**Meeting of Search & Governance Committee**
**Tuesday 30th October 2018 at 5.00 pm**
**Seminar Room 4**
**MINUTES**

**Present:** Michelle Clement, Cath Dutton, Eve Martin, Kelvin Nash, Amanda O'Brien, Jon Thedham (Chair),

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

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| 377 | **Apologies for Absence** | |

There were no apologies. The Chair welcomed Kelvin, Eve and Amanda to the meeting

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| 378 | **Declarations of Interest** |

There were no declarations of interest not previously declared.

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| 379 | **To approve the minutes of the last meeting** |

The minutes of the meeting of 1st May were approved and signed by the Chair as an accurate record.

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| 380 | **Matters Arising from the Minutes & Action Plan** |

Under 370, the purpose and continuation of the museum working group was considered. It was agreed that this group no longer had a remit and that all decisions in respect of Kendal museum would be considered at full board meetings.

Progress against actions was noted with most included in the meeting agenda.

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| 381 | **Attendance, Terms of Office & Committee membership** |

Appendix 3 provided the 2017/18 year's attendance for both full board and committee meetings. Average attendance was 83% which compared favourably with the national average. No concerns were raised about individual governor attendance with the exception of the two student governors who had now left the College.

Appendix 4 listed all governors with their date of appointment and expiry date and the committee discussed those nearing the end of their term of office or where a resignation had been tendered.

a) Ian Clark had notified his intention to resign at the end of the year as co-opted member of Audit & Risk Committee
b) Emily Harris had already resigned but had agreed to continue as co-opted member of Audit & Risk Committee
c) Zaeed Mohammed's second term of office as staff governor would complete in March 2019 and an election for a replacement academic governor would be held
d) Rebecca Sandham's first term of office would complete in February 2019
e) Gordon Watson had tendered his resignation due to retirement from his employment. A replacement would be needed to Chair Audit & Risk Committee
f) Two student governors were in the process of being recruited. Seven applicants had been interviewed by the Corporation Chair and Clerk with five put forward to a student vote, split into two categories of a one year and a two year appointment. It was expected that the student governors would attend the November board meeting

g) The Committee proposed that Cath Dutton be elected as Corporation Chair for a further year from July 2019 and that the Vice Chair would take on more responsibilities during the year as part of his development and succession to the post. All members agreed that this would be a good move to provide continuity for the Principal and would make a recommendation to the Board.

A Board succession plan was discussed at appendix 5 showing that there would be vacancies emerging if governors did not undertake a second term of office. At least one vacancy was currently available and a possible second post (to maintain the number of board members at 15).

In respect of committee membership, Search & Governance was well served but membership of Audit & Risk remained low with a new Chair needed to succeed Gordon Watson in 2019. It was suggested that an additional co-opted member who could bring expertise in risk management be sought. Membership of Remuneration Committee was discussed with an agreement that an additional external co-opted member would support transparency. It was proposed that Emily Harris be approached to take on this role.

A proposal was also put forward, following appraisal discussions, that committee meetings be rescheduled to commence at 8 am and would be recommended to the Board.

The following actions were agreed:
1. Recommendation to Board to appoint Cath Dutton as Corporation Chair through to July 2020
2. Recommendation to Board to reschedule committee meetings to take place at 8 am from January 2019
3. Seek external co-opted members for Audit & Risk and Remuneration Committees

382    **Skills audit, new governor applications and appointments**
The updated skills audit was considered. Gaps were identified in respect of legal and financial expertise. Legal advice could be obtained through external sources but it was felt that another governor with good financial understanding would be important to support the College's financial sustainability. The Chair also recommended that a governor with digital skills would add value to the Board and it was agreed that such roles would be more widely promoted via the website and LinkedIn sites as well as individual approaches to suitable candidates.

Three recent applications to join the Board were considered but it was felt that none could offer the skills identified above. However, it was agreed that the Principal and Director of Governance would meet with the two latest applications to further explore how they could support the College. A third applicant had been informally interviewed by the Corporation Chair and Vice Chair and how he could activity support the College would be explored further.

The following actions were agreed:
1. Wider promotion of board vacancies with emphasis on finance and digital
2. Set up meetings with board applicants

383    **Governor performance review 2017/18, Code of Governance and Self-Assessment Report**
The Corporation Chair provided a summary of the governor performance reviews that had now been completed. Key points included:
• Gaining a better understanding of apprenticeships and funding

- Committee breakfast meetings
- Role of link governors

The Director of Governance had completed a compliance table for the English Code of Good Governance showing that almost all areas had been complied with and evidenced. The Committee discussed the following aspects of the compliance table:

1.9 - whether annual review of strategy was sufficient with so many external factors eg Brexit likely to impact on the College. The Principal outlined his plans for the strategy event in January to include new milestone targets with termly feedback.
2.8 – how the board could ensure that students were given honest information about provision and it was agreed that the annual self-assessment report, the prospectus and website was evidence of compliance
3.2 – the need for a quality strategy was identified as one had not previously been put forward and noted for action by the Principal
5.3 – in respect of stakeholders, it was proposed that an audit of who engages with who externally would be a good source of evidence as to how the college facilitates engagement with external stakeholders
8.1 – the equality and inclusiveness of board membership was discussed and it was agreed that a statement in respect of governor recruitment be added to the website to emphasise the importance of ensuring that the board is representative of its community.

A draft governance self assessment report was considered with identified strengths and areas for improvement that would form the basis for a governance improvement plan. One amendment was proposed under key areas for improvement in respect of the link governor scheme.

The following actions were agreed:
1. Amendments to be made to the English Code of Good Governance for FE Colleges
2. One change to the SAR and then recommendation for acceptance by the Board

384 **Strategy & Training Events 2018-19 Governor Development & Improvement Programme and Link Governor programme 2018-2019**
The updated governor development and improvement programme was discussed with governors proposed to pick up key link areas. Staff contacts now needed to be added following the recent reorganisation. The purpose of the link was discussed with the emphasis on supporting greater understanding by board members. Link governors were not expected to get involved with operational aspects of the area. The first link governor presentation would be on apprenticeships through Amanda O'Brien at the December Board meeting.

It was noted that key dates for College activities needed to be added, ideally at the start of the year, and would provide more opportunities for governors to meet with students.

The following actions were agreed:
1. Add more college key dates to the schedule
2. Add college staff links once the new structure was in place

385 **Senior Staff Remuneration Code**
An AoC amendment to the Code of Good Governance was considered in respect of the remuneration of senior postholders with a consultation period open until late November. Adoption of the code by the Board would not impact on salaries of SPH as the AoC benchmarking framework was already used but it was agreed that adoption of the code would promote fairness and transparency. One recommendation from the code was the

production of an annual report by the Remuneration Committee which could be added to the Committee's terms of reference.

386     **Public Value Statement**
An action from the compliance with the code of governance (5.6) was the updating of the public value statement originally published in 2015.  Suggested amendments were considered and the statement updated, ready to be published on the college website.

387     **E-Governance**
The Director of Governance outlined developments to date in respect of using MS365 and Sharepoint to support e-governance.  However, cost-effective and technically easier to use commercial products were being researched and it was agreed that progress would be reported on at the next meeting once the applications and software had been thoroughly evaluated.

388     **Any other business**
There was no other business.

389     **Date of Next Meeting**
15th January 2019 at 0800