

MINUTES

Group :	SEARCH AND GOVERNANCE COMMITTEE	Date:	24/05/17
Location:	ROOM H.4, CONFERENCE ROOM, WELSH BRIDGE CAMPUS, SHREWSBURY	Time:	6.00 p.m.
Membership:	Andy Allen, Gordon Channon (Chair of the Board), Liz Hird, James Staniforth (Principal/Chief Executive) and Mike Willmot.		
IN ATTENDANCE:	Clerk to the Board, Tracy Cottee		
APOLOGIES:	None.		

The Chair welcomed James Staniforth to his first Search and Governance Committee meeting since his appointment as Principal/Chief Executive.

21/17. Declarations of Interest

There were no declarations of interest.

22/17. Minutes of the Meetings Held 08 February 2017 and 8 March 2017 (Appendices – Agenda item 3).

Resolved:

That the Minutes of the Meeting held on 08 February 2017, were approved and signed as a true record.

Resolved:

That the Minutes of the Meeting held on 08 March 2017, were approved and signed as a true record.

23/17. Matters Arising

S&G Minute No. 06/17 - Review of Committee – Membership

Mr Allen explained to the Principal that the Committee had discussed at the meeting held on 8 February 2017, how governors engaged with the local business community through the Business Forum. It had been agreed that, as the new Principal would have a view on the Forum and, before further changes were made, the Forum had been placed in abeyance until he was in post. Mr Staniforth thanked the Committee for this information and indicated he would give this some thought.

The Chair added that the Committee would also appreciate the Principal's views on governor recruitment going forward, particularly with a view to seeking potential candidates connected with the University Centre Shrewsbury

24/17. Vacancy Management and Succession Planning (Appendix – Agenda Item 5)

The Committee reviewed the current position regarding current Governor Terms, vacancies and opportunities (previously circulated). The Committee at its meeting on 08 February 2017 (Minute No. 05/17 refers) had acknowledged the challenges in having a large-sized Board in securing effective governance and had agreed that the Committee should monitor at each meeting the position regarding Governor Terms, vacancies and opportunities, in order to manage succession planning and candidate search. It was also acknowledged that a number of governors' terms were coming to an end in the next 8 – 12 months.

Governor Category	Name	Term Expires
<u>Independent</u>	Andy Allen	11/12/2017
	Michael Bishopp	13/03/2020
	Gordon Channon	31/03/2019
	Christine Davies	19/07/2019
	Iain Gilmour	13/10/2018
	Christina Gore	12/12/2020
	Richard Heath	23/03/2021
	David Pulford	16/03/2019
	Rick Rosson	02/05/2019
	Rex Sartain	11/07/2020
	Mike Willmot	12/10/2019
<u>Parent Governor</u>	Nigel Merchant	15/12/2017
	Michael Thompson	22/03/2019
<u>Staff (Academic) Governor</u>	Sarah Gibbons	25/03/2019
<u>Staff (Support) Governor</u>	Verity Underhill	11/07/2017
	Liz Hird	19/09/2017
<u>Student Governors</u>	Patrick Bowen	11/12/2018
	Josh Prior	11/12/2018
<u>Principal</u>	James Staniforth	N/A
<u>Vacancies</u>	1 Independent Governor	
	1 Academic Staff Governor WB 1 EB/WB Academic Staff Governor (from 07/2017)	
	Determination = 21	
<u>Co-Opted Committee Member</u>	Anne Dokov	23/03/2018

- The Board had 1 vacancy for an Independent Governor. Search activities continued to focus on individuals with teaching and learning skills sets, in accordance with the Committee's direction. The Board currently had 2 potential candidates on its Waiting List; however, it was the view of the Committee that search should focus on teaching and learning at this time;
- The Clerk had commenced the election process with respect to the Academic Staff Governor (EB/WB) and would be in a position to recommend a Nominee to the next Board meeting on 3 July 2017;

- Whilst the student governors had been granted a Term of 1 year each, both were coming to the end of their courses. The Clerk was working with the relevant College staff to secure an early indication of successor candidates.

Since the last Committee Meeting -

- The appointments of Richard Heath and Michael Thompson had been approved by Board and both were currently undertaking Induction;
- The appointment of Anne Dokov as a co-opted Human Resources Committee member had been approved by Board and she had attended her first Committee meeting in this capacity in April 2017.

The Clerk had received a written indication from Michael Bishopp that he intended to resign from the Board with effect from 31 July 2017. Mr Bishopp was a much-appreciated and highly-valued member of the Board; very experienced, having been a member of the SSFC Board and with a skills set in finance. He was currently Chair of the Finance & Business Operations Committee (F&BO) and member of the Remuneration Committee as a result and Lead Governor for Risk.

The Committee, whilst acknowledging the personal circumstances for his resignation, received this news with great regret and expressed its gratitude to Mr Bishopp for his leadership as Chair of the F&BO and his positive contribution to the successful merger.

ACTION: Clerk - item to Board

The Committee considered its succession strategy. Mr Heath had been appointed recently with a finance skills set and was currently on Induction. He had been appointed as a member of the F&BO Committee. The Committee was advised by the Board Chair of potential succession arrangements.

At this point, the Committee considered the current Board Determination of 21. It had already been agreed by the Board at its meeting in December 2016, that the Determination be reduced to 20 by reducing the number of Staff Governors to 3 from 4 and that the Determination of the Board could be further reduced but on expiry of Governors' Terms. The resignation of Mr Bishopp provided this opportunity. Having considered the current skills set, succession plan and terms of office of the current governors, the Committee,

Resolved:

Recommend to Board that the Board Determination be reduced to 20 from 31 July 2017 and thereafter to 19 on the expiration of the Term of the EB/WB campuses Support Staff Governor on 19 September 2017.

ACTION: Clerk - item to Board

25/17. Corporation Self-Assessment (Appendix - Agenda Item 6)

The Committee considered the format of the 2016 - 2017 governance self-assessment, taking into account the need to evidence on-going improvement and development in governance.

Prior to merger, both Shrewsbury College (SC) and Shrewsbury Sixth Form College (SSFC), as part of their self-assessment and improvement programmes, requested each governor to consider and complete an assessment questionnaire, designed to provide each board with a self-assessment tool to consider performance and to identify ways of making improvements. That annual assessment also included an opportunity to update the governor skills audit and training needs survey. Since June 2013, the SC Corporation had also completed a Governance Self-Assessment model which allowed benchmarking across participants to take place.

The Committee had agreed at a previous meeting (Min No. 08/17 refers), that self-assessment was considered to be most beneficial that boards promoted the use of more high-level, developmental approaches that encouraged a clear journey 'towards excellence', as compliance should be a 'given'.

The Committee considered examples of committee evaluation and examples of self-assessment secured by the Clerk (previously circulated). The Clerk also advised the Committee that the West Midlands Clerks' Network was this year seeking to conduct a benchmarking activity around self-assessment; that proposal was also considered.

Having considered each example in turn, the Committee discussed the self-assessment strategy for 2016 – 2017 –

- It was acknowledged that, post-merger and with an Interim Principal for most of the year, the Board had focussed on stability and supporting the Interim Principal;
- The West Midlands' Clerks' Network benchmarking template, whilst useful and comprehensive, would not, in the Committee's view, suit the Board this year;
- The Board had agreed that, as the committees were to be the 'engine' of governance, a committee evaluation could be useful; the Principal/CEO mentioned that this had been beneficial in his previous College. The draft committee evaluation template assessed would suit the Board and enable it to build up a picture that could provide a platform for improvement and comprehensive evidence for OFSTED;
- The Committee considered that the example of self-assessment based on 11 key questions be circulated to all governors for completion prior to the next Board meeting in July 2017.

Resolved that –

1. Each committee be invited to complete a committee evaluation; and
2. Governors be invited to complete a self-assessment questionnaire prior to the next Board meeting in July 2017.

26/17. Governor Training & Development Programme 2017 – 2018 (Appendix - Agenda Item 7)

The Committee considered, for recommendation to Board, the Training and Development priorities for Governors for 2017 - 2018.

The current strategy on the development of governors was based on –

- Providing a variety of learning and development opportunities, tailored to individual learning (e.g. group-based, 1-2-1, on-line etc.);
- Providing development around core topics and competencies; and
- Working to support governors' development.

Other development opportunities include –

- 1-2-1 sessions with the Clerk and College officers, as requested;
- Access to on-line materials;
- Access to specialist support through Eversheds and audit service providers;
- Invitations to external development/networking opportunities, based on committee membership/skills audit;
- Invitations to webinars and other on-line development opportunities;
- Group learning activities through continued committee assessment and evaluation;
- Link Governor and Learning Walk activities; and
- Participation in College development programmes.

The Committee discussed training and development priorities going into 2017/18 -

The external drivers and issues including –

- funding;
- localism and accountability – determining what the community requires and how it translates into the College's offer/programme;
- community engagement;
- Standards – raising performance and meeting expectations;
- Upcoming government elections and subsequent preparations for Brexit;

And internally –

- Developing a new College Strategy;
- Budget challenges – maintaining financial health;
- Improving standards of T&L; and
- Improving student experience.

The Committee agreed that Governor Development should –

- ensure that all governors got the opportunity to access good-quality, useful development *that they will engage in*;
- provide value and impact and empower governors to develop their skills so they have a positive impact on the College's performance and feel valued.

With this in mind, regarding development priorities for 2017/18, development and briefings might include the following themes –

- Government Skills Policy – understanding and managing the strategic implications (e.g., devolution, localism);
- The stewardship of implementing educational change and innovation successfully – managing the conditions of funding;
- Financial and resources management – recognising and mitigating risk;
- Keeping pace with best practice in the legislative responsibilities of colleges;
- Reporting on performance – what to ask for
- Advocacy and representation - the role of governors in identifying and working with strategic partners and key stakeholders to deliver the best for the community.
- Understanding the role of governors in improving learner outcomes and improving teaching, learning and assessment – the Common Inspection Programme;
- The governance implications;
- Getting the best from the Board.

In addition, the Committee discussed how governors should receive updates and further development on mandatory 'core' issues including Safeguarding, Prevent, Health & Safety and E&D. The Clerk reported that the Board would receive a pre-Board Briefing on Safeguarding and PREVENT at its next meeting. Over the summer, Governors would be provided with an opportunity to update their development with respect to Equality & Diversity and Health & Safety. A 2017 – 2018 Development Programme would be presented to Board for approval. **ACTION: Clerk - item to Board**

The Committee also discussed the Link Programme and Learning Walk Programme. The Principal observed that, currently, there was a difference across the campuses on how Learning Walks were conducted, particularly with respect to governor involvement. This had been highlighted at the recent Quality Standards & Curriculum Committee and the Principal/CEO had invited Committee members to provide input on how to take the Learning Walk Programme forward. Having had this debate and received the input of the Principa/CEO of his experience of learning walks in his previous colleges, it was AGREED that the Principal and Clerk work to develop a 2017 – 2018 Programme going forward, including the Principal's views on his understanding of governor involvement and understanding of learning walks for discussion and agreement at the next Board. **ACTION: Clerk - item to Board**

THE FOLLOWING ITEMS WERE INCLUDED IN THE AGENDA INFORMATION PACK

27/17. Corporation Key Performance Indicators and Board Diversity Profile (Appendix - Agenda Item 8)

The report sets out an analysis of the Governance Performance Indicators (PIs) for the Academic Year 2016/17.

Key points –

- All KPIs had been met. Board meeting attendance KPI of 80% exceeded at 84%;
- Efforts would continue to be made to encourage diversity to demonstrate the Board is an inclusive governing body.

28/01. English Code of Governance and Foundation Code Compliance Audits 2016 -2017 (Appendix – Agenda item 9)

Key points

- The Foundation Code of Governance was established in 2010. It was adopted by Shrewsbury College in 2012. It was not adopted by Shrewsbury Sixth Form College.
- However, it became apparent that this Code did not truly provide the opportunity for boards to demonstrate excellence in governance. There are now much higher expectations (for example, on Ofsted's part and on the part of the FE Commissioner) about the role of governors in overseeing – and having responsibility for - improvement. Governance was now required to show leadership and stewardship, to be dynamic and pro-active and show commitment to ensure the very highest standards for the sector's stakeholders.
- On 31 March 2015 AoC Governors' Council published the new Code of Good Governance for English Colleges. Adoption is voluntary and, to this point, a decision on whether it is adopted by the Group Board has yet to be taken, although it has been discussed.

Compliance Audit Reports were circulated with respect to both the Foundation Code of Governance and the English Code of Governance.

29/17. Risk

There were no identified areas of risk arising from the meeting.

30/17. Date of Next Scheduled Meeting – 04 October 2017 at 5.45 p.m.

The meeting concluded at 19.33 after the Committee had completed its committee evaluation.

At the end of the meeting, the Committee completed the Committee Evaluation Sheet, as follows –

Self-Assessment 2016/2017: **SEARCH & GOVERNANCE** Committee

	Evidence/Comments
1. In its annual cycle is the Committee covering all the areas of business as laid out in its terms of reference in the Scheme of Delegation?	<p>Evidence – Annual Business Cycle Report, Key Report Schedule, Terms of Reference.</p> <p>Yes – Terms have been reviewed during 2016 - 2017 year and amended by revising committee membership and expanding Terms to include governance.</p>
2. How does the committee scrutinise and challenge issues in accordance with its role as a committee of the Governing Body?	<p>Evidence – S&G Minutes</p> <p>The Committee requires the Board to demonstrate robust and effective governance. It has supported the review of the Learning Walk Programme going forward. It has conducted robust and thorough governor search with interviews. It undertakes governance compliance audits annually. It has recommended a reduction in Determination, to improve effectiveness. It has led on a review of committees and membership, including the creation of a Human Resources Committee to support the College post-merger and has established a succession plan for the committees</p>
3. How does the Committee feel it contributes to the Board, therefore adding value to the College?	<p>Evidence – S&G Minutes, governor discussion, individual evaluation.</p> <p>The Committee has identified that the governing body requires additional skills in teaching and learning and is pursuing search to that end. Through robust governor search, it has recommended the appointment of quality candidates for the Board during 2016 – 2017, filling vacancies within a short time. The Committee has recommended that governors be supported if their circumstances change but they wish to remain engaged with the College – for example, through the co-option of A.D. to the HR Committee on her resignation.</p>
4. How efficiently are meetings conducted? Are all members encouraged to contribute to the discussion and formulation of recommendations where appropriate?	<p>Evidence – Minutes of S&G, governor discussion, individual evaluation. Governor attendance records.</p> <p>Yes – on discussion, every member of the Committee contributes to the meetings. Meetings are chaired effectively. Meeting attendance is good and above the Board KPI of 80% @ 82%</p>
5. How appropriate is the size of the committee? Is there extra knowledge or expertise that additional (co-opted/external) members could bring to the committee?	<p>Evidence - Minutes of S&G, governor discussion, individual evaluation. Governor attendance records.</p> <p>The evaluation has concluded that the Committee is of an effective size for the role expected. There is a potential co-option prospect that could be explored, should it be required, from the Waiting List.</p>

<p>6. Does the Committee receive all the information/ presentations/papers it requires to fulfil its terms of reference? Is the information delivered in an appropriate and timely manner?</p>	<p>Evidence – agendas and papers of Committee.</p> <p>Committee agendas are agreed well in advance by the Chair and presented to the Principal as part of 1-2-1 meetings with the Clerk on a termly basis. The Committee cycle of business is agreed in advance of the year.</p> <p>The Committee receives papers 7 days before the meeting, in accordance with KPI requirements. Information is evaluated as clear and informative and presented in a way to meet the Committee’s requirements. ‘RAG’ KPIs and graphs are used.</p>
<p>7. Are the timings and frequency of meetings appropriate to enable the Committee to complete its annual cycle of business?</p>	<p>Evidence – Calendar of meetings 2016 -2017, Minutes of meetings, Annual Business Cycle Report.</p> <p>The evaluation concludes that the timings and frequency of meetings are appropriate. The Committee has held a Special Meeting once during 2016 – 2017, in order to interview a prospective candidate – showing flexibility and the ability to respond to need.</p>

Signed Chair Date

DRAFT