

BARNSELY COLLEGE BOARD OF GOVERNORS

MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 24 SEPTEMBER 2015

PRESENT:	J Thirkell (Chair)	Governor
	N Bowen (Vice Chair)	Governor
	R Pourali	Governor
	D Shepherd	Governor
	C W Webb	Principal

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

APOLOGIES FOR ABSENCE

15.36 There were no apologies.

DECLARATION OF INTERESTS IN ANY AGENDA ITEM

15.37 Members were reminded of the requirement to declare any interests. Both the Chair and Vice declared interests with regard to discussion on succession planning.

MINUTES

15.38 The Minutes of the meeting held on 7 July 2015 were agreed as a true and accurate record and were signed by the Chair.

MATTERS ARISING

15.39 The Committee received a list of actions arising from previous meetings, the majority of which formed Agenda items. With regard to 15.04 and Peer review, the Chair reported that the peer review process had been put on hold following the announcement of the Area Based reviews and the withdrawal of one of the colleges from the process.

VACANCIES ON THE BOARD AND APPLICATIONS

15.40 Two applications for Board membership had been received and circulated to members prior to the meeting. The first was from Ben Mansford, Chief Executive of Barnsley FC, who had been interviewed by members of G&S on 24 August. The second application was from Paul Jagger, President of Barnsley and Rotherham Chamber. An application for co-opted membership of the Audit Committee had also been received from Ms A Milanec, and circulated to members prior to the meeting. The Clerk and Chair had met Ms Milanec on 3 September. An up to date skills analysis and age, gender and ethnicity profile was also provided to inform discussion.

15.41 Following circulation of Agenda and reports, the Chair had received a further application via email from Mr G Freedman, together with substantial supporting background information. Mr Freedman lived and worked in Edinburgh. With only one vacancy currently, and one potential further vacancy it was agreed that consideration of the applications from G Freedman and P Jagger would determine which would be invited for interview with a view to Board membership, based on current criteria.

- 15.42 The Committee acknowledged there was capacity to appoint one further member to the Board, bringing it to the maximum of 18. In terms of succession planning, the Chair had been instrumental in seeking to recruit individuals that would have the skills and capacity to take the Board forward. It was hoped that transitional arrangements would be confirmed before the end of the term. The Chair commented that should the Committee feel it appropriate to recommend more than one individual for membership, she would be prepared to stand down from the Board in October, to allow the appointments to be effected. The Board was fully aware of the Chair's intention to stand down as Chair before the end of the year.
- 15.43 The Clerk advised that should the Board feel it appropriate for Mrs Thirkell to support a new Chair, the Principal and the Board in the short term, it would be possible for her to attend meetings of the Board as an observer with no voting rights, for such time as the Board deemed appropriate.
- 15.44 The Chair remarked that appointments in the last 12 months had had a significant impact on the profile of the Board, particularly the recent appointment of Vice Chair Simon Perryman. She added that the skills and expertise Mr Jagger and Mr Mansford would bring to the Board enhanced the profile further, which was reiterated by members. Following discussion the Committee was unanimous in the decision that Mr Mansford should be recommended for appointment and that Mr Jagger should be invited for interview.
- 15.45 Consideration was given to the two further applications for Board membership. The Committee agreed that Mr Jagger was a high profile individual with an outstanding CV, excellent reputation in the local region and with experience of the education sector. Moreover, he had the capacity to devote sufficient time to the Board in terms of leadership. Following several questions raised by D Shepherd, the Chair assured the Committee that they would have the opportunity to address the questions fully when Mr Jagger was interviewed.
- 15.46 In considering the application from Mr Freedman, the Committee concurred that whilst his background was impressive, the skills and expertise Mr Freedman could offer did not meet the criteria sought by the Board at the current time and it would therefore not be appropriate to invite him for interview at this time. With limited vacancies on the Board, the Committee acknowledged that should Mr Jagger be recommended for appointment and the Chair stand down, it was not possible to make any further appointments. The Clerk undertook to inform Mr Freedman of the Committee's decision.
- 15.47 In relation to succession planning and transitional arrangements, N Bowen informed the Committee that he had declined the opportunity to nominate himself for the role of Chair due to his commitments as Principal of Horizon Community College. The Chair emphasised that should she stand down, her successor would need to demonstrate they had the capacity to fulfil the role and that once transitional arrangements had been determined for the role of Chair, nominations would be invited for the role.
- 15.48 The Committee were content with the proposals, which provided an excellent opportunity for the College to exploit the expertise of new individuals for the benefit of the College and the community. The Committee acknowledged that every effort had been made in the recruitment and selection process to improve the gender and ethnicity profile of the Board.

15.49 The Committee considered the application from Ms Milanec was exemplary and had no hesitation in recommending her appointment as a co-opted member to the Audit Committee.

RESOLVED 15.50.1 to recommend Mr Ben Mansford be appointed to the Board

RESOLVED 15.50.2 to recommend Mr Paul Jagger be appointed to the Board subject to interview.

RESOLVED 15.50.3 to recommend Ms Anna Milanec be appointed as a co-opted member of the Audit Committee

RESOLVED 15.50.4 to recommend that should the Board wish to appoint Mr Jagger, the Chair would be required to stand down from her position as Governor and Chair at the end of the Board meeting on 20 October 2015 to allow the appointment to be effected.

RESOLVED 15.50.5 that nominations for the role of Chair be sought prior to the Board meeting on 20 October 2015 with a view to appointing a new Chair of Governors.

15.51 The Clerk referred Governors to the report highlighting vacancies on the Board's Committees. It was proposed to appoint D Shepherd to the Audit Committee and B Mansford to the F&R Committee. In accordance with the Terms of Reference of the Remuneration Committee, it was proposed Vice Chair N Bowen be appointed Chair of the Remuneration Committee for 2015/17.

15.52 The Clerk undertook to report the Committee's proposals to the individuals concerned prior to the Board meeting. Principal C Webb would replace Colin Booth on the Committees. It was agreed that due to Simon Perryman taking forward the lead on the Area Based Review process he would not join a Committee at the current time.

15.51 The Principal was mindful of the need to replace the link governor for Safeguarding, Prevent and SEN. The Clerk reported that P Bird had expressed a wish to stand down as link governor for Health and Safety as soon as possible. The Committee proposed that S Turton be approached with regard to taking over the link for Health and Safety and that the Clerk approach Governors to seek a volunteer for the other areas following the training event on 15 October 2015.

RESOLVED 15.52.1 To recommend D Shepherd be appointed to the Audit Committee;

RESOLVED 15.52.2 To recommend B Mansford be appointed to the F&R Committee.

RESOLVED 15.52.3 To recommend C Webb replace C Booth on the F&R Committee, the Quality and Standards Committee and the G&S Committee

RESOLVED 15.52.4 To recommend the Vice Chair be appointed Chair of Remuneration Committee

RESOLVED 15.52.5 To seek volunteers to become link governors for key statutory areas.

15.53 The Clerk asked the Committee to consider the appointment of the Principal as a Director of Wellspring Academy Trust. The Clerk explained that under the new Articles of Association for the Trust, there was no automatic appointment for the Principal of the sponsor college to become a Director. The decision to appoint the Principal as a Director was the responsibility of the sponsor College. The Committee were content to recommend the Principal become a Director of Wellspring Academy Trust.

RESOLVED 15.53 to recommend Mr C Webb be appointed as a Director to the Wellspring Academy Trust, as a sponsor appointee.

CODE OF GOOD GOVERNANCE

15.54 The Board had adopted the principles of the Code of Good Governance at its meeting in July 2015. The Committee had been tasked with determining how the Board would measure its effectiveness and compliance against the Code. The Clerk had drafted a document summarising the sub aspects of the principles, set against an evidence base. Members suggested the document would be useful as a basis for the Governance self assessment report. The Chair proposed SMT review each aspect together with the Clerk to confirm evidence and impact where relevant, with a view to reviewing the document at the strategic seminar in January 2016. It was further agreed that the process be conducted on an annual basis.

RESOLVED 15.54 that the Clerk work with SMT to identify a sound evidence based for discussion at the strategic seminar.

REVIEW OF POLICIES

Code of Conduct

15.55 The Code of Conduct for Board members had been reviewed and updated to reflect the legislation on the Counter Terrorism and Security Act 2015. Other minor amendments had been made to align wording with other policies and to include the latest Financial Memorandum.

Recruitment and Selection Policy

15.56 The College's Recruitment and Selection policy had been revised and updated to reflect the Board's current practice in respect of recruiting and selecting Board members and to define the process.

Standing Orders of the Board

15.57 Minor changes had been made to the Board's Standing Orders, highlighted in the document. The Board's commitment to high levels of attendance was now included within the Standing Orders together with an additional clause on governance performance, reflecting the Board's commitment to the Code of Good Governance.

Terms of Reference of Board's Committees

15.58 Minor changes had been made to the Committee Terms of Reference to define certain clauses relating to co-opted members and quorum.

Role Descriptions

15.59 The Role Descriptions for Chair, Vice Chair and Governor had been reviewed and significantly updated to reflect current practice and time commitment, particularly in the case of the Chair. The Committee were content with the Role Description for Governor and Chair but felt that the Role Description for the Vice Chair might be more explicit in terms of identifying leadership of specific areas and to highlight governor engagement with learners and links with Heads of department in respect of their statutory link role.

The Clerk undertook to amend the Vice Chair's role description for Board approval.

RESOLVED 15.60 to recommend approval of the following policy documents:

**Code of Conduct for Board members
Recruitment and Selection Policy
Standing Orders for the Board
Committee Terms of Reference
Role Description – Chair
Role Description – Vice Chair (subject to amendments)
Role Description – Governor.**

POLICY ON CONFLICTS OF INTEREST

15.61 It was agreed to defer consideration of the Policy to a future meeting.

ANALYSIS OF ATTENDANCE

15.62 The Committee received a report that indicated 87% attendance at Board meetings for 2014/15, a 5% increase on the previous year. The average attendance at Committees was high, with Audit at 87%, F&R at 82%, G&S and Remun at 100% and Q&S at 95.5%. Individual Governor attendance was noted, and the Chair commented that where this was below 80% she had discussed this with the governors concerned at the 1-1 meetings. The report also highlighted the number of link governor visits, OWLs, and other areas where there had been learner/governor engagement. In terms of activity and training, the report demonstrated a higher level of engagement over the previous year.

15.63 It was proposed that an additional column showing individual governor attendance at the committees be included in the next report.

The Report was noted and received.

SELF ASSESSMENT ANALYSIS OF SURVEYS

15.64 The committee received a report summarising the analysis of the self-evaluation process governors had participated in at the end of the year. The Board had participated in a Board survey, a survey to evaluate the performance of the Chair, and 1-1s. The analysis revealed strengths and areas for improvement that had

been summarised within the report. This year, governors had also been asked to complete a survey to evaluate the effectiveness of the Committees.

- 15.65 All survey's had been paper based and found to be onerous, with fewer returns being made. Members discussed other methods by which the Board could engage in a meaningful self-evaluation process openly and eliminate the need for paper based surveys. It was proposed to canvass opinion at the forthcoming self assessment event.

GOVERNOR EXPENSES

- 15.66 A report highlighting expenses claimed by Governors and costs of training was provided for information.

The report was noted and received.

CONFIDENTIAL BUSINESS REVIEW

- 15.67 In accordance with the Board's policy on confidentiality, the Clerk had undertaken a review of all business classified as confidential and marked those items of business where it was believed matters may be reclassified as non-confidential. The Chair was content to accept the recommendations subject to confirmation by the Principal and Director of Finance.

RESOLVED 15.68 To recommend the items proposed on paper be reclassified as non-confidential subject to confirmation by the Principal and Director of Finance.

GOVERNANCE IMPROVEMENT ACTION PLAN

- 15.69 The Improvement Action Plan was received. Two areas remained amber, one related to the provision of a data dashboard to Governors, the second to evaluate the impact of leaner/governor engagement activities which would form part of the self assessment discussions on 15 October 2015.

The Report was noted and received.

Signed _____ Chair

Date _____