

## MINUTES

<b>Group :</b>	<b>SEARCH AND GOVERNANCE</b>	<b>Date:</b>	08/02/17
<b>Location:</b>	<b>PDP SUITE, LONDON ROAD CAMPUS</b>	<b>Time:</b>	5.45 p.m.
<b>Membership:</b>	Andy Allen, Gordon Channon (Chair of the Board), Liz Hird, Alison Jackson, Lyn Surgeon (Interim Principal/Chief Executive) and Mike Willmot.		
<b>IN ATTENDANCE:</b>	Clerk to the Corporation, Tracy Cottee		
<b>APOLOGIES:</b>	Gordon Channon and Alison Jackson		

### 01/17. Declarations of Interest

There were no declarations of interest.

### 02/17. Minutes of the Meeting Held 19 October 2016.

Resolved:

That the Minutes of the Meeting held on 19 October 2016, were approved as a true record.

### 03/17. Matters Arising

#### Succession Planning and Future Determination of Board

The Committee Chair advised the Committee that Alison Jackson had resigned as an Independent Governor with immediate effect. The Committee, whilst acknowledging the personal circumstances for her resignation, received this news with great regret and expressed its gratitude to her for her leadership as Chair of the former Shrewsbury Sixth Form Board and her positive contribution to the successful merger. **ACTION: Clerk to send a floral tribute in appreciation**

Under this item, the Committee had discussed the current size of the Board and the possible creation of a Human Resources Committee. Andy Allen advised that he wished to raise this matter later in the meeting.

### 04/17. Corporation Opportunities (Appendix 5)

The Corporation had received expressions of interest for the Committee's consideration for the following opportunities –

1. Independent Governor Vacancy; and
2. Parent Governor Vacancy.

With respect to the applicant for the Independent Governor vacancy, the Clerk and Chair of the Committee had met with the prospective candidate, (R.H.), and the Clerk, Chair of the Committee and Principal had met the candidate for the Parent Governor Vacancy (D.T.), informally to discuss the Corporation's requirements and the role and responsibilities of the position of respective vacancies.

Having conducted the informal assessments and based on the Corporation's current Skills Audit (previously circulated), the Committee was invited to interview the prospective candidates formally, based on assessment of the CV, individual skills audit (previously circulated) and qualities for each candidate.

The Chair advised the Committee that the candidate for the Independent Governor Vacancy was unable to attend for interview. However, they remained interested. The Committee AGREED to hold a Special Meeting on 08 March 2017, in order to interview this candidate.

The candidate for the Parent Governor Vacancy attended the meeting for interview.

The Committee interviewed the prospective candidate formally to assess their skills and qualities in light of the current Board skills base and the Governor Person Specification and Job Description (previously circulated).

Having interviewed the candidate, the Committee considered that the candidate's previous experience as a governor at an International School would be beneficial and

Resolved:

**Recommend to Board** that the candidate, MT, be appointed as a Parent Governor for a Two Year Term with effect from 22 March 2017. **ACTION: Clerk to contact candidate and item to Corp**

#### 05/17. Vacancy Management and Succession Planning (Appendix 6)

The Committee reviewed the current position regarding current Governor Terms, vacancies and opportunities (previously circulated).

<b>Governor Category</b>	<b>Name</b>	<b>Term Expires</b>
<u>Independent</u>	Andy Allen	11/12/2017
	Michael Bishopp	13/03/2020
	Gordon Channon	17/12/2018
	Christine Davies	30/03/2019
	Anne Dokov	06/07/2017
	Chris Fountain	16/03/2017
	Iain Gilmour	13/10/2018
	Christina Gore	12/12/2020
	David Pulford	16/03/2019
	Rick Rosson	02/05/2019
	Rex Sartain	11/07/2020
Mike Willmot	12/10/2019	
<u>Parent Governor</u>	Nigel Merchant	15/12/2017
<u>Staff (Academic) Governor</u>	Barbara McCormack	16/03/2017
	Sarah Gibbons	25/03/2019
<u>Staff (Support) Governor</u>	Liz Hird	19/09/2017
	Verity Underhill	11/07/2017
<u>Student Governors</u>	Patrick Bowen	11/12/2018
	Josh Prior	11/12/2018
<u>Principal</u>	Lyn Surgeon	N/A
<u>Vacancies</u>	1 Parent Governor	
	1 Independent Governor	

The Committee acknowledged that the Board at its meeting in December 2016, had made the following decisions –

1. To extend the Terms of Independent Governors C. Davies and D. Pulford, as their respective skills supported the desired skills set;
2. To reduce the number of Staff Governors to 3 from 4 on the expiry of the Terms of the current Academic Staff Governor (Welsh Bridge) and Support Staff Governors from Welsh Bridge AND London Road sites and that this number would comprise 2 Academic Staff Governors – 1 from the London Road site and the other from either the English Bridge or Welsh Bridge sites and 1 Support Staff Governor from any of the three sites;
3. The Determination of the Board could be reduced but on expiry of Governors' Terms.

The Committee acknowledged the challenges in having a large-sized Board in securing effective governance and AGREED that the Committee should monitor at each meeting the position regarding Governor Terms, vacancies and opportunities, in order to manage succession planning and candidate search. It was also acknowledged that a number of governors' terms were coming to an end in the next 8 – 12 months.

The Committee acknowledged that, despite the Board's decision to consider a reduction in Determination when governors' Terms expired, the recent resignation of Alison Jackson left a vacancy that should be filled. Moreover, in terms of skills, the Committee also AGREED that candidate search going forward should now focus on seeking a candidate with experience in teaching and learning. The Interim Principal agreed to pursue this through SPET.

The Committee discussed a prospective candidate from a local University and AGREED that an approach to this candidate be held in abeyance until the new Principal was in post and had established a working relationship with the University.

#### **06/17. Review of Committee – Membership (Appendix 7)**

At the previous meeting (S&G Minute No. 6(f)), the Committee had discussed the size of the Board and committee arrangements. It had been recommended and subsequently endorsed by Board (Board Minute No. 37(e)) that the membership of committees be re-considered at the March 2017 Board meeting, taking into account –

1. the appointment of a new Chair and Vice-Chair;
2. changes to the composition and Determination of the Board; and
3. changes to the committee structure, namely, the introduction of a Human Resources Committee, reduction in the membership of the Finance Business and Operations Committee (FB &O) and frequency of Board meetings.

The Committee considered a possible committee membership for consideration

The Chair of Board and the Chair of Committee had met with the Clerk to consider draft proposals (previously circulated). This review has taken into account –

1. the views of the Board regarding reduction in membership of FB &O;
2. skills audit analysis of individual members; and
3. a suggestion that the arrangements that the Chair of the Board be a member of all committees *as a matter of course* be reviewed.

The Committee discussed the proposals and AGREED the proposals subject to the inclusion of the Principal as a member of the Quality, Standards and Curriculum Committee and that the Chair of the Board be considered an ex-officio member of committees, except where they were members in their own right, then the Vice-Chair would be an ex-officio member.

The Committee acknowledged that there would need to be a further membership review to accommodate the allocation of possible new Board members to committees.

At this point, Mr Allen raised the following –

- his continued concern at the large size of the Board and the limits this placed on effective, inclusive governance that provided opportunities for full debate, particularly at full Board meetings. The Committee discussed how agenda management and the role of the Committees could support effective governance going forward. The Clerk reported that she and the Chair of the Board were working on strategies to streamline the Board agenda and increase the opportunity for all governors to engage in meaningful debate on strategic issues, rather than ‘re-hash’ issues already discussed at committees;
- Mr Allen pointed out that a business case had been presented to the Shadow Board prior to merger to continue with the Shrewsbury College Business and Community Committee as a Group committee after the merger – at least for a period of 1 or 2 years to monitor the Apprenticeship Strategy. He recalled that the decision not to was because of a need to reduce the number of committees. He was therefore surprised that a separate Human Resources Committee had been created at the December 2016 Board meeting, increasing the number of committees.
- The Board had, as an alternative, established a Forum to update the Board on the role the College played in the community. Key strategic partners became members of the Forum to give updates to the governing body. However, Mr Allen reported that, since the first event on 30 November 2016; the name of the Forum had been changed, the original purpose apparently amended and a number of new stakeholders invited to the next meeting on 1 March 2017, without consultation. He expressed a degree of disappointment in this. He was of the view that the Board required strategic oversight for marketing and learner recruitment, apprenticeships, employer training and the work of the Agency which, he felt, were not being covered by the Terms of the Board’s committees.

In considering these points, the Interim Principal explained that the HR Committee had been created in order to provide strong strategic leadership and support on HR and employment relations matters over the next 12 – 18 months, to support the strategic objective to improve teaching and learning.

The Committee Chair suggested that the proposed committee membership schedule be amended in order to give prominence to the Forum. The Interim Principal explained that she had invited the additional stakeholders to the March Forum event and explained that governor input into the Forum remained very relevant and useful. On further discussion, the Committee AGREED that the new Principal would have a view on the Forum and, before further changes were made, the Board should wait until he was in post.

Resolved:

That the Draft Committee membership, as amended, be recommended to Board.

#### **07/17. Code of Conduct (Appendix 8)**

The Clerk presented a revised and updated Code of Conduct for consideration (previously circulated)

Eversheds had provided the ‘base’ document; this ensured that the Code was up-to-date and compliant with legislative requirements.

Resolved:

That the Code of Conduct, be recommended to Board for approval and that, on approval, all governors be requested to sign a Declaration to the effect that they had received the Code and undertaken to abide by its principals.

**ACTION: Clerk to Board**

#### **08/17. Corporation Self-Assessment – Planning** (Appendix 9)

Whilst currently not adopted by the Group, The Code of Good Governance for English Colleges states that college governors must: Regularly **review governance** performance and effectiveness.

The Committee discussed the planning for the Governance Self-Assessment Exercise 2016/17. Examples of assessments used previously and best practice (previously circulated) were reviewed.

Resolved:

That the Clerk and Committee Chair work up a self-assessment programme for consideration at the next meeting.

**ACTION: Clerk & Committee Chair**

#### **09/17. Corporation Key Performance Indicators** (Appendix 10)

At the last meeting, the Committee had deferred consideration of the Governors' Key Performance Indicators pending the review of the English College's Foundation Code of Governance. It had been agreed that, in addition to initial amendments made at the Committee, the Foundation Code should be used as a reference for determining the Governors Performance Indicators. The Foundation Code review was still awaited.

The Committee considered suggested key performance indicators for the Shrewsbury Colleges Group 2016/17, which took into account initial amendments and reference to the Foundation Code. (previously circulated)

Resolved:

That the Key Performance Indicators be agreed.

#### **10/17. Risk**

There were no identified areas of risk arising from the meeting.

#### **11/17. Date of Next Scheduled Meeting** – 13 June 2017 at 5.45 p.m.

The meeting concluded at 7.35 p.m.