

Meeting of Search & Governance Committee
Monday 23rd May 2016 at 5.00 pm
Seminar Room 3
MINUTES

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

In attendance: Carole Drury (Clerk)

295 **Apologies for Absence**
Claire Willett.

296 **Declaration of Interests**
C Dutton and J Tiscornia declared an interest in item 302.

297 **To approve the minutes of the meeting held on 2nd February 2016**
The minutes of the meeting held on 2nd February were approved and signed by the Chair as an accurate record.

298 **Matters Arising from the Minutes & Action Plan**
There were no matters arising not covered by the agenda. Progress on the action plan was noted.

299 **Standing Orders 2016/17**
The Clerk presented proposed updates to the Corporation's Standing Orders, noting a range of additions and amendments to provide clarity on some of the Board's activities and procedures, particularly in respect of new governor appointments and appraisal.

The Committee discussed the changes suggesting that, in 3a, it should be made clear that new governors would be encouraged to gain a broad understanding of the Corporation and its statutory responsibilities before joining a Board Committee.

The Committee RESOLVED to:

- Recommend the 2116/17 Standing Orders for approval by the Board.

300 **Board Performance Review 2016**
The proposal for the process and timetable of governor performance review was presented by the Clerk and included specific reference to two recommendations that came out of the recent governance internal audit, namely Chair's appraisal and the checking of professional qualifications. The review paperwork for 2015/16 was agreed. Performance review for the Principal and Clerk would need to be completed by the Chair in time for consideration by the Remuneration Committee scheduled for 6th July 2016.

Draft questions were proposed for the survey to support the Chair's appraisal with suggested amendments. It was agreed that the survey would not be anonymous to ensure there could be open debate. The outcome of the survey would be summarised by the Clerk and form the basis of a discussion between the Chair and Vice Chair, identifying any agreed actions for improvement.

To support new governor performance review and in line with good practice in governance, a proforma was considered to allow new governors to self-assess their performance to date. It was suggested that the same form be used by both the Chair and the Clerk to provide a three way opinion on their performance that would then be used as a basis for discussion between the Chair or Vice Chair and new members within six months of appointment. Subject to a satisfactory review, the Corporation would confirm the governor's appointment.

The Committee RESOLVED to:

- Recommend the approval of the timetable for performance review to the Board
- Approve the questions to be used for the Chair's performance survey
- Ensure the Principal and Clerk were appraised in time for the next Remuneration Committee meeting on 12th July
- Recommend the approval of the probationary review for new governors

301

Governor Development Programme and Link Governor programme

The updated programme for 2015/16 was discussed, noting that some activities within the governor link programme had not taken place due to governor absence. Attendance at curriculum visits had been low but it was agreed that the visits were useful and an opportunity for staff to showcase their areas. The expectation was for each governor to attend two curriculum visits during each term of office.

The draft plan for 2016/17 was presented but would be augmented with any additional training needs identified through appraisal. In respect of curriculum visits, it was agreed that a minimum of 3 members would be required for the visit to go ahead. The link governor scheme would be continued with governors asked to state their preferred area and in some cases continue as this year. College contacts would be allocated to those below senior level to allow governors to meet more staff.

J Tiscornia proposed that a third of corporation meetings be held at the Creative & Media Campus next year.

The Committee RESOLVED to:

- Approve the draft programme for 2016/17 and share with Board members noting that a minimum of 3 governors would be required for curriculum visits
- Recommend that some meetings of the Corporation be scheduled to take place at the Creative & Media Campus (Wildman Street Studios) next year

302

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

The Committee reviewed the current board membership noting who would be completing their terms of office over the next year. A succession plan had been approved at the previous meeting, noting where recruitment of new members would be needed with no vacancies or applications at the current time.

In respect of the position of the Chair of the Corporation whose term completes in March 2017, it was recommended that the term be extended to July 2017 but then be reviewed at the February Search & Governance meeting

Staff member M Clement's first term of office would complete in March next year and the post would be appointed from the staff body with the vacancy being in support staff area. J Tiscornia confirmed he would leave the Board in December 2016 and F Cooke in April 2017.

Committee membership was reviewed and members had been asked to advise if they wished to join a committee. However, following a review of current numbers on each

committee, it was agreed that there were currently no vacancies to fill and the position would be revisited at the next meeting in light of members reaching the end of their terms of office.

Following a recommendation from Audit & Risk Committee, it was proposed that the current Finance Working Group would continue, recognising its role in providing the board with a degree of assurance. The Working Group would undertake a first review of the budget for 2016/17 as well as undertake sensitivity testing on the growth plan. It was proposed to ask E Harris to join that group as a qualified accountant.

The Committee considered potential roles for the three newly appointed governors who would be subject to the new probationary policy, and had been advised of such on appointment. It was reported that concerns had been raised following the last board meeting over the behaviour of one governor who had a conflict of interest with an item under discussion. The Committee discussed the importance of ensuring that all Board members work to the code of conduct, that included the Nolan principles of governance, and were prepared to abide by decisions taken by the Corporation under their fiduciary duty. It was agreed that the Chair would meet with the governor in question to discuss the role and responsibilities as part of the probationary review.

The Committee RESOLVED to:

- Retain the current committee structure and numbers until the next review in October 2016
- Extend the term of office of the Corporation Chair to July 2017
- Recommend the continuation of the Finance Working Group and ask E Harris to join the group
- Ensure new governors are familiar with the code of conduct

303 **Committee Self Assessment and Performance against and review of Terms of Reference**

The Committee considered its own performance against the current terms of reference. No recommendations were made in respect of amending the terms which would be carried forward for a further year. The table reviewed demonstrated that the Committee had achieved what was expected of it, all of which could be evidenced.

In respect of quality, it was noted that the Committee had a good attendance record with high levels of skill and experience to meet the requirements of the terms of reference.

304 **Appointment of Committee Chair & Vice Chair**

In light of the Committee Chair's noted intention to leave the Board in December, it was agreed to postpone any decision on the appointment of Chair and Vice Chair to the October meeting.

305 **Review of Senior Postholder (SPH) Appointments**

Following the last consideration of SPH appointments in 2011, it was noted that the Principal and Clerk were the only appointments, reporting directly to the Board. The Committee considered what would happen in the short term absence of the Principal noting the paper submitted by the Clerk in respect of the legal requirements from the Instrument & Articles.

Under Article 12.5, there is provision to legitimise any interim arrangements required should a senior postholder have a long term absence whereby a senior member of staff is asked to assume the duties of Acting Principal, thereby taking on the powers and responsibilities of the Principal including those of Chief Accounting Officer. This arrangement allows for both continuity and security knowing that there is a designated person holding responsibility. The article proposes a variation to contract that is time limited until resumption of duties by the Principal or the appointment of a new principal

and is dealt with by a letter to amend the existing contract. The recommendation to appoint L Shrapnel to this role was made.

The Committee RESOLVED to:

- Recommend to the Board the variation to contract for L Shrapnel as acting principal in the absence of the Principal in line with Article 12.5 above.

306 **Review of Confidential Items**

The Clerk reported that there had only been one minuted confidential item, that being in respect of Area Based Review in the Board meeting of 4th May. It was agreed that this item would remain confidential until completion of the ABR process.

307 **Any Other Business**

There was no other business.

308 **Date of Next Meeting**

Tuesday 4th October 2016