

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

<b>MINUTES of the Meeting of the Governance &amp; Search Committee held on 18 January 2017 at 13.30</b>		
<b>Members present:</b>		
Peter Le Conte	(PLC)	Independent/Vice Chair
Eva Rickett	(ER)	Parent Governor
Mia Tritton	(MT)	Independent
<b>In Attendance:</b>		
Jacky Gearey		
ITEM	AGENDA ITEMS	ACTION
2.1	<p><b>Opening of Meeting and Welcome</b></p> <p>The meeting opened at 13.35 and the Vice Chair welcomed everyone, informing them that as the Chair was ill he would conduct the meeting. He thanked Mia Tritton for attending at such short notice to ensure the meeting was quorate, negating the need for Tony Bells to ring in who was also unwell.</p>	
2.2	<p><b>Apologies for Absence</b></p> <p>Apologies had been received from:</p> <ol style="list-style-type: none"> <li>1. Jasminder Love – ill</li> <li>2. Satwant Deol – SFCA Principals conference</li> <li>3. Caroline Atkinson – business commitments</li> <li>4. Tony Bellis - unwell</li> </ol>	
2.3	<p><b>Declaration of Interests</b></p> <p>There were no specific declarations of interest.</p>	
2.4	<p><b>Minutes of Previous Meeting</b></p> <p>The minutes of the meeting of 21 September were approved and signed.</p>	
2.5	<p><b>Matters Arising from the Minutes (including review of actions)</b></p> <p><b>Item 1.8</b></p> <p>The Corporation Secretary said she had spoken to Alan Gaskin the Head of IT about a governor's portal which would enable all these documents to be added but he had advised that this was in the offing but in a year's time.</p> <p>PLC said that this was unacceptable and that it should be sorted within a term and asked that this be reported to the SLT.</p> <p>There were no other matters arising.</p>	
2.6	<p><b>Recruitment Procedures – next steps for Independent Governors to be selected</b></p> <p>The Corporation Secretary briefed the committee of the following steps that had been taken for the recruitment of independent governors:</p> <ol style="list-style-type: none"> <li>1. SGOSS had been contacted and had already sent the name of a potential applicant David Welch.</li> <li>2. Letters to 26 firms sent to 5 types of firms on 15 December 2016 asking for any expressions of interest. These firms included: Chartered Surveyors; Facilities/Estates Management; Financial Consultancies/Services; HR Consultancies and Legal. There had been 2 expressions of interest one from Scott Stephen a partner at RBS who had experience of the education sector and Mary Fraser an HR specialist.</li> <li>3. The Principal had also sent in a CV of an ex-Principal she knew for consideration. Each of these people had been contacted for more information with a view to interviewing them at the earliest possibility.</li> <li>4. PLC's and MT's term of office had and was due to expire imminently. Both were asked if they would agree to stay on as independent members to which they agreed. This would then have to be ratified at the next Corporation meeting.</li> </ol>	

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	<p><b>Action:</b> <b>PLC and MT to be put forward to the next corporation meeting to be ratified as Independent Governors for a second term.</b></p>	<p>Corporation Secretary</p>
2.7	<p><b>Committee membership to ensure quorums</b> The committee discussed the number of committees and their viability bearing in mind the difficulty in having enough members to be on these committees to ensure a quorum. <b>Stakeholder Engagement (SE)</b> - as the new Principal had been recruited to actually go out to external stakeholders there was a question about the validity of this committee as it was not perceived as a governors' responsibility to do this. Moreover there was the operational aspect in the areas it covered. A point that the Chair of the Corporation was at pains to point out at the recent Governors Away day in December 2016. When asked about this committee and the standing agenda items the Principal had said that she would cover off the marketing aspects and that the presence of students at this meeting was inappropriate as they came to the Corporation meetings where they could raise any points. After much discussion, the provision of Stakeholder Engagement committee is to be discussed with the Chair of the Corporation. <b>Prevent Duty (PD)</b> – based on the last meeting held in December, the Principal had felt that this was an operational issue covered off under the PD Operations Group to which the same governors attended. There was no requirement for a separate committee. Furthermore the question was raised why Prevent was on every agenda of every committee meeting throughout the year as this was not helpful, informative, nor relevant to all committees. It was felt that having it as a standing agenda item for the Corporation meetings which are held twice per academic term was more than sufficient to show that the college was well invested in the subject.</p> <p>To address any possibility of any of the meetings being inquorate, it was decided to have a pool of governors who could be called upon to slot into any meetings if required but that they would not be actual committee members. Both ER and MT offered to do this, should it be required. MT did say that if SE were to be disbanded then she would go onto Audit if that was helpful.</p>	
2.8	<p><b>Discussion Governor Performance and Self-Assessment</b></p> <ol style="list-style-type: none"> <li>1. Review of Corporation Member Self-Assessment 2015 -16 The Corporation Secretary reported that the self-assessment survey completed over the summer 2016 had provided some useful ideas and suggestions especially on training which were currently being addressed.</li> <li>2. Review of Board Self-Assessment As the Chair was not present this could not be covered and would be postponed to the next meeting.</li> </ol>	
2.9	<p><b>Action Plan in response to Board assessment – postponed to next meeting</b></p>	
2.10	<p><b>Chair of Committee</b> The Corporation is required under The English Colleges Foundation Code of Governance to define the role of key positions within the Corporation and state the expected time commitment. Job descriptions for the Chair of Corporation, Corporation Member and an outline of the responsibilities of the Curriculum Link and Special Roles were approved at the Corporation meeting on 1<sup>st</sup> July 2013. The Chair of Committee is the final role description to be drafted for approval.</p> <p><b>Action:</b> <b>The committee unanimously approved the job description for the Chair of the Committee and recommended that it go forward to the Corporation for approval.</b></p>	<p>Corp Sec</p>
2.11	<p><b>Standing Orders</b> The Instrument and Articles were approved by the Corporation on 22 February 2016, the standing orders have been amended to reflect these amendments accordingly. The committee was asked to approve them.</p> <p><b>Action:</b> <b>The committee unanimously approved the Standing Orders dated April 2016 and recommended that they go forward to the Corporation for approval.</b></p>	<p>Corp Sec</p>
2.12	<p><b>Review Ethnicity, Gender and Representation of Board</b> The Corporation Secretary briefed the committee on the make-up of the current board of 17 members (including 2 students who were not been asked to complete an ethnicity form).</p>	

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	<p><b>Gender:</b> of the 17 responses, 8 were male and 9 were female</p> <p><b>Ethnicity:</b> of the 14 responses (excluding students)</p> <p>1x Asian British; 1 x Asian British – Pakistani; 1 x Mixed – White and Asian; 10 x White – British; 1 x white – any other background.</p> <p><b>Representation of the catchment areas of the Corporation members:</b></p> <p>Berks: 3; Bucks: 4 and Oxon: 10.</p>	
2.13	<p><b>Review Induction Pack</b></p> <p>The Corporation Secretary had generated the new induction folder in March 2016 and this was constantly being updated in light of any changes to the Corporation and legislation. All board members had been contacted to ask if any amendments or additions were required, only one governor had replied regarding information on Link Governor responsibilities and this had now been addressed.</p> <p>It was agreed that if governors wanted to have their Induction Packs updated, they could bring them in to the College.</p>	
2.14	<p><b>Corporation training plan for following academic year</b></p> <p>(i) The Corporation Secretary provided an update on the training provided so far for this year and outlined the training planned for the rest of the academic year so far based on the requests of governors. The Corporation Secretary would provide a feedback form for completion at the end of the training.</p> <p>(ii) A training needs analysis form checklist has been generated to ascertain which areas board members feel that they need. Approval for this to be sent to all Corporation members was asked to try to ensure that the training fits everyone's requirements.</p> <p><b>Action:</b> <b>The committee unanimously agreed that the training needs checklist should be sent to all Corporation members requesting prompt completion.</b></p>	Corp Sec
2.15	<p><b>Review of Governor attendance for the academic year 2015-2016</b></p> <p>The Corporation Secretary presented a report on the attendance of Corporation Members at meetings during the previous academic year. The report showed 7 governors with attendance below 75% which is now considered to be the acceptable benchmark. Reasons for reduced attendance included sickness, maternity leave, work commitments and two governors deciding to become associate governors instead because of the time commitment to the college and their own work load.</p>	
2.16	<p><b>Review Committee Membership</b></p> <p>With regards to the Board, it was noted that four governors are due to finish their current term of appointment during this academic year: both Peter Le Conte and Mia Tritton were imminent, Jasminder Love in October and Sam Juthani in December 2017. Given the 5 current vacancies this meant that the number of vacancies would rise to 9 by December. The Corporation Secretary had already approached SGOSS and had written to external firms for any expressions of interest. In addition the Principal had submitted the CV of an ex Principal who might also be interested. It was felt that having more educational specialists on the board would be useful. As a result, it is hoped that four potential governors are due to be interviewed in the next couple of months.</p> <p>However at the moment the reduction in numbers means that the Committees are in danger of not achieving a quorum and so the Corporation either needs to recruit new members urgently or consider reducing the number of committees. Reducing the number of committees would also provide the opportunity to set up short term working groups to address specific issues.</p> <p>Student governors are elected in May as provided by their constitution which is a college issue. The Chair had asked if a pool of students could be called upon to attend meetings as there had been historically poor attendance especially over the summer terms. The Corporation Secretary assured her that she contacted the student governors in the days and weeks before meetings to remind them of the dates and times. The Chair had arranged to meet the student council on a regular basis to ensure engagement with their role as Corporation members from the outset.</p> <p>The review of the College SAR is underway and curriculum link meetings have all been conducted in preparation for the Corporation meeting on the 23 January 2017. There are three programme areas that require governors to liaise with these areas. PLC suggested that the role of link governors</p>	

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	<p>should be reviewed and that the deputy Principal be asked for his views on this. Governors had expressed that just going into college once a year for completion of their SARs did not provide any real time contact with the Programme Leaders or students. It was felt that if governors could attend some teaching sessions three to four times a year they would have a better feel for their subject areas. Moreover this subject should be discussed in more detail at the Corporation meeting in April once the deputy Principal's views had been received.</p> <p><b>Action:</b> <b>Corp Secretary to ask the deputy Principal for his view and comments on the role of the link governor.</b></p>	Corp Sec
2.17	<p><b>Skills Audit</b> The Corporation Secretary confirmed that the skills audit had been completed for all governors for 2016 – 2017. A summary had been produced for the committee's reference.</p>	
2.18	<p><b>Review Code of Ethics</b> The Code of Ethics provides an overall framework of standards that staff and governors are expected to abide by. The review of this document which normally takes place bi-annually normally appears on the Autumn Standing Agenda for this Committee but had to be postponed until the Spring term. The latest revisions were approved by the Corporation in September 2010. Once reviewed this will go forward to the Corporation for approval. The next review will take place in 2018-19.</p> <p><b>Action:</b> <b>The Committee unanimously approved the revisions to the Code of Ethics and recommended that it go forward to the Corporation for approval.</b></p>	Corp Sec
2.19	<p><b>Review Code of Conduct</b> It was agreed in 2012 that the Code of Conduct would be reviewed bi-annually rather than annually and that this review would take place in the autumn term. However, the current Code of Conduct is based on an Eversheds model from 2008. There was an updated version available from Eversheds dated February 2013 and the Corporation Secretary believes it was the intention to review it after this was published but this never happened. The Corporation Secretary has contacted Eversheds for their latest code of conduct but has also seen correspondence relating to the fact that many colleges are using the AoC Code of Good Governance which may be an alternative. Once the Eversheds latest version has been received a comparison can be made with the college's code and recommendations considered if appropriate.</p> <p><b>Action:</b> <b>On receipt, Corporation Secretary to compare the Eversheds latest version of the Code of Conduct to the college's current code and make recommendations for any revisions if appropriate having also spoken with the AoC.</b></p>	Corp Sec
2.20	<p><b>Annual Report of the College Ombudsman</b> The Ombudsman Ian McGaw, confirmed that there was nothing to report for the academic year 2015 – 2016 and the Autumn term of 2016 – 2017.</p> <p><b>Action:</b> <b>The Committee unanimously approved the Annual Report of the College Ombudsman and recommended that it go forward to the Corporation for approval.</b></p>	
2.21	<p><b>Review of Register of Interests</b> The Corporation Secretary confirmed that the register of interests had been completed for all governors for 2016 – 2017 and there were no issues arising.</p>	
2.22	<p><b>Has the Committee contributed to the Vision, Mission and Strategy of the College?</b> Yes.</p>	
2.23	<p><b>Any Other Business</b></p>	
2.24	<p><b>Items to be taken forward to next Corporation Meeting for approval:</b></p> <ul style="list-style-type: none"> <li>• Approval of Job description for Chairs of committees</li> <li>• Approval of Standing Orders</li> <li>• Approval of Code of Ethics</li> <li>• PLC and MT to be put forward to be ratified as Independent Governors for a second term</li> </ul>	Corp Sec

