



GOVERNANCE AND SEARCH COMMITTEE

FINAL SIGNED Minutes of the Meeting held on 28 January 2020 at 5.30pm

Executive Office, Osprey House, Redditch

Present

Governors:	Neill Bucktin	Chair
	David Ash	
	Peter Heath	
	Lucy Hodgson	
	Stuart Laverick	Principal
	Susannah Twigg	
In Attendance:	Sue Frost	Clerk to the Corporation

Action

16.1 Apologies

- i) There were no apologies. Members welcomed Susannah Twigg to her first meeting.

16.2 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.

16.3 Minutes of the Last Meeting

- i) Minor amendments were noted. The Governance and Search Committee **APPROVED** the revised Minutes of the meeting held on 22 October 2019 as a true record for signature by the Chair.

16.4 Matters Arising

- i) The Governance and Search Committee reviewed the report. Sixteen matters were either completed or formed part of later Agenda Items, one had been superseded and three actions carried forward. The Clerk to the Corporation drew attention to the notes:

- **15.8: Governor Recruitment.** The Clerk to the Corporation had demonstrated how to use the Inspiring FE Governance website to identify potential candidates at the Governance Planning Meeting on 14 January 2019 and some parameters were discussed for contacting potential applicants for the Clerk to the Corporation to use to select people to target with initial information. **CC**
- **15.12: Register of Interests.** The Clerk to the Corporation had confirmed that Members have been asked to correct any omissions and one register of Interest form remains to be amended. One further Register of Interests form had been received from a new Member, which no longer has any entries and Eligibility was confirmed. **CC**

- **14.10: FE Commissioner Letter.** With regard to the FE Commissioners' recommendation that Boards of governors **MUST** include two financially qualified members, who are able to offer support and challenge to the Principal/CEO and FD, which the Governance and Search Committee had partially accepted, the Clerk to the Corporation had ascertained that three Members had chartered qualifications (one due to end a second and final Term of Office on 31 July 2020, two on 31 July 2022) and one Member was experienced in treasury management.

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.

16.5 Determination of Any Other Urgent Business

i) There was no other urgent business.

16.6 Corporation and Committee Membership

i) The Corporation stood at seventeen Members, with 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.

ii) Members noted that there were two potential vacancies on the Governance and Search Committee, one on the Remuneration Committee and one on the Corporation Appeal Committee (which was expected to meet rarely, if at all). Standing Orders stated that Governors are expected to be Members of at least one Committee. Members noted that one of the Student Governors did not have a "Committee" role but did have a formal appointment to the English and Mathematics Task and Finish Group, which was considered an equivalent role.

iii) The papers included the Skills Audit with results from all seventeen Governors. Average scores for the headings were Human Resources (2.2), Finance (2.0), Management (2.0), Miscellaneous (2.0), Estates and Property (1.9) and Education (1.7).

iv) The Clerk to the Corporation provided updated collated Equality and Diversity Form information returned anonymously by seventeen (100%) of the Members. From these returns, the Corporation was 100% white British, 29% with a declared disability and 65% male. Members were aware of the continued need to address the lack of diversity on the Corporation, in terms of ethnicity but also in terms of gender.

v) The Governance and Search Committee:

- **NOTED** Members and Terms of Office and **DISCUSSED** approaching planned and unplanned vacancies
- **NOTED** current appointments to Committees, Groups and Academic Board
- **REVIEWED** the Governor Skills Audit and **DISCUSSED** balance
- **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

16.7 Governor Recruitment

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- i) The Clerk to the Corporation had met with Emma Milsom (HR) and Hannah Griffiths (Marketing) on 11 December 2019 to take forward changes to the Governor adverts, including promoting diversity. The meeting was extremely useful but altered the way in which Governor recruitment had previously operated and which had been presumed at the Governance and Search Committee meeting on 22 October 2019. Instead of the Clerk to the Corporation sending out packs to enquirers, it was proposed to use the HR system. Members were happy with that approach.
- ii) The Governance and Search Committee Members had approved the marketing flyer that would lead the campaign. Interested parties clicking on the link would be taken to the College application form and the Job Description, Person Specification and Chair's Foreword. The flyer would be circulated widely on College media sites and on the recruitment portals used by the College. This would provide wider coverage and should therefore reach a more diverse population. The Clerk to the Corporation would approach potential applicants on the Inspiring FE Governance Website and provide a link to the recruitment information.
- iii) Applications would be gathered through the College system and would then be passed on to the Clerk to the Corporation to be redacted for Governance and Search Committee shortlisting, which would be done by email. The Clerk to the Corporation confirmed that no member of College management or Human Resources would play a role in selection.
- iv) Shortlisted candidates would be provided with the Register of Interests and Eligibility forms and the Skills Audit. Members agreed on the wording for a brief exercise to be advised to shortlisted candidates.
- v) The Governance and Search Committee **APPROVED** the change of approach for Governor recruitment and **NOTED** progress in recruitment activity.

CC/ Members

16.8 Governance Improvement Plan

- i) The Clerk to the Corporation reported progress against the colour coded Governance Improvement Plan Milestones. The first term milestones were largely achieved with partial completion of three actions and no progress on one:
- Area for Improvement 3, Action: Value-added reporting to Governors to be refined. Some changes had been made to Corporation KPIs but there would be a paper on Value added and monitoring progress at the May meeting.
 - Area for Improvement 5, Action: Increased management "walking the floor" and more Governor visibility would be appreciated by staff. The Governor Insight Scheme Governor Champion would further encourage attendance on 11 February 2020.
 - Area for Improvement 6, Action: Extend culture of thanks and consider a staff/ teams celebration. Timing change, no progress at present.
 - Area for Improvement 6, Action: Corporation to remember to thank people when appropriate and to look for areas deserving of recognition. Corporation better at recording thanks in Minutes and letters to be drafted for Chair to sign.
- ii) The Governance and Search Committee **MONITORED** progress against the Governance Improvement Plan Milestones for 2019/20.

16.9 Governor Insight Scheme

- i) The papers included a summary of statistical data provided by Donna Gibson, Principal's Office. Twelve different Governors (including the Principal) of had been

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involved across five events with seventeen Governor attendances in total. There was no attendance at one event due to a lack of availability. No Learning Walks took place and so there were no feedback forms. the Governor Insight Scheme Governor Champion would promote Learning Walks.

- ii) The Governance and Search Committee **RECEIVED** a summary of activity in the Autumn Term 2019.

16.10 Skills Audit Formats

- i) On 22 October 2019 the Governance and Search Committee agreed that the Skills Audit needed revision for 2020/21. The papers included three examples and two further approaches provided by members of the Clerks' network, which differed from those used by the College. Members discussed the different approaches but felt that none of them offered an improvement over the current version.

- ii) Members discussed the existing version, proposing that it should be sharpened, with fewer entries and the identification of a Governor's primary skill area. The Clerk to the Corporation would also ask the Internal Auditors if they had any examples from other sectors. **CC**

- iii) The Governance and Search Committee **CONSIDERED** possible revised Skills Audit formats for 2020/21 and **AGREED** to retain and sharpen the existing version for 2021/22 **CC**

16.11 Governor One- to-Ones

- i) The Chair reported that the one to ones seemed to have been successful, with several points made feeding in to later conversations and the Governance Improvement Plan. He proposed do follow the same format, which included discussing development needs. Dates would be circulated for June 2020 in due course. **Chair/ CC**

- ii) The Governance and Search Committee **CONSIDERED** the effectiveness of the process undertaken for 2018/19 and **AGREED** its continuation for 2019/20 for individual governors, including staff and student governors

16.12 Trust in the Boardroom - a move towards sustainable governance

- i) The papers included the report from RSM, the College's Internal Auditors, which was not education specific but for all companies. Members discussed key points raised by the Clerk to the Corporation as follows:

- Compliance – applies to process and to behaviours. Measured in part by against Governance Codes. The Corporation had refused to adopt the Code of Good Governance for English Colleges and although the Clerk to the Corporation had carried out an exercise assessing the extent of compliance with the Corporate Governance Code it was not wholly applicable. This was something for the Corporation to consider in the future and should not be regarded as a box ticking exercise. **CC/ Chair**
- Transparency – in terms of governance information, the College was very transparent with Agendas and approved draft Minutes for the Corporation, Audit Committee and Governance and Search Committee being placed on the website. The Principal was happy that management were transparent in the information they provided to governors.
- Behaviour and Skills – diversity was broader than ethnicity, gender and disability and the Corporation was seeking to reach a broad base of people in its wider governance approach. Members were open to training opportunities, although few were able to attend.

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- Impact – this was demonstrated in open recruitment and stakeholder feedback. It would be possible to build a picture of the educational and economic impact of the College – Worcester College of Technology had an economic indicator built by an external firm in the past.
- Future Proofing – much work had been done on issues such as GDPR and Safeguarding and climate change was a possible workshop topic for 16 June 2020.

ii) The Clerk to the Corporation suggested that the Internal Auditors could assess the Corporation's performance as a future Corporate Governance review in the Internal Audit Programme, although this might be limited by the lack of adoption of a Code.

iii) The Governance and Search Committee **CONSIDERED** the report from RSM and **DETERMINED** that it should be brought forward as a possible future workshop topic. **CC**

16.13 AoC College Governance Survey 2019

i) The AoC survey had been completed by 348 Governors. The Clerk to the Corporation thanked those Members who had taken part and identified some key points for comment:

- 55% of respondents felt that they had strong governance with a few areas of weakness; 41% ticked very strong in all areas of governance, which was perhaps not surprising given the target audience.
- 51% of respondents felt well equipped through targeted training. The Clerk to the Corporation stated that when the Governance Development Programme was launched, Members would be able to complete an assessment which would direct them to specific modules. She supplied lots of information about training but there was limited uptake, but Members felt it was good to be informed of opportunities.
- Respondents identified Finance/Estate planning/Insolvency, Time/Capacity of Governors and Governor responsibilities as the top three concerns for their College.
- Respondents identified Finance /Insolvency, Complex structures/Government Policy and Time/Capacity of Governors as the top three concerns for the sector.
- The AoC Governor Helpline was the first port of call for advice (after the Clerk to the Corporation) for 47.8% of respondents.
- 52.5% of respondents preferred face to face training to webinars, online or other methods of delivery. Governors were aware that the College was hosting two of the Governance Development Programme pilot face to face modules on 18 March 2020.

ii) The Governance and Search Committee **NOTED** the summary of findings.

16.14 Any Other Urgent Business

i) There was no other urgent business.

16.15 Date and Time of Next Meeting

i) Wednesday 11 March 2020, 5.30pm, M316, All Saints' Building, Worcester

The meeting closed at 6.34pm.

Action

Signed:

Date:

Sue Frost
Clerk to the Corporation
29 January 2020