

**Meeting of Search & Governance Committee**  
**Tuesday 31<sup>st</sup> January 2017 at 5.00 pm**  
**Seminar Room 4**  
**MINUTES**

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**Present:** Michelle Clement, Cath Dutton, Jon Thedham (Chair), Gordon Watson, Graham Wilkinson (to 6 pm)

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

320      **Apologies for Absence**  
Fra Cooke

321      **Declarations of Interest**  
Michelle Clement and Cath Dutton – item 326

322      **To approve the minutes of the meeting held on 27<sup>th</sup> September 2016**  
The minutes of the meeting were approved and signed as an accurate record

323      **Matters Arising from the Minutes & Action Plan**  
There were no matters arising not covered on the agenda. The action plan was reviewed:  
278 – the committee reviewed the position in respect of updating the Instrument & Articles of Government and agree to revisit it at the next meeting  
302 – date set for next finance working group including attendance of Emily Harris  
304 – Jon Thedham had agreed to Chair this group and it was agreed that Michelle Clement would take up the role of Vice Chair  
318 – the governance SAR had been updated to reflect the role of governors

324      **Board Performance Review 2016**  
Confirmation of completion of the Governor Appraisal process was provided to the Committee by the Clerk and covered:

- Individual performance review between each governor and Chair of Corporation that included confirmation of declarations of interest, qualifications, skills and training needs
- Corporation Chair subject to on-line survey and follow-up with Vice Chair
- Probation meetings with new governors
- Committees reviewing performance against terms of reference
- Governance Self-Assessment report

Comments and findings from performance review meetings had been summarised and were reviewed by the Committee. It was agreed that the dates for the process be added to the paper and any actions from the process noted before being shared with the Board. (Action: Clerk)

325      **Governor Development Programme and Link Governor programme**  
An update to the programme was provided by the Clerk, noting that the curriculum for Richard Evans' School would be reconvened for the Autumn. A note was made of the

training that took place on 18<sup>th</sup> January utilising a National Leader of Governance, covering finance and funding.

It was agreed that further information on the curriculum visits needed to be obtained and shared with governors and that feedback from the training event be collected to inform future events. Cath Dutton suggested that the programme be retitled “Development & Improvement Programme” to provide a link with the performance review actions. (Action: Clerk)

In respect of the Link Governor programme, the Clerk reported that the first two links had now been established:

- Fra Cooke/Dan Hodge on Information & Learning Technologies (15<sup>th</sup> February)
- Emily Harris/Suzanne Horner on employer links (29<sup>th</sup> March)

Further links were proposed and would be taken forward to future board meetings to enable governors to find out more about key aspects of the College.

### 326 **Attendance, Terms of Office, Skills Audit & Committee membership**

The attendance report showed an average attendance rate at main board meetings to be 86%, 11% ahead of target. No concerns were raised over attendance now that formal resignations had been received from governors Ian Clinton and Claire Willett, whose attendance had been low due to other commitments or long term health issues.

Terms of office were reviewed, noting that term were nearing completion for the following Board members:

- Fra Cooke (April 2017)
- Michelle Clement (April 2017)
- Cath Dutton (July 2017)

The Committee discussed each of these positions with the following proposals:

- Fra Cooke agreed to continue to the end of the academic year to ensure continuation of skills
- Michelle Clement will stand for a second term but nominations for a support staff representative will be requested
- Cath Dutton agreed and would be recommended to continue for a further year as Chair of Corporation

The Skills Audit had been updated following performance review and was considered by the Committee. However, no clear gaps were identified based on the current criteria although the Committee felt that IT and digital skills could be enhanced through new members going forward.

In respect of Committee membership, it was suggested that an additional governor be appointed to Audit & Risk with immediate effect and a replacement for Fra Cook appointed to Search & Governance. Emily Harris and Rebecca Sandham would be asked if they would be able to join Audit & Risk and Search & Governance committees respectively. Gordon Watson’s continued membership of Search & Governance was confirmed until the end of the academic year. It was agreed that no additional member was needed for the Remuneration Committee at this stage. (Action: Clerk)

### 327 **Succession Planning**

The updated succession plan for governance was considered, noting the completion of terms of office for 3 members in 2018-19 and 3 in 2019-20 in addition to those completing in 326 above.

Two new applications had been received from Mike Southworth, ex Principal of Priestley College, Warrington and Eve Martin who is an experienced strategic and operational public sector manager plus an expression of interest from Amanda O'Brien of the University Hospitals of Morecambe Bay NHS Trust. It was agreed to invite all of them in for an informal meeting with a panel of governors. It was confirmed that Pat McIver of GSK would be formally accepted onto the Board at the next meeting and that he had already attended the training event and governor induction.

In respect of succession planning for the Principal and Senior team, it was confirmed that two senior staff, Louise Shrapnel and Richard Evans, had already attended two modules of the senior leadership training course and gaining useful skills that were being shared internally. Four staff had applied for the two places being offered. It was proposed that a presentation is given to the Board once the course has been completed. (Action: Clerk)

The Committee discussed the process that would need to be put in place for the future appointment of a principal and ready to roll once formal notification of intention to retire had been received, summarised as follows and with immediate effect:

- Task and finish group of Search & Governance Committee to be established with immediate effect
- Job specifications from current principal and CEO vacancies to be reviewed
- Proposals and timeline for application process to be drawn up (Action: Clerk)

328 **Register of Interests 2016-17**

The updated register of interests was provided for information.

329 **Dates of Meetings 2017-18**

Draft meeting dates for Board and Committee meetings was considered.

The Committee discussed the dates and suggested minor amendments to reduce the long gap between the July and October meetings. Considerable discussion took place over the timing and format of future strategic planning events with a proposal to take to the Board that a full Saturday be dedicated to it with more emphasis on Board members looking at the longer term future of the College without the distraction of having stakeholder speakers in attendance. Ideas for format would be worked up, utilising materials from the senior leadership course and research into what other colleges do for this activity. (Action: Clerk)

330 **Date of Next Meeting**

4<sup>th</sup> April 2017