

**Minutes of the Meeting of the Search and Governance Committee held on Wednesday 15<sup>th</sup> April 2015, 6.00pm, The Conference Room, Prior Pursglove College**

**Present:** Mrs N Crombie, Mrs J Burton

**In Attendance:** Mrs E Grove (Clerk)

*Meeting quorate*

*67% attendance*

1) **Apologies for Absence**

Mr C Groves. Mrs Crombie chaired the meeting in Mr Groves' absence.

2) **Minutes of the Meeting of Monday 6<sup>th</sup> October 2014**

The minutes were agreed and signed as a true record.

3) **Matters Arising**

4.1) Governor Appointments: The expression of interest from a qualified accountant had been followed up but the individual was not seeking to become a governor until at least Autumn 2015.

4.2) Committee Appointments: Mrs Crombie had joined this committee. Another governor was considering the Resources committee. Mr Vaux co-opted to the Remuneration committee and the need for that to be discussed by the newly merged Resources and Remuneration committee was noted.

The lack of membership on committees was discussed and considered to be a matter of serious concern which should be conveyed to the Corporation. A reduction in the number of committees was discussed together with the scope to suspend a committee for a period of time and take business straight to Corporation should be included within the 2014-15 self-assessment.

4) **Vacancies and Appointments**

The paper sent with the agenda was discussed.

4.1) Governor Appointments: The recent student union elections were discussed. Ashley Smith and Serene Khabbass had been elected President and Vice President respectively and are automatically appointed as student governors for a period of one year.

The staff vacancy was discussed and it was agreed that nominations should be re-opened.

The independent vacancies were discussed and progress in finding a governor with a financial/audit background noted.

The resignation of Mr Downs, Foundation nominee, was noted.

4.2) Re-determination of Corporation Size and Membership Categories: A discussion took place in the context of skills needs and the agreement made by The Foundation to a change in composition of its members which now stood at 'at least two Foundation members'. It was noted that Mr Downs resignation brought the number of Foundation members down to three. It was agreed to make a recommendation to the Corporation that a nomination should not be sought from the Foundation and the size of the Corporation be reduced to 19.

5) **Governors Self-assessment**

The papers sent with the agenda were discussed.

5.1) Progress on the 2013-14 action plan: Progress was discussed and considered to be good.

5.2) Proposal for 2014-15: The proposed approach and draft questionnaires were discussed. The question of underperformance by individual governors was considered and it was noted that the Chair would normally talk with individuals.

The need for the Corporation to consider the new meeting structure was discussed in the context of low numbers on committees, the effectiveness of the committee structure and best use of governors' time and skills. It was agreed that some questions should be added about the new meeting structure. The context for the self-assessment should also be set out. It was agreed to take the questionnaires to the Corporation for adoption. 'The impact of governors on the college and evaluation' development session on 27<sup>th</sup> April was noted.

6) **Instrument and Articles (I&A) and Policy Reviews**

The final draft wording for the agreed changes to the Instrument and Articles was tabled and discussed together with the papers sent with the agenda. It was noted that the wording of the I&A changes had been reviewed by Eversheds. The proposed changes to Standing Orders, Complaints against the Corporation policy, Determination of Confidentiality policy and a new Conflicts of Interest policy were discussed. Under the Conflicts of Interest policy it was agreed that where a conflict of interest had been declared the person should leave the room unless expressly invited to remain. It was agreed to recommend the amendments to the Corporation for approval.

7) **Code of Governance for English Codes**

The paper sent with the agenda was discussed. Adoption of a code specifically drawn up for colleges was considered to be a benefit to the college. It was noted that the areas where the college was not fully compliant could be addressed during the next academic year. It was agreed that a copy of the Code should be sent to the Chair of the Audit Committee for his comment. It was further agreed that a recommendation to adopt the Code with effect from 1<sup>st</sup> August 2015 should be made to the Corporation.

8) **Any Other Business**

There was no other business.

9) **Date and Time of Next Meeting**

It was agreed that another meeting should be called if recommendations for new appointments were received.

10) **Publication of Documents**

It was agreed to publish the signed minutes.

The meeting closed at 6.52pm.