



**Minutes of the Governance & Search Committee
held on Wednesday 15th June 2011
at 4:30 pm in the Principal's Office, Hagley Road Centre**

Present:

Lynette Cutting (Principal)
David Darlaston (p/t)
Steve Davies
David Nolan (Chair)
Tim Sunter (Vice Chair)

In attendance:

David Beasley (Clerk)

1 Apologies for Absence

1.1 Apologies had been received from Ian Hart.

2 Declaration of Interests

2.1 The Chair noted that the topics to be discussed under Agenda Item 4, Succession Planning, impacted on all the Committee members, but that any decisions reached would result in recommendations to the Corporation for approval.

3 Minutes of the Meeting held on 20th January 2011

3.1 The minutes were approved and signed by the Chair as a true record.

3.2 Confidential Item, minuted separately.

4 Succession Planning

4.1 Background The Clerk said that there were several inter-related topics to discuss under the agenda item and he had submitted background papers to assist the governors' deliberations:

- (a) Corporation Membership;
- (b) Committee Structure & Membership;
- (c) Governance & Search Committee Terms of Reference, including Term of Office definitions;
- (d) Governors' Skills Assessment;
- (e) Governors' Meeting Attendance Record.

4.2 Terms of Office & Appointment of Committee Chairs/Vice Chairs The Committee discussed the situation that had arisen over the past year in that several governors had come to the end of their defined term of office, resulting in significant turnover in a relatively short period of time. It was agreed that a three year term of office was too short and there was a need to review the succession phasing in order to minimise the impact of governors retiring at once, with the resulting significant loss of valuable experience and knowledge. Likewise, it was agreed that the current one year term for Committee Chairs and Vice Chairs was too short to ensure continuity of leadership. The Clerk advised that the requirements for the appointment of Committee members were different in the case of the two Committees established last year in that the

Terms of Office for the Audit, Governance & Search and Remuneration Committees required the members to be appointed at the start of each academic year.

4.3 After a review of all of these factors, the following recommendations were agreed:

- (1) The term of office for a governor should be increased from three to four years, with a second term of office of four years to be the norm. A third term of between one and four years would be agreed by exception, depending on the prevailing requirements of the Board and the need for specific skills and experience; the change in term of office duration to apply to governors' current terms of office. The period of the variable third term would be utilised to avoid the 'block retirement' impact.
- (2) The term of office for Chairs and Vice Chairs of Committees would be increased from one to two years, renewable for a second term of two years and an exceptional term of between one and two years. It was noted that this change would bring the Committee Chair/Vice Chair term of office definition into line with that for the Corporation Chair and Vice Chair.
- (3) David Darlaston would be asked if he would be willing to extend his current third term of one year, and, as the Audit Committee Vice Chair, Fred Bentley, had decided that he was unable to do a third term as governor from July, would be asked to continue as Audit Committee Chair for a further year from January during which there would be a transition via a new Vice Chair of the Committee. The topic of Vice Chair to be discussed at the Audit Committee meeting on 27th June. Fred Bentley's offer to continue to attend the Audit Committee meetings during 2011/12 in a non-governor capacity was welcomed; his role as a co-opted member would be recommended to Corporation along with the associated amendment to the Committee Terms of Reference regarding co-opted membership and meeting quorum.
- (4) The principle should be established that on completion of a Board or Committee Chair's final term of office, the Vice Chair would normally be appointed as Chair.
- (5) As Ian Hart was retiring as governor in July, Jenni Ord to takeover as Chair of the Students, Curriculum and Quality Assurance Committee. The resulting Committee Vice Chair vacancy needed further consideration.
- (6) The Committee Terms of Reference should be brought into line such that: (a) Committee members are not required to be appointed annually; and (b) all Committee Chairs and Vice Chairs are appointed by the Corporation on the recommendations of the Governance & Search Committee.

[David Darlaston joined the meeting at this point, and confirmed his agreement to the recommendations proposed, and his willingness to extend his current term of office.]

The Committee resolved:

To make the recommendations to the Corporation for approval.

4.4 Governor Succession, Recruitment & Committee Membership Noting the need for the Board make-up to be broadly representative of the local community, the Clerk confirmed that a half-page advertisement and a flyer for governor recruitment had been forwarded to the Dudley Race Equality Council for circulation. The CV of a candidate discussed earlier in the year was reviewed, having been put on hold since the previous meeting; noting the latest Governors' Skills Assessment profile, the retirement of Ian Hart and Fred Bentley and the resulting gaps in coverage, and the emerging need for governors on the Committees, given his educational background it was agreed that an interview should be arranged if he was still interested in becoming a governor. David Darlaston said that he would approach his contacts regarding potential governor candidates. The Committee agreed that what was key was having governors who would challenge effectively and that also had the capacity to absorb, rather than necessarily having a specific background or skill set.

4.5 With the changes discussed regarding the Chair and Vice Chair positions of the Audit and Students, Curriculum & QA Committees, potential changes in Committee membership were

discussed. It was agreed to defer any changes to see what resulted from the recruitment actions. The Clerk said that he was waiting for David Whitehouse, currently a co-opted member on the Audit Committee, to confirm if he was willing to be considered as a potential Governor.

4.6 Confidential Item, minuted separately.

4.7 The Committee agreed that the current cycle of College business, with its demands on Governors' time for the proper scrutiny of papers, meant that Committee membership was a key role for Governors, particularly for those who were not involved in the local community or business arena, or involved with the College in other ways. It was acknowledged that there was also an expectation externally that governors needed to be involved with the life of the College.

4.8 Annual Appraisal The Chair reported that having conducted 1-to-1 reviews with the Governors during April, there were no significant issues that needed to be addressed other than as discussed earlier concerning Committee membership. The Governors appointed during the year would take time to become more confident at meetings as their understanding of the College business & curriculum improved. In the few cases where governors' attendance at meetings was less than the expected minimum, assurances had been given that their attendance record would improve. Items identified for Governor development would be fed into the 2011/12 agenda.

5 **Governors' Self-Assessment Action Plan**

5.1 The Clerk took the Committee through the items on the 2010-11 Self-Assessment Action Plan that were not fully complete, and the following points were agreed:

(1) Skills Assessment Reviewing the report as updated by the Clerk, it was agreed that the guidelines for governors' completion of the skills matrix needed to be improved to try and make the results more objective, and that for 2011-12 Governors would be asked to complete it prior to the 1-to-1 reviews with the Chair.

(2) Induction & Development The Committee agreed that the emphasis shouldn't be on 'training' for governors but on them assimilating a relevant body of knowledge. The Clerk would be reviewing feedback from the activities undertaken this year to refine the Induction agenda and inform the key topics for presenting at the Committee & Board meetings in 2011-12. The Clerk was asked to prepare a consolidated development summary for 2010-11.

(3) Action Plan Update The Clerk said he would produce an update of the 2010-11 Action Plan for the July Board meeting, reflecting the outcomes from this meeting.

5.2 The Clerk presented a draft Self-Assessment Action Plan for 2011-12 which had been formulated from the key themes arising from the on-line Governance Healthcheck, the 1-to-1 reviews and also the feedback from the consultants' inputs during the Inspection workshops at the April Board Meeting. The Clerk to update the Action Plan reflecting the Committee's views on the draft outcomes and measures, and circulate to the Committee the Druines Healthcheck benchmark data when it became available.

The Committee resolved:

To recommend the 2011-12 Self-Assessment Action Plan to Corporation for approval, subject to its being amended as discussed.

6 **Committee Compliance with Terms of Reference**

6.1 The Clerk presented the report assessing the proceedings of the Committee as set against the Terms of Reference. The Committee accepted its content as clarified by the recommendations agreed at the meeting.

The Committee resolved:

To receive the report.

7 Corporation Work Programme

- 7.1 The Clerk explained that the Work Programme for the Board, as aligned to Governors' responsibilities, was being refined as each Committee & Board agenda was reviewed along with the scope of the reports issued to Governors.

The Committee resolved:

To note the report.

8 Code of Conduct & Standing Orders Review

- 8.1 The current Standing Orders and Code of Conduct for the Corporation were reviewed. The Committee noted that there were several references to the Learning and Skills Council, as the establishment of the Skills Funding Agency and the Young Peoples Learning Agency had not resulted in a single new authority as such. There were also some aspects of the wording in the two documents that merited clarification. The Chair had highlighted a number of areas for review. The Clerk agreed to make the associated clarifications prior the documents being issued to the Board for approval.

The Committee resolved:

To recommend the Standing Orders and Code of Conduct to the Corporation for approval, amended in line with the discussion.

9 Any Other Business

9a Confidential Item Procedure

- 9a.1 The Committee discussed the recommendations in the report, and confirmed the importance of balancing the need for openness and accountability with the need to protect the business interests of the College and to maintain confidentiality where appropriate. The Clerk had sought advice from other Clerks on the subject. The following actions were agreed:

- (1) Clerk to check the Freedom of Information Act & other stipulations regarding requirements for the timing of the publication of information on the College web site; a period of 6 months was thought to be appropriate for most business-sensitive information.
- (2) Clerk to confirm the stipulations on public attendance at Board and Committee meetings.
- (3) Clerk to clarify the proposed procedure for the writing up of Committee and Board meetings and the review of confidential items, having taken account of the approach adopted at other local colleges.

The Committee resolved:

That the Corporation should approve the procedure for the handling of confidential and business-sensitive information in the recording and publication of meeting minutes, as clarified by the Clerk with reference to the meeting discussions.

9b Appeal Hearing Panels

- 9b.1 The Principal said that the Board was obliged to nominate a pool of appeal hearing panel members annually. Julia Fitzsimmons had offered to put on a development session for panel members; it was agreed that Dennis Hodson, Tim Sunter (being those Governors with recent experience of panels at the College), David Darlaston and Steve Davies should attend.

10 Review of Confidential Items

10.1 No items identified, except those discussions relating to named individuals.

11 Dates of Future Meetings

Tuesday 20th September 2011
Tuesday 15th November 2011
Tuesday 24th January 2012
Tuesday 19th June 2012

The meeting closed at 19:45.

Signed: _____

Date: _____

Chairman