

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

**Held at Highbury College, Portsmouth at 5pm on
Tuesday 28 November 2017**

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

M i n u t e s

Part 1 – Standing Items

598 Apologies for Absence

Mr M Craft sent his apologies.

599 Declaration of Interest

There were no declarations of interest.

600 Minutes

The minutes of the meetings held on 12 September 2017 were **Agreed** as a correct record and signed by the Chair.

601 Matters Arising

There were no matters arising.

Part 2 – Items for Decision

602 Meeting with Potential Member: Mr Jim Bain

The Chair introduced Paper 2352/17/Srch concerning Mr Bain and his potential Corporation membership.

The Chair stated that she had worked closely with Mr Bain and therefore declared an interest, asking if members would prefer her to leave the room for this item. Standing Orders stated that a member who had any financial or other interest was required to disclose the fact and '*shall not take part in the consideration or vote on any question with respect to it and shall not be*

counted in the quorum present at the meeting in relation to a resolution on which s/he is not entitled to vote. The Governor may be required to withdraw if a majority of the members so decide.' After a brief discussion it was **Agreed** that the Chair would stay for the interview but would only ask generic questions.

Mr Bain joined the meeting and members introduced themselves.

Mr Bain stated that he was born and brought up in Portsmouth and, having had a full working life, wanted to give something back. He noted that he had three College connections; as a student when the College was part of Portsmouth Corporation, as an internal auditor and looking after student placements when working at The News.

Mr Bain stated that he was a qualified accountant and had a range and depth of knowledge and experience. He had worked in a number of industries and had run businesses, part-owned them and operated at Financial Director level for 30+ years and so was used to operating at board level. He acknowledged that he did not have much experience of the education sector, he stated that he understood the not for profit / charity sector and believed he would be able to gain this knowledge. Mr Bain stated that he had been a member of an executive team involved in acquisitions, disposals, mergers and managing the day to day and had also been a board member so understood the role of governor from both perspectives. It was for the executive team to manage, with the board playing an active role in ensuring it was informed. Mr Bain had been a company secretary and therefore understood the importance of due process. He believed that honest debate was integral to the decision-making process and that all views needed to be respected.

The Principal stated that governors' ambassadorial role was important and that involved speaking up for the College and opening doors. Mr Bain confirmed that once he was involved in an organisation, he talked it up and was willing to get involved wherever he could. In response to a question, Mr Bain was not aware of any conflict of interest that would impact on his role as governor. He felt he would be best suited to Finance Committee. Mr Bain confirmed he had the necessary time to commit to being a governor and whilst he was looking at other volunteer opportunities, he did not feel that this would be to the detriment of the College.

Mr Bain asked about becoming an academy, to which the Chair responded that 6th Form Colleges had been given that opportunity under the Local Area Review but that wasn't an option for the College. He also asked about the apprentice levy, to which the Principal responded it was too early to see the impact on the College but it was a time of change for the sector.

The Chair thanked Mr Bain and he left the meeting.

The Clerk stated that she had carried out online checks (eg Companies House) and these had not revealed anything about Mr Bain.

After a brief discussion, the Committee **Agreed** to recommend that Mr Bain join Corporation and that he become a member of Finance Committee.

603 Corporation and Committee membership including Skills & Diversity Audit 2017/18

The Clerk presented Paper 2353/17/Srch setting out Corporation and Committee membership, including the 2017/18 Skills and Diversity Audit.

The Clerk stated that there were four independent governor vacancies, rising to five when Mr Rees-Evans left. There was also a vacancy for a co-opted Audit Committee member. Mr Dave Allen, Lecturer in Public Services, had been nominated as Staff Governor (Academic).

The 2017/18 Skills and Diversity Audit had been completed by all 13 governors and the results (including data from the previous year's audit which had been completed by 14 governors) were appended to the report. Whilst there had been a 75% decrease in high-level and good knowledge / experience in the areas covered by the audit, this represented a decrease in one or two governors in most instances. The Chair stated that the focus for recruiting future governors remained unchanged from the previous year, namely that governors with high-level strategic planning, business and finance experience were needed. The Committee did not feel that the areas of the audit marked red (the law / working as a magistrate and estates and property matters) were of particular concern. The Clerk stated that in terms of existing governors' skills, Ms Moody was the only governor who had high-level / good knowledge and experience of audit matters and accountancy and financial matters and yet was not a member of either Audit or Finance Committees.

The Committee restated its belief that Corporation needed to represent a variety of stakeholders and that it had been helpful to have a Portsmouth City Council representative. One member raised a concern about the age of the governing body (most members were aged 56+), stating that young people were increasingly keen to get involved in their local communities and that whilst they might not remain governors for long, they could bring a fresh perspective. Members wondered if students from the University of Portsmouth's degree in corporate governance might be interested. The Principal stated that combining younger members with broadening Corporation's ethnic profile would be desirable (most members were white). Members mentioned a number of names / organisations and **Agreed** to report back to the Clerk with a view to interviewing potential governors prior to Corporation on 20 March 2018.

The Committee then discussed Committee membership and it was agreed to recommend to Corporation that:

- Mr Allen (Staff Governor) join Finance Committee
- Ms Moody chair Remuneration Committee for a further two years.

Members acknowledged that Search Committee would not be up to full strength at its next meeting (although it would have sufficient members for a quorum) and that they would consider Mr Bain's membership of Search Committee at the next meeting.

Part 3 – Matters for Discussion

604 Governance Improvement Plan

The Clerk presented Paper 2354/17/Srch setting out the draft Governance Improvement Plan (GIP).

The GIP had been drawn up using the Association of College's Code of Good Governance for English Colleges as a framework as well as findings from the Board Self-Evaluation Questionnaire and College Self-Assessment discussions at Governors Planning Day in September 2017 and discussions at Finance and Search Committees. In addition, governors had been asked to put forward any areas they believed should be included. The GIP identified actions under five of the Code's themes: strategy & leadership, teaching & learning, responsiveness, partnership and effective governance structures. At its meeting in September 2017, Search Committee had agreed that Corporation's Performance Indicators needed updating and these were appended to the report.

One member believed the GIP had successfully captured relevant points from the most recent and previous planning days and believed it needed to be linked to the College SAR. This member believed that governors needed a dashboard, like a balance scorecard, with seven or eight indicators, setting out the College's strategic direction of travel, and that whilst there had been a dashboard on the previous portal, it had not fully answered governors' requirements. Members believed the stakeholder action had been captured effectively and welcomed the possibility of guest speakers briefing members prior to Corporation meetings, including the suggestion to host local colleges' governing bodies to share good practice. One member stated that governor training and development was important and the Chair and Clerk **Agreed** to pick this up at the Clerk's appraisal.

There was a long discussion about the role of governors and teaching and learning, and in particular the creation of the Staffing Working Group. The Principal stated that under the Instrument & Articles, Corporation was responsible for the Principal and Clerk's recruitment and performance and setting a framework for employment within the College. She wondered what outcome was sought from the Working Group, noting that its terms of reference were detailed and potentially strayed into management issues. Members noted that Corporation received regular quality and financial monitoring reports and this provided a way for governors to provide challenge and monitor performance. One member stated that there was a strong feeling amongst governors that there was insufficient oversight and/or knowledge of the College's strategic staffing situation and that whilst recruitment and staff development etc were management issues, the overall health and ethos of College staff was a Corporation concern. The Principal stated that governors received teaching and learning and staffing information in a number of ways and believed it would be better to utilise existing mechanisms more effectively. The Chair stated that some governors genuinely believed they had insufficient information and that it was important to address these concerns. The Principal stated that she wanted governors to have the information they wanted but it needed to be appropriate and manageable.

The Committee went on to discuss how this situation could be remedied, with one member believing it could be achieved through dashboard indicators. In view of the discussion and the fact that two out of the five Staffing Working Group members were unable to attend the Group's first meeting, it was **Agreed** that the Staffing Working Group would be stood down. Instead a planning day would be held in January to:

- Brief members on staffing issues and to define the type and frequency of information required;
- Define the parameters of a governors' dashboard;
- Revise the Corporation Performance Indicators.

The Corporation Improvement Plan was **Agreed** with a number of amendments, including linking it to the Risk Management Register.

605 Draft Governance Self-Assessment Report 2016/17

The Chair presented Paper 2355/17/Srch setting out the Governors' Self-Assessment Report.

As part of the planning session on 26 September 2017, governors self-assessed again the Ofsted Common Inspection Framework and judged governance to be good in 2016/17. The Principal stated that it was crucial to focus on outcomes and the impact of governors on the issues facing the College. One member stressed the importance of reporting and monitoring as a way of governors focusing on particular areas of interest and providing pressure. The Principal stated that during the last Ofsted Inspection inspectors stated that the Governor Liaison Scheme was a strength. She stated that the scheme had been carefully structured to enable governors to use it as a means of providing stretch and challenge to drive improvement, particularly in those areas in special measures, in a way that couldn't be achieved in a meeting. Members weren't sure all governors understood the scheme in that way and **Agreed** it would be helpful to reiterate this. Members welcomed the opportunity to meet informally in smaller groups with a specific purpose (such as marketing) and saw those meetings as particularly constructive and contributing to a greater collegiate sense. They agreed that areas for development included external speakers and refocusing governance processes.

The draft self-assessment report evidence grid and Quality Improvement Plan were considered and a number of amendments **Agreed**.

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

The meeting on 19 February 2017 would be rescheduled.

The meeting ended at 7.40 pm.