

MEETING MINUTES

MEETING

Search & Governance Committee

DATE: Tuesday 10th October 2017 TIME: 13.00 – 14.00

VENUE: NCHSR, 2, Lister Street,
Birmingham, B7 4AG CHAIRED BY: Alex Stephenson
Sally Brook Shanahan

MINUTE/ACTION
TAKER:

ATTENDEES

1. Alex Stephenson (AS)	2. Naomi Connell (NC)	3. Jo Miller (JM)
4. Clair Mowbray (CM)		

APOLOGIES: Colin Stewart (Member)

IN ATTENDANCE: Sir Frank McLoughlin (Board Adviser) and Sally Brook Shanahan (SBS)

TOPIC	WHO	WHEN
<p>1. Declarations of Interests</p> <p>None beyond those already recorded in the Register of Interests.</p>		
<p>2. Minutes of the last meeting of the Search & Governance Committee held on 23rd June 2017</p> <p>The minutes of the meeting held on 23rd June 2017 were agreed and signed by the Committee Chair as a true record.</p>		
<p>3. Actions Log from the minutes of the meeting of the Search & Governance Committee held on 23rd June 2017</p> <p><u>ACT31 (Part 1) – Membership of the Audit Committee</u> Professor Jon Binner had agreed to join the Audit Committee and will be formally appointed as a member at the Corporation meeting to follow, on 10th October 2017.</p>		

<p><u>ACT31 (Part 2) – Membership of the Quality & Standards Committee</u> The FE Commissioner had suggested some potential candidates for appointment but none were felt to be close enough to the current curriculum and quality debate. FML had suggested a possible candidate based in the West Midlands area who has links with Ofsted which will be explored. Another potential candidate working at a large FE College with a finance background was also suggested and enquiries will be made to find out if they have the capacity to take on an additional role.</p> <p>JM noted that Brewster Pretapp recruitment had offered their services on a pro bono basis and so could assist with the search although it was acknowledged the quality and standards experience being sought may be too specialised.</p> <p>NC asked whether the College had advertised vacancies as this would be a way to reach out to more candidates including those with BME backgrounds. AS endorsed this approach and the opportunity it would provide to find candidates you might otherwise not reach. With the exception of the recent Chair vacancy, CM confirmed it had not advertised Board vacancies and presently the Board had a full complement against its determination of 15. A discussion concluded that a serious conversation would be required before this number was increased. FML endorsed this view and emphasised the need to target specific skills when recruiting new members.</p> <p>Actions from the meeting held on 12th April 2017</p> <p><u>ACT08</u> – Terms of Reference – prepare a draft performance appraisal scheme for Members will be deferred. It was agreed this action will be deferred.</p> <p><u>ACT13</u> – Membership Report – Management of potential conflicts of interests The Clerk reported the scope of the disclosure of interests form template had been widened to include, for example, close family members. It was agreed this action could be closed.</p> <p><u>ACT16</u> – Board vacancies It was noted that the nominated representative from Birmingham City Council continued to attend Corporation meetings although she was not a Board member. It was agreed this invitation should continue and the action closed.</p> <p><u>ACT18 (Part 2)</u> – Governance Structure - Ensure that committee meetings in the current cycle address terms of reference and membership issues. As both matters had been addressed the action was closed.</p>		
<p>4. Board Self-Assessment – Report on the One to One interviews between members and the Vice Chair</p>		

<p>AS explained the Self-Assessment, which he had conducted in consultation with Board Members under the aegis of the Education & Training Foundation, had focussed on four aspects. These were:</p> <ul style="list-style-type: none"> i) Ongoing board membership and availability/interest in serving ii) Attendance improvement iii) Ideas for further improving governance iv) How board members could assist the executive in delivery, in addition to discharging our statutory responsibilities. <p>A summarised version of the findings was appended to the paper which included suggested actions. This confirmed all Members remained willing to serve whilst recognising that as the College moved into operational mode there may be less requirements for some skill sets and the need to recruit additional skills, particularly in relation to Further Education. All Members had highlighted the positive journey on which their membership had taken them.</p> <p>NC enquired about the Industry Advisory Board and the need to ensure the opportunity to join it was open to others. JM highlighted the need to stagger Board turnover so there was more even turnover. She also suggested Committee Chair appointments should change from time to time.</p> <p>It was agreed that Board succession planning and the need to renew and refresh the membership should be examined in further detail as a significant number of Board Members all had four year terms of office expiring in February 2019. A succession planning matrix including recommendations for re-appointments will be prepared and the draft brought to the Committee's next meeting for discussion (ACT32).</p>	SBS	5.12.2017
<p>5. Standing Orders</p> <p>Members discussed the proposed amendment to the Standing Orders that would include a new Category of Membership in Paragraph 2 of the Standing Orders about the Determination of Membership for a nominee from HS2 Limited. It was noted that a representative from the company had attended meetings in the past and so the amendment was suggested to regularise the position and for transparency. CM confirmed that in the early days of the National College's development two nominees from HS2 Limited were involved. It was noted it was beneficial for the College to have a good understanding of HS2 Limited's procurement so apprentices could be recruited from those companies.</p> <p>Members agreed to recommend the amendment to the Corporation at its next meeting (ACT33).</p>	SBS	10.10.17
<p>6. Corporation membership and identification of any skills shortages</p> <p>Following the participation of Members in the recruitment process it</p>		

<p>was agreed the following appointments would be recommended to the Board:</p> <ul style="list-style-type: none"> (i) Alison Munro as an independent Corporation Board Member and Chair (ii) Mark Thurston, CEO of HS2 Limited and nominated by the company, as a Corporation Board Member (iii) Philip Hoare as an independent Corporation Board Member and Chair of the Industry Advisory Panel (ACT34). <p>SBS provided an update on the recruitment of Staff and Student Board Members. The Committee agreed to delegate the conduct of the interview to the Chair of the Committee accompanied by the Clerk to the Corporation and that recommendations for appointments should be made to the Corporation at its next meeting based on those interviews (ACT35).</p>	AS	10.10.17
<p>7. Committee membership</p> <p>It was agreed that Jon Binner will be recommended to the Corporation for appointment as a Member of the Audit Committee (ACT36).</p>	AS/ SBS	5.12.2017
<p>8. Members' Link Scheme</p> <p>Members discussed the proposed Link Scheme and agreed it was timely now that the College had admitted its first learners. The framework for the Scheme was agreed, including the fact that it should extend across both of the College's campuses. The Scheme was scheduled for discussion at the forthcoming Board Away Day and any feedback provided there will be incorporated (ACT37).</p>	SBS	10.10.2017
<p>9. Patron Scheme</p> <p>FML introduced his paper and explained the idea to have a Patrons' Scheme emerged from the recent Chair recruitment exercise when the need to find a way to continue to engage with influential people who had expressed interest in the College had become apparent. By having a Scheme the College would be able to continue to maintain a formal connection with the retiring Chair and form further connections with other persons of influence on the national stage. FML emphasised the need for the number of Patrons to be kept small to achieve the most benefit from the Scheme. His recommendation that Sir Terry Morgan be invited to become the Founding Patron was agreed unanimously and would be recommended to the Board for agreement (ACT38). Members also gave their support to the suggestion that the number of "Patrons" should be restricted.</p> <p>FML suggested the College could also consider recruiting Ambassadors to link with the College's industry and geographic connections that would also offer the potential for prestige for the College by association. Once the College has learners graduating the appointment of "Fellows" would be another option. NC endorsed the suggestions and said from her experience there were very good models of the success of such</p>	SBS	05.12.17
	JM	10.10.17

<p>appointments in the music world. FML agreed and said the model was also beneficial in the charity sector.</p> <p>FML said the College would need to hold an event at which to showcase its Patron. After discussion, it was suggested this should be and “Apprentice of the Year” Award at which Sir Terry could be invited to present the award to the winner.</p>		
<p>10. Training Plans for 2017-18</p> <p>Members noted the plan was for Members’ training to be run in conjunction with Board meetings to include Health & Safety, an Ofsted follow-up to the introduction delivered at the Away Day and also on Self-Assessment about which it was important for Members to have a high level of understanding. Members discussed potential sources of training which will be followed up (ACT39).</p> <p>It was noted some members had knowledge gaps and it was expected these baseline requirements would be filled following their participation at the forthcoming Board Away Day.</p>	SBS	5.12.2017
<p>11. Buddying for new members</p> <p>NC reported she was already acting as a buddy for Suzanne Roberts and commended the approach.</p> <p>In future new members will be encouraged to buddy with existing members for their mutual benefit.</p>		
<p>12. Any other business</p> <p>(i) <u>Governance section of the website</u> – The Clerk reported the text and materials were ready and will have been uploaded before the Committee’s next meeting.</p> <p>(ii) <u>General Data Protection Regulations</u> – The Clerk had agreed to take on the new role of Data Protection Officer and will be attending a workshop run by the Association of Colleges on 19th October 2017 following which she will convene a meeting of internal stakeholders to prepare an action plan to achieve compliance by the time the new law is in force on 25th May 2018.</p> <p>(iii) <u>Search & Governance and Remuneration Committees</u> – It was suggested a merger of the two Committees could lead to greater efficiency. The Clerk was asked to draft terms of reference for a merged Committee for consideration at the next meeting (ACT40).</p>	SBS	05.12.17
<p>13. Date and time of next meeting Tuesday 5th December 2017 from 12.30 – 14.30, with a working lunch.</p>		

Signed

Date