

**Meeting of Search & Governance Committee**  
**Tuesday 6<sup>th</sup> October 2015 at 5.00 pm**  
**Seminar Room 4**  
**MINUTES**

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**Present:** Cath Dutton, Zaeed Mohammed, John Tiscornia (Chair), Gordon Watson, Graham Wilkinson

**In attendance:** Carole Drury (Clerk)

271 **Apologies for Absence**

There were no apologies

272 **Declaration of Interests**

John Tiscornia declared an interest in item 280.

273 **To approve the minutes of the last meeting**

The minutes of the meeting held on 5<sup>th</sup> April 2015 were approved by the Committee and signed by the Chair as an accurate record.

274 **Matters Arising from the Minutes & Action Plan**

The action plan was reviewed and updated. Under minute 264, an additional action was included for the Principal to contact the Vice Chancellor of University of Cumbria over the recent applications for board membership. The Principal confirmed that a university governor would not be needed as a number of alternative ways of engaging with the university were already in place.

275 **Board meeting attendance – end of year**

The attendance report for both Board and Committee meetings was considered. There was an average attendance of 84% for Board meetings (reduced by 66% attendance at the November 2014 meeting), and 82% for committee meetings. All attendance met or exceeded targets (75% overall, 70% individual) with the exception of Student Governor, Ryan Butterworth, who is not continuing as a governor. Attendance had been included in performance review. Targets for next year will remain as current. Governors who had recorded 100% attendance were congratulated – namely Fra Cooke, Cath Dutton, Rebecca Sandham and the Principal.

276 **Annual Performance Review update and Quality Improvement Plan update**

Cath Dutton, Chair of Corporation, provided an update on performance reviews conducted to date, citing areas for further development and training. She reported that governors had updated their skills audit as part of the process.

Training and development needs emerging from the reviews include financial understanding and awareness of funding. Governors were finding that the link scheme was going well and the committee debated how its impact would be monitored. There was a recognition that Board meetings had overrun and it was proposed that the anticipated finish time for meetings would move to 7.30 pm.

The Committee discussed improvements to the meetings such as the Chair providing succinct summaries at the end of each item and for recommendations to be put forward

by the senior team to support decision-making. More strategic development time would be beneficial to the Board including the scheduling of strategic planning meetings at a weekend.

A full report from the performance review process would be presented to the Board once all reviews have taken place. (Action: C Dutton/Clerk)

The quality improvement plan from the 2013/14 self assessment report was considered with updates showing how the three areas for improvement were being addressed, linked to:

- embedding teaching, learning and assessment in all aspects of monitoring and evaluation
- governor development programme and governor link programme
- monitoring student achievement gaps

#### 277 **Governor Development Programme and Link Governor programme**

The governor development programme had been updated to reflect the new academic year and would have further additions following completion of the governor performance review process. Minor changes were made to the aims and objectives of the programme and the terms of reference for the governor link programme.

The Committee discussed the planned training event for 20<sup>th</sup> January 2016 and accepted the recommendation that update training on the Prevent Duty be included for all governors. Financial and funding training would also be included. Curriculum visit dates have been agreed with the Heads of Schools.

It was also agreed that a visit to another outstanding board would support continuous improvement. (Action: Clerk)

#### 278 **Review of the Instrument & Articles of Government**

The Clerk provided an overview of the opportunities to amend the Instrument & Articles of Government in line with schedule 4 of the FE & HE Act 1992. Amendments allow for more personalisation of the Instrument & Articles with some content being moved to Standing Orders. A sample of proposed changes to the Instrument was presented to show work in progress.

However, the committee was concerned about the time this would take and whether or not it was an essential piece of work when balanced against other College priorities. It was agreed that a timescale of 18 months would be proposed for completion.

#### 279 **Code of Good Governance Compliance Action Plan**

Compliance with the Code was considered and outstanding actions reviewed. Key actions to meet full compliance include:

- development of a scheme of delegation to ensure it is clear who has delegated responsibility in decision-making
- production of an annual report that captures more fully the achievements of the board. It was suggested that an electronic and updated version of the report that accompanies the financial statements would serve this purpose
- capturing stakeholder opinion on board performance

The Committee discussed these compliance requirements and recommended that minimum work be done to meet the expectations.

280

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

Terms of office of each member were considered along with their committee membership. Following performance review, the following changes to committee membership were put forward:

Michelle Clement to join Search & Governance Committee

Zaeed Mohammed to leave Search & Governance and join Audit & Risk Committee

Fra Cooke to leave Audit & Risk Committee

Ian Clinton to join Audit & Risk Committee

Claire Willett to join Search & Governance Committee

The skills audit was reviewed. A recommendation from the Governance Internal Audit report is for professional qualifications of governors to be noted. Gaps in skills were identified as legal, IT & digital and working with minority communities.

Only one governor was due to complete a term of office this year. It was agreed to recommend that John Tiscornia continue for a further year. Despite John now being in his fifth term as a governor, it was agreed that his continued appointment demonstrated board continuity within a good mix of governors. John stated that he would not continue beyond that year. Fra Cooke also gave notice to finish on completion of his current term in April 2017.

It was noted that an application for Board membership has been received from Erika Kendal. It was felt that her skills, experience and qualifications would not address the identified skills gaps but that the Principal would get in touch with her with a view to her becoming a college ambassador. (Action: Principal)

The Committee discussed the proposal to set up a working group to support financial management of the College and in particular to act as an advisory group to the Board in respect of the range of financial areas such as loans, covenant and cash flow. Draft terms of reference for the group would be drawn up and the Corporation asked to approve the setting up of the group. Membership would include external members as well as College managers to support operational understanding and context.

The Committee discussed the proposed merger of the Remuneration Committee with the Search & Governance Committee due to poor attendance at the latter meeting. Revised terms of reference would be drawn up for the next meeting and a recommendation made to the Corporation

281

### **Any Other Business**

- a) The Clerk reported that recommendations have been received for the governance internal audit that would be presented to Audit & Risk on 25<sup>th</sup> November following management response.
- b) Committee members were invited to attend the College Self-Assessment Validation event on 23<sup>rd</sup> November, 1000-1200, in Conference Room 1.
- c) Notice was also given of the Student Conference on 9<sup>th</sup> November, 1200 – 1400, where the next student governor would be nominated and voted for. C Dutton agreed to attend and to provide the welcome to the student conference.

282

### **Date of Next Meeting**

26<sup>th</sup> January 2016 at 5 pm

