

APPROVED:

Chair

DATED:

OPEN MINUTES OF SEARCH COMMITTEE MEETING Tuesday 17 September 2019 5.30pm in the Principal's Office



STANDING ITEMS

ATTENDANCE AND APOLOGIES

Present: Wayne Marley (Chair)
Lloyd Taylor (Vice-Chair)
Karen Hucker (Principal)

Minutes: Alison Dennett (Clerk to the Corporation)

Apologies: None.

NOTIFICATION OF ANY OTHER BUSINESS

There was none.

DECLARATION OF INTERESTS

There was none.

MINUTES OF PREVIOUS MEETING

The Minutes of the Search Committee meeting held on 21 May 2019 were agreed and signed as correct.

MATTERS ARISING FROM PREVIOUS MEETING

There were none; it was noted that all actions on the Action Plan had been completed.

With regards to the issue of Governors' DBS checks being updated every eight years (i.e. after two Terms of Office) it was agreed that the Governors who this would apply to should be given new forms at the next Corporation meeting for completion.

Action: Clerk to prepare new DBS forms for completion by those Governors who had served two or more Terms of Office.

MAIN AGENDA

SG19/01. REVIEW OF TERMS OF OFFICE

The Committee noted the terms of office for the current serving Governors and considered the renewal of one Governor who would be reaching the end of their current Term of Office in April 2019. Given their commitment, attendance and contribution to the role of Governor, the Committee felt happy to recommend for the Governor's membership to be renewed for a fifth four-year term. It was also noted that one other Governor who would be coming to the end of their Term of Office in January 2020 did not feel able to continue as a Governor for another Term. The Committee considered the need to advertise for an Independent Governor towards the end of the year. The Committee were advised that one interview had taken place for the position of Student Governor and the appointment of the interviewed candidate was discussed.

**RESOLVED: That the Committee recommended to approve the renewal of one Independent Governor for a further four year Term of Office.
Recommendation will be presented at the Corporation meeting in December 2019.**

The current Parent Governor would be coming to the end of their Term of Office in July 2020 and the appointment of a new Parent Governor was therefore considered. It was noted that the appointment process had been amended to an Application and Interview process which was reflective that of the Independent, Staff and Student Governors. The appointment would be subject to an initial probationary year.

The timeline of advertisement of the vacancy, deadline for applications and interview date was noted. The Committee considered and agreed the amended documentation for the recruitment process including an amended Appointment of Governors Policy, SG3.

RESOLVED: That the amended Appointment of Governors Policy SG3 be recommended to Corporation for approval.

Recommendation will be presented at the Corporation meeting in December 2019.

SG19/02. **REVIEW OF COMMITTEE STRUCTURE AND MEMBERSHIP**

The current Committee Structure and membership was noted by the Committee with no amendments recommended for approval.

The Vice-Chairmanship of the Strategic Planning, Policy & QA Committee was considered in light of the current Vice-Chair not wishing to continue for a second Term of Office in January 2020. This appointment of a successor Committee Vice-Chair would be considered at the November 2019 meeting and it was suggested that the Clerk should contact the remaining Committee members ahead of that meeting to determine whether they would be willing to step into the Vice-Chairman role.

ACTION: Clerk to contact members of the Strategic Planning Committee to advise them of the situation regarding the Vice-Chairmanship of the Committee.

SG19/03. **REVIEW OF TERMS OF REFERENCE FOR COMMITTEES**

One change was proposed for the Committee to consider: it was suggested that the Governance and Oversight of HE in relation to the College's Office for Student Registration be added to the Terms of Reference for the Strategic Planning Committee.

It was noted that information with regards to HE (SAR, student numbers, pass rates etc.) had always been reported to Strategic Planning and this amendment to the ToR formalised this.

RESOLVED: That the proposed amendments to the Terms of Reference be recommended to the Corporation meeting in December 2019 for approval.

Recommendation will be presented at the Corporation meeting in December 2019.

SG19/04. **GOVERNANCE CODES REVIEW**

The Clerk had undertaken a detailed compliance review against the three main Governance Codes that were available to Corporations to adopt: the Charity Governance Code, the AoC Code of Good Governance for English Colleges and the UK Corporate Governance Code.

It was noted that adoption of a Governance Code was not currently a legal requirement, however it was recommended that Colleges should review the Codes with a view to consider whether adoption would be beneficial. It was noted that, once a Code had been adopted, the requirements of that Code would need to be met; regulators or inspectors may also take note of any failure to adhere to the terms of an adopted code when assessing a College's performance.

The Clerk's review had been used to determine whether it would be appropriate to recommend adoption of a particular code, or whether the Corporation's governance processes and procedures in place (I&As, Standing Orders, Code of Conduct, Committee Terms of Reference) were sufficient to address the principles of best practice raised within the codes.

The Committee agreed that the high percentages of compliance against each of the Codes (Charity Code 91% fully or partially compliant; AoC Code 90% fully or partially compliant; Corporate Code 80% fully or partially compliant) demonstrated that strong levels of best practice were already in place and therefore adoption of a specific Code would not bring sufficient additional benefit to the Corporation at this time.

There were some elements of good practice, such as a Search Committee Annual Report, that could strengthen existing practices; the Clerk would bring these forward for the Committee to consider in due course.

The Committee were happy with the detailed review and the strong results as to the existing governance processes and policies in place. The exercise was considered to be a useful self-assessment tool which should be repeated every two years to ensure the Corporation remained strongly aligned with suggested best practice.

The ESFA required colleges to adopt the AoC Code or to have due regard to the UK Corporate Code and to declare this within their Annual Accounts; the Committee agreed that a specific Governance Code would not be adopted at this time and that the Corporation would continue to have due regard to the Corporate Code.

RESOLVED: That a compliance review against the Governance Codes be undertaken every two years to ensure that the Corporation's processes remained strongly aligned with recommended best practice.

RESOLVED: That a specific Governance Code not be adopted and that the Corporation continues to have due regard to the UK Corporate Governance Code, as reported through the Annual Accounts.

SG19/05. **REVIEW OF ATTENDANCE 2018/19**

Overall Governor attendance rates for 2018/19 were excellent at 90% and had increased from 2017/18 (78%).

The Clerk had received benchmark figures for attendance at Corporation and Committee meetings combined across 79 colleges and the average was 81.74% with figures ranging from 69% to 94%. As with previous years, the figure for Bexhill Corporation demonstrated that the Corporation rated highly against benchmark figures and was towards the top end of the range.

The Committee discussed the process for Governors who were unable to attend meetings for reasons of long-term sickness as this could have a significant effect on the attendance figures of individual Governors as well as the overall Corporation. The Clerk advised that it was possible to make provision within the Standing Orders to grant a Leave of Absence which meant that attendance would be recorded as 'Not Required' during the period of absence. The Clerk would report back on this to the May 2020 meeting.

Action: Clerk to research the provision for a Leave of Absence to be included within the Corporation Standing Orders and report back to the Committee in May 2020.

SG19/06. REVIEW OF SKILLS AUDIT

The Committee considered the current Skills Audit of the Corporation, which demonstrated that, with the current membership, the Corporation and Committees continued to be adequately covered by Governors with the relevant expertise and skills to carry out their roles effectively.

The Clerk had prepared a Skills Audit for succession planning which demonstrated areas where recruitment could stand to be focused in light of one Governors' decision not to return for a second Term. This demonstrated that recruitment did not need to be focused on specific areas which widened the recruitment field.

The Committee discussed the process for recruitment of a new Independent Governor and the various ways in which a vacancy would be advertised. It was considered that this could be advertised alongside the vacancy for the Parent Governor e.g. through an advert on the College' website, parent portal, newspaper advert, Facebook post, information given out at Parents Evenings. The recruitment process would begin after the October half term.

SG19/07. REVIEW OF SELF ASSESSMENT 2018/19

The Committee considered the results from the annual Corporation Self Assessment survey, which had achieved 83% completion (down from 92% in 2017/18 and 100% for 2016/17).

Overall, responses had been positive with no real areas to be addressed. The review demonstrated that the College continued to have a strong and unified Corporation, aware of their roles and responsibilities. Governors feel positively about the relationship between the Chair and the Principal, as well as Governors' relationship with Senior Management. It was considered that the results were especially pleasing given the large proportion of Governors (40%) who responded to the survey that were currently in their first Term of Office.

In a different approach to this years' survey, Governors were asked to assess whether they thought the Corporation met or did not meet the criteria referring to Governance as part of the Leadership and Management grade of an Ofsted inspection. For the Leadership and Management to be judged Good or Outstanding, the criteria which referred specifically to Governance should be met securely and consistently.

90% of respondents to the survey agreed that the Corporation met the criteria; one Governor responded that they did not feel the Corporation met this criteria, however they had not left any further comment surrounding their response. It was agreed that the Clerk would contact the Governor concerned to determine whether was any other comment they would like to make or action that could be taken.

One comment had been made with regards to Governors' understanding of data presented, suggesting it could be an area for a future training session. The Committee agreed this would be a good area of focus for the April 2020 Governor Training session.

Action: The Clerk to contact the Governor, as mentioned above, to determine whether they would like to make any further comment regarding their response to the meeting of the Ofsted Leadership and Management criteria.

SG19/08. TRAINING SESSIONS FOR 2019/20

Based on the feedback received through the Training Needs Analysis and the Self Assessment Review, as well as statutory updates required, it was agreed that the following topics would be covered in 2019/20:

- Monday 30 September 2019: Changes to Keeping Children Safe in Education (KCSiE) September 2019, outcomes of Safeguarding Audit and Fundamental British Values (as a key criteria within the EIF).
- Monday 27 April 2020: Data (in light of comments made as part of the Self Assessment process).

- Monday 22 June 2020: To Be Agreed.

The Clerk had undertaken some online modules from the ETF as part of phase one of a Governance Development Programme. The modules undertaken by the Clerk clearly presented useful information in an easy to digest way, with an assessment at the end of the module. Participants were required to answer 8 out of 10 questions correctly to pass the assessment.

It was suggested that the following modules would be particularly useful for newly appointed Governors, or those serving their first Term of Office, as these could address three areas identified within the Training Needs Analysis (Effective Governance, Roles / Responsibilities of Governors and Senior Managers; and Finance & Funding). The Committee considered that the modules could provide a useful refresher for long standing Governors as well.

- Understanding your role and the role of the board;
- Introduction to strategy, mission and values;
- Financial management for board members; and

It was agreed that the Clerk would create an account for Governors to access the training modules and the link to the agreed modules would be sent to all Governors.

Action: The Clerk to create a Governor log in for the ETF Governance Development Programme online modules and send relevant links to all Governors.

SG19/09. CONFIDENTIALITY REPORTING REVIEW

The Committee reviewed the list of confidential items and minutes to determine whether confidentiality was being maintained appropriately and whether any of the material could be released. It was agreed that all items should remain confidential.

SG19/10. RISK REVIEW

It was noted that there were currently no risks delegated to the Committee.

SG19/11. ANY OTHER NOTIFIED BUSINESS

There was none.

NEXT MEETING

Tuesday 5 May 2020 at 5.30pm in the Principal's Office. The Agenda will close on Thursday 30 April 2020.

The meeting closed at 18.30pm.