

**Meeting of Search & Governance Committee**  
**Tuesday 1<sup>st</sup> May 2018 at 5.00 pm**  
**Seminar Room 4**  
**Minutes**

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**Present:** Michelle Clement, Cath Dutton, Jon Thedham (Chair), Graham Wilkinson

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

365      **Apologies for Absence**  
Rebecca Sandham

366      **Declarations of Interest**  
There were no declarations of interest

367      **To approve the minutes of the last meeting**  
The minutes of the last meeting held on 19<sup>th</sup> February were approved and signed by the Vice Chair as an accurate record.

368      **Matters Arising from the Minutes & Action Plan**  
Following up on item 356, the Committee discussed the one-to-one sessions that had been offered with the Director of Finance & Resources and whether any member had met with her. Attendance would be followed up and governors asked if the timing of the sessions offered had not been convenient. (Action: Clerk)

369      **Governor Development & Improvement Programme and Link Governor programme 2018-2019**  
The updated programme was discussed. It was reported that 3 governors had attended the latest curriculum visit and had expressed the value they had gained from the visit. It was agreed that the impact of the visits would be ascertained at the next board meeting

Suggested areas for inclusion in link areas were discussed and agreed with some changes to dates and with a proposal that recently-joined governors be asked to take part. The importance of ensuring that the link governor met with staff on the ground was emphasised rather than the link being made with a senior manager to enable a different perspective to be seen. The important area of work placement would be covered at the May meeting. The link with safeguarding and prevent would remain as planned despite a suggestion from management that it would be covered in governor training.

The programme would be updated and provided to Board members with a request for link governor gaps to be filled.

370      **Attendance, Terms of Office & Committee membership**  
No issues of attendance was reported with average attendance rate standing at 81% which was significantly impacted by the requirement to re-schedule the February board meeting following closure due to the college being closed because of heavy snow.

Membership was considered noting where succession planning needed to be put in place. The Corporation Chair and Vice Chair had met with a new applicant and

recommended that he be invited to join the board, with an invitation to attend the training event and board meeting on 23<sup>rd</sup> May 2018.

It was identified that a skills gap would emerge in respect of representation from the hospitality and visitor economy sectors and it was agreed that a vacancy would be posted onto the website along with approaches to potential governors through Lake District Hospitality Association. (Action: Clerk and Cath Dutton)

Terms of office and committee membership were discussed noting who will be completing terms of office within the next year. In particular additional members would need to join Audit & Risk Committee following the recommendation in the Audit Code of Practice that staff governors should not be included as members. The new member would also be invited to join Audit & Risk Committee having strong finance and funding skills.

Task & Finish groups were considered and the following actions agreed:

1. Succession Planning Group to cease following successful appointment of the new CEO & Principal
2. Finance Working Group to cease in its current format with immediate effect but continued additional scrutiny of management accounts to be provided by Emily Harris working directly with the Principal and Director of Finance & Resources, to ensure that any financial issues are resolved before being presented at each Board meeting
3. Museum Working Group to continue

#### 371 **Governor performance review 2017/18**

The process for gauging board performance was discussed with a range of different activities used to evaluate performance leading to production of the governance self-assessment report that included a survey on Chair's performance, review of performance against terms of reference and the Code of Good Governance. It was agreed to continue with the same format for the 2017/18 review.

Individual governors would be asked to complete the pre-populated form prior to meeting with the Corporation Chair or Vice Chair to provide their own reflection on how the year had gone. Additional information in respect of their skills audit scoring and declaration of interests would be added to form the basis of the meeting. A clear time line for completion would also be provided with more follow up reminders along with guidelines for word-count to ensure the process was not too onerous.

#### 372 **Review of governance structure**

(including scheme of delegation)

The Board had requested that this committee reviewed the current structure of the corporation to ensure it remained fit for purpose. Alternative structures had been considered but it was felt that the current structure supported the college very well based on size of the board and the responsibilities. More committees would require a greater number of governors and would also require greater commitment in terms of time.

However, it was suggested that nominated governor positions would be useful eg for quality and finance where additional expert scrutiny could be applied and noted.

An updated scheme of delegation was discussed and would be further amended once changes to terms of reference had been agreed by committees.

- 373      **Review of Terms of Reference and performance of Committee**  
The Committee reviewed its terms of reference with minor suggestions proposed by the Clerk. The Committee also considered its performance against the existing terms of reference with all key areas having been met and evidenced through minutes.
- 374      **Review of Confidential Minutes**  
Two confidential minutes were considered and it was agreed that:  
Board minute 1772 in respect of resignation of the Principal could now be released  
Board minute 1811 remain confidential due to business sensitivity
- 375      **Any other business**  
There was no other business
- 376      **Date of Next Meeting**  
Tuesday 16<sup>th</sup> October 2018