

Approved

**EXETER COLLEGE FURTHER EDUCATION CORPORATION**

**SEARCH AND GOVERNANCE COMMITTEE**

**Minutes of the meeting held on Monday 16<sup>th</sup> May 2016 in the Board Room,  
Hele Road, Exeter College**

|                |                |           |
|----------------|----------------|-----------|
| <b>Present</b> | Philip Bostock | Chair     |
|                | Emma Webber    |           |
|                | John Laramy    | Principal |
|                | David Allen    |           |
|                | Chris Hoar     |           |
|                | Dave Underwood |           |

**Apologies**

|                      |                 |                          |
|----------------------|-----------------|--------------------------|
| <b>In Attendance</b> | Barbara Sweeney | Clerk to the Corporation |
|----------------------|-----------------|--------------------------|

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

The Chair welcomed members to the meeting.

There were no apologies.

Dave Underwood declared an interest in item 6.1, Reappointment, as the subject of a recommendation.

The Chair declared an interest in item 6.1 relating to the extension of the Chair's term of office.

2. **Minutes**

2.1 The minutes of the meeting held on 8<sup>th</sup> February 2016, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 8<sup>th</sup> February 2016, as circulated, were agreed and signed by the Chair

2.3 The confidential minutes of the meeting held on 28<sup>th</sup> April 2016, 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**

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#### 4.1 Governor Appraisals

The report was received and considered. At its meeting on 12<sup>th</sup> February 2016, the Board resolved to make adjustments to the revised the Governor appraisal, with 1:1 meetings only for those in their first year of office and Committee Chairs and the Chair of the Board. All Governors were invited to complete and submit a self-evaluation form and questionnaires to assess performance of the Chair of the Board and Committee Chairs. It was also agreed that a full review of all Governors would be conducted biennially and would therefore next take place in spring 2017.

Scheduling reviews in the spring informed Search and Governance Committee recommendations at the May 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 that it would be helpful to know whether comments came from a single comment or were the views of a number of members. The Clerk provided this information and agreed to record the number of respondents for each comment in the future.

BHS

Considering each action in turn the Committee agreed whether it would support good governance, and whether there was already progress. Governors also proposed additional actions to achieve the measurable outcomes. The Committee considered and agreed on draft actions which should be deleted because they did not add value or were too operational, or if a comment indicated a training need for a specific governor.

Subject to agreed amendments the Committee agreed to

**a) Endorse the action plan**

**b) Recommend that the process continue, with meetings biennially and questionnaires annually.**

**c) That the full appraisal process be undertaken in 2016-17**

*Vote: unanimous*

#### 4.2 Governance Policies

The report was received. As agreed by the Committee in 2014, the ten Governance Policies, which were due for their biennial review, would be scrutinised over two meetings. The first five had been recommended and subsequently approved by the Board on 12 February 2016 and the remaining five, circulated ahead of the meeting, were considered.

Once approved by the Board, they would be made public on the College website in the Governance section. There had been consultation with the Equality and Diversity Governor.

The Committee considered each in turn and recommended a number of amendments. The Clerk confirmed that implementation included in the Policy

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on the Publication of Minutes relating to reviewing confidential minutes was conducted in accordance with the policy and that the reason for confidentiality was recorded. The Principal assured the Committee that the College had a detailed policy and robust procedures for Freedom of Information requests. The Committee was also assured that open minutes were uploaded onto the website in a timely fashion.

The Committee raised a number of queries on the Policy on Taking Independent Advice. The Clerk would consult with Eversheds and report back to the next meeting.

BHS

Subject to amendments, the Committee agreed to:

**Recommend the following revised Policies to the Board:**

- a) Expenses Policy**
- b) Induction and Training Policy**
- c) Publication of Minutes Policy**
- d) Scheme of delegation Policy**

**The Committee recommended that further legal advice be sought on the Policy for Taking Independent Advice.**

BHS

*Vote: unanimous*

4.3 Standing Orders

The report was received and the Committee considered recommended amendments to Standing Orders.

Current Standing Orders included provision that, if in the best interests of the College, a Governor may, in exceptional circumstances, be permitted to serve an additional term "which shall be a fixed period and in any event not to exceed 12 months in duration". For consistency it was proposed that this should be extended to the roles of Chair and Vice Chair.

Subject to Board approval of the Expenses Policy recommended in item 4.2, the Standing Orders required amendment to provide consistency relating to remuneration of members.

The Committee recommended amendments to ensure gender neutral references to Senior Postholders and that the updated document include the new Senior Postholders' titles.

The Committee agreed to

**Recommend the revised Standing Orders to the Board on 6<sup>th</sup> July 2016.**

*Vote: unanimous*

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- 4.4 Committee membership  
The report was received and considered, using the Equality and Diversity data, Skills Matrix and outcome from the Governor appraisals.

The Committee agreed to

**Recommend the Committee membership to the Board on 6th July 2016**

*(Vote: unanimous)*

- 4.5 Code of Conduct  
The report was received and considered. The provenance of the document was Eversheds' Code of Conduct 14<sup>th</sup> Edition. The Committee agreed to:

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

*(Vote: unanimous)*

- 4.6 ToRs  
The reviewed Terms of Reference for all Committees were received, with highlighted amendments reflecting the change in the Senior Leadership Team.

The Committee recommended amendments to the Selection and Special Committee ToRs in order to ensure an appropriate gender balance.

Subject to amendments the Committee agreed to:

**Recommend the revised Terms of Reference to the Board on 6th July 2016**

*(Vote: unanimous)*

## 5. **Governors**

- 5.1 Review of Governors attendance, training and skills  
The report on Governors' attendance and training for the 2015/16 year to date was received and considered, together with an updated version of the skills matrix.

It was noted that there was a fall in attendance to 79.6% against a target of 80%. Scheduled meetings were published several months ahead to ensure high attendance. However in 2015-16 there had been a number of additional meetings because of the Principal and Vice Principals' recruitment. Although notification of additional meetings had complied with Instruments and Articles of Government - Instrument 12.-(1)(5) - with at least seven days' notice of meetings, these additional meetings had impacted on attendance. Furthermore, the absence of one governor throughout the year had impacted

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significantly on the statistics. This was considered further under item 6.1.

The Committee agreed to

**Note the report and recommend it to the Board for noting.**

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 2016/2017**

Monday 12<sup>th</sup> September 2016

Monday 23<sup>rd</sup> January 2017

Monday 15<sup>th</sup> May 2017