

**Minutes of the Governance and Search Committee Meeting
held on
Thursday 16th June 2011 at 11.00 am
in Centre Court, Coombe Abbey**

Present:

Mr Vij Randeniya (Chair)
Ms Jane Williams (JW)
Dr Christine Braddock (Principal)
Mr Liam Nolan (LN) – *Joined the meeting at 11.40 am during Item 3*
Miss Catherine Mayne (CM) – *Joined the meeting at Item 4*

In attendance:

Mrs Catherine Bennett (Clerk to the Corporation)

Apologies:

There were no apologies for absence.

Declarations of Interest

There were none.

Item 1* – Minutes of the Meeting held on 11th November 2010

JW confirmed that she had sent her apologies to the previous meeting. The Clerk noted that CM should have been included in the apologies section. Subject to the above amendments, the minutes were approved as an accurate record of the meeting held on 11th November 2010.

Matters Arising

In terms of the 11th November meeting, action points were discussed and confirmed that they had been completed.

The Chair asked the Clerk to liaise again with the Business Development team to arrange an updated Calendar of Events to be circulated to Governors and for the Principal/BP to identify which of the College's events need to be attended by the Governors, the most appropriate number of Governors and whether or not the Chair and or Deputy Chair should attend. The Clerk said she would do this.

The Clerk asked Committee members whether they use the Governance section of Sharepoint. On the whole it was found that this was not used. The Clerk said she would ask the wider Corporation as it was a useful place to

store information rather than bombard members via emails. It was agreed however that members like to receive information by email.

Item 2 – Corporation Membership

- 2.1 This item was presented by the Clerk to the Corporation. The Clerk informed the Committee that the extension granted by BIS was due to expire on 31st July 2011. After this time, the Corporation will resort back to the permitted maximum number of independent members and the two retained members (Sean Pearce and Andrew Burley) would retire from the Corporation.
- 2.2 The Clerk added that she had recently received a letter of resignation, dated 10th June 2011, from Sally Davis, which had been accepted and that a search process was now underway to fill the vacancy with an independent member of the right calibre with the required skills and experience.
- 2.3 Further, the Clerk informed the Committee that a nominations process is underway to appoint two new student members to the Corporation from the College campus committees as the current student member, Catherine Mayne, will retire on 31st July 2011, given that the permitted time that she is able to be a student member, expires.
- 2.4 The Committee had a detailed discussion in relation to the vacancy for an independent member that had arisen on the Board as a result of Sally Davis' resignation. A lot of the discussion was based around the fact that both the link from where the Governor comes from, in terms of the industry, as well as the need to recruit an individual with financial/audit experience was vital.
- 2.5 There was a potential candidate who had been identified during the recruitment process in 2009/10 that had expressed an interest in the vacancy and it was agreed that the Clerk would also go back to the applications from the 2009/10 process to see if there were any other candidates with the relevant qualifications.
- 2.6 It was also agreed that the Clerk would keep a bank of individuals so that there is a starting point should any further retirements/resignations arise. The Principal added that if the right candidate does not come through the search process in time for the commencement of the next academic year the suggestion is that a current independent member with finance/accountancy knowledge become Chair of the Audit Committee and an audit specialist be co-opted onto the Committee for a period of time. It was agreed that this would be useful and having an audit specialist would give an extra dimension.

Approved

- i) The Committee noted the retirement of Catherine Mayne on 31st July 2011.
- ii) The Committee approved the recommendation that Sean Pearce and Andrew Burley retire from the Corporation with effect from 31st July 2011.

- iii) The Committee noted that a nominations process is underway to appoint two new student members to be appointed to the Corporation at the beginning of 2011/2012.
- iv) The Committee noted the resignation of Sally Davis with effect from 10th June 2011.

Item 3 – Corporation Self Assessment

- 3.1 This item was presented by the Principal and the Clerk. The Clerk introduced the item informing the Committee that increasingly in the FE sector there is a move towards self-regulation and in particular the need to demonstrate the Corporation's effectiveness and contribution towards the achievement of the College's strategic objectives and direction going forward.
- 3.2 The Clerk informed the Committee that the Corporation's perception of governance performance and contribution also feeds into the College's SAR and Financial Management and Control Evaluation, both of which are key in terms of funding and inspection.
- 3.3 The Clerk informed the Committee that whilst the Corporation has always carried out an annual self assessment, it is proposed that the process be taken even further to maximise its effectiveness by looking at performance from a wide range of perspectives during the forthcoming residential on 16th/17th June, with the use of the residential facilitator.
- 3.4 The Governance and Search Committee agreed this approach.

LN joined the meeting at 11.40 am

Item 4 – Corporation Committee Structure

- 4.1 The Principal introduced this item and suggested that, given Committee structure would be a key area of discussion during the forthcoming residential, it may be worth removing this item from the agenda and coming back to it after the residential.
- 4.2 The Committee requested that Governance and Search Committee members have the opportunity to see and comment on any suggested committee structures before they go to Corporation. This was agreed.

Item 5 – Any Other Business

CM thanked the Committee for their time and support during her term of office with the Corporation. The Chair thanked CM for her contribution.

The meeting ended at 11.55 am

Signed:  Date: 18.11.11