

**Minutes of a Meeting of the Search Committee
of the Corporation**

**Held at Highbury College, Portsmouth at 5pm on
Tuesday 12 September 2017**

- Present:** Mr M Craft
Mrs S Mbubaegbu
Ms D Moody
Mrs N Youern (Chair)
- Apologies:** Mr J Rees-Evans
- In Attendance:** Ms P Schweitzer – Clerk to the Corporation
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M i n u t e s

Part 1 – Standing Items

588 Apologies for Absence

Mr Rees-Evans sent his apologies.

589 Declaration of Interest

There were no declarations of interest.

590 Minutes

The minutes of the meetings held on 26 June 2017 were **Agreed** as a correct record and signed by the Chair.

591 Matters Arising

Minute 587: ESFA Letter: The Importance of Strong Financial Management & Governance: Following the discussion at Search, this item was considered at Corporation on 04 July 2017 and members were asked to communicate any particular areas of concern with the Clerk. No views were received. It was **Agreed** that the Board Self-Evaluation Questionnaire findings would be discussed at the Governance Planning Day on 26 September and any matters raised would then be considered by Search alongside the Code of Good Governance and the financial planning checklist. This would, as previously agreed, culminate in a Corporation Improvement Plan.

Part 2 – Items for Decision

592 Corporation & Committee membership

The Clerk presented Paper 2302/17/Srch setting out current Corporation and Committee membership.

At its last meeting Corporation agreed to reduce Corporation from 20 to 19 members: 14 independent governors, the Principal, two staff governors and two student governors (a consultation to reduce the number of student governors to one would take place in the autumn term). The Clerk stated that there were currently four independent governor vacancies (with another anticipated in December when Mr Rees-Evans' term ended) and a vacancy for a co-opted Audit Committee member. Elections for an academic staff governor would be held in the autumn. The Clerk stated that Tom McCaffery had been elected Sabbatical Student Union President for 2017/18. It was not possible to summarise the results of the Skills & Diversity Audit 2017/18 due to insufficient returns, but the Clerk reiterated the results of the previous audit in February 2017.

Members recognised the need to recruit new governors. The Chair noted that she had recently appointed three new YOU Board members and there was a brief discussion about the nature of being a College governor and whether it was believed to be too onerous or a less tangible way to give back to the community. The Clerk stated that the College's vacancies had been posted on the School Governors One Stop Shop (SGOSS) website. It was **Agreed** that:

- The Chair repost information to LinkedIn (including the jobs page), FaceBook and Shaping the Future website;
- Members approach suitable candidates`;
- The Clerk contact Mr Lawther with a view to securing a representative from the City Council.

Members then considered Committee membership, in particular Audit Committee, and Agreed to recommend to Corporation that:

- Mr McCaffery join Audit Committee;
- Ms Calderbank step down from Finance Committee and join Audit Committee.

593 Annual Review of Corporation's Standing Orders

The Clerk presented Paper 2303/17/Srch setting out the annual review of Corporation's Standing Orders.

One amendment concerning membership numbers (paragraph 4) was proposed in line with the decision to reduce Corporation to 19 members.

There was a discussion concerning the order of business at meetings

(paragraph 47). Members acknowledged that whilst some papers were for decision and others for report, it was important that the business of the meeting flowed and that some papers might therefore need to be considered before others irrespective of whether they were under part two, three or four. The Principal gave the background to this issue, stating that prior to her appointment there had been no set agenda order so one was introduced. Members had subsequently amended it to the current status whereby matters for decision were considered before matters for report. The Chair acknowledged that whilst the chair was able to re-order the agenda, it wouldn't be desirable to do so at every meeting. It was therefore **Agreed** that the final bullet point in paragraph 47 be replaced by '*The Agenda shall include matters in an order determined by the Chair prior to the meeting to enable matters to be discussed and decisions reached as efficiently as possible.*'

The Chair raised the discrepancy between the Standing Orders (paragraph 89) and Matters Delegated to Chairman which did not allow the Chair to take any action on behalf of the Board between meetings and the College's Financial Regulations which did, citing the fact that she was sometimes asked to sign off tenders between meetings (which were then reported retrospectively to Finance Committee). The Principal noted that the Financial Regulations were reviewed annually by Finance Committee and subsequently agreed by Corporation so any amendment to Standing Orders would not change agreed procedures. It was therefore **Agreed** that Standing Orders paragraph 89 and Matters Delegated to Chairman be amended in line with the Financial Regulations.

It was **Agreed** that the Corporation's Standing Orders, with the three amendments above, would be recommended to Corporation.

594 Annual Review of Committees' Terms of Reference

The Clerk presented Paper 2304/17/Srch setting out the annual review of Committees' Terms of Reference.

The Clerk stated that each Committee reviewed its Terms of Reference annually in the autumn term to evaluate its performance against them during the previous academic year and to ensure that they continued to be fit for purpose. Search Committee was also responsible for overseeing Special Committee's Terms of Reference and had a general governance remit to consider the other Committee's Terms of Reference prior to referral to those Committees.

After a brief discussion, Search Committee **Agreed** to:

- Recommend Search Committee's Terms of Reference and Special Committee's Terms of Reference and procedures to Corporation;
- Refer Audit, Finance and Remuneration's Terms of Reference to those Committees for consideration.

595 Review of Confidential Minutes & Associated Papers

The Clerk presented Paper 2305/17/Srch setting out the Committee's delegated responsibility to determine on an annual basis whether confidential Corporation and Committee minutes and associated papers should be retained as confidential or released into the public domain.

The Clerk stated that information could be classed as confidential if it related to a named current or prospective employee or student, the Clerk or any matter that Corporation considered confidential including financial information or information relating to procurement decisions and information relating to the financial position of the College. Search had previously stated that minutes or associated papers relating to the KSA project, international activity, subsidiaries / companies, tenders and financial plans should also be retained as confidential.

After a brief discussion and some clarification, the recommendations put forward concerning the 2016/17 confidential minutes and papers and the rolling list were **Agreed**.

596 Register of Interests and Eligibility Statements

The Clerk presented Paper 2306/17/Srch concerning the annual Register of Interests and Eligibility Statements.

All governors were required to complete an annual Register of Interests, Eligibility Statement and Eligibility Declaration. At this point in time, nine out of 12 governors had completed the documentation. The Clerk confirmed that all returns were satisfactory.

Search Committee **Noted** the satisfactory completion of nine Registers of Interest and Eligibility Statements,

Part 3 – Matters for Discussion

597 Review of Governance 2016/17

The Clerk presented Paper 2307/17/Srch setting out the annual review of governance for 2016/17 including Corporation's performance against its Governance Performance Indicators (including attendance at meetings), Governors Liaison Visits, Training and Development, Appeals Panels and a summary of meeting evaluation forms.

The Clerk stated that average attendance at Corporation and Committee meetings was 75%, this was below the 80% set out in the Performance Indicators but an increase on the previous year (70%). It was **Agreed** that in future years an individual summary of attendance at Corporation and Committee meetings and liaison visits would be sent to each governor with the annual documentation at the end of the summer term.

The Clerk noted that the Chair had previously asked that the Governance Performance Indicators (PIs) be referred to Audit Committee for consideration to ensure they continued to be fit for purpose. Whilst the PIs

had been referred to the Committee, they had not been considered. Search Committee members noted that the PIs required updating and **Agreed** that they would be considered by the Committee within the context of the Corporation Improvement Plan.

The Clerk noted that an additional training session on the Common Inspection Framework had been carried out during the year. The Chair and Principal also noted that a follow up meeting had taken place between the Chair, Ms Ward, Managing Director Student Central and Managing Director Highbury Foundations Learning Company following the Governors' Strategy Session on 08 May 2017.

There was a discussion concerning the evaluation of Corporation and Committee meetings and how best to capture comments and the resulting actions. The Chair stated that the Clerk raised issues with her as necessary throughout the year and the Clerk confirmed this was also the case with the Principal, with any changes made as soon as practicable. The Principal asked the Clerk to summarise actions taken in the following Corporation / Committee minutes as well as the annual report.

Search Committee **Noted** the Review of Governance 2016/17 and **Agreed** that, given the documents were available to all governors on the portal, it would be sufficient for Corporation members to receive a summary of the report through the minutes.

Part 4 – Matters of Confidentiality

There were no Matters of Confidentiality

Self-Assessment of Meeting

Two evaluation forms were returned to the Clerk. Members agreed that papers arrived in time and were clear and concise, containing sufficient information upon which to make decisions. Members felt able to contribute to the debate and decision-making process and all members felt that the Committee challenged and questioned reports sufficiently. Members were satisfied that the decisions arrived at were sound and that the impact of decisions on students and the College was clear. Members felt that the Chair provided effective leadership and ensured that there was enough time for debate and that all Governors were able and encouraged to participate in discussions. Members agreed that the meeting was clerked effectively.

Date of Next Meeting

An additional meeting will be held on 28 November 2017.

The meeting ended at 6.50pm.