



**Minutes of the Meeting of the
Search and Governance Committee
held on Thursday 27 June 2019**

Present: - Mr Tony Ford (Chair)
Mr Igor Andronov
Mr Laura Johnston
Mr Ian Peake (Principal)

In Attendance: - Mrs Linda Watkins (Clerk to the Corporation)

The meeting was quorate as four Governors were present.

- | | Action |
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| <p>1. Apologies for Absence
No apologies.</p> | |
| <p>2. Declarations of Interest
No declarations.</p> | |
| <p>3. Minutes of Meeting: 10 April 2019
The Chair signed the minutes of the last meeting as a true record. There were no outstanding matters which would not be covered on the agenda.</p> | |
| <p>4. Amendments to the Instrument and Articles of Government
The Clerk outlined proposals to change the recruitment process for the Staff Governor which would be akin to recruitment of Student Governors as discussed at the last meeting. Appointments could be for two terms (a total of 8 years), in line with appointing Independent Governors.</p> <p>Changes were also proposed to the method the quorum for Board meetings are calculated. This proposed that it is based on the number of appointed members, i.e. not include vacancies to calculate the quorum. An amendment to the quorum for reserved items, i.e. confidential items; was proposed to reduce to a minimum of five members.</p> <p><u>The Committee agreed: -</u></p> <ul style="list-style-type: none">• To recommend the Board approve changes to the Instrument and Articles of Government | |

5.	Succession planning on the Board 2019/20	
	<p>There are vacancies for two Independent Governors next year; one of the vacancies created a vacancy for Chair of Audit Committee which already had an existing vacancy. Tony Ford indicated that he was willing to Chair the Audit Committee which Governors considered appropriate as a qualified auditor. Jeremy Nicholls had served on the Audit Committee at NSC and could be appointed onto the Audit Committee subject to his agreement.</p>	L Watkins
	<p>Sally Cassels' current term in office as Staff Governor would end in December. In view of the amendment to the appointing process for Staff Governors, a second term appointment would be recommended.</p>	
	<p>The Clerk had received Chloe Griffiths' resignation who had been accepted to join the Army and Amy Burgoyne would complete her course this year. The process to invite applications for Student Governors would commence next year.</p>	L Watkins
	<p>The skills required for the two Independent Governor vacancies were discussed agreeing to continue to seek to appoint a qualified accountant who had other appropriate skills to serve as a Governor. This would be in line with the FE Commissioner's recommendation to appoint a qualified accountant to FE Boards.</p>	Committee
	<p><u>The Committee agreed:</u> -</p> <ul style="list-style-type: none"> • To recommend the Board re-appoint Sally Cassels for a further 4-year term in office • To ask Jeremy Nicholls to join the Audit Committee and recommend to the Board subject to his agreement • To recommend that Tony Ford become Chair of Audit Committee • To continue to seek to appoint a qualified accountant as an Independent Governor • The Clerk would liaise with Committee Chairs to hold some meetings at different campuses 	L Watkins
6.	Governors' self assessment	
	<p>Governors would be sent links to complete the benchmarked self assessment with West Midlands colleges covering FE and HE frameworks. The Chair and Vice Chair would conduct informal one to one appraisals with Governors.</p>	L Watkins/ I Andronov
7.	Governors' Workshops	
	<p><u>The Committee agreed:</u> -</p> <ul style="list-style-type: none"> • Ofsted education inspection framework: July (Deputy Principal) • Strategy and digital strategy: October (Principal) • Additional topics would be agreed in year taking account of feedback from the Governors' self assessment and appraisals 	L Watkins
8.	Code of Governance: principles and values	
	<p>This report demonstrated overall compliance to the Code with specific evidence provided against the principles and values.</p>	
	<p><u>The Committee agreed:</u> -</p> <ul style="list-style-type: none"> • To issue to Governors for information 	

9. **Board and Committees' calendar of business items 2019/20**
This was a working document which showed business items during the next academic year. This also took into account the scheme of delegation and the Corporation's standing orders and terms of reference. The Clerk would ensure requirements from the new Ofsted framework and Office for Students are incorporated into the calendar.

L Watkins

The Committee agreed: -

- To adopt the business timetable which would be issued to Governors

10. **Annual items for Committee**

The Committee agreed: -

- To appoint Tony Ford as Chair of the Committee for 2019/20
- The Committee self assessed its performance and agreed that it was effective and adequately met the requirements of its terms of reference
- The Clerk would review the standing orders and terms of reference

11. **Any Other Business and comments**

No items.

12. **Date and Time of Next Meeting**

The next meeting was arranged for Wednesday 27 November 2019 commencing at 2.00 pm.

Signed as a true record of proceedings

Chair: **Date:**