

GOVERNANCE & SEARCH COMMITTEE



THURSDAY 31 JANUARY 2013

GATESHEAD COLLEGE

Report: Minutes of the meeting held on Friday 16
November 2012

Author: Clerk

Action: Approve

Status: Open

Present: Allan Steele (Chair)
Bob Bell
Keith Cann Evans
Emily Cox
Robin Mackie
Richard Thorold

In attendance: Rowan Ferguson (Clerk)
Clare Sample (Minutes)

G/S490 Welcome/Apologies

Allan Steele welcomed everyone to the meeting. He explained that the Senior Management Team and Viv Shipley would join the meeting for the item relating to the Modernisation of Governance.

The Chair invited members to declare any interests on any item on the agenda. No interests were declared at this stage in the meeting; however, members noted that should the direction of debate on any item result in a potential conflict of interest this should be indicated during the meeting.

G/S491 Minutes of the meeting held on Thursday 24 May 2012

The minutes of the meeting held on Thursday 24 May 2012 were accepted as a correct record.

G/S492 Minutes of the special meeting on Thursday 18 October 2012

The minutes of the special meeting held on Thursday 18 October 2012 were accepted as a correct record.

G/S493 Matters Arising

There were no matters arising which were not substantive items on the agenda.

G/S494 Register of Interests

The Clerk advised that forms had been circulated to all Governors and all returned except one which was now required by the auditors.

ACTION: Robin Mackie to follow this up with the Governor in question

Agenda No: 2

G/S495 Review of Terms of Reference of Board Committees

The Clerk pointed out a typo in section 3, where it says 2012 it should read 2011.

Governors discussed the membership of the Remuneration Committee and whether there were the right people in place with the right structure.

Robin Mackie explained that there would be a change to performance based pay. This would be the subject of the workshop for the Remuneration Committee members and the Senior Leadership Team on 19 November 2012. There would be a different approach following this introduction and the Committee may require a different skill base.

RESOLVED to recommend to the Board that the terms of reference for all committees should remain unamended but that the terms of reference for the Remuneration Committee should be reconsidered following the outcome of the workshop on 19 November 2012

G/S496 Review of Code of Conduct

The Clerk advised that there was little to say on this other than it is a standard document produced by Eversheds and widely used on the sector. No amendments are currently being recommended by Eversheds. The Committee was asked to readopt the document unchanged.

Emily Cox asked how this document was brought to life or socialised. The Clerk explained that the document was brought into induction training and was otherwise in the background for reference and it was also used when appropriate e.g. to remove a Governor.

There was then some discussion about how this document could be implemented rather than just put away in a drawer. Emily Cox felt that it was the responsibility of everyone to know and understand the content of this document and not just the Clerk's responsibility.

ACTION: The Principal to prepare an aide memoire of bullet points based on the Nolan Committee Values in Public Life for circulation to Governors

RESOLVED to adopt the Code of Conduct without change

G/S497 Review of Standing Orders and Board Complaints Procedure

RESOLVED to leave the Standing Orders document the same for the time being

G/S498 Board and Committee Attendance

Emily Cox commented that the document looked quite targeted at minimum standards of attendance. The Chair explained that the targets were 70% for the Board and then individual attendance targets. He advised that there are individuals who do not attend well but are beneficial to the Board in other ways outside of the meetings and it was therefore worth keeping them.

Agenda No: 2

The Principal said there had been many debates over the years about attendance. Some Governors are very busy people and they try to set a timetable that fits in with all. Most FE Boards are full of retired people who are available during the day. This Board has the right skills mix with some well-connected Governors.

The Clerk suggested checking with all the Governors again and see if daytime meetings are still good. All members agreed that the attendance is better than last year.

Keith Cann Evans said it would be helpful to record functions that Governors attend on behalf of the College which are not meetings.

The Clerk advised that there are two separate things: Governors' responsibility to contribute to collective decision making through attendance at meetings and other types of contribution to the life of the College.

RESOLVED to note the contents of the report

G/S499 Audit of Board and Committee Business 2011/2012

The Clerk said that the schedules will be useful to assist with any review of how the Governing body conducts its business. It will highlight any duplication. The Principal agreed and said he would look at that as soon as any future changes are made. Other colleges that have adapted to the Carver model have said that it is important to be very clear about what goes into each meeting.

Governors were clear that all agendas should be focused at a strategic level.

ACTION: The Principal and the Clerk to review the business of the Board and its committees in order to streamline business

RESOLVED

- i) to note the contents of the report**
- ii) to approve submission of the report to the Board**

G/S500 Board and Committee Membership, Review of Calendar of Retirements and Board Succession Planning

Board Vacancies

There are currently two vacancies, one for a staff governor to replace Alex Rutherford and one for a 16-18 year old student governor. Elections are in hand for both roles.

ACTION: The Principal will check that the elections are progressing

Retirements

Robin Mackie is due to retire in April 2013 and is eligible to stand again. He indicated that he would like to do so. All members were happy to nominate Robin to the Board for re-election.

Allan Steele is due to retire in July 2013. He made it clear that he did not intend to stand again having done four terms already. Robin Mackie thanked him for the support he had given him personally and also for his contribution to the Board.

Agenda No: 2

The current president of the Students' Union will retire at the end of the year and she will be replaced by another sabbatical officer.

The Principal will check if Mark Taylor (19+ Student Governor) has another year at the College.

Keith Cann Evans is the next to retire and he said that he would be happy to stand again.

The Chair of Governance and Search Committee said that the Board needed to think about succession planning for the chair and the vice chair. Historically they used to have two vice chairs. This is not allowed currently under the Instrument and Articles of Government but they may need to amend the document to allow them to do this. He has already spoken to Ivan Jepson who would be happy to be a vice chair.

The members agreed that it would be worth putting some work into looking for potential new governors when vacancies arose.

ACTION: The Principal to check how much longer Mark Taylor is eligible to be a Student Governor

ACTION: The Clerk to ensure that this Committee or a similar group (if the structure moves to a Carver model) compiles a list of potential Governors

Viv Shipley joined the meeting.

G/S501 Board Skills Matrix

The Clerk proposed that she would compile a report of all of the results so that the Board could compare the skills of each Governor in one document. The members thought that this was a good idea and Viv Shipley pointed out this was common in other colleges and helped with planning skills development for governors and identifying future vacancies.

ACTION: The Clerk to update skills audit and compile a table of results for consideration at a future meeting

G/S502 Board Development

The Clerk said that she had spoken to the Director of Marketing and Communications, Nadine Hudspeth, about an induction programme for new governors. The governors have had updates on legislation by Eversheds in the past and attended regional meetings but there has never been a proper professional development programme or anything which is recorded.

The Principal explained that there is an induction programme for new staff where he talks about the College and this could be something which could be adapted for the governors.

The Clerk said that the Director of Human Resources, Su Breadner, had been in touch about Safeguarding and Equality and Diversity training for the governors.

Agenda No: 2

She proposed that the governors have their training with staff so that they have the opportunity to meet each other. All of the members agreed with this proposal.

ACTION: The Principal to ensure that all new governors received suitable induction by the end of the year. The Clerk and the Principal to source training on the Carver model if required

G/S503 Modernisation of Governance

Mick Brophy, Judith Doyle, John Holt, Su Breadner and Nadine Hudspeth joined the meeting

The report and the record of discussion on it are 'closed to public access' until such time as they are considered to be no longer commercially sensitive

Robin Mackie left the meeting at 1.55pm

All members of staff left the meeting

G/S504 Any Other Business

Confidential Item

The report and the record of discussion on it are 'closed to public access'.

G/S505 Date of next meeting

The next meeting is scheduled for Thursday 24 January 2013 (but may be changed if Carver model adopted).