

## EXETER COLLEGE FURTHER EDUCATION CORPORATION

**SEARCH AND GOVERNANCE COMMITTEE**

Minutes of meeting held on Monday 20 January 2020 at 5.30 p.m. in the Boardroom, Tower Building, Hele Road Campus

**OPEN MINUTES**

**Present:**

|                |            |
|----------------|------------|
| David Allen    | Chair      |
| Bindu Arjoon   | Vice Chair |
| John Laramy    | Principal  |
| Matt Roach     |            |
| Sarah Brampton |            |
| Chris Hoar     | Co-opted   |

**Apologies:** Emma Webber

**In Attendance:** Alison Layton-Hill Clerk to the Corporation

| Item | Action   |
|------|--|
| 1.   | <p><b>WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST</b></p> <p>The Chair welcomed members to the meeting. Apologies were received from Emma Webber.</p> <p>Matt Roach expressed an interest in item 4.2.</p>   |
| 2.   | <p><b>MINUTES</b></p>  |
| 2.1  | The minutes of the meeting held on 7 October 2019 were agreed and signed by the Chair.   |
| 2.2  | The confidential minutes of the meeting held on 7 October 2019 were agreed and signed by the Chair.  |
| 3.   | <p><b>MATTERS ARISING</b></p> <p>There were no matters arising that were not covered elsewhere on the agenda.</p>  |
| 4.   | <p><b>GOVERNORS</b></p>  |
| 4.1  | <p>Vacancies:</p> <p>Governors referred to the report and biography that had been circulated. The Committee noted that the Chair and Vice Chair of the Corporation, the Principal and the Clerk had met with Neil Hitchings, Director of PKF Francis Clarke and supported his appointment. The Committee considered Neil's experience and skills, particularly in terms of the Audit and Risk Assurance Committee.</p> <p>The Committee carefully considered the impact on the gender balance of the Board should additional male governors be appointed. It was acknowledged that the College had advertised widely but to date had</p> |

not attracted additional female governors, although will continue to make every effort to do so.

**The Committee agreed:**

- a) To recommend Neil Hitchings' appointment as a governor Clerk to the Board on 7 February 2020**
- b) To recommend to the Audit and Risk Assurance Committee on 9 March 2020 that Neil serves on that Committee**

*This item was further discussed and dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the Confidential Minutes*

4.2 Succession Planning:

The Committee noted that John Coombs' second term of office concludes on 3 July 2020. Neil Hitchings, subject to Committee approval will join the Audit and Risk Assurance Committee.

*Matt Roach left the room*

Chris Hoar's second term of office, and also his role as Chair of the Remuneration Committee, concludes on 3 July 2020. Matt Roach is the current Vice Chair of the Committee and therefore governors considered his appointment as Chair of the Committee. The Committee acknowledged Chris's valued contribution to the Committee and wider Board and wished him well with his new trusteeship at Exeter Northcott Theatre.

**The Committee agreed:**

- a) To recommend to the Board on 7 February 2020 that Matt Roach is appointed as Chair of the Remuneration Committee as from 4 July 2020. Clerk**

*Matt Roach re-joined the meeting*

5. **GOVERNANCE MATTERS**

5.1 Policies

The Committee noted that the governance policies are updated bi-annually and considered the Clerk's proposed amendments to the following policies:

- 5.1.1 Expenses Policy
- 5.1.2 Induction and Training Policy
- 5.1.3 Publication of Minutes Policy
- 5.1.4 Scheme of Delegation Policy
- 5.1.5 Taking Independent Legal Advice Policy

**The Committee agreed to recommend the above reviewed policies to the Board for approval on 7 February 2020. Clerk**

|     |   |       |
|-----|---|-------|
| 5.2 | <p>Governor Appraisals</p> <p>5.2.1 Appraisal Action Plan</p> <p>This item was deferred from the last meeting. The action plan has evolved from the governor appraisals undertaken in the spring and summer terms of 2018/2019. The Committee noted that the vast majority of the actions had been completed.</p> <p><b>The Committee noted the appraisal action plan and agreed to receive an update on progress at the next meeting</b></p>   | Clerk |
|     | <p>5.2.2 Appraisal Process</p> <p>The Committee was advised that the reduced appraisal process will be undertaken in the 2019/2020 academic year. This will involve the Committee Chairs having a brief discussion with the Chair of the Corporation and new governors having a full appraisal. The provisional dates have been agreed.</p> <p><b>The Committee approved the appraisal process for 2019/2020</b></p>  |       |
| 5.3 | <p>Proposed dates for meetings 2020/2021</p> <p>The Committee considered the proposed meeting schedule that had been circulated with the papers, which reflected the decision to trial reducing the number of Business Services and Quality and Standards Committee meetings by one to four per year. The College had compared committee cycles with other outstanding colleges, the majority of which favoured four Business Services Committees, three Quality and Standards Committees and three Audit and Risk Assurance Committees. Governors were therefore reassured that the College will retain a robust committee structure.</p> <p><b>The Committee agreed to recommend the schedule of dates for 2020/2021 to the Board on 7 February 2020 for approval</b></p> | Clerk |
| 5.4 | <p>Governor Code of Conduct</p> <p>The Committee received the proposed updated Governor Code of Conduct, which reflected changes in the Eversheds' 2019 model code of conduct.</p> <p><b>The Committee agreed to recommend the revised Code of Conduct to the Board on 7 February 2020 for approval.</b></p>  | Clerk |
| 6.  | <p><b>BOARD RESIDENTIAL</b></p>   |       |
| 6.1 | <p>The Committee received the final programme for the Board Residential to be held in March 2020. Governors questioned whether there would be any students in attendance. The need to retain the strategic nature of the residential was noted, however the Principal advised that there may be student participation in some elements of the agenda. The Chair explained the professional roles of the guest speakers.</p> <p><b>The Committee agreed to share the final programme with the Board on 7 February 2020.</b></p>  | Clerk |

7. **REPORTING**

7.1 **Items to take to the Board**

The Committee agreed to refer the following items to the Board on 7 February 2020:

**Clerk**

- Neil Hitchings' appointment
- Chair of the Remuneration Committee
- Revised policies
- Schedule of dates 2020/2021
- Revised Code of Conduct
- Board Residential programme

7.2. **Items for the Search and Governance Committee meeting on 16 March 2020**

The Committee agreed the items to take to the next meeting as those set out in the Cycle of Business

8. **DATE OF MEETINGS**

Monday 16 March 2019