

MEETING MINUTES

MEETING

Search & Governance Committee
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DATE: Monday 23rd April 2018 TIME: 12.30 – 14.10

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

MINUTE/ACTION Sally Brook Shanahan
TAKER:

ATTENDEES

1. Alex Stephenson (AS)	2. Naomi Connell (NC)	3. Adam Mahmood (AM)
4. Jo Miller (JM) – dialled-in	5. Clair Mowbray (CM)	6. Colin Stewart (CS) – dialled-in 13.00-14.10

APOLOGIES: None

IN ATTENDANCE: 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 5th December 2017</p> <p>The minutes of the meeting held on 5th December 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 5th December 2017</p> <p>Members reviewed the Actions Log and confirmed all Actions had been completed.</p>		
<p>4. Review of Board and Committee membership including identification of any skills shortages (Standing Item) and</p>		

FINAL

Recommendations for Board and Committee appointments and re-appointments

SBS reported that nine members had completed the on-line Skills Audit to date. JM and AS confirmed they will be completing their returns shortly so that the full version can be analysed at the next meeting.

AM said one of the main areas for focus was the need to find a new Member with a Finance background, including Audit and Assurance, who had no conflict of interests with the College. AM confirmed his work had resulted in three candidates expressing strong interest in joining the College in a co-opted Audit Committee Member capacity with the common factor being their need to ensure they had the capacity to undertake the role.

AM outlined the employment backgrounds, skills and experience of the three candidates. One had raised a potential conflict of interest that after discussion was agreed not to be an issue. It was noted that as part of the recruitment process new Members will be reminded they can collaborate but not compete with the College.

CS joined the meeting by telephone at 13.00.

NC drew attention to the fact one of the candidates was significantly more junior than the other two who were working at Finance Director/partner level. CM said she did not see this as a problem. AM concurred and said that the fact the candidate had worked for a smaller organisation before their current position meant they would have had wider exposure. AM went on to say that in any event it was more likely that someone at an earlier phase in their career would be more likely to engage with the College.

Three further candidates on AM's longlist were also discussed and it was noted their responses to the approach from AM were awaited.

AM confirmed that he would approach the more junior candidate and follow up the other two candidates. In the event they were not interested themselves AM said they will be asked for referrals and recommendations.

Members discussed the way forward and it was agreed the preferred approach would be for NC to have a conference call with the candidates before meeting them in person. In addition, they will be offered a tour of the College that would also provide the opportunity for them to meet AS.

AM said he also had other potential candidates from outside the FE sector who he could approach if necessary. NC said she felt the Committee may want to pick up on these to compliment the FE expertise. During a discussion about reflecting diversity in the Committee, AM confirmed that his recruitment work was based on blending skills and diversity. NC said she felt ensuring diversity in the

membership of the Committee was less of a concern than on the Board although an opportunity may arise as one of the two more senior candidates was from a BME background.

Members turned to the opportunities to fill the two current vacancies on the Corporation Board where the recent Skills Audit had identified FE expertise as a skill set that was currently underrepresented. It was noted that an advertisement had been posted on the website to encourage applicants. CM reported that a high-profile FE expert and former College Principal who had recently engaged with the Board as a trainer could be approached to establish whether they were interested in joining the Board. This suggestion received unanimous support with a view to an appointment being recommended to the Corporation Board at its meeting in July (ACT52).

Attention turned to the table showing the expiry dates of the terms of office of the current Board Members which were discussed in the context of the outcomes from the Skills Audit. This showed that the appointments of almost 50% of the Board members, all of who had been appointed by the Secretary of State, expired in February 2019. JM said that when succession planning to have 50% turnover in one go was not good governance and that a figure around 25% would be more appropriate.

JM suggested the College needed to consider recruiting an individual with some traction in the West Midlands Combined Authority area, particularly in relation to skills. She observed the need to meet this and other skills needs may necessitate the non-renewal of some members' appointments when they expire in 2019. JM re-iterated the expectation for Members to be champions and ambassadors for the College in addition to their contribution at meetings. JM observed with frankness that some Members were on the Board due to their position and this may require change ahead. It was agreed that with the benefit of the outcome of the Skills Audit AS was authorised to make proposals and agree with individual Members whose terms of office currently expire in February 2019. whether they will be re-appointed and if so for what term (ACT53).

CM noted the College had received an expression of interest from the Managing Director of Transport for West Midlands. CS said he felt the connection with Birmingham was weak and so welcomed this opportunity. AS said the candidate would be a fantastic addition to the Board. A discussion followed which concluded with agreement that the application should be taken forward in accordance with the Board Recruitment Policy with a view to a recommendation for appointment being made to the Corporation Board at its meeting in July 2018 (ACT54).

Members considered three other expressions of interest for co-opted Committee/ Board Membership. Candidate 1 had applied for co-opted membership of the Curriculum, Quality & Standards Committee. However with no apprenticeship experience and coming from a local,

CM/
SBS

25.7.18

AS

2.7.18

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<p>potential competitor College, it was agreed not to proceed with the application. Candidate 2 was strong on careers and compliance but not a subject expert and working at a lower level. It was agreed the candidate had potential and so would be asked to formally express their interest in the event the FE specialist's appointment was not made and provided the number of co-opted Members would not exceed the three provided for in the Committee's Terms of Reference. It was agreed that the skills and experience of Candidate 3 should be retained as a potential Board appointee when the next expected vacancies arose in February 2019 (ACT55).</p>	<p>SBS</p>	<p>2.7.18</p>
<p>5. Governance performance monitoring against the Code of Good Governance for English Colleges</p> <p>AS said he was familiar with the Code from his experience at another college and that it was a good self-assessment method. SBS explained the initial meetings she had held with the Commercial Finance Director and the Director of Technical Training to obtain their feedback and evidence base in relation to the items in their areas of responsibility. The template had been populated with the benefit of this information and would continue to be work-in-progress as the College became fully operational.</p> <p>JM said she thought the template was helpful to support the decision to adopt the Code and commended the suggestion in the paper that the Committee should take one or two of the themed areas in it for in-depth discussion at future meeting and enabling the output to be captured in the template and used to develop a Governance Action Plan. In reply to a question from CM about whether there were any immediate concerns, SBS said there were no pressing matters but the recently conducted Corporate Governance Audit would indicate whether there were any items that required priority action.</p>		
<p>6. Committee Key Performance Indicators ("KPIs")</p> <p>Members had a short discussion about what Committee specific KPIs they would like to monitor. Noting the requirement in the Standing Orders for attendance by Members to be at least 80% it was agreed that Members Attendance at all Board and Committee Meetings would be monitored at all future meetings of the Committee (ACT56).</p>	<p>SBS</p>	<p>2.7.2018</p>
<p>7. Corporate memory</p> <p>AS said he wanted to raise the matter of Corporate Memory owing to the concern that a number of Board Members whose appointments preceded his own would leave over the coming years and with them the knowledge of what had occurred in the past would be lost. This included the pre-Shadow Board, the Shadow Board and the Advisory Board. It was confirmed CM had joined the College at the time when the Advisory Board was established and that Jon Binner, CS and JM had been on the Board during the bid stage.</p>		

<p>JM said she felt it would be dangerous for the Board to lose a significant number of Members at once. As a practical safeguard she suggested some electronic files could be put together around the build information. CM said she was currently doing a corporate memory piece for DfE as none of its current staff were ex-BIS, which was the relevant Department at the time of the bidding and builds. NC pointed out that there were also important side issues to record including the agreement of the working capital loan. CM confirmed the College held the information in relation to the loan and the Business Case but nothing about the information that went to the bidding parties. JM confirmed she held information about the bidding process including the bid basis and selection criteria. JM confirmed that in Birmingham the bid “lead” was Andrew Cleaves. She suggested Jon Binner would have more information as he was on the bid team. It was agreed that Andrew Cleaves and Jon Binner would be contacted with a view to them providing information about the bidding process and the initial stages of the College’s development (ACT57).</p> <p>It was suggested the information should be uploaded to the Board portal for future reference.</p>	<p>CM</p>	<p>2.7.2018</p>
<p>8. Corporation Members’ Training Plans</p> <p>CM asked AM about training opportunities for Non-Executive Directors. AM outlined the programmes available for Portfolio careers and the potential to use independent coaches to provide more face time at an affordable cost. These options will be considered in more detail as plans for 2018/19 are developed.</p> <p>In relation to the remainder of the current year, it was noted Members sector knowledge will continue to be developed via Finance & Funding training from the ESFA in conjunction with the May Board meeting and a session on Inspection with a focus on Apprenticeships following the July Board meeting. In addition it was confirmed David Ferrett from the DfE has indicated he will attend the May and October 2018 and May 2019 Board meetings as an Observer.</p> <p>CM said the intention is that the Away Day in October 2018 will continue to progress Members sector knowledge as well as including other sessions such as about asking challenging questions. The programme continued under development including cross checking training needs with the Skills Audit findings.</p>		
<p>9. GDPR Update</p> <p>SBS provided a brief update on the preparations that had been undertaken via the GDPR Working-Group in response to which Members indicated they had received adequate assurance about the College’s readiness for the changes that are coming in force on 25th May 2018.</p>		
<p>10. Charity Law changes</p>		

Members received the paper that set out the changes to be made to the current rules on the automatic disqualification of charity trustees with effect from 1 st August 2018 including the wider offences and circumstances that will trigger automatic disqualification. It was noted the necessary changes to the Instrument & Articles of Government have been drafted and were included in a subsequent paper dealing with these and other proposed amendments for recommendation to the Corporation Board.		
11. Committee Annual Cycle of Business The proposed Annual Cycle of Business for the Committee was approved.		
12. Instrument and Articles of Government The amendments included an informal performance review for Board and Committee Members 6 months following appointment in addition to those required to reflect the new Charity Law changes that had been noted previously. It was agreed the amendments would be recommended to the Corporation Board for approval at its next meeting in May 2018 (ACT58).	SBS	16.5.18
13. Board Recruitment and Selection Policy The Policy had been updated to reflect the Board's commitment to Equality, Diversity and Inclusion. It was agreed it would be recommended to the Board for approval at its next meeting (ACT59).	SBS	16.5.18
14. Any other business None.		
15. Date and time of next meeting Monday 2 nd July 2018 from 12.30-14.30 at the Birmingham Campus.		

The meeting ended at 14.10.

Signed

Date