

# South Staffordshire College



## GOVERNANCE & SEARCH COMMITTEE

### Minutes of the meeting held on 7 October 2020

#### PRESENT:

Steve Burgin (Chair)	) External
Tim Legge	)
Tony McGovern	)
Phil Tapp	)
Claire Boliver	Chief Executive & Principal

#### *In attendance:*

Miranda Hughes	Clerk to the Corporation
----------------	--------------------------

#### APOLOGIES FOR ABSENCE

- 1 None.

#### DECLARATION OF INTERESTS

- 2 The Chair declared an interest under minute 6-9. Phil Tapp declared an interest under minute 6.

#### MINUTES

- 3 **Resolved** that the minutes of the meeting held on 11 December 2019 be approved as a correct record.

#### BOARD & COMMITTEE MEMBERSHIP

##### Board Membership

- 4 The Committee received the register of governors noting that there was one current vacancy for an external member following the resignation of David Tomlinson on 1 May 2020 of which the recruitment exercise was underway (*see also minute 13*).

- 5 The Clerk reported that the 2020-21 appointment process for student governors would commence following the completion of course representative recruitment process and as such, further details would be communicated as soon as it was possible to do so.

- 6 The Committee noted that the first term of office for the Chair of the Board, Steve Burgin, and external governor, Phil Tapp, would come to an end on 30 September 2021 and 31 October 2021 respectively. The Clerk reported that Phil Tapp had advised in advance of the meeting that he would give consideration to a further term of office and as such would provide further details prior to the final Board meeting in July. By doing so, this would allow the Committee appropriate time to give full consideration regarding whether to commence the recruitment process or recommend reappointment for a further term.

7 Steve Burgin advised of his intention not to serve for a further term of office as Chair of the Board and, in response, the Committee gave thanks to him for his significant contribution to College during his time in post. A governor queried whether he would be willing to stand down as Chair but nevertheless continue to serve for a further term in the capacity of an external member only. The Chair responded by stating that he would consider the suggestion and inform the Committee as soon as it was possible to do so.

8 A discussion then took place on the subject of succession planning, where the Clerk advised that, in accordance with Standing Order 9, the Committee must seek to identify governors who might be appointed to the Chair and Vice Chair positions in the future in order to avoid a situation where there are no governors available to take their place. The Committee were in agreement that the Board was in receipt of sufficient skills and experience for future succession to come from within the current membership. The support and development for future successors, once determined, was also discussed specifically with reference to shadowing and external training, which included reference to the ETFs Chairs' Development Programme.

## 9 **Resolved**

- 1 that Committee members lodge feedback with the Clerk regarding their individual thoughts on future succession arrangements.
- 2 that the Clerk convene a subsequent meeting of the Committee in November 2020 to enable collated feedback to be presented and considered.
- 3 that the Committee identify suitable and willing candidate(s) from within the current membership with a view to recommend a formal appointment to the Board by April 2021.

10 All of the remaining external governors had at least 21 months remaining on their terms of office making for a stable Board for a significant period.

## **Committee Membership**

11 The constitution and membership of current committees was reviewed. The Clerk reported one vacancy on the Audit Committee, following the retirement of David Tomlinson. The Committee were in agreement that the recruitment process for the replacement governor should focus upon the recruitment of an individual with skills in the context of audit and risk management in order to fill vacancy.

## **Skills Audit**

12 The latest skills audit was received and the Committee considered how best to add value to the existing knowledge and experience of the Board. The Committee felt that, in addition to the recruitment of a governor with legal knowledge and skills within the context of audit and risk management, it was also essential to appoint a governor with skills in relation to commercialism, education and quality management.

## **GOVERNOR RECRUITMENT**

13 The Clerk provided a progress update on the governor recruitment process and reminded the Committee of the date by which advertisement, publicised via the College website, Inspiring FE Governance and LinkedIn, would come to an end. A discussion took place regarding the shortlisting exercise that would follow and the Committee agreed that the scheduling of a November meeting (*referred to under minute 9 above*) could be utilised as a means by which to determine successful candidates.

## **STANDING ORDERS**

14 The Clerk advised the Committee that an annual review of the Board's Standing Orders had taken place where the following amendments were proposed:

- Authentication of Documents (Common Seal): Standing Order 88 updated to reflect the written resolution passed by governors under Standing Order 26(a) on 2 April 2020.
- Remuneration Committee: Standing Order 75 (Committees) and Appendix 9 (Terms of Reference) updated to reflect the necessary information pursuant to the inclusion of the recently

established Remuneration Committee and adoption of the AoC Senior Postholder Remuneration Code.

- Governance & Search Committee: Appendix 9 (Terms of Reference) updated to reflect the Board resolution made on 27 September 2019 relating to the number of members of the Governance & Search Committee being reduced by one so that the revised constitution was “Five governors comprising the Chair, Vice-Chair, Chief Executive Principal and two other governors”.
- Audit Committee: Appendix 9 (Terms of Reference) updated to reflect alignment to the 2019-20 Post-16 Audit Code of Practice and the inclusion of cybersecurity references, given that the ‘safeguarding of the College assets’ was a major function of the Committee on behalf of the Board.
- Minor formatting and typographical alterations throughout the entirety the document for accuracy.

15      **Resolved**            that the Board be **RECOMMENDED** to approve the updated Standing Orders.

## **GOVERNOR CODE OF CONDUCT**

16      The Clerk advised the Committee that a review of the Board’s Governor Code of Conduct had taken place where the following amendments were proposed:

- Statutory Accountability: Clause 5.2 updated to exclude reference to the Higher Education Funding Council for England (HEFCE).
- Openness and Confidentiality: Clause 11.2 expanded to refer to the College’s obligation under information law regimes.
- Complaints: Clause 12.2 updated to remove reference to the ESFA Financial Memorandum, which was superseded by the ESFA Conditions of Funding Agreement, first published in 2019. The associated text from the updated document was conformed to have been incorporated into the Clause where applicable.
- Schedule 1:
  - Point 4 updated to remove reference to the ESFA Financial Memorandum; replaced by the Conditions of Funding Agreement.
  - Point 7 expanded to include reference to the College Freedom of Speech Policy. Reference had also been made to the College’s policy on safeguarding, updated to reflect its correct title.
- Appendix 5: Updated to reflect the inclusion of the ESFA Conditions of Funding Agreement. The Clerk confirmed that the applicable text from the updated document, including Schedule 9, College Governance, has been incorporated into the Schedule.
- Minor formatting and typographical alterations throughout the entirety the document made for accuracy.

17      **Resolved**            that the Board be **RECOMMENDED** to approve the updated Code of Conduct for Governors.

## **ANNUAL ATTENDANCE REPORT**

18      The Clerk presented a report detailing governor attendance at meetings for 2019-20. Overall attendance at all Board and committee meetings was 85%, 10% higher than the target of 75% set by the Board in September 2019 and 1% higher than the mean national average of 84%. Overall attendance in 2019-20 had improved by 11% when compared with the previous academic year.

### **Board Attendance**

19      Confirmation was received that Board attendance in 2019-20 was 86%, 11% higher than the target of 75%, set by the Board in September 2019: an improvement of 14% when compared with the previous academic year.

### **Committee Attendance**

20      The Clerk reported that committee attendance in 2019-20 was 84%, 9% higher than the target of 75% set by the Board in September 2019: an improvement of 5%, when compared with the previous academic year.

## **2020-21 Attendance Target**

21 The Clerk presented the findings taken from a survey she conducted amongst 41 Colleges from within the sector where it was confirmed that 66% of colleges had a set attendance target of 80%; 81% of which were in receipt of Ofsted inspection outcomes of Good or Outstanding. The Committee agreed that the College attendance target should be increased by 5% to be representative of the Colleges within sector that the organisation aspired to.

### **22 Resolved**

- 1 that the 2020-21 attendance report be expanded to capture the attendance data for both the Finance and Quality improvement groups.
- 2 that the Board be **RECOMMENDED** to increase the attendance target from 75% to 80% for 2020-21.

## **ANNUAL REVIEW OF CONFIDENTIAL BUSINESS**

23 The Committee received a report on confidential items considered by the Board during the preceding academic year. The report included recommendations from the Clerk as to whether the items should remain confidential. The Committee discussed the amendments and agreed that the updated document be subsequently circulated amongst the Committee prior to a recommendation to being made to the Board.

- 24 **Resolved** that the Clerk circulate the updated document to Committee members in prior to a recommendation being made to the Board.

## **GOVERNORS' SELF ASSESSMENT**

25 A draft document was presented to the Committee outlining the initial outputs following the recent Board self-assessment exercise which had been based on a range of activities including individual governor reviews, a review of the Board's overall performance including that of the Chair, a review of committee effectiveness and also an analysis of the AoCs Code of Good Governance for English Colleges. The Clerk advised that its aim was to contribute to the leadership and management section of the overall College self-assessment and to also allow reflection on what worked well and how the Board could move from Good to Outstanding. The Committee agreed that the finalised report would be presented at the December Board meeting, alongside the College SAR.

## **INDIVIDUAL GOVERNORS' APPRAISAL**

26 The Chair updated the Committee with regard to the governors' appraisal process undertaken over the summer; stating that it was both an effective and rewarding experience and gave thanks to the Clerk to for putting arrangements into place to ensure an appropriate balance was struck between facilitating an efficient conversation and permitting open discussion.

## **GOVERNOR DEVELOPMENT PROGRAMME**

27 The Clerk presented the 2019-20 Development Programme for consideration. The Committee were in full agreement that the training and development of the governing body was fundamental in ensuring that members were able to fulfil their responsibilities effectively and maintain the achievement of good governance.

### **28 Resolved**

- 3 that, the governor induction table be updated to reflect that a review meeting with the Chair is undertaken between the first three and six months of any appointment.
- 4 that, subject to the above amendment, the Governor Development Programme be approved.

## **SCHEME OF DELEGATION**

29 The Clerk presented the Scheme of Delegation to the Committee where she advised that the document had been designed with the intention to set out how the Corporation distinguished between

matters reserved exclusively for the Board of Governors' approval or decision, and those delegated to committees or individuals. Confirmation was received that, following Board approval, the document would be reviewed by the Governance & Search Committee every three years, recommending updates as required to the Board thereafter.

30      **Resolved**

- 1      that the document be expanded to include the function of Data Controller.
- 2      that, subject to the above amendment, the Board be **RECOMMENDED** to approve the Scheme of Delegation.

**ANYOTHER BUSINESS**

31      None.

**DATE OF NEXT MEETING**

To be scheduled in November 2020.

---

*Chair*

---

*Date*