

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	9 May 2019
Members Attending	<p>Godfrey Allen</p> <p>Janis Brumwell</p> <p>Sunita Gordon - Chair</p> <p>Peter Mayhew-Smith - Group Principal / CEO</p>
Attendees	<p>Helen Meredith - Head of Governance</p>
Items for discussion	
1.1	<p>Welcomes, Apologies and Declaration of Interest</p> <p>Apologies were received from Mr Hossain and from the Chair of the Committee, in anticipation of arriving late. The Head of Governance confirmed that the meeting was quorate.</p>
1.2	<p>Declaration of Interest</p> <p>Members confirmed that they did not have any pecuniary or other interest in any agenda item. The Head of Governance declared that she knows the prospective governor being interviewed at the meeting.</p>
2.	ELECTION OF VICE-CHAIR OF SEARCH COMMITTEE
2.1	Dr Brumwell was elected as Vice-Chair.
3.	MINUTES OF LAST MEETINGS OF THE COMMITTEE (30 NOVEMBER 2018) AND MATTERS ARISING
3.1	Members also received for information and reviewed the minutes of the last Search Committee meeting of 30 November 2018.
3.2	<u>Accuracy</u> . The minutes were accepted as an accurate record and were signed by the Chair.
3.3	<u>Matters arising</u> None
4.	TERMS OF REFERENCE
4.1	Members considered the committee's Terms of Reference which had been revised to include Governance duties and responsibilities, largely taken from the previous Terms of Reference of the Search and Governance Committee of South Thames College.
4.2	It was resolved to recommend the revised Terms of Reference (as attached to these minutes as Appendix 1) for approval by the Corporation.
5.	REVIEW OF GOVERNORS' SKILLS AUDIT AND SKILLS GAPS
5.1.1	<p>The recommendations from the 2019 Skills Audit and self-assessment from Corporation Committees indicate that new governor appointments should ideally include a mix of the following skills and diversity:</p> <ul style="list-style-type: none"> • Someone with an education background ideally in FE; • Governors to strengthen the Audit and Finance Committees ideally with accountancy, financial or legal backgrounds / qualifications specifically someone with financial management experience able to interrogate financial statements (for FPR); • possibly someone with legal or health and safety experience / knowledge

<p>5.1.2</p> <p>5.1.3</p>	<ul style="list-style-type: none"> diversity in terms of equalities characteristics with an aspiration to appoint more female and younger governors- subject to them having the appropriate skills and to consider disabilities- which should in future be added to the Skills Audit Form; Someone with links to LB Wandsworth- ideally also with skills from identified skills gaps. <p>It was agreed to recruit a governor with financial qualifications / experience.</p> <p>It was resolved to note the report.</p>
<p>5.2</p> <p>5.2.1</p> <p>5.2.2</p> <p>5.2.3</p> <p>5.2.4</p> <p>5.2.5</p> <p>5.2.6</p>	<p>REPORT ON CORPORATION VACANCIES</p> <p>There are currently 3 Governor vacancies arising from :</p> <ol style="list-style-type: none"> The resignation of David Anderson; The resignation of Cllr Stuart Thom The vacancy for an elected Student Governor <p>In addition Mr Hossain had previously confirmed his intention to resign when a replacement is found and it was agreed that his resignation should now be accepted.</p> <p>Five governors have an end of term of office this summer. It was not yet known whether Mr Gilbert will be seeking re-appointment but applications from four of these governors for re-appointment were considered at this meeting – see Item 6.1.</p> <p>A prospective governor is being interviewed at this meeting for the vacancy arising from Mr Anderson’s resignation.</p> <p>No formal election process has yet been put in place for the Student Governor but students have been in attendance at Corporation meetings since December 2018.</p> <p>It was resolved to note the report.</p>
<p>5.3</p> <p>5.3.1</p> <p>5.3.2</p>	<p>REVIEW OF COMMITTEE STRUCTURES, MEMBERSHIPS AND LINK GOVERNOR VACANCIES</p> <p>The Search Committee deferred the detailed review of committee memberships to the Head of Governance and Chair of Corporation to be brought back to this Committee for review and recommendation to the Corporation for approval.</p> <p>It was resolved to note the report.</p>
<p>5.4</p> <p>5.4.1</p> <p>5.4.2</p> <p>5.4.3</p>	<p>UPDATE ON RECRUITMENT STUDENT GOVERNOR AND GOVERNOR FROM LB WANDSWORTH</p> <p><u>Student Governor</u> Although Student Observers have been attending Corporation meetings since December 2018 no formal election / appointment process across the Group had been set up by the College Student Engagement team. The Committee directed the college to put an election process into place for September 2019. It was agreed that there should be 3 student observers and one elected student governor with one from each of the Colleges.</p> <p><u>LB Wandsworth</u> Although this is not a formally nominated position the Search Committee in September 2018 recommended the appointment of a governor with links to LB Wandsworth- ideally also with skills from identified skills gaps. A conversation has been on-going since then about the possible appointment of Cllr Rory O’ Broin, LB Wandsworth Cabinet Member for Business and Skills but he was unable to give a decision by the date of this meeting pending a possible Council re-shuffle.</p> <p>It was resolved to note the report.</p>

5.5 GOVERNOR SUCCESSION PLANNING

5.5.1 The Committee reviewed a report from the Head of Governance detailing the spread of the ends of terms of office of governors for succession planning purposes, as below.

End of term 31.07.2019	End of term 31.07.2020	End of term 31.07.2021	End of term 2022	End of term 2023	Ex Officio
Dr. J Brumwell Cllr B. Fraser Mr R. Foulston Mr E. Gilbert Mr G Willett (5)	Mr G. Allen Mr J. Hick (2)	Mr J Azah Mr M. Bristow Mr T. Byrne-Price Mr D Cheema Ms K. Driver Ms S. Gordon Ms J. Murphy Mr N. Ratnavel (8)	Dr J McSherry (31.03.2022) (1)	Dr P. Reid (26.02.23) (1)	P.Mayhe w-Smith (1)

5.5.2 The Committee noted that governors with an end of term of office this year include both vice-chairs of the Corporation and the Chair of the QLS Committee. However all three are applying for re-appointment as governors (see Item 6.1) If re-appointed this will help with maintaining staggered ends of terms of office across the Board. A higher than average number of governors end their term of office in 2021. Of these, one (Staff Governor) is an elected role.

5.5.3 The Committee discussed the need to find out about the interests of governors and whether they wish to move committees and to do more to encourage and support governors' development, possibly by a governor appraisal process. Dr Brumwell offered to write a paper about succession planning and performance review for governors. It was agreed that this Committee should hold a further meeting before the end of term to consider further a process for setting up governor appraisals possibly to be led by the Chair and Vice-Chairs.

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

5.6 SUCCESSION PLANNING FOR CHAIR AND VICE-CHAIRS

5.6.1 The Chair and Vice-Chairs were appointed on merger (2017) for two years. Under the Corporation Standing Orders the agreed period of office for both roles is two years and therefore the Corporation will need to elect a Chair and two Vice-Chairs at the July 2019 Corporation meeting.

5.6.2 The proposed process for election will be to send out nomination forms in advance inviting nominations for Chair and Vice-Chair requiring a proposer and seconder. The election will take place by ballot at the July meeting.

5.6.3 The-Chair, Godfrey Allen, has indicated that he would be willing to stand for election as Chair for one more term of office. Both Vice-Chairs are applying for re-appointment as governors and both have indicated that they would be willing to stand for election as Vice-Chair for another term of office.

5.6.4 The Committee noted the recommendation that consideration needs to be given to succession planning for the future Chair position and that it can be useful to use the Vice-Chair roles as a training ground for a future Chair.

5.6.5 On Skills Audit returns governors are asked to indicate whether they would be interested in becoming the Chair in the future and the Committee noted the response from the 2019 Skills Audit returns showing those governors who might be interested in the Corporation Chair role in future.

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

<p>6. 6.1.1</p>	<p>INTERVIEW OF PROSPECTIVE GOVERNOR</p> <p>The Committee were joined at 7.05pm by John Stone for an interview as a prospective governor. John retired from full-time employment in August 2016 after a 43 year career dedicated to Further Education including:</p> <ul style="list-style-type: none"> • Principal of Treloar’s (2012-Aug 2016) an independent residential specialist college and non-maintained special school for young people with complex physical and learning difficulties employing 600 specialist staff. • Chief Executive of LSN, an independent charity set up in 2006 as a successor to a series of government agencies operating in post-compulsory education and training. • Principal of Hammersmith and West London College, subsequently Ealing, Hammersmith and West London College, which during his tenure became one of London’s largest and most successful post-16 institutions. John led the successful merger of Hammersmith College with Ealing Tertiary College, i • Author of ‘Increasing Effectiveness- The Improvement of Quality in Further Education’ • Governor Guildford College Group (2016- 2019), (Chair of Curriculum and Quality Committee from 2017- 2019) and former Governor of London City Lit, Oxford and Cherwell Valley and Reading College Boards. • Other former Board Roles : London Higher Skills Board , UK Commission on Employment and Skills Policy Group, JISC Advance, Higher Education Funding Council Committee of Enquiry into the Changing Learner Experience , Scottish Further Education Unit, Crest Academy,, NATSPEC (2014-2016), AoSEC (2015-2018), Chair -BECTA e-Maturity Framework Design Authority • Provided strategic support for the Lewisham-Southwark College Merger, FE Senior Management Training and support for the development of the New College Nottingham Property Strategy. <p>6.1.2 Following the interview the interview panel discussed how John’s experience and knowledge fills the skills gaps in the Corporation identified by the Search Committee.</p> <p>6.1.3 It was resolved to recommend the appointment to the Corporation of John Stone as a skills based governor for a four year term of office from 14 May 2019 and that he be invited to join the Quality Learning and Standards Committee and Audit Committee.</p>
<p>6.2 6.2.1</p>	<p>GOVERNOR RE-APPOINTMENT APPLICATIONS</p> <p>The Search Committee reviewed applications for re-appointment by the following governors whose applications and CVs were received and reviewed by the Committee</p> <ol style="list-style-type: none"> 1. Janis Brumwell 2. Rob Foulston 3. Brenda Fraser 4. Graham Willett. <p>6.2.2 It was resolved to recommend that the Corporation re-appoint all four governors for a four year term of office with effect from 1st August 2019.</p>
<p>7. 7.1</p>	<p>ARRANGEMENTS FOR RECRUITMENT OF GOVERNORS</p> <p>The Head of Governance has approached some contacts which has resulted in the introduction of John Stone and an ongoing conversation with the Kingston University Directorate for Student Achievement which resulted in one application circulated to the committee – as this was the only application received it was agreed to defer consideration of this to the next meeting.</p> <p>7.2 The Search and Governance Committee discussed how best to fill remaining governor vacancies. It was agreed that the Head of Governance should approve the wording for the vacancy with the Chairs of the Finance and Audit Committees and then :</p> <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 Corporate Social Responsibility departments at large firms of accountants.

8.	E GOVERNANCE PROPOSALS
8.1	The Head of Governance reported on conversations with suppliers of EGovernance solutions about the cost of supplying a customised EGovernance solution, so as to move to a paperless and more secure system of governance for the Group. Members noted the costs outlined in the report.
8.2	As an alternative, the Head of Governance demonstrated a Governor's portal within the Shared Spaces section of the Group Intranet STCG Online which had been set up by the Group's ILT Manager without incurring any external provider costs.
8.3	The Committee accepted that the Sharepoint portal provides the EGovernance solution which they required but asked that the practice should also continue of posting hard copy meeting papers to those who prefer to receive these.

Dr Brumwell left the meeting at 8.27pm

9.	GOVERNANCE ACTION PLAN
9.1	The Head of Governance had circulated a Governance Action Plan following a Compliance Review against the DfE Guide to Governance for FE Colleges.
9.2	When the Compliance Review was presented to the Corporation on 19 th March 2019 it was agreed to carry out some development work on board behaviours including governor appraisal. The Chair of this Committee had invited other governors to a wider discussion before this Committee Meeting but the length of the agenda meant that there was insufficient time either for consideration of this item which was deferred to be the first Agenda Item at a further meeting to take place later this term.
9.3	It was resolved to note the report.

10.	REVIEW OF BOARD RISK ASSURANCE RISK AREAS																											
10.1	<p>Under the Board Assurance Framework and Risk Management Policy each committee provides to the Audit Committee an assessment and opinion on risk areas falling within their Terms of Reference. The committee reviewed the Risk Areas delegated to this Committee as detailed below.</p> <div style="text-align: center;"> <p>South Thames Colleges Group</p> <p>Board Assurance Dashboard</p> </div> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Severity of Risk</td> <td style="width: 33%; text-align: center;"> <div style="display: flex; justify-content: space-around;"> <div style="background-color: #90EE90; padding: 2px;">Minor <20</div> <div style="background-color: #D8BFD8; padding: 2px;">Medium 21-34</div> <div style="background-color: #FF0000; padding: 2px;">Critical >35</div> </div> </td> <td style="width: 47%;"></td> </tr> <tr> <td>Level of Assurance</td> <td style="text-align: center;"> <div style="display: flex; justify-content: space-around;"> <div style="background-color: #008000; padding: 2px;">High</div> <div style="background-color: #FFD700; padding: 2px;">Medium</div> <div style="background-color: #FF0000; padding: 2px;">Low</div> <div style="background-color: #A9A9A9; padding: 2px;">None</div> </div> </td> <td></td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr> <td rowspan="4" style="width: 30%; text-align: center; vertical-align: middle;"> <div style="background-color: #ADD8E6; padding: 5px; border: 1px solid black;"> <div style="text-align: right; padding-right: 10px;">Assurance</div> <div style="text-align: left; padding-left: 10px;">Risk Areas</div> </div> </td> <td colspan="3" style="text-align: center; background-color: #FFDAB9;">Risk Assessment</td> <td rowspan="4" style="text-align: center; background-color: #FFD700;">Overall Assessment of Assurance Level</td> <td rowspan="4" style="text-align: center;">Risk Area Responsibility: Governing Body Committee</td> </tr> <tr> <td style="text-align: center;">Cross Reference to Risk Register</td> <td style="text-align: center;">Gross</td> <td style="text-align: center;">Net</td> </tr> <tr> <td style="text-align: center;">19a</td> <td style="text-align: center;">18</td> <td style="text-align: center;">4</td> </tr> <tr> <td style="text-align: center;">19b</td> <td style="text-align: center;">12</td> <td style="text-align: center;">6</td> </tr> <tr> <td style="text-align: center;">Governance and senior leadership arrangements are not effective</td> <td style="text-align: center;">Total</td> <td style="text-align: center;">30</td> <td style="text-align: center;">10</td> <td></td> <td></td> </tr> </table> <p>After discussion it was resolved that:</p> <p>The Committee was satisfied that the risk level for each of the risks is correct, and that sufficient controls and/or actions are being taken to manage the risks.</p>	Severity of Risk	<div style="display: flex; justify-content: space-around;"> <div style="background-color: #90EE90; padding: 2px;">Minor <20</div> <div style="background-color: #D8BFD8; padding: 2px;">Medium 21-34</div> <div style="background-color: #FF0000; padding: 2px;">Critical >35</div> </div>		Level of Assurance	<div style="display: flex; justify-content: space-around;"> <div style="background-color: #008000; padding: 2px;">High</div> <div style="background-color: #FFD700; padding: 2px;">Medium</div> <div style="background-color: #FF0000; padding: 2px;">Low</div> <div style="background-color: #A9A9A9; padding: 2px;">None</div> </div>		<div style="background-color: #ADD8E6; padding: 5px; border: 1px solid black;"> <div style="text-align: right; padding-right: 10px;">Assurance</div> <div style="text-align: left; padding-left: 10px;">Risk Areas</div> </div>	Risk Assessment			Overall Assessment of Assurance Level	Risk Area Responsibility: Governing Body Committee	Cross Reference to Risk Register	Gross	Net	19a	18	4	19b	12	6	Governance and senior leadership arrangements are not effective	Total	30	10		
Severity of Risk	<div style="display: flex; justify-content: space-around;"> <div style="background-color: #90EE90; padding: 2px;">Minor <20</div> <div style="background-color: #D8BFD8; padding: 2px;">Medium 21-34</div> <div style="background-color: #FF0000; padding: 2px;">Critical >35</div> </div>																											
Level of Assurance	<div style="display: flex; justify-content: space-around;"> <div style="background-color: #008000; padding: 2px;">High</div> <div style="background-color: #FFD700; padding: 2px;">Medium</div> <div style="background-color: #FF0000; padding: 2px;">Low</div> <div style="background-color: #A9A9A9; padding: 2px;">None</div> </div>																											
<div style="background-color: #ADD8E6; padding: 5px; border: 1px solid black;"> <div style="text-align: right; padding-right: 10px;">Assurance</div> <div style="text-align: left; padding-left: 10px;">Risk Areas</div> </div>	Risk Assessment			Overall Assessment of Assurance Level	Risk Area Responsibility: Governing Body Committee																							
	Cross Reference to Risk Register	Gross	Net																									
	19a	18	4																									
	19b	12	6																									
Governance and senior leadership arrangements are not effective	Total	30	10																									

MEETING DATES - TO NOTE

It was agreed to fix another meeting later this term

The meeting closed at 8.45pm

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

ACTION LOG		Responsible	Deadline	Signed off
From this meeting				
1.	Disabilities should in future be added to the Skills Audit Form	HoG		
2.	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	
3.	The Committee directed the College to put a Student Governor election process in place for September 2019.	PM-S	Sep 2019	
4.	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	
5.	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	

APPENDIX

Terms of Reference, Membership and Delegated Authority Search and Governance Committee

Duties

1. To advise the Corporation on the appointment or re-appointment of members of the Corporation (other than the Principal, staff members and student members);
2. To determine selection criteria and procedure to ensure that candidates of appropriate merit are attracted and that due consideration is given to achieving a balance of skills, interests, gender, ethnicity, age and experience amongst the membership;
3. To be responsible for determining the process for, and for nominating candidates for positions on the Corporation;
4. To make recommendations on the induction, training and professional development for governors and the Head of Governance; and
5. To consider and report to the Corporation on matters affecting the determination of the Corporation and the membership of its committees.
6. To ensure that the Corporation is able to communicate effectively with local community and business links and to comply with the Public Sector Equality Duty.
7. To review from time to time the Corporation's Code of Conduct and to ensure that arrangements exist for identifying potential conflicts of interest between Governors' business or private concerns and their responsibilities as a Corporation member.
8. To recommend ways in which the Corporation can enhance its efficiency and effectiveness.
9. To consider the performance of the Corporation's Committees during the preceding academic year, making recommendations to the Corporation as to the content of the Governance element of the College's annual Self-Assessment Report.
10. To be responsible for monitoring and advising the Corporation on its compliance with all Corporate Governance Codes adopted by the Corporation and governance duties and responsibilities required by law or by Regulatory Bodies.

Meetings

The committee shall meet as required with at least one meeting per annum.

Board Assurance & Risk

To provide an annual opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Authority

The Search and Governance Committee makes recommendations to the Corporation, which alone has the power to approve the appointment of a new Governor.

Proposed Membership

The Committee to consist of up to 5 nominated members to include the Chair of the Corporation, Group Principal / CEO and up to 3 other Corporation members.

In addition the Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the process of search and or to verify that the process is independent and free from any form of patronage. In addition where necessary to enable the appointment process to take place either Vice Chair of the Corporation may be called upon to serve on an appointment panel.

External Advice

The Committee may seek the services of such external advisers as they consider necessary to fulfil their responsibilities.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Procedural Rules

The procedural rules will be those which govern the proceedings of the Corporation.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Reporting Responsibilities

The Chair of the Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

The Committee shall provide an opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.