



## GOVERNANCE AND SEARCH COMMITTEE

### FINAL SIGNED Minutes of the Meeting held on 13 February 2018 at 5.30pm Room M316, All Saints' Building, Worcester

#### Present

<b>Governors:</b>	Neill Bucktin	Chair
	David Ash	
	Fiona Hellowell	
	Lucy Hodgson	Vice Chair
	Stuart Laverick	Principal
	Paul McCunn	

**In Attendance:** Sue Frost Clerk to the Corporation

#### Action

#### 9.1 Apologies

i) No apologies were received.

#### 9.2 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. Two Members needed to update their Register of Interest forms and the Clerk to the Corporation would supply these after the meeting. David Ash had taken on a three month research contract with the University of Bristol.

CC

#### 9.3 Minutes of the Last Meeting

i) Changes to the Minutes were highlighted in the papers. The Governance and Search Committee **APPROVED** the revised Minutes of the meeting held on 26 September 2017 as a true record for signature by the Chair.

#### 9.4 Matters Arising

i) The Governance and Search Committee reviewed the report and noted progress. All outstanding matters were either completed or formed part of later Agenda Items.

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.

#### 9.5 Determination of Any Other Urgent Business

i) There was no other urgent business.

#### 9.6 Corporation and Committee Membership

i) The Clerk to the Corporation reported comparative information about Board size from the Clerks' Network. 16 or 18 were most common but there was a range from 12 to 20. The Chair had reported feedback from the annual one to one meetings with Governors that some felt that the Corporation would be more effective if it were smaller. Members noted that it would be possible to

ask the Corporation to reduce the determined number of Governors by resolution by one or two and would consider whether that was appropriate in the light of the current make up and skills of the Corporation.

- ii) The Corporation had two vacancies. Neill Bucktin, Kevin Gaffney and Denis Miles would reach the end of their first Terms of Office on 31 July 2018 were willing to be considered for a second Term of Office. Potential reappointments would be considered alongside any other candidates at the next meeting. There would also be elections for Staff and Student Governors in the summer term.
- iii) A revised Committee membership paper had been emailed and Members considered the potential vacancies for those with appropriate skill sets noting that the Quality Group lacked a Chair and the Audit Committee lacked a Vice Chair. The Clerk to the Corporation reported that most Governors had replied to an email about committee refreshment stating that they were happy with their positions and did not have time to offer to take on additional roles. Fiona Hellowell was willing to be considered as Chair of the Quality Group.
- iv) The Skills Audit was included in the supporting papers with the skills of the three Governors approaching end of Terms of Office highlighted along with the previous skills analysis for those Governors who had recently left. The loss of the former Audit Committee Chair reduced the scores in the Finance and Audit section in particular.
- v) The Clerk to the Corporation questioned whether it was appropriate to complete and summarise data from the College's standard application diversity monitoring form for Governors given the GDPR regulations. In a small group it was possible that individuals could be identified from this. The Search Committee was aware of the need to address the lack of diversity on the Corporation, particularly in terms of ethnicity and noted that the recent resignations had affected gender diversity.
- vi) Governors discussed determination, vacancies and skills, feeling that the current skills base was broad but might benefit from more educational and human resource expertise. Reducing the determination could mean doubling up on committees and would mean, for the time being, accepting less diversity.
- vii) The Governance and Search Committee:
  - **REVIEWED** the Corporation determination, **NOTED** Clerks Network information and **AGREED** that the Corporation determination should remain unchanged.
  - **NOTED** Members and terms of office and unplanned and approaching planned vacancies.
  - **NOTED** current appointments to Committees, Groups and Academic Board and **AGREED to RECOMMEND** the following appointments to the Corporation for approval on 27 March 2018:
    - Fiona Hellowell as a Member and Chair of the Quality Group (accepting the resignation of Fiona Hellowell from the Governance and Search Committee)
    - Susannah Twigg as a Member of the Quality Group
    - Denis Miles as a Member of the Quality Group
    - Lucy Hodgson as Vice Chair of the Audit Committee
    - Laura Marsh as a Member of the Governance and Search Committee
    - Stuart Laverick as a Member of the Estates Task and Finish Group

Action

(subject to this remaining a Group when discussed under Item 9.8)

- **REVIEWED** the revised Governor Skills Audit and **DISCUSSED** balance, noting the need to recruit Governors widely to ensure diversity.
- **CONSIDERED** the Corporation's Equality and Diversity, discussed future record keeping and **AGREED** to use the College's diversity monitoring form once a year with the autumn returns and to report diversity in accordance with guidance from Human Resources.

CC/HR

## 9.7 Governor Recruitment

i) Members felt that the 2016/17 recruitment campaign had been effective. It had used social media and contacts rather than press adverts and had resulted in two interviews and an appointment. The Clerk to the Corporation said that the limited timeframe had limited the usefulness of the School Governors One Stop Shop (SGOSS) which matched vacancies to applications.

ii) Members agreed to adopt a similar approach to filling unplanned vacancies in 2017/18. An advert should be disseminated widely through sources such as:

CC

- College social media sites, including a front page banner advert and Linked In
- The School Governors One Stop Shop (SGOSS)
- Inspiring Governance
- The Institute of Chartered Accountants
- The Local Enterprise Partnerships
- Chambers of Commerce
- Worcester Business Improvement District
- Worcestershire Ambassadors
- Existing Governors and their contacts

A Governor asked why the College did not recruit continually and use a database to fill casual vacancies. The Clerk to the Corporation had used this system in other Colleges but when asked the question previously Members had felt it was not appropriate to keep applicants warm. Members agreed to consider the results of the recruitment campaign and to open a database if additional candidates were appointable.

CC

The Governance and Search Committee should evaluate the contribution of Members willing to be reappointed alongside any new applications at the next meeting.

CC

The Clerk to the Corporation would arrange elections in the summer term in accordance with the Governance and Search Committee Terms of Reference for the Staff and Student Governor vacancies arising at the end of 2017/18.

CC

iii) Members suggested further changes to the revised Heart of Worcestershire College Role Description and Person Specification. Members considered examples from Herefordshire and Ludlow College (continual recruitment approach) and Sparsholt College (Role Description only) but preferred the Heart of Worcestershire College versions. A Governor questioned whether the Role Description made the role appear unduly onerous. The Clerk to the Corporation felt that it was appropriate because of the level of commitment expected. The Chair suggested providing a covering letter for the information pack which was welcomed. The Code of Conduct should also be included in the information pack.

Chair  
CC

iv) A Governor asked why there was a restriction to two Terms of Office. The Clerk to the Corporation replied that this was good practice recommended by the Nolan Committee. At the end of two terms the Clerks' Network was active

## Action

in circulating details of Governors wishing to continue to provide the opportunity to apply for vacancies in other Colleges. Although it was not normal practice the Clerk to the Corporation confirmed that it would be possible for the Corporation to extend a final appointment if there were particular reasons to do so on a case by case basis.

- v) The Governor advert would be revised to include the new Mission Statement, and the Clerk to the Corporation's direct number with no reference to board experience (could be age limiting) or to specific skill requirements to encourage wide responses. The advert would state that the College "would particularly welcome applications from under-represented groups including women, people with a disability, and members of black and ethnic minority groups" to seek diversity. The advert should run for a month then applications would be shortlisted and the format of the interviews would be confirmed remotely with an interview date to be sought in early May 2018 and appointments recommended to the Corporation on 22 May 2018. **CC**
- vi) The Governance and Search Committee
- **EVALUATED** the 2016/17 recruitment campaign.
  - **AGREED** to fill approaching planned vacancies through a recruitment campaign.
  - **AGREED to RECOMMEND** changes to the Governor Role Description and Person Specification to the Corporation meeting on 27 March 2018. **CC**
  - **AMENDED** the Governor advert for use in 2017/18.

### 9.8 Corporation Delegation of Authority

- i) Following the Governance Stocktake review at the Away Event on 24 November 2017, the Governance and Search Committee has been asked by the Corporation to "consider giving Committees delegated power to make end decisions where appropriate". The Clerk to the Corporation stated that this power should be used with caution so as not to undermine the principle of whole board decision making. The function of the committees in a limited committee system was normally to "advise" the Corporation, whereas full committee systems were more likely to have delegated powers of approval.
- ii) The Clerk to the Corporation explained that there was no provision in the Instrument and Articles of Government for the Corporation to delegate to a group other than to a "Committee". The Clerk to the Corporation had therefore contacted Eversheds Sutherland's Governance Plus Helpline to ascertain whether it would be necessary to change the Instrument and Articles in order to facilitate the use of and possible delegation to "Groups". Ben Wood's opinion was that the "Groups" were committees in all but name but that calling them "Groups" had enabled them to operate in an opaque fashion (for example the "Notes" have not been placed on the public website) and had provided a vehicle for management/governance role confusion. His rationale for this was that the Corporation sets the Terms of Reference for the "Groups" and so has determined their work and responsibilities and that the "Groups" report directly to the Corporation.
- iii) The Clerk to the Corporation felt that this issue could be resolved in two possible ways:
1. Reframe the Groups as Committees with Governor membership and staff in attendance with Minutes which are published
  2. Reframe the Groups as management vehicles with Terms of Reference approved by the Senior Leadership Team and replace the role of the Clerk to the Corporation with a management note taker with notes that could go

to the Corporation for information

Members discussed the role of the Groups and felt that it was important was to keep the Groups as more informal bodies where managers and Governors worked together. The Quality Group was felt to be a natural extension of the Governor Insight Scheme, providing evidence of the work done to improve quality and it was unlikely that the Estates Group would want to make end decisions. Members felt that the Groups should exist in a separate sphere from the Corporation.

- iv) The Statement of Governance Principles and Scheme of Delegation (SGP/SoDs) had not been updated for some years and actual practice had evolved away from some of the original principles. The Clerk to the Corporation had therefore revised the text and supporting schedules for consideration. The Clerk to the Corporation drew attention in particular to Section 4 “Informed Governance” in which the Clerk to the Corporation had tried to capture governance practice at Heart of Worcestershire College. Members were largely in favour of the changes and suggested some further revisions.
- v) The Clerk to the Corporation drew attention to Article 3 1 (aa): The Corporation is responsible for:...publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities. The Clerk to the Corporation was concerned because no specific consultation had been carried out with staff members or with students in connection with the revised Mission Statement approved by the Corporation. The Principal reminded members that staff and students were regularly consulted about a range of issues connected with educational character. He felt it would not have been appropriate to have lots of differing opinions on the three word Mission Statement. The Chair asked if a statement encapsulating how the College sought the views of stakeholders, including students and staff, could be included in the College Annual Report.
- vi) Given the issues surrounding the potential use of groups the Clerk to the Corporation had suggested only limited further delegation to the Audit Committee and Governance and Search Committee at this time which Members supported.
- vii) The Governance and Search Committee:
- **CONSIDERED** the potential impact of delegation on the whole Corporation decision making model and agreed that delegation should be limited.
  - **CONSIDERED** Eversheds Sutherland’s view of the current “Groups” **AGREED to RECOMMEND** that the Corporation **RESCIND** the Terms of Reference of the Estates Task and Finish Group and the Quality Group at the meeting on 27 March 2018 to enable the Groups to work as joint co-operative bodies outside the Corporation’s control. **CC**
  - **REVIEWED** an updated version of the current Statement of Governance Principles and Scheme of Delegation **AGREED to RECOMMEND** that the Corporation approve a revised version at the meeting on 27 March 2018. **CC**
  - **CONSIDERED** Article 3 1 (aa) with reference to consultation about Educational Character and Mission and **REQUESTED** that additional information about seeking Stakeholder views be included in the Annual Report. **P**

## 9.9 Estates Group

- i) The Corporation had agreed that the Governance and Search Committee should consider new Terms of Reference to turn the Estates Task and Finish

Group into a standing Estates Group on 6 December 2017. In view of the discussion about Groups Governance and Search Committee did not consider the Draft Terms of Reference for the group to succeed the Estates Task and Finish Group any further.

#### 9.10 Governor Attendance

- i) According to Standing Orders (as approved 21 March 2017) "In principle Corporation Members are expected to attend all Corporation meetings and all meetings of the Committees of which they are Members." The Chair asked the Clerk to the Corporation to separate the Workshops from the corporation meetings in future reports. Members were aware that sometimes work commitments prevented people from attending meetings. Statistics were no indicator of the quality of a Governor's contribution. The Clerk to the Corporation agreed with that and said that contribution was re-evaluated by the Governance and Search Committee at reappointment although a Governor absent for six months could be removed under the Instrument and Articles of Government. Corporation attendance was at 88%, Committees varied from 50% to 100%. The Corporation's global target was 85%.
- ii) The Governance and Search Committee **NOTED** attendance to date at Corporation and Committee meetings.

#### 9.11 Corporation Improvement Plan

- i) The Corporation approved the Corporation Improvement Plan for 2017/18 under delegated authority following the meeting on 10 October 2017. This is the first progress report against the Action Plan for monitoring by the Governance and Search Committee.
- ii) The Clerk to the Corporation reported against the colour coded Improvement Plan. The first term milestones were largely achieved, the main exceptions being that Quality Group had not carried out the Learner Voice Deep Dive, that the Principal would conduct the random sample of staff Personal Development Reviews to ensure consistency this term and that Investors in Diversity Re-Accreditation includes detailed staff survey which will be reported to the Corporation in the spring term.
- iii) The Governance and Search Committee **MONITORED** progress against the Corporation Improvement Plan Milestones for 2017/18 noting that these were largely achieved.

#### 9.12 Register of Interests

- i) The papers included a summary of the Register of Interest entries. All forms and eligibility declarations had now been received. David Ash and Fiona Hellowell would update their entries and Lucy Hodgson's required correcting.

**CC  
Govs**

The Governance and Search Committee **REVIEWED** the Register of Interests and Member Eligibility.

#### 9.13 Corporation Code of Conduct

- i) The Corporation adopted the fifteenth version of Evershed Sutherland's Code of Conduct contained only minor changes in a clearer layout. Members noted that at 1.5 "By accepting appointment to the Corporation, each Corporation Member agrees to accept the provisions of this Code" and asked whether there was a process for dealing with any breach. The Clerk to the Corporation agreed to seek guidance although the Principal and Chair felt this would be very rare.

**CC**

**Action**

The Governance and Search Committee **AGREED TO RECOMMEND** CC  
Eversheds Sutherland's Fifteenth Code of Conduct for Governors and Co-  
opted Committee Members to the Corporation for approval on 27 March 2018.

**9.14 Standing Orders**

i) The Clerk to the Corporation had reviewed Standing Orders but further changes were necessary to reflect the other decisions made by the Governance and Search Committee. These would return to the next meeting.

ii) The Governance and Search Committee **CONSIDERED** changes to the Standing Orders for the Corporation and its Committees and **NOTED** that a further version would return to the next meeting. CC

**9.15 Governor One- to-Ones**

i) The Governance and Search Committee **CONSIDERED** the effectiveness of the process undertaken for 2016/17 and **APPROVED** this continuing for 2017/18 for individual governors, including staff and student governors. Chair

**9.16 ETF/University of Bath Research Report:**

i) The Governance and Search Committee **NOTED** the research report on "The impact of payment of Governors in Northern Ireland colleges on board effectiveness with implications for England".

**9.17 Any Other Urgent Business**

i) There was no other urgent business.

**9.18 Meeting Reflection**

i) The Governance and Search Committee **REVIEWED** the meeting and a new Member said that it had been very interesting.

**9.19 Date and Time of Next Meeting**

i) Tuesday, 5 June 2018, 5.30pm, M316, All Saints' Building, Worcester

The meeting closed at 7.30pm.

**Signed:**

**Date:**

Sue Frost  
Clerk to the Corporation  
14 February 2018