



# MEETING MINUTES

## MEETING

Search & Governance Committee

DATE: Friday 23 June 2017      TIME: 12.00 – 14.00  
VENUE: NCHSR, Faraday Wharf      CHAIRED BY: Alex Stephenson  
(Meeting Room 1)  
MINUTE/ACTION      Sally Brook Shanahan  
TAKER:

## ATTENDEES

1. Alex Stephenson (AS)	2. Naomi Connell (NC)	3. Colin Stewart (CS)
4. Clair Mowbray (CM)		

APOLOGIES: Jo Miller (Member) and Sir Frank McLoughlin (regular attendee)

IN ATTENDANCE: Andrew Timlin (AT) of Hays and Sally Brook Shanahan (SBS)

TOPIC	WHO	WHEN
<b>1. Declarations of Interests</b>  None beyond those already recorded in the Register of Interests.		
<b>2. Minutes of the last meeting of the Search &amp; Governance Committee held on 20<sup>th</sup> March 2017</b>  The minutes of the meeting held on 20 March 2017 were agreed and signed by the Committee Chair as a true record.		
<b>3. Actions Log from the minutes of the meeting of the Search &amp; Governance Committee held on 20<sup>th</sup> March 2017</b>  <b><u>ACT08</u></b> – Prepare draft performance appraisal scheme for (governors) members. It was agreed that this action will be deferred pending completion of the Committee Chair’s interviews with members (See ACT12). <b><u>ACT10</u></b> – Prepare analysis of agreed rules and policies in relation to the new governance framework.		

<p>It was agreed that the task of drafting the Standing Orders was delegated to the Clerk to the Corporation and following their review by the Committee Chair they could be presented directly to the Board for approval (ACT20).</p> <p><b>ACT12 – Arrange interviews with all governors to discuss their interests and aspirations.</b></p> <p>It was noted a verbal update on progress with this action was on the meeting agenda at Item 7 and so the action was closed.</p> <p><b>ACT13 – Alert the Board of the need to recognise and manage potential conflicts.</b></p> <p>The Clerk reported the scope of the disclosure of interests form template had been widened to include, for example, close family members and members noted they will be asked to complete it during the October 2017 Away Day.</p> <p><b>ACT14 - Develop draft procedures for appointment of staff and student governors.</b></p> <p>It was agreed that all Board members, including staff and student members, will be appointed following an application and interview process that will be included in the Standing Orders.</p> <p><b>ACT15 - Develop proposals for industry advisory board.</b></p> <p>This action duplicated ACT03 from the Finance &amp; Resources Committee meeting held on 22<sup>nd</sup> March 2017. CM confirmed it was being taken forward under the auspices of that committee. The action for the Search &amp; Governance Committee was closed.</p> <p><b>ACT16 - Invite Birmingham City Council to send a substitute for Mark Rogers to the forthcoming board meeting (on 12/4/17) and recommend co-option of that individual.</b></p> <p>It was noted that Shilpi Akbar attended the Board meeting on 12<sup>th</sup> April. With a wider review of Board membership to be discussed by the Committee under Agenda Item 6 it was agreed this action could be closed.</p> <p><b>ACT17 - Put in train the process for the appointment of a new Board Chair.</b></p> <p>Hays were instructed to carry out the recruitment and Andrew Timlin was in attendance at the meeting to brief Committee members on progress. The action was closed.</p> <p><b>ACT18 - Ensure that committee meetings in the current cycle address terms of reference and membership issues.</b></p> <p>Both matters were items on the agenda at the meeting and so the action was closed.</p> <p><b>ACT19 - Discuss proposals for Remuneration Committee and for alignment of SPH performance management cycles with Board Chair and present to Board.</b></p> <p>It was noted that agreement on the conduct of the business of the Remuneration Committee had been discussed and agreed at that Committee’s meeting also held on 23<sup>rd</sup> June 2017. The action was closed.</p> <p>An additional matter was raised about the plan to have one hour of the two hours scheduled for committee meetings dedicated to training. NC expressed concern about the practicability of just one hour in which to transact committee business and so it was agreed</p>	<p>SBS/ AS</p>	<p>24.7.2017</p>
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<p>the matter would be included as part of the discussion about members' training at Agenda Item 12.</p>		
<p><b>4. Chair recruitment – timeline/process and panel</b></p> <p>By way of introduction AS reported that Sir Terry Morgan, CM, AT and himself had put together a list of potential candidates who could be approached. For reasons of confidentiality this list had not been circulated. AS said that going forward it would be necessary to make additions or deletions to the list. He added there may be a question around who should make contact with potential candidates although he indicated his preference was for AT to do so.</p> <p>AT explained the search is for a candidate who, ideally, combines experience in the rail industry and as a non-executive director along with other demonstrable experience particularly in relation to skills.</p> <p>AT distributed a document he had prepared that included a list of potential candidates and a process timeline copies of which were considered at the meeting and then handed back to AT at the end. AT outlined the challenges encountered in the preparation of the list including making it diverse. A general conversation followed in which the potential for candidates' interface with HS2/Network Rail to be an issue was raised. The discussion also noted the potential for candidates to be disqualified from the list particularly due to issues around procurement.</p> <p>A confidential discussion followed about potential candidates.</p> <p>In relation to the recruitment process AT said the role was currently advertised on a number of websites that had a good reputation for the recruitment of non-executive directors with a closing date of 7<sup>th</sup> July 2017 although it was acknowledged this may need to be extended. Applications will then be sifted against the person specification and selection criteria including professional networks and political "clout". AT said he will circulate the applications received to members of the Committee in readiness for the shortlisting meeting to be held on 24<sup>th</sup> July 2017. In terms of the number of candidates to go forward to final interview on 6<sup>th</sup> September 2017, AT recommended three or four should be selected. After due diligence checks and a meeting with the Chief Executive it was confirmed the aim was to appoint in time for the new Chair to attend the Board Away Day on 10/11<sup>th</sup> October 2017.</p> <p>In response to a question from NC about whether current Board members had been given the opportunity to apply, SBS confirmed the advert, person specification and role description had been circulated to all members for their information and so they could forward them to their networks but without enquiring if they wanted to apply themselves. It was agreed <b>Members will be specifically notified of the opportunity for them to apply for the Chair role (ACT21).</b></p>	<p>SBS</p>	<p>ASAP</p>



<p>when he would be available to do this so the arrangements can be made via the CM's PA, Debbie McCaffery (ACT25).</p>	<p>AS/ SBS</p>	<p>10.10.2017</p>
<p><b>8. Instrument and Articles of Government</b></p> <p>Members received the draft and noted it incorporated a number of changes designed to facilitate decision making and governance improvements including written resolutions, quoracy and around the composition of the Board. It was agreed the Instrument and Articles of Government will be <b>recommended to the Board for approval at its next meeting (ACT26)</b>.</p> <p>In reply to a question from CS, CM confirmed video conferencing facilities would be available at the new College.</p> <p>CS asked about professional indemnity insurance for members and CM confirmed cover was in place.</p>	<p>SBS</p>	<p>24.7.2017</p>
<p><b>9. Standing Orders</b></p> <p>The Committee delegated the task to draft the Standing Orders to the Clerk in consultation with the Committee Chair. It was agreed the work could be done off line without the need to revert to the full Committee with the intention of <b>presenting draft Standing Orders to the Board for approval at its next meeting (ACT27)</b>.</p>	<p>AS/ SBS</p>	<p>24.7.2017</p>
<p><b>10. Scheme of Delegation</b></p> <p>The Committee scrutinised the draft Scheme of Delegation which had been designed as an aide memoire of where matters will be dealt with, including the items to be brought to Committees. Two additions were requested so that the role of Committees is clear:  <u>On line 34</u> about the approval and keeping under review of the Quality Strategy – Add “Q&amp;S” in column 2.  <u>On line 35</u> about Approval of the Apprenticeship Strategy – Add “F&amp;R” in column 2.  It was agreed that <b>the Scheme of Delegation, as amended, will be recommended to the Board for approval at its next meeting (ACT28)</b>.</p>	<p>SBS</p>	<p>24.7.2017</p>
<p><b>11. Industry Advisory Panel</b></p> <p>CM delivered an update on the plans for the establishment of an Industry Advisory Panel to help shape the work of the executive. In a discussion that followed members expressed the view that the main Panel members should be senior industry figures with the opportunity for training and HR professionals to be involved in the Trailblazers’ group.</p>		
<p><b>12. Board Members’ training requirements</b></p> <p>Members received the updated schedule of training needs that had been prepared by Jo Matthews. The Clerk acknowledged the</p>		

<p>training plan required further development. Members asked for some high level training on the FE sector to be arranged to include about the Further &amp; Higher Education Act 1992 and the members' roles as charity trustees. In addition, separate training about college funding was also requested. Subject to finding out whether there are alternative ways to deliver training on these subjects to members, for example via the Association of Colleges, it was agreed these needs would be incorporated into the training plan. The forthcoming Board Away Day was also identified as an opportunity to deliver training.</p>		
<p><b>13. Any other business</b></p> <p>(i) <u>Chair shortlisting meeting</u> – In response to a request the Clerk was asked to check AT's availability and then see whether <b>the shortlisting meeting can be moved from 12.00 – 13.00 to 09.00 – 10.00 on 24<sup>th</sup> July 2017 (ACT29).</b></p> <p>(ii) <u>Appointment of Members to the Subsidiary Company</u> – Members acknowledged it was an unsustainable position to have a single director and agreed it was necessary to appoint additional directors to the Board with ideally at least one director who was not a member of the College Board. <b>Individuals who are willing to serve will be sought (ACT30).</b></p> <p>(iii) <u>Membership of the Audit Committee</u> – Following the recent resignations of Andrew Cleaves and Beth West the Audit Committee required two new members. NC said it would be useful to have a member with Quality/Resources experience on the Audit Committee and suggested Jon Binner should be approached to join its membership. CM confirmed she was in conversation with Sir Frank McLoughlin of the Education &amp; Training Foundation, about new members including potential co-optees with FE experience to join the Quality &amp; Standards Committee and would <b>report on progress (ACT31).</b></p> <p>(iv) <u>Membership of other committees</u> - It was noted that some Board members do not sit on a Committee. Search Committee members expressed the aim to have all Board members, current and new, sitting on a Committee.</p> <p><b>14. Date and time of next meeting</b></p> <p>An additional meeting of the Committee will take place on <b>Monday 24<sup>th</sup> July 2017</b> for the purpose of shortlisting the applicants for the role of Chair.</p> <p>Thereafter, the next regular meeting will take place on <b>Monday 13<sup>th</sup> November 2017</b> from 09.00-12.00, including training from 09.00-10.00.</p>	<p>SBS</p> <p>CM</p> <p>CM</p>	<p>ASAP</p> <p>24.7.2017</p> <p>11.10.2017</p>

Signed .....

Date .....