

Members were informed of an email the Corporation Secretary had received from Mr. Dunne regarding his membership of the Board of Governors. The Chairman of the Board intended contacting Mr. Dunne regarding this matter.

A discussion took place regarding the composition of the Board of Governors and it was agreed to recommend to the Board that its determination of membership should be reduced from 18 to 17 members with immediate effect, by a reduction in the number of Independent Members from 13 to 12.

Mrs. Parker joined the meeting during the above discussion.

A discussion took place regarding the vacancies on the Board of Governors and Mrs. Parker updated members on a number of contacts she had made, which she would progress in the next few weeks. It was suggested and agreed that the Principal should contact organisations and employers that the College had developed relationships with in order to seek expressions of interest from people, particularly within the business community, in joining the Board of Governors.

Members were informed that the Students' Union nomination and election process was taking place and it was expected that the Board of Governors would be asked to consider and approve the appointment of two Student Members at its next meeting.

Members noted that the term of office of Mrs. Pitsillides, Staff Member (Academic), would cease on 28th February 2017. The Corporation Secretary would seek nominations for the appointment of a Staff Member (Academic) with effect from 1st March 2017 in accordance with the approved Procedure for the Appointment of Staff Members to the Board of Governors.

A discussion took place regarding Mr. Scott's membership of the Board of Governors and it was agreed to recommend to the Board that Mr. Scott should be appointed as an Independent Member on the Board of Governors for a one-year term of office commencing 1st January 2017 and ceasing on 31st December 2017. The Search Committee would also recommend that Mr. Scott be appointed as a member and Chairman of the Audit Committee with effect from 1st January 2017.

The Search Committee agreed that the College should seek to appoint an Independent Member with accountancy, human resources or legal skills. The Principal would pursue these possibilities from people within the business community.

The Chairman of the Board of Governors took the chair and reminded members that Mr. Britton's term of office would cease on 31st October 2016. A discussion took place regarding the very positive contribution Mr. Britton had made to the work of the Board of Governors.

Following a discussion the Search Committee agreed to recommend to the Board that Mr. Britton be appointed as an Independent Member on the Board of Governors for a three-year term of office, commencing 1st November 2016 and ceasing on 31st October 2019. It was also agreed to recommend that Mr. Britton be appointed to serve as Chairman of the Search Committee and as a member of the Audit Committee with effect from 1st November 2016. Mr. Britton took the chair.

A discussion took place regarding the appointment of a Vice-Chairman of the Board of Governors. The Chairman of the Board outlined discussions he had had with Mr. Ellis and informed members that they would be having further discussions after the Search Committee's meeting. The Search Committee agreed that, subject to the Chairman's discussions with Mr. Ellis, it was happy to recommend to the Board that Mr. Ellis be appointed Vice-Chairman of the Board of Governors with immediate effect.

With regard to the non-Student Member vacancy on the Learners, Quality and Curriculum Committee it was agreed that this should be held in abeyance.

RESOLVED:

That the Search Committee recommend to the Board of Governors:-

- a) **that the determination of membership of the Board of Governors be reduced from 18 to 17 members with immediate effect, by a reduction in the number of Independent Members from 13 to 12**
- b) **that Mr. Alistair Scott be appointed as an Independent Member on the Board of Governors, for a one-year term of office, commencing 1st January 2017 and ceasing on 31st December 2017**
- c) **that Mr. Scott be appointed as a member and Chairman of the Audit Committee with effect from 1st January 2017**
- d) **that Mr. Jan Britton be appointed as an Independent Member on the Board of Governors, for a three-year term of office, commencing 1st November 2016 and ceasing on 31st October 2019**
- e) **that Mr. Britton be appointed Chairman of the Search Committee and member of the Audit Committee with effect from 1st November 2016**
- f) **that, subject to the Chairman of the Board's discussions with Mr. Ellis, the Search Committee recommend to the Board that Mr. Ellis be appointed Vice-Chairman of the Board of Governors with immediate effect**
- g) **that the non-Student Member vacancy on the Learners, Quality and Curriculum Committee be held in abeyance**
- h) that the Search Committee note that it was expected that the Board of Governors would consider and approve the appointment of two Student Members at its next meeting.
- i) that the Search Committee note that the Corporation Secretary would seek nominations for the appointment of a Staff Member (Academic) with effect from 1st March 2017, in accordance with the approved Procedure for the Appointment of Staff Members to the Board of Governors.
- j) that the Principal contact organisations and employers that the College had developed relationships with in order to seek expressions of interest from people, particularly within the business community, in joining the Board of Governors, if possible, with accountancy, human resources or legal skills.
- k) that the report be received.

S16.28 Succession Planning - Appointment of Chairman of the Board of Governors

S16.28

Members were reminded that Mr. Tew's term of office would cease on 31st July 2017. Mr. Tew served as Chairman of the Board of Governors, Vice-Chairman of the Search and Remuneration Committees and as a member of Learners, Quality and Curriculum Committee. Mr. Tew had confirmed that he did not wish to be considered for re-appointment having served as an Independent Member for almost 10 years.

A discussion took place regarding the appointment of a Chairman with effect from 1st August 2017, the time commitment involved in the role, together with the skills and expertise required. The Committee agreed to ask the Board of Governors to confirm that the Search Committee should aim to identify a member who might seek to become Chairman of the Board with effect from 1st August 2017. Members agreed that a suitable hand-over period was important.

As discussed, the Search Committee would aim to appoint members to fill the existing Independent Member vacancies and the Principal would approach a number of organisations in order to identify suitable persons to be considered for appointment.

Following a further discussion the Search Committee agreed to recommend to the Board of Governors that it should agree, in principle, to move towards a model of appointing two Vice-Chairmen with effect from 1st August 2017 with specific roles being identified to support the Chairman.

RESOLVED:

- a) that the Search Committee aim to appoint members to fill the existing Independent Member vacancies
- b) that the Principal approach a number of organisations in order to identify suitable persons to be considered for appointment as Independent Members
- c) **that the Board of Governors be asked to confirm that the Search Committee should aim to identify a member who might seek to become Chairman of the Board with effect from 1st August 2017**
- d) **that the Search Committee recommend to the Board of Governors that it should agree, in principle, to move towards a model of appointing two Vice-Chairmen with effect from 1st August 2017 with specific roles being identified to support the Chairman**
- e) that the verbal report be received.

S16.29 Evaluation of Performance of the Board of Governors 2015/16

S16.29

The Evaluation of the Performance of the Board of Governors 2015/16 was considered in comparison to the previous year.

Members discussed ways in which more women could be encouraged to apply to become a member of the Board of Governors and the nomination and election process undertaken by the Students' Union to appoint Student Members.

The reduced levels of attendance at some committee meetings were discussed and members acknowledged and accepted the reasons for this.

RESOLVED: that the Evaluation of the Performance of the Board of Governors 2015/16 be received and noted.

S16.30 Annual Report – Governors' Training

S16.30

The Corporation Secretary presented the Annual Report of Governors' Training. It was noted that the majority of members had achieved the target of attending two training events per annum.

RESOLVED: that the Annual Training Report 2015/16 be received.

S16.31 Review of Register of Members Interests

S16.31

The Search Committee reviewed the Register of Corporation Members' Interests, which had been updated in preparation for the financial year-end audit.

RESOLVED: **that the Board of Governors be advised that the Search Committee had undertaken a review of the Register of Corporation Members' Interests.**

S16.32 Governance Self-Assessment Report Action Plan – Monitoring Report

S16.32

The Corporation Secretary presented the Governance Self-Assessment Report Monitoring Action Plan 2015/16.

The Principal outlined his plans with regard to the Governor Link Scheme and Licence to Observe training.

Mr. Britton informed members that the Cabinet had expressed an interest in undertaking a tour of the College. The Corporation Secretary was asked to contact the Leader of the Council's secretary in order to agree a suitable date.

RESOLVED:

- a) that the Corporation Secretary contact the Leader of the Council's secretary in order to agree a suitable date for the Cabinet to undertake a tour of the College.
- b) **that the Board of Governors note that the Search Committee had undertaken a review of progress in implementing the Governance Self-Assessment Report Action Plan and was satisfied with the progress that had been made.**

S16.33 Code of Good Governance for English Colleges – Compliance Analysis

S16.33

The Chairman informed members that he and the Corporation Secretary had undertaken a compliance analysis against the Code of Good Governance for English Colleges. A copy of the analysis was tabled. Members were asked to consider the analysis in order that it could be discussed at the next meeting of the Search Committee. The Chairman explained that, in the meantime, there were a small numbers of matters he would clarify with the Principal.

RESOLVED:

- a) that members of the Search Committee consider the compliance analysis in relation to the Code of Good Governance for English Colleges for discussion at the next meeting of the Committee.
- b) that the report be received.

S16.34 Any Other Business

S16.34

1. Quorum for Meetings of the Board of Governors

The Principal asked that the Search Committee review the quorum for meetings of the Board of Governors as difficulties had arisen when the Principal, Staff and Student Members were required to withdraw from meetings.

The Chairman informed members of the outcome of a survey he had asked the Corporation Secretary to undertake with clerks at other colleges.

A discussion took place following which it was agreed to recommend to the Board of Governors that the quorum for its meetings should be amended, with immediate effect, to at least 40% of voting members except where there was a stated declaration of interest or a clear conflict of interest which would exclude that member from voting and the quorum would be 40% of the remaining members eligible to vote.

It was noted that the change to the quorum would require an amendment to the Instrument and Articles of Government.

RESOLVED:

That the Search Committee recommend to the Board of Governors:-

- a) **that the quorum for meetings of the Board of Governors be amended, with immediate effect, to at least 40% of voting members except where there is a stated declaration of interest or a clear conflict of interest which would exclude that member from voting and the quorum would be 40% of the remaining members eligible to vote.**
- b) **that the Instrument and Articles of Government be amended to reflect (a) above.**
- c) that the verbal report be received.

S16.35 Determination of Confidential Items

S16.35

The Search Committee agreed that none of its discussions should be minuted confidentially.

RESOLVED: that none of the Committee's discussions be minuted confidentially.

S16.36 Date of Next Meeting

S16.36

The next meeting of the Search Committee was scheduled to take place on Monday 13th February 2017, commencing at 3.30 p.m, at Central Campus.

Members agreed that an additional meeting of the Search Committee should take place on Monday 28th November 2016, commencing at 3.30 p.m., at Central Campus.

The meeting terminated at 5.02 p.m.