

# EXETER COLLEGE FURTHER EDUCATION CORPORATION

## SEARCH AND GOVERNANCE COMMITTEE

### Minutes of the meeting held on Monday 19<sup>th</sup> January 2015 in the Meeting Room, Hele Road, Exeter College

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

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

The Chair welcomed members to the meeting.

Apologies were received

Emma Webber declared an interest in item 5.1, Vacancies and Reappointments.

David Allen declared an interest in item 5.2 a), Committee membership.

#### 2. **Minutes**

2.1 The minutes of the meeting held on 15<sup>th</sup> September 2014, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 15<sup>th</sup> September 2014, as circulated, were agreed and signed by the Chair.

#### 3. **Matters Arising**

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

#### 4. **Governance Matters**

##### 4.1 Standing Orders

The report was received and the Committee considered amendments to the Chair's and Vice Chair's terms of office, which may extend the number of

terms of office to two terms of two years. It was agreed that there should be provision in the Standing Orders if the proposed member's term of office was due to end before their term as Chair/Vice Chair, to enable them to complete their term as Chair/Vice Chair.

The Clerk updated the Committee on the rationale for the 16-18 and 19+ student governors' titles. The Board had agreed that there should be a Minimum of 1 Student member/s nominated and elected by fellow students. Over the past few years this had been two, with a member coming from the 16-18 students, elected by the whole student body and one from the 19+ student cohort, elected by the whole student body. The two constituencies from which the student was nominated broadened the range of input on the learner experience.

The Standing Orders needed to reflect this. However, legal advice from Eversheds was that such a distinction risked contravening age discrimination laws and that there should be an FE and HE distinction. However this would be an imbalance, given the numbers of HE students compared to the FE population. The Committee agreed that 16-18 and 19+ students represented the funding streams, with 16-18 funded through the EFA and 19+ through the SFA, HEFCE. The distinction was not only funding but also that the learners' experience and delivery of teaching was different between the two groups. It was not an age distinction per se.

The Committee agreed to

**Recommend the revised Standing Orders to the Board on 13<sup>th</sup> February 2015, subject to an agreed addition.**

BHS

*Vote: unanimous*

#### 4.2 Terms of Reference

The report was received and the updated terms of reference for the Remuneration Committee were considered. Following discussion the Committee agreed, subject to amendments, to recommend to the Board at its meeting on 13<sup>th</sup> February 2015

**The updated Remuneration Committee Terms of Reference**

BHS

*Vote: unanimous*

#### 4.3 Governor Appraisals

The report was received and at the invitation of the Chair, the Clerk confirmed that the Committee had agreed to reschedule annual Governor appraisals from the summer to the spring from 2014/2015, to inform the decision on the membership of committees for the following academic year. She reminded the Committee on the proposed process. The Chairs of Committees would appraise members of their Committee and would

themselves be appraised by the Chair of the Board. It was agreed that the Vice Chair would conduct the Chair's appraisal with another member of the Search and Governance Committee, and that there should be continuity with at least one of the two conducting appraisals for two years in succession. Considering experience, diversity and terms of office, it was agreed that the Vice and Chair of Quality and Standards would conduct the Chair's appraisal for the scheduled appraisals in spring 2015. Governors would be invited to complete a questionnaire on the performance of the Chair and Chair of the Committee on which they sat, plus a self-evaluation form which would form the basis of the interview. For all appraisals the Clerk would be in attendance. Members provided details of availability for the Clerk to arrange a schedule of meetings.

The Committee agreed to

**Recommend the new Appraisal Process to the Board at its meeting on 13 February 2015.** BHS

*Vote: unanimous*

- 4.4 Board Residential  
The draft programme was received and discussed. The Committee agreed to:

**Recommend the Board Residential programme to the Board.** BHS

*Vote: unanimous*

- 4.5 Proposed dates for meetings 2015/2016

A draft schedule was received and subject to one amendment, the Committee agreed to:

**Recommend the schedule of dates for meetings in the academic year 2015/2016 to the Board.** BHS

*Vote: unanimous*

- 4.6 Role Descriptions  
Role Descriptions  
The report was received for its annual review. It was agreed that the personal characteristics required for the Chair and Chair of Committees should include reference to a commitment to the principles of Equality and Diversity and that, given the HE offer of the College, there should also be reference to a strong personal commitment to HE as well as FE.

The Committee agreed to:

**Recommend the Role Descriptions for Governors and for the Chair**

**and Vice Chair of the Board and Committees, subject to agreed amendments.**

BHS

*Vote: unanimous*

5 **Governors**

5.1 Vacancies 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.

5.2 Committee membership

- Remuneration
- Audit Committee
- HE Governor

The report was received and considered and the Committee agreed to recommend to the Board at its meeting on 1 May the following:

**a) To appoint David Allen to the Remuneration Committee with immediate effect**

BHS

**b) To appoint Dave Underwood to the Audit Committee with immediate effect**

BHS

**c) To appoint Mark Overton as HE Governor with immediate effect**

BHS

*Vote: unanimous*

6. **Resources for Information**

The following reports were received and noted and used to inform discussions on vacancies and reappointments

6.1 Skills

6.2 Terms of Office

6.3 Equality and Diversity

7. **Dates of Next Meetings**

11<sup>th</sup> May 2015

Provisional dates for 2015/16

Monday 14<sup>th</sup> September 2015

Monday 25<sup>th</sup> May 2016