

**Minutes of the
Search & Governance Committee
Thursday 11 July 2019
Tower Board Room, Bedford College**

Present: Alasdair Simmons (AS) (Chair)
Richard Dimpleby (RD)
Roger Marriott (RM)
Sol Miah (SM)
Allan Schofield (Asch)
Sheila Selwood (SS)

In attendance: Ian Pryce (CBE), Principal and Chief Executive
Rachel Nicol, Director of Governance and Clerk to the Corporation

Action

SG/8/19 Apologies for absence

There were no apologies for absence

SG/9/19 Declarations of Interest

There were no declarations of interest relevant to the matters on the agenda.

SG/10/19 Matters arising not covered elsewhere on the agenda

The Committee discussed the impact of the Student Union and the role of student governors generally. The Director of Governance is working closely with the Manager of Student Experience and Progression to encourage student governors to actively participate in governance with further consideration being given to Student Union representative attending meetings where relevant agenda items are to be discussed.

SG/11/19 Board composition and recruitment

The report at agenda item 6 was presented.

It was noted to be the last Search & Governance Committee meeting for the Chair of the Corporation, Roger Marriott. The Committee noted thanks to Roger for his significant commitment over the last decade.

It was explained that the Corporation had already confirmed the appointment of Sheila Selwood as Vice Chair for a two year period to 31 July 2021. It was noted that Sheila's 4 year term of office comes to an end on 31 July

2019 and therefore it was proposed that she should be re-appointed as an external governor for a further 4 year period.

The Committee was content to support the proposal for a second 4 year term of office for Sheila Selwood from 01.08.19 to 31.07.23.

Sheila Selwood updated the Committee on the panel's discussions in respect of prospective candidates following the recent interviews.

The following was outlined to the Committee;

- The experience of each candidate
- Areas where mentoring and training may be required
- Community roles and links
- Anticipated contributions to the Board.

The Committee discussed the terms of office proposed and concluded that all candidates should be offered the standard 4 year term of office with reviews being available through the usual assessment processes.

The Committee supported the proposal to appoint all three candidates;

- **Sulaman Sunny**
- **Vinod Tailor**
- **Cliff Wragg**

It was agreed that appointees will be asked to complete the current skills matrix.

Future succession planning and recruitment was discussed, including the desire to attract more interest in Northamptonshire and look at financial expertise to further strengthen membership of the Audit Committee. ***The potential for co-opting committee members outside of Corporation membership will be reviewed.***

RN

The Committee discussed the provision and composition of planned governor inductions.

It was agreed that all governors require a clear understanding and overview of the governor role and level of involvement

Further information will be provided on the FE sector and The Bedford College Group. The Committee members confirmed they would help in any way appropriate.

Future succession planning and board turnover will continue to be monitored.

The Committee also discussed the potential to oversee governor involvement in community engagement going forward.

Meetings will continue to be arranged across campuses where possible to ensure visibility, enable governor tours and enhance the Corporation's understanding of provision.

The report was noted.

SG/12/19

Agenda 5 – Succession Planning Audit follow up

The Committee confirmed the report had been read following its referral from the Audit Committee.

A number of areas in respect of succession planning had been considered in the report. The Committee at their meeting on 31 January 2019 received a report from the Principal and CEO on contingency planning to address one recommendation.

The Committee discussed;

- Considerations in respect of the need for retention of knowledge and upskilling of the workforce.
- The need for the HR Strategy to consider succession planning, management development and talent spotting.
- The availability of opportunities in key teams for individuals to act up.
- Areas where the gap between levels is considered too big and would need to be bridged by interims
- Plans for the People Strategy and HR team structure.
- Continuity through the agreement of the strategic plan.
- Deliberate decision not to structure to make internal progression an inevitable.
- Breadth of gap between the Principal and Vice / Deputy – sector views on development over taking established Principals.
- Corporation responsibility, knowledge of the plan and formalised process (IP will look to document internal scope for development)

It was agreed;

- ***Resources Committee to follow up on points 1, 3, and 4 in the audit report.***

SM/RN

- **Director of HR to respond to the Internal Audit for recognition and commentary on extent to which action is being taken.** The Director of HR will meet with the Chair of the Corporation and the Chair of Resources. CB

The Committee further discussed;

- Senior Post-holder designation – the Vice Principal designated as a senior post-holder at merger was noted to be leaving and therefore the current designations were noted as the Principal, the Clerk, the Director of Finance and the Director of HR.
- **Potential lack of clarity over role of AO and Principal / CEO. RN to review paragraph 3.3 in internal audit report and the Constitution.** RN
- Governor oversight of non-senior post-holder members of the Executive team. It was considered that oversight is through the CEO with the Board requiring assurance on effective system on performance reviews and appraisals and not on individual directors. The definition of senior post-holders and where the lines are drawn for the Corporation on review. The Committee recognised the AOC Code and the requirement for a clear rationale for designations. It was agreed that structure will be reflected on in preparation for the next strategic plan.
- The need for formality of arrangements.
- Staff development, agreed that reporting of different elements should be made to Resources and Quality Standards and Achievement Committees as appropriate.

It was agreed that the Director of HR will be asked to incorporate strategic actions in the People Strategy and follow up any operational points. CB

SG/13/19

2019-2020 Search & Governance planning

The report was presented and the Committee discussed;

- Calendar and work plans. It was recognised that the Resources Committee agenda and timetable will be revisited as the People Strategy is developed. It was recognised that a number of financial reports are appropriately dealt with by the full Corporation and agendas for the Resources Committee can be constructed with an HR focus.
- The potential for electronic papers and storage.
- Key Corporation priorities

- Potential for revised terms of reference for Search & Governance with increased remit for oversight of the Corporation's role in community engagement.
- Remit in respect of governance of the subsidiaries.

It was agreed that Corporation members should be further consulted before a proposal for changes to the terms of reference is made.

The Chair designate of the Corporation had summarised his understanding of the Corporation's priorities for 2019-2020. It was noted that the priorities fit with the Principal & CEO's paper to the Board and acknowledge the pressures on the Executive.

It was agreed that priorities include effective delivery of curriculum that meets community needs and further improvement in teaching and learning and quality.

The Committee further discussed;

- Fit of the subsidiaries in a governance review
- Morale of staff, need to reflect priority.

SG/14/19

Committee Composition

The Chair Designate, Allan Schofield, introduced the paper. It was accepted that committees require experienced chairs to manage the work plans in the forthcoming year.

It was anticipated that two of the new governors will join Resources, one QSA and another Audit.

Further proposals to be confirmed with individuals included;

- Casandra Daubney to Chair Audit Committee.
- Sheila Selwood to Chair QSA
- Chair of the Search & Governance to be separated from the Vice Chair role with Alasdair Simmons chairing Search & Governance and Sheila Selwood chairing Remuneration.

It was agreed that RN will seek to amend the terms of reference and seek Corporation approval in due course.

RN

College Committees were discussed and it was agreed that RN will speak to individuals with a view to Sheila Selwood handing over the role of Safeguarding Governor after a period of joint working to ensure continuity in the role.

The outline of the Autumn development day planned for 30 September was discussed and generally agreed. The Chair Designate will work with the Director of Governance & Clerk to the Corporation to finalise the agenda.

SG/15/19 Minutes

The minutes of the meeting held on 31 January were agreed as an accurate record of the meeting.

SG/16/19 Next meeting

The first Search and Governance Committee meeting of 2019-2020 has been arranged for Thursday 7th November 2019.

Meeting Closed