



## **Search and Governance Committee Minutes**

Meeting held on Thursday 5 October 2017 at 5.30pm in Room 301

*Governors:* Mr P Cook (Principal and Chief Executive), Mr D Johnson (Chair), Ms M Stephenson and Mr M White

*Officials:* Sarah Thompson (Clerk to the Corporation)

*Apologies:* Ms R Hodgson

*(Meeting commenced at 5.30 pm)*

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### **Declarations of Interest**

There were no declarations of interest.

The Chair welcomed attendees to the meeting.

### **S17/18 Agenda Item 1 – Appointment of Chair and Vice Chair**

Members **agreed** to appoint Dan Johnson as Chair and Mark White as Vice Chair for 2016-17.

### **S17/19 Agenda Item 2 – Notification of Items of Other Business**

There were no additional items of business for consideration.

### **S17/20 Agenda Item 3 – Minutes of previous meeting**

Minutes of the Search and Governance Committee meeting held on 23 May 2017 had been circulated and were **approved** as an accurate record.

Members noted the actions arising. The Principal asked to be copied into any further correspondence regarding promotion of the student governor vacancy within the higher education department, so he could follow up separately.

### **S17/21 Agenda Item 4 – Succession Planning / Corporation membership**

A report had been circulated detailing the current membership position in respect of the FE Corporation. In particular members were asked to note that there were three current vacancies following the resignation of Margaret Mason as a governor in September 2017. Members thanked Margaret Mason for her service as a governor, particularly her input in relation to human resources issues. Governors also noted that David Craig's term of office as a governor was due to end on 30 April 2018. Governors

noted the summary of equality and diversity information which indicated that there was low representation of governors from ethnicities other than white British, only one governor declaring a disability, fewer female governors than male governors and fewer younger people than older people.

Members discussed the current membership position, recognising that there were potentially three to four new members that it could be appropriate to appoint to the Board following merger, for example, a representative of the William Turner Trust. It was stressed that any appointments would need to be considered by the Search and Governance Committee of Stockton Riverside College and referred on to the FE Corporation. A review of the relationship between the College and Teesside University could also be appropriate in the near future. Members discussed the option of operating with fewer members as a temporary measure and felt this was feasible in the short term. However, members stressed the importance of ensuring good attendance at meetings, particularly committees where non recruitment could impact on quorum. Members recognised that David Craig had stated that he was not seeking reappointment or extension of his term of office at present but suggested that it could be helpful to retain David as a Board member up to the point of merger if he was willing to continue. Members recognised it would be important to replace David Craig's financial expertise and requested that recruitment commence to identify potential governors with financial / accountancy expertise.

Members **agreed** to recommend to the FE Corporation that:

- i) there should be no recruitment to the three current vacancies in light of the proposed merger with Redcar and Cleveland College and the likelihood that three to four additional members could be appointed following merger;
- ii) subject to his agreement, David Craig's term of office be extended to the point of merger (expected to be 1 August 2018).

It was also **agreed** that:

- iii) governors should be made aware of the potential impact of non recruitment on quorums and the importance of good governor attendance at meetings;
- iv) the Chair should review the VIP list in respect of former governors and invitations to former governors to College events would be at the Chair's discretion;
- v) the Clerk should draft an advertisement for the staff governor vacancy in the Chair's name with an invitation for any prospective applicants to meet with the Chair.

## **S17/22 Agenda Item 5 – 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 a request from Michelle Stephenson to join the Audit Committee following the end of Neville Dart's term of office as a staff governor on 2 November 2017. Members discussed possible conflicts of interest but recognised that there were potential conflicts for any staff governor and a staff governor would be only one member of a total of five committee members.

Members also noted the impact of Margaret Mason's resignation on the Remuneration and Finance and Employment committees and the Strategic Partnerships Task and Finish Group. In respect of the Strategic Partnerships Task and

Finish Group, it was felt that there was little value to the committee continuing to meet with current membership of the Chair, Vice Chair and Principal and it would be appropriate for other Corporation committees to consider developments in respect of alternative curriculum, specifically Standards Improvement Committee and Finance and Employment Committee. In relation to the Remuneration Committee, it was felt that it would be appropriate to invite Russ McCallion to join the committee to provide HR expertise. In relation to Finance and Employment Committee, there was discussion about the potential impact on quorum and it was suggested that the Clerk should seek to ensure meetings were quorate where this was likely to be a particular issue. It was felt that it would not be appropriate to reduce the quorum to two, as the Principal was a member of the committee and this would put a Principal in a position of being able to unduly influence decisions.

Members also noted proposed minor amendments to committee terms of reference.

Members **agreed** to recommend to the FE Corporation that:

- i) Michelle Stephenson be appointed as a member of Audit Committee from 3 November 2017;
- ii) Russ McCallion be appointed as a member of Remuneration Committee;
- iii) no replacement member for Margaret Mason be appointed to the Finance and Employment Committee at this time but a new staff governor be invited to join the Finance and Employment Committee if appropriate;
- iv) the proposed amendments to committee terms of reference should be approved.

### **S17/23 Agenda Item 6 – Governor Self Assessment**

All governors had been asked to complete a governor self assessment questionnaire and, as at the date of the meeting, nine 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 the effectiveness of Human Resources policies and procedures and the availability of provision. It was suggested that this be proposed as an area for internal audit review. Governors also noted that a number of governors had commented on the lack of information provided in relation to parental views and also uncertainty regarding governor involvement in curriculum development. It was recognised that some comments, for example, in relation to HR reporting and estates and facilities management, were from members that did not serve on the primary committee looking at these areas. It was proposed that it could be helpful to revisit governor training on governor behaviour and characteristics of good governance, in particular, trust between governors and committees. It was felt that it would be helpful for this to be the basis of outlining expectations of governors in a new merged college and Redcar and Cleveland governors could be invited to attend. It was felt that it would be appropriate for such a session to be externally facilitated and the Clerk was asked to identify a potential facilitator in liaison with the Chair.

Members noted the feedback to Search and Governance Committee in respect of Corporation membership and recognised that the identified areas had previously been considered by this committee.

The final assessment outcomes would be presented to the FE Corporation meeting scheduled for 23 November 2017. Comments and proposals from the Search and Governance Committee would be included in the final report.

**S17/24 Agenda Item 7 – Board Packs**

A report had been circulated providing an update on student governors and outlining proposals aimed at improving student governor engagement. Members commented that the search facility within Board Packs was particularly helpful for accessing previous documents. Members highlighted some difficulties with chairing a meeting using Board Packs and suggested that a refresher on annotating documents would be helpful.

Members **agreed**:

- i) to recommend the continuation of Board Packs implementation;
- ii) that the Clerk should offer a refresher session to governors.

**S17/25 Agenda Item 8 – Review of 2016-17 Performance against Terms of Reference**

A report had been circulated outlining the committee's performance against its terms of reference during 2016-17. Information on committee members' attendance was also provided and members noted that Rebecca Hodgson had been unable to attend any meetings in 2016-17 due to work commitments and personal issues. Rebecca was willing to step down from the committee as she anticipated work commitments to continue. A minor amendment to the terms of reference was also proposed.

Members **agreed**:

- i) that the committee had fulfilled its terms of reference during 2016-17;
- ii) to recommend to the FE Corporation that Rebecca Hodgson should cease membership of the Search and Governance Committee and membership of the Search and Governance Committee should be reduced to four;
- iii) to recommend the amended terms of reference to the FE Corporation for approval.

**S17/26 Agenda Item 9 – Any other business**

There were no additional items of business.

**S17/27 Agenda Item 10 – Approval of Documents for Public Inspection**

It was **agreed** that the agenda and supporting documents be made available for public inspection.

**S17/28 Agenda Item 11 – Date and time of next meeting**

Thursday 25 January 2018, 5.30 pm

*(The meeting ended at 6.10pm)*