

Approved

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Monday 2nd October 2017 in the Board Room, Hele Road, Exeter College

Present	David Allen Emma Webber John Laramy Matt Roach Chris Hoar	Chair Vice Chair Principal Co-optee
Apologies	Sarah Brampton Dave Underwood	
In Attendance	Barbara Sweeney	Clerk to the Corporation

1. **Welcome, apologies and declarations of interest** **Action**

The Chair welcomed members to the meeting. He particularly welcomed Matt Roach, Chair of Business Services, to his first meeting of the Committee, and Chris Hoar in his new role as co-opted member.

Apologies were received

There were no declarations of interest

2. **Minutes**

2.1 The minutes of the meeting held on 8th May 2017, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 8th May 2017, as circulated, were agreed and signed by the Chair

3. **Matters Arising**

3.1 Current Terms of Reference for information
The approved Terms of Reference for the Committee were received and noted.

4. **Potential Governors**

4.1 Vacancies and Reappointments

This item was dealt with as a confidential item in accordance with the

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College's confidentiality policy and recorded in the confidential minutes.

4.2 Succession Planning

This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the confidential minutes.

5. **Governance Matters**

5.1 Written Resolutions

- Instruments and Articles
- Standing Orders

The report was received. The FE environment was dynamic with an increased reliance on commercial decisions. The College must be responsive and agile. With many decisions strategic as well as operational, the Board needed to be more agile to enable decision making between meetings.

Following the Government's "Freedoms and Flexibilities" report in June 2010, it was possible for Colleges to change Instruments and Articles (I and As) by resolution of the full Board, and the inclusion of written resolutions, including by email would address the need for greater agility. The Committee agreed that such provision should be used sparingly for urgent but appropriate resolutions.

The circulated draft amendment to the I and As was considered, together with a draft template for written resolutions. The standard legal drafting included provision for decisions to be by a majority of a quorate number of respondents, to mirror conventional meetings.

Draft revised Standing Orders to reflect the change were circulated, and also included an amendment to clarify the powers of co-opted governors.

The Committee considered the proposed changes and agreed

To recommend the revised Instruments and Articles and Standing Orders to the Board at its meeting on 6th October 2017.

BHS

5.2 Human Resources Terms of Reference

The update was received and the Chair reminded the Committee that during the appraisals of members of the Business Services Committee in April 2017, the issue had been raised that whilst finance and resources were included in the Committee's Terms of Reference, there was no scrutiny of any people related issues or the impact of human resources.

The Principal updated Governors on the rationale. Prior to the 2014 Ofsted visit, the HR remit had sat under Business Services. However there had been a disconnect between people and quality. Therefore the scrutiny of people and performance was moved to the Quality and

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Standards Committee, with the Business Services Committee monitoring pay costs as a percentage of spend. It would also receive the HR Annual Report for information. This also aligned with external agencies, with Ofsted seeing HR as a quality issue.

The Committee was reminded that at the time there was a heavy workload for Business Services and also extensive duplication of reporting of HR to the two Committees.

The Committee agreed

To retain the status quo, with HR under the remit of the Quality and Standards Committee, and the Business Services Committee receiving the HR Annual Report for information, and responsible for scrutiny of pay costs in the monthly Management Accounts.

Vote Unanimous

5.3 Policies for Review

The report and Governance Policies were received and considered, noting the highlighted changes to the previous version. This was the routine biennial review.

Subject to a change to the Appointment Policy to reflect the resolution to increase reach through advertising, the Committee agreed to recommend the following Governance Policies to the Board at its meeting on 6th October 2017.

- a) Appointments Policy**
- b) Associates Policy**
- c) Attendance at meetings**
- d) Complaints Policy**
- e) Conflicts of Interest Policy**

5.4 Frequency of Review of Governance Document

The update was received and the Clerk confirmed that whilst Governance Policies reflected the College's practice of biennial review, other governance documents, such as Standing Orders, Terms of Reference and Role Descriptions, were reviewed annually. This added unnecessary burden to the workload of the Committee.

The Committee agreed to approve that

All Governance documents be routinely reviewed biennially, unless changes necessitated earlier review.

Vote: unanimous

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6. Self-Assessment

The report was received the Clerk confirmed that on 8 July 2015 the Board had adopted the new Code of Good Governance for English Colleges. During the summer recess the Clerk had mapped evidence of College practice against the ten standards within the Code. The Committee commended the work and thanked the Clerk.

The Clerk updated the Committee on the proposed format for the Governance Self-Assessment Report 2016-17. The Quality and Standards Committee had received an update at its June 2017 meeting on the new format of the College SAR, with evidence provided against impact statements relating to criteria in the Common Inspection Framework. The Governance SAR would be the same format against standards of governance best practice from the Code of Good Governance for English Colleges (March 2015). The standards relating to governance would form the SAR, together with feedback from Governors, and areas where the College did not achieve outstanding would be included in the Quality Improvement Plan (QIP).

The Committee scrutinised the Governance QIP in detail, and recommended amendments where it felt self-assessment had been to overly harsh. Many actions would be addressed either at the end of the calendar year, following publication of the Annual Review, or at the end of the academic year. The QIP superseded the action plan emanating from Governors' Self-assessment questionnaires, and progress towards actions would be reviewed at each meeting of the Search and Governance Committee.

Subject to agreed amendments the Committee

a) Approved the planned approach for the 2016/17 Governance SAR

b) Noted the mapping exercise against the code of Good Governance for English Colleges

c) Recommended the Governance SAR and Governance Quality Improvement Plan (QIP) to Board

Vote: unanimous

7. **Resources for Information**

The following items were received and noted and used to inform decision making during the rest of the meeting.

- 7.1 Appraisal Action Plan
- 7.2 Terms of Office
- 7.3 Skills Matrix
- 7.4 Diversity Statistics
- 7.5 Attendance 2016/17

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7.6 Committee Structure 2017-18

8. **Actions**

8.1 Items to take to Board

The Committee agreed on the items to be included in the Executive Summary to be received by the Board.

8.2 Items for next meeting

No additional items to those on the annual cycle of business were requested for inclusion on the next agenda.

9. **Dates of next meetings**

22nd January 2018

16th April 2018

Chair: