

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

**Held at Highbury College, Portsmouth at 5pm on
Monday 19 September 2016**

- Present:** Mr M Craft
Mr P Daneshvar
Mr J Rees-Evans
Mrs N Youern (Chair)
- Apologies:** Mrs S Mbubaegbu
- In Attendance:** Ms P Schweitzer – Clerk to the Corporation

M i n u t e s

Part 1 – Standing Items

548 Apologies for Absence

Mrs S Mbubaegbu sent her apologies.

549 Membership

The Chair welcomed Mr Rees-Evans to his first Search meeting.

550 Declaration of Interest

There were no declarations of interest.

551 Minutes

The minutes of the meeting held on 20 June 2016 were **Agreed** as a correct record and signed by the Chair.

552 Matters Arising

There were no matters arising.

Part 2 – Items for Decision

553 Meeting with Potential Member: Ms D Harrison-Sales

The Chair introduced Paper 2184/16/Srch stating that she had met Ms

Harrison-Sales at a meeting (not, as stated in the paper, to specifically discuss becoming a Governor). During the course of their discussion, Ms Harrison-Sales said she had hoped to become a Fareham College Governor but this had not transpired. When the Chair suggested she might be interested in becoming a Governor at Highbury College, Ms Harrison-Sales had expressed interest. The Clerk had subsequently sent her some background information. The Chair reminded Governors that a previous Governor, Ms Sanders, had come from health / NHS and that this had given Corporation a good background.

Ms Harrison-Sales joined the meeting.

The Chair welcomed Ms Harrison-Sales to the meeting and invited her to talk through her background. Ms Harrison-Sales stated that her career had predominately been in the NHS, moving through the ranks from being a student nurse to an associate director and then operations director. At the height of her NHS career she was managing 82 departments and was responsible for 30 transformation projects across the Portsmouth, Winchester and Southampton area as well as internationally. She resigned two years ago and joined the charity sector as CEO at Autism Hampshire where she was responsible for 270 staff and a small special needs college. She had found being involved in the college very interesting, particularly the quality and governance aspects and whilst she recognised the world of college and education was very different, she had a real interest in and background of supporting young people. The Chair acknowledged her impressive career path and asked what she thought she could bring to the board, to which Ms Harrison-Sales responded that she could see the bigger picture, she was very pragmatic, a team player and an effective leader and would bring a strong but consultative voice.

A Governor asked about taking on the role of a non-executive position and the distinction between strategic leadership and day to day management, to which Ms Harrison-Sales responded that her career concerned day to day management but that at senior level it was important to have a strategic overview. When asked if she would find the distinction between strategic management and strategic oversight frustrating, she responded she didn't have time to get involved in management and noted that as a consultant, she had had to address this issue. One Governor stated that this distinction was addressed through the induction training.

A question was asked about being an ambassador for the College. Ms Harrison-Sales stated that this was a word she used a lot at Autism Hampshire, impressing upon staff the importance of knowing and understanding the organisation and communicating that to everyone they met. She acknowledged the importance of this role in marketing the organisation and bringing in new business. One Governor confirmed that reputation was critical in what was a competitive area.

Ms Harrison-Sales confirmed that her current role was full time but that she always found the time to do things she enjoyed so was willing and able to

commit to becoming a Governor. Governors confirmed that it was no more than a couple of days a month.

Ms Harrison-Sales confirmed that her strengths lay in people (particularly supporting vulnerable people), process and finance. Although she had some insight into Ofsted and education, she would need to learn more. She confirmed that safeguarding had been very important throughout her career and that Autism Hampshire worked to the Hampshire safeguarding protocols and that safeguarding was embedded in all they did. She did not believe there was a conflict of interest with regard to Autism Hampshire's college as it ceased provision in July 2016.

Ms Harison-Sales asked about the College's work with autistic people, to which the Chair replied that the College was very inclusive and there was a huge amount of activity in this area including basic life skills and the Princes Trust, culminating in the annual graduation ceremony. She confirmed that the majority of students were local, although there were some international students.

The Chair thanked Ms Harrison-Sales for attending the meeting and stated that the Clerk would be in touch in the next few days.

Ms Harrison-Sales left the meeting.

554 Meeting with Potential Member: Mr H Slidel

The Chair presented Paper 21/16/Srch setting out Ms Slidel's candidature, stating that she had a long discussion with him about becoming a Governor at Highbury College. Mr Slidel had been Finance Director at Isle of Wight College and had recently retired from lecturing at the College.

Mr Slidel joined the meeting.

The Chair welcomed him to the meeting and invited him to talk through his background. Mr Slidel stated that he had an affinity to Highbury as he had been born on the estate, attended Highbury Primary and Technical College on their first days and so had many reasons to ensure the College continued into the future. He had started as an accounts clerk before progressing through the ranks, culminating in Finance Director and International Business Manager at the Isle of Wight College and Business Development Manager at Crawley College. When asked what strengths he would bring to the College, Mr Slidel replied that he had a good commercial brain and could interpret and remember figures and that he was still actively using these skills through lecturing at the International College Portsmouth, Portsmouth University (two 4 hour sessions a week). He also believed that his in-depth knowledge of the College would be helpful to Corporation.

Mr Slidel was asked to give examples of where he had been involved in strategy development and strategic leadership. He stated that most of his

experience had been from the perspective of operational management but through his current role and at Isle of College he had formed aspects of the strategy with Governors, looking at where to attract students from, what courses to run as well as marketing. He had not been involved in this area at Highbury College. He recognised the line between governance and management but stressed the importance of information in governing.

There was a brief discussion about Governors taking on an ambassadorial role and Mr Slidel stated that he hadn't got involved in this role to date. When asked what was great about the College, he stated that the resources were very good and previously the experience and knowledge of the staff was very good.

Mr Slidel confirmed that he had sufficient time to commit to being a Governor at the College and welcomed the opportunity to get involved and give something back. He confirmed he would be interested in joining either Finance or Audit Committee. He didn't believe that there was a conflict of interest between his role at the International College and being a Governor.

The Chair thanked Mr Slidel for attending the meeting and stated that the Clerk would be in touch in the next few days.

Mr Slidel left the meeting.

The Clerk confirmed that in line with a decision at a previous Search Committee, she had researched Ms Harrison-Sales and Mr Slidel's suitability to be a Governor. She had carried out online searches on the Disqualified Directors register (Companies House), the Disqualified Trustees register (Charity Commission), the insolvency / bankruptcy register (BIS) as well as carrying out a general check on companies house and with google. Both candidates were clear.

There was a discussion concerning the merits of both potential Governors and it was **Agreed** that both Ms Harrison-Sales and Mr Slidel would be recommended to Corporation and that they join Audit and Finance Committees respectively.

555 Corporation & Committee Membership

The Clerk presented Paper 2850/16/Srch presenting Corporation and Committee Membership.

The Clerk stated that there were currently five independent Governor vacancies on Corporation (reducing to three, assuming current appointments were made) and Staff and Student elections to take place in the autumn. There was a brief discussion about further recruitment, including a co-opted Audit Committee member, and Governors **Agreed** to provide contact details of potential candidates to the Clerk shortly.

It was **Agreed** that Mr David Roberts, Student Union President join Audit

Committee. The Chair asked that he meet with the Chair of Audit Committee as part of his induction.

The Chair stated that, as requested in the previous minutes, she had spoken with Ms Moody and that she was happy to continue as Vice-Chair of Corporation beyond her current term. There was a brief discussion concerning succession planning for the office of Chair of Corporation. Various options were discussed and it was **Agreed** that the Clerk circulate a note to all Governors seeking expressions of interest for this office.

556 Review of Governance 2015/16

The Clerk presented Paper 2186/16/Srch presenting the 2015/16 review of governance.

This annual review set out Corporation's performance against a number of Performance Indicators (PIs) including attendance, as well as Governor Liaison visits, training and development activities and a summary of the Corporation and Committee meeting evaluation sheets.

Governors expressed their disappointment at attendance in 2015/16, noting that at 70%, it was below the 80% target and down from the previous year (78%). The Chair asked that the Corporation's PIs be considered by Audit Committee alongside the findings of the investigation currently being carried out by the external auditors with a view to ensuring they continued to be fit for purpose. The Chair clarified that the findings of the investigation would be considered by Audit Committee in the first instance and then Corporation. Governance elements would be considered by Search Committee.

There was a brief discussion concerning some of the points raised in the meeting evaluation sheets, in particular striking a balance between concise and sufficiently detailed papers and timed Agendas, and the Committee asked the Clerk to draft a report template with a view to highlighting key information and facilitating this balance. The template would be considered at the next meeting.

The Review of Governance 2015/16 was **Noted** and it was **Agreed** that appendices A (PIs), B (attendance record), C (Governor Liaison Visits) and E (evaluation of meetings) would be included for information as part of the Board Self-Evaluation Questionnaire feedback at Corporation in October.

557 Annual Review of Corporation's Standing Orders

The Clerk introduced Paper 2187/16/Srch setting out reviewing Corporation's Standing Orders.

The Clerk stated that Corporation's Standing Orders were reviewed annually in the autumn term (although this had not taken place in 2015 due to the Clerk's sickness absence). No amendments were proposed at this

point in time.

The Standing Orders were **Recommended** to Corporation for approval.

558 Annual Review of Committees' Terms of Reference

The Clerk presented Paper 2188/16/Srch setting out the annual review of Committee Terms of Reference.

The Clerk stated that the Terms of Reference (ToR) were reviewed annually in the autumn term to evaluate performance during the previous academic year and to ensure that they continued to be fit for purpose. The annual review did not take place in autumn 2015 due to the Clerk's sickness absence.

Performance against Search Committee's ToR was set out and no changes were proposed. Search Committee was also responsible for overseeing Special Committee's ToR and procedures and also had a general governance remit to consider Finance, Audit and Remuneration Committees' ToR prior to referral to those Committees. No changes were proposed.

Search Committee **Agreed**:

- Search Committee's Terms of Reference and Special Committee's Terms of Reference and procedures;
- To refer the Audit, Finance and Remuneration Committees' Terms of Reference to those Committees.

559 14th Code of Conduct for Governors

The Clerk presented Paper 2189/16/Srch setting out the 14th Code of Conduct for Governors.

The Clerk stated that the Code set out the standards of conduct and accountability expected of Governors and, by accepting appointment to the Corporation, Governors accepted the provisions of the Code. Agreement to observe the Code formed part of the Eligibility Statement signed annually by Governors.

The Code emanated from Eversheds and had been tailored to the College. Updates included the transfer of relevant statutory powers from the Chief Executive of Skills Funding to the Secretary of State for Business and the coming into force of the Prevent duty.

Members **Agreed** that the 14th Code of Conduct for Governors be adopted and circulated to all Corporation members.

560 Register of Interests & Eligibility Statements

Deferred to the next meeting due to insufficient returns.

561 Review of Confidential Minutes & Associated Papers

The Clerk presented Paper 2190/16/Srch setting out the annual review of confidential minutes and associated papers.

The classification of confidential minutes and papers from 2015/16 as well as those from the rolling list was **Agreed**, with the exception of the two minutes pertaining to the Solent Area Review where it was **Agreed** the minutes should remain confidential.

Part 3 – Matters for Discussion

There were no Matters for Discussion

Part 4 – Matters of Confidentiality

562 The Confidential Minutes of the meeting held on 20 June 2016 were **Agreed** as a correct record and signed by the Chair.

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

The next meeting will be held on 27 September 2016.

The meeting ended at 6.30 pm.