

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

**Held at Highbury College, Portsmouth at 5pm on  
Monday 20 June 2016**

**Present:** Mr M Craft  
Mr P Daneshvar  
Mrs S Mbubaegbu  
Mrs N Youern (Chair)

**Apologies:** None

**In Attendance:** Ms P Schweitzer – Clerk to the Corporation

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**M i n u t e s**

**Part 1 – Standing Items**

**537 Apologies for Absence**

There were no apologies.

**538 Declaration of Interest**

There were no declarations of interest.

**539 Minutes**

The minutes of the meeting held on 22 March 2016 were **Agreed** as a correct record and signed by the Chair.

**540 Matters Arising**

There were no matters arising.

**Part 2 – Items for Decision**

**541 Corporation & Committee Membership and Skills & Diversity Audit  
2015/16**

The Clerk presented Paper 2160/16/Srch presenting Corporation & Committee Membership and Skills & Diversity Audit 2015/16.

There were currently five vacancies for independent Governors and two Staff Governor vacancies (although this would reduce to one when Ms Burt joined Corporation at its next meeting). No further vacancies were anticipated in 2016 although 2017 would see the end of office for four

independent Governors (Dr Carter, Mr Lawther, Ms Moody and Mr Rees-Evans). The Clerk stated that vacancies had been identified as a high risk on the Risk Register shortly to be considered by Corporation and it was therefore imperative that these vacancies were filled. Members identified two possible candidates and agreed to update the Clerk when they had spoken with them. The Chair also **Agreed** to approach an individual with regards to becoming a co-opted member of Audit Committee.

Following a discussion concerning vacancies on Committees and Committee chairs, it was **Agreed** that:

- Mr Lawther chair Audit Committee
- Mr Craft chair Finance Committee
- Mr Minter join Remuneration Committee.
- Ms Burt join Audit Committee.

It had previously been agreed that Ms Moody chair Remuneration Committee and this would be recommended to Corporation. The Chair **Agreed** to speak with Mr Rees-Evans about joining Search Committee.

There was a brief discussion concerning the roles of Chair and Vice-Chair of Corporation as the present incumbents' terms of office would end on 08 December 2016. The Chair **Agreed** to speak with Ms Moody about continuing beyond her current term. Members stated that they would be delighted for Mrs Youern to continue as Chair.

Members then turned their attention to the Skills & Diversity Audit, with the Clerk identifying some of the areas that had scored relatively low in terms of Governor knowledge / experience. These areas included knowledge and understanding of minority communities, accountancy and audit matters and capital building projects. Members agreed that one of the potential Governors discussed might help plug these gaps. There was some discussion about the community that the College served (the city or wider?) and the difficulty of attracting younger people.

#### **542 Review of Governance 2014/15**

The Clerk presented Paper 2161/16/Srch presenting the 2014/15 review of governance, stating that this would usually be considered in the autumn.

The Clerk stated that attendance at Corporation and Committee meetings in 2014/15 was 78%, the same as the previous year. Governors had been active in a variety of other areas including liaison visits, training and development and Appeals Panels. Evaluation of Corporation and Committee meetings was mainly positive, with comments most frequently relating to late papers.

The Review of Governance 2014/15 was **Noted**.

#### **543 Reviewing Corporation Performance**

The Clerk introduced Paper 2162/16/Srch setting out reviewing Corporation performance.

The Clerk stated that performance assessments were important in ensuring continuous improvement and were embedded in the College Code of Governance. Whilst the Chair and Vice-Chair of Corporation had been assessed in 2012/13 and an informal debate with independent Governors had taken place in July 2014 to discuss the issues raised, a regular and effective assessment process had yet to be established.

The Chair had identified a Board Self-Evaluation Questionnaire designed for the American non-profit sector that encompassed Board and Board Member evaluation and both the Chair and Clerk felt that, with a few amendments, it would be suitable for Corporation. The Chair believed that the results of this evaluation should be the subject of an hour long discussion prior to the autumn term Corporation meeting.

It was **Agreed** that the Board Self-Evaluation Questionnaire be amended to better reflect Corporation's needs and that the results be considered prior to Corporation on 04 October 2016.

#### **544 Register of Interests and Eligibility Statements**

The Clerk presented Paper 2163/16/Srch setting out the 2015/16 Register of Interests and Eligibility Statements.

Due to time constraints, the Registers of Interests and Eligibility Statements were simply **Noted**.

#### **545 Review of Confidential Minutes & Associated Papers**

The Clerk presented Paper 2164/16/Srch setting out the annual review of confidential minutes and associated papers.

It was **Agreed** that minutes or associated papers pertaining to the KSA project, international activity, subsidiaries / companies, tenders and financial plans were commercially sensitive and should therefore be retained as confidential.

The review of confidential minutes and associated papers was **Agreed** with the amendments above.

### **Part 3 – Matters for Discussion**

#### **546 Highbury College Governance**

The Clerk presented Paper 2184/16/Srch setting out Highbury College governance.

Corporation comprised 20 Governors, including the Principal, two Staff and two Student Governors. Corporation met four times a year and its four active Committees met between two and four times annually. Committees had some delegated powers but these were limited, with Corporation the main decision-making body.

There was a discussion concerning duplication within the current structure

and the frequency of meetings. The Chair felt that governance was not working as well as it could, stating that lengthy papers and time pressures were often challenges to meaningful debate at meetings. She raised areas not covered sufficiently by Corporation including HR / staffing, KPIs and companies with which the College was involved, acknowledging that some of these issues were considered by Finance Committee but that Corporation needed to be party to those discussions. Another barrier was the fact that Governors did not have an opportunity to meet more informally and to engage and talk with each other outside meetings.

Finance Committee members noted that the Committee had good detailed discussions and scrutinised issues in depth at their meetings, thereby enabling shorter discussions at Corporation. Although this could be seen as duplication, it was necessary in order to ensure two hour Corporation meetings. If there was a reduction in the number of Committees, members believed Corporation would need to meet more frequently and they wondered how this might impact on attendance. It was suggested that at Corporation Chairs could provide an overview of / clarification on key issues discussed at Committee meetings.

In response to a question, the Principal stated that there was enormous variety within the sector with regards to governance structures, with some colleges operating flatter Carver structures and others having Committees. Corporations were grappling with similar issues although it had become a less pressing concern of late.

As a Principal she needed to feel secure that Corporation was scrutinising key documents such as financial monitoring and at present she didn't feel that some of these issues were always given the attention they needed. She stated that quality was a key issue and needed to have the same weight as finance. It was important to find the right balance and solution for the College and she asked what Corporation wanted to focus on at this point in time? What did it have to do and what did it want to do and how much background information did Governors want? The answers to these questions would determine the College's governance structure. There was a tension between Governors wanting to add value in a way in which the College wasn't set up, resulting in some members believing they weren't engaged enough in the decision-making process. Perhaps there needed to be a mechanism whereby Governors had the opportunity to ask questions and / or comment on papers prior to Corporation. There was a suggestion that members be given the opportunity to participate in Committee meetings as observers (no voting rights).

The Principal highlighted that Governors needed to take into consideration the fact that the College was leaner than it had ever been. Members acknowledged the huge amount of effort that went into drafting the College's high quality papers and ensuring they were sent out in time. Members suggested that papers be shorter, comprising a single page summary highlighting the salient point and action required (information or decision) with supporting documentation available online. One member stated that there was a risk of missing key information in lengthy papers. Members referred to a comment at a previous Corporation meeting suggesting that there needed to be a scorecard setting out College trends

ie what was getting worse and what was getting better, alongside what action was being taken.

There was a final discussion about the possibility of a smaller board. Traditionally the College had five staff Governors and whilst it would be preferable to retain two Staff Governors to ensure academic and support representation, it would be possible to have only one student Governor. Members acknowledged the importance of ensuring an appropriate staff to independent Governor ratio.

The Chair concluded the discussion by stating that Governors' views on what was and was not working would be sought with the Board evaluation and the results considered possibly at the annual planning day in the autumn term. In the meantime wherever possible, papers for Corporation and Committee meetings would be narrowed and focused.

## **Part 4 – Matters of Confidentiality**

Minute 547 was confidential.

### **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 19 September 2016.  
The meeting ended at 6.40pm.