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## **EXETER COLLEGE FURTHER EDUCATION CORPORATION**

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **Minutes of the meeting held on Monday 23<sup>rd</sup> January 2017 in the Board Room, Hele Road, Exeter College**

<b>Present</b>	Philip Bostock John Laramy David Allen Chris Hoar Dave Underwood	Chair Principal
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<b>In Attendance</b>	Barbara Sweeney	Clerk to the Corporation
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<b>Apologies</b>	Emma Webber
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1. **Welcome, apologies and declarations of interest** **Action**

The Chair welcomed members to the meeting.

Apologies were received

Dave Underwood declared an interest in 5.1 as the subject of a recommendation.

2. **Minutes**

2.1 The minutes of the meeting held on 12<sup>th</sup> September 2016, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 12<sup>th</sup> September 2016, as circulated, were agreed and signed by the Chair.

2.3 The confidential minutes of the meeting held on 5<sup>th</sup> December 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**

4.1 Policies

- Governance Policy on Taking Independent Advice

The report was received. Governance Policies had been scrutinised over the previous two meetings. However, the Committee had deferred recommendation of the Policy for Taking Independent Advice, having

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identified some anomalies in the version recommended by Eversheds. Whilst Eversheds had agreed that their version was out of date, no review was currently scheduled. A revised paper had been drafted by the Clerk in consultation with the Chair of Audit and the Equality and Diversity Governor and was scrutinised by the Committee.

The Committee considered and agreed to a ceiling for each transaction to recommend to the Board. The Committee also agreed to an amendment that any decisions to exceed that ceiling be agreed by a majority of the Board.

The Committee agreed, subject to the amendment, to recommend to the Board on 10<sup>th</sup> February 2017:

**a) The Policy for Taking Independent Advice**

**b) That no commission should exceed a value of £2,000 exclusive of VAT without unanimous agreement of the Board**

*(Vote: unanimous)*

4.2 Standing Orders

The report was received and the Committee considered recommended amendments to Standing Orders, updated to reflect the creation of the role of Patron of the College. Amendments were requested to clarify the exclusivity of the role and that the appointment, although not restricted to a specified term of office, would be subject to regular review.

The Committee resolved, subject to agreed amendments to

**Recommend the revised Standing Orders to the Board on 10<sup>th</sup> February 2017.**

***Vote: unanimous***

4.3 Governor Appraisals

The report was received and the Chair reminded the Committee that 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.

The Committee considered the drafted documentation, which used the 2014-15 questionnaires, but with recommended changes, most notably the inclusion of a review of Committee and Board processes to feed into the Committee and Board SARs for the year.

The Committee agreed that the three questionnaires should be combined to a single Governors' Questionnaire, to include evaluation of the Chair and Committee Chairs.

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Members had provided details of availability for the Clerk to arrange a schedule of meetings.

Subject to consolidating the three questionnaires into one, the Committee agreed to

**Approve the Appraisal Process for 2016-17**

*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.**

*Vote: unanimous*

4.5 Proposed dates for meetings 2017/2018

A draft schedule was received and, subject to an agreed change of the date of the final Board meeting of the year, the Committee agreed to:

**Recommend the schedule of dates for meetings in the academic year 2017/2018 to the Board.**

*Vote: unanimous*

4.6 Terms of Reference

The report, was received and the Committee considered the draft ToRs. At the invitation of the Chair the Clerk highlighted the key issues.

The Business Services Committee Terms of Reference had been updated to include reference to partnerships and collaboration. The Terms of Reference for the Safeguarding Governor was considered and which the Board was required to adopt to comply with the requirements of the annual safeguarding audit. Finally there was a draft amendment to the Associates ToR, to provide for a scenario if an Associate was requested to represent the Board in a nominated role. The Committee requested clarification in the Associates' Terms of Reference to specify reporting duties to the Board for the additional role.

The Committee agreed to recommend the following Terms of Reference to the Board on 10 February 2017

**a) Business Services**

**b) Safeguarding Governor**

**c) Associates**

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*Vote: unanimous*

4.7 Appraisal Action Plan

The report was received and provided an update on progress against actions for 2015-16 emanating from the Governor appraisals, held in spring 2015. All actions were complete, bar the Governors' tour of the College Estate, which would be carried over to the action plan for 2016-17.

The Committee agreed to

**Note the update**

5 **Governors**

5.1 Vacancies

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

6. **Resources for Information**

The following reports were received and noted and used to inform discussions elsewhere on the agenda

6.1 Skills

6.2 Terms of Office

6.3 Equality and Diversity

6.4 Attendance

7. **Dates of Next Meetings**

Date of next meeting

8<sup>th</sup> May 2017

Provisional dates for 2017/18

Monday 2<sup>nd</sup> October 2017

Monday 22<sup>nd</sup> January 2018

Monday 23<sup>rd</sup> April 2018