

**Minutes of the Meeting of the Governance and Search Committee
held on Friday 11 December 2015 at 8.00am
at Matthew Boulton Campus**

| Present: | Apologies: |
|------------------------|-------------------|
| Jenni Ord (JO) Chair | |
| Veronica Docherty (VD) | |
| Steve Hollis (SH) | |
| Kathryn James (KJ) | |
| Andrew Cleaves (AC) | |
| In Attendance: | |
| 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 – Minutes of the 26 June 2015 and Matters Arising

The minutes were agreed as a true and accurate record of the meeting.

It was noted that the actions arising from the previous meeting had been implemented

Item 2 – Review of Compliance with the English Colleges Code of Good Governance

LN introduced the report and advised that the Recovery Working Group had considered progress on implementation of the Code standards in May 2015, and that since this time further substantial progress had been made in implementation. There were now two substantive outstanding issues, namely the absence of a Corporate Social Responsibility Policy and the assurance of the College's data quality. In respect of the former it was noted that this was an item on the Board's workplan for May 2016. With regard to data quality it was noted that this was an area that required improvement. The matter had been discussed at the recent Audit Committee, where the recently appointed Chief Information Officer outlined her initial analysis of the issues and the areas for improvement and there would be a renewed focus on addressing these issues to provide the Board with the necessary assurance.

JO stated that data quality was critical and that a process of internal management assurance, robust challenge at Executive and then external assessment and challenge were necessary components to address these challenges. The Principal agreed with this analysis and summarised that these steps had been taken – including a robust audit by BDO, an SFA Audit as well as the internal review now being undertaken by the CIO, and the monitoring of progress through Recovery Plan measures. However, there was a need to draw all of this information together for the benefit of the Corporation.

KJ advised the meeting that the Audit Committee at its December meeting had approved the re-tender of the College's internal audit service, and this was material to this assurance picture.

AC noted that the actions on the final two pages of the Assessment of Compliance appendix should be marked "y" and not "N" as these were all now areas of compliance, as detailed in the narrative of the appendix.

Accordingly it was

RESOLVED

- **That the committee noted progress against the compliance indicators of the Code of Good Governance for English Colleges, along with the proposals to address the two remaining indicators of non-compliance.**
- **That the Assessment of Compliance appendix be re-issued with corrections.**

Item 3 – Standing Orders for the Corporation and its Committees

LN introduced the report and advised that the recent BDO review recommended that the College introduced Standing Orders in relation to Board governance. The document presented was consistent with that in use elsewhere in the sector.

SH suggested and it was agreed that the seven principles of public life should be displayed on the eighth floor of the building as a statement of their importance to the work of the Corporation and the Executive.

LN suggested that, following discussion with JO, there was merit in including reference to the Chair's delegated authority as previously approved by the Corporation.

Accordingly it was

RESOLVED

- **That subject to the amendment identified in the preamble, the Standing Orders for the Corporation and its Committees be recommended to the Corporation.**

Item 4 – Board Self- Evaluation – Feedback Report

LN introduced the report which was a follow up the recent Board away-day and which summarised the ideas that governors had put forward. It was clear that governors had a range of views on training and development, networking, and different ways of adding value, and these ideas needed to be harnessed without requiring further time commitment from Governors beyond the considerable commitment that was already being given.

It was agreed that whilst KIT sessions should not be increased beyond six per year, there was a need to strike a balance between internal briefings and external speakers, or students and staff.

JO noted that the current cycle of Committee meetings had been relatively condensed and that it would assist governors if they could be more evenly distributed. LN agreed to consider this.

SH suggested that some Board dinners be arranged to include employers, allowing Corporation members to develop informal dialogue with stakeholders.

JO noted that following the Area Review conclusions a workshop format session would be needed for governors to work through the strategic response.

The Principal advised that he had now introduced breakfast meetings with specialist employer groups. One such session had recently been held with representatives of advanced manufacturing, and governors would be invited to these.

Accordingly it was

RESOLVED

That the following priorities are agreed:

- That the KIT programme be reviewed to achieve balance between internal briefings and external speakers.
- That learner walks are retained but alternative options for student engagement with the Corporation, including through KIT sessions are developed.
- That induction materials are strengthened and applied consistently.
- That external opportunities for governor training and development are made available.
- That alternative means of networking for governors be considered including through stakeholder dinner events and breakfast meetings with employer groups.

Item 5 – Succession Planning

This item is recorded in a confidential minute

Item 6 – Appointment of Student and Staff Governors

This item is recorded in a confidential minute

Item 7 – Terms of Reference of the Governance and Search Committee

LN introduced this report and advised that minor changes were proposed following the annual review to ensure that the terms of reference reflected the scope of the Committee's business.

Accordingly it was

RESOLVED

- That the committee terms of reference as amended be recommended to the Corporation

Any Other Business

There being no other business the Chair closed the meeting.

Date of Next Meeting: 25 February 2016

Signed.....

Chair

Date.....