

MOULTON COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on the 4th July 2019

Present: Mr D McVean (in the Chair), Mr A Clarkson, Mrs C Harris and Mr C Matts

In attendance: Mrs G M Hulley

- 19/24 Apologies for absence (Agenda item 1)**
Apologies were received from Mr T Neville and Mr A Thomson.
- 19/25 Declarations of interest (Agenda item 2)**
There were no declarations of interest.
- 19/26 Minutes of the last meeting (Agenda item 3, Paper A)**
The minutes of the last meeting held on the 9th May 2019 had been circulated previously. The minutes were approved as a true and accurate record.
- 19/27 Matters arising (Agenda item 4a)**
Business Advisory Group: The Principal and Vice Chair were meeting with a representative from SEMLEP that afternoon. The meeting was a preliminary discussion to explore further opportunities for the College to engage with a wider selection of employers. This would support the College's plans for the introduction of Business Advisory Groups for a number of areas. Such Groups would work also closely with the College's Programme Leads and draw on expertise from a range of governors.
- 19/28 Actions from last meeting (Agenda item 4b, Paper B)**
Action 16 – Governor appointments
A potential candidate for HE Quality had been identified. This would be subject to further discussion in September 2019.
Action 17 – Committee terms of reference
The review of the Teaching, Learning and Assessment (TLA) Committee's terms of reference had highlighted the need for it to consider and agree 'value added' in more detail. This was in the context of the quality of the student experience. This would be discussed with the Principal who was now in post. Any changes would be incorporated as part of the autumn review. (Open)
- 19/29 Governor appointments (Agenda item 5, Paper C)**
a. Terry Neville
Terry Neville's second term of office expired in July 2019. He had confirmed that he would like to complete a third term of office. This would comply with the Corporation's Standing Orders (Paragraph 3). Terry's attendance at Corporation meetings to date had been 100%. He was currently Chair of the Finance and Resources Committee where his attendance had also been 100%. The Search and Governance Committee agreed to recommend the re-appointment of Terry Neville for a third term of office.
b. Andrew Eastland
Andrew Eastland's first term of office student governor expired in July 2019. He had confirmed that he would like to be considered for a second year. This

would comply with the Corporation's Instrument and Articles of Government (Paragraph 11.4). The Search and Governance Committee agreed to recommend the re-appointment of Andrew Eastland for a second year as student governor.

c. Sophie O'Connor

At the Corporation meeting on the 31st January 2019, the Board agreed to change the composition and size of the Board and increase the membership to enable the appointment of two staff Board members. An election was held and Sophie O'Connor submitted a nomination form which was supported by Lauren O'Halloran and Gemma Rolfe. The Search and Governance Committee agreed to recommend the appointment of Sophie O'Connor as staff governor for the period 2019 to 2023.

d. Lois Watson

At the Corporation meeting on the 31st January 2019, the Board agreed to change the composition and size of the Board and increase the membership to enable the appointment of two student Board members. An election was held and Lois Watson submitted a nomination form which was supported by Natalie Green and Antonia Derry. The Search and Governance Committee agreed to recommend the appointment of Lois Watson as student governor for the period 2019 to 2023.

19/30

Governor vacancies (Agenda item 6, Paper D)

A discussion was held around two current vacancies on the Corporation as well as vacancies on Committees for co-opted members. In view of the College's situation, attention would initially be focused upon securing further expertise on the TLA Committee. Specifically, a second education specialist would be sourced as well as an expert in equality, diversity and inclusion. The Search and Governance Committee would also recommend to the Finance and Resources Committee that its membership should include two co-opted members. Two further financial experts would be sourced, one of whom would be a qualified accountant. Following discussion, *the report was received*.

19/31

Appointment to Committees (Agenda item 7, Paper E)

One additional member of the Audit Committee was required. Mr B Hansford would be approached to take on this additional role from November 2019. All Committees would then have a full complement of members.

It was agreed that a scoring system should be applied to the skills audit so that the Search and Governance Committee had a much better understanding of each governors' level of expertise. The skills audit would be circulated to all governors and the findings discussed at the next meeting in October 2019 (**Action 18** – Clerk). A discussion was held about widening the Link Governor Scheme to non-TLA Committee members. It was agreed that for the moment, this was not required but that once the Business Advisory Groups were convened, governors would be involved.

19/32

Governors' Council Senior Post Holder (SPH) Remuneration Code (Agenda item 8, Paper F)

The Code of Governance was adopted by the Corporation in July 2015. A copy of the Colleges' SPH Remuneration Code had been circulated. The Search and Governance Committee was asked to consider making a recommendation to the Corporation to adopt the Code. The Vice Chair and

Chair of Remuneration Committee confirmed the importance of adopting this Code. There would be a need to ensure that the planned remuneration policy review also factored in the principles from the Code. Following discussion, *the Search and Committee would recommend the Corporation to adopt the SPH Remuneration Code.*

19/33

Link Governor Scheme (Agenda item 9, Paper G)

The Committee was informed that the Link Governor Scheme had been further enhanced to provide governors with some lines of enquiry to follow up during visits. The changes had been completed in collaboration with the Link Governor for Quality. The TLA Committee had approved the changes. The report was presented for information as the Search and Governance Committee would oversee and assure the strategic direction of the Scheme. Following discussion, *the report was noted.*

19/34

Committee Chairs: Strategic Implementation (Agenda item 10)

In collaboration with other governors, the Chair of Corporation had given consideration to exploring various options to ensure the most effective way for the Corporation and its sub-Committees to monitor progress of the key risks that were facing the College. Specifically, in relation to finance and quality. The Finance and Resources Committee had already agreed that it would meet on a monthly basis throughout the year. This included an additional meeting at the end of July 2019. The TLA Committee had already agreed a cycle of business that was aligned to the College's quality cycle and included a full day for a number of governors to be involved in the self-assessment validation process. After giving consideration to a number of options, the Search and Governance Committee agreed to recommend that the number of Corporation meetings would be increased from 6 to 9. The additional 3 meetings would focus on finance and quality only. Following discussion, *the report was noted.*

19/35

Terms of reference: Annual review (Agenda item 11, Paper H)

The report was outlined and discussed. As part of the annual review, Members considered relevant extracts from the AoC Code of Governance. Minor changes to clarify the Committee's responsibilities around certain assurances to the Corporation had been made. Following discussion, *the terms of reference were agreed for recommendation to the Corporation.*

19/36

Cycle of business (Agenda item 12, Paper I)

The annual cycle of business for the Search and Governance Committee was approved.

19/37

Meeting dates (Agenda item 13, Paper J)

With the addition of 3 extra Corporation meetings as agreed in Minute 19/34, the meeting dates for the Search and Governance Committee for 2019-20 were agreed.

19/38

Corporation self-assessment (Agenda item 14, Paper K)

The questionnaire had been created from feedback gathered from the national Clerks' network around improving Corporation performance and evidence from the Association of College's website showcasing examples of effective practice from the wider sector. All governors would be invited to complete the questionnaire by the 31st August 2019. The findings would inform the Governance self-assessment process. Following discussion, *the report was noted.*

- 19/39 Chair's appraisal (Agenda item 15, Paper L)**
The questionnaire to gather feedback on the Chair's performance had been prepared. It would be circulated to governors for completion by the 31st August 2019. The Vice Chair would report back to governors in autumn 2019. Following discussion, *the report was noted*.
- 19/40 Any other business (Agenda item 16)**
There was no other business.
- 19/41 Date of next meeting (Agenda item 17)**
Thursday, 24th October 2019 at 8.30 am in Creaton at the Management Centre.