



MINUTES OF THE NORTH EAST SURREY COLLEGE OF TECHNOLOGY SEARCH AND GOVERNANCE COMMITTEE OF THE FURTHER EDUCATION CORPORATION HELD ON TUESDAY 14 JUNE 2016 at 18.00 IN COMMITTEE ROOM A (SP 215), THE SKILLS PARK

PRESENT¹	IN ATTENDANCE
Professor Mark Hunt (Chair) – by conference call Professor Sam Luke (Vice Chair) – by conference call Chris Shortt	Cliff Hall – Head of College Carol Martin – Deputy Principal Maria Vetrone – Deputy Chief Accounting Officer (Finance and Resources) David Round – Clerk to the Corporation

¹Attendance = 100%

25.15	APOLOGIES FOR ABSENCE
No apologies for absence from members of the Committee were received.	
26.15	DECLARATIONS OF INTEREST
The Chair reminded Members to declare any interest that they may have in any items on the agenda. No declarations of interest were made.	
27.15	MINUTES
The minutes of the meeting held on 03 March 2016 were approved subject to noting the following correction:	
19.15 Membership Report: 'Chris Muller (amended from Chris Shortt) is willing to extend his term of office for a further period ...'	
28.15	MATTERS ARISING
The report on matters referred from previous meetings was noted, including those matters to be discussed on the agenda.	
29.15	NEW GOVERNOR APPLICATIONS
At its previous meeting, the Committee recommended to the Corporation that having regard to the forthcoming resignations and taking account of the audit of skills and knowledge of the Governing Body, a search should be undertaken to seek candidates with a profile in some or all of the following skills areas: property management/estates, audit, health and safety, health and social care, IT and education, particularly higher education. The Corporation also noted the shortage of female governors on the Board and recommended that the Governing Body be strengthened by the recruitment of suitably qualified female governors.	

The application of Ms Lynn Reddick as a candidate for appointment to the Corporation was considered. The Committee met Ms Reddick and discussed her interest in the work of the NESOCOT governing body, taking account of her qualifications, knowledge and experience. Ms Reddick had a strong education and FE background which had been widened through her current role as Head of Learning at an independent specialist college for adults with learning and/or physical disabilities. Ms Reddick had knowledge of Ofsted inspection processes, is an experienced education manager and is a resident of Ewell.

The Committee **RESOLVED** to make a recommendation to the Corporation that Ms Lynn Reddick be appointed as a governor for an initial period of two years, commencing in September 2016.

The application of Ms Yasmeen Malik as a candidate for appointment to the Corporation was considered. Ms Malik had been referred through SGOSS. The Committee met Ms Malik and discussed her interest in the work of the governing body, taking account of her qualifications, knowledge and experience. Ms Malik has a healthcare and STEM background with more than 10 years' clinical experience. She teaches professional level courses at higher education institutions in the Surrey area as well as having a role as education manager in the NHS. Ms Malik is also an examiner for A level physics. It was noted that health and social care was an identified gap in the skills profile of the governing body and that NESOCOT had significant provision in this area at vocational and professional levels.

The Committee **RESOLVED** to make a recommendation to the Corporation that Ms Yasmeen Malik be appointed as a governor for an initial period of two years, commencing in September 2016. It was further recommended that mentoring support be provided to Ms Malik to support her in the first months of her term of office (**ACTION: DR**).

It was also agreed to recommend to the Corporation that Ms Reddick be considered for membership of the Curriculum and Quality Committee and Ms Malik for membership of the Audit Committee (**ACTION: DR**).

30.15

MEMBERSHIP REPORT

The Committee was advised that Mr Trevor Willington had indicated that he would not be continuing as a governor at the end of his current term of office. This would mean that a new Chair of the Audit Committee would need to be identified; two new appointments to the Audit Committee would also need to be made. Members of the Committee confirmed that Ms Catherine Biscoe would be a very suitable candidate to take over the role of Chair of the Audit Committee given her background and experience. The Clerk was asked to contact Catherine Biscoe to explore her willingness to take on this position (**ACTION: DR**).

Mr Chris Shortt confirmed that he was willing to continue as a governor for a further twelve months with effect from September 2016.

The Committee was reminded that the priority areas in terms of new governor recruitment were :-

- Legal
- Property Management/Estates
- Audit
- Health and Social Care (now filled, subject to ratification by the board)
- Health and Safety
- IT
- Education, particularly Higher Education (partially filled, subject to ratification)

The immediate priority was Audit, to replace Mr Willington. The local Chamber of Commerce had been approached as part of a search for new governors, and a notice had been posted on the Surrey Chamber website and in their newsletter. A web page on the College website had also been created to encourage new governor applications. The costs of placing an advertisement in the national press were noted, but were considered to be prohibitive.

It was **AGREED** that: -

1. The Clerk approach WFW to explore whether they were able to nominate a possible candidate with a legal background (**ACTION: DR**);
2. MV consider whether it might be possible to co-opt an individual with an audit/accounting background to sit on Audit Committee (**ACTION: MV**); and
3. That the search be continued for at least one additional governor with the priority skill sets as described.

The nomination and appointment of Mike Broadbent as HE student governor was noted. The principle of appointing two FE student support governors was also noted.

31.15	REPORTING STANDARDS AND GOVERNANCE FOR THE SAUDI PROJECT
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Following review at NBS Board, the Deputy Chief Accounting Officer (Finance and Resources) presented a paper that set-out the governance framework for the Saudi project and also defined reporting standards for finance and curriculum in terms of the flow of information from NCL to NBS. These standards had been reviewed by the external auditors and considered appropriate. The external auditor had made a number of specific recommendations in his management letter to the Annual Report and Financial Statement 2014/15 concerning the frequency and quality of reporting to the College from NCL in relation to the Saudi project.

The Committee endorsed the reporting standards set-out in the report. It was commented that the Chair of NBS had written to the Acting Chair of NCL to request that the matter be addressed.

32.15	AREA BASED REVIEWS (ABR) UPDATE
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The Head of College reported on the ABR Steering Group 4 meeting and briefing for governors of the Surrey colleges held on 7 June. The meeting had agreed final recommendations to the colleges' governing bodies. The recommendations as they related to NEScot were for the College to remain independent and that further work be undertaken in relation to a number of areas of collaboration and partnership including HE, apprenticeships and shared services. This could imply structural changes that were, as yet, not defined. The recommendations envisaged two of the other Surrey GFE colleges remaining independent and the third considering structural change potentially involving merger.

At Steering Group 5 on 5 July 2016 colleges were required to give their response to the recommendations. The Committee supported a proposal that the recommendations be circulated for agreement by the governing body rather than hold an additional meeting **(ACTION: CH)**.

33.15	BOARD EFFECTIVENESS
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33.1 Board Effectiveness Report

The Committee was advised about progress in relation to the governor appraisal process, which had been unavoidably delayed. In reviewing the scheme put in place the Committee confirmed that its view was that the process was fit for purpose and should be continued. The Clerk was asked to follow-up with the chairs of committees **(ACTION: DR)**.

33.2 National Leaders of Governance (NLG)

The Committee was also advised that the college had secured an additional days' support from the National Leaders of Governance team.

The May meeting of the Corporation had been observed by a NLG consultant to support the review of board effectiveness. The draft report had been circulated to all governors. The report was considered to be very helpful and positive about the performance of the governing body. The recommendations were noted: -

1. Assess governor' training needs to ensure all governors are up to date on current developments within the sector
2. Ensure that the new chair is provided with support (this has been arranged)

<p>33.3 Governor Self- Evaluation</p>	<p>3. Consider engaging a range of governors in Area reviews, as it is a time-consuming job for the Chair to undertake solely.</p> <p>4. Consider ways of building relationships with other colleges, at Board level, if there are plans to collaborate/federate or merge with other colleges.</p> <p>The findings of the Governor self-evaluation questionnaire were reported. The Clerk was requested to prepare an action plan in relation to those areas flagged for development (ACTION: DR). It was confirmed that the report would be circulated to governors at the July meeting as an external governors-only item.</p>
<p>34.15</p>	<p>CODE OF CONDUCT FOR GOVERNORS</p>
<p>An updated code of conduct for governors was received. The new code reflected a number of changes in FE since the previous code was approved including the Education Act 2011, the code of good governance and the SFA Financial Memorandum.</p> <p>It was AGREED to recommend that the revised code be adopted by the Corporation at its July meeting (ACTION: DR).</p>	
<p>35.15</p>	<p>DRAFT GOVERNOR HANDBOOK</p>
<p>The recent internal audit report on risk management and governance had made a low level recommendation that a handbook be provided to governors. Members of the Committee received a copy of the draft handbook in electronic form and it was noted that the handbook was available on the governors' portal (SharePoint). The Committee commented that the handbook was very comprehensive and useful. Copies of the handbook would be provided to all governors in electronic form.</p> <p>It was AGREED that the handbook be updated annually (ACTION: DR).</p>	
<p>36.15</p>	<p>CODE OF GOOD GOVERNANCE ACTION PLAN UPDATE</p>
<p>The updated governance action plan was reviewed together with the recommendations arising from the risk management and governance audit. The governance aspects of the audit had focused in particular on the code of good governance. It was reported that all actions required for compliance with the code had been implemented.</p>	

37.15	GUIDANCE ON THE REMUNERATION OF BOARD CHAIRS AND COMMITTEE CHAIRS
<p>The AoC had issued guidance to governing bodies regarding the remuneration of governors. Interest in this issue had been prompted particularly because of the additional demands of the Area Review process on board Chairs and committee Chairs. The guidance provided a number of standard templates that could be used as part of the application process to the Charity Commission.</p> <p>Following discussion it was agreed that the Clerk should prepare a paper for consideration by the Corporation (ACTION: DR).</p>	
38.15	MONITORING FRAMEWORK: TERMS OF REFERENCE AND CYCLE OF BUSINESS
<p>No changes were proposed in the circulated terms of reference of the Search and Governance Committee and its cycle of business. The Committee APPROVED the recommendation that the Corporation adopt the unchanged monitoring framework (ACTION: DR).</p>	
39.15	ANY OTHER BUSINESS
<p>There was no further business and the meeting closed at 19.50.</p>	
40.15	DATE OF NEXT MEETING
<p>It was proposed that an additional meeting be scheduled for September 2016 (ACTION: DR).</p>	

Signed

Professor Mark Hunt, Chair of Search & Governance Committee

Date:

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