

The Henley College Corporation

GOVERNANCE & SEARCH COMMITTEE MEETING

MINUTES of the Meeting of the Governance & Search Committee held on 16 March 2020 at 12.00		
Members present:		
Trevor Watkins	Independent/Chair	
Satwant Deol	Principal	
Vince Maltese	Independent	
Brian Fennelly	Independent	
In Attendance:		
Jacky Gearey	Clerk	
ITEM	AGENDA ITEMS	ACTION
2.1	Opening of Meeting and Welcome The meeting opened at 12.15	
2.2	Apologies for Absence No apologies	
2.3	Declaration of Interests There were no other declarations of interest.	
2.4	Minutes of Previous Meeting Minutes of the meeting held 17 September 2019 were presented and agreed as an accurate record. Resolved: the Committee agreed that the minutes were an accurate record of the meeting of 17 September 2019 and the minutes were signed by the Chair.	
2.5	Matters Arising from the Minutes (including review of actions) All other actions have been closed off. There were no other matters arising.	
2.6	Review of Corporation and Committee Membership: The Clerk briefed the committee on the following: (i) Progress on Recruitment Recruitment procedure – the Clerk informed the committee that Peridot has been engaged and has advised the following timeline. <ul style="list-style-type: none"> • 25 March - Applications close • 27 March - Shortlisting of candidates with a recommendation of A, B and C grade for candidates (A – recommended, B – desirable but panel may want further information and C – not recommended) • 30 March – conference call with Chair, Vice Chair and Principal on to discuss the shortlisted candidates. Parent governor – the Clerk had advised that an advert had been put on the college website and a letter sent to all parents requesting for a volunteer. Subsequently an approach had been made by a parent whose son was in his first year, she had spoken with the Clerk and with the Vice Chair of the governing Board. However this parent was not able to commit to attending the meetings in person preferring to use audio/video conferencing. It has been explained that whilst this can be used currently for meetings whilst the coronavirus outbreak is a threat, the use of such cannot be used as a regular medium for board members. As a parent governor there is no requirement for the Board to approve her appointment. (ii) Committee membership and special roles The committee discussed the composition of the sub committees and the method of self-selecting the chairs of such which has proved unsatisfactory over the past year. It was decided that going forward the Governance & Search committee would advise the Board on the appointment of the chairs of the respective committees as they had access to the skills audit to enable the most suitable person to be lead these specialist committees. All terms of reference would be amended to reflect this decision. The Clerk in addition provided three new role descriptions explaining that the provision of such help applicants to determine whether the role is in line with their skill set and whether it is a job they actually want to do plus helps to streamline the selection process where necessary. The following roles descriptions for safeguarding and prevent, vice chair of governing body and parent governor were reviewed and approved by the committee. Resolved that:	

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	<p>(i) The membership and sub-committee membership lists were received by the committee (ii) Chair of specialist committees to be decided by the Governance & Search committee (iii) All terms of references for the specialist committees to reflect this decision (iv) The role descriptions for safeguarding and prevent, Vice Chair of the governing body and Parent governor were received and approved by the committee and recommended to the Board for final approval.</p>	
2.7	<p>Update on Corporation Member training 2019 – 2020 The Clerk presented the updated training plan for the academic year. Board effectiveness had been carried out at the Governors Away Day albeit, a refresher was now required. Unfortunately despite booking for the student governors to attend two external training sessions, they had not managed to attend either due to exams and pressure of work. Likewise the staff governor training day arranged in November had been cancelled at the last minute to work commitments. The Clerk advised that she had signed up to the SFOA webinar programme and was trying to strongly encourage members of the Board to attend these as they were of minimal cost and provided minimal description to the day. Some governors had taken these up and found them useful. The Clerk emphasised again the use of webinars for various topics, these were free and could be done in the comfort of their homes, disappointingly, in the main only one governor ever did these.</p> <p>Resolved the Update on Corporation Member Training 2019 – 2020 was received by the committee</p>	
2.8	<p>Review Constitution of Board The Clerk advised the committee that in October 2019 the Instrument & Articles (I&As) had been amended to address the imbalance of independent members verses the combined numbers of staff, students, parents and Principal (all of whom have a vested interest in the College).</p> <p>The current composition of the Board was:</p> <ol style="list-style-type: none"> i. 12 Independent members – however currently there were 7 members with the possible appointment of 3 further independents shortly thereby making 10 leaving a further two governors to recruit which has proved to be very difficult in the current FE climate and is indicative of what other colleges are experiencing. ii. the Principal iii. 2 parent members iv. 2 staff members v. 2 student members – this is a continuous cycle every April. <p>Clause 25.1 Section C of the Standing Orders allows for the composition of the Board to be altered and therefore the Clerk is recommending that the Board be reduced in size from 19 to 18 with a reduction in the independent members from 12 to 11 and for Clause 2(1)(a) of the I&As to be amended accordingly in addition to the standing orders. The committee agreed these changes.</p> <p>Resolved that:</p> <ol style="list-style-type: none"> (i) the report on the change of composition of the Henley Corporation was received by the committee (ii) the Board be reduced in size to a maximum of 11 independent members (iii) this change be put forward to the Board for approval 	
2.9	<p>Review ethnicity, gender and representation of catchment area of Corporation members The latest Report on ethnicity, gender and representation of the catchment area of Corporation members was presented for information and demonstrated that both ethnicity and gender of the Board was skewed. The Clerk said that every effort was being made to try to recruit more governors from diverse backgrounds but this was very difficult in the area.</p> <p>Resolved that the Report on ethnicity, gender and representation of catchment area of Corporation members was received by the committee</p>	
2.10	<p>Governance Business Cycle Framework The Clerk advised that the annual cycle of business had been produced as an information source for the Board. The document as presented was for reference and assurance that the Board is complying with statutory requirements but that it was a living document and would be amended as required as part on an ongoing process. Many of the requirements reflect levels of assurance which should be in place throughout the year but which are externally confirmed only two or three times a year. The sequence of reviewing and informing has been planned in order to give proper opportunity for reflection of purpose, strategic direction</p>	

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	<p>and improvement. Finally the Clerk pointed out that it was important to link the annual cycle with the College's strategic objectives and base it on a proactive risk assessment.</p> <p>Resolved that Governance Business Cycle Framework Report was received by the committee</p>	
2.11	<p>Review and Approval of: The Clerk presented the following documents which had been amended as follows:</p> <ul style="list-style-type: none"> (i) Standing Orders – addition of Clause 1.6 regarding telephone and video conferencing – the committee were concerned that this did not start to obviate the need for face to face meetings but appreciated that at the current time and the presence of the coronavirus that this was a sensible addition to the document. The committee approved the inclusion. (ii) Proposed meeting schedule for next academic year – the committee asked that the Away Day be moved to 15 October 2020 after the Corporation meeting on 12 October 2020. (iii) Proposed new skills audit form – The Clerk advised the committee that the current skills audit form is not expansive enough explaining that the skills audit was designed to give a broad assessment of how a member's experience of the disciplines outlined would enable them to be an effective Board member, to contribute to discussion, and to assist the Governance & Search Committee in future recruitment planning and recommendations for appointment. The new form also included a technology skills audit to assess whether any training needs are required especially in the digital age. The committee approved the new form and also asked if in future the skills profile could be RAG rated for ease of reference. The Clerk said that this would be done <p>Resolved that</p> <ul style="list-style-type: none"> (i) the Revised Standing Orders was received and approved by the committee (ii) the Proposed meeting schedule for next academic year was received and approved by the committee (iii) proposed new skills audit form was received and approved by the committee (iv) Clerk to generate a new skills profile which is to be RAG rated. 	
2.12	<p>Any Other Business The Clerk advised that due to the recent coronavirus outbreak the Standing Orders would require an additional amendment to provide clarity regarding quoracy of the membership at meetings. Currently Board/committees meetings shall be quorate when 40% or more of its FULL membership is present. Membership is this context is usually taken to mean the designated number of members that make up the Board which is also stated in the Standing Orders. However, the I&As can be amended to state 'Appointed Members', which means that vacancies are NOT included when calculating quoracy. This small amendment does reduce the risk of inquorate meetings but would have to be approved by the Board.</p> <p>Resolved that the committee recommended that the I&As to be amended to state that appointed members means only those current members on the Board and does not include vacancies when calculating quoracy and for this to be put forward to the Board for approval .</p> <p>There was no other business.</p>	
2.13	<p>Items to be taken forward to next Corporation Meeting for approval:</p> <ul style="list-style-type: none"> (i) Role descriptions for safeguarding and prevent, Vice Chair of the governing body and Parent governor (ii) Change to all terms of references regarding appointment of Chairs of committee (iii) Revised constitution of the Board (iv) Revised Standing Orders (v) Proposed meeting schedule for next academic year (vi) Revised I&As 	Clerk
2.14	<p>Date and Time of Next Meetings 1. 8 June 2020 at 11.10</p> <p>Close of Meeting Meeting closed at</p>	
	<p>MINUTES of the meeting held on 16 March 2020 were agreed and accepted as a true and accurate record and signed by the Chair</p> <p>..... on</p>	