



**Minutes of the Meeting of the
Search and Governance Committee
held on Wednesday 17 June 2015**

Present: - Mrs Magda Prail (Chair)
Mrs Val Ainsworth
Mr Tony Ford
Mrs Liz Patrick
Mr Ian Peake (Principal)

In Attendance: - Mrs Linda Watkins (Clerk to the Corporation)

The meeting was quorate as five Members were present.

	Action
<p>1. Apologies for Absence Liz Patrick would arrive during the meeting following attendance at the College's Equality and Diversity Committee.</p>	
<p>2. Declarations of Interest Item 9: Magda Prail – re-appointment of Chair</p>	
<p>3. I. Minutes of Meeting: 11 March 2015 The Chair signed the minutes of the last meeting as a true record.</p> <p>II. Matters arising from the Minutes No matters.</p>	
<p>4. Board and Committee membership and Board Champions 2015/16 The Clerk informed Members that the Board is at its full complement. Members were asked to review committee membership and Board Champions proposing any changes to ensure Governors' individual skills are used to maximum benefit. Board Champions were suitably qualified or experienced in their areas of expertise and would be asked to provide a brief written report annually to the S&G Committee at the start of each academic year. Following discussion, it was agreed no changes were required.</p> <p>Julia Ambury, Student Governor Hereford Campuses, would leave College this year. There was discussion on timing to appoint Student Governors noting that if students were appointed in April this would exclude first year students. Course reps were not appointed until November. Students who attended the Governors' Workshop in April could be notified of the vacancy for Student Governor.</p>	<p><i>EP joined meeting</i></p> <p>L Watkins</p>
<p><u>The Committee agreed: -</u></p> <ul style="list-style-type: none"> No changes were required to Board, Committee membership or 	

- Board Champions
- Board Champions would be asked to prepare a brief annual report

5. Voluntary Code of Good Governance (AoC)

The revised voluntary Code of Governance was presented to the Board in April. Adoption of either the Code or due regard to the UK Corporate Governance Code is a requirement by the funding agencies. The annual members' report must include governance arrangements in its corporate governance statement for the year ending 31 July 2016, including the extent to which the Code has been adopted. The Clerk proposed the Board adopt the Code as a robust tool to measure governance. Adoption would not be too onerous as the Board were largely compliant. The Clerk had prepared a RAG rated action plan showing compliance against the 'must' areas of activity covered by statute and/or the minimum expected by the principal regulators and funding agencies.

The Committee agreed:

- To recommend that the Board adopt the Code
- To note actions required to ensure that the College is compliant to the 'must' areas of activity covered by statute and/or the minimum expected by the principal regulators and funding agencies
- The Clerk would prepare a RAG-rated action plan for 'should' areas which were good practice to work towards implementing these by July 2017
- A Governors' Workshop would focus on the role and responsibilities of Governors next year

L Watkins

L Watkins

6. Report from Maggie Galliers, AoC National Leader of Governance

This was presented for discussion to decide if any action was required. The Clerk had piloted a cover sheet asking Members for their opinions on its effectiveness and usefulness. Members agreed these were helpful and would be sent to Managers to accompany Board and Committee reports. An action/matters arising list had been implemented for meetings. The KPIs sufficiently reported progress to the Board removing the requirement to develop a dashboard for Governors

L Watkins

The Committee agreed: -

- To note the report
- The Clerk would send the cover sheet to Managers to accompany Board and Committee papers

7. Board and Committee Business Timetable 2015/16

This showed proposed items for discussion during the next academic year.

The Committee agreed: -

- To adopt the business timetable

8. Process Reviews

Process reviews were noted from March to May providing evidence of effective meetings. Overall it was noted that positive reviews

evidenced robust systems were in place.

The Committee agreed: -

- To note the positive reviews

9. Annual item for Committee

- I. Election of Chair 2015/16: The Committee agreed to re-appoint Magda Prail as Chair.
- II. Committee's self assessment: Members assessed the Committee's performance against its terms of reference. The Clerk had compiled evidence of effectiveness. This would be used to prepare the Governors' component of the College's self assessment report.
- III. Terms of reference: reviewed. There was discussion about co-opting Governors for a year initially for each party to decide if the arrangement should continue. The Clerk proposed an initial 1-year appointment followed by a 1:1 appraisal which would form evidence for potential re-appointment. The attendance target would be changed to an aspirational target of 100% for the Board and all committees.

The Committee agreed: -

- To re-appoint Magda Prail as Chair of the Committee for 2015/16
- The Committee was effective and adequately met the requirements of its terms of reference
- Minor amendments to the terms of reference including 1-year appointments for all new Governors and an aspirational attendance target of 100% for the Board and Committees

10. Any Other Business

The Chair raised succession planning for the roles of Chair and Vice Chair reminding Members that she would not wish to become Chair of the Corporation in the future. Succession planning was discussed noting that Magda Prail would step down from the role as Vice Chair. The clerk had requested interest from Governors in either the Chair or Vice Chair roles prior to this meeting. Members looked at the experience and expertise required for the role of Vice Chair, together with the current balance on the Board, and agreed to proactively approach a Governor who would fit the required criteria, and who would be able to dedicate sufficient time to the role.

V Ainsworth

11. Date and Time of Next Meeting

The next meeting was arranged for Wednesday 18 November 2015 commencing at 2.00pm.

12. Process Review

Val Ainsworth completed the process review and confirmed that all indicators had been achieved.

Signed as a true record of proceedings

Chair: **Date:**