

## Minutes of the Search and Governance Committee Meeting

Monday 11 June 2018

Cedar Building, Richard Huish College, 6.00pm

**Members Present:** Ann Helsby (Chair), Barbara Barratt (Vice-Chair), John Abbott (Principal) and Moira Reynolds.

**Also in attendance:** Xanne Blythe (Clerk to the Corporation) **Apologies:** Duncan Alexander.

<b>Min GOV 19</b>	<b>Declarations of Interest (agenda item 2)</b> No declarations of interest were received.	<b>Action</b>
<b>GOV 20</b>	<b>Minutes of the Previous Meeting (agenda item 3)</b> <b>RESOLVED:</b> that the Search and Governance Committee minutes dated 30 January 2018 be approved and signed as an accurate record.	
<b>GOV 21</b>	<b>Matters Arising Report (agenda item 4)</b> The meeting noted the Matters Arising report, all areas would be covered by the agenda except the following items: <ul style="list-style-type: none"><li>• senior postholder complaint process to be submitted to the Committee for October 2018,</li><li>• exploration of existing codes to see if the Code of Practice of Freedom of Speech could be included rather than an additional document be produced,</li><li>• College policy summary to be revisited at the October 2018 meeting with further policies and procedures to be merged and refined.</li></ul>	<b>Clerk</b>
<b>GOV 22</b>	<b>Governance and Membership Matters (agenda item 5)</b> <b>22.1 Governors' Terms of Office – June 2018 and Governor Advertisement</b> A list of members and their associated terms of office and retirement dates were circulated to the Committee. The Search and Governance Committee regularly discussed the members' register in line with the Governor Recruitment, Succession and Renewal Policy.  The meeting noted that one staff member's four year term was coming to an end on 31 July 2018 and that the Clerk would invite College staff to nominate a staff member in September 2018.  A RHC Foundation member's term (Guy Adams) was coming to an end on 30 September 2018. It was noted that the Corporation (May 2016) had agreed, as detailed in the Standing Orders (para 6.6) and the Governor Recruitment, Succession and Renewal Policy, that external members retiring at the end of their term of office would be eligible for re-appointment for a further term subject to a maximum period of service of 12 years. Where a member was re-appointed beyond three terms, the reappointment should be for two years at a time. The Governor had demonstrated excellent commitment to the Corporation in terms of attendance and contribution, his special skills were difficult to source and his high level of governance experience was required to balance the relative inexperience of new members.  Committee members recommended Guy Adams' reappointment from September 2018 to September 2020, following confirmation that he was willing to stand. Currently there was one RHC Corporation external governor vacancy and one student governor	

vacancy. The Committee discussed the number of Governors that were also Richard Huish Trust Directors and the potential for conflicted interests.

The governor advertisement detailed the required skill sets and was in need of further updating with the Richard Huish Trust.

## **22.2 Updated Governor Diversity Monitoring Report 2017-18**

An anonymised governor diversity report as at the end of April 2018 gave the following results:

- Age: 20-29 = 7% ; 30 – 39 = 0% ; 40-49 = 13% ; 50-59 = 40% ; 60-69 = 40%
- Gender: Female = 40% ; Male = 60%
- Marital Status: Married 93% ; Single 7%
- Sexual Orientation: Heterosexual 93% ; Prefer not to say 7%
- Disability: None = 100%
- Religion: Christian = 60% ; None = 26% ; Agnostic 7% ; prefer not to say 7%
- Ethnic Origin: British 67%; English = 26% ; Asian = 7%
- Colour: White = 93% ; other = 7%

The Corporation's ethnicity profile was to be expected. According to the most recent 2011 Census 94.6% of Somerset's population were 'White British'. This proportion was typical of that seen in Somerset's neighbouring authorities but was much higher than the England and Wales average [80.5%]. The BME [Black and Ethnic Minority] population of Somerset now comprised 2% of Somerset's overall population, which was well below the national average of 14%.

The Committee would continue to actively promote equal opportunities and encourage applicants from all sections of the community within the Governor recruitment process.

## **15.3 Committee Membership for 2018-19**

The Committee noted the revised Committee Membership for 2018-19 and that the 2018 April Post 16 Audit Code of Practice clarified that Staff Governors should not be members of the Audit Committee.

### **RESOLVED:**

1. that the Governors' terms of office be noted,
2. that the Committee recommend Guy Adams to be reappointed from 30 September 2018 to September 2020,
3. that the Staff member nomination process start in September 2018,
4. that the Governor advertisement be updated with the inclusion of the Richard Huish Trust,
5. that the Governor diversity monitoring report to April 2018 report be noted,
6. that the Committee Membership for 2018-19 be noted.

**GOV  
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## **New Governor Disqualification Requirements from 1 August 2018 (agenda item 6)**

A report summarised the forthcoming changes to the automatic trustee disqualification rules from 1 August 2018. This was relevant for governors and senior employees as the changes introduced further restrictions on who could be a trustee of a charity and this would affect the ability of disqualified trustees to work in a senior management position at a College.

Section 178 of the Charities Act 2011 set out circumstances in which a person was automatically disqualified from acting as a charity trustee. These were mainly related to bankruptcy and also included unspent convictions for crimes involving dishonesty or deception. Currently, an individual was also automatically disqualified if they were not allowed to act as a company director. It was usually an offence for a person to act as a charity trustee whilst they were disqualified. The full list of wider offences and circumstances that would trigger automatic disqualification with effect from 1 August 2018 were circulated in a table.

The Clerk advised that the Corporation may wish to consider amending Instrument 7 (persons who

are ineligible to be members) to include a specific provision stating that a person who was disqualified from acting as a charity trustee by virtue of the Charities Act 2011 may not be a member.

A system was in place that allowed for the required checks before appointing a governor to make sure that the person was not disqualified. The system would be updated to fit the new rules. Prospective governors and senior managers, prior to appointment, were asked to confirm that they were not disqualified under the current or new automatic disqualification rules. Every year governors were asked to sign fresh declarations. A copy of the relevant legislation would be appended to the governor's declaration form for clarity.

**RESOLVED:** that the forthcoming changes to the automatic trustee disqualification rules from 1 August 2018 be noted and that the Instrument and Articles of Government be amended accordingly at a future date.

**Clerk**

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### **Student Governor Election Process/Student Union Constitution (agenda item 7)**

Current arrangements for the election of student governors had led to varying degrees of commitment. The Clerk advised the Committee on the following two options for consideration whereby prospective Student Governors were provided with more information about the role and the role's expectations.

#### **(a) Nomination and Election Process**

The Instrument and Articles of Government and the Student Union Constitution (approved by the Corporation in 2014) stated that student members should be nominated and elected by their fellow students, or of the Corporation so decided, by a recognised association representing such students. A Student Governor role profile was available for interested students.

#### **(b) Selection Process**

Governors favoured the selection process model, with an email to be circulated to all students inviting an expression of interest in June/July to provide a wide student representation from prospective second year students. Prospective Student Governors would then be interviewed by Governors and the expectations of the role discussed, with a formal appointment at the September Corporation meeting. Assistant Principals would be asked to talk to their schools to promote the Student Governor posts.

This option would entail a change to the Instrument and Articles of Government with a consultation process and an amendment to the Student Union Constitution for Corporation approval.

The meeting noted that a student membership could be terminated if the member had been absent from three consecutive meetings without permission.

#### **RESOLVED:**

1. that the Instrument and Articles (Instrument 2) be recommended for amendment with the appropriate consultation process to enable a selection process for student members over the current nomination and election process,
2. that the Student Union Constitution be amended accordingly and recommended for Corporation approval,
3. that the Student Governor selection process be started in June 2018 for formal Corporation appointment in September 2018.

**Clerk**

**GOV  
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### **E Governance and GDPR Governors' Requirements Update (agenda item 8)**

In light of the GDPR implementation from May 2018 and general good practice the RHC Corporation needed to review the current methods of circulating meeting papers and information to Governors.

Two Governors had met with the Clerk and the IT Manager to discuss improvements to the current

practice. From the outset, it was noted that Governors offered their time generously to the College voluntarily and Governors' access to meeting papers needed to be easy with no additional barriers.

The Clerk was exploring the possibility of using a secure platform for meeting papers with just one log in. An email would be circulated with an encrypted link to the secure platform, Governors would have individually named folders with meeting papers, papers could be annotated and saved with the ability to print. Further exploration was required on the secure platform using either Moodle the College Virtual Learning Environment, Microsoft Office 365 (Cloud) or SharePoint. The governance page would be revised with clearly labelled information and previous meeting minutes and reports for information, a training session would be made available for Governors and there would be a trial in August with two Governors prior to the introduction in September 2018.

**RESOLVED:** that the circulation of meeting papers be revisited to accommodate good practice, greater security and GDPR requirements with a trial in August and an implementation date of September 2018.

Clerk

**GOV 26 Anonymised Annual College Complaint Report for 2017-18 (agenda item 9)**

A summary of College formal complaints and positive feedback for the academic year 2017-18 was presented. The complaints and positive feedback report was seen as a valuable source of information regarding the quality of services. A report was presented to the SMT on a regular basis to monitor the number of complaints and trends and presented annually to the Corporation. The Clerk informed the meeting that the Regulatory Self-Assessment Questionnaire, part of the Post 16 Audit Code of Practice for the period to 31 July 2018, had made a new reference to the College complaints process and its effective management. The meeting noted the report together with the notes and resolutions, with no common trends.

**RESOLVED:** that the annual College complaint and positive feedback report be noted for 2017-18.

**GOV 27 RHC Draft Publication Scheme (agenda item 10)**

A revised draft publication scheme (Freedom of Information Act 2000) was noted listing information available either on the website or by request. The FE model publication scheme had been used. The Principal agreed to revise the content of the publication scheme.

**RESOLVED:** that the Richard Huish College draft publication scheme be noted.

**GOV 28 Governance Development Plan for 2017-18 (agenda item 11)**

Every year Committees completed a self-assessment against their terms of reference and identified areas for improvement for the following year. The Governance Development Plan captured these identified actions with a timescale, updates and success criteria. The Committee noted that most areas had been actioned with a small number of actions scheduled for October 2018.

**RESOLVED:** that the RHC Governance Development Plan for 2017-18 be noted.

**GOV 29 Calendar of Meetings for 2018-19/ Committee Terms of Reference Annual Review (agenda item 12)**

**RESOLVED:**

1. that the calendar of meetings for 2018-19 for the Search and Governance Committee be recommended for approval, and
2. that the Committee's terms of reference for the Search and Governance Committee be recommended for approval.

**GOV 30 For Information/Any Other Business (agenda item 13)**

Date of next meeting 15 October 2018. Items for next agenda College Policy summary, SPH complaint process and Governance KPIs.

With no further business the meeting ended at 6.45pm

Chair \_\_\_\_\_

Date \_\_\_\_\_