



**MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON WEDNESDAY 25 APRIL 2018**

**Present**

Pete Adams	Governor
Angela Briggs	Governor
Debbie Hilditch	Governor
Mathew Lynds	Governor
Paul Pascoe	Chair, Governor
Louise Sharpe	Vice Chair, Governor (Staff)
Andy Tuscher	Governor
Anne Tyrrell	Governor

The quorum for the meeting was four Members.

**In attendance**

Laura Clark Clerk to the Corporation

The meeting was held in the Boardroom, North Lindsey College and commenced at 6.40 pm.

<b>Item</b>	<b>Minute</b>	<b>Action</b>
<b>1</b>	<b>Apologies</b>	
	Apologies for absence had been received from Mark Swales and Nigel Jackson.	
<b>2</b>	<b>Declarations of Interest</b>	
	Members were reminded 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.	
<b>3</b>	<b>Minutes of a meeting of the Search and Governance Committee held on 7 March 2018 and any matters arising</b>	
	The minutes were agreed as a true and correct record and signed by the Chair. It was agreed that all actions were either completed, were due to be considered under this agenda, or would be retained on the table of actions and passed to J Charles (Joint Clerk).	
<b>4</b>	<b>Governance Timescales Update</b>	
	Members reviewed the governance timescales update commenting positively on the progress to date, but also highlighting the significant work still to be undertaken. It was noted that the amount of work will be influenced upon the processes which the Committee agree upon in terms of membership and recruitment of Governors (to be considered under item 5).	
	There was a discussion which focussed on the non-completion of the skills audit by one Governor who had expressed an interest in continuing as a member of the Corporation (all other Governors expressing an interest in continuing had returned a completed skills audit).	<b>Clerk</b>

Item	Minute	Action
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Members all agreed that it was an essential requirement of being a Governor that all documentation (including the skills audit) is completed in a timely manner, and that a letter should be sent to the individual from the Chair and Vice-Chairs to reiterate this point and set a definitive deadline for return of the skills audit in order to be considered for a governance position for the future.

**RESOLUTION (SG05 /18):** Members confirmed the update to the governance timescales document, commenting positively on the work undertaken to date.

## 5 Membership Update

The Clerk gave a brief summary of the report, and the Chair began by focussing the discussion on membership and ensuring that the Board has the skills and expertise it requires to fulfil its statutory duties, and that the outcome of any process must be in the best interests of the DN Colleges Group. Members considered at length the process of appointing to the Board from 1 August 2018 (noting that those who were previously a Governor of Doncaster College had been initially appointed to the DNCG Board until 31 July 2018) including utilising the National Leader of Governance (NLG); ensuring there is sufficient time and resource to carry out the process; potentially adjusting the timeframe if necessary and appropriate; ensuring any potential interview process was rigorous, robust and transparent; consideration of local perceptions and engaging with stakeholders; the view of Ofsted; ensuring skills gaps are addressed.

In discussion, and through questions and further scrutiny of the report, the following key points were raised;

- The NLG could be engaged with to carry out interviews of the current Governors who have expressed an interest in continuing, but as this would be a lengthy and time consuming process involving significant preparation also from the Clerk, then it must be considered how this would add value to the process. On balance, and taking into account the number of current Governors who had expressed an interest and the size of the Board, Members indicated this would not be the best use of resource.
- The NLG could be engaged with for the interviewing of new prospective Governors to add an external and further independent perspective to this process (interview questions to be agreed under item 6).
- The updated skills audit provides a good indication of the current skills gaps (notably finance, legal and audit). In particular, and taking into account guidance on governance for FE, the recruitment of a qualified accountant is highly desirable. It was however noted that the Board does have a qualified banking specialist.
- Specific and targeted recruitment should be considered, and the onus is on all Governors to consider their own networks and direct any suitably interested individuals to the Clerk.
- Rather than conducting interviews with those who have expressed an interest in continuing as a Governor, the NLG could carry out a 1:1 which focussed on development and performance which could serve as a self-reflection including consideration of the demands of the role / time commitment required, and would give Governors the opportunity to identify their strengths and areas for development. The Clerk could assist the NLG prior to the 1:1s with background of skills, attendance etc. of each Governor. This process could assist with identifying where individuals may be best placed (i.e. Corporation and which Committees, and/or Local Stakeholder Boards). Governors could then commit to certain areas for development.
- Throughout any process it will be important to think about the circumstances /

Clerk /  
NLG

**Item****Minute****Action**

context that individuals operated in before the merger and also post-merger i.e. varying locations, days and times at which meetings were held previously, and the changing nature of the meeting dates.

**RESOLUTION (SG 06/18):** To conclude the discussion and to ensure all the key questions set out with the report were dealt with adequately and appropriately, the Chair and Clerk asked Members to turn to the section of recommendations (which included questions and set out a range of alternatives) and the following key points were discussed and agreed by the Committee with respect to each question concerning membership;

- a) What is the process for reviewing the expressions of interest and skills audits of current Governors (and performance), and recommending Governors for appointment from 1 August 2018?
- Those who have expressed, in principle, an interest in serving on the Corporation will continue as a Governor of the DNCG Corporation.
  - The Clerk will liaise with the NLG with regards to the setting up of meetings regarding performance and development. These will also assist in identifying where individuals will be best placed. The Chair should also play a part in this process.
  - By increasing membership slightly (up to 22) this then gives further flexibility to appoint up to 17 external Members, and therefore allows the Board to appoint a number of new external Governors. (This requires Corporation approval).
- b) Terms of office; what regard is being placed on the number of years Governors have previously served on either the Doncaster College or North Lindsey College Corporation Boards?
- The importance of retaining high quality Governors with the skills and expertise required for the role, whilst also ensuring there was an appropriate level of churn / fresh eyes on the Board was acknowledged.
  - It was agreed that it remained most appropriate to use the date of first appointment (to the Doncaster or North Lindsey Corporation) as the key date when considering re-appointments.
  - The controls in place to remove a Governor when it was in the best interests of the College to do so were also acknowledged (contained with the amended I&A, Standing Orders and Code of Conduct).
  - It was agreed that all Governors would be appointed on a 4 year term of office.
  - Ensuring that a review of performance is completed yearly at the 1:1s with the Chair / Clerk was vital.
  - The DNCG Corporation should continue with the buddy/mentor system which each college previously had in place to provide support for new Governors.
- c) What are likely to be the skills gaps on the Corporation?
- There is no qualified accountant at present (R Stubbs, qualified accountant, leaves on 31 July 2018).
  - Other skills gaps include; legal, audit and marketing expertise. It was noted that it is not essential that the Board contains individuals with every skill listed on the skills audit form.
- d) New Governors – How will these be recruited? How will the skills gaps be addressed?
- It is crucial that new Governors must embrace the vision and values of the DN Colleges Group.

**Clerk /  
Board**

Item	Minute	Action
	<ul style="list-style-type: none"> <li>Utilise the support from the NLG to assist with this process.</li> <li>The Clerks maintain a list of potentially interested individuals and they should be encouraged to complete an application form.</li> <li>All Governors should explore their own networks and direct any suitably interested individuals to the Clerk.</li> <li>Other avenues to explore are the Chamber network, Common Purpose, Governors for Schools service, Finance Directors, utilising the Student Community (e.g. marketing to parents with particular skill-sets, notwithstanding these will not be 'Parent Governors').</li> </ul>	<p>Clerk</p> <p>ALL</p>
e)	<p>What will be the process for appointing Staff and Student Governors in the future, and for what term of office?</p> <ul style="list-style-type: none"> <li>Members confirmed the decision of the Board which was to appoint one Staff Governor from Doncaster and one from North Lindsey in the future. This would not only work well in terms of the Staff perspective from each campus but would also be logistically easier to run an election / voting process. It was agreed to continue with the process which was in place previously at North Lindsey which was for a small group of Governors to meet and interview the prospective Staff Governors at the pre-ballot stage.</li> <li>Members agreed that Staff Governors should be appointed for 4 years in line with other Governors.</li> <li>Members also confirmed the decision of the Board which was to appoint one Student Governor from Doncaster and one from North Lindsey in the future. The current process in place at North Lindsey whereby the Student Council President is appointed to the Corporation will be reviewed and that individual will instead be appointed to the Local Stakeholder Board. The Clerk should liaise with the most appropriate staff member on each site in terms of arranging elections for a Student Governor (this can be a Student from HE or FE on each campus).</li> </ul>	Clerk
f)	<p>How will Members be appointed to the Local Stakeholder Boards? Including appointing from the Corporation Members, and recruiting and appointing new Members to the LSB.</p> <ul style="list-style-type: none"> <li>As part of the 1:1 with Governors this will be explored in more detail, as there may be some Governors who are best suited to / or would rather be on these LSB rather the Corporation.</li> <li>The NLG/Chair /Clerk can prepare a suggested membership for the two LSB for consideration by the Search and Governance Committee.</li> <li>It will be important to consider the skills mix for these LSB and also representation and engagement from the community. Members discussed the importance of there being local stakeholders, but also a mix of Governors (not necessarily just previous Doncaster Governors on the Doncaster LSB and vice-versa).</li> <li>Further thought must be given to the role description for members of the LSB, and whether they sign up to the Code of Conduct for Corporation members and complete the same declaration of eligibility etc.</li> <li>There was also a query as to whether the 'members' of the LSB are purely the 'Governors' of the DNCG Corporation, and other members are there 'in attendance.' The Clerk to research further.</li> <li>The role of the LSBs were discussed and queries with regards to the potential crossover with the Curriculum, Quality and Performance Committee and what items will be on the agenda for a LSB were raised. It was agreed that an</li> </ul>	<p>Clerk</p> <p>Clerk</p>



**TABLE OF ACTIONS – carried over from 07/03/18**

<b>Meeting Date</b>	<b>Item No.</b>	<b>Action</b>	<b>Responsibility</b>
07/03/18	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	Agreed that the Appointment and Re-appointments Procedure be reviewed to capture the discussions of the Committee.	Clerks
	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

**TABLE OF ACTIONS**

<b>Meeting Date</b>	<b>Item No.</b>	<b>Action</b>	<b>Responsibility</b>
25/04/ 18	4	Draft a letter regarding completion of the skills audit with a new deadline and send to the individual (from Chair and Vice-Chairs).	Clerk
	5	Clerk to liaise with the NLG regarding 1:1 focussing on development and performance of Governors.	Clerk
	5	Recommendation for Board approval – increasing determination of membership to up to 22 (up to 17 external members).	Clerk / Board
	5	Clerk to contact potentially interested individuals and encourage them to complete an application form.	Clerk
	5	All Governors to explore their own networks and direct any suitably interested individuals to the Clerk.	ALL

	5	Clerk should liaise with the most appropriate staff member on each site in terms of arranging elections for a Student Governor	Clerk
	5	Local Stakeholder Boards – research queries regarding membership; draft agenda and workplan	Clerk / CEO
	5	Local Stakeholder Boards – update ToR for Board approval	Clerk / Board
	6	Check the diversity monitoring section with HR to ensure compliance with current legislation.	Clerk
	6	Review privacy notice on Governor application form (using AoC guidance) which is compliant with GDPR.	Clerk
	7	Minor amendments to the Chair Role Description	Clerk