



AGENDA
REFERENCE

A

CORPORATION/COMMITTEE PAPER

Search and Governance Committee
21 May 2020

TITLE	Minutes of the Search and Governance Committee meeting held on 12 February 2020
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PURPOSE	To receive the minutes of the Search and Governance Committee meeting held on 12 February 2020
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RECOMMENDATION	The committee is requested to note the minutes and agree their accuracy
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<i>No. of pages in main paper</i>	6
<i>Appendices/Annexes</i>	None
<i>Financial Implications</i>	None
<i>Risk Implications</i>	Implicit in paper
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MINUTES OF A MEETING OF THE BOARD OF LEICESTER COLLEGE CORPORATION:



SEARCH AND GOVERNANCE COMMITTEE HELD ON 12 FEBRUARY 2020

Present: Jonathan Kerry (Chair)
Verity Hancock
Chan Kataria

In Attendance: Louise Hazel Director of Governance and Policy

1. **DECLARATIONS OF INTEREST**

1.1. Jonathan Kerry declared an interest in Item 7.

2. **APOLOGIES FOR ABSENCE**

2.1. Apologies for absence were received from Brigitte Heller

3. **MINUTES AND MATTERS ARISING FROM THE PREVIOUS MEETING DATED 12 SEPTEMBER 2019**

3.1. The minutes of the meeting held on 12 September 2019 were **received and agreed.**

3.2 Under matters arising, it was confirmed that all actions had been completed.

4. **SUCCESSION PLANNING AND GOVERNOR ENGAGEMENT**

4.1. The Director of Governance and Policy presented a paper on current board membership and governor engagement. The following points were highlighted:

4.1.1. Current membership was 19 with a vacancy for a support staff governor. This had been advertised but there had been no interest. Two governors currently served as external members only.

4.1.2. The skills matrix was reviewed; this showed a good range of skills and experience across the Corporation.

4.1.3. The terms of office of Brigitte Heller and Andrew Hind would come to an end in March 2020. It was proposed that Brigitte Heller be asked for serve another three-year term.

4.1.4. Andrew Hind would have served three terms of office. It was proposed that he be asked to serve one more year exceptionally, to help provide continuity on the Audit Committee and enable a succession plan for the Chair of Committee role.

4.1.5. Committee membership was **discussed** and it was **noted** that the Search and Governance Committee had two vacancies. Two of the

newer governors, Tim Gray and Simon Meakin, were only members of one committee. Tim Gray had struggled to attend meetings and so it was suggested that Simon Meakin be invited to join the Search and Governance Committee. An open invitation would continue for all governors to attend the Student Liaison Committee; this might help identify a potential permanent member of the committee.

- 4.1.6. Attendance was below the target of 80% overall and for Corporation; Committee attendance was better.

4.2. Governors asked a number of **questions** including:

- 4.2.1. **Whether the staff governor role would be advertised internally.** It would, probably around Easter.
- 4.2.2. **What would be the view of external bodies of a governor going beyond the agreed term of office.** This would be unlikely to be a major concern as there was a rationale for the appointment and the College's restrictions on the number terms of office meant that College governors served for fewer years than in many other colleges.
- 4.2.3. **How the succession plan for the Chair of the Audit Committee would be arrived at?** The Chair would have initial conversations with Simon Meakin and Louisa Poole at his 1:1s with them.
- 4.2.4. **Whether days of meetings might be reviewed to encourage better attendance.** Meetings tended to concentrate on Tuesday-Thursday because Mondays and Fridays were not popular; wherever possible, the days were varied. This would be reviewed for next year.

4.3. **Governors approved the reappointment of Brigitte Heller for a three-year term of office to 1 March 2023 and Andrew Hind for a final one-year term of office to 30 March 2021.**

4.4. **Governors also agreed that the Chair would speak to Simon Meakin and Louisa Poole about the possible succession plan for the Audit Committee. The Director of Governance and Policy would invite Simon Meakin to join the Search and Governance Committee.**

5. GOVERNOR CODE OF CONDUCT REVIEW

5.1. The Director of Governance and Policy presented a draft revised Governor Code of Conduct. The following points were highlighted:

- 5.1.1. The Code of Conduct was signed by all governors on appointment. This had last been reviewed in 2013 and so it was felt appropriate to review it now and every three years from hereon.
- 5.1.2. The main changes covered: an explicit reference to ensuring the solvency of the College; inclusion of the 'fit and proper test' required for charity trustees; reference to new policies including the Conflict of Interest Policy; updated further reading and information on the roles and responsibilities of governors; and updated non-delegable functions to reflect changes to the Instrument and Articles.

5.2. Governors **suggested** a number of amendments to the Code including:

- 5.2.1. **Further detail on solvency/insolvency including guidance on what constituted ‘acting prudently’.**
- 5.2.2. **Further detail on the responsibilities of a Special Education Administrator in relation to protecting the needs of students.**
- 5.3. **Governors asked** a number of questions including:
 - 5.3.1. **How the fit and proper declaration was enforced.** Governors were asked to self-declare.
 - 5.3.2. **How the target for attendance was set and whether this was achievable given that governors were likely to have evening commitments.** This was based on practice in the sector. It was acknowledged that governors might find it difficult to meet the target particularly where they had other commitments but that was a consequence of having experienced and busy board members.
 - 5.3.3. **How this would be communicated to governors.** It would be taken to the Corporation meeting and all governors would be asked to sign the new Code of Conduct.
- 5.4. **Governors agreed to recommend the Code of Conduct to Corporation subject to the amendments suggested.**

6. CONFLICTS OF INTEREST POLICY

- 6.1. The Director of Governance and Policy presented a draft Conflicts of Interest Policy for approval. The following points were highlighted:
 - 6.1.1. Although the policy was a new document, it reflected current practice and brought together existing procedures in one place. The one new element was the approach to staff who were managing relatives.
 - 6.1.2. There was an increasing expectation that colleges should have a separate Conflicts of Interest Policy and it was felt to be good practice.
- 6.2. **Governors asked** a number of **questions** including:
 - 6.2.1. **Whether the list of types of conflicts was definitive or whether this represented examples.** It represented examples; the wording would be amended to reflect this.
 - 6.2.2. **The statement about external commitments (3.3.3) would be relevant to board members; they would find it hard to meet this.** Acknowledged; this would be amended to indicate that it related particularly to staff.
 - 6.2.3. **The phrasing ‘primary allegiance’ to the Governing Body was not appropriate given that individuals would have many other allegiances.** Acknowledged; paragraphs 4.7 and 12.1 in the Code of Conduct would be amended accordingly.
 - 6.2.4. **Whether the Gifts and Hospitality Policy included clear limits.** It did. This had been discussed in detail at the Audit Committee.

6.3. **Governors approved the Conflicts of Interest Policy subject the changes requested.**

7. CHAIR'S PERFORMANCE REVIEW: SURVEY QUESTIONS FOR 2019/20

7.1. Chan Kataria took the Chair for this item.

7.2. The Director of Governance and Policy presented the draft survey questions for the Chair's Performance Review for 2019/20. The following points were highlighted:

7.2.1. The questions were those that had been used in previous years.

7.2.2. The survey was completed online by all governors and SLT.

7.3. Governors **suggested** a number of amendments to the questions including:

7.3.1. **Question 3 amend to: 'The Chair ensures the Board receives appropriate management information and analysis that enables it to provide support and challenge'.**

7.3.2. **Question 10 amend to: 'The Chair is approachable and there are appropriate opportunities for discussion and development outside meetings to enhance my understanding and contribution as a governor.'**

7.4. **Governors approved the Chair's Performance Review Survey questions for 2019/20 subject to the minor amendments agreed.**

8. FEEDBACK FROM AOC GOVERNORS' COUNCIL

8.1. The Chair provided feedback from the AoC Governors' Council. The following points were highlighted:

8.1.1. He had been nominated to represent governors in the East Midlands.

8.1.2. The membership of the Governors' Council and the appointment process was described. There were 11 members; the group had a consultative role and met four times a year.

8.1.3. A recent meeting had discussed the proposals for changes to the AoC governance structures; this had not been well received by the Council.

8.1.4. Future discussion items included revisions to the Code of Good Governance for English Colleges. The residential meeting would be discussing issues arising from the new Education Inspection Framework, the insolvency regime and diagnostic visits, and capital funding for colleges.

8.1.5. Any issues of concern or interest from governors across the region would be passed back to AoC.

8.2. **Governors noted the feedback from the Governors' Council.**

9. GOVERNANCE IMPROVEMENT ACTION PLAN

- 9.1. The Director of Governance and Policy presented the Governance Improvement Plan. The following points were highlighted:
- 9.1.1. The plan included similar actions to the previous year in relation to training, learning walks and 1:1s.
 - 9.1.2. An update on the completion of training was given. Only Kaushika Patel had yet to complete mandatory training; all other training was complete.
 - 9.1.3. Once the new Director of IT was in post, further work would be undertaken to develop the governance KPIs and ensure they were used more widely by governors.
 - 9.1.4. Learning walks would continue and governors would also be encouraged to participate in other events including awards ceremonies and in fulfilling their ambassadorial role.
 - 9.1.5. It was suggested that a further item for the plan might be to consider a review of the cognitive diversity within the Board and SLT. Although there were currently no vacancies, this might prove helpful in identifying areas for further development for the board and/or future governors.
- 9.2. Governors **asked** why feedback from training was rated amber. Those governors who had accessed the ETF modules had found the website hard to use; the material was reasonably helpful although there were some issues with content. These comments had been passed back to ETF.
- 9.3. **Governors approved the governance improvement action plan subject to minor amendments and the addition of an action to review the cognitive diversity of the Board and SLT.**

10. GOVERNORS' AWAY DAY 2020

- 10.1. The Principal presented suggested areas for discussion at the 2020 Governors' Away Day. The following points were highlighted:
- 10.1.1. There were still some major announcements around FE funding and policy awaited, some of which might be known after the reshuffle and the Budget.
 - 10.1.2. Suggested themes to cover at the away day would be an update on regional and national policy, preparation for the new Strategic Plan with less focus on the financial position and more on new developments including T levels.
 - 10.1.3. A session on the College's response to the climate emergency was suggested; this would also be picked up at the next Corporation meeting. The Deputy Mayor would be invited to give a presentation.
- 10.2. **Governors agreed that the College should have a strategic discussion on the climate emergency and approved the suggested themes for the 2020 Away Day.**

11. ANY OTHER BUSINESS

11.1. There was no other business.

12. DATE OF NEXT MEETING

12.1. 21 May 2020