

**MINUTES**

<b>Group :</b>	<b>SEARCH AND GOVERNANCE</b>	<b>Date:</b>	19/10/16
<b>Location:</b>	<b>AGENCY SUITE, LONDON ROAD CAMPUS</b>	<b>Time:</b>	6..00 p.m.
<b>Membership:</b>	Andy Allen, Gordon Channon (Acting Chair of the Board), Alison Jackson, Lyn Surgeon, Principal/Chief Executive. Mike Willmot		
<b>IN ATTENDANCE:</b>	Clerk to the Corporation		
<b>APOLOGIES:</b>	Liz Hird, Alison Jackson		

**Election of Chair**

1. Resolved:

That Mike Willmot be appointed Chair of the Committee for the 2016/17 academic year.

Mike Willmot in the Chair

2. **Declarations of Interest**

There were no declarations of interest.

**Terms of Reference for Search and Governance Committee (Appendix 1/16)**

3 Resolved:

(a) That, subject to paragraph 10.4 being amended to read as follows, the terms of reference for the Search and Governance Committee be agreed and referred to the Board for approval:

10.4 In conducting its business the Committee shall have regard to the requirements of the Human Rights Act 1999 and Equality Act 2010.

(b) That the current constitution of the Corporation as set out in Appendix A to the report be noted

(c) That Appendix B to the report setting out procedures for securing nominations for new members be amended as follows:

Para. 5 to read – At least 3 members of the Search and Governance Committee, together with the Clerk, will meet nominated candidates to discuss their background and establish their particular skills and areas of interest in the Colleges. A copy of their brief Curriculum Vitae should be obtained at this stage.

Para. 6 to read – The Clerk will report to the Committee with details of candidates nominated which the Committee will consider to ensure (within the terms of the Instrument and Articles of Government) that Corporation membership is balanced and reflects the College community.

### **Student Governors**

The Principal/Chief Executive reported that nominations for student governors had been put in place and that the appointed student governors for both F.E. and H.E. would be known on 4 November 2016 and reported to the December Board meeting.

4 Resolved:

That the update on the appointment of Student Governors be noted.

### **Annual Skills Audit 2016/17 (Appendix 2/16)**

The Clerk to the Corporation submitted the Skills Audit analysis for the Shrewsbury Colleges Group showing the current profile of the Board and the position after July 2017.

In both cases, there was no category without a 'High' level of expertise/knowledge although, after July 2017, there were some areas where the figures in essential areas dipped, specifically Legal, Audit, Further/Higher Education, quality assurance and systems and understanding of local employer needs and skills gaps.

A Governor suggested that it would be beneficial to recruit a Governor from the Community Advocates/Business Community with an education background.

The Committee reviewed the Annual Skills Audit Analysis for future use.

5. Resolved:

(a) That the outcome of the Annual Skills Audit 2016/17 be noted and that the following skills/experience areas be targeted for future recruitment planning:

JJ

Legal, Audit, Further/Higher Education, quality assurance and systems and understanding of local employer needs and skills gaps

(b) That, with regard to recruitment planning, a prospective Governor be sought from the Community Advocates/Business community preferably with an education background

(c) That the Annual Skills Audit Analysis be amended as agreed by the Committee and submitted to the Board for approval.

JJ

### **Succession Planning and Future Determination of Board (Appendix 3/16)**

The Clerk to the Corporation submitted a report on the current determination of the Board and the expiry of terms of office of Governors over the next 9 months. She advised that three independent Governors would have completed two four year terms of office and had indicated that they would be standing down in accordance with the Policy for the Appointment of Board Members.

Chris Davies would be completing 6 years of office in July 2017 and had advised the Clerk that she would be prepared to continue until 31 July 2019, to complete two full terms. The Clerk reported on the skills of Chris Davies together with her attendance record.

It was noted that Staff Governors were appointed on a four year basis and nominated and elected by staff in accordance with the Policy for Appointing Staff Governors.

The Clerk reported that she had received an application from a prospective Governor, RH, and circulated a copy of his completed skills analysis and brief c.v.

The Committee discussed the current size of the Board. The Principal/Chief Executive advised that the Board was very large, probably too large, and could be better balanced in terms of the objectives and skills required for effective governance. The Panel also discussed the feasibility of establishing a separate Human Resources Committee in view of the breadth of business covered under the Finance and Business Operations Committee under which human resources currently fell.

Reference was made to recruiting a prospective governor from a local University and the type of person and skills required from this sector. The Committee agreed that it would be feasible to consider co-opting a suitable person from this sector to a specific Committee and also to consider co-opting a Human Resources specialist for the appropriate committee.

6. Resolved:

(a) That the expiry of the terms of office of the following Governors be noted:

Anne Dokov - Independent - 6 July 2017  
Dr. Chris Fountain - Independent (Academic) - 16 March 2017  
Barbara McCormack – Staff – 16 March 2017  
David Pulford – Independent – 16 March 2017  
Verity Underhill – Staff (Support) – 15 July 2017

(b) That, having considered the skills analysis audit, attendance record and contribution to the work of the Board of Christine Davies, the Board be recommended to approve extending her term of office for a further two year period to 31 July 2019 JJ

(c) That the Board be recommended to reduce the number of staff Governors to 2 and that the Policies on Determination of the Board and Appointment of Staff Governors be amended accordingly. JJ

(d) That the Clerk to the Corporation begin the process of inviting applications for the Parent Governor vacancy. JJ

(e) That the application from a prospective Governor, RH, be noted and that, following an informal meeting with the Chair, Principal and Clerk to the Corporation, the applicant be Invited for interview to the next Search and Governance Committee on 8 February 2017 JJ

(f) That the Board be asked to give further consideration to the composition of the Board and Committees, in terms of size and the recruitment of co-opted Governors to serve on specific Committees.

(g) That the Board be asked to consider establishing a Human Resources Committee and taking Human Resources out of the remit of the Finance and Business Operations Committee. JJ

**Governance Performance Indicators 2016/17 (Appendix 4/16)**

The Clerk to the Corporation submitted suggested Governors Key Performance Indicators.

The Committee suggested initial amendments to the report.

The Principal/Chief Executive suggested that the report be deferred to the next meeting and

that the Code of Governance for English Colleges be used as a basis for selecting the Performance Indicators.

7. Resolved:

(a) That consideration of the draft Key Performance Indicators be deferred to the next meeting of the Committee and the Code of Governance for English Colleges used a basis for selecting the Performance Indicators. JJ

(b) That initial changes be made to the document as suggested by the Committee. JJ

**Code of Governance for English Colleges** (Appendix 5/16)

The Clerk to the Corporation submitted a report asking the committee whether it wished to recommend the Board to adopt the Code of Governance for English Colleges. She advised that Shrewsbury Sixth Form College had not previously adopted the Code whilst Shrewsbury College had. It was noted that the Code was due to be reviewed in Spring 2017.

8. Resolved:

That consideration of whether or not to adopt the Code of Governance for English Colleges be deferred pending its review is completed in Spring 2017 and that the decision on whether or not to adopt be referred to the Board. JJ

9. **Risk**

There were no identified areas of risk arising from the meeting.

10. **Date of Next Meeting** – Wednesday, 8 February 2017.