

CAPEL MANOR COLLEGE

MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE TUESDAY 27 JUNE, 2017 AT 4pm

Members: Lady Salisbury (Madam Chairman)
Doug Fussell
Joy Hillyer
Roger McClure (Vice Chair & Chair of Governors)
Stephen Dowbiggin OBE (Principal)

In attendance: Joanne Coffey, Clerk to the Governing Body

1. APOLOGIES FOR ABSENCE

None.

2. DECLARATION OF INTERESTS

None.

3. MINUTES OF THE SEARCH & GOVERNANCE MEETING HELD ON 20 FEBRUARY 2017

RECEIVED: Paper 3 - Minutes of the Search & Governance meeting held on 20 February 2017, for decision.

RESOLVED to:

- i. **approve the minutes of the Search and Governance Committee meeting held on 20 February 2017 as a correct record and authorise the Chair to sign them.**

4. MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON THE 20 FEBRUARY 2017

RECEIVED: Paper 4 - Matters arising that are not referred to elsewhere on the agenda, for information.

NOTED:

- i. As the termly review of risks facing the College is now regularly undertaken and reported to each Audit Committee meeting as a standing item on the agenda, this item can be marked 'completed'.

5. SKILLS AUDIT 2017

RECEIVED: Paper 5 - Report of the Clerk, for information.

NOTED:

- i. By comparison to the last Skills Audit, several areas which were highlighted as skills gaps are no longer a problem because the Committee has used the previous skills audit to achieve more breadth and depth of skills across the Governing Body by:
 - a. careful consideration of the skills required when appointing to vacant Governor posts
 - b. designing training to address skills gaps.

5.1 Breadth of cover

NOTED:

- i. Knowledge of the East London Centre is the only area requiring further consideration (compared with six at the last audit)
- ii. Generally there was a reduction in Governors' confidence in their knowledge of out-centres and this may be due to the abandonment of the policy to hold one Governing Body a year at an alternative Centre to the Enfield campus (or the fact that the East London Centre remains "aspirational")

It is proposed to:

- i. hold one meeting a year at a different Centre**
- ii. invite Governors to express an interest in being associated with the East London Centre development (or lead this process).**

5.2 Depth of cover

5.2.1 Animal Care / Management

NOTED:

- i. Animal Care is an area Governors would like to strengthen, as:
 - a. it recruits 25% of Capel Students
 - b. the College can further develop this area
- ii. A suitable candidate would have generic skills and a reputation in the Animal Care or Veterinary Sector, alongside a key interest in Animal Care education
- iii. Governors suggested a representative from London Zoo could provide such a skillset
- iv. Lady Salisbury agreed to approach an interested party who has a wide range of skills and experience and would also add strength to HE.

5.2.2 Financial Leadership

NOTED:

- i. Financial leadership is another area Governors wish to strengthen and the following issues are to be considered:
 - a. Exploration of ambitions of existing Governors with financial experience
 - b. Guy Jones Owen, remaining an Independent Member, to Chair (or Vice Chair) the Audit Committee if the Terms of Reference allow this
 - c. A financial representative from Tottenham Hotspur Football Club who has declared an interest in joining the Governing Body (longer term).

5.2.3 Other areas

NOTED:

- i. Legal services representation would also be a welcome additional skill for the Governing Body
- ii. The Principal affirmed to Governors that they are entitled to invite independent members to the Governing Body meetings (apart from Search and Governance, Remuneration, Strategy and Part II meetings). Although they are restricted to an observing capacity and have no vote, they can be co-opted to provide advice and input
- iii. Governors also explored the possibility of identifying a Risk Chairman Governor or a Sub-Group to take responsibility for reviewing risk on behalf of the Governing Body
- iv. The Principal advised caution in taking such action at this stage because of:
 - a. the current system was assessed by Internal Audit as Strong and had evolved to give Governor sub-committee's authority
 - b. the Principal Designate had indicated (at the Audit Committee) that it was his intention to review the Risk Management Policy during 2017-18
 - c. Audit Committee had drawn attention to the fact that in other organisations the audit committee had a more prominent role in risk management (on behalf of governors).

6. REPORT OF THE CLERK

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

6.1 Internal Audit and Standing Orders

NOTED:

- i. The internal audit of Governance focused on the College's Standing Orders and found them and the use of them to be Strong
- ii. Following a low risk recommendation and Added Value Points, the Standing Orders were updated to incorporate all of the areas where the auditors felt clarification would be helpful
- iii. The Committee decided to circulate updated Standing Orders for Governor's Handbooks at the Governing Body on 12 July 2017, for completeness (in the Clerk's Report)
- iv. The future online Governor support system will incorporate an Online Handbook.

6.2 Use of the College Seal

NOTED:

- i. The College Seal was applied to the contract for the purchase of 12.2 acres of land at the old Theobald's estate.

6.3 Staff & Student Governor nominations and voting

NOTED:

- i. Polly Robson-Halil and Mechelle Hemley-Francis' terms of office will be ending in July 2017

- ii. Governors have been impressed by their commitment to the Governing Body over the past two years and the Clerk was asked to draft a letter to be signed by the Chair thanking them on behalf of the Governing Body and the College for their contribution
- iii. An online nominations and voting system (via Moodle) will be organised for the election of Student Governors and the outcome reported back to the Search & Governance Committee in November 2017.

6.4 Terms of Reference / Review of confidential items

NOTED:

- i. An agreement be sought from the Governing Body to delegate authority to the Search & Governance Committee, and an addition to be made to the Terms of Office for Governors to annually review confidential items (Part II) and release any that no longer qualify as confidential.

RESOLVED to:

- i. adopt the amended Search & Governance Terms of Reference.**

RECOMMENDED TO THE GOVERNING BODY that:

- i. they agree to delegate to Search & Governance to review confidential minutes and release them if appropriate.**

7. RISK REVIEW

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

NOTED:

- i. Search & Governance's annual review of risk takes an overview, following more detailed assessment by each Sub-Committee
- ii. The risk in 2016-17 of the resignation and new appointments of the Chair of Governors and the Clerk were removed (as these posts are now solidly recruited to)
- iii. Phased integration of the new Vice Principal (Academic) into the College, through attendance in various capacities, is in process.

RECOMMENDED TO THE GOVERNING BODY that:

- i. The Risk Review Schedule for 2017/18 (see Paper 8) is adopted and incorporated into the College's Risk Review Schedule.**

8. ANY OTHER URGENT BUSINESS

No other urgent business was discussed.

DATE OF NEXT MEETING – Tuesday 22 November, 2017 at 4pm