

Approved

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Monday 8th May 2017 in the Board Room, Hele Road, Exeter College

Present	Philip Bostock	Chair
	Emma Webber	
	John Laramy	Principal
	David Allen	
	Chris Hoar	
	Dave Underwood	
In Attendance	Barbara Sweeney	Clerk to the Corporation

Apologies

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

The Chair welcomed members to the meeting.

There were no apologies.

Chris Hoar declared an interest in 4.2 as the subject of a recommendation.
2. **Minutes**
 - 2.1 The minutes of the meeting held on 23rd January 2017, as circulated, were agreed and signed by the Chair.
 - 2.2 The confidential minutes of the meeting held on 23rd January 2017, as circulated, were agreed and signed by the Chair.
3. **Matters Arising**

There were no matters arising that were not elsewhere on the agenda.
4. **Governance Matters**
 - 4.1 Governor Appraisals

The report was received. The Board had agreed that there should be biennial appraisals for all Governors, with more targeted reviews in the intervening years, and that 2016-17 was the year for the full reviews. All Governors were invited to complete and submit a self-evaluation questionnaire, which was amended for previous years and included questions and free text to assess performance of the Chair of the Board

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and Committee Chairs, the Principal and Clerk, and the effectiveness of the Board and Committees.

Governors were appraised by their Committee Chair, and the Committee Chairs were appraised by the Chair. The Chairs of Audit and Quality and Standards appraised the Chair. The Clerk attended to act as rapporteur, and a summary of the discussion was signed as a true record of the meeting. Feedback on the Chair and Committee Chairs were anonymised to encourage honest feedback.

Reviews were scheduled in the spring to inform the Search and Governance Committee recommendations at this meeting for appointments to Committees for the following year.

The Committee considered the action plan, derived from feedback during the meetings and from the self-evaluation and Chair and Committee Chairs' questionnaires. The Committee agreed which actions would support good governance and which should be deleted because they did not add value or were too operational.

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Subject to amendments the Committee agreed to

Endorse the action plan

Vote: unanimous

4.2 Committee membership

The report was received and considered, using the Equality and Diversity data, Skills Matrix and the outcome from Governor appraisals. Given that the Audit Committee must remain independent in appointing its members in accordance with the Post 16 Audit Code of Practice, recommendation of membership for that Committee would be made to the Audit Committee for ratification, and not the full Board, as was the case for all other Committees.

The Committee considered the enhanced use of co-opted Governors. Legal skills added value to the Search and Governance and Remuneration Committees and to that end a recommendation was made that a Member sit on those Committees as a co-optee even though not a Committee Chair. An additional co-optee on the Audit Committee would mitigate the risk of meetings not being quorate.

The Committee agreed to

a) Recommend the Committee membership (bar Audit) to the Board on 5th July 2017

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b) Recommend the Audit Committee membership to Audit on 14th June 2017

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(Vote: unanimous)

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4.3 Standing Orders

The report was received and the Committee considered recommended amendments to Standing Orders. There were three issues to consider.

The proposal of an option to extend, under exceptional circumstances, the number of terms of office to up to but not exceeding a third term would mitigate the risk of losing a Governor with a specific skill who was due to retire at a time when that skill was needed. It would also support governance in the case of insufficient length of term of office remaining if a specific Governor had been identified as benefitting the College and the Board in a particular role.

The Committee also considered a scenario where a Governor might be invited to rejoin the Board after a certain period and noted that the Standing Orders already made provision for this, with a requirement that the new term of office should not commence until a period of two years had passed from the end of the previous second term. The Committee agreed that this clause should not apply to anyone who had already had an extension of up to but not exceeding a consecutive third term.

Currently the Staff Governor was permitted to serve up to two, four year terms, the second on the recommendation of the Search and Governance Committee. Given that the Governor was elected by peers, it was not constitutional that the second term be the gift of the Committee. Rather that the Staff Governor be elected for a single term, with the option of a second, to run consecutively, if nominated and elected. Given the current staff Governors had been appointed under the former system, it was recommended that the new process be introduced once the current incumbents had completed their maximum term.

Given the high percentage of Governors in work and with demanding roles, it was agreed that it would be prudent to make provision for a Committee Vice Chair to deputise for a Committee Chair at the Search and Governance and Remuneration Committees. If, in their role as Vice Chair of another Committee, a Chair was deputising, then the Vice Chair of their Committee would be invited, to ensure quoracy. It was also recommended that the Standing Orders reflect current practice that it was not automatic that Committee Vice Chairs became the Committee Chair.

Subject to amendments the Committee agreed to recommend the revised Standing Orders to the Board at its meeting on 5th July 2017.

Vote: unanimous

4.4 Terms of Reference

The updated Terms of Reference were received and considered. Completed as part of the annual routine review, the majority were unchanged. However, there were recommended amendments to the remit of the Audit, Business Services and Quality and Standards Committees' Terms of

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Reference to reflect the new Post 16 Audit Code of Practice March (2016) and recommendations from Governor Appraisals, and changes to the Senior Leadership Team.

It was agreed that the Audit Committee be renamed the Audit and Risk Assurance Committee to reflect better its remit and the increasing focus on business process assurance. Each functional Committee monitored mitigations for areas under its remit. However there was an opportunity, with the appointment of a new internal audit service, to amend the format of Audit and Risk Assurance Committee meetings to include deep dives and more detailed scrutiny of business operations in addition to the traditional areas of financial risk.

Changes to the membership of the Search and Governance and Remuneration Committees reflected the earlier recommendation in item 4.2, that Committee Vice Chairs should deputise in the absence of the Chair of the functional Committees.

Subject to agreed amendments, the Committee agreed to

a) Recommended the revised Terms of Reference to the Board at its meeting on 5th July 2017.

b) Recommend that the Audit Committee be renamed the Audit and Risk Assurance Committee

Vote: Unanimous.

4.5 Governance Codes

The report was received and the Clerk updated the Committee on the newly published Post 16 Audit Code of Practice 2016-17. It replaced the Joint Audit Code of Practice and reflected the changes to the Machinery of Government. There was also an appendix which highlighted national areas concern in Governance.

The Code stated that as a minimum, the Audit Committee should maintain its independence in appointing Members. Proposed changes to ratification of Committee membership ensured compliance with this requirement.

The Committee agreed to recommend the Post 16 Audit Code of Practice to the Board on 5th July 2017.

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4.6 Board Residential

The collated feedback from the final session of the first day of the Board Residential held on the 17th and 18th March 2017 was received and considered. It provided areas where the Board sought greater assurance which would help to formulate future Board and Committee agendas and programmes for the Board Residential and Autumn Twilight Seminar.

The Committee agreed that in order to maximise the benefit of the

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feedback, the Clerk would produce a gap analysis.

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The Committee noted the report.

5. Review of Governors' Attendance Training and Skills
The report on Governors' attendance and training for the 2016/7 year to date was received and considered, together with an updated version of the training records, skills matrix, diversity data. The Committee commended the exceptionally high attendance rate at meetings, training and events.

The Committee noted the report.

6 **Governors**

6.1 Vacancies

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

7. Committee Self-Assessment – review of the year
The report was received. The Board had agreed a new process for Committee Self-Assessment, comprising feedback from Governors' individual self-evaluation forms, and a review of the Committee's year at the last meeting of the academic year. A copy of the previous year's SAR was circulated as a resource and strengths and areas for improvement for the current year were identified. The discussion would form the basis of a narrative, to be produced by the Clerk and considered at the autumn meeting of the Committee.

The Committee noted the report.

8. Reporting

8.1 Items to take to Board

The Committee agreed on the items to be reported to the Board at its next meeting on 5th July 2017.

8.2 Items for next meeting

In addition to items included in the circulated cycle of business the Committee requested a substantive item on the skills requirements of the Board and how best to recruit to such positions

9. **Dates of Next Meetings**

Dates for 2017/18

Monday 2nd October 2017

Monday 22nd January 2018

Monday 23rd April 2018