

Approved

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Monday 16th April 2018 in the Board Room, Hele Road, Exeter College

Present	David Allen	Chair
	Emma Webber	Vice Chair
	John Laramy	Principal
	Sarah Brampton	
<i>Bar item 4.1 (part)</i>	Matt Roach	
	Chris Hoar	Co-optee
	Dave Underwood	

Apologies

In Attendance	Barbara Sweeney	Clerk to the Corporation
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1. Welcome, apologies and declarations of interest

Action

The Chair welcomed members to the meeting.

There were no apologies.

Matt Roach declared an interest in item 4.1 as the subject of the resolution. Dave Underwood also declared an interest in item 4.1 as a friend of a potential governor under consideration.

2. Minutes

2.1 The minutes of the meeting held on 22nd January 2018, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 22nd January 2018, as circulated, were agreed and signed by the Chair

3. Matters Arising

3.1 The Chair confirmed that a Clerk's appointment had been made as of 1st August 2018 and that the new post holder would take attend the Board as an observer on 6th July 2018.

There were no other matters arising which were not elsewhere on the agenda

4. Governors

4.1 Vacancies, appointments and reappointments

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

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5. **Governance Matters**

5.1 Review of Governors' attendance, training and skills

The report on Governors' attendance and training for the 2017/8 year to date was received and considered, together with an updated version of the training records. The Committee commended the exceptionally high attendance rate at meetings.

The Committee was concerned that a small number of Governors had not completed mandatory on line training and that this was not acceptable. The Committee recommended that the Clerk write to those concerned. If necessary this would be followed up by the Chair.

The Committee agreed to

a) note the report

b) recommend that the Clerk write to those who had not completed mandatory on line training to instruct them to do so.

BHS

5.2 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 for governors in their first year and Committee Chairs, and that 2017-18 was the year for the abridged reviews.

Governors in their first year since appointment had been appraised by their Committee Chair, with the Committee Chairs appraised by the Chair. The Vice Chair and Chair of 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.

The Committee considered the action plan, derived from feedback during the meetings. The Committee considered the proposals, agreed which actions would support good governance, which needed amendment and which should be deleted because they did not add value or were too operational. The Committee agreed that it was important to focus on the key issues. Future reports would be included in a section for information.

Clerk

Subject to amendments the Committee agreed to

Endorse the action plan

Vote: unanimous

5.3 Standing Orders

The report was received and the Committee considered recommended amendments to Standing Orders. There were two issues to consider relating to the Student Governors.

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Following the increasing importance of HE representation on Boards with the introduction of the Office for Students, it was proposed that the profile of HE on the Board be enhanced and formalised with the reclassification of the 19+ governor as the HE Governor. Adult and adult apprentices would continue to be represented through the election of the FE student Governor, and the constituency would extend from the current 16-18 students to include all learners other than HE students.

It had been proposed that to provide continuity and also to enable greater contribution as the governor became more experience in the role, that the term of office for a student governor remain as one academic year but with the option of a second term subject to nomination and election by their peers. The Committee considered the importance of the performance of the governor in their first term of office and recommended that satisfactory attendance and compliance with mandatory training be a condition of nomination.

The Clerk confirmed that the timetable for Student Governor Elections was such that approval of any recommendation by the Committee would require Chair's Actions, given that the deadline for nominations pre-dated the next Board meeting.

Subject to amendments the Committee agreed

To recommend the revised Standing Orders relating to changes to Student Governors for the Chair to ratify on behalf of the Board under Chair's actions.

Vote: unanimous

The agenda was reordered taking item 5.10 after item 5.3

5.10 Governance Documents

The report was received and the Chair reminded the Committee that there was revised guidance in the Corporate Code and HE Code relating to Remuneration Committees. The FE sector would soon be subject to similar regulatory requirements. There were two key changes. The Chair of the Board, whilst a member, should not serve as Chair of that Committee, given their role in undertaking the appraisal of the Principal. There would be further discussion outside the meeting regarding officers of the Remuneration Committee for 2018-19.

Furthermore, the Principal should not be a member of the Remuneration Committee or in attendance. The current practice was for the Principal to withdraw during discussions on their salary, but that input was valuable on second grade positions. This pragmatic approach would be formalised through an agenda which included a 'Principal in attendance' session at the start of the meeting only.

Adoption of the HE Code of Governance was key for registration with the

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Office for Students. The College was compliant in all but one standard relating to Academic Boards, which would be addressed in the HE Action Plan.

The Committee was updated on the process for registration with the Office for Students, which was undertaken by the Head of HE and for which a formal resolution was required from the Board, granting delegated powers.

The Clerk updated the Committee on recent amendments to the Post 16 Audit Code of Conduct requiring that membership of Audit Committees must comprise external members only.

The Committee agreed to recommend to the Board at its meeting on 4th May 2018

- a) The adoption of the HE Code of Governance, subject to progress towards agreed actions.**
- b) Delegation to the Head of HE the completion of the submission for registration with the Office of Students.**
- c) To adopt the Post 16 Audit Code of Practice (revised March 18)**

5.4 Committee membership

The report was received and considered, using the Equality and Diversity data, and Skills Matrix. Given that the Audit and Risk Assurance 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 and Risk Assurance Committee for ratification, and not the full Board, as was the case for all other Committees.

The Committee considered proposals at length, mindful of gender balance, individual governor's time served on specific committees and the need to comply with regulatory requirements.

The Committee agreed to

- a) Recommend the Committee membership (bar Audit) to the Board on 6th July 2018**
- b) Recommend the Audit and Risk Assurance Committee membership to Audit on 13th June 2018**

(Vote: unanimous)

5.5 Role Descriptions

The report was received and taken as read. Role descriptions were considered for their routine biennial review. The Clerk updated on the Staff and Student Role Descriptions, which, for the first time, were in addition to

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the generic role description because of different length of terms of office and, in the case of the Student Governor Role Description, a change to the HE and FE constituencies.

The Committee agreed to recommend to the Board at its meeting on 4th May 2018 the Role Descriptions for:

- a) Chair**
- b) Vice Chair**
- c) Committee Chairs**
- d) External Governors**
- e) Student Governors**
- f) Staff Governors**

(Vote: unanimous)

- 5.6 Board Residential
The feedback forms from the Board Residential on 16th and 17th March 2018 was received and considered. The event had been well received. The Committee agreed that future residentials should include more time for discussion.

Clerk

The Committee noted the report.

- 5.7 Board Diversity
The report was received and **noted**.
- 5.8 Governance QIP update
The report was received and **noted**. The Committee noted that all actions were completed on the Governance QIP.
- 5.9 Terms of Reference
The draft amended Terms of Reference for the Quality and Standards Committee was received. Changes related to the inclusion of the remit to monitor the quality assurance of the College's nursery provision. The Committee agreed to

Approve the revised Terms of Reference for the Quality and Standards Committee

(Vote: unanimous)

6. **Self-evaluation**
- 6.1 Effectiveness of Committee – 2017/18
The report was received. The Board had agreed a new process for Committee Self-Assessment, including a review of the Committee's year at the last meeting of the academic year. The discussion would form the basis of a narrative, to be produced by the Clerk and considered at the autumn meeting of the Committee.

Approved

The Committee noted the report.

7. Reporting

7.1 Items to take to the Board

The Executive Summary of the minutes for the Board on 4th May 2018 would include the key issues from the meeting.

7.2 Items for next meeting

The Cycles of Business were received and noted.

8. Resources for Information

8.1 Skills

8.2 Terms of Office

8.3 Equality and Diversity

9. Dates of meetings for 2018/2019

Monday 1st October 2018

Monday 21st January 2019

Monday 18th March 2019