



MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON WEDNESDAY 27 SEPTEMBER 2017

Present

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| Debbie Hilditch | Governor |
| Nigel Jackson | Staff Governor |
| Paul Pascoe | Chair |
| Anne Tyrrell | Governor and Interim Joint Chief Executive |

The quorum for the meeting was three members.

In attendance

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| Laura Clark | Clerk to the Corporation |
| Mark Stephenson | Assistant Clerk to the Corporation |

The meeting was held in the Boardroom, the Hub and started at 4.00 pm.

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1 Apologies

Apologies for absence had been received from Mark Swales and Mathew Lynds.

2 Declarations of Interest

Members were reminded of the need to declare interests as and when they arise within the agenda and recognised that there is a register of standing declarations of interest held by the Clerk.

There were no new declarations of interest.

3 Appointment of the Committee Chair and Vice Chair

In the context of the proposed merger, it was confirmed that the appointment of the Chair would be for this meeting only. The Clerk invited nominations. Paul Pascoe, the current post holder, indicated his willingness to be considered; there were no further nominations and Members duly appointed Paul Pascoe as Chair.

It was confirmed that this is likely to be the Committee's last meeting before the proposed merger with North Lindsey College (scheduled for 1 November 2017); this provides a context for the agenda items and Members' consideration, but, should the merger be delayed or not take place, the Committee will meet in accordance with the College's agreed Meetings Calendar 2017/18.

4 Minutes of the previous meeting held on 19 June 2017 and any matters arising

The minutes were agreed as a true and correct record and signed by the Chair.

Matters arising:

Item 6: Board and Committee Membership - it was confirmed that discussions with North Lindsey College (NLC) about the governance arrangements for the merged college are on-going; it was noted that Charlotte Desourdy has now switched membership from the

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| | <p>Finance and Resources Committee to the Audit Committee; additionally, it was reported that, since the last meeting, Mathew Lynds has decided that he wishes to be considered for a governance role in the merged college;</p> <p>Item 7: Conflicts of Interest Policy – the Policy has been approved by the Board; it was reported that work has already started on the comparison / review of the governance policies of both Doncaster College and NLC; in recognition of the usefulness of the conflicts of interest session delivered to Governors in March 2017, it was suggested that a similar event is arranged for the merged college board; reference was also made to item 10 of this meeting;</p> <p>Item 8: Prevent Training – it was confirmed that the Board had received an update on the College’s approach to Prevent at its meeting on 5 July 2017;</p> <p>Item 9: Committee Terms of Reference and Workplan – Governors received and noted a list of Governance-related policies and documents with their approval dates; it was noted that this, along with a similar listing for NLC and summary of policies and codes for FE colleges (produced by Eversheds), will be used as a basis for the review / development of policies and procedures for the merged college corporation’s consideration.</p> | Clerk |
| 5 | <p>Determination of any other business</p> <p>None.</p> | |
| 6 | <p>Review of Committee Performance 2016/17</p> <p>Members received a report that set out a number of questions for the Committee’s consideration of its own performance in 2016/17 and included a summary of the key priorities / areas for improvement agreed at the September 2016 meeting of the Committee. Additionally, it was noted that the Committee had reviewed its terms of reference at the last meeting.</p> <p>Some discussion took place about performance of the Committee, and a number of key points were made:</p> <ul style="list-style-type: none"> • Much work has been done by the Committee over the last few years to develop the College’s governance arrangements; reference was made to the close monitoring of skills needs / membership of the Board, effective recruitment, induction and training of Governors (positive feedback received from new Governors, in particular the usefulness of support received through the governor link / ‘buddying’ process); • The Board of the merged college should give consideration to the adoption / further development of the College’s governance arrangements (along with those of NLC), including: <ul style="list-style-type: none"> ○ Policies relating to Governor Recruitment and Selection, Governor Induction and Training, and Guidance on Re-appointment; ○ Governor link / ‘buddying’ – across the two colleges; ○ Board membership / committee structure; skills of membership; ○ Governance self-assessment arrangements – Committee reviews, Governor 1 to 1s with the Chair, Chair review / appraisal, self-reflection, and a governance improvement plan; <p>RESOLUTION (SG 12/17): Members, having reviewed the Committee’s performance in 2016/17, agreed the aspects of</p> | |

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| | <p>current College Governance practice that should be considered by the merged college board.</p> | |
| 7 | Governor Attendance 2016/17 | |
| | <p>A paper that provided a summary of Governors' attendances at Board and Committee meetings and included a record of individual Members' attendances at Governor development events in 2016/17 was introduced.</p> <p>Members commented positively on the overall Board and Committee attendance of 79% (against a target of 80%) and commended those individuals with 90-100% attendance; the overall figure was adversely affected by one Member with serious health issues. Reference was also made to those Governors who had attended other Committee meetings (identified as an action in the Governance Self-Assessment Report 2016/17 and quantified in the Governance Improvement Plan update item below). It was suggested and agreed that this information should also be included in the attendance paper.</p> <p>Some discussion took place about the various AoC webinars (and their accessibility) viewed by a number of Governors during the year.</p> <p>RESOLUTION (SG 13/17): Members commented positively on the overall Board and Committee attendance of 79% and the wide range of College and external events Governor's attended throughout the year.</p> | |
| 8 | Governance Arrangements / Actions / Update | |
| | <p>Members received and noted a paper that covered three governance matters (in line with the agreed Committee work plan) and included related documents:</p> <ul style="list-style-type: none"> • Composition of the Board (annual review) and membership update; • Governance self-assessment / Governance Improvement Plan 2016/17 (initial draft); and • Governor development programme 2017/18. <p>The key issues were highlighted; some discussion took place and a number of key points were made:</p> <p><u>Composition of the Board:</u></p> <ul style="list-style-type: none"> • With reference to the risk register, the context of the proposed reduction in determined membership from 18 to 16 Members was explained; • The Chief Executive should be recorded as a Governor and a member of each Committee (except Audit); it was noted that the previous Interim Principal had determined not to be a Governor; • Reference was made to the recent meeting of the merger Transition Group at which it was agreed to form a Task and Finish group with a focus on developing the governance arrangements of the merged college; it is expected that this group will present to a board development day / session; • Board Development day is currently scheduled (on the NLC Calendar of Meetings 2017/18) for Monday 27 November 2017 (9.00-4.00); it was suggested that, in order to optimise attendance of the Doncaster College Governors, their availability to attend a long half-day session (8.00 – 1.00 or 1.00 – 6.00) should be established; <p>Clerk / Governance PA to progress;</p> | Clerk |

Governance self-assessment and Governance Improvement Plan 2016/17 (review):

- Expectation that Ofsted will conduct a 'support and challenge visit' soon after the merger (the resulting report is not published);
- Important that the self-assessment report shows linkage to the curriculum and the impact on students;
- Reference was made to the Governor development event at High Melton that allowed governors to analyse several options for the site on the basis of their impact on students;
- Also, the committee review process allows governors to assimilate the outcomes from committees in the best interests of the students;
- The whole remit of the Strategic Options Committee and its recommendations to the Board has been focused on what is best for Doncaster College and its students;
- The Board has been asked to make difficult decisions (e.g. relating to the ABR process, merger, finance, and estates) and has been proactive in taking external / professional advice, as relevant / appropriate.

Clerk

Governor development programme:

- Agreed to maintain the current plans for the time being.

RESOLUTION (SG 14/17):

Governors noted the contents of the Report, and agreed:

- that the Governance SAR 2016/17 be adjusted to reflect the above comments;
- to further consider the size and composition of the Board as appropriate and necessary;
- to maintain the College's Governor Development Programme 2017/18 for the time being and to ascertain the availability of Governors to attend a merged colleges board development day / session on 27 November 2017;
- To report to the Board for approval, that the Chief Executive should be recorded as a Governor and a member of each Committee (except Audit); it was noted that the previous Interim Principal had determined not to be a Governor;

9 Review of Confidential Minutes

A paper that provided a context for the review and classification of confidential minutes as set out in the Instrument and Articles / Standing Orders and included a schedule of minutes declared confidential in 2016/17 was introduced.

Members considered the contents of the schedule and the recommendations set against each document; consequently, it was agreed that those minutes containing personal information, relating to a specific member of staff or SPH or are considered commercially sensitive (with financial information) should remain confidential. All other minutes are to be released for the public record in accordance with College policies and procedures, including freedom of information.

RESOLUTION (SG 15/17):

Members conducted the annual review of the confidential minutes, and consequently recommended to the Board that those which contain personal and / or commercially sensitive information remain confidential and the rest released for the public record in accordance with College policies / procedures.

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| 10 | <p>Annual Report – Conflicts of Interest</p> <p>Members received and noted a report that provided a summary of the declarations made by Members of the Board, the College Executive, and the Clerk to the Corporation contained within the Register of Members' Interests (including key staff). It was noted that the Committee's consideration of the report is an action arising out of the internal auditors' review of governance in November 2016.</p> <p>It was noted that declarations of the College's current interim senior staff are to be updated.</p> <p>RESOLUTION (SG 16/17): Members noted the contents of the Report and recommended that the merged college's board gives detailed consideration to the register of interests and the arrangements for addressing conflicts of interests.</p> | |
| 11 | <p>Risk Register – Committee Monitoring</p> <p>Members received and noted a report that set out the one key strategic risk that applies to the Search and Governance Committee; in accordance with discussions at the last meeting about the cause / effect and mitigation / controls, the risk level / scores have been raised.</p> <p>After some discussion, it was agreed that there is no change to the risk at this time.</p> <p>RESOLUTION (SG 17/17): Members reviewed the risk register, noted the related mitigation / controls, and agreed that there is no change to the risk.</p> | |
| 12 | <p>National Policy Developments / Reports / Feedback</p> <p>It was reported that the Clerk will be attending the AoC Clerks Conference on 16 October 2017 in Birmingham.</p> | |
| 13 | <p>Key Items to Feedback to Board</p> <ul style="list-style-type: none"> • Review of Committee – priorities for 2016/17 met; suggestions made for consideration by the merged colleges board, including joint colleges' development of: <ul style="list-style-type: none"> ○ Governance practices, including skills monitoring, register / conflicts of interest, self-assessment; ○ Policies for Governor Recruitment, Selection, Induction and Training; ○ Governance documents – I&A, Standing Orders, etc.; • Governors' attendance – overall – 79% for 2016/17; commend those who achieved over 90-100%; • Review of confidential minutes – recommend release for the public record of all identified minutes, but not those containing personal and /or commercially sensitive information; • College's Governor Development Programme 2017/18 maintained for the time being and to highlight the merged Colleges Board Development day / session on 25 November 2017. | |

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| 14 Any Other Business | None | |
| 15 Date and Time of Next Meeting | Monday 13 November 2017 at 4.00 pm in the Boardroom, the Hub (if required) | |

The meeting closed at 5.55 pm.

Mark Stephenson
Assistant Clerk to the Corporation

Signed: (Chair)

Date: