



MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON WEDNESDAY 7 MARCH 2018

Present

Pete Adams	Governor
Angela Briggs	Governor
Debbie Hilditch	Governor
Nigel Jackson	Governor (Staff)
Mathew Lynds	Governor
Paul Pascoe	Governor
Louise Sharp	Governor (Staff)
Anne Tyrrell	Governor (Chief Executive)

The quorum for the meeting was four Members.

In attendance

Laura Clark Clerk to the Corporation

The meeting was held in the Boardroom at the Hub, Doncaster, and commenced at 5.30 pm

Item	Minute	Action
------	--------	--------

1 Apologies

Apologies for absence had been received from Mark Swales and Andy Tuscher.

2 Appointment of Chair and Vice Chair 2017/18

The Clerk advised she had spoken to the previous Chair of the Doncaster College Search and Governance Committee (Paul Pascoe) and the Chair of the North Lindsey Search Committee (Louise Sharp) and they had proposed that P Pascoe acts as Chair and L Sharp as Vice-Chair of the Search and Governance Committee for the remainder of 2017/18. Members unanimously agreed, and it was approved.

RESOLUTION (SG 01/18): It was agreed that P Pascoe act as Chair and L Sharp as Vice-Chair of the Search and Governance Committee for the remainder of 2017/18.

3 Declarations of Interest

The Clerk reminded Members that they should declare any personal or financial obligation, allegiance or loyalty which would in any way affect decisions in relation to the subjects under discussion.

4 Minutes of previous meetings and any matters arising

i) Doncaster College – 27 September 2017

Those who were present at the meeting on 27 September 2017 agreed that the minutes were a true and correct record and they were signed by the Chair.

ii) North Lindsey College – 2 October 2017

Item	Minute	Action
------	--------	--------

Those who were present at the meeting on 27 September 2017 agreed that the minutes were a true and correct record and they were signed by the Chair.

A number of Governors had attended the North Lindsey Counter-Terrorism / Incident Plan response event and spoke very highly of it. Further thought will be given to a shorter briefing / update session for Governors.

Clerks

It was noted that matters arising had carried forward to the DNCG and it was agreed that a table of actions would be produced to summarise the matters arising for future meetings.

(Mathew Lynds arrived at 5:40pm)

5 Update report from the Task and Finish Group

The Chair began by thanking the Task and Finish Group (T&FG) and Clerks for the significant amount of work undertaken to date and commented positively on the background / context which the report provides. The summary of decisions to date was considered along with the timeframes for implementation of the decisions. Those Governors who were on the T&FG gave positive feedback on the meetings of the Group, commenting that there had been a sharing of practices and very similar thinking from both those who were previously Doncaster College and North Lindsey College Governors. It was felt that it was likely that the next meeting of the T&FG would be its last (if agreed by the T&FG) as the majority of its work was now completed and was in the form of recommendations to the Board, or had passed to the S&G Committee.

Members were updated that the T&FG had agreed in principle to a Scheme of Delegation and a paper had been prepared for the Board meeting on 19 March 2018 to provide an overview of this and included a draft Scheme of Delegation.

RESOLUTION (SG 02/18): Members received and noted the update report from the Task and Finish Group and commented positively on the work undertaken to date.

6 Membership and Recruitment

In the context of the update report from the Task and Finish Group, and the passing of membership and recruitment matters to the Search and Governance Committee, Members considered the report. The recent resignations from the Board were noted, and thanks were given to those Governors for their commitment and contributions to the College and the Board. The Clerk confirmed that letters to formally thank those Governors had been sent.

Members discussed at length the composition of the Board, membership and recruitment, and skills and expertise; with particular reference to the questions contained within the report. A number of key points were made, including;

- It was important to be open and inclusive with regards to both skills and equality and diversity.
- The role of a Governor is to provide scrutiny and challenge, and there are a number of key skills and expertise which the Board requires and which all should be referenced in the skills audit form. There is also a need for Governors to embrace the Nolan principles, and the vision and values of the College, as well as having passion and commitment for the College and Board. It was noted that training and support should be in place for all Governors, particularly those who are less used to

Clerks

Item	Minute	Action
	<p>the Boardroom environment. A 'buddy' arrangement was suggested (as had been in place at Doncaster College).</p> <ul style="list-style-type: none"> Members considered the size of the Board, which was a recommendation to the Board from the T&F Group, and sought assurance that the size was adequate in order to fulfil the requirements of the Board and service all the Committees effectively. The Clerk highlighted that a matrix had been prepared and considered by the T&F Group which set out how many Governors were required and the possible time commitment / amount of meetings which each Governor would attend over a period of an academic year, which had provided assurance that the number was adequate. Members confirmed that flexibility should be retained in order to recruit new Governors as required and to ensure the Board contains all the relevant skills. The Clerk confirmed that there is that flexibility contained within the I&As on the determination of membership. Members discussed the arrangements which were in place based on the Memorandum of Understanding for the transitional period whereby Members who were previously a member of the Doncaster College Corporation had been appointed to the DN Colleges Group Corporation for an initial period of up to 31 July 2018. It was agreed that this date may be extended if required. There was also a brief discussion on aligning all Members' terms of office with this date, and to all Members' appointment dates starting from 1 August 2018 – although it was agreed to give further consideration to this. Whilst it was noted that there are likely to be further resignations from the Board before July (based on initial expressions of interest pre-merger), it was highlighted by the Committee that there should be a full review and focus on the skills and expertise of current Governors to ensure the Board has the required skills to fulfil its duties. The draft updated skills audit will be reviewed and amalgamated with some of the competency style questions / guidance on the example which the Clerk had shared with Members (passed from another college). Members felt this would enhance the skills audit and ensure it was more inclusive and better suited to a wider range of prospective Governors. It was discussed in detail and agreed that the Clerk would contact all Governors by email to seek expressions of interest 'in principle' in continuing in the role of Governor. An explanation would be given of the process of reviewing the skills audit (Governors would be asked to complete the updated skills audit form) and appointments to the Board, and how all decisions would be made in the best interests of the College. Governors would also be asked to express interest in / or a preference of serving on the Local Stakeholder Boards. It would also be important to consider attendance and performance of Governors alongside the review of the skills audit (further thought to be given to the process by which to do this, including using the expertise of the AoC National Leader of Governance (NLG) to offer an independent and external view). The completed skills audits will initially be reviewed by the Clerks, and the Clerks will engage further with the NLG for their input into the process. Once the skills audit has been undertaken, Members confirmed that a recommendation would be made to the Board to recruit new governors, focussing on specific skillsets. Members debated whether to set the initial term of office for a Governor at two years as a trial period (and it also allows an individual to trial the role before committing to a four year period). It was however, noted that a Governor can resign at any point by writing to the Clerk. There was discussion on whether to do this on a case-by-case basis by the Search and Governance Committee when interviewing, or 	
		Clerks / S&G
		Clerks
		Clerks
		Clerks

Item	Minute	Action
	<p>whether to include this within a procedure document. It was agreed to write the broad principles within a procedure, but also allow some flexibility.</p> <ul style="list-style-type: none"> Following this discussion, there was also lengthy consideration of the total length of a Governor's term of office, and it was noted that previously at Doncaster College there had been the expectation that, unless in exceptional circumstances, a Governor would serve for no more than eight years – in line with guidance in with the Code of Governance. At North Lindsey College, this had been taken into account but there had been Board agreement that this particular element of the Code would not be adopted and that more flexibility would be retained in order to appoint for a further term of office where required and agreed (taking into account skills and Governor performance). After debate, and acknowledging the importance of retaining good Governors with specific skills who are committed to the College, it was agreed that, in principle, Governors serve for up to eight years, but there should remain the right to extend and appoint again, subject to a review of performance and based on the skills requirements of the Board. It was agreed that the Appointment and Re-appointments Procedure be reviewed to ensure that this is adequately captured. This will also assist with succession planning for the future. Further consideration will be given to the co-opting of members to a particular committee, and also to appointments to the Local Stakeholder Boards. The register of interests and the management of any potential conflicts will be closely monitored by the Clerks. Members all agreed on the complex skillset required for the role of Chair and outlined the processes which both colleges had had in place for the appointment of the Chair and Vice-Chair roles. It was commented that the complexity of the role and of the sector meant that recruiting a Chair from within the Board was most appropriate at the current time. There was a question raised about whether now with a newly merged Board it was a good opportunity to appoint a new and external Chair. It was agreed to begin by speaking with the current Chair and Vice-Chairs to discuss their aspirations (perhaps with the external input of the NLG) and to continue with the process with which both Doncaster and North Lindsey had previously operated with, and appoint from within where possible. 	<p>Clerks</p> <p>Clerks</p> <p>Clerks / AVT / 'NLG'</p>

RESOLUTION (SG 03/18): Members discussed the membership and recruitment report at length and in detail, focussing on the key points / questions set out within the report. A number of actions / recommendations were agreed (see bullet points above and table of actions below) which will be reported to the Board or further developed by the Clerks and the Search and Governance Committee.

7 / 8 Governor Role Description / Chair Role Description

It was agreed to consider these role descriptions together. The majority of discussion focussed on the role of the Chair (and Vice-Chairs) in the appraisal of the Chief Executive and other Senior Post Holders (SPHs). Members considered the differing approaches at Doncaster College and North Lindsey College and in robust discussion a number of key points were raised including; the responsibility of the Board with respect to the appointment of SPHs and remuneration; (note: line management is not delegated by the Board) whether the appraisals / performance reviews of the SPHs should involve the Chair/Vice-Chair; the importance of ensuring 360° feedback was provided; the appropriateness of whether appraisals should be carried out by more than one person; ensuring any process was rigorous, but also confidential; how best to provide feedback and assurance to the Board on SPH performance, including that of the Chief Executive.

Following debate, it was agreed that the Chair should undertake the appraisals of the Chief Executive and Clerk to the Corporation, but not of the other SPHs. The Clerk will look at best practice in the sector, and also review the role description with input from the Chief Executive and update it based upon the thoughts of the committee. It was also agreed that a report on performance of the SPHs would be received annually by the Chair and CEO in order to inform the Remuneration Committee (part of the Finance and Resources Committee).

Clerks

RESOLUTION (SG 04/18): Members agreed the Governor role description for Board approval, and agreed that a review of the Chair role description will be undertaken and re-considered by the Committee.

9 Any Other Business

The Clerk updated the Committee that at the recent Curriculum, Performance and Quality Committee it had been agreed that three items be referred to the Search and Governance Committee to progress. The items were considered and the following points made;

- Governance Quality Improvement Plan – the plans in place at Doncaster College and North Lindsey College will be reviewed and amalgamated (where relevant and appropriate) by the Clerks and outstanding actions/feedback from the Task and Finish Group will be incorporated. The QIP will be reviewed by the S&G Committee.
- Link Governors (linking with curriculum or business areas) – North Lindsey College had this in place previously and Members commented positively on it. This will be reviewed by the S&G Committee. A Tyrrell referred to a useful document for schools which she had come across.
- Consideration of the Leadership Foundation training for governors on HE quality assurance – Clerks to research further.

Clerks / S&G

Clerk/ AVT/ S&G

Clerks

10 Date and Time of Next Meeting

It was suggested a further meeting be scheduled for late April / early May. Clerk to arrange.

The next scheduled meeting is Monday 4 June 2018, 5.30 pm in the Boardroom at Doncaster.

The meeting closed at 7.40 pm.

Laura Clark
Clerk to the Corporation

Signed: **(Chair)**

Date:

TABLE OF ACTIONS

Meeting Date	Item No.	Action	Responsibility
7/3/18	4	Further thought will be given to a shorter briefing / update session for Governors on the Prevent agenda / counter-terrorism.	Clerks
	6	Training and support should be in place for all Governors, particularly those who are less used to the Board room environment. A 'buddy' arrangement was suggested.	Clerks
	6	Further consideration of aligning all Governors appointment dates / beginning of term of office to 1 August 2018; and also the possibility of extending the previous Doncaster Governors' term of office for the transitional period (upon merger appointed until 31 July 2018) if required.	Clerk / S&G
	6	Review and focus on the skills and expertise of current Governors to ensure the Board has the required skills to fulfil its duties.	Clerks
	6	The draft updated skills audit will be reviewed and amalgamated with some of the competency style questions / guidance.	Clerks
	6	The Clerk will contact all Governors by email to seek expressions of interest 'in principle' in continuing in the role of Governor. Governors would also be asked to express interest in / or a preference of serving on the Local Stakeholder Boards.	Clerks
	6	Consideration of setting the initial term of office for a Governor at two years as a trial period (and it also allows an individual to trial the role before committing to a four year period). Agreed to write the broad principles within a procedure, but also allow some flexibility.	Clerks
	6	Agreed that the Appointment and Re-appointments Procedure be reviewed to capture the discussions of the Committee.	Clerks
	6	It was agreed to begin by speaking with the current Chair and Vice-Chairs to discuss their aspirations (perhaps with the external input of the NLG) and to continue with the process with which both Doncaster and North Lindsey had previously operated with, and appoint from within where possible.	Clerks / AVT / 'NLG'
	7/8	It was agreed that the Chair should undertake the appraisals of the Chief Executive and Clerk to the Corporation, but not of the other SPHs. Chair Role	Clerks

		description to be updated.	
	9	Governance Quality Improvement Plan – the plans in place at Doncaster College and North Lindsey College will be reviewed and amalgamated (where relevant and appropriate) by the Clerks and outstanding actions/feedback from the Task and Finish Group will be incorporated. The QIP will be reviewed by the S&G Committee.	Clerks / S&G
	9	Link Governors (linking with curriculum or business areas) – North Lindsey College had this in place previously and Members commented positively on it. This will be reviewed by the S&G Committee..	Clerk/ AVT/ S&G
	9	Consideration of the Leadership Foundation training for governors on HE quality assurance – Clerks to research further.	Clerks