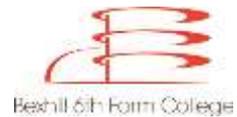


APPROVED:

Chair

DATED:

## OPEN MINUTES OF SEARCH COMMITTEE MEETING Tuesday 21 May 2019 17.30 in the Principal's Office



### STANDING ITEMS

#### ATTENDANCE AND APOLOGIES

- Present:** Wayne Marley (Chair)  
Karen Hucker (Principal)
- Minutes:** Alison Dennett (Clerk to the Corporation)
- Apologies:** Lloyd Taylor (Vice-Chair)

#### NOTIFICATION OF ANY OTHER BUSINESS

There was none.

#### DECLARATION OF INTERESTS

No interests were declared.

#### MINUTES OF PREVIOUS MEETING

The Minutes of the Search Committee meeting held on 18 September 2018 were agreed and signed as correct.

#### MATTERS ARISING FROM PREVIOUS MEETING

The Chair led the Committee through the Action Plan. One action with regards to the issue of Governors' DBS checks being updated every 8 years (i.e. after two Terms of Office) was outstanding and the Principal agreed to follow this up.

### MAIN AGENDA

- 1. APPOINTMENT OF CHAIR & VICE-CHAIR 2019/20**  
The Committee considered the appointment of Chair and Vice Chair for 2019/20 and the current Chair and Vice Chair were happy to continue in their roles.  
**RESOLVED: The Committee approved the appointment of the Chair and Vice Chair for 2019/20.**
- 2. CORPORATION MEMBERSHIP**  
A potential new Governor had been interviewed by the Chair of the Corporation and the Principal on 7 July. The interview had been successful and the panel felt that the new Governor could make a valuable contribution to the Corporation.  
The Committee were happy to formally recommend to the Corporation that the application of Alison McInnes to become a Governor be approved.  
It was agreed that this would be recommended to Corporation for approval by Written Resolution to take effect from 1 June 2019 in order to allow Alison to attend the Governor Training Session on 17 June and the full Corporation meeting on 1 July. Induction would take place prior to the Training Session and the Corporation meeting with the new Governor attending committee meetings from the start of the 2019/20 academic year.  
**RESOLVED: The Committee recommended to approve Alison McInnes' application to become a Governor for an initial one year term of office from 01.06.19 – 31.05.20.**  
**Recommendation will be presented to Corporation for approval via Written Resolution.**  
  
The Committee noted the terms of office for the current serving Governors and considered the renewal of two Governors, Marie-Ange Coxhead and David Kelly, who would be reaching the end of their initial probationary year in July 2019. After considering their commitment, contribution and attendance, the Committee recommended that Marie-Ange's and David's membership be renewed for the remainder of a four year term (i.e. a further three years).  
**RESOLVED: The Committee recommended to approve the renewal of Marie-Ange Coxhead for a further three years from 02.07.19 – 01.07.22, following a successful probationary year.**  
**RESOLVED: The Committee recommended to approve the renewal of David Kelly for a further three years from 02.07.19 – 01.07.22, following a successful probationary year.**  
**Recommendations will be presented at the Corporation meeting in July 2019.**

The timeline for appointment of the Student Governor was considered: expressions of interest had been requested to be received by half term with interviews to take place shortly after. It was discussed that the Clerk could sit on the interview panel with the Principal and Director of Services Supporting Learning in the place of the Chair of the Corporation.

The Committee discussed the two Independent Governors who would be coming to an end of their current Term of Office in 2019/20. It was agreed that the Clerk would contact those Governors to confirm if they would be happy to continue for a further four year term; these re-appointments would be considered by Search in September 2019.

It was noted that the current Parent Governor would be ineligible to re-stand for appointment as a Parent Governor at the end of their current Term of Office in July 2020, however they would be able to be re-appointed as an Independent Governor. The Clerk would contact the current Parent Governor to confirm if they would be happy to continue as an Independent Governor once their current term as a Parent Governor came to an end. This re-appointment would be considered by Search in May 2020. The appointment process for a new Parent Governor was discussed along with the various ways in which the vacancy could be communicated to parents. The Search Committee would review and refresh the relevant documentation and process of nomination, interview and approval in September 2019.

### 3. REVIEW OF COMMITTEE STRUCTURE AND MEMBERSHIP

The Committee agreed that the current Committee structure worked well for the Corporation and consideration of a move to a different model of governance would not be appropriate at this time.

The newest Governor to the College, Alison McInnes, who had been recommended for formal appointment earlier in the meeting, would be provisionally allocated a seat on the Personnel committee, should their application be approved by the Corporation.

The following actions were agreed with regards to committee membership of each Committee:

**Audit:** Due to quoracy issues that had been experienced with the November Audit Committee meeting, the possibility of appointing a fourth Governor to this Committee was discussed. It was agreed that the possibility of membership of the Audit Committee would be discussed with the newly appointed Independent Governor, once they had received their full induction. Membership of the Audit Committee would be revisited by Search in September; training for the Audit Committee would also be discussed at this point.

**Finance & Property:** No changes.

**Personnel:** New Governor to be appointed to this Committee once approved by Corporation.

**Remuneration:** No changes.

**Search:** No changes.

**Strategic Planning, Policy & Quality Assurance:** No changes.

**Action:** Principal and Clerk to discuss possible membership of the Audit Committee with the newly appointed Independent Governor.

**RESOLVED: The Committee resolved to recommend to approve the revised Committee Membership to Corporation for approval.**

### 4. POLICIES

The Committee had one policy to review at this meeting as follows:

#### **Corporation Links Policy SG4**

A number of changes had been made to the policy, looking at ways to involve Governors with the work of the College as Governors were finding it increasingly more difficult to attend Governors' Mornings due to work and other commitments. The Committee discussed and recommended the following amendments:

- Reducing the number of Governors' Mornings to one per year, to be held in the Autumn term.
- Looking at 'activities' that could be offered prior to the Corporation meeting in the Spring term to update Governors and give contact with middle managers.  
The Committee held a brief discussion on the 'Speed Dating' event that had been held with Heads of Section which had received very positive feedback.
- Increasing the Link Governors in place as there were now a number of areas where this would be beneficial; these would be more ad-hoc in terms of visiting the College.

In discussing the increase of Link Governors, it was noted that the following Governors had been or would be approached to undertake the following link roles:

- Careers Education, Information, Advice and Guidance (CEIAG): Marie-Ange Coxhead
- Arts and Culture: Mike Boakes and John Stebbing
- Higher Education: Jessica Stubbings
- Safeguarding and Health & Safety: Pat Strickson
- Property: Wayne Marley

- Marketing: Lloyd Taylor
- Equality, Diversity and Inclusion: Dave Padmore

**RESOLVED: The Committee recommended the amended Corporation Links Policy SG4 to Corporation for approval.**

## 5. REVIEW OF GOVERNANCE POLICIES

The Clerk had undertaken a comprehensive review of the Corporation's Code of Conduct, Standing Orders and Instrument & Articles against examples from Eversheds Sutherland and examples of best practice to ensure that the Corporation's essential governance documents remained fit for purpose and relevant.

### Code of Conduct (CoC)

The Committee went through the amendments which had been proposed by the Clerk after consideration of the Corporation's existing CoC alongside the Eversheds' Code of Conduct for Corporation Members (Fifteenth Edition).

All points included within the Corporation's existing CoC had been retained with some expanded in greater detail such as Collective Responsibility. Some new areas had been added such as Skill, Care & Diligence and Powers which emphasised the duties placed upon Governors as Trustees. It was considered that the suggested amendments reinforced the existing expectations of Governors, enabling a greater understanding of their legal and ethical duties.

In light of the number of amendments made, it was agreed that all Governors would be asked to sign the refreshed Code of Conduct as part of the annual returns process in July 2019.

**RESOLVED: The Committee recommended the amended Code of Conduct to Corporation for approval.**

### Standing Orders

Amongst a number of minor amendments, the following additions had been made to strengthen the Standing Orders:

- Chair's Urgent Action  
To enable the Chair of the Corporation to take action where urgent circumstances arise and it is not possible or appropriate to consider the matter by Written Resolution and action is needed before a meeting of the Corporation can be arranged. It was noted that if any decisions taken are contrary to agreed policy or procedures, or were likely to have a significant effect on the finances of the College, a special meeting of the Corporation would be called to ratify the Chair's decision prior to implementation.
- Complaints Against the Corporation  
To specify the process for the submission and processing of complaints against the Corporation. It was noted that a policy for complaints against the Corporation had always been in place, however inclusion in the Standing Orders solidified the process.
- Independent Legal Advice  
Paragraphs had been included on the Independence of the Clerk and the Procedure for Resolving Difficulties (Governance). The Committee discussed that it was good for an agreed process to be in place that would be followed if the Clerk should feel that the Corporation is acting inappropriately or beyond its powers.
- Recorded Votes  
To clarify how recorded votes could be requested and how they would be recorded.

**RESOLVED: The Committee recommended the amended Standing Orders to Corporation for approval.**

### Instrument & Articles

Using the Eversheds Annotated Instruments & Articles (17<sup>th</sup> Edition) as a point of reference, a number of small amendments were proposed to reflect current practice including: bringing the appointment process for the Parent Governor into line with that of the Staff and Student Governors and reference under 'persons who are ineligible to be members' to ensure that no person is allowed to join the Corporation who would be prohibited from being a trustee of a charity under the Charities Act 2011.

**RESOLVED: The Committee recommended the amended Instrument & Articles of Government to Corporation for approval.**

The Committee considered that the documents would be circulated to Corporation with the amendments highlighted so Governors could clearly see the amendments proposed for approval.

## 6. BEST PRACTICE FOR GOVERNANCE: GOVERNANCE CODES

It was recommended by the SFCA and the AoC for colleges to review the three possible Governance Codes (Charity Governance Code, AoC Code of Good Governance for English Colleges, the UK Corporate Governance Code) with a view to considering adoption of a specific code. Adopting and reporting against a code of governance could be a useful tool to evidence and demonstrate a college's commitment to good governance practice, however it was noted that this was not a legal requirement. It was also important to be aware that, once a Governance Code had been adopted, the requirements of the chosen code would need to be met as specified: regulators and inspectors would take note of any failure to adhere to the terms of an adopted code when assessing the College's performance. To determine whether it would be appropriate to recommend adoption of a particular code, the Clerk had been undertaking a comparison of each code against the Corporation's governance processes to determine whether they addressed the principles of best practice raised.

The Committee discussed an occasional paper that had been circulated by the SFCA setting out how the governance codes compared to each other. Based on the comparison work undertaken by the Clerk and the summary provided within the SFCA paper, it was considered that the Corporation seemed most aligned to the Charity Governance Code. The Clerk would make a report to the Search meeting in September 2019 giving the final outcomes and recommendations. The Committee considered it would be interesting to determine how widely the Governance Codes had been adopted across Sixth Form College Corporations; the Clerk agreed to conduct a survey across the S7 Clerks and to include the outcome in the report to the September meeting. It was also questioned as to whether a Code could be 'un-adopted' once it had been adopted by a Corporation.

**Action:** Clerk to contact the S7 Clerks to determine how widely the Governance Codes had been adopted across sixth form colleges.

## 7. SELF ASSESSMENT PROCESSES FOR 2018/19

The Committee considered that the system for the Corporation Self Assessment continued to work well; however, it was considered that the questions for the Self-Assessment could be condensed / reduced further and to this end a number of amendments were made to the questionnaire as follows:

- Question 4.3 deleted
- Questions 5.3 and 5.4 deleted
- Question 5.5 amended to read "The Chair provides leadership for the Corporation, **works effectively with the Principal and the Clerk**, and has the skills and experience necessary to represent the College and the Corporation externally"
- Question 6.4 deleted
- Question 10.2 deleted.

It was agreed that the question under Section 10 (Overall Governance: Do Governors make a difference?) would be amended as Governors could find it difficult to give the College's governance arrangements an overall grade if they had no frame of reference as to what outstanding, good or inadequate governance looked like. It was agreed that the Clerk / Principal would look at the wording within the new Education Inspection Framework and a new statement would be drafted.

It was also agreed that the additional questions for the individual committees to consider alongside their Effectiveness Reviews would be removed for 2018/19 as it was not felt that they provided useful supporting information to the whole self assessment process. The Committee considered that the individual Corporation self assessment questionnaire, alongside the committee effectiveness reviews where the work of each Committee was assessed against their Terms of Reference, provided a full and robust self assessment process.

The Survey would continue to be completed online using Survey Monkey and, as with 2017/18, Governors would be sent the online link to complete the Self Assessment Survey at home.

**Action:** Clerk and Principal to draft an amended question/statement under Section 10 (Overall Governance).

## 8. TRAINING FOR THE SUMMER 2019 AND FIRST HALF OF 2019/20

The Committee considered the training requirements for summer 2019 and first half of 2019/20. These were discussed and agreed as follows:

- 17 June 2019: It was agreed that the session would focus on two areas: The Education Inspection Framework 2019 and Finance & Funding (including the new Funding Structure and the Insolvency Regime).  
A link to the SFCA webinar on 'The Role of the Finance Committee' would be emailed round to all Governors as a follow up to this session.
- 30 September 2019: It was agreed that it would be useful to hold a session giving an update on Safeguarding including the outcomes/actions arising from the Safeguarding Audit that was

taking place in June. It was also considered that if any issues arose from the Spending Review, these could be brought to Governors' attention at this session as well.

A link to the SFCA webinar on 'Safeguarding and the role of the Safeguarding Governor' would be emailed round to all Governors as a follow up to this session.

The Committee agreed with the suggestion from the Clerk for links to the 'Further Education Corporations and Sixth Form College Corporations: Governance Guide', the AoC Induction of Governors website section and 'The Essential Trustee: What you need to know, what you need to do' to be included within the induction materials for new Governors. The Committee also agreed that the SFCA publication 'An Essential Guide to Governance in Sixth Form Colleges and Academies' was a useful document to be provided to all Governors upon appointment.

## 9. GOVERNORS' MORNINGS

The Committee noted feedback from those Governors who had attended the two Governors' Mornings held in November 2018 and April 2019. The comments from Governors were very positive as had been the feedback received on the day.

It was noted that the amended approach to involving Governors with the work of the College, including reducing the number of Governors' Mornings to one for 2019/20, had been discussed under agenda item 4. For 2019/20 only one Governors' Morning would be held on 14 November 2019.

## 10. CORPORATION HANDBOOK

The Committee considered the draft handbook prepared by the Clerk and noted that a number of minor amendments had made although the overall content of the document remained largely unchanged.

Items such as Committee membership, Code of Conduct, Standing Orders and Corporation Links would be updated once these amended documents had been approved by Corporation.

It was also noted that number of amendments would be made to the Governors' Gallery and Governor Profiles once the appointment of Alison McInnes had been confirmed; these would be updated in time for the beginning of the 2019/20 academic year. The Student Governor would also be updated within the Governor Gallery.

The Principal agreed to update the 'Introduction to Bexhill College' paragraph on page 2 of the Handbook.

**Action:** Clerk to amend the Committee membership, Code of Conduct, Standing Orders and Corporation Links once Corporation approval had been received.

**Action:** Clerk to amend the Gallery of Governors and Governor Profiles to reflect the current make-up of the Corporation.

**Action:** The Principal to update the Introduction to Bexhill College paragraph of the Handbook.

## 11. REVIEW / INDEPENDENCE OF THE CLERK

The Committee noted the report and considered there were no concerns with the Independence of the Clerk. In light of the addition made to the Standing Orders with regards to the 'Independence of the Clerk' and the 'Procedure for Resolving Difficulties (Governance)', it was suggested that the following be added to the first section of the report which asked how the Corporation ensured that the Clerk to the Corporation has sufficient independence from the Governors and Management of the College:

*The Independence of the Clerk and the procedure for resolving difficulties with Governance have been made explicit within the Standing Orders so that all are clear on what the role of the Clerk is and what action can be taken if the need arises.*

## 12. REVIEW OF EFFECTIVENESS FOR SEARCH COMMITTEE FOR 2018/19

The Committee noted the positive review which demonstrated that the Committee is working effectively against its Terms of Reference. Attendance would be updated following the meeting which would leave attendance at 83%.

## 13. RISK REVIEW

There are currently no risks delegated to the Committee.

## 14. ANY OTHER NOTIFIED BUSINESS

There was none.

## MEETINGS FOR 2019/20

- Tuesday 17 September 2019 at 17.30 in the Principal's Office.
- Tuesday 5 May 2020 at 17.30 in the Principal's Office.