

## Minutes of a Search and Governance Committee Meeting

Monday 9 March 2020

Conference Room, Richard Huish College, at 6.40pm

**Members Present:** David Griffin, John Abbott (Principal), Victoria Sadler and Moira Reynolds.

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

Apologies: Barbara Barratt (Vice-chair).

David Griffin (Chair of Corporation) was invited to attend the Committee meeting, in accordance with the Committee's terms of reference, and presided as Committee Chair until a Chair was appointed.

<b>Min GOV 11</b>	<b>Declarations of Interest (agenda item 2)</b>	<b>Action</b>
	No declarations of interest were received.	
<b>GOV 12</b>	<b>Minutes of the Previous Meeting and Matters Arising Report (agenda item 3)</b>	
	The Search and Governance Committee minutes dated 14 October 2019 were approved and signed as an accurate record. The meeting noted the Matters Arising report.	
<b>GOV 13</b>	<b>Governance and Membership Matters (agenda item 4)</b>	
	<b>(a) Governors' Terms of Office/ Skills Gaps and Succession Planning</b>	
	A list of members and their associated terms of office and retirement dates were circulated. The Search and Governance Committee regularly discussed the members' register in line with the Governor Recruitment, Succession and Renewal Procedure. This procedure had been updated by the Clerk as part of the safer recruitment practices in 2019 and would be circulated at the next meeting.	<b>XBL</b>
	The meeting considered the following:	
	<ul style="list-style-type: none"><li>- Safeguarding Governors were discussed, the RHC Safeguarding Governor was Karuna Tharmananthar. In December 2019 Victoria Sadler (prior to her sabbatical) had intimated that she would be willing to support the College as a second Safeguarding Governor. The meeting discussed the Board's recent decision to have two Safeguarding Governors and how this worked in practice with communication. There was a role profile for the Safeguarding Lead Governor, in accordance with the current KCSIE guidance and College's Safeguarding Policy.</li><li>- A prospective Governor with extensive audit experience had been sourced and interviewed by members of the Search and Governance Committee, Board Chair and Principal. A recommendation to the Board was being made to formally appoint the new Governor for a four year term of office as an external Governor. All the pre-vetting checks had been completed and two satisfactory references had been sourced and verified.</li><li>- The meeting noted the prospective governor applications and agreed to source a Governor with secondary school curriculum experience to enable greater challenge at RHC Academic Planning and Quality Committee meetings.</li><li>- A Parent Governor was coming to an end of his four-year term (31 March 2020) and it was agreed to recommend his appointment as an external Governor for a four year term of office. The Clerk would need to arrange to fill the Parent Governor vacancy from 31 March 2020.</li><li>- Student Governors' meeting attendance had been good for 2019-20.</li></ul>	

- The second Staff Governor had been appointed and was booked onto a local AoC Governor Induction session.
- Two Governors were coming to the end of their term of office. Discussion centred on the AoC 'Code' of Good Governance adopted by the Board in March 2015. The Code recommended that Governors retire after two terms of office (eight years). This topic had undergone considerable debate by the Board at the time, and a departure from the Code had been agreed to allow Governors to remain in post for a maximum of three terms of office (twelve years). Governors discussed the requirement to maintain a balance between the number of experienced and new governors on the Board and for steady governor renewal with the required skills. The Clerk brought the following section (7.2) to Governors' attention, as detailed in the Governor Recruitment, Succession and Renewal Procedure, as previously agreed by the Board:

The College Corporation on 23 May 2016 adopted the following:

- each governor is appointed for a fixed term of four years,
- each governor may serve a maximum of three fixed terms of service - to an overall maximum of twelve years.
- Members may be considered for re-appointment beyond three terms if,
  - (i) they have demonstrated excellent commitment to the Corporation in terms of attendance and contribution to meetings,
  - (ii) they have special skills that would be otherwise difficult to find; and
  - (iii) their level of governance experience is required to balance the relative inexperience of a number of new members; or
  - (iv) they chair a Committee and the appointment of a successor would be difficult,

Where a member is re-appointed beyond three terms, the re-appointment should be for two years at a time until, the matters described from (i) to (iv) above are no longer relevant as determined by the Corporation, following a recommendation by the Search and Governance Committee.

The following recommendations were made by the Committee for Board approval.

**RESOLVED:**

1. that Daniel Maycock be appointed as an external Governor to the Audit Committee, for his Audit specialism, for a four year term of office,
2. that Dave Tomaney be appointed as an external Governor for a four year term of office, from 31 March 2020, to continue to sit on both the F&GP and AP&Q Committees,
3. that Matt Morgan (Staff Governor) be appointed to the Academic Planning and Quality Committee with immediate effect,
4. that an additional governor with curriculum experience be sourced for co-option to the Academic Planning and Quality Committee,
5. that Pat Flaherty be reappointed as an external Governor for a four year term of office from 31 March 2020,
6. that Jonathan Langdon be recommended for appointment as the Foundation Trustee to the end of his term of office in May 2021,
7. that the AoC Code of Good Governance be revisited by this Committee for a debate around best practice for Governors' maximum terms of office,
8. that Victoria Sadler be appointed as a second Safeguarding Lead Governor and undertake the required safer recruitment training.

**GOV 2020 Review of Committee Membership and Committee Chairs (agenda item 5)**  
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The Committee discussed various changes to the Committee membership, the Chair asked the Clerk to consult the Governors on the changes in advance and the associated Committee Chairs. The Corporation Chair advised that the Audit Committee required an additional Governor and recommended Anthony Smith. The Clerk advised that members on the Finance Committee were independent of the Audit Committee. Removing an independent Governor would destabilise the

Finance Committee when it was recommending the budget and end of year accounts, twice a year, due to Governors' conflicts of interest with dual RHC and RHT membership. Following discussion, it was agreed that this could be overcome as all Committees' terms of reference permitted another governors' attendance when the Committee's quorum was at risk.

The following recommendations were made for Board approval.

**RESOLVED:**

1. that Moira Reynolds be appointed as Chair of the Personnel Committee and Search and Governance Committee with immediate effect, for a two year period, **XBL**
2. that Victoria Sadler be appointed as Vice-chair of the Personnel Committee and Search and Governance Committee with immediate effect, for a two year period,
3. that Karuna Tharmananthar be appointed to the Personnel, Search and Governance Committee in addition to the Finance & General Purposes Committee with immediate effect,
4. that Anthony Smith be appointed, once consulted, to the Audit Committee with immediate effect.

**GOV 15 Strategy Day Agenda and Focus (agenda item 6)**

It had been agreed to hold two separate strategy days one for the College in April/May, and one for the Trust in June 2020.

The following items were agreed for the RHC event:

- Where are we, the community, the sector and the competition right now?
- What does the College need to be and do, to best serve the community in the future?
- What are the potential options about how it delivers this including an appraisal of structural options?

The Clerk asked whether the strategy day could include discussion by leaders and managers around the curriculum, meeting the local need and how the curriculum satisfied the new EIF. The meeting discussed the Quality Improvement Plan and curriculum reports submitted to the Academic Planning and Quality Committee meetings.

**RESOLVED:** that the RHC agenda be finalised with input from the Board Chair and Vice-chairs.

**GOV 16 RHC Calendar of Business for Board and Committees (agenda item 7)**

The Clerk had drafted a RHC calendar of business for the Corporation and Committees, once finalised, this document would be approved by the Corporation for 2020-21 with dates for all Governors' meetings. This document had been circulated to all Committees for comment.

**RESOLVED:** that the 2020-21 RHC calendar of Business be taken to the July Board meeting for approval. **Clerk**

**GOV 17 Committees' Terms of Reference Review (agenda item 8)**

The Clerk requested more time to compare this to other College's versions. The Post 16 Audit Code of Practice was updated annually and the Audit Committee's terms of reference was aligned to this Code. **Clerk**

The Clerk discussed the Governance Framework and key documents that made up the framework: I&As, Standing Orders, ToR, Code of Conduct, adopted Codes, Calendar of business, Complaint against Corporation, Governor Recruitment, Succession and Renewal Procedure 2019.

**GOV 18 RHC Policy and Procedures (agenda item 9)**

The Residential and Day Trips Policy and Procedure were circulated for information and were NOTED. These documents had been recommended by the consultant, following the safer recruitment audit. The Clerk informed the meeting that the Chair of the Corporation was part of the robust approval process following SMT approval.

**GOV 19 Strategic Risks for Committees – Risk Register Assurance Report (agenda item 10)**

Strategic Risks had been delegated to each relevant RHC Committee. The Gross Risk, was before any mitigating interventions were in place, the Net Risk was after the controls were in place to manage the risk, the Residual Risk was after any planned actions within the next 12 months were in place. Governors were able to see when any Resourcing Requirements were planned to reduce the risk even further and make comment.

The Audit Committee would oversee all Committee Risk Register Assurance reports and any direction of travel would be tracked. The meeting NOTED the 19-20 risk register assurance report.

**GOV 20 AoC SW Governance Overview – 2 March 2020 (agenda item 11)**

The Clerk had attended the above meeting on behalf of the College and would provide a written summary for the next Board meeting.

**GOV 21 Any Other Business (agenda item 12)**

Date of next meeting 15 June 2020

With no further business the meeting ended at 7.30pm

Chair \_\_\_\_\_

Date \_\_\_\_\_