

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

**Held at Highbury College, Portsmouth at 5.30pm on
Monday 26 June 2017**

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

M i n u t e s

Part 1 – Standing Items

580 Apologies for Absence

Mr M Craft and Mr P Daneshvar sent their apologies.

581 Declaration of Interest

There were no declarations of interest.

582 Minutes

The minutes of the meetings held on 20 February 2017 were **Agreed** as a correct record and signed by the Chair.

583 Matters Arising

There were no matters arising.

Part 2 – Items for Decision

584 Corporation & Committee Membership including succession planning

The Clerk presented Paper 2283/17/Srch setting out Corporation and Committee membership including succession planning.

Corporation currently had three independent Governor vacancies, one Staff Governor vacancy and a co-opted Audit Committee member vacancy and further vacancies were imminent. Previously members agreed that recruitment would address underrepresented areas as identified in the Skills and Diversity Audit as well as the need identified in the College's Strategic Risk Reduction Plan to strengthen the Board's membership with business and financial experience and expertise. Unfortunately efforts to

find new governors through LinkedIn and Facebook had been unsuccessful. Members wondered whether this was a timing issue and it was agreed that information would be reposted in the autumn term. Information would also be added to the LinkedIn jobs pages and the Shaping the Future website. The Clerk would continue to seek potential governors through SGOSS (School Governors One Stop Shop).

The Chair stated that potential governor Dr Heather Short had enjoyed the College's recent Star Awards. She believed Dr Short, an e-learning expert, would make a great governor, particularly as she was an alumni and knew a lot of people within the College. The Clerk confirmed that she had been in contact with Dr Short and whilst she was unable to come to this meeting, it was hoped she would come to the next one. The Chair stated that she would go back to her accountant colleague who, when approached earlier in the year, was keen to become a governor but was unable due to personal circumstances. She believed this candidate would be an asset to the Finance Committee.

The Vice-Chair of Corporation's excellent attendance at Corporation and Committee meetings over the last four years was noted and it was agreed to recommend her appointment to a second term of office as Governor. Members also agreed to Ms Youern's amended term of office as Chair of Corporation to 04 October 2018 (and not 05 December 2018 as previously agreed, which was beyond her second term of office as Governor).

The Committee then considered Committee membership and it was agreed to recommend that Ms Moody step down from Finance Committee and join Search Committee (in line with its Terms of Reference stating that it include the Chair and Vice-Chair of Corporation) and that Mr Daneshvar step down from Search Committee and join Finance Committee (as discussed previously) and also that Ms Ward join Remuneration Committee. The Clerk would liaise with these members accordingly. The Clerk noted that forthcoming vacancies would leave Audit Committee with fewer than the minimum of six members set out in its Terms of Reference and it was agreed that this would be addressed at the next meeting (Audit Committee would next meet on 21 November 2017). Finally, it was agreed to recommend that Mr Tonge chair Audit Committee when Mr Lawther's term of office finished.

Search Committee agreed to recommend to Corporation that:

- Ms Youern continue as Chair of Corporation until 04 October 2018 (not 05 December 2018 as previously agreed);
- Ms Moody serve a second term of office as Governor from 03 December 2017 to 02 December 2021 and that she step down from Finance and join Search Committee;
- Mr Daneshvar step down from Search and join Finance Committee;
- Ms Ward join Remuneration Committee;

- Mr Tonge chair Audit Committee from 09 July 2017 to 08 July 2019.

585 Governance Improvement Plan

The Clerk presented Paper 2284/17/Srch providing an update on the Governance Improvement Plan.

One target for improvement in the Governance Improvement Plan (GIP) was to ensure a fit for purpose governance structure, and more specifically to review the frequency of its meetings. The Clerk drew members' attention to the appendix summarising views from Audit and Finance Committees. Finance Committee believed it met an appropriate number of times during the year and had the flexibility and adaptability to respond to business needs with additional meetings as necessary. Some Audit Committee members believed that meeting frequency was more of an issue with Corporation, with information sometimes not fully discussed. The Clerk noted that Corporation had met more frequently than its four scheduled meetings a year when business required. After a brief discussion Search Committee agreed that, given the ability to call additional meetings when necessary, the frequency of Corporation and Committee meetings was fit for purpose and no further action was required.

The Committee then turned its attention to the size of Corporation, another strand of ensuring the governance structure was fit for purpose. The Clerk stated that half of those who responded to the 2015/16 Board Self-Evaluation Questionnaire believed Corporation was too big and noted that the current number of vacancies could have an impact on achieving a quorum at meetings. There was a discussion concerning the implications of reducing Board size, in particular ensuring a balance between independent and College based governors (ie the Principal, student and staff governors). The Principal outlined the previous Corporation decision to have two students and two staff governors and the importance of ensuring both academic and support staff representation at Corporation. The Chair stated that in her experience, smaller meetings tended to be more effective than larger ones. It was therefore agreed to recommend that Corporation be reduced from 20 to 18 members, namely 14 independent governors, the Principal, two staff governors and one student governor. A third attempt to find a second staff governor (academic) would be made in the autumn.

There was a discussion about what was meant on the meeting evaluation form by '*Did the agenda and papers arrive in plenty of time?*' in particular what was meant by '*plenty of time?*' The Clerk stated that Standing Orders required a copy of the Agenda to be sent to all Governors at least seven clear days in advance of the meeting. The Principal stated that previously Corporation had agreed that as long as the majority of papers were received seven days before a meeting, to follow papers were acceptable. The Clerk stated that as soon as meeting papers were signed off they were taken to reprographics and posted on the Governors' Portal. Members discussed the minimum time frame acceptable for receipt of papers and agreed that it was seven days for Corporation and four days for Committees, with a minimum of a weekend. It was agreed that the

evaluation sheet be amended accordingly. The Principal noted that papers were only tabled on the day in exceptional circumstances.

Search Committee agreed:

- To recommend to Corporation that Corporation be reduced from 20 to 18 members (14 independent governors, the Principal, two staff governors and one student governor);
- That the Evaluation of Corporation / Committee Meetings be amended to state papers should be received seven / four days in advance of meetings.

The Chair stated that this meant that the Governance Improvement Plan, which was largely based on the external audit investigation, was now completed (with the exception of the funding training for governors prior to Corporation the following week) and that any issues arising from the Board Self-Evaluation Questionnaire would become the Corporation's improvement plan.

586 Annual Board Self-Assessment

The Clerk presented Paper 2285/17/Srch concerning whether the Board should self-assess its activity in 2016/17.

The Clerk stated that in July 2016 governors were asked to complete a Board self-assessment for the academic year 2015/16. The questionnaire had been tailored to the College and sought views in five generic areas with a sixth section specific to the College. The Clerk proposed that the questionnaire be used to seek views on the Board's activity in 2016/17 (ie the five generic areas), thereby allowing for data comparison over the two years, and asked whether there were any additional specific areas on which they wished to seek views.

There was some discussion about the questionnaire appended to the report and the Clerk agreed to check that this was the final version. One member suggested that a generic question be added to the end of sections A, B and C to elicit any views that might not be captured otherwise. The Chair felt that the questionnaire didn't capture how Corporation held its more detailed and in depth discussions concerning strategy and the fact that planning days were generally poorly attended and it was agreed that views be sought in a final section.

Members **Agreed** that the Board Self-Evaluation Questionnaire, with the additions agreed above, would be used for 2016/17. It would be circulated – if possible - at Corporation on 04 July 2017 with a deadline of the end of July (a member noted that shorter timeframes were often more effective), and would then be summarised and considered at the Committee's autumn meeting.

Part 3 – Matters for Discussion

587 ESFA Letter: The Importance of Strong Financial Management & Governance

The Principal presented Paper 2298/17/Srch setting out the letter from the Education and Skills Funding Agency (ESFA) concerning strong financial management and governance.

The Principal stated that the letter was from Peter Lauener, Chief Executive of the ESFA and was addressed to her as Accounting Officer. The letter had been sent to all college Principals who were asked to share it with their *'finance director, chair of governors, chair of audit committee, and discuss the matters raised at your college's next board meeting.'* Alongside the report, the Principal had appended the financial planning checklist from the college financial planning handbook and the AoC's Code of Good Governance for English Colleges, both of which were referred to in the letter. The Principal asked members for their thoughts and ideas on how best to share this with Corporation.

The Clerk outlined the history of the Code of Good Governance, stating that Corporation had signed up to its predecessor but not this Code (it had not been considered due to the Clerk's sickness absence). When asked, the Principal stated that Ofsted did not take the Code into consideration.

Members agreed the Code and financial planning checklist were useful resources and that the Code in particular provided a clear framework. There was a discussion about how they could be used, for example evidencing how Corporation scored against the Code using a traffic light system. The Principal noted that Corporation was doing the majority of actions, although it was possible members didn't always realise that was the case. Members agreed the Code could be used without adopting it. There was a discussion about ILR returns and the provider data self-assessment toolkit referenced in the ESFA letter and the Principal stated that the College had clean ILR returns.

It was agreed that the letter, financial planning checklist and Code would be taken to Corporation and members invited to consider:

- The checklist as an aide memoire to ensuring adequate challenge to the five year financial plan and forecast.
- The Code as a framework against which improvements could be made. Search Committee would draw out five key areas for improvement and members would be asked to raise any particular areas for concern with the Clerk before the meeting on 18 September.

In addition, section 10 of the Code (Review of Governance Performance) would be used to inform the Board self-evaluation questionnaire. The Code and financial planning checklist would also be looked at in the context of the Board self-evaluation outcome in the autumn.

Part 4 – Matters of Confidentiality

There were no Matters of Confidentiality

Self-Assessment of Meeting

One evaluation form was returned to the Clerk. The member agreed that papers arrived in time and were clear and concise, containing sufficient information upon which to make decisions. The member felt able to contribute to the debate and decision-making process and felt that the Committee challenged and questioned reports sufficiently. The member was satisfied that the decisions arrived at were sound and that the impact of decisions on students and the College was clear. The member 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. The member agreed that the meeting was clerked effectively.

Date of Next Meeting

The next meeting will be held on 18 September 2017.

The meeting ended at 6.50 pm.