

Approved

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Monday 11th May 2015 in the Meetings Room, Hele Road, Exeter College

Present	Philip Bostock Ian McGregor Richard Atkins David Allen Tim Tamblyn	Chair Principal
Apologies	Emma Webber	
In Attendance	Barbara Sweeney	Clerk to the Corporation

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

The Chair welcomed members to the meeting.

Apologies were received.

There were no declarations of interest.

2. **Minutes**

2.1 The minutes of the meeting held on 19th January 2015, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 19th January 2015, as circulated, were agreed and signed by the Chair

3. **Matters Arising**

The Chair confirmed that since the last meeting of the Committee, the Board had agreed to suspend the recruitment of a new Principal and to commission a strategic review.

The Chair updated the Committee on the resignation from the Board of the member who had been appointed Higher Education Governor.

There were no other matters arising that were not elsewhere on the agenda.

4. **Governance Matters**

4.1 Governor Appraisals

The report was received and considered. At the invitation of the Chair the Clerk reminded the Committee that the Board had resolved to revise the Governor appraisal process, with reviews conducted by the Committee Chairs, and scheduled for the spring in order to inform Search and Governance Committee recommendations for appointments to Committees for the following year. The Clerk had been in attendance at all meetings to complete the annual reviews of governance documentation and had developed an action plan arising from the discussions.

The Committee considered the action points and challenged the feasibility of consulting with future students on the property strategy. However there was already a forum for harnessing views of current students. Expanding the use of Ipads was also considered and the use of conference calls and Skype. Whilst attendance in person was always preferable, such links provided a better alternative to sending apologies. It would provide an opportunity for those with heavy commitments which occasionally precluded attendance. Finally the Committee considered whether there was justification for reviewing the Appointment Policy to include advertising vacancies. This would be considered further at a future meeting.

BHS

Turning to the process, future self-assessment questionnaires should encourage evidence of compliance with desired behaviours in addition to ratings, and proposed that the questionnaire should be annual with appraisal meetings every other year.

The Committee agreed to

a) Endorse the action plan

b) Recommend that a questionnaire, with amendments, be completed annually

BHS

c) That meetings be conducted every two years.

BHS

4.2 Board and Committee Self-Assessment

The report was received and considered. The Committee agreed that the responses should be numerical ratings to promote improvement and, subject to a number of amendments, agreed to

Recommend the revised Board and Committee self-assessment process to the Board at its meeting on 8th July 2015.

BHS

4.3 Committee membership

The report was received and considered at length, using the Equality and Diversity data, Skills Matrix and outcome from the Governor appraisals.

Approved

Subject to a number of changes, and to the agreement of the governors concerned, the Committee agreed to

- a) **Recommend the Committee membership to the Board on 8th July 2015** BHS
- b) **Recommend the appointment of Philip Bostock as Chair of the Board for a two year term from 1st August 2015 to the 31st July 2017** BHS
- c) **Recommend the appointment of Emma Webber as Vice Chair of the Board for a two year term from 1st August 2015 to the 31st July 2017** BHS

(Vote: unanimous)

4.4 Code of Conduct

The report was received with changes highlighted, which predominantly related to new legislation regarding the Prevent agenda. The provenance of the document was Eversheds' Code of Conduct 13th Edition. The Committee agreed to:

Recommend to the Board the Code of Conduct Further Education College's Version, Thirteenth Edition. BHS

(Vote: unanimous)

4.5 ToRs

The reviewed Terms of Reference for the Quality and Standards was received. The highlighted amendment, to include responsibility for the Prevent agenda, was considered. It was agreed that all Committee Terms of Reference would be reviewed at the next meeting and would include responsibility for assurance regarding organisational reconfiguration.

BHS

The Committee agreed to:

Recommend the revised Terms of Reference to the Board on 8th July 2015 BHS

(Vote: unanimous)

4.6 Code of Governance

The report was received and the Clerk confirmed that on 31 March 2015 AoC Governors' Council published the new Code of Good Governance for English Colleges. The Code has been developed through a sector-wide process of consultation to replace the Foundation Code which the Board had adopted.

The Code was is intended to help Boards meet and exceed basic governance

requirements and the AoC suggested that colleges may wish to consider adopting the code at their summer Board meeting. The report included the areas with which the Board did not currently comply. In order to adopt the Code, the Board was required to satisfy itself that current actions provided adequate justification to adopt the Code. Following scrutiny of these criteria the Committee agreed

To recommend to the Board that it adopt the Code of Good Governance for English Colleges.

BHS

5. **Governors**

5.1 Review of Governors attendance, training and skills

The report on Governors' attendance and training for the 2014/15 year to date was received and considered, together with an updated version of the skills matrix, which would be completed imminently with the one outstanding data set. The Committee commended the exceptionally high attendance rate at meetings, training and events. The Committee recommended that in recognition of the Principal's national role as President of the Association of Colleges, any absence should be recorded as due to special circumstances.

BHS

The Committee noted that attendance had been scrutinised during the internal audit of Corporate Governance as a desk top exercise. It recommended that any review of governance would have added value if it included an interview with a Governor, and that this should be fed back to the auditors.

The Committee agreed to

a) Note the report and recommend it to the Board for noting.

b) Record Board and Committee absences of the Principal due to AoC commitments as special circumstances

BHS

c) Recommend to internal auditors the inclusion of an interview with a governor in future reviews of Corporate Governance.

DA

6. **Potential 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. **Dates of meetings for 2015/2016**

14th September 2015
25th January 2016
16th May 2016