

Minutes of Search and Governance Committee

(All resolutions passed were the unanimous decision of the Search Committee members present unless otherwise stated)

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| Meeting Title | Search Committee (Meeting by Conference Call) |
| Date | 30 November 2018 |
| Members Attending | Mr G. Allen Ms S. Gordon - Chair Mr K. Hossain Mr P. Mayhew-Smith - Group Principal / CEO |
| Attendees | Mrs H. Meredith - Head of Governance |
| Items for discussion | |
| 1.1 | WELCOMES, APOLOGIES AND DECLARATION OF INTEREST Members were welcomed to the meeting. Apologies were received from Dr Brumwell and it was noted that Mr Hick has stepped down from being a member of this committee since joining the Remuneration Committee. DECLARATION OF INTEREST Members confirmed that they did not have any pecuniary or other interest in any agenda item. |
| 2. | MINUTES OF LAST MEETING (19 SEPTEMBER 2018) AND MATTERS ARISING |
| 2.1 | <u>Accuracy.</u> The minutes of this committee of 19 September 2018 were accepted as an accurate record and were signed by the Chair. |
| 2.2 | <u>Matters arising</u> These were not reviewed in detail as this was an additional meeting convened to discuss a single issue. |
| 3. | OFFICE FOR STUDENTS (OFS) ENHANCED MONITORING REQUIREMENTS FOR CONDITION E1: PUBLIC INTEREST GOVERNANCE |
| 3.1 | The Head of Governance presented a report confirming that although the Group’s registration with the new HE Regulator, the Office for Students (OFS) was completed last month the initial registration included three Enhanced Monitoring requirements relating to governance: <ol style="list-style-type: none"> 1. Relating to Academic Freedom 2. Relating to Freedom of Speech 3. Relating to OFS Public Interest Governance Principle XI on independent members of the governing body and a limit on the length of their term of office |
| 3.2 | The Committee noted that Action has already been taken to address the point relating to Academic Freedom. The required change to the Instrument and Articles to include Academic Freedom was approved by the Corporation on 9 October 2018. |
| 3.3 | A Freedom of Speech Policy is being prepared by the College and was due to be presented to the QLS Committee on 3 December for approval by the Corporation on 11 December 2018. <i>[Subsequent note: there have been some delays by the College in meeting that timescale.]</i> |
| 3.4 | The Committee was asked to consider OFS public interest governance principle XI which states: |

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| | <p>XI. Independent members of the governing body: There must be at least one external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years. For providers with large governing bodies, or more complex legal forms, additional independent members may be appropriate</p> |
| 3.5 | <p>The OFS asked supplementary questions about any limit at STCG on the maximum number of terms that governors can serve. As there is no maximum limit the OFS has put in place a requirement for enhanced monitoring requiring the Group to submit by the end of January 2019 details of the actions the Group will take to ensure that public interest governance principle XI is upheld in the college’s governing documents and in practice.</p> |
| 3.6 | <p>The Head of Governance reminded the Committee that STCG’s Instrument and Articles of Government provide that a governor’s term of office is four years but do not include any limit on the number of terms that a governor may serve. Instrument 8 states:</p> <p>The term of office of a member</p> <p>8. (1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.</p> <p>(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.</p> <p>(3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.</p> |
| 3.7 | <p>The Group “Policy on the Selection and re-appointment of Governors” was reviewed by the Search Committee on 19 September 2018 and approved by the Corporation on 9 October 2018. This sets out the criteria below, to be applied when considering the re-appointment of governors.</p> <ul style="list-style-type: none"> - whether the skills of the governor are still required; - whether the departure of the governor would afford the opportunity to improve the skill mix of the Board; - the governor’s contribution and commitment to the Board’s work; and - the gender/equality makeup of the Board. |
| 3.8 | <p>On 19 September 2018 the Search Committee discussed whether to impose a limit on the number of terms of office which governors can serve, noting the Nolan committee recommendation that re-appointments to F.E. governing bodies in England for a third or subsequent term should become the exception rather than the rule. The committee also noted that the Code of Good Governance (adopted by the Corporations pre-merger) Clause 9.29 provides that</p> <p><i>“Governors should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as chair.”</i></p> |
| 3.9 | <p>This committee’s recommendation approved by the Corporation on 9th October 2018 was to continue with the previous approach by Kingston Corporation that the wording in the Code of Good Governance “<i>normally</i>” allows the Corporation to make exceptions where it is appropriate to re-appoint a governor for more than two terms of office i.e. more than 8 years’ service.</p> |
| 3.10 | <p>The Committee reviewed this decision in the light of OFS Public Interest Governance Principle XI and the OFS Enhanced Monitoring requirements noting also a recent report by the FE Commissioner (in a college intervention) included criticism about the longevity of governors (in that case).</p> |

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| 3.11 | <p>After discussion it was resolved to recommend to the Corporation:</p> <p>to amend the College's Instrument of Government by adding the following wording as a new clause 8(4):</p> <p>8. <i>(4) Members of the Corporation should not normally serve for more than two terms (or a maximum of eight years) except where nominated from a representative partner organisation or subsequently undertaking a new and more senior role, for example as chair or vice-chair of the Corporation or chair of a Corporation Committee ."</i></p> |
| | <p>The meeting closed at 9.30am</p> <p>Signed..... Date.....</p> |

| ACTION LOG (CARRIED FORWARD) FROM MEETING 19 SEPTEMBER 2018 | | Responsible | Deadline | Signed off |
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| 1. | Election of vice-chair deferred to next meeting | HoG | Jan 2019 | |
| 2. | Contacts at LB Wandsworth to be approached about governor vacancy | PM-S | Oct 2018 | |
| 3. | Contacts at Kingston University to be approached about governor vacancy once Dr Wilks retires from Kingston University | PM-S | Oct 2018 | |
| 4. | Identify prospective governors to fill identified skills gaps: HoG to contact CSR depts at large accountancy practices and HoG and Group Principal to speak to prospective governors who have already been put in contact | HoG/ PM-S | Oct 2018 | |
| 5. | Election of a student Governor | Dir SS | Oct 2018 | |
| 6. | Fix interview panel in November 2018 | HoG | Oct 2018 | |
| 7. | Fix new meeting date in January 2019 | HoG | Nov 2018 | |
| 8. | GA to relay decision to RF about request to swap committees | GA | Oct 2018 | |
| 9. | Revise TOR for Search and Governance role for next meeting | HoG | Jan 2019 | |
| 10. | Bring proposals for e-governance to next meeting | HoG | Jan 2019 | |