

**CAPEL MANOR COLLEGE  
SEARCH AND GOVERNANCE COMMITTEE  
PART I  
MINUTES OF THE MEETING HELD ON  
WEDNESDAY 16 NOVEMBER 2016**

Governors: Lady Salisbury (Madam Chairman)  
Douglas Fussell  
Joy Hillyer  
Roger McClure  
Sir William Stubbs (Chair of the Governing Body)  
Stephen Dowbiggin OBE (Principal)

In attendance: Joanne Coffey, Clerk to the Governing Body  
Natalie Daniel-Tong, Minute-taker

**1. APOLOGIES FOR ABSENCE**

There were no apologies.

**2. DECLARATIONS OF INTEREST**

Roger McClure declared his interest in Item 6.1 (Decision) Report of the Clerk – Nominations for a Chair to the Governing Body.

**3. MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON THURSDAY 30 JUNE 2016**

RECEIVED: Paper 3 - Minutes of the Search and Governance Committee meeting held on Thursday 30 June 2016 for decision.

**RESOLVED:**

- i. to approve the minutes of the meeting held on Thursday 30 June 2016 as a correct record and for them to be signed by Madam Chairman.

#### **4. MATTERS ARISING FROM THE PART I MINUTES OF THE MEETING HELD ON THURSDAY 30 JUNE 2016**

RECEIVED: Paper 4 - Matters Arising from the Part I Minutes of the meeting held on Thursday 30 June 2016, for information.

##### **a) Governors' skills base**

Noted:

- i. That the Clerk is currently reviewing the Governors' skills base. This is a time-consuming task but will strengthen the Governing Body skill set once complete
- ii. Priority is being given to updating the Governors handbook.
- iii. That wording and cross referencing be undertaken (e.g. on the Terms of Reference, Standing Orders)
- iv. It is intended to complete the review of the Governors' skills base by the next Search and Governance meeting on Wednesday 1 March 2017
- v. Governors thanked the Clerk for her thorough work.

#### **5. REVIEW OF THE SEARCH AND GOVERNANCE TERMS OF REFERENCE**

RECEIVED: Paper 5 – Report of the Clerk, for decision.

Noted:

- i. The Terms of Reference had been reviewed and needed aligning with the Standing Orders. In view of this the following additions were reported:
  - a. Terms 2.3-2.5, to clarify the reviewing of the decision-making process in the appointment of the Chair of the Governing Body; and
  - b. Term 2.12, to broaden the tasks undertaken by the Search and Governance Committee
- ii. In future, all changes proposed to any Terms of Reference will be made using track changes so Governors can better monitor the process.

**RECOMMENDED TO THE GOVERNING BODY that:**

- i. they adopt the Search and Governance Committee Terms of Reference (Appendix I).

**6. REPORT OF THE CLERK**

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

**1. Nominations for a Chair to the Governing Body**

Roger McClure left the room.

Noted:

- i. Four nominations of Roger McClure were received
- ii. No other nominations were received
- iii. The Clerk asked the committee to consider whether they felt there was a need to go to external advertisement or whether it was felt Mr McClure was suitably qualified and a strong candidate for the post
- iv. Governors' agreed that Roger McClure had excellent qualifications and experience to bring to the role
- v. Governors' agreed that Roger be confirmed their wish to unanimously nominate Mr McClure as Chair Elect until Wednesday 1 March 2017 so he can assume the role of Chair of Governors on the retirement of Sir William Stubbs at that meeting
- vi. Sir William Stubbs confirmed he was happy to remain in the Chair's role until March 2017.

**RECOMMENDED TO THE GOVERNING BODY that:**

- i. **Roger McClure is appointed as Chair Elect until Wednesday 1 March 2017 and progresses to the role of the Chair of the Governing Body on the retirement at that committee of the current Chair.**

Roger McClure returned to the room.

## 2. Appointment of the Principal

Noted:

- i. That the Governing Body had delegated leading the selection process to Lady Salisbury as Madam Chairman
- ii. That Governors might wish to invite an external individual from AoC to be involved in the process to provide independent advice
- iii. Governors requested that Mary Vine-Morris be approached and invited to assist in this capacity
- iv. The suggested membership of the selection panel and that the 6 and 7 February 2017 were confirmed as the full interview dates
- v. Madam Chairman and the Clerk would write to the Corporation informing them of the Job Description and Person Specification, and progress in the appointment process. This is so that members not on the appointment panel have the opportunity to contribute to the process
- vi. The panel would carefully consider criteria prior to the advertisement being placed early in January.

### **RECOMMENDED TO THE GOVERNING BODY that:**

- i. **the following Governors be appointed as the panel to interview, select and make a proposal to the Governing Body for the appointment of a new Principal:**

**Lady Salisbury**

**Douglas Fussell**

**Chair designate of the Governing Body**

**James Wisdom**

## 3. End of Term of Office of Lady Milnes Coates

Noted:

- i. Lady Milnes Coates' has strong involvement in meetings, training events and other activities, and has undertaken a vital role as Safeguarding Lead for Governors
- ii. Lady Milnes Coates is keen to lead the Leather Guilds Centre

project and this will run well in parallel to the plans for the visitors centre and ambitions (currently underway) to develop a master plan for the Enfield campus

- iii. Governors unanimously agreed that Lady Milnes Coates be re-appointed for a 4 year Term of Office.

**RECOMMENDED TO THE GOVERNING BODY that:**

- i. **Lady Milnes Coates be appointed to the Governing Body for a further term of four years.**

**4. Chair's Action**

Noted:

- i. That although the Chair of Finance and General Purpose's action to authorise the sale of 17 acres would normally go to Finance and General Purposes committee, it had been brought to Search and Governance to minute and the Clerk had sought opinions from all Governors prior to asking the Chair of F and GP to take action (given the significant financial value of the action).

**RECOMMENDED TO THE GOVERNING BODY that:**

- i. **the action taken by the Clerk is endorsed; and**
- ii. **the action taken by the Chair of F and GP's action is endorsed and confirmed.**

**5. Revised Governors' Handbook**

Noted:

- i. That this is being reviewed and updated, and will be reissued at the Corporation meeting to be held on Wednesday 1 March 2017.

## **7 REVIEW OF THE STANDING ORDERS**

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

Noted:

- i. That following review, the Standing Orders have been amended to reflect the way in which the Corporation is progressing with the appointment off the Chair
- ii. Minor amendments to be made by the Clerk to the Appendix to include the Strategy Committee.

**RECOMMENDED TO THE GOVERNING BODY that:**

- i. **they adopt the Standing Orders of Search and Governance (Appendix II).**

## **8 REVIEW OF THE INSTRUMENT AND ARTICLES**

RECEIVED: Paper 8 – Report of the Clerk, for decision.

Noted:

- i. No new amendments other than formatting adjustments.

**RECOMMENDED TO THE GOVERNING BODY that:**

- i. **they adopt the Instrument and Articles (Appendix I).**

## **9 REVIEW OF THE STATEMENT OF GOVERNANCE**

RECEIVED: Paper 9 - Report of the Clerk, for decision.

Noted:

- i. Minor amendments to be made by the Clerk to include the Strategy Committee
- ii. It was good practice for governors to be reminded annually of their responsibilities as outlined in the Statement of Governance.

RECOMMENDED TO THE GOVERNING BODY that:

- ii. they adopt and reaffirm their acceptance of the Statement of Governance (Appendix III).

10 Date of next meeting: Wednesday 1 March 2017, 4.30pm.