



GOVERNANCE AND SEARCH COMMITTEE

APPROVED DRAFT Minutes of the Meeting held on 25 September 2018 at 6.50pm

Room M316, All Saints' Building, Worcester

Present

Governors: Neill Bucktin Chair
David Ash
Lucy Hodgson
Stuart Laverick Principal

In Attendance: Sue Frost Clerk to the Corporation

Action

Members agreed to start with Item 12.7

12.7 Governor Recruitment Interviews

- i) Members were provided with interview packs including a reminder of the topic for the presentation and copies of the revised questions for applicants. The Clerk to the Corporation stated that the applicant had confirmed their eligibility and that references had been received which were provided to the Chair. Standard College assessment sheets would be used in line with Human Resources advice and good practice. Members agreed who would ask each question.

The Governance and Search Committee **REVIEWED** proposed candidate questions.

Candidate 4 joined the meeting. The Chair welcomed the applicant, the Members introduced themselves and the Chair explained the process. The candidate confirmed that they were comfortable with this approach.

- ii) The Governance and Search Committee **INTERVIEWED** Candidate 4, responding to the presentation and then using the agreed interview questions to ensure consistent treatment. Members then answered the applicant's questions.

Candidate 4 left the meeting and Members completed their individual assessments.

- iii) The Governance and Search Committee **AGREED** that Candidate 4's skills were **CC** not a present fit to the skill needs of the Corporation but that the candidate should be invited to reapply in about eighteen months, when succession planning indicated that a vacancy would arise which required those skills.

The meeting returned to the start of the Agenda

12.1 Apologies

- i) Apologies were received from Paul McCunn. Peter Heath and Laura Marsh were expected but were unable to attend.

12.2 Declarations of Interest

- i) Members were asked to declare any Interests, financial or otherwise, which they had in any Agenda Item and confirmed that they had none.

12.3 Minutes of the Last Meeting

- i) The Governance and Search Committee **APPROVED** the Minutes of the meeting held on 24 July 2018 as a true record for signature by the Chair.

12.4 Matters Arising

- i) The Governance and Search Committee reviewed the report. Six matters were either completed or formed part of later Agenda Items and three carried forward. Members noted additional points as follows:

11.9 ii): Recommendations for Appointment. The outstanding reference and three DBS checks were satisfactory.

10.12 ii): Teaching, Leadership and Governance in Further Education. The Principal was happy to contact an exemplar College such as Grimsby but suggested that an agreed list of questions was circulated and the discussion held by skype/teleconference.

- ii) The Governance and Search Committee

- **MONITORED** action taken and remaining to be taken in respect of Matters Arising from the Minutes of previous meetings
- **AGREED** that Members should be asked to review the Grimsby Ofsted Report and Prospectus, compare and contrast them with the College position and submit questions to the Clerk to the Corporation with a view to the Principal arranging a technology enabled conversation as part of the Away Event

Members/
CC

P/CC

12.5 Determination of Any Other Urgent Business

- i) There was no other urgent business.

12.6 Corporation Membership

- i) Subject to the appointment of the three candidates recommended by the Governance and Search Committee by the Corporation on 9 October 2018, the Corporation stands at 18 Members, the full current determination. There was one planned vacancy, Steve Bolton, who would reach the end of his first Term of Office on 27 April 2019 and would like to be considered for recommendation to a second and final Term of Office.

- ii) Members considered Steve Bolton's request for a leave of absence for six months, with effect from 1 September – 1 March 2019. This was permitted under Standing Orders and Eversheds Sutherland advised the Corporation to Minute consideration of the impact on the skills mix and quoracy.

- iii) The Clerk to the Corporation tabled an updated Skills Audit but results remained incomplete with 15 out of 18 returns. Average scores for the headings were Human Resources (2.3), Miscellaneous (2.1), Management (2.0), Estates and Property (1.9), Finance (1.9), and Education (1.6). Members noted that the education score was affected by knowledge of schools, which was of less relevance to the College, and one Member who appeared very conservative in scoring in this section.

- iv) The Clerk to the Corporation provided updated collated Equality and Diversity Form information returned anonymously by 15 (83%) of the Members. Members discussed the information which indicated that the Corporation was 100% white

British, 13% with a declared disability and 67% male. Members discussed the continued need to address the lack of diversity on the Corporation, in terms of ethnicity but also now in terms of gender as in the College staff was 67% female and three of the four elected Members were female. In the recent recruitment campaign, more males than females had responded and the recommended appointments reflected the skills offered by those candidates in the context of the Corporation's skills needs.

- v) The Governance and Search Committee:
- **NOTED** Members and terms of office and approaching planned vacancies
 - **CONSIDERED** Steve Bolton's request for and **AGREED TO RECOMMEND** that the Corporation approve leave of absence with effect from 1 September – 1 March 2019 **CC**
 - **REVIEWED** the revised Governor Skills Audit and **DISCUSSED** balance
 - **REVIEWED** the Corporation's Equality and Diversity, **NOTED** the lack of ethnic and gender diversity and **AGREED** to continue to encourage wide application to future vacancies

12.8 Other Appointments

- i) The papers included the letter from the Clerk to the Corporation to the Education and Skills Funding Agency (ESFA) setting out the reasoning for having a Staff Member on the Audit Committee and seeking clarification as to why the ESFA now felt that this was not appropriate, and the response from the ESFA's Chief Executive, Eileen Milner. Ms Milner stated:

"I recognise some colleges' needs may be better served by establishing audit committees which include staff governors as members. I also recognise that this may promote a better balance between knowledge and insight, with independence and objectivity. The framework continues to provide for this and allows you to retain and appoint staff governors to your audit committee, if your corporation is satisfied that the committee's independence and objectivity is maintained."

The Governance and Search Committee:

- **NOTED** the letter sent to the Education and Skills Funding Agency (ESFA) with regard to Staff Members on Audit Committee
- **CONSIDERED** the response from the ESFA Chief Executive
- **AGREED** that possible reappointment of the Staff Governor to the Audit Committee would not compromise the "independence and integrity" of the Audit Committee for the reasons set out in the letter to the ESFA:
 - Inclusion of a Staff Member shows members of staff that the Audit Committee is transparent and open
 - A Staff Member has a working knowledge of College systems and procedures and can therefore interpret some reports in a more informed way than other Governors and can ask powerful questions from that knowledge base
 - A Staff Member has a different perspective of the College Risk profile and management of those risks
 - The College values include "Trust" and "Integrity" and the removal of a Staff Member from the Audit Committee would run contrary to those values
 - Heart of Worcestershire College Audit Committee has a membership of "up to seven", with six current appointments, so there is a range of views in each meeting

Action

- A Staff Member's contribution to meetings and the weight of that contribution is seen as bringing the same value to proceedings as that of any other Governor
- Heart of Worcestershire College Audit Committee Terms of Reference prevent the appointment of "Those with executive responsibilities for the College at senior level, such as the Principal, Senior Postholders and members of the College's Senior Management" so the Staff Member appointed is unlikely to operate at a level at which they would be directly implicated in any audit recommendations

- ii) The papers included the current appointments to Committees which Members reviewed in the light of the skills offered by all Members and the duplicated roles of existing Members. The Clerk to the Corporation had contacted Members and was able to report that two Governors had agreed to stand down from a Committee to facilitate new Governor appointments.

The Governance and Search Committee **REVIEWED** current appointments to Committees, Groups and Academic Board and **DISCUSSED** balance.

- iii) The Governance and Search Committee **AGREED TO RECOMMEND** the following resignations and appointments to the Corporation for approval at the meeting on 9 October 2018: **CC**

- To **ACCEPT** the resignation of Paul McCunn from the Governance and Search Committee
- To **ACCEPT** the resignation of Gary Woodward from the Audit Committee
- To **REAPPOINT** Peter Heath to the Governance and Search Committee
- To **REAPPOINT** Debbie Morris to the Audit Committee
- To **APPOINT** Nicki Pearsall to the Governance and Search Committee
- To **APPOINT** Tony Ciriello to the Governance and Search Committee
- To **APPOINT** Tony King to the Audit Committee
- To **APPOINT** Sue Nicholls to the Audit Committee

The Principal also asked that the Student Governors be invited to attend Quality Group meetings.

12.9 Governor Champions

- i) The papers included the role descriptions for the Equality and Diversity, Safeguarding and Business Development (Draft) Governor Champions. The Clerk to the Corporation noted that these were not wholly consistent and that there were no role descriptions for the Health and Safety Governor Champion or for the Governor Insight Scheme Champion. Members felt that the continued appointment of the Principal as Health and Safety Governor Champion superseded any specific requirements and that the Governor Insight Scheme sufficiently outlined the Champion's role. Members also discussed whether any additional Champion roles should be created (for example, for English and maths) but felt that it was more appropriate for such matters to be considered by the Governor-Management Quality Group.

- ii) The Governance and Search Committee **CC**
- **REVIEWED** Governor Champion Role Descriptions and **AGREED TO RECOMMEND** that the Corporation approve the Business Development Governor Champion Role Description at the meeting on 9 October 2018
 - **REVIEWED** current appointments as Governor Champions, **CONSIDERED** whether additional roles should be created and **AGREED TO RECOMMEND**

that the Corporation approve the continued appointment of the current Governor Champions at the meeting on 9 October 2018:

- Safeguarding Lucy Hodgson
- Equality and Diversity Kevin Gaffney
- Business Development Steve Bolton
- Governor Insight Scheme Denis Miles
- Health and Safety The Principal

12.10 Governance and Search Committee Performance Review

i) The papers included an assessment of compliance with the Terms of Reference, attendance information and comments made in meeting reflection discussions. Members noted two areas of non-compliance – at 2.7. Oversight of the Governor Insight Scheme was carried out by the Quality Group last year rather than by the Governance and Search Committee and at Annex 1 sufficient diversity had not yet been achieved on the Corporation. This had been noted and would remain a matter on the Governance Improvement Plan.

ii) Governance and Search Committee Members' attendance was at 84% in 2017/18 (four meetings), compared with 88% in 2016/17 (four meetings), which Members felt was due to individual Governor circumstances. Members were satisfied with the work carried out throughout the year.

iii) The Governance and Search Committee:

- **MONITORED** the performance of the Governance and Search Committee in 2017/18 and concluded that it was effective.
- **REVIEWED** the Terms of Reference for the Governance and Search Committee and **AGREED TO RECOMMEND** the following changes to the Corporation for approval on 9 October 2018: **CC**
Annex 1 to the Terms of Reference (Non Executives)
 - Inspiring FE Governance added to recruitment bodies
 - Register of Interests added to application pack
 - Use of references added and clarified
 - Reference to “the College’s Equality Policy” replaced with “recruitment best practice”,
 - Some duplication removed
 Annex 2 to the Terms of Reference (Staff Governors)
 - Revised to reflect the Corporation decision to move to College wide selection
 - Deletion of “Candidates will be permitted to address staff at designated meetings at the main campus buildings as agreed with the Principal to ensure business continuity”

12.11 Corporation Self Assessment

i) The papers included the 2017/18 Corporation Improvement Plan; An analysis of responses to the West Midlands Regional Clerks Network Governance Self Assessment Questionnaire for 2017/18; issues raised in one to one meetings with the Chair and attendance; The draft Governance Improvement Plan for 2018/19; The draft Corporation Self-Assessment for 2017/18 for the College Self Assessment Report and the draft Corporation Self Assessment Financial Statements wording.

The Governance and Search Committee **MONITORED** progress against the RAG rated Governance Improvement Plan for 2017/18, noting that of the ten actions in the 2017/18 Corporation Improvement Plan, seven had been addressed and three would be taken forward.

Action

- ii) The Clerk to the Corporation thanked Governors for participating in the West Midlands Clerks College Survey over the summer. 16 out of 16 possible Governors responded to the survey (100%). The feedback was extremely positive with many questions receiving 100% agreement and many with more positive comments than the group of 12 Colleges. Areas where Governor decisions were felt to make an impact on learner performance were identified, with examples, and issues which Governors felt should be given priority by the Corporation were also recorded. These provided a basis for strengths and areas for improvement in the draft Governance Improvement Plan.
- iii) The draft Governance Plan actions arose from Matters carried forward from the Corporation Improvement Plan 2017/18, matters identified in the Chair's one to one meetings with Governors and Matters arising from West Midlands Clerks' Survey. The latter was based on the use of parameters, where either overall agreement was below 88%, overall disagreement was 12% or more, or where there was a negative differential of 5 percentage points or more from the "all colleges" percentage. However, when discussed with the Executive some of the issues identified were surprising. Rather than adjust the parameters, Members agreed to discuss each proposed action in turn and four points were removed from the Governance Improvement Plan, with four remaining. The points removed related to confusion caused by lack of recognition of terminology used in two cases and information which had been presented as part of the annual Learner Voice report in three cases, which was generally well received but had been presented at a meeting with lower than normal attendance.
- The Governance and Search Committee **CONSIDERED** and **REFINED** the draft Governance Improvement Plan for 2018/19 and **NOTED** that it would return to the Corporation with appropriate milestones identified. The Clerk to the Corporation would issue the Learner Voice Report as a separate document and draw attention to its relevance to the survey in future years. **CC**
- iv) The Clerk to the Corporation had updated the wording in the Leadership and Management Section of the College Self Assessment Report as requested by the outgoing Assistant Principal Higher Education and Standards. Claire Barton, the Director of Quality, Higher Education and Professional had overall control of the new document and management reserved the right to reflect the key points differently to limit repetition and ensure stylistic consistency.
- The Governance and Search Committee **CONSIDERED** the draft words submitted for use in the College Self-Assessment Report and **AGREED TO RECOMMEND** them for approval at the Corporation meeting on 9 October 2018. **CC**
- v) The Governance and Search Committee **CONSIDERED** the draft words and performance grade for inclusion in the College Financial Statements and **AGREED TO RECOMMEND** them for approval to the Corporation meeting on 9 October 2018. **CC**
- 12.12 Governor Insight Scheme**
- i) The Clerk to the Corporation reported that the Scheme had been revised by Donna Gibson, Personal Assistant - Principal's Office, to reflect personnel changes and changes made to the Quality Process. The key changes were:
- Following changes to the lesson observation process accompanied observation was no longer being offered under the Scheme.
 - The Learning walk section had been extended and Governors were encouraged to use these to visit sites that they would not normally attend.

Action

Learning walks could be arranged to precede scheduled meetings.

- The feedback section has been extended and clarified.

The Clerk to the Corporation stated that, in practice, Governors who engaged with the scheme opted to accompany Learning Walks rather than observations. There had only been one accompanied observation.

The Governance and Search Committee **CONSIDERED** the revised Governor Insight Scheme and **AGREED TO RECOMMEND** changes for approval to the Corporation meeting on 9 October 2018. **CC**

- ii) Eight different Governors were involved in Governor Insight Scheme activities in the Summer Term. (No attendance was recorded for the Principal who was also present at many of these opportunities as it was difficult to differentiate between his staff and Governor roles.) One detailed feedback form was received which had been passed on to management for information and for action where appropriate.

The Governance and Search Committee **RECEIVED** a summary of activity from the Governor Champion.

12.13 Governor Attendance

- i) Corporation attendance for 2017/18 was 80% for Corporation across 11 meetings (including all workshops, counting the Away Event as two meetings). The papers included a breakdown by individual and Committee. Combined attendance for the Corporation and all committees was 80.40% benchmarked against 80.37% based on 93 Colleges, as surveyed by Edgar Williams on the Clerks' Network. This represented a reduction from the 87% Corporation attendance in 2016/17 and fell short of the Corporation benchmark for Corporation and all Committees, set at 85%. This was felt to be due to some individuals being new to the role, some being unable to attend due to work commitments and in one case staying remote from the meetings because of a potential conflict of interest.

- ii) The Governance and Search Committee:
- **NOTED** attendance in 2017/18 at Corporation and Committee meetings
 - **AGREED TO RECOMMEND** the retention of the target for combined attendance for the Corporation and all committees of 85% to the Corporation meeting on 9 October 2018 **CC**

12.14 Governor Training

- i) The Clerk to the Corporation confirmed that new Governor Induction days and training activities were underway. Members agreed that the core training to be provided to the Corporation in 2018/19 should be on Safeguarding. **VPDCE/CC**
- ii) The Governance and Search Committee **CONSIDERED** the plans for Governor training in 2018/19 and **NOTED** the Governor Core Training Record and the revised Corporation Development Programme which would be placed on the Governor Portal. **CC**

12.15 Register of Interests

- i) The papers included a summary of entries on the thirteen forms received at the time of writing. Information from the five outstanding forms would be brought to the next meeting. **CC**
- ii) The Governance and Search Committee **REVIEWED** the Register of Interests and Member Eligibility as at 1 August 2018.

Action

12.16 Cycle of Business

- i) The Governance and Search Committee **CONSIDERED** and **APPROVED** the outline Cycle of Business for 2018/19 which would be placed on the Governor Portal. **CC**

12.17 Corporation Appeal Committee

- i) On 9 May 2018 the Governance and Search Committee looked at Standing Orders where there was a historic reference to the "Corporation Appeal Committee". Members felt that it would be useful to retain the Corporation Appeal Committee and the Clerk to the Corporation had reviewed the Terms of Reference which remained fit for purpose with the minor change of Staff "Governor" to "Governors".

The Terms of Reference require the appointment of a pool of six Governors who could act if required to do so. Governance and Search Committee should consider making such recommendations in the near future.

- ii) The Governance and Search Committee
- **CONSIDERED** and **AGREED TO RECOMMEND** that the Corporation approve the Terms of Reference for the Corporation Appeal Committee at the meeting on 9 October 2018 **CC**
 - **AGREED TO RECOMMEND** that the Corporation appoint Neill Bucktin, David Ash and Lucy Hodgson as Members of the Corporation Appeal Committee and seek other Members for the pool at the meeting on 9 October 2018

12.18 Any Other Urgent Business

- i) There was no other urgent business.

12.19 Meeting Reflection

- i) The Governance and Search Committee **REVIEWED** the meeting and were satisfied that they had carried out a significant amount of work appropriately. Two matters should be considered:
- The Clerk to the Corporation should review the balance of work across the Governance and Search Committee meetings for the year **CC**
 - In 2019/20 Members should be invited to complete the Governance Self Assessment survey with results discussed by the whole Corporation in the September Workshop to form the Governance Improvement Plan **CC**

12.20 Date and Time of Next Meeting

- i) Tuesday, 29 January 2019, 5.30pm, O1.04, Osprey House, Redditch

The meeting closed at 8.30pm.

Signed:

Date: