



GOVERNANCE AND SEARCH COMMITTEE

FINAL SIGNED Minutes of the Meeting held on 26 September 2017 at 6.30pm

Room M316, All Saints' Building, Worcester

Present

Governors:	Neill Bucktin	Chair
	Peter Heath	
	Lucy Hodgson	
	Stuart Laverick	Principal
	Paul McCunn	

In Attendance:	Sue Frost	Clerk to the Corporation
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8.1 Apologies

i) There were no apologies.

8.2 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.

8.3 Minutes of the Last Meeting

i) The Governance and Search Committee **APPROVED** the Minutes of the meeting held on 19 July 2017 as a true record for signature by the Chair.

8.4 Matters Arising

i) The Governance and Search Committee reviewed the report and the Clerk to the Corporation updated progress. Health and Safety training had been delivered by Smita Jamdar of Shakespeare Martineau on 21 September 2017. Ten matters were either completed or formed part of later Agenda Items and three carried forward with one of those overdue.

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.

8.5 Determination of Any Other Urgent Business

i) There was no other urgent business.

8.6 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 would remain a matter on the Governance Improvement Plan.

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- ii) Governance and Search Committee Members' attendance was at 88 % in 2016/17 (four meetings), compared with 86% in 2015/16 (two meetings). Members felt that it was not appropriate to set Performance Indicator targets on a Committee basis. Members reviewed the meeting reflection comments and felt that they reflected effective performance.
- iii) The Governance and Search Committee:
- **MONITORED** the performance of the Governance and Search Committee in 2016/17 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 10 October 2017: **CC**
 - Annex 1 (Non Executives). Typographical correction of reference to the Instrument and Articles of Government
 - Annex 2 (Staff Governors). Replacement of "Head of HR" with "Human Resource Department"; Employment status of proposer and seconder to be confirmed by HR; Eligibility of voters changed to read: "Employment status and eligibility of voters will be determined by appropriate means including the Human Resource Department and the use of technology in electronic voting systems"; Deletion of "All eligible staff, as confirmed by the Head of HR, will be eligible to vote" and references to non-existent Appendices.
 - Annex 3 (Student Governors). The timing of the election has been changed to read "will usually take place during the ~~autumn~~ summer term".

8.7 Corporation Membership

- i) The Corporation had 16 of 18 Members appointed with one appointment pending (David Ash) and a Student Governor to recruit this term. Eight Governors (including the Staff and Student Governors who would be elected) would reach the end of their first Terms of Office on 31 July 2018. Neill Bucktin, Denis Miles and Kevin Gaffney were happy to be considered for a second term of office alongside other candidates. The Chair would ascertain Louise Gresty's position. The Chair reported that several Governors in the one to one sessions had suggested that the Corporation would benefit from being smaller. It therefore appeared unlikely at this stage that a recruitment campaign would be required. The Clerk to the Corporation pointed out that diversity would be unlikely to increase without recruitment.
- ii) There were potential vacancies for those with appropriate skill sets on Remuneration Committee (three), Governance and Search Committee (two) and Quality Group (three). The Quality Group did not have a named Vice Chair and this would be considered at their next meeting. Members discussed where Angela Snow and David Ash (appointment pending) would best fit and considered other appointments to ensure balance. Members discussed the difficulties being experienced by several Governors having limited availability on Tuesdays and Wednesdays and felt that attempts should be made to find dates that best fitted Governor availability, ensuring the Chairs could attend. **QG/CC**
CC/DG
- iii) The Skills Audit results were incomplete with 13 out of 17 returns but indicated that the highest skills by average scores were in change management (2.6) then Business / Strategic planning (2.5) Appraisal/performance management (2.5) and Internal control processes (2.5). Members considered that the results showed that human resource skills were still considerable despite the loss of Sue Fowler. The lowest average scores were for schools (1.5), small business

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management (1.6) and Inspection (1.7) but Members felt these were not necessarily essential skills for an effective Corporation and would not identify a skills gap for recruitment.

- iv) Members discussed the collated Equality and Diversity Form information returned anonymously by 15 (83%) of the Members. The Search Committee continue to acknowledge the need to continue to try to address the lack of diversity on the Corporation, particularly in terms of ethnicity and age. Members discussed how difficult it was to address these issues, given the lack of ethnic diversity of the Worcestershire area and the comparative lack of skills and/or time of younger people. All were agreed that it was important not to regard recruitment as a box ticking exercise.
- v) The Governance and Search Committee:
- **NOTED** current Corporation membership and approaching planned vacancies
 - **NOTED** current appointments to Committees, Task and Finish Groups, Quality Group and Academic Board and **AGREED TO RECOMMEND** the following appointments to the Corporation for approval on 10 October 2017: **CC**
 - David Ash as a Member of the Governance and Search and Remuneration Committees
 - Angela Snow as a Member of the Quality Group
 - Fiona Hellowell as a Member of the Governance and Search Committee
 - Peter Heath as a Member of the Quality Group
 - Lucy Hodgson as Vice Chair of the Governance and Search Committee
 - **REVIEWED** the revised Governor Skills Audit and the Corporation's Equality and Diversity and **DISCUSSED** balance, noting the need to recruit an appropriately diverse body.

Members agreed to take items 8.8 and 8.10 at the end of the meeting as these had been issued as following papers.

8.9 Governor Attendance

- i) Corporation attendance for 2016/17 was 86% for Corporation meetings excluding workshops and 87% including workshops. The papers included a breakdown by individual. Combined attendance for the Corporation and all committees was 86.6% benchmarked against 80.5% based on 92 Colleges, as surveyed by Edgar Williams on the Clerks' Network.
- ii) The Governance and Search Committee:
- **NOTED** attendance in 2016/17 at Corporation and Committee meetings
 - **ESTABLISHED** a target for combined attendance for the Corporation and all committees of 85% for 2017/18

8.11 Cycle of Business

- i) The Governance and Search Committee **CONSIDERED** and **AGREED TO RECOMMEND** the Cycle of Business to the Corporation for approval as a working document on a triennial basis on 10 October 2017. **CC**

8.12 Governor Training

- i) The Clerk to the Corporation explained that the question of whether Governors holding the Channel Certificate should retrain using the ETF Prevent Module would be resolved on the advice of the Vice Principal Corporate and Resources. The Clerk to the Corporation was keen to accredit prior learning where Members were able to provide certificates. **VPCR/CC**

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- ii) The Governance and Search Committee **CONSIDERED** the plans for Governor training in 2017/18 and **NOTED** the Governor Core Training Record and the revised Corporation Development Programme which would be placed on the Governor Portal. **CC**

8.13 Register of Interests

The papers included a summary of entries on the forms received at the time of writing. Information from the six outstanding forms would be brought to the next meeting. **CC**

- i) The Governance and Search Committee **REVIEWED** the Register of Interests and Member Eligibility as at 1 August 2017.

8.14 Ofsted Common Inspection Framework (CIF)

- i) Members agreed that this provided a positive start point, although it needed completion. Lucy Hodgson confirmed that she did attend Safeguarding Committee meetings in the College as Safeguarding Champion.

- ii) The Governance and Search Committee **CONSIDERED** draft responses to the CIF Governance extracts and **AGREED** that this should form part of the pack for Governor Ofsted briefing.

8.15 Instrument and Articles of Government

- i) The Governance and Search Committee **CONSIDERED** feedback from Eversheds on the incomplete reversal of changes made to the Instrument and Articles of Government in 2016 and **AGREED** that no changes should be proposed.

8.8 Corporation Self-Assessment

- i) In June 2017 the Governance and Search Committee discussed the tools which should be used to form the Corporation Self Assessment opinion and new Governance Improvement Plan. The papers therefore included the RAG rated 2016/17 Governance Improvement Plan (GIP); an analysis of responses to the West Midlands Regional Clerks Network Governance Self Assessment Questionnaire for 2016/17, based on benchmarked weighted average scores, highlighting positive points and areas for improvement; performance assessment against both Alan Hinchcliffe HMI's slides from the Governance Conference and the Code of Good Governance for English Colleges with areas for improvement highlighted; and issues raised in one to one meetings with the Chair.
- ii) Members noted that, of the fourteen actions Governance Improvement Plan, ten had action in place, two required action and would be taken forward, and two no longer required action. The Clerk to the Corporation thanked Governors for participating in the West Midlands Clerks College Survey over the summer. 16 out of 18 Governors responded to the (89%). In total there were 124 governor responses out of a potential 206 across 13 Colleges for comparison.
- iii) Members discussed the areas identified as strengths from the source documents and considered the proposed wording for the Corporation Self Assessment, which was based on the assessment of Governor impact against the Common Inspection Framework Leadership and Management framework, (Agenda Item 8.14), for inclusion in the College Self Assessment Report and Finance Report for 2016/17. Members felt that although there was a robust and systematic approach to its construction, the suggested wording was too long and required drafting into the body of the Leadership and Management text as examples of

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Governor impact, rather than being stand alone paragraphs. One Governor felt that it was also too focused on the role of the Quality Group rather than the whole Corporation.

- iv) The Clerk to the Corporation reported that all potential Areas for Improvement identified had been discussed individually in the Governance Planning Meeting on 19 September 2017 by the Chair, Principal and Clerk to the Corporation with action required being recorded on the documents included in the papers. The Clerk to the Corporation had listed the Areas for Improvement brought forward for action and Members agreed that this would form a good basis for the Governance Improvement Plan. Members confirmed that they were not aware of additional Areas for Improvement that should also be included.
- v) The Governance and Search Committee
- **MONITORED** progress against the Governance Improvement Plan for 2016/17
 - **NOTED** the results of the West Midlands Clerks College Survey
 - **CONSIDERED** the draft Corporation Self-Assessment for 2016/17 and **AGREED** that the Clerk to the Corporation should liaise with the Vice Principal Curriculum & Quality and Assistant Principal Higher Education and Standards to incorporate appropriate content into the College Self-Assessment Report for the Corporation meeting on 10 October 2017
 - **NOTED** the areas for improvement identified for the Governance Improvement Plan for 2017/18 for the Corporation meeting on 10 October 2017

CC/VPCQ/
APHES

CC

8.10 Governance Review

- i) Members noted that the following tasks had been delegated to the Governance and Search Committee by the Corporation on 18 July 2017 :
- To **follow up** matters raised at the Corporation Workshop held on 20 June 2017
 - To **review** governance at Heart of Worcestershire College
 - To **make** recommendations to the Corporation as necessary
- ii) Corporation Workshop feedback from Members and Carol Jones indicated that the Corporation should consider governance improvement, including the status of the Quality Group. Members questioned how far the Governance model was “broken” and what was actually necessary to “fix” it.
- iii) The Clerk to the Corporation felt that the Quality Group had caused some tension between Governors and Executive members as its role, particularly in Deep Dives, had been seen as crossing the line between Governance and management. (Although, as indicated in the draft wording for the Corporation Self Assessment, it did provide clear evidence of Governor impact.) Some Governors had raised questions about the effectiveness of the workshops given the difficulty of creating “blue sky thinking” space rather than structured content for these. Members continued to express concern about the volume and focus of paperwork despite restructuring the reports.
- iv) The Clerk to the Corporation felt that the Statement of Governance Principles had been undermined by changes to the Governor role which had been necessitated by Ofsted. The Clerk to the Corporation accepted that her viewpoint might be flawed by the fact that she had co-authored the Statement of Governance Principles as part of North East Worcestershire College’s move to a “Carveresque” limited Committee Governance Model and therefore had a unique understanding of its original purpose. It was important that the model reflected

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the fact that Ofsted expected Governors to have an increased level of knowledge and understanding of the College. Finding a way to incorporate the Deep Dive elements of the Quality Group into the Corporation meetings might be a productive way forwards.

- v) Quality Group Members felt that it was immaterial whether the Quality Group was called a “Group” or a “Committee”, the important thing was that its work was clearly brought in to Corporation meetings. The Clerk to the Corporation pointed out that a “Committee” would have its Minutes placed in the public domain on the College website and would therefore be more visible to interested external parties.
- vi) The Chair suggested that the best way forwards would be to use some time at the Governors Away Event to consider Governance principles and consider what the best model was to deliver those ends. This should include:
 - Models including role of the Quality Group
 - “Mechanics” of governance - including the use of iPads, agenda construction and report format
 - “Dynamics” of governance – including relationships, behaviours and teamwork
- vii) Governance and Search Committee:
 - **NOTED** the feedback from Carol Jones from the Corporation Workshop on 20 June 2017
 - **DISCUSSED** some of the potential issues
 - **AGREED** that the Clerk to the Corporation should give a presentation on Governance Principles at the Away Event in November

CC

8.16 Any Other Urgent Business

- i) There was no other urgent business.

8.17 Meeting Reflection

- i) The Governance and Search Committee **REVIEWED** the meeting and were satisfied that they had made a robust contribution to the College Self Assessment Report, were clear about Governance improvements for 2017/18 and had provided guidance for the next step of the Governance Model review.

8.18 Date and Time of Next Meeting

- i) Tuesday, 13 February 2017, 5.30pm, M316, All Saints’ Building, Worcester

The meeting closed at 7.55pm.

Signed:

Date:

Sue Frost
Clerk to the Corporation
27 September 2017