

Minutes of Search Committee

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

Meeting Title	Search Committee
Date	19 September 2018
Members Attending	Mr G. Allen Ms S. Gordon - Chair Mr J. Hick Mr K. Hossain
Attendees	Mr P. Mayhew-Smith - Group Principal / CEO Dr J. Brumwell - Observer Mrs H. Meredith - Head of Governance
Items for discussion	
1.1	WELCOMES, APOLOGIES AND DECLARATION OF INTEREST Members were welcomed to the meeting. There were no apologies-all members were present. DECLARATION OF INTEREST Members confirmed that they did not have any pecuniary or other interest in any agenda item.
2.	MINUTES OF LAST MEETING (20 MARCH 2018) AND MATTERS ARISING
2.1	<u>Accuracy.</u> The minutes of this committee of 20 March 2018 were accepted as an accurate record and were signed by the Chair.
2.2	<u>Matters arising</u> The Action Log was reviewed. All actions had been completed other than the election of a Student Governor which is covered elsewhere on the Agenda. (Item 5). .
3.	ELECTION OF CHAIR AND VICE-CHAIR OF SEARCH COMMITTEE
3.1	Election of Chair: Ms Gordon was proposed by Mr Allen and seconded by Mr. Hossain. There being no other nomination, Ms Gordon was elected to serve as Chair for the year.
3.2	Election of vice-chair: The election was deferred to the next meeting.
4.	GOVERNOR SUCCESSION PLANNING
4.1	<u>Review of 2018 Governors' Skills Audit</u>
4.1.1	Members discussed the analysis of the 2018 Skills Audit and noted the governors who have left the Corporation recently. After discussion it was agreed that the analysis and responses from governors in completing recent Governance SAR checklists highlighted that new governor appointments should ideally include a mix of the following skills and diversity : <ul style="list-style-type: none"> • Someone with an education background ideally in FE; • Someone with financial management able to interrogate financial statements (for FPR); • someone with audit and accounting experience to join the Audit Committee; • possibly someone with legal or health and safety experience / knowledge • diversity in terms of equalities characteristics with an aspiration to appoint more female and younger governors- subject to them having the appropriate skills; • Someone with links to LB Wandsworth- ideally also with skills from identified skills gaps; • Once Dr Wilks retires from Kingston University the college will also approach the university to nominate someone to the STCG Board as there has always been an informal arrangement between Kingston College and the University of mutual engagement through a seat on the board at each institution.

4.1.2 It was **resolved** that shortlists for interviews for governor appointments should include a full span of equalities characteristics although appointments should still be skills based. The aspiration is to move from the current ratio of male: female governors of 36:63 to 50:50.

4.1.3 The Committee discussed how to ensure that governors make best use of their skills and knowledge towards Corporation decision making. The following ideas were agreed:

- Consider providing further training for governors (E.g. previous training on “ Asking Powerful Questions”) ;
- Committee Chairs to encourage members to speak;
- Any issues with lack of contribution from individual governors could be addressed by the Chair of the Corporation carrying out appraisals with governors.

4.2 **Length of term of office for STCG Governors**

4.2.1 The Committee noted that the ends of terms of office of governors had been staggered to assist succession planning, as set out below.

End of term	End of term	End of term	End of term
31.07.2019	31.07.2020	31.07.2021	2022
Dr. J Brumwell	Mr G. Allen	Mr J Azah	Dr J McSherry
Cllr B. Fraser	Mr J. Hick	Mr M. Bristow	Student governor
Mr R. Foulston		Mr T. Byrne-Price	New governor
Mr E. Gilbert		Mr D Cheema	New governor
Mr G Willett		Ms K. Driver	New governor
		Ms S. Gordon	
		Mr K. Hossain	
		Ms J. Murphy	
		Mr N. Ratnavel	
		Dr C. Wilks (6.11.21)	
(5)	(2)	(9)	(5)

4.2.2 After discussion it was **resolved** to recommend to the Corporation :

- That the normal term of office for governors of STCG should remain four years (as per the Instrument and Articles of Government);and
- That the start date for terms of office of all governors should be re-set to zero from the date of the merger.

4.3 **Any limit on number of Term of Office served by STCG Governors**

4.3.1 Members 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. This was supported in the Code of Good Governance (adopted by the Corporations pre-merger) Clause 9.29 which provides that

“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.”

4.3.2 After discussion it was **resolved** to recommend to the Corporation :
To continue with the previous approach by Kingston Corporation that the wording “normally” allows the Corporation to make exceptions where it is appropriate to re-appoint a governor for more than two terms of office ie more than 8 years’ service.

4.4 It was **resolved** to note the report.

5. **STUDENT GOVERNOR**

5.1 The Group Principal / CEO had previously expressed the hope that the Group might be able to fund a student sabbatical officer post but was disappointed that there is there is no funding available for such a position. The Head of Governance reported that the Student Services team is organising an election for a Student Governor this term.

5.2 It was **resolved** to note this update.

<p>6. 6.1 6.1.1.</p> <p>6.1.2</p> <p>6.2 6.2.1</p> <p>6.2.2</p>	<p>STRATEGY FOR RECRUITMENT TO FILL GOVERNOR VACANCIES</p> <p><u>Policy on the selection and re-appointment of governors</u></p> <p>The committee reviewed the Policy on the Selection and re-appointment of Governors which was in place at Kingston and Carshalton Colleges pre-merger. The policy requires a governor seeking re-appointment to complete an application form and be interviewed by the Search Committee interview panel at the same time as other prospective governors in order to ensure that the best mix of skills and experience is achieved on the Corporation.</p> <p>After reviewing the Policy it was <u>resolved</u> to adopt this without amendment. (Appendix 1)</p> <p><u>Current governor vacancies</u></p> <p>The committee noted current vacancies for one Student Governor and two Skills Based governors. At the meeting Mr Hossain indicated his intention, when a suitable replacement can be found, to resign as a governor due to pressure at work, leaving three skills based vacancies to fill. The Group Principal / CEO agreed to approach Dr Wilks to ask her to continue as a skills based governor following her forthcoming retirement from her position at Kingston University.</p> <p>Action will be taken by the Principal /CEO and Head of Governance to find suitable candidates to fill the identified skills gaps (Item 4.1.1) an invite these to interview in November 2018. The interview panel will comprise the Chair of Corporation, the Group Principal/ CEO, Chair of the Search Committee and Dr Brumwell.</p>
<p>7. 7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p> <p>7.5</p>	<p>REVIEW OF COMMITTEE AND LINK GOVERNOR MEMBERSHIPS</p> <p>The Search Committee reviewed the matrix of committee memberships and discussed the membership of the committees.</p> <p>The committee discussed Mr Foulston’s request to move from the Audit to the F, P & R committee but agreed that a replacement governor would be needed for the Audit Committee before this move could take place and to review this request again in January 2019.</p> <p>Members noted that there is a vacancy for a Link Governor for 19+ provision. The Head of Governance had asked the Corporation for a volunteer to fill this vacancy.</p> <p>It was <u>resolved</u> to recommend to the Corporation:</p> <ul style="list-style-type: none"> • To appoint the Chair of the F P & R Committee, Mr Hick, to join the Remuneration Committee and to let him step down from membership of the Search Committee; • To appoint Dr Brumwell to join the Search Committee; • To review committee memberships again in January 2019 once the current governor vacancies have been filled. <p>It was <u>resolved</u>: to note the Report.</p>
<p>8. 8.1 8.1.1</p> <p>8.1.2</p> <p>8.2</p>	<p>REPORTING TO GOVERNORS</p> <p><u>Reporting to Audit Committee</u></p> <p>The committee felt that there needs to be a better flow of information or requests for further assurance from committees to the Audit Committee under the Board Assurance Framework.</p> <p>It was <u>resolved</u> that following each meeting each committee should send 5 bullet points to the Audit Committee to ensure an appropriate flow of information.</p> <p><u>Improving content and style of reports to governors</u></p> <p>This was discussed at the Governance IQAR session in May 2018 and raised by governors’ in their responses to the Governance SAR checklist. The Committee discussed the feedback and <u>resolved</u> that in future reports to governors should;</p> <ul style="list-style-type: none"> • Be shorter and more focused on what the data / information means, • identify what the most important decision is; • identity the impact of decisions for learnersl • provide more of a future focus or ideas for solutions.

	<ul style="list-style-type: none"> • be OFSTED position statements of not more than 2 sides of A4, in a consistent format with data always in a three year slice; • show the group position alongside individual centre performance wherever possible; • be colour coded on as much data as possible that shows performance against expectation/national rather than intra-group; • be bullet points instead of joined up prose as a default style; • all document pages to be numbered. <p>It was also agreed that at the outset of each meeting the committee should review any improvements they required to that set of meeting papers.</p>
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9.	GOVERNOR TRAINING NEEDS
9.1	Members discussed an analysis of governors training needs from the checklist completed by governors with the skills audit. After discussion it was agreed to use the annual schedule of training sessions as follows: <ul style="list-style-type: none"> • 13 November: Risk Management and Board Assurance led by the College's Internal Auditors; • 5 February 2019 -Governance IQAR –training and preparation session for Ofsted for all governors • 14 May 2019 -Training for all governors on monitoring financial performance
9.2	It was resolved to note the report.

10.	TERMS OF REFERENCE
10.1	Members considered the committee's Terms of Reference and asked for these to be revised to change the role of the committee to become a Search and Governance Committee.
10.2	It was resolved to recommend to the Corporation that the committee name and role changes to Search and Governance. .

	NEXT MEETING
	The next scheduled meeting of the committee is 7 May 2019. It was agreed to hold an interview panel in November 2018 if suitably qualified prospective candidates can be found. It was agreed to hold the next meeting in January 2019 (date tbc) instead of May 2019 to review committee memberships following governor appointments.

	The meeting closed at 8:45pm
	Signed..... Date.....

ACTION LOG		Responsible	Deadline	Signed off
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	

POLICY ON THE SELECTION & REAPPOINTMENT OF GOVERNORS

(Excluding the Group Principal)

APPENDIX

1. VACANCIES

1.1 Vacancies may arise from:

- the death of a governor
- the resignation of a governor
- the removal of a governor from office by the Board
- the expiry of the term of office of an existing governor

1.2 In all cases except the expiry of the term of office of an existing governor, the process for filling vacancies shall be that set out in paragraph 3 of this policy.

2. EXPIRY OF THE TERM OF OFFICE OF AN EXISTING GOVERNOR

2.1 At the commencement of the last year of a governor's term of office, the Head of Governance will make contact with the governor to see if they are willing for their name to be considered by the Search Committee to serve another term of office.

2.2 Governors seeking re-appointment will be required to complete a '*Governors Re-Appointment Self-Assessment*' Questionnaire' (Appendix I).

2.3 The Search Committee will review completed questionnaires and will make any re-appointment recommendations to the Corporation.

2.4 In circumstances where the governor is willing to be re-appointed, the Search Committee will consider whether to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:

- 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.

2.5 When the governor under consideration is a member of the Search Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.

2.6 Where the Board accepts a recommendation from the Committee to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government of the College.

2.7 Where the Search Committee decides that the governor should not be appointed for a further term, a vacancy shall exist and shall be dealt with under paragraph 3 of this policy. Such a decision will be reported to the next meeting of the Board.

- 2.8 A governor who the Search Committee decides should not be appointed for a further term of office shall have no right of appeal against such a decision nor the right to be heard by the Committee or the Board on this issue.

3. FILLING OF VACANCIES

- 3.1 When a vacancy arises, for whatever reason, the Search Committee will give consideration to the skills mix required of the vacancy/vacancies to ensure that the Board has appropriate skills and expertise amongst its membership to enable the Board to discharge its responsibilities.
- 3.2 Consideration will also be given to the gender and equality of the current membership with the aim of working towards a Board membership that best reflects the community that the College serves.
- 3.3 Vacancies may be advertised either through the placing of an advert in local/national newspapers and periodicals or by advertising the vacancy on the College's website. Existing Board members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Head of Governance to the Governors.
- 3.4 The Head of Governance will be responsible for assessing applicants against the person specification and required skills mix.
- 3.5 Interviewing shall be undertaken by a panel determined by the Search Committee. Minimum membership of the panel shall be the Group Principal / CEO, one other governor, and the Head of Governance.
- 3.6 The Board shall only appoint a governor on the recommendation of the Search Committee and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of 4 years.

4 STAFF GOVERNOR

- 4.1 Nominations shall be sought from staff whenever a vacancy arises. If more nominations are received than vacancies exist, the Head of Governance will make the arrangements for an election to take place.
- 4.2 The Corporation shall only appoint a staff governor on the recommendation of the Search Committee and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of 4 years.

5 STUDENT GOVERNOR

- 5.1 The Head of Governance will make the necessary arrangements for the student body to elect the student governors
- 5.2 The Corporation shall only appoint a student governor in accordance with the Instrument of Government of the College.

Policy reviewed by Search Committee 19 September

SOUTH THAMES COLLEGES GROUP CORPORATION

Governors Re-appointment Self-Assessment Questionnaire

This self-assessment questionnaire is designed for use by Governors who are being considered for re-appointment to the Governing Body. The questionnaire should be returned to the Head of Governance to the Corporation who will submit it to the Search Committee. The completed questionnaire will form the basis of the Search Committee's evaluation of the performance of the member before making a recommendation on re-appointment to the full Corporation. The Search Committee may make a decision on the basis of the completed questionnaire, or may in addition call a member for interview in case of the need for more information or clarification on any point. Only the Head of Governance, members of the Search Committee and auditors may see the completed questionnaires. Please continue on a separate sheet if necessary.

Name of member being considered for re-appointment:

Date of Evaluation by Search Committee :

SECTION 1: TO BE COMPLETED BY THE MEMBER BEING CONSIDERED FOR RE-APPOINTMENT

Yes To Some Extent No

A Are you able to contribute as much as you would like to meetings?
Comments

B Do you normally attend training events?
Comments: Please list any training events attended, either in-house or external training events

C Do you become involved in College activities (other than training events) e.g. Governor Link visits/Award ceremonies?
Comments: please list any college activities (other than training events) which you attended

D Do you undertake any additional roles apart from your membership of the Governing Body e.g. Charing committees, membership of working groups etc. If yes, please state which
Comments:

E Do you consider that your skills and experience remain relevant to the needs of the Governing Body (This is particularly relevant for Governors with more than 8 years' service)
Comments:

Signature of member seeking re-appointment:.....

Date:.....

**SECTION 2: FOR COMPLETION BY THE HEAD OF GOVERNANCE/
SEARCH COMMITTEE**

- a The member has achieved good attendance, and normally at least 80% over an academic year, at meetings (this section to be completed by the Head of Governance based on published attendance figures)**

Year of Review

Average attendance (%)

- b The category of membership for which the Governor is being considered remains appropriate**

Current Category

Proposed Category

Comments

- c (Where applicable) A nomination has been received/ renewed from a suitable nominating body**

Nominating body

Comments

Date received

- d Recommendation :**

Re-appoint for a period of _____years from _____(date)

Do not re-appoint

Call for interview

Other (please specify)