

Meeting of Search & Governance Committee Tuesday 2nd February 2016 at 5.00 pm

(Postponed meeting of Tuesday 26th January 2016)

MINUTES

Present: Michelle Clement, Cath Dutton, John Tiscornia (Chair), Gordon Watson, Graham Wilkinson

In attendance: Carole Drury (Clerk)

- 283 **Apologies for Absence**
Fra Cooke, Claire Willett
- 284 **Declaration of Interests**
There were no declarations of interest
- 285 **To approve the minutes of the meeting held on 6th October 2015**
The minutes of the meeting held on 6th October were approved and signed by the Chair as an accurate record.
- 286 **Matters Arising from the Minutes & Action Plan**
There were no matters arising not covered by the agenda. The action plan was reviewed and updates noted.
- 287 **Actions from Internal Audit on Corporate Governance**
1. Scheme of delegation: a draft scheme of delegation was considered, bringing together the delegated responsibilities from the Instrument & Articles plus the terms of reference for the three committees. It had been suggested that all board responsibilities be noted in the document but it was felt that at the current time, the document produced would meet expectations from the Code of Governance without going to the next level of detail
 2. Chair's appraisal: options for how best to complete the appraisal of the Chair were considered. It was agreed that another college chair would not have sufficient knowledge of the performance of the Kendal Corporation Chair to provide an effective review of performance. It was agreed that a sensible approach would be to gauge the opinions of members via an on-line survey (360° appraisal) prior to a discussion between the Chair and Vice Chair. (Action: Clerk)
 3. Succession planning: a review of the next few years and expectations on recruitment of new governors with the right skill set was considered. A range of actions were agreed to ensure that the Board would be able to appoint a future Chair, Vice Chair and Committee Chairs from within its membership as well as identifying other routes to attract new members.
- 288 **Merger of Committees and Terms of Reference**
Following a proposal to merge Remuneration Committee with Search & Governance Committee, a review of the terms of reference and how they could be brought together had been carried out. The Committee considered the merged terms and membership but

the Clerk proposed that it would be more effective to keep the committees separate due to the potential of declarations of interest caused by staff or student members and the Principal and Clerk being present. It was agreed to maintain the status quo but to broaden the membership of the Remuneration Committee and to ensure that the performance and target setting of the Principal and Clerk were considered in line with the terms of reference. (Action: Clerk)

289 **Report from 2014/15 Governor Performance Review process**

Following completion of the 14/15 round of governor appraisals, the Committee reviewed outcomes and the proposed actions emerging from them, these being:

1. Task and finish group set up to monitor finances more closely – actioned
2. Board meetings to have a suggested finish time of 7.30 pm to allow all business to be completed – actioned
3. Finance for non-financial governors training to be organised – actioned

Following on from the benefits gained from the finance task and finish group, it was proposed to set up a group to focus on the Area Based Reviews.

Discussion into future training included the suggestion that the Board needed to consider digital content in education that would be important for strategic planning. It was agreed that an external expert should be engaged to support this key area. Allocating sufficient time to strategic planning was also discussed with a proposal that a full Saturday away-day be considered. (Action: Clerk)

The Committee discussed the timings of meetings, agreeing that more time needed to be spent on key items. It was agreed that the Clerk would advise Board members of the papers that would not necessarily be discussed at the meeting, asking governors to send in questions prior to the meetings. (Action: Clerk)

290 **Governor Development Programme and Link Governor programme**

The current programme was considered, noting that the next curriculum visit was scheduled for 24th February.

Terms of reference for the link governor scheme were discussed and the Committee agreed that further discussion on the importance of this link be raised at the next Board meeting, with new governors linked in with Equality & Diversity and Safeguarding and Higher Education. It was also agreed to include an additional topic of Study Programmes. The current links would continue until the end of the academic year and then swapped around to give governors the chance to become familiar with new areas of College provision.

291 **Terms of Office, Skills Audit, Committee membership and New Member applications**

Membership of the board and its committees were reviewed, noting that there had been no success to date in finding an accountant to join the board. (*postscript – one expression of interest now received*)

One new member, Jon Thedham, is recommended to the Board for approval, having met with a panel of members of the committee. Another expression of interest from a local business person had also been received and would be followed up by the Clerk. (Action: Clerk)

Further new governors would be sought through targeting key people based on identified gaps in the skills audit. There are currently more male than female members but it was not felt to be an issue at present.

J Tiscornia agreed to step down as member of Remuneration Committee after its next meeting (July 2016) and that a new Chair of Search & Governance Committee be elected at the April meeting to take over in the new academic year.

Governors would be asked to consider joining a committee where there are vacancies or to move to a different committee to refresh the membership.

292 **Draft meeting dates 2016/17**

Draft meeting dates for next academic year were considered. Some dates may need to change to match up with any decision-making process merging from the Area Based Review process. The draft dates were agreed and would be shared with Board members at the next meeting. (Action: Clerk)

293 **Any Other Business**

An updated options paper for the Area Based Reviews was presented by the Principal for agreement by the Committee before being shared with the other colleges and the Board, recognising that the process must be seen as an opportunity to improve further education in South Lakes and across Cumbria. The Boards of the other colleges would be expected to complete the document by reviewing all the options and identifying their preferences, including rationales for rejection of options.

282 **Date of Next Meeting**

It was agreed that the next meeting would be rescheduled to Monday 23rd May 2016.