

BARNSELY COLLEGE BOARD OF GOVERNORS

MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 7 MARCH 2018

PRESENT:	S Perryman (Chair) S Turton C Webb	Governor (Chair of Board) Governor Governor (Principal)
IN ATTENDANCE:	A J Oaks (Clerk to the Board)	

APOLOGIES FOR ABSENCE

18.00 Apologies were received from C Partridge.

DECLARATION OF INTERESTS IN ANY AGENDA ITEM

18.01 The Chair reminded members of the requirement to declare any financial or personal interests in the agenda items. Members reserved the right to declare interests should any arise during the course of the meeting.

MINUTES

18.02 The Minutes of the meetings held on 12 September 2017 and 21 November 2017 were agreed as a true and accurate record by those who had been present at the meetings, and were signed by the Chair.

MATTERS ARISING

18.03 The status of actions arising from previous meetings was received and considered. In terms of stakeholder events, the College was co-ordinating 'Friends of Barnsley' Dinners hosted by senior staff and aimed at attracting external stakeholders, particularly employers to engage with the College. The Principal commented that the first of the Dinners, which had been highly successful, had taken place recently, with one of the Barnsley MPs in attendance.

18.04 With regard to governors attending high profile events, the Principal was mindful that the Marketing team should be able to produce a calendar of events for circulation to governors and would follow this up.

18.05 In terms of the mechanism for monitoring strategic goals, six themes had been identified by the Principal which captured in essence, the goals within each of the pillars. Governors were now linked up to each theme and arrangements were being made for meetings to take place. It was the intention that governors would meet with the senior lead responsible two to three times a year and provide feedback both written and verbal to the Board as previously. The Clerk undertook to include the list of themes and governor links in the Board papers for the March meeting. Two visits had already been made by N Bowen & E Hodgson (SFC) and C Moss (HE).

DETERMINATION OF CONSTITUTION, VACANCIES AND RECRUITMENT

18.06 The Committee received a report from the Clerk setting out the position with regard to membership and current and forthcoming vacancies under the Board's current constitution. The Committee had no hesitation in recommending S Brian be reappointed for a further

term of four years, and that he should continue as a member of the Audit and Remuneration Committee, and as Chair of Remuneration Committee.

- 18.07 The Committee considered the terms of office of C Partridge and D Shepherd, which were due to end in October 2018. Discussion took place with regard to the contribution made by both individuals. Members were in agreement that should she be willing, C Partridge should continue for a further term, as her skills and experience were critical to the Board and Audit Committee. With regard to D Shepherd, concluded that he also made a valuable contribution to both the Board and the Audit Committee and that the link with BMBC was helpful to the Board. The Committee acknowledged that due to his role at BMBC, conflicts of interest could arise when sensitive, commercial and/or political matters affecting both the College and the Council were being considered and that these would continue to be managed professionally. It was agreed that the Chair should discuss the two members' term of office during the 1-1s at the end of the summer, with a view to making proposals to the Board in the autumn term.
- 18.08 Further to consideration, the Committee had no hesitation in recommending H Jaggar join the Remuneration Committee to replace G Beever and to improve gender balance. The Committee were also content to recommend C Canadine, Director of Property and Estates, become a Director of BCDC. The Principal proposed the Director of Business Development become a Director of Think Barnsley Limited. The Clerk explained that in terms of procedure, Directors could not be appointed to the subsidiaries until such time as the Board approved their appointment.
- 18.09 Discussion took place with regard to Committee membership and current vacancies. Members were in agreement for S Perryman to become a member of the Quality and Standards Committee. Discussion took place with regard to the Chairman's suggestion of merging the Remuneration and Governance and Search Committees which were held twice each year. The Clerk pointed out that should the Board wish to dissolve all its Committees under a new structure (with exception of Audit), there was no requirement for G&S and Remuneration Committee. It was noted that should a merger of the two committees be considered, the Principal would not be eligible to be a member. The Clerk had suggested the Committee consider the membership and quorum of the Finance & Resources Committee in the short term, to ensure there was no risk to quoracy. It was agreed that discussion regarding Committees would form part of the Governance review undertaken by the Task and Finish group in the coming months.
- 18.10 The Committee was reminded that in relation to staff and student members, the Board was able to vary its determination of 2 members in each category, as long as there was one of each, and that it could also opt to move away from appointing this category of member by nomination and election in favour of an application and interview process, which some Colleges had already implemented. Members agreed this would be preferable in terms of strengthening the Board's skills base, and acknowledged the Clerk's advice regarding the need to consult with those affected by any proposed changes. Members believed that a mutually acceptable process whereby nominations were put forward and Governors were able to interview might work more effectively to recruit staff and student members.
- 18.11 The Clerk reminded the Committee of the current clause within the Student Union Constitution which provided the SU President with an automatic right to become a student member of the Board. Whilst in recent years some students had enjoyed taking up both roles, this was sometimes challenging for others. The Clerk added that the inclusion of the Clause within the Constitution also prevented the SU President serving as a Governor for more than a year, which was not helpful in terms of personal development in the role and continuity of membership. The Student Union had indicated they would consult with the Student Council with regard to potentially amending the clause and should they wish to do so, would notify the Clerk. The Clerk reminded the Committee that consideration of the process for the recruitment of staff and student governors would also form part of the Task and Finish Groups work.

- 18.12 The Committee reviewed the gender, age and ethnicity profile of the Board which had been included in the report for information. Members recognised that every effort had been made to improve gender balance, and that in terms of external members, there was a 60:40 split which was not too great a concern. A skills analysis had been included for information. The Clerk suggested that as part of the review of governance, it would be useful for a new skills audit template to be produced and completed to assist the Task and Finish Group in its work.
- 18.13 The Principal wish to record that in terms of attendance, it was important to note that the majority of Board members were in full time employment and that this had an impact on scheduling meetings and attendance levels during the year. In addition, as S Turton pointed out, two governors including herself, were self-employed and this was also a significant factor, where loss of earnings were taken in consideration. It was noted that no Board meetings had been inquorate despite fluctuations in attendance levels.

REVIEW OF GOVERNANCE POLICIES

- 18.14 The Clerk had undertaken a governance review of the Instrument and Articles which had been in place from 1 August 2013. Several proposals had been made for consideration by the Committee which included potential changes to the composition of the Board, which currently included the provision for two senior post holders to be appointed as Board members. Further to discussion regarding the rationale for this, it was agreed to remove the Clause relating to senior post holders. Further consideration regarding the number of staff and student members would be considered in the fullness of time as part of the governance review. Further, the Clerk proposed it would be good practice to make it explicit in the Instrument for members to participate in meetings by telephone and video conferencing. The Clerk explained that it was not advisable to change the Instrument and Articles frequently, therefore in light of the governance review about to be undertaken, it was preferable for all changes to be made at the same time at an appropriate point later in the year.
- 18.15 The 9th edition of the Code of Conduct for Board members, last updated in 2015, had been reviewed in line with Eversheds model Code of Conduct, and also to reflect the College's new purpose, vision and values. In response to a question regarding the insolvency regime which would come into force later in the year, the Clerk advised that it was more likely the Board's eligibility declarations and process for recruitment would be affected by the insolvency regulations, rather than the Code of Conduct, which was a guide for standards of conduct and accountability.
- 18.16 The Clerk had also reviewed the Terms of Reference (ToR) of the Board's Committees and proposals had been made to update the ToR of the Quality and Standards Committee. The Principal commented on the proposed changes and suggested further amendment may be required in respect of HE. The proposals were agreed subject to final amendments that would be put forward following review by the Principal and Clerk.
- 18.17 A timely review had been undertaken of the Role Description for the Chair, Vice Chair and Governors to ensure each one accurately reflected the time commitment involved in the respective roles.

COMPLAINTS AGAINST THE BOARD

- 18.18 The Clerk explained that whilst the College had a comprehensive formal Complaints Policy and procedure in place, there was no defined procedure for dealing with complaints that may be made by an individual or an organisation against the Board, the Chair, individual

governors, the Principal (as a Governor) or the Clerk. In the event such a complaint arose where performance and/or functions and duties were challenged, it was good practice to adopt a procedure setting out how complaints of this nature might be dealt with. A model policy was put forward for consideration. In response to questions, the Clerk stated that she believed it would be helpful to introduce such a Policy as it enhanced the Board's commitment to implementing robust procedures and good governance practice.

GOVERNANCE UPDATE

- 18.19 The Committee received a governance update from the Clerk summarising legal and regulatory matters that would have an impact on governance and the Board. The summary included information relating to the General Data Protection Regulations (GDPR) coming into force on 25 May 2018, the Technical and Further Education Act 2017 in terms of the insolvency regime, the Office for Students, (the new regulatory body for the English HE sector) and new disqualification rules issued by the Charity Commission.
- 18.20 The Governance update had also been circulated by email to all Board members in February 2018. The Clerk was mindful of the personal information retained in respect of Governors in the context of GDPR and would be liaising with management to ensure compliance. It was noted that some governors had already expressed concern about the accessibility of personal information on the internet.
- 18.21 The Clerk reported that the Charity Commission had announced changes to the disqualification rules on who was able to act as a trustee. The changes, which would come into force from 1 August 2018 include persons on the sex offenders register, and those with unspent convictions for terrorism offence. The new rules also captured senior manager positions within a charity, and in respect of the College, other than the Principal/ CEO, the post of Vice Principal Finance was captured. The Clerk advised that the Instrument of Government in addition to the Board's annual declaration of eligibility would need to be amended to reflect the new rules.

OUTCOME OF GOVERNING EVENT 18 JANUARY 2018

- 18.22 The Board had discussed governing and governance both at a development event facilitated by Dr Ron Hill in January, and at its strategic seminar on 27 January. The outcome was a consensus to establish a Task and Finish Group to review the existing structure of the Board in terms of its performance and effectiveness. The notion of introducing creative space to allow the Board to focus on key strategic issues outside of formal meetings was welcomed, alongside paring back formal Committees. It was proposed that the Task and Finish Group comprise the Chair of the Board, the Chair of F&R, Q&S and Audit, the Principal, and two further governors, to allow additional input from governors who did not chair a Committee. The Clerk was tasked with producing clear terms of reference for the group, for approval by the Board, to enable work to commence as soon as possible. The Chair stated that it would be helpful to have the new structure agreed and in place for the autumn term.

Further to consideration of all items of business, the following recommendations were made for Board approval:

18.23.1 That S Brian be appointed to the Board for a further term of office of four years and to continue as a member of the Audit and Remuneration Committees, and as Chair of Remuneration Committee;

18.23.2 That H Jaggar be appointed to the Remuneration Committee;

18.23.3 That S Perryman be appointed to the Quality and Standards Committee

18.23.4 That C Canadine, Director of Property and Estates be appointed as a Director of BCDC

- 18.23.5 That S McGladdery, Director of Business Development be appointed as a Director to Think Barnsley Limited
- 18.23.6 That the Code of Conduct for Board members 10th Edition, be updated and approved
- 18.23.7 That a Policy for Complaints against the Board, Board members and the Clerk be approved;
- 18.23.8 That the Terms of Reference of the Quality and Standards Committee be approved subject to further review by the Principal
- 18.23.9 That the Role Descriptions for the Chair, Vice Chair and Governors be updated and approved
- 18.23.10 That the declaration of eligibility template be amended and updated in line with new Charity Commission rules effective 1 August 2018
- 18.23.11 That the Instrument of Government (Clause 10) be amended in line with the new Charity Commission rules effective 1 August 2018
- 18.23.12 That no changes are made to the Instrument and Articles at the present time, but that the proposed changes put forward be implemented later in the year alongside any other changes to the Board's constitution, composition and recruitment of staff and student members as a result of the governance review;
- 18.23.13 That a Task and Finish Group for a review Governance be established with clear Terms of Reference.

DATE AND TIME OF NEXT MEETING

- 18.24 The next meeting was scheduled for 11 September 2018 at 4.00 pm. It was noted that this meeting may not take place should the Board determine to dissolve its Committees for the start of the 2018/19 Academic year.

Signed _____ Chair Dated _____