



**MINUTES OF THE
SEARCH AND GOVERNANCE COMMITTEE
MONDAY 20 FEBRUARY, 2017 AT 4.30pm IN ROOM H1**

Members: Lady Salisbury (Chair)
Doug Fussell
Joy Hillyer
Roger McClure (Chair elect of Governors)
Sir William Stubbs (Chair of Governors)
Stephen Dowbiggin OBE (Principal)

In attendance: John Bennett
Joanne Coffey, Clerk to the Governing Body
Don Gratton
Tony Leach
Lady Milnes-Coates

1. APOLOGIES FOR ABSENCE

There were no apologies for absence.

2. DECLARATION OF INTERESTS

There were no additional declarations of interest relating to this meeting.

3. ELECTION OF VICE CHAIR OF SEARCH AND GOVERNANCE COMMITTEE

RECEIVED: Paper 3 - Report of the Clerk, for decision.

NOTED:

- i. The Clerk requested nominations for a Vice Chair of the Search and Governance Committee
- ii. Don Gratton nominated Roger McClure
- iii. Roger McClure accepted to stand as Vice Chair and Lady Salisbury seconded the nomination.

RECOMMENDED TO THE GOVERNING BODY that:

- i. Roger McClure be elected as Vice Chair of the Search and Governance Committee for a 3 year term.**

4. MINUTES OF THE SEARCH & GOVERNANCE MEETING HELD ON 16 NOVEMBER 2016

RECEIVED: Paper 4 - Minutes of the Search & Governance meeting held on 16 November 2016, for decision.

NOTED:

- i. Governors were satisfied that the minutes of the meeting of 16 November 2016 were an accurate reflection of the meeting.

RESOLVED to:

- i. **approve the minutes of the meeting of the Committee held on 16 November 2016 as a correct record and authorise the Madam Chairman to sign them.**

5. MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON THE 16 NOVEMBER 2016

RECEIVED: Paper 5 - Matters arising that are not referred to elsewhere on the agenda, for information.

NOTED:

- i. The handbook was in the process of being updated and would be completed and distributed at the Spring Corporation Committee meeting.

6. REPORT OF THE CLERK

RECEIVED: Paper 6 - Report of the Clerk, for decision.

NOTED:

- i. As the current Chair of the Health and Safety Committee, Don Gratton, had expressed the wish to end his role as Chair, a new Chair needed to be proposed by the Search and Governance Committee to the Governing Body
- ii. In this regard, Paul Campbell, who had indicated his willingness to stand, was proposed to the Governing Body to take over the post from 1st April 2017
- iii. The Remuneration Committee had been postponed to the 2nd May 2017, as the recruitment process for the new Principal necessitated a change to the appraisal timetable for senior post-holders (this had been agreed with the Chair of Remuneration).

RECOMMENDED TO THE GOVERNING BODY that:

- i. **Paul Campbell be appointed as Chair of the Health and Safety Committee for a 3 year term of office with effect from the 28th March 2017 meeting**
- ii. **as he would be due for consideration for re-election at the July 2017, he is appointed as a Governor for a further 4 year term (until July 2021) to enable him to fulfil this role**
- iii. **NB this is Paul's first re-election.**

7. REVIEW OF THE AoC CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES

RECEIVED: Paper 7 - Report of the Clerk, for decision.

NOTED:

- i. Although Governors had been working to the code of conduct for the AoC, their Code of Good Governance for English Colleges document, which had been referred to in previous meetings, had not been circulated to, or formally approved by, all Governors
- ii. The document was attached as an appendix along with a further document demonstrating adherence, via a detailed breakdown of roles, compliance and evidence. as an exercise to ensure guidelines were being followed

- iii. As referred to in Minutes 6iii and 6iv, Governors reflected and decided it would be advantageous to extend the normal terms of office to three full terms
- iv. Where a fourth or subsequent term of office was sought, in addition to the current criteria in the code and agreed by Governors, a further point which identified the particular talent their re-election would bring (or what would be lost if they were not re-elected) should be added. The need to ensure that Search and Governance (and the Corporation) had the flexibility necessary to act in the best interests of the Corporation
- v. That Governors (especially Search and Governance) were very aware of the need to balance stability and retention of knowledge and talent on the Governing Body with the need to bring in new ideas and Governors
- vi. The documentation and Standing Orders will be amended to reflect this.

RESOLVED FOR SEARCH AND GOVERNANCE to receive:

- i. a copy of the Code of Good Governance for English Colleges**
- ii. a copy of the College's response to the above.**

RECOMMENDED TO THE GOVERNING BODY that they:

- i. formally minute the following and add to their Standing Orders (new 7.5):
"Normally, the maximum terms of office would extend to three full terms, however, the Governing Body reserves the right to approve any Governor to serve more than three full terms of office where to do so:
 - i. is in the best interests of the Corporation**
 - ii. affords preservation of an expressed talent or skill**
 - iii. has the unanimous support of the Governing Body.****

8. ANY OTHER URGENT BUSINESS

No other business was discussed.

DATE OF NEXT MEETING – Tuesday 27 June, 2017 at 4pm