposed that a different format be considered for the 2018-19 self-assessment review.

S18/32 Agenda Item 8 – Any other business

There were no additional items of business.

S18/33 Agenda Item 9 – Approval of Documents for Public Inspection

It was **agreed** that the agenda and supporting documents, with the exception of application forms, which included personal details, should be made available for public inspection. Minutes would be published following committee approval.

S18/34 Agenda Item 10 – Date and time of next meeting

The next meeting was scheduled to take place at 5.30 pm on Thursday 24 January 2019.

S18/35 Agenda Item 11 – Key Themes

The following items were identified as key themes:

- Search and Governance Committee were to discuss, advise and provide counsel on the development of the Strategic Seminar agenda
- Recruitment of Strategic Finance Governor, via agency if necessary
- Student Governor appointments and elections
- Congratulations to governors on completing and returning self-assessment forms

(The meeting ended at 7pm)