

BARNESLEY COLLEGE BOARD OF GOVERNORS

MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE
HELD ON 20 SEPTEMBER 2016

PRESENT:	S Perryman (Chair)	Governor
	N Bowen (Vice Chair)	Governor
	P Jagger	Governor
	C W Webb	Principal

IN ATTENDANCE: A J Oaks (Clerk to the Board)

APOLOGIES FOR ABSENCE

16.25 Apologies were received from R Pourali.

DECLARATION OF INTERESTS IN ANY AGENDA ITEM

16.26 Members were reminded of the requirement to declare any interests. P Jagger's standing declaration as Chair of Thomas Rotherham College was noted.

MINUTES

16.27 The Minutes of the meeting held on 11 April 2016 were agreed as a true and accurate record and were signed by the Chair.

MATTERS ARISING

16.28 The Committee received a list of actions arising from previous meetings which the Clerk spoke to. With regard to e-governance the IT department had confirmed delivery of all devices and were in the process of configuring them for issue to governor prior to the first trial of the system at the Board meeting 18 October.

16.29 The Chairman updated the Committee with regard to the Area Based Review process referencing Minute 16.13-**16.16, reporting that since Doncaster College's** withdrawal from the process he had met with the Chair of the ABR Implementation group as part of the post review process and also with David Hughes, the new CEO of AoC. Meetings had also taken place between Chair, Principal and the CEOs of DMBC and BMBC in separate meetings, all of whom were supportive of the College and sympathetic to the course of events. Whilst the news was in the public domain, no official communication had been provided to staff and stakeholders. It was believed the official report from JARDU would be published shortly.

16.30 In terms of the next steps for the College, the Principal informed the Committee of a forthcoming meeting with the Transaction unit to discuss potential transaction funding and restructuring facility, to which the Chair and/or Vice Chairs were invited to attend.

CONSTITUTION, VACANCIES AND SKILLS

16.31 The Committee discussed the impact of the current and forthcoming vacancies in the context of the skills and gender analysis, the latter of which had been raised as a concern by some Governors. The loss of R Eccleston and B Mansford representing HEIs and the local business community respectively had impacted on the Board.

16.32 **G McSkimming's eight years in office would come to an end in May. The Committee** recognised the contribution made by Mr McSkimming during this time, which had seen the **College's performance improve year on year. Mr McSkimming's commitment was valued,** particularly his input to the ABR process.

- 16.33 Members were conscious of the need to recruit a governor with specific expertise in safeguarding matters to replace the knowledge and expertise lost when J Thirkell left the Board in 2015, and for that individual to take on responsibility for the Prevent agenda. N Bowen put forward a proposal which would fully address this particular skills gap and it was agreed that this should be pursued.
- 16.34 **Referring to the Board's Recruitment and Selection Policy**, the Chair, Vice Chairs and Principal were aware of several individuals with relevant and appropriate skillsets that would meet the criteria for recruitment and bring additional strengths and a fresh perspective to the Board through local and regional representation. Discussion took place with regard to the individuals put forward which included representation from local employers and public sector organisations. Some were known to members. Should these individuals be keen to join the Board, their breadth of knowledge and networking links would fully support the strategic objectives going forward. The skills and expertise of all individuals were discussed initially, and it was agreed that they should be approached individually in the first instance, in order of priority, before taking matters further on a more formal basis. It was noted that should the recruitment strategy be successful the gender balance would be significantly improved.
- 16.35 The Clerk referred to the paper and asked members to consider the merits of staggering terms of office for newly appointed Governors. Members agreed that this would help with succession planning and that subject to the area of skills represented by the individuals, consideration would be given to appointing on the basis of three and four year terms. The Clerk undertook to provide members with the current status with regard to terms of office.
- RESOLVED 16.35.1 That the Committee contact the individuals identified in the first instance to ascertain their interest in joining the Board.
- RESOLVED 16.35.2 That **subject to interest shown, to implement the Board's** recruitment and selection procedure with a view to recommending appointments on a staggered term of office.

COMMITTEES

- 16.36 **Consideration was given to membership of the Board's Committees**, which had been set out in the paper. The Clerk commented that the Audit Committee was in need of additional members and that in the course of time any new appointees with the relevant skills may join the Committee. It was proposed that newly appointed staff governor P Clarkson join the Audit Committee to replace M Wesson.
- 16.37 S Brian had expressed a wish to expand his knowledge of committee work and move off F&R. With Audit in mind, the Committee considered the impact of his moving off the F&R Committee where his legal background and knowledge had been of value. In addition, **G McSkimming's term of office would come to an end in May, leaving a further vacancy on F&R.** Further to discussion, it was agreed that with new appointees in place on the Committee, the risk to the effectiveness of the F&R Committee was minimal.
- 16.38 The Principal expressed concern regarding the membership of the Q&S Committee following the resignation of two key governors. It was agreed that some of the individuals targeted, should they be appointed, would make a significant contribution to the work of the Committee. R Hooley as a new staff governor had been appointed to the committee, and both students would also become members.
- 16.39 The Clerk highlighted the need for the Committee to consider the Directorship and Chairmanship of the **College's two subsidiary companies** in addition to Committee memberships, to ensure appropriate representation from the Board. In terms of accountability and transparency it was necessary for a Governor to be a Director and to Chair the subsidiary meetings, a role which was currently undertaken by R Dewar. Given the nature of the subsidiaries it was appropriate this responsibility should be undertaken by a governor with financial expertise. Whilst the meetings were brief, it presented an additional commitment over and above Board and Committee meetings which was noted.

- RESOLVED 16.40.1 To recommend that S Brian move from the F&R Committee to the Audit Committee;
- RESOLVED 16.40.2 to recommend that S Perryman become a member of the F&R Committee.
- RESOLVED 16.40.2 to recommend that P Clarkson become a member of the Audit Committee.

REVIEW OF CONFIDENTIAL BUSINESS

- 16.41 The Committee received a report proposing the reclassification of business designated by the Board and its Committees as confidential in the last two years. The majority of business classed as confidential related to property matters and had been deemed commercially sensitive. Other matters related to college restructuring which were now fully in the public domain. Following confirmation that the VP Finance, VP Corporate Services and the Clerk had reviewed the business and related Minutes, the Committee were content to recommend they be reclassified as non-confidential and released into the public domain.
- RESOLVED 16.41 to recommend the business and minutes identified within the report be released into the public domain.

GOVERNANCE MATTERS

- 16.42 The Committee received a report highlighting areas in which it had discharged its statutory responsibilities during the last academic year. The Governance Improvement Action Plan had been appended for information. Consideration was given to the data on attendance for 2015/16 which showed an average attendance at Board meetings lower than previous years. Members reviewed the data and noted that governors with weaker attendance had since left the Board. In terms of the 80% target, it was believed the main reason for not achieving it was directly related to the number of Extra-ordinary Board meetings and ABR meetings that had been called at short notice, presenting a challenge to some governors in respect of their prior commitments. As in previous years the Chair was keen to continue to monitor attendance throughout the year. The Committee recognised the outstanding commitment made by Board members during the year outside of meetings, which was unique to the College.
- 16.43 A summary of the outcomes of the self evaluation process had been provided, following 1-1 meetings in the summer. Following questions by members in terms of taking actions forward, the Clerk proposed members consider engaging the services of an external consultant to review the current governance model and effectiveness of the Board. Consideration was being given to engaging an NLG or other consultant which the Clerk would continue to pursue. Further to discussion it was agreed that the ideal forum to facilitate a self-evaluation session would be at the strategic seminar. The Clerk undertook to liaise with the Deputy Principal regarding the programme for the seminar and to arrange a planning meeting for Chair and Vice Chairs/Chairs of Committees.
- 16.44 Part of the evaluation exercise had been to review the effectiveness of the Chair. The results had been analysed by the Clerk and Vice Chair and shared with the Chair, who believed the outcomes would help to inform debate at the strategic seminar in February. In response to observations made by N Bowen, it was agreed Governors should be mindful when selecting governors for participation in working groups to ensure equitable opportunities were available to all, and that the process was transparent.
- 16.45 The Clerk proposed that discussion and review of compliance against the Code of Governance be deferred and incorporated into the self-evaluation session at the strategic seminar in February.

RESOLVED 16.46 To engage the services of an external consultant to facilitate a self-evaluation session.

OTHER BUSINESS

- 16.47 The Principal informed members that he had approached L Kirkwood, previously a senior manager at the College, with a view to undertaking a piece of work to review the Mission, Vision and Values. Ms Kirkwood had led on the previous successful review process. Whilst the Board had recognised the need earlier in the year to review the Mission, vision and values, it had been deferred as a result of the ABR process. The Principal now believed the time was right to take this forward and proposed a working group of governors and key senior staff be established as soon as possible.
- 16.48 N Bowen suggested that further to consultancy work and input of the working group, the new Mission, vision and values could be debated in some detail and agreed at the strategic seminar in February. The Clerk undertook to contact Governors with a view to membership of the group.
- 16.49 The Principal drew attention the new Insolvency regime proposed for FE colleges and was keen to understand the implications for the College, particularly in relation to accountability of individual governors and how it might impact on future recruitment. The Clerk informed Governors that she was aware of the consultation and draft statutory Orders and would need to take time to review the information in more detail to advise the Board.

RESOLVED 16.50 to seek expressions of interest from Board members to participate in a working group to undertake preliminary work leading up to a full review of the Mission, Vision and Values

DATE AND TIME OF NEXT MEETING

- 16.51 It was noted that there would be an additional meeting required before the end of the term and before the next scheduled meeting in April 2017 in order to make recommendations regarding the appointment of new members.

There being no further business the Chair declared the meeting closed.

Signed _____ Chair

Date _____