

## SEARCH & GOVERNANCE COMMITTEE

**DATE:** THURSDAY 9 JUNE 2016

**PLACE:** RM 410 WANDSWORTH CAMPUS

**TIME:** 11am.

**PRESENT:** Godfrey Allen, Sue Rimmer (Principal & Chief Executive), Cllr Stuart Thom (Chair of the meeting).

**IN ATTENDANCE:** Natalie Watt, Clerk to the Corporation

NB: All reports are presented by the Clerk to the Corporation.

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| <p>1. <b>Apologies for Absence</b><br/>Cllr Jim Maddan</p>  |   |
| <p>2. <b>Declarations of Interest</b><br/>None</p>  |   |
| <p>3. <b>Minutes of the last meeting</b><br/>The minutes of the meeting held on 4 February 2016 were approved and signed by the Chair.</p>  |   |
| <p>4. <b>Matters arising from the minutes</b></p> <ul style="list-style-type: none"><li>• Items covered on the agenda.</li></ul>  |   |
| <p>5. <b>Constitution &amp; Membership</b><br/>i) Constitution &amp; Membership of Committees</p> <ul style="list-style-type: none"><li>• Members considered the current constitution and Membership. Following discussion it was agreed that the Clerk would seek input from the whole board to start Searching for new Governors.</li><li>• It was agreed that the search would not focus on any one area of skills but that some consideration would be given to seeking Governors who had employer and business expertise.</li><li>• Members discussed the constitution of the Board and agreed to recommend the proposal regarding the appointment of Student Governors to the full Board.</li><li>• The Clerk confirmed that the proposed election for a Support Staff Governors would commence in July if possible. Agreed.</li><li>• Members considered the two applications for re-appointment and agreed to recommend the re-appointment of Lucy Ashman and Kazi Hossain to the Corporation for approval.</li><li>• Members also reviewed Committee Membership and it was agreed that this would be discussed as part of the one to one</li></ul> | <p><b>All<br/>Governors</b></p> <p><b>Clerk</b></p> <p><b>Clerk</b></p> |

interviews with the Chair.

- However Members also noted that this was the last meeting before Cllr Maddan stepped down from the role of Governor at South Thames College at the end of July 2016.
- ***The Chair of the Corporation asked for the thanks of the board to be formally minuted to Cllr Maddan for his significant contribution and unwavering service to the College.***
- Following this it was agreed that Cllr Stuart Thom would become Chair of the Search & Governance Committee from 1<sup>st</sup> August 2016 and that this change would be submitted to the Board at its next meeting.

**Report RECEIVED and recommendations APPROVED.**

#### **ii) Vice Chair**

- The Clerk confirmed that no new nominations for the role had been received.
- The Clerk also confirmed that Andrew Brown was willing to stand for a further period if there were no other expressions of interest.
- The Chair of the Corporation nominated Andrew Brown and this was seconded by the Principal and Chief Executive. It was agreed to recommend the appointment of Andrew Brown to the Corporation for the role of Vice Chair for 2016/17.

**Update RECEIVED.**

#### **iii) Succession Planning for Governors**

- The Clerk presented the current plan. Members discussed the challenges around succession planning and the pressure on Chairs.
- The Clerk proposed that as part of the annual self-assessment the Chair meet with each Governor individually to discuss their review of the work of the Committees and Board but also to emphasise the need for individual Governors to be willing to step into new roles such as Committee Chair, Vice Chair and Chair. Agreed.
- The Clerk was asked to schedule these meetings for over the summer period. Agreed.

**Report RECEIVED.**

**Chair &  
Clerk**

### **6. Governors Development Programme, Quality Improvement Plan and Self-Assessment process.**

Items discussed:

- Members received the update on Governors Development and noted the progress on the quality improvement plan.
- Discussion followed on the progress of introducing e governance.
- Members agreed that the approach adopted the previous year for self-assessment should be used again and enhanced by one to one meetings between the Chair and Governors. Agreed.

**Report RECEIVED.**

### **7. Internal Governance Framework – Discussion Item**

- The Clerk confirmed that the Chair of the Audit Committee and the Chair of the Finance and Resources committee had to agree their terms of reference.

- There were no further changes identified for Search and Governance and Quality and Performance beyond those approved last year.
- It was agreed that the suits of terms of reference would be referred to the Corporation for approval along with revised Instrument and Articles and Standing Orders.
- It was agreed that a scheme of delegation for Governance would be drafted based on these documents for the next appropriate meeting. Internal Governance Framework **APPROVED** for recommendation to the Corporation.

Clerk

**Update RECEIVED.**

**8. Code of Good Governance for English Colleges**

**Items discussed:**

- The Clerk confirmed that the final action outstanding for Governance was the development of an overarching document for the terms of reference. Noted.
- Actions had been identified for SLT and it was agreed that the Clerk would forward a copy of the action plan to the Principal for SLT consideration.

Clerk

Clerk

**Report RECEIVED.**

**9. Code of Conduct for Corporation Members**

- This item was presented by the Clerk who confirmed that the Corporation used the Eversheds model as the framework for its Code of Conduct.

Clerk

**Report APPROVED for recommendation to the Corporation.**

**10. Corporate Policies**

- The Clerk confirmed that no significant changes were proposed to the existing suite of policies and that it was recommended that the review was APPROVED by the Committee and reported through to the Corporation as a completed action. Agreed.
- The Clerk drew Members attention to a minor administrative change in the Corporation Complaints Policy.
- Following discussion it was agreed that this would be amended to reflect the fact that the Complaint was for the attention of the Governors and note the College.

**Report RECEIVED Policies APPROVED.**

**11. Attendance**

- The Clerk drew Members attention to the fact that this terms meetings had not yet been included. It was noted that an end of year update would come to the Corporation in October.
- Members noted that the calculation in respect of the Chairs attendance needed to be reviewed for accuracy.
- Members noted that there had been significant additional meetings held to address the potential merger with Lambeth during the course of the year.
- Members also noted the significant additional time that the Chair had to contribute over a number of areas including the Area Review Meetings.

**Update RECEIVED.**

12. **Any Other business:**

- **Briefing Note** – Eversheds – Circulated for Information
- **E-Governance** – Blackboard had now moved to a new platform. The Clerk confirmed that an updated handbook would be launched. Agreed that e governance would be in place for the start of the academic year.
- **Audit of Corporate Governance** – The Clerk informed Members that the Audit Committee were consideration the plan for the following year. Members were advised that the Director of Finance had asked that the combined audit on Corporate Governance and Risk Management be re-allocated to cover Risk Management Assurance Mapping. Noted.
- **Shortlist for Away Day Event** – Following discussion the Clerk was asked to finalise the choice of Venue. Preference was expressed for a return to Burford Bridge due to the easier journey and geographical location. It was agreed that the Clerk would seek to confirm, this location subject to assurances over improvements from the previous year. Agreed.

Clerk

Clerk

13. **Date and Time of Next Meeting**  
TBA

Signed By: \_\_\_\_\_

Date: \_\_\_\_\_