

Minutes of the Search and Governance Committee Meeting

Monday 15 October 2018

Cedar Building, Richard Huish College, 6.00pm

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

Also in attendance: Xanne Blythe (Clerk to the Corporation)

Min GOV 1	Declarations of Interest (agenda item 2) No declarations of interest were received.	Action
GOV 2	Minutes of the Previous Meeting (agenda item 3) RESOLVED: that the Search and Governance Committee minutes dated 11 June 2018 be approved and signed as an accurate record, subject to a minor amendment.	
GOV 3	Matters Arising Report (agenda item 4) 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">• senior postholder complaint process to be submitted to the Committee for October 2018,• exploration of existing codes to see if the Code of Practice on Freedom of Speech could be combined with another document,• College policy summary to be revisited at the October 2018 meeting with further policies and procedures to be merged and refined,• E-governance, the Microsoft Office 365 SharePoint had been set up by the Clerk and was being trialled by two governors prior to being rolled out to all governors. Governance papers would be held securely with an encrypted link sent to governors' emails. Each Governor had their own folder on SharePoint and they were able to annotate and save any annotations to documents in advance of the meetings.	Clerk
GOV 4	Governance and Membership Matters (agenda item 5) 4.1 Governors' Terms of Office 2018-19/Skills Gaps and Succession Planning 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 the terms of office coming to an end in 2019 and discussed the skills gaps for governors not wishing to renew their terms of office. The governor advertisement would require updating with HR skills in the education or other sector, as Ann Helsby did not wish to remain as a governor post December 2019. The Clerk was asked to contact those governors with terms of office terminating in 2019 to ascertain whether these governors wished to renew for another term. 4.2 Staff Governors and External Governor Appointment/RHC Committee Membership for 2018-19 The Clerk advised the meeting that the staff governor nomination process was in progress with nominations and, if necessary, elections to be finalised in time for the 2018 December Corporation meeting.	

The applicants' CVs were circulated and it was agreed to invite two applicants with the required skills sets, as advertised, to an informal meeting with two Governors and the Principal. The meeting had previously noted that an additional governor was required with accountancy skills for the Finance and General Purposes Committee.

The Clerk highlighted the need for the Richard Huish College Governors to remain independent of the Richard Huish Trust and the RHC Foundation and for governors with dual membership to stay at a minimum. Conflicts of interests were recorded in the register of interests and available for public inspection. Declarations of interest were also recorded at meetings and an independent quorum maintained.

4.3 Governors' Attendance Overview for 2017-18

The Committee reviewed attendance records for individual governors and each committee as well as the overall attendance rate for 2017-18. Members noted that governor attendance data for Corporation meetings was published in the College's financial statements and published on the external website. The Corporation had adopted a target that individual members should attend 75% of all meetings held each year, all governors aimed to exceed this target.

2017-18

- Overall mean attendance at Corporation meetings was 76%. (2016-17 81%)
- Overall mean attendance for all meetings was 77%. (2016-17 81%)
- 57 % (2016-17 64%) of members exceeded the target (individual attendance).
- 43% (2016-17 38%) of members were below the target (individual attendance).

The overall mean governor attendance for all meetings was 77% for 2017-18 (81% 2016-17). As a comparator, out of 115 Colleges whose details were supplied, the mean average governor attendance rate for all meetings for 2017-18 was 80%.

Although attendance was generally good, it was inconsistent for a small number of individuals, notably a student governor. The Committee reviewed the individual data to understand some governors' lower attendance and agreed that governors were well engaged.

RESOLVED:

1. that the governors' register and terms of office be noted,
2. that the governor recruitment arrangements be noted,
3. that the Committee Membership for 2018-19 be noted, and
4. that the Governor attendance report be noted for 2017-18.

GOV 5 Governance Draft KPI Report (agenda item 6)

A report with proposed governance key performance indicators had been circulated prior to the meeting for consideration. The report included the indicator, target and outcome for 2017-18 under the following headings: Corporation membership, operational efficiency, operational effectiveness and strategic oversight. The Committee Chair and Vice-chair had met with the Clerk to produce the KPI report.

Discussion ensued on the stakeholder engagement KPI under 'strategic oversight'. Governors at the next strategy day in February 2019 would need review the College's vision and values

It was agreed that the Governance KPI report would be published as part of the Governance Self-Assessment Report. The Governance SAR for 2017-18 would be populated by the Clerk and circulated to governors for comment electronically.

RESOLVED: that the Governance KPI report be forwarded to the Corporation for approval to be used for the following year's governance self-assessment review for 2018-19.

GOV 6 RHC Instrument and Articles of Government – Proposed amendments (agenda item 7)

The Clerk advised of a number of proposed amendments to the RHC Instrument and Articles of Government. Any amendments to this document was subject to the RHC Foundation Trustees’ final approval in January 2019.

It was noted that to enable three student governors to join the Corporation a paper had been circulated electronically to the Corporation with a proposal to amend the Instrument and Articles of Government (I&As) to extend the Corporation determination from 20 to 21 for a trial period of 12 months. This had been agreed, subject to RHC Foundation Trustees’ approval in January 2019.

The electronic report had explained that by increasing the Corporation determination from 20 to 21 had an impact on other areas such as the quorum (currently 40% of the determination). So the quorum would now be raised from eight to nine governors.

The Clerk recommended that the I&As be further amended in relation to the quoracy for meetings of the Corporation and its committees, to be quorate if the number of governors present was at least 40% of the number of governors in post. This amendment would allow for greater flexibility when there were any governor vacancies.

RESOLVED:

1. that the Instrument and Articles of Government (Instrument 2) be recommended for amendment to enable a selection process for student members over the current nomination and election process, subject to RHC Foundation approval,
2. that the Instrument and Articles of Government be recommended for amendment, as detailed above in relation to the quoracy for meetings of the Corporation and its Committees to be 40% of the number of governors in post, subject to RHC Foundation approval,
3. that the Student Union Constitution be amended accordingly and recommended for Corporation approval, together with an amendment to Schedule one ‘Election Regulations’ to allow 10 representatives on the Executive Committee (rather than 7).

Clerk

The meeting noted the three recently appointed student governors and their enthusiasm for the role following the new selection process.

GOV 7 Search and Governance Committee Self-Assessment for 2017-18 (agenda item 8)

Two areas within the report had been highlighted for an area of improvement. The Code of Conduct for Governors and the Standing Orders would be reviewed annually, at the same time as the Committees’ terms of reference and approved at the July Corporation meeting.

RESOLVED: that the Search and Governance Committee self-assessment for 2017-18 be agreed as out-standing with the following areas of improvement for action in 2018-19:

- the Governors’ Code of Conduct and Standing Orders to be reviewed annually.

GOV 8 For Information/Any Other Business (agenda item 13)
Date of next meeting 25 February 2019.

The terms of reference for the Personnel Committee were discussed. The Teaching and Learning Group would be convened this term.

With no further business the meeting ended at 7.20pm

Chair _____

Date _____