

Meeting of the Governance and Search Committee

Venue: Conference Room 1, South Tyneside College

Date: Wednesday 22 April 2015

Time: 4.00pm – 6.00pm

Present: Mark Overton
Christine Smith
Ray Staward
Les Watson (in the Chair)
Lindsey Whiterod

In Attendance: Neil Longstaff – Clerk to the Board
Andrew Watts – Chair of Board

ITEM NO.	ISSUES	ACTION
1.	<p>Apologies for Absence</p> <p>There were no apologies for absence to be received.</p>	
2.	<p>Declarations of Interest</p> <p>Members were reminded to declare any conflict of interest as they arose on the agenda.</p>	
3.	<p>Minutes of Previous Meetings</p> <p>The minutes of the meetings held on 28 January and 10 March 2015, including the separately minuted confidential items, were approved and signed by the Chair.</p> <p>Matters arising</p> <p><u>Succession Planning – consideration of current and future vacancies</u></p> <p>The Clerk confirmed that the nominations for External Members had been considered and approved by the Board and would commence as follows:</p> <ul style="list-style-type: none"> • Terence Cornick (1 August 2015) • Malcolm Grady (1 November 2015) • Peter Davidson (1 November 2015) <p>It was noted that equality and diversity matters concerning the membership of the Board was now part of the Governance Quality Improvement Plan.</p> <p>The Chief Executive confirmed that she had asked Julie Lightfoot whether she would be willing to join the SSMS Quality Committee as a Co-opted Member but unfortunately she was unable to accept the offer at this time.</p>	
4.	<p>With the agreement of the members of the Committee, the Chair changed the order of business as follows:</p>	

Review of Governance Structure* including:

- **Committee Composition and Membership**
- **Terms of Reference**
- **Schedule of Meetings 2015-16**
- **Business Planner 2015-16**

Members were asked to undertake a formal review of the governance structure and associated documentation and make appropriate recommendations to the Board.

The Clerk reported that the revised documentation took into account previous views/decisions of the Board and the Governance and Search Committee.

AW informed Members that he had worked alongside the Clerk in reviewing the governance arrangements. Comments received from Board members during one to one meetings had highlighted a need to focus on strategy, reduce paperwork and reduce the Executive Team's workload (report writing and attendance at meetings) and these had also been taken into account.

With this in mind the Chair and Clerk sought to give the structure and workplans more focus by identifying those reports/policies that required Board approval in line statutory requirements, what was strongly recommended and good practice i.e. what was of strategic importance, against those that could be delegated to a Committee or management.

The Clerk had discussed timeline and reporting arrangements with SEG members to ensure information/reports were both timely and appropriate. Examples were given as to where changes were being proposed.

AW aimed to have Board meeting agendas split to focus on strategic matters in the first part of the meeting and other matters in the latter part.

Q. Audit Committee membership? RW felt that as the Audit Committee was a statutory committee, and in his view the most important, then its membership should include a qualified accountant. This point was discussed. The Clerk highlighted that a new governor who was due to join the Board in July had considerable experience in risk management and he appeared to be best placed to sit on the Audit Committee. This would then allow for GC to move across to the Finance and Resources Committee using his expertise as a qualified accountant. The Clerk felt that this was the best use of the skills and experience of members, a view which had been supported by the Deputy Chief Executive.

Other members of the Committee took the view that there was no requirement to have a qualified accountant on the Audit Committee.

A Member stressed to the Committee the need to ensure that the level of scrutiny by governors was maintained to prevent the College falling back into past bad practices. This was particularly relevant given that those Members soon to leave the Board were the only ones who had experienced the poor Ofsted inspection in 2009.

Q. Appraisal and appeals? It was explained that the performance review cycle

	<p>for senior post holders had been streamlined and it was expected, at some point, that a formal appeals process would also be built into current procedures.</p> <p>RS highlighted that the Chief Executive was not required to attend Audit, only the Deputy.</p> <p>Responding to a question the Clerk confirmed that testing of new paperless Boardroom software was ongoing. AW also indicated that there could be different ways in which papers that were purely for information could be circulated to Members.</p> <p>The Clerk was of the view that the Instrument and Articles required a full review and this was expected to take place over the next academic year.</p> <p>Q. Where does the Career College sit in the structure? Once the Board had been established it was to be shown as part of the College structure linked directly to the College Board.</p> <p>Resolved:</p> <p>i. That the Governance papers, as presented, are approved and recommended to the Board for approval subject to minor changes identified by governors.</p> <p>ii. That GC be asked his views as to where he thought his skills would give most value to the College, Audit or F&R.</p> <p>iii. That the Board is asked to agree the following:</p> <ul style="list-style-type: none"> • It will be for the Chair of the Board, the Clerk and Chief Executive to determine the most appropriate method of communicating a paper to Members which is for information only. • That where a paper is being presented and the matter under consideration is within the scope of Ofsted, the paper should state an estimated grade in line with the Ofsted framework e.g. Outstanding, Good, Requires Improvement or inadequate. <p>The Clerk and AW were thanked for this comprehensive review of the governance arrangements.</p> <p>AW left the meeting.</p>	<p>NL</p> <p>NL</p> <p>NL</p>
<p>5.</p>	<p>Succession Planning – Consideration of Re-appointments</p> <p>Confidential item.</p>	
<p>6.</p>	<p>The Governance QIP and new Code of Good Governance for English Colleges</p> <p>The purpose of the report was to provide the G&S Committee with an updated version of the Governance Quality Improvement Plan (QIP) and to present the new Code of Good Governance.</p>	

	<p>Members were informed that the College had responded to the draft Code and several areas had been changed in light of responses received as part of the consultation process e.g. Governors recommended maximum term of office changed from 6 years to 8 years.</p> <p>The Code acknowledged the multiplicity and autonomy of the sector by indicating that Boards were free to achieve the expectations of the 'must' and 'should' statements in whatever manner they saw fit. Where a Board had adopted the Code, but for good reason did not comply with particular provisions within it, the Board needed to explain its rationale and how its approach met the spirit of the Code.</p> <p>Resolved:</p> <p>i. That the information is received and accepted.</p> <p>ii. That the Board is recommended to adopt the new Code of Good Governance.</p> <p>iii. That the Clerk is to produce a draft Action Plan to address the areas of non-compliance, in consultation with the Chief Executive, Chair of G&S Committee and Chair of the Board.</p> <p>iv. That the updated Governance QIP is agreed.</p> <p>v. That the new Governance Code be circulated to Members ahead of the next Board meeting to allow Members sufficient time to read.</p>	<p>NL</p> <p>NL</p> <p>NL</p>
<p>7.</p>	<p>Members Attendance - autumn 2014/spring 2015 including an Attendance Policy</p> <p>The Clerk presented a report updating Members on the attendance of governors at meetings of the Board and its Committees and sought their views on a draft Attendance Policy.</p> <p>Individual targets were highlighted and discussed. Contributions/attendance at other events were noted.</p> <p>The Clerk highlighted those governors that had fallen below the attendance targets.</p> <p>Members of the committee were asked for their views on the report and whether they wished to take any action. Members were reminded that a discussion had taken place at the full Board over attendances.</p> <p>It had been suggested at the recent Board meeting that an apology should only be accepted if a governor provided a valid explanation for their absence together with a contribution towards the meeting by providing comments about the papers via the Chair or Clerk. The Committee was asked whether this should be a proposed change to the Code of Conduct.</p> <p>Consideration was given to the draft Attendance Policy which incorporated a procedure for the removal of a governor.</p>	

	<p>Resolved:</p> <p>i. That the report is received and that it be presented to the Board for information.</p> <p>ii. That the Chair of G&S Committee is to continue to monitor Members attendance particularly those under their attendance target.</p> <p>iii. That G&S Committee agree to recommend a change to the Code of Conduct on the acceptance of an apology whereby a contribution towards the meeting must also be given.</p> <p>iv. That the Attendance Policy be recommended to the Board for approval subject to the proposed change in (iii) above.</p>	<p>NL</p> <p>LW</p> <p>NL</p> <p>NL</p>
8.	<p>Annual Review of Code of Conduct & Standing Orders</p> <p>The purpose of the report was to review the Code of Conduct and Standing Orders and make any recommendations to the Board.</p> <p>Governors were reminded that the Code of Conduct sets out the standards of conduct and accountability expected from governors, to enable them to understand their legal and ethical duties and to assist them in carrying out those duties and in their relationship with the Board, Chief Executive and Clerk.</p> <p>The Standing Orders set out the way in which the Board operated in relation to the provisions in the Instrument and Articles of Government.</p> <p>The Clerk reported that the changes being proposed were of a minor nature.</p> <p>Resolved: That the Committee agree to recommended the Code of Conduct and Standing Orders to the Board for approval.</p>	<p>NL</p>
9.	<p>Review and approve the Student Union Constitution</p> <p>The report explained that South Tyneside College's Students' Union had proposed changes to the Union's constitution.</p> <p>These included the following:</p> <ul style="list-style-type: none"> • Alterations to the election process to create two election periods • Changes to contract duration • Annual General Meeting to be moved to Summer Term • Vice President to act as Treasurer • No person to hold position of President and/or Vice President for more than two years in total <p>Members' views were sought.</p> <p>Resolved: That the revised constitution of South Tyneside College's student union is approved.</p>	
10.	<p>Ofsted Inspection/FE Commissioners Judgements (overview)</p>	

	<p>This report aimed to highlight areas where close scrutiny by Colleges could have avoided a poor Ofsted report or Financial Notice of Concern.</p> <p>Members were asked to consider the comments from the FE Commissioner and by Inspectors in recent College Ofsted Reports to determine whether any intervention by the Board was necessary for the College.</p> <p>Members were provided with the following information:</p> <ol style="list-style-type: none"> 1. Extracts from recent Ofsted reports on governance (Leadership and Management) 2. The letter from the FE Commissioner highlighting areas of concern found during his inspection of Colleges. <p>The Clerk highlighted several areas where it was felt the College could enhance its governance arrangements e.g. link governors, attendance at student forums etc.</p> <p>Members' participation in observations of teaching and learning and college-wide self-assessment activities was discussed. It was generally felt that Members could achieve a better understanding of what represents a good standard in teaching and learning by linking to curriculum areas and joining managers in carrying out observations. It was stressed that Members would not be there to assess the lecturer but to provide feedback to the Board to confirm correct procedures were in place etc. and through this monitoring they would be able to hold staff/management to account.</p> <p>Examples of questions/topics covered in a meeting between governors and an Ofsted inspector (Leadership & Management lead) were provided for consideration.</p> <p>Resolved:</p> <p>i. That the Chief Executive and Clerk are asked to identify areas that may require further improvement and determine an action plan to address them.</p> <p>ii. That this matter be an item on the agenda of each Governance and Search Committee.</p> <p>iii. That the Ofsted Inspector's questions be used to produce a position paper, via SEG, to identify key issues for governors and these are to be categorised in the style of Ofsted judgements i.e. Outstanding, Good , Requires improvement and Inadequate.</p>	<p>LWh/NL</p> <p>NL</p> <p>LWh/NL</p>
<p>11.</p>	<p>Development event/training</p> <p>The Committee members were informed that the Development Event would need to be changed as the Chief Executive and Clerk would not be available on the proposed date of 3 June.</p> <p>The Clerk recommended that it be moved to Thursday 4 June to link in with Prevent training to which governors could be invited.</p> <p>In terms of training, the Clerk sought permission from the Committee to ask all governors to complete online training in certain key areas. Members felt that these were essential requirements for Board members and everyone</p>	

	<p>should be required to complete the courses. It was commented that these would also be useful for those who were also Directors on the Academy Board.</p> <p>Resolved:</p> <p>i. That the Development Event be changed to Thursday 4 June 2015 commencing at 12noon and that this is to incorporate Prevent training.</p> <p>ii. That the Clerk is to organise online training for all governors to complete in the following areas:</p> <ul style="list-style-type: none"> • Safeguarding • Equality and Diversity • Health and Safety 	<p>NL</p> <p>NL</p>
<p>12.</p>	<p>Review of Chair of Board’s performance</p> <p>The Clerk sought the Committee’s permission to issue the Chair’s Performance survey in early June to seek the views of Members ahead of the full Board.</p> <p>The feedback was to be circulated to members of the G&S Committee to enable them to make a recommendation to the Board. It was explained that the summer meeting of the G&S Committee had been scheduled for later in the annual calendar of meetings (2015/16) to enable reports to be brought to the Committee in a timely manner.</p> <p>Resolved: That the Clerk is asked to issue the Chair’s Performance survey in early June 2015 and provide feedback to members of G&S Committee to enable a recommendation to be given at the Board meeting in July.</p>	<p>NL</p>
<p>13.</p>	<p>Any Other Business</p> <p><u>Access to Governors’ Meetings and Publication of Minutes and Papers of the Board and Committees Policy</u></p> <p>The Clerk presented a draft policy on Access to Governors’ Meetings and Publication of Minutes and Papers of the Board and Committees.</p> <p>It was reported that this was a statutory policy which the Board currently did not have in place. Members discussed the content of the policy.</p> <p>Resolved: That the Access to Governors’ Meetings and Publication of Minutes and Papers of the Board and Committees Policy is recommended to the Board for approval.</p> <p><u>Fellows</u></p> <p>The Chief Executive informed the committee that Mr Andrew Moffat and Sir Nigel Sherlock OBE were both delighted to be chosen as Fellows of the College and had accepted.</p>	<p>NL</p>
<p>14.</p>	<p>Date of next meeting</p>	

	The next Committee meeting was to be agreed by the Board as part of the annual calendar of governors meetings.	
15.	Identification of Confidential Items Resolved: That Item 5 – Succession Planning is to remain confidential.	

Signed:

Date: