

**Minutes of the Meeting of the Governance and Search Committee  
held on Friday 26 June 2015 at 8.00am  
at Matthew Boulton Campus**

<b>Present:</b>	<b>Apologies:</b>
Jenni Ord (JO) Chair	Steve Hollis (SH)
Veronica Docherty (VD)	Kathryn James (KJ)
Andrew Cleaves (AC)	
<b>In Attendance:</b>	
Philip Cornish (PC)	
Liam Nevin (LN)	
Nishma Patel (NP)	

**Declarations of Interest**

There were no declarations of interest other than those set out in the register of interests.

**Item 1 – Review of Instrument and Articles of Government**

LN introduced this report and advised that a review was timely as the governing documents still largely reflected the standard terms introduced in 2007. A number of changes were proposed, identified in track change and summarised in a table both appended to the report. Whilst some of these were minor drafting points others were more substantive and designed to reflect the operation of a small board and, where legally permissible, to permit greater flexibility in the manner in which the Board operates.

It was noted that the reference to the “Executive Team” as referred to in clause 1 of the Instrument should be a reference to the “Executive Board.”

In relation to the proposed clause 12 of the Instrument the ability to take decisions by written resolution was welcomed. However, it was felt that the need for certainty with such decisions necessitated that either all eligible governors indicated agreement in writing or alternatively a majority of eligible governors indicated agreement in writing, with the minority expressing no opinion by the given date.

Accordingly it was

**RESOLVED**

**That subject to the amendments as identified in the preamble to this minute, the proposed amendments to the Instrument and Articles of Government be recommended to the Corporation.**

**Item 2 – Code of Conduct and Conflicts of Interest Policy**

LN advised that the Code of Conduct proposed was recognised as best practice in the sector and based on a template prepared by Eversheds solicitors. This had been tailored to reflect the College’s values but otherwise followed the model format.

LN further advised that the College did not currently have a Conflicts of Interest Policy and that this was an action arising from the recent review of Financial Systems and Probity carried out by BDO. It was also proposed that the College introduce a new declaration of interest form, as appended to the document. The current form was “free text” and did not provide any guidance

to governors on the types of interest that should be declared. The categorisation in the proposed declaration form followed Charity Commission guidance. The Chair observed the very wide interpretation of “connected persons” applied by the Charity Commission and noted that governors would not necessarily know of interests of family members. LN advised that he would be happy to advise in individual cases but as a general point governors were only obliged to declare interest of which they were aware or should reasonably be aware.

Accordingly it was

**RESOLVED**

**That the Code of Conduct and Conflicts of Interest Policy be recommended to the Corporation**

**Item 3 – Gifts and Hospitality Policy**

LN advised the committee that the recent BDO review had also advised that the College should implement a policy applicable to staff and governors. The policy proposed was consistent with sector best practice.

The Chair asked whether there would be staff registers for each College site and how the policy would be communicated and managed. AC advised that at the present time there was a need to ensure robust and centrally managed control so there would be a single register overseen by LN. There were a range of control measures that the College were introducing that would apply to all staff, and Paul Miner would be developing staff training and updating induction materials to ensure communications with staff were adequate.

Accordingly it was

**RESOLVED**

**That the Gifts and Hospitality Policy be recommended to the Corporation**

**Item 4 – Governor Recruitment Policy and Terms of Reference for Governors**

LN advised that the review of compliance with the English Colleges Code of Good Governance recently considered by the Recovery Working Group had highlighted that a formal recruitment policy was a requirement of the Code. The Board had developed a clear model and its required skill set and this now needed to inform a formal Recruitment Policy.

The role profile for governors appended to the paper incorporated the capability requirements previously identified by the Board and the collective and individual responsibilities of Board members.

AC asked that the Policy reference the Instrument and Articles of Government concerning the appointment of the Chair and Vice-Chair(s) of the Corporation and that the document be reviewed to ensure that it was gender neutral by way of references to the “Chair” rather than “Chairman” of the Corporation.

Accordingly it was

**RESOLVED**

**That the Governor Recruitment Policy and Terms of Reference for Governors be recommended to the Corporation.**

**Item 5 – Governor Induction, Development and Appraisal Policy**

LN advised that the proposed policy would ensure a formal and consistent approach to induction of new governors. In relation to training and development, whilst the KIT sessions were useful it was proposed to supplement these with other opportunities for development if governors wished to utilise them. In addition, there would be a small governor development budget managed by LN which would allow some degree of external training in addition to the specific proposals set out in the policy.

The College did not currently have a review/appraisal process for governors and the process proposed would address that. Governors would self-appraise and identify their development need and the Chair of the Corporation would oversee and sign-off each review.

The Committee discussed the framework and noted and agreed that a different approach was warranted in respect of the Chair of the Corporation, endorsing the process proposed in the draft policy.

It was agreed that the policy should apply to all governors and that subject to approval by the Corporation, the policy should be implemented in the summer with a view to reviewing the results at the October away day for governors as an aid to succession planning and board self-assessment.

The Chair advised that the content of the individual appraisal records needed to be handled with due regard to confidentiality and LN advised that he anticipated that access to individual governor records would be limited to himself and the Chair of the Corporation.

**Item 6 – Annual Work Programme**

LN advised that provision for three meetings would be made in the annual calendar but it may only be necessary to hold two in the next academic year. AC recommended that a review of potential governor candidates should be a standing item on each agenda and it was agreed to amend the work programme to reflect this.

Accordingly it was

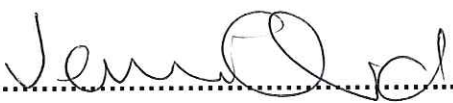
**RESOLVED**

**That the annual work programme be approved subject to the inclusion of the standing agenda item as referred to in the pre-amble to this minute**

**Any Other Business**

There being no other business the Chair closed the meeting.

**Date of Next Meeting: To be confirmed**

Signed.....

Chair

Date..... 11. 12. 2015 .....