

Approved

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Monday 12th September 2016 in the Board Room, Hele Road, Exeter College

Present	Philip Bostock	Chair
<i>Bar item 4.3 (part)</i>	Emma Webber	Vice Chair
	John Laramy	Principal
	David Allen	
	Chris Hoar	
	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.

Emma Webber declared an interest in item 4.3, Process for electing a new Chair, as the subject of a recommendation for reappointment as Vice Chair.

Chris Hoar declared an interest in item 5.1, having acted for the business of which a potential candidate was CEO.

2. **Minutes**

2.1 The minutes of the meeting held on 16th May 2016, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 16th May 2016, as circulated, were agreed and signed by the Chair

3. **Matters Arising**

3.1 Policy on taking independent advice
The update was received and the Clerk reminded the Committee that when it had scrutinised the Policy at its last meeting, concerns were raised that whilst the provenance of the document was Eversheds, the College's governance legal advisors, it was drawn from a more generic

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policy where trustees were remunerated and had greater liabilities. When challenged, Eversheds had agreed with the points raised and confirmed that an updated review was required. However this was not a priority and there was no target date for such a policy.

The Committee recommended that the Clerk draft a Policy on taking independent advice, in consultation with a Member, for the Committee to consider at its next meeting.

BHS

There were no other matters arising that were not elsewhere on the agenda.

4. **Governance Matters**

4.1 Code of Good Governance

The report was received and the Clerk confirmed that on 8 July 2014 the Board had adopted the new Code of Good Governance for English Colleges.

The Code was intended to help Governing Bodies to meet and exceed basic governance requirements and the Board was required to satisfy itself that current actions provided adequate justification to adopt the Code. Where there were criteria with which the Board did not currently comply it was required to provide justification on a "comply or explain" basis. Following scrutiny of these criteria the Committee agreed that it remained satisfied with the justifications.

The Committee agreed

a) To note the report

b) That, notwithstanding the few areas of non-compliance and, based on a comply or explain basis, the College was still compliant with the Code of Good Governance

Vote: unanimous

4.2 Role Descriptions

Role Descriptions, updated to reflect the change in Senior Post Holders, were received. The Committee agreed to

Recommend the following revised Role Descriptions to the Board on the 7th October 2016:

a) The Chair's

b) The Vice Chair's

c) Committee Chairs'

d) Governors

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Vote: Unanimous

The Vice Chair withdrew for the relevant part of item 4.3

4.3 Process for electing a new Chair

The report was received and considered. The Chair reminded the Committee that he would complete his second two year term of office on 31st July 2017. In accordance with the Code of Good Governance, the process by which the Chair is nominated and elected should be transparent and agreed by the Board. The paper outlined the proposed process for the nomination and election of the Chair from 1st August 2017 for a two year term, renewable for a further two years.

Governors considered the draft process map and proposed schedule. There was provision for a scenario where a Vice Chair might stand and be elected, triggering an election for the Vice Chair. However, the proposal was that in normal circumstances, the Vice Chair would be elected for a two year term with the potential for a second two year term, and that this benefited from being out of sync with the Chair's term to provide support and continuity.

The current Vice Chair was due to complete her first two year term of office on 31st July 2017 and was eligible for a second two year term. The Committee considered her contribution over her first term and unanimously agreed that she should be recommended for a second term of office from 1st August 2017 to 31st July 2019. The Chair reminded the Committee that the Vice Chair's term of office as a Governor was due to be completed on 17th February 2019. However, the Standing Orders made provision for an extension to a Governor's term of office for an agreed fixed term of no longer than 12 months, to enable them to complete their term of office as Chair or Vice Chair.

The Committee agreed to

a) Recommend to the Board at its meeting on 7th October 2016 the draft process for the nomination and election of the Chair.

Subject to Board ratification on 7th October 2016, the process for nominations was scheduled ahead of the Board meeting on 9th December 2016. If the current Vice Chair did not stand for the role of Chair, the Committee agreed to

b) Recommend to the Board at its meeting on 9th December 2016 that the current Vice Chair serve a second two year term from 1 August 2017-31 July 2019

c) Recommend to the Board at its meeting on 9th December 2016 that the Vice Chair's term as a Governor be extended from 18 February 2019 to the 31 July 2019.

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Vote: Unanimous

- 4.3i Amendment to Standing Orders
The report was received and the Committee considered the amendment in the light of recommendation to the Board on 7th October 2016 on the process for nomination and election of a Chair. Subject to an amendment relating to the casting vote in the event of a tie in an election of a Chair the Committee agreed to

Recommend the revised Standing Orders to the Board at its meeting on 7th October 2016.

- 4.4 Appraisal Action Plan
The report was received and provided an update on progress against actions emanating from the Governor appraisals, held in spring 2016. The Committee recommended that IT passwords should be changed annually. It also recommended that tours of the College estate should not be part of a Board meeting, rather, it should be offered as a separate event.

The Committee agreed to

Note the update

5. **Potential 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. **Self-Assessment Report (SAR)**

The report, including a draft aggregated self-assessment questionnaire for the Committee was received. The document was collated from responses to questionnaires sent to members of the 2015-16 Committee. A draft narrative, including strengths and areas for improvement, was scrutinised and approved.

The Committee considered the process and agreed that it was excessively onerous. The Clerk confirmed that self-evaluation of Board and Committees was a requirement of the Code of Good Governance. The narrative, with strengths and areas for improvement was drafted by the Clerk. However annual questionnaires were not considered to add value. Following discussion the Committee agreed that the evaluation of Board and Committee meetings should be included in the biennial Governor appraisal questionnaire, with separate evaluation of the Chair, facilitated by the Clerk. In addition, the last meeting in the academic year of the Board and each Committee should include an item of self-reflection.

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The Committee agreed to

- a) Recommend that the SAR be incorporated into the Board's SAR and presented to the Quality and Standards Committee at its November meeting for subsequent recommendation to the Board.**
- b) Approve the revised process for conducting Board and Committee self-assessment.**

7. Resources for Information

The following reports were **received and noted** and used in the discussion for item 5.1, Vacancies.

- 7.1 Terms of Office
- 7.2 Skills Matrix
- 7.3 Diversity Statistics
- 7.4 Attendance 2014/15

8. Dates of next meetings

Monday 23rd January 2017
Monday 15th May 2017