

EXETER COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

**Minutes of meeting held on Monday 16 March 2020 at 5.30 p.m.
in the Boardroom, Tower Building, Hele Road Campus**

OPEN MINUTES

Present:

David Allen	Chair
John Laramy	Principal
Chris Hoar	Co-opted
Emma Webber	Co-opted

Apologies:

Matt Roach	
Sarah Brampton	
Bindu Arjoon	Vice Chair

In Attendance: Alison Layton-Hill Clerk to the Corporation

Item		Action
1.	<p>WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST</p> <p>The Chair welcomed members to the meeting. Apologies were received from Matt Roach, Sarah Brampton and Bindu Arjoon.</p> <p>Chris Hoar expressed an interest in item 4.2.</p>	
2.	<p>MINUTES</p>	
2.1	The minutes of the meeting held on 20 January 2020 were agreed and signed by the Chair.	
2.2	The confidential minutes of the meeting held on 20 January 2020 were agreed and signed by the Chair.	
3.	<p>MATTERS ARISING</p>	
3.1	<p>Patron</p> <p>The Committee was advised that although there is no formal term of office for Patrons, the College had agreed to review serving Patrons every four years. It was noted that on 6 July 2020 Michael Caines will have been a Patron for four years. The Committee acknowledged his positive contribution to the College and agreed for him to continue as a Patron if he is willing.</p>	
	<p>The Committee agreed that Michael Caines is invited to remain a Patron of the College for a further four years</p>	Clerk
4.	<p>GOVERNORS</p>	
4.1	Vacancies including Staff Governor Election Process:	

The Business Support Staff Governor has tendered her resignation and is therefore no longer eligible to serve as a staff governor. The Committee received the proposed election programme, which would result in a new staff governor being in post for the final Board meeting of the academic year on 3 July 2020.

The Committee also noted that the Clerk will work with the Student Experience Department to run an election process for two new student governors when appropriate.

The Committee agreed the Staff Governor Election Process but permitted the Clerk some flexibility within the timeframe due to the Coronavirus Clerk

4.2 Succession Planning

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

5. GOVERNANCE MATTERS

5.1 Board Diversity

At the request of the Board, the Committee engaged in a discussion about how the College could further support the diversity of the Board. The Committee considered recent observations from the AoC, the College comparative data over the past three years and the gender balance of other outstanding colleges. It was noted that the College does not collect data related to all protected characteristics and the Clerk will review this.

In addition to the protected characteristics, the Committee acknowledged the importance of diversity of thinking.

The Committee agreed to have another discussion at a future meeting when more of the Committee were in attendance. Clerk

5.2 Governor Appraisals

The Committee noted that it had not been possible for the Chair of the Corporation to complete all Committee Chairs' informal appraisal discussions. It was therefore proposed that the update is deferred to a future meeting.

The Committee agreed to receive an update following the completion of the appraisals at a future meeting. Clerk

5.3 Review of Committee Terms of Reference

The Committee received the report and noted that the Terms of Reference are reviewed annually by the Clerk. On this occasion the Clerk did not recommend any amendments.

The Committee agreed that the Terms of Reference for all Committees remain fit for purpose.

5.4 Standing Orders

The Committee received the summary of changes to the Standing Orders following a review by the Clerk and noted that the amendments were minor in nature.

The Committee discussed that, in light of the recent Covid-19 outbreak, the College would be likely to suspend face to face governor meetings. The Chair proposed that the College Standing Orders are updated to allow for the eventuality that if it is not possible to convene the Board to make an urgent decision within the necessary timescales, the board delegates authority to an Executive Committee. The Committee considered an appropriate Executive Committee and suggested the following:

- The Chair **or** Vice Chair of the Corporation
- The Principal/CEO **or** Deputy Principal/CEO
- Matt Roach (Chair of Business Services Committee)
- Sue Clarke (Safeguarding Lead Governor)

It was noted that the Executive Committee would make every effort to consult with the full Board prior to making a decision and any decisions that are taken by the Executive Committee would be subsequently reported to the board.

The Committee agreed to recommend the revised Standing Orders to the Board for approval with immediate effect.

5.5 Committee Membership

The Chair lead a discussion about the proposed Committee membership for the academic year 2020/2021. The Committee acknowledged that some elements had been discussed earlier under the item on succession planning, particularly in terms of replacing Vice Chairs of Committees.

Should Carol McCormack's appointment be approved by the Board, the Committee agreed to recommend that Carol serve on the Business Services Committee due to her experience in working on Masterplans and construction projects.

The Committee agreed to give further consideration at a future meeting as to whether an additional governor should be co-opted onto the Search and Governance and Remuneration Committees to replace Chris Hoar.

The Committee agreed to propose the Committee Membership for 2020/2021, subject to the willingness of those involved, to the Board for approval at its meeting on 3 July 2020.

5.6 Review of Governor Attendance

The Committee received the report and noted that, against a target of 80%, governor attendance currently stands at 86.75% for Committee meetings and 80% for Board meetings.

The Committee considered how attendance would be recorded over the next few months during the exceptional circumstances. It was

proposed that the Clerk slims the agendas to the extent that only critical business is conducted for the time being. Following the publication of the agenda and papers, Governors will be invited to submit comments or questions to the Clerk by email who will co-ordinate responses from SLT and decisions will be made as far as possible by written resolution.

The Committee agreed that attendance would not be recorded for the foreseeable future Clerk

6. **Self Evaluation**

6.1 The Chair led a discussion on the Committee's effectiveness over the past year. Governors considered the following areas: Goals and purpose, resource and support, time and location of meetings, quality of discussion and decision making, attendance, membership and contribution.

The Committee agreed that the Clerk will produce a narrative for the Committee to consider at the autumn meeting. Clerk

7. **REPORTING**

7.1 **Items to take to the Board**

The Committee agreed to refer the following items to the Board on 1 May 2020:

- Staff Governor election process
- Chris Hoar stepping down
- Carol McCormack's CV and appointment recommendation
- Governor Attendance

It was agreed that the amendment to the Standing Orders would be circulated earlier to enable immediate approval. Clerk

7.2. **Items for the Search and Governance Committee meeting on 5 October 2020**

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

DATES OF MEETINGS

8. Monday 5 October 2020
Monday 25 January 2021