

Minutes of Search and Governance Committee

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

Meeting Title	Search Committee			
Date	10 June 2019			
Members Attending	Godfrey Allen Janis Brumwell Peter Mayhew-Smith - Group Principal / CEO			
Attendees	Helen Meredith - Head of Governance			
Items for discussion				
1.1	Welcomes, Apologies and Declaration of Interest Apologies were received from the Chair, Cllr Gordon. The Head of Governance confirmed that the meeting was quorate. The Vice-Chair of the Committee, Dr Brumwell, chaired the meeting.			
1.2	Declaration of Interest Members confirmed that they did not have any pecuniary or other interest in any agenda item.			
2.	MINUTES OF LAST MEETINGS OF THE COMMITTEE (7 MAY 2019) AND MATTERS ARISING			
2.1	<u>Accuracy.</u> The minutes were accepted as an accurate record and were signed by the Chair. Amend to show correct date as 7 May (Not 9 May)			
2.2	<u>Matters arising</u> The Action Log was reviewed and updates noted as below			
	Disabilities should in future be added to the Skills Audit Form	HoG		On-Going
	Review of Committee Memberships deferred to HM and GA to be brought back to Committee for review and recommendation to the Corporation.	HoG / GA	June 2019	See Item 5
	The Committee directed the College to put a Student Governor election process in place for September 2019.	PM-S	Sep 2019	
	Dr Brumwell offered to write a paper with proposals for a governor appraisal process to be considered by this Committee before the end of this term.	JB	June 2019	See Item 3.3
	HoG to approve the wording for the vacancy with the Chairs of the Finance and Audit Committees and <ul style="list-style-type: none"> advertise the vacancy on the website of ICAEW (Institute of Chartered Accountants of England and Wales) and by direct approach to CSR departments at large firms of accountants. 	HoG	June 2019	Not actioned yet – but meeting decided not to take any further action
3.	GOVERNANCE ACTION PLAN			
3.1	The Head of Governance had circulated a Governance Action Plan following a Compliance Review against the DfE Guide to Governance for FE Colleges. The Committee reviewed and discussed that the Action Column should become a Governance Improvement Plan including: <ul style="list-style-type: none"> All governors should know and understand STCG's strengths and weaknesses and what action the college is taking to improve achievement rates The Link Governor scheme to be implemented actively to secure greater understanding of the curriculum and how well it meets students' needs Develop a Policy on Conflict of interests Search & Governance Committee to develop a Governor Succession Planning Policy to renew and refresh the board; 			

	<ul style="list-style-type: none"> • Corporation to discuss its ability to work as a team, including expectations about board behaviours at the October 2019 Corporation meeting as part of review of performance 2018-19 – possibly led by a National Leader of Governance (NLG) with self-assessment of board behaviours to be included in Governance SAR checklist in July 2019. • Student Governor nomination / election process to be developed • Set up mentoring for new governors/ student governors • Annual Governor appraisals options to be considered by the Search & Governance Committee. • Develop a policy on use of College funds for political purposes • Carry out an annual review of Board performance • Appraisal of CEO and other senior postholders – a proposal to use an external advisor to support this process and the Remuneration Committee was discussed. <p>It was resolved to note that the areas identified for governance development should be implemented and progress monitored by this Committee during 2019-20.</p>
3.2	<p>GOVERNORS' CODE OF CONDUCT</p> <p>The College adopts a Code of Conduct drafted by Eversheds solicitors. The revised Code was not ready at the date of the meeting and so this item was deferred.</p>
3.3	<p>SUCCESSION PLANNING AND PERFORMANCE REVIEW FOR GOVERNORS.</p> <p>3.3.1 Dr Brumwell presented a paper proposing a more rigorous approach to governor succession planning and understanding the performance of Governors, collectively and individually. The paper proposed a process for Performance Development Reviews for individual governors.</p> <p>3.3.2 Members discussed how to develop governors' talents and skills including by offering mentorship to newly appointed Governors and offering additional responsibilities such as chairing committees to more experienced governors.</p> <p>3.3.3 It was resolved to include the following within the Governance Improvement Plan:</p> <ol style="list-style-type: none"> 1. Development of a Policy on Governor Recruitment to attract younger Governors to the Board- E.g. using social media, community involvement and CSR in 'corporates'; 2. Offering a mentor to new governors and making opportunities for Governors to step up to chair committees; 3. Development of a Performance Development Review process for individual governors to check that they are integrating and contributing well and to provide an opportunity to thank governors.
4.	<p>CONSIDERATION OF CVS FOR SHORTLISTING FOR INTERVIEW OF ANY PROSPECTIVE GOVERNORS</p> <p>4.1 The committee noted that there are currently 3 governor vacancies arising from:</p> <ol style="list-style-type: none"> 1. The resignation of Cllr Stuart Thom 2. The resignation of Kazi Hossain 3. The vacancy for an elected Student Governor 4. A 4th vacancy will arise on the end of term of office of Eamon Gilbert on 31.07.2019. <p>4.2 The Committee noted the FE Commissioner letter stating that all FE Colleges must appoint two financially qualified governors. The Committee noted that the Corporation currently meets this requirement (Chairs of Finance and Audit Committees).</p> <p>4.3 1. The Committee noted that extensive steps taken to replace Cllr Thom via a nomination from LB Wandsworth were unsuccessful- due to a recent cabinet reshuffle the nominee has been moved and is no longer being proposed for the vacancy. The Committee discussed whether to continue to hold places on the Corporation for governors nominated</p>

by the 4 London Boroughs in which the College is situated and **resolved** to recommend that the Corporation should continue to do so. The Head of Governance was asked to contact LB Wandsworth again as the Group Principal believes that LB Wandsworth intends to propose another senior nominee for the vacancy.

2. Mr Gilbert, an RBK nominee, is leaving RBK in August 2019 to become Assistant Director Commissioning – SEND and LAC for Surrey County Council. It was **resolved** to invite RBK to nominate another governor to fill this vacancy and the Group Principal will speak to the Chief Executive and leader of the Council to invite a nomination.
3. Mr Gilbert had expressed interest in being appointed as a skills-based governor. The Group Principal will discuss this further with him in time for the Committee to make a recommendation to the Corporation in July 2019 (for him to fill the vacancy left by Mr Hossain).
4. The Committee noted their previous decision to try to use Mr Hossain’s vacancy to recruit a governor with accountancy, financial or legal qualifications to interrogate financial statements (for FPR). The committee reviewed the cost of using a professional recruiter to find a governor with financial experience, but agreed that their fees were too expensive, and that the College should aim to recruit direct. If Mr Gilbert is appointed, then there is no further current vacancy and to delay further recruitment for this skills set currently.
5. The Committee reviewed the CV of an applicant and asked the Head of Governance to ask permission to hold their details until the next governor vacancy arose.

5. REVIEW OF COMMITTEE STRUCTURES, MEMBERSHIPS AND LINK GOVERNOR VACANCIES 2019-20 FOR APPROVAL

5.1.1 Members considered the matrix of committee memberships. Members discussed whether any changes to committee memberships and chairing of any committees noting that since the last meeting:

- Mr Stone has agreed to join the Audit and QLS Committees;
- This should enable Mr Foulston to move from the Audit Committee to the F, P and R Committee in September 2019;

5.1.2 The Committee also suggested:

1. Appointing another new governor to join Audit Committee and to ask Mr Byrne-Price to move to FPR and the Estates Subcommittee;
2. To ask Mr Willett to join the Search and Governance Committee.

5.1.3 The Committee noted that the Group Principal / CEO will review Link Governor allocations in September in line with the new Education Inspection Framework.

5.1.4 It was **resolved**: to note the Report and recommend the proposed matrix to the Corporation

6. LETTER FROM FE COMMISSIONER 7 MAY 2019

The Committee reviewed the letter setting out 10 findings from the commissioner’s work. The Group Principal confirmed that he is currently undertaking the recommended Said Business School/ETF leadership programme at a cost to the Group of £7,000.

The letter enclosed a list of ‘The Ten “C” Characteristics of a Well Run College’ and it was **resolved** to consider these as part of the work on board behaviours.

MEETING DATES - TO AGREE

The following committee meeting dates were agreed for 2019-20:

- Wednesday 18 September 2019 6:30-8:00pm Merton College
- Tuesday 28 January 2020 6:30-8:00pm Kingston College
- Tuesday 5 May 2020 6.30-8.00pm Carshalton College (Not Kingston College)

The meeting closed at 7.50 pm

Signed..... Date.....

ACTION LOG		Responsible	Deadline	Signed off
From this meeting				
1.	Disabilities should in future be added to the Skills Audit Form	HoG		On-Going
2.	The Committee directed the College to put a Student Governor election process in place for September 2019.	PM-S	Sep 2019	
3.	Governance Improvement Plan to be written including: <ul style="list-style-type: none"> • Policy on Governor Recruitment to attract younger Governors; • Offering a mentor to new governors and making opportunities for Governors to step up to chair committees; • Development of a Governor Performance Development Review process 	HoG	Oct 2019	
4.	Session on Board Behaviours to be included at October 2019 Corporation including looking at the Ten Characteristics of a Well Run College	HoG	Oct 2019	
5.	Invite LB Wandsworth to nominate a governor	HoG	June 2019	
6.	Invite RBK to nominate a governor - the Group Principal will speak to the Chief Executive and leader of the Council.	PM-S	June 2019	
7.	Group Principal to talk to Mr Gilbert about being appointed as a skills-based governor	PM-S	June 2019	
8.	Ask permission to hold a prospective governor's details until the next governor vacancy arose.	HoG	June 2019	
9.	Ask Mr Willett to join the Search and Governance Committee.	HoG	July 2019	
10.	Group Principal / CEO to review Link Governor allocations in line with EIF	PM-S	Sep 2019	