



GOVERNANCE AND SEARCH COMMITTEE

FINAL SIGNED Minutes of the Meeting held on 22 October 2019 at 5.30pm

Executive Office, Osprey House, Redditch

Present

Governors: Neill Bucktin Chair
David Ash
Stuart Laverick Principal

In Attendance: Sue Frost Clerk to the Corporation

Action

15.1 Apologies

i) Apologies for absence were received from Peter Heath and Lucy Hodgson.

15.2 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.

15.3 Minutes of the Last Meeting

i) The Governance and Search Committee **APPROVED** the Minutes of the meeting held on 22 May 2019 as a true record for signature by the Chair.

15.4 Matters Arising

i) The Governance and Search Committee reviewed the report. Eleven matters were either completed or formed part of later Agenda Items, one had been superseded and the Chair highlighted the three actions which carried forward.

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.

15.5 Determination of Any Other Urgent Business

i) There was no other urgent business.

15.6 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 debated the one area of potential non-compliance in Annex 1. "The Corporation also considers it important to reflect the community in its membership, including having a diverse membership and members from a variety of types of organisation." Members felt that the Governance and Search Committee did consider diversity important, but, despite wide advertising, had not found any suitably skilled diverse candidates to recommend for appointment. Members recognised that diversity had reduced rather than increased in 2018/19. The need to diversify remained an Area for Improvement on the Governance Improvement Plan and all Members were aware of this.

One change was proposed to the Terms of Reference text in three places, which Members agreed.

- ii) Governance and Search Committee Members' attendance was at 71% in 2018/19 (three meetings), compared with 84% in 2017/18 (four meetings). Individual attendance varied from 50 – 100% in both years. Attendance was therefore significantly below both the prior year and the overall Corporation target. Members commented that the low numbers of Members and meetings meant that each single absence had a significant impact and discussed whether there were ways to improve individual attendance. 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 2018/19 and concluded that its work had been effective, although it had not been able to recommend appointments which increased diversity.
 - **REVIEWED** the Terms of Reference for the Governance and Search Committee and **AGREED TO RECOMMEND** the following changes to the Corporation for approval on 17 December 2019: CC
The addition of 'the Office for Students "Fit and Proper Person" Criteria' to the eligibility declaration sections in Annexes 1, 2 and 3.

15.7 Corporation Membership

- i) The Corporation stood at 16 Members, with the Student Governor election underway and one unexpected vacancy to fill. Three planned vacancies would arise at the end of the year. Paul McCunn would complete his second and final Term of Office; Fiona Hellowell and Gary Woodman would complete their first Terms of Office but were eligible for a second term, subject to Governance and Search Committee consideration and recommendation. Both had expressed an interest in serving for a second term, should they be recommended for appointment. Paul McCunn was the Remuneration Committee Chair and a Director of Molinna Ltd and those posts would need to be filled at the end of the year.

The Clerk to the Corporation would correct Steve Bolton's Term of Office information in Annex 1 and would make sure it was correctly stated in the Financial Statements. CC

- ii) The Clerk to the Corporation tabled an updated Skills Audit with results from all 16 Governors. Average scores for the headings were Human Resources (2.3), Finance (2.1), Management (2.1), Miscellaneous (2.1), Estates and Property (2) and Education (1.7). Members noted the results but felt that the proforma needed to be revised for 2020/21 as Members still identified Human Resource skills as a gap. The high section score was the result of the questions asked, which could be ticked by anyone with broad managerial experience, rather than specific skills.
- iii) The Clerk to the Corporation provided updated collated Equality and Diversity Form information returned anonymously by 15 (94%) of the Members. From these returns, the Corporation was 100% white British, 20% 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 in terms of gender.
- iv) Members noted that there were three potential vacancies on the Governance and Search Committee, two on the Remuneration Committee and one on the Corporation Appeal Committee (which was expected to meet rarely, if at all).

Action

Standing Orders stated that Governors are expected to be Members of at least one Committee. Members noted that two Governors did not have a "Committee" role but did have formal appointments to the English and Mathematics Task and Finish Group and Academic Board, which were considered equivalent roles. Debbie Morris had stood down from the English and Mathematics Task and Finish Group leaving a further vacancy and the Chair would attend as an observer if possible, pending another appointment.

The Clerk to the Corporation reported that all Corporation Members had been asked if they were happy with their appointments and no one had requested a change. Members discussed succession planning and agreed to recommend an appointment to the Remuneration Committee to broaden a potential future Vice Chair/Chair's College experience. Members felt that the new Student Governor, when appointed, should be invited to join the Governance and Search Committee.

- v) The Governance and Search Committee:
- **NOTED** Members and Terms of Office and approaching planned vacancies
 - **REVIEWED** the Governor Skills Audit, **DISCUSSED** balance and **AGREED** that the skills audit needed revision for 2020/21. **CC**
 - **REVIEWED** the Corporation's Equality and Diversity, **ACKNOWLEDGED** the ongoing lack of ethnic and gender diversity and **AGREED** to continue to encourage wide application to future vacancies
 - **REVIEWED** current appointments to Committees, Groups and Academic Board and **DISCUSSED** balance and new roles
- vi) • **AGREED TO RECOMMEND:** **CC**
- The appointment of Fiona Hellowell to the Remuneration Committee
 - The appointment of the Student Governor (Redditch and Bromsgrove) to the Governance and Search Committee, **SUBJECT TO** that individual's agreement
 - The appointment of a Governor to the English and Mathematics Task and Finish Group
- to the Corporation for approval on 17 December 2019

15.8 Governor Recruitment

- i) **2017/18 Recruitment.** Members felt that the last recruitment exercise had been successful. This had involved wide dissemination of an advert through sources such as College social media sites, Inspiring FE Governance, the Institute of Chartered Accountants, Worcestershire Local Enterprise Partnership, the Chamber of Commerce, Worcester Business Improvement District, Worcestershire Ambassadors and existing Governors and their contacts. Nine applications had been received, five applicants had been interviewed and three appointments had been made. The Principal had asked two Governors with local roles if they could identify any Black, Minority and Ethnic (BME) peers from their meeting circles. All reported that the BME population had little representation on committees which they sat on or meetings they attended, due in part to the predominantly white British population of Worcestershire.
- ii) **Enquirer Pack.** Members discussed the enquirer pack, feeling that its size was off-putting and agreeing that the Eligibility Declaration and the Skills Audit should be removed and sent later for completion with the Register of Interests form. The College application form was retained for consistency across the College. The Code of Conduct and the Privacy Statement for Governor Recruitment would be attached to the enquiry response email. **CC**
- iii) **Governor Adverts.** Members discussed the text of the 2017/18 poster and postcards. No change was felt necessary other than to stress the need for female **CC**

Action

and BME applications. It was agreed that, although Human Resource and Education knowledge would benefit the Corporation, it was more important to encourage diverse applications, so no skills requirements would be specified. Rather than target recruitment, Members felt that it was important to be open and inclusive of all communities by using a variety of platforms as in 2017/18. Marketing would be asked to refresh the designs, making sure they encouraged diversity and applicants should be offered the opportunity to come into College and discuss the role informally.

Members felt that a March meeting should be added for the Governance and Search Committee to interview candidates, with the campaign taking place in February 2020. **CC**

- iv) Inspiring FE Governance Potential Candidates.** The Clerk to the Corporation explained that Inspiring FE Governance was a matching service. Individuals with an interest in College Governance signed up on a website and Colleges looking for Governors could use mapping information and brief details to identify potential candidates who were reasonably close to the College. Skills filters could also be used, although some users ticked many boxes. Candidates could then be contacted through the website and asked to express an interest directly. It was possible that these contacts would not receive a response as some names might belong to candidates who already had appointments, or who had blocked emails.

The papers included a list of potential candidates identified by the Clerk to the Corporation through a search for candidates with Human Resource skills in a 15-mile radius of Redditch (extended to 25 miles in the Worcester direction) made on 10 October 2019. Five potential local candidates were identified (although one of these did not respond in 2017/18). Further candidates were identified towards Solihull, Birmingham and the Black Country and another six people were extracted based on names that might indicate ethnic diversity.

Members agreed that this was a potentially useful tool (it had provided two of the three 2017/18 applicants) although there was some reluctance to seek Governors with no ties to the local community. It was felt too early to approach any of the potential candidates at this point as the field was likely to change before February 2020.

- v) The Governance and Search Committee:**
- **AGREED** that the 2017/18 recruitment campaign had been successful and **CONFIRMED** the use of the same approach for 2019/20
 - **REVIEWED** and **AMENDED** the enquirer pack
 - **AMENDED** the Governor advert wording, **SUBJECT TO** the design being agreed by Members **CC**
 - **AGREED** that potential candidates from the Inspiring FE Governance website would be identified at the Governance Planning Meeting on 14 January 2019 **CC**

15.9 Department for Education (DfE) Governance Guide - Follow Up Governor Role Descriptions

- i)** The papers included the role descriptions for the Corporation Chair and Vice Chair, incorporating the Governance Guide wording. The responsibilities section of the Chair's role continued to reflect key aspects from the Instrument and Articles of Government and Standing Orders and summarised tasks rather than replicating further text.

Action

The separate Chair's person specification set out the aspects of the role which took time, rather than a time estimate, as the way the role was worked, and the time dedicated to it, would differ from person to person.

The Vice Chair's role description had been made more specific. Members asked for it to be formatted with bullet points for consistency in style with that of the Chair.

- ii) The Governance and Search Committee **REVIEWED** and **AGREED TO RECOMMEND** to the Corporation for approval on 17 December 2019: **CC**
- The revised Role Description and person specification for the Chair **CC**
 - The revised Role Description for the Vice Chair Corporation **SUBJECT TO** reformatting **CC**

15.10 Cycle of Business

- i) **Cycle of Business.** The papers included the Clerk to the Corporation' summary Cycle of Business. (A full agenda set was also produced and annotated to record changes in timings, wording and author, providing the basis for writing draft Agendas.) Although this might be revised as a result of the next item, it was likely to be in place for 2019/20.
- ii) **Terms of Reference for the Cycle of Business Task and Finish Group.** Members were aware from the Cycle of Business and the October Corporation meeting that Agendas for the autumn term were particularly heavy, which could adversely affect the quality and quantity of debate that was feasible within a meeting. Although Governor feedback indicated that Members were coping with the large amount of paper provided and found the pack structure helpful it was timely to review the mechanics of the operation of the Corporation. The Director of Finance should be in attendance and some external input from one of the Clerk to the Corporation's contacts would be valuable.
- iii) The Governance and Search Committee **CONSIDERED** and **AGREED TO RECOMMEND** to the Corporation for approval on 17 December 2019: **CC**
- The Cycle of Business **CC**
 - Terms of Reference for a Cycle of Business Task and Finish Group **SUBJECT TO** the inclusion of the Director of Finance in attendance and the appointment of an external Co-opted Member to the Cycle of Business Task and Finish Group **SUBJECT TO** availability **CC**

15.11 Governor Training

- i) Members noted the training to be provided to the new Student Governor after appointment and agreed that the core training to be provided to the Corporation in 2019/20 should be on Health and Safety. The Clerk to the Corporation would investigate the use of Hettle Andrews to provide this. **CC**
- ii) **Governor Core Training Record:** The papers included the RAG rated updated core training record containing information from 2016/17 to 2019/20. Four Governors needed to update one area of training by the relevant anniversary in 2019/20 and had been advised of this.
- iii) **Corporation Development Programme 2017-20.** The training programme had been updated and rolled forward by a year.
- iv) The Governance and Search Committee **CONSIDERED** the plans for Governor training in 2019/20 and **NOTED** the Governor Core Training Record and the revised Corporation Development Programme which would be placed on the Governor Portal. **CC**

Action

15.12 Register of Interests

- i) The Clerk to the Corporation tabled an updated paper which included entries for all Governors. Interests identified in the previous year which had not been declared again were highlighted and Members had been asked to clarify the situation and correct any omissions.
- ii) The Governance and Search Committee **REVIEWED** the Register of Interests and Member Eligibility as at 1 August 2019 and **NOTED** that it was incumbent on the Governors themselves to make a full declaration on behalf of themselves and all connected persons.

**CC/
Members**

15.13 Any Other Urgent Business

- i) There was no other urgent business.

15.14 Date and Time of Next Meeting

- i) Tuesday, 28 January 2020, 5.30pm, Executive Office, Osprey House, Redditch

The meeting closed at 6.30pm.

Signed:

Date:

Sue Frost
Clerk to the Corporation
23 October 2019