

GOVERNANCE & SEARCH COMMITTEE



FRIDAY 16 NOVEMBER 2012

GATESHEAD COLLEGE

Report: Minutes of the meeting held on Thursday 24 May 2012

Author: Clerk to the Corporation

Action: Approve

Status: Open

Present: Allan Steele (Chair)
Bob Bell
Robin Mackie (via video conferencing)
Alan Reynolds
Richard Thorold

In attendance: Jackie Doxford
Gwyneth Jones

G/S475 Welcome/Apologies

Allan Steele welcomed everyone to the meeting. Apologies for absence were received from Keith Cann Evans.

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/S476 Minutes of the meeting held on Thursday 23 February 2012

The minutes of the meeting held on Thursday 23 February 2012 were accepted as a correct record.

G/S477 Matters Arising

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

G/S478 Review of Register of Interests

The Clerk indicated that there were no issues of concern to report in terms of the Review of Register of Interests.

G/S479 Draft Board Calendar 2012/2013

The Clerk presented a report to which was appended a draft Calendar of Board and Committee meetings for 2012/2013. The draft follows the established pattern with some amendments and additions to reflect the timing of Easter 2013 and the changing needs of the College. An additional Board meeting has been included in Spring 2013 to accommodate a strategic planning/development session.

Following the successful events in October 2010 and 2011 it is proposed that the afternoon of 18 October 2012, before the first meeting of the year, should be a

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development session at which Eversheds will be commissioned to do a briefing and updating on all things current and likely to affect the College/Board during the year ahead. The time will also be used to undertake the interactive review of the Board self assessment questionnaire.

Governance and Search Committee considered the draft calendar of Board and Committee meetings for 2012/2013 to be appropriate to meet the needs of the Board and the College.

RESOLVED to recommend to the Board that the Calendar of Board and Committee meetings for 2012/2013 be approved

G/S480 Update on Attendance

The Clerk introduced a report which updated Governance and Search Committee on attendance figures for Board and Committee meetings in 2011/2012 since the mid year update in February 2012. Detailed information on attendance was appended to the report.

Board Attendance

Attendance at Board Meetings was 93% at the March 2012 meeting which was a further improvement on 73% attendance at the October meeting and 87% attendance at the December and February meetings. However, attendance fell back to 80% at the May meeting. Average attendance for the whole of the 2010/2011 academic year was 63%.

Academic Standards Committee

Academic Standards Committee has met twice; attendance was 67% in November 2011 and 83% in March 2012. Average attendance for the whole of 2010/2011 was 78%.

Audit Committee

Audit Committee attendance was 60% in October 2011, 75% in December 2011 and March 2012. Average attendance for the whole of 2010/2011 was 89%.

Finance and General Purposes Committee

The September and November 2011 meetings only just achieved a quorum. The December meetings both achieved 86%. The January 2012 meeting achieved 71%; this included 'attendance' by one member by video link. The early March and April 2012 meetings achieved 71%. The late March meeting achieved a quorum only with the participation of one member by video link. Average attendance for the whole of 2010/2011 was 73%.

Governance and Search Committee

Governance and Search Committee achieved 50% at the September 2011 meeting. This is just sufficient to achieve a quorum. Attendance at the February 2012 meeting was 67%. Average attendance for the whole of 2010/2011 was 78%.

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Individual Attendance

Four members have achieved 100% to date, this compares with five at the midyear point. A further six have achieved 70% or better with four achieving 80% or more and two achieving over 90%. Four members have achieved 60% or more but less than 70%, compared with two at the midyear point. Two members have achieved 50% or more but less than 60% attendance to date. This is the same as at midyear. One member has achieved 31% attendance to date; this member's attendance has fallen from 37% at midyear. Average Individual Attendance to date is 77% compared with 78% at midyear and with the year end figure for 2010/2011 of 71%.

The Chair enquired whether there was anything within the report to which the Clerk wanted to draw to the Committee's attention. The Clerk referred to Ian Renwick's 31% attendance to date and indicated that his term of appointment was due to end on 31 December 2012. The Principal indicated that both Ian Renwick and Ivan Jepson had attended several conferences on behalf of the College and commented that such support is extremely valuable.

The Clerk highlighted the importance of her being kept fully informed about Governor activity outside formal meetings so that it could all be included in the Report of the Clerk at each Board meeting. The Chair suggested that Governors could inform the Clerk about their recent activities when she presented her report at Board meetings.

The Clerk advised the Committee that the recent PFA inspection had stressed the need for Governor activity beyond attendance at meetings to be evidenced in minutes.

RESOLVED to note the contents of the report

G/S481 Board Skills Audit

The Clerk introduced a report on the Board Skills Audit and informed the Committee about the main findings.

Sex

The Board is predominantly male; there is only one female Governor; three female Governors have resigned in the last year for a variety of personal reasons.

Age

Two thirds of the membership is aged between 41 and 60. Three Governors are over 60 and two are under 40.

Ethnic origin

The Board is predominantly White British. One member describes himself as Black.

Balance

Women and ethnic minorities are underrepresented.

Experience/Skills/Knowledge

The Board membership covers a wide range of experience, skills and knowledge at a range of levels. There is good professional experience in Education at HE/FE and Schools levels and in Business, both large corporate organisations and SMEs and in public sector organisations e.g. NHS, local government. Membership includes

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qualified accountants and engineers and there are members with professional backgrounds in science and IT and in music. There is currently no representation on the Board reflecting 'the arts', marketing, legal profession, care sector, hospitality sector.

Committee Co-optees

The co-opted member of Governance and Search Committee was appointed for his experience of management and corporate governance in HE/FE and in business. The co-opted member of Audit Committee is a qualified accountant with a background in audit services in an international accountancy firm and in business assurance and risk management in a leading university.

The Clerk commented that during the recent OFSTED Inspection, she had been questioned at length about why there are no ethnic minority Governors drawn from business, the professions or the community. The Principal advised that he had also experienced the same conversation with OFSTED with regard to underrepresentation of females and ethnic minorities on the Board. He indicated that the situation was misleading as only 2% of the population in the North East were from ethnic minority communities. The Chair commented that the inspectors had probably based their observations on a national perspective not a local one.

A member enquired whether there were any plans to respond to the criticisms especially when the region was predominantly white. The Chair advised that the male/female split on the Board would be looked at under the next agenda item but that there was nothing formally in place to look at the multi ethnic issue. The Clerk expressed the view that it was important to be seen trying to do something on this issue and the Chair suggested embarking on undertaking some searches within ethnic minority communities. The Chair of the Corporation advised that it was important to have clear evidence of any activities undertaken. The Chair concluded that the Committee should focus its attention on the two existing vacancies and address the issue of under representation of females on the Board in the immediate future.

RESOLVED to note the contents of the report

G/S482 Board Vacancies, Review of Calendar of Retirements and Board Succession Planning

The Clerk introduced a report which advised the Committee on current vacancies. There are currently two vacancies on the Board and the terms of office of several members of the Board are due to end in Autumn 2012/Spring 2013. The full calendar of retirements was appended to the report in order to provide Governance and Search Committee with information on retirements falling in 2012. Copies of the current Register of Members and the Board Committee Table were also appended. The current Board Skills Matrix was available at the meeting.

The 2007 Instrument & Articles of Government incorporate changes in the composition of the Boards of FE Corporations which have removed some of the prescriptive 'boundaries' between categories of Governor. The categories of business, community, co-opted and local authority members are replaced in Clause 2(1)(a) by *'up to sixteen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government'*.

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On 9 February 2012 the Board confirmed the size of its membership at eighteen but re-determined the constitution to include the Sabbatical President of the Students' Union, when appointed. The membership of eighteen includes the Principal, two Staff Governors, two Student Governors and the Sabbatical President of the Students' Union, leaving twelve places to be filled by Governors appointed under the 'necessary skills' umbrella.

Retirements in 2012

The term of appointment of Abdul-Aziz Kouame will end with the academic year in July 2012. Ismael Bamba has been elected as 16-18 Student Governor for 2012/2013.

Alan Reynolds' term of appointment as Teaching Staff Governor is due to end in November 2012. An election will be arranged for early in the Autumn Term 2012.

Chris Macklin's term of appointment is due to end on 31 December 2012. Chris Macklin joined the Board in December 2008 and is Chair of Audit Committee. He served as a co-opted member of Audit Committee for several years before becoming a Board member. The Committee agreed to recommend the reappointment of Chris Macklin for a further term of four years.

The term of appointment of Ian Renwick is due to end on 31 December 2012. Ian Renwick joined the Board in 2006, he was reappointed for a second term of two years in 2010. He is a member of Finance and General Purposes Committee and Entrepreneurial Champion. The Chair referred to Ian Renwick's 31% attendance of meetings to date in the academic year and the Principal replied that Ian's support to the College outside formal meetings is important in terms of the Entrepreneurial College developments. The Chair advised that if Ian Renwick was reappointed, his poor attendance at formal meetings would need to be discussed with him. The Chair of the Corporation commented that it was 'quality not quantity' in terms of the meetings attended and the Committee agreed to recommend the reappointment of Ian Renwick for a further term of four years.

Board Vacancies

There are two vacancies on the Board of Governors to be appointed under the terms of Clause 2(1)(a) of the Instrument and Articles of Government 2007 a.k.a. 'necessary skills' criterion. Governance and Search Committee is requested to consider the provision of advice to the Board on the selection of potential candidates to fill the vacancies.

It was noted that following the inclusion of a paragraph in the Governance Section on the College website inviting expressions of interest from people interested in joining the Board of Governors, some research by the Marketing Team and personal contact by the Principal, five expressions of interest had been received.

Committee Vacancies

It was noted that the vacancy on Governance and Search Committee resulting from the resignation of Catherine Donovan has been filled temporarily by Keith Cann Evans until such time as another member can be appointed.

RESOLVED

- i) to note the contents of the report and the appendices**

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- ii) to recommend to the Board that Chris Macklin should be invited to serve as a Governor for a further term of four years, if he is prepared to do so
- iii) to recommend to the Board that Ian Renwick should be invited to serve as a Governor for a further term of four years, if he is prepared to do so

G/S483 Modification to the Instrument and Articles of Government

The Clerk to the Corporation introduced a report advising the Board of the Modification to the Instrument and Articles of Government.

The Education Act 2011 introduces new freedoms for FE colleges, in particular new governance arrangements and dissolution process. Following consultation in the FE College Sector the Department for Business, Innovation and Skills (BIS) has recently published a Modification Order to the existing Instrument and Articles of Government for FE Colleges. The Modification Order came into force on 31 March 2012.

A copy of a letter from BIS to the Chairs of College Corporations which outlines the impact of the Modification Order was appended to this paper. Also attached were copies of documents to which reference was made in the BIS letter: the Modification Order; the new Schedule 4 to the Further and Higher Education Act 1992 (inserted by the Education Act 2011); and a 'sample' of the current Instrument and Articles taking into account the changes effected by the Modification Order for illustrative purposes only. The documents were received by the Board on 10 May 2012.

A copy of an annotated version of the 2007 Instrument and Articles of Government was appended to the report. This indicated where changes were required to the text to comply with the Education Act 2011 Schedule 12 (revised Schedule 4 to FHEA 1992) and The Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2012. It also shows clauses retained from the current Instrument and Articles of Government as per the Education Act 2011 Schedule 12 (Revised schedule 4 to FHEA 1992) and references to the powers of the CE of the Skills Funding removed by repeal of Section 56AA of the FHEA 1992.

It was noted that whilst overall the content of the BIS documents required detailed consideration in conjunction with the Board's modernisation proposals there is need to have a useable and legally compliant version of the Instrument and Articles in place until such time as the Board determines its future governance arrangements. Governance and Search Committee was requested to consider the annotated version of the 2007 Instrument and Articles of Government and to advise the Clerk on whether it was appropriate and timely to prepare a working draft based on the document for use by the Board as an interim measure.

The Clerk informed members that she and the Vice Chair of the Corporation had attended an event at New College Durham on 21 May 2012. The 'Rising to the Challenges of New Challenges, New Chances in Times of Austerity' Regional Support Forum followed on from the AoC Governance Summit and the LSIS Annual Governance Conference and its purpose was to help Chairs, Governors and Clerks engage with the opportunities and challenges arising from the new freedoms and flexibilities available to Corporations.

The Chair advised the Clerk that it would be helpful to produce a working draft based on the annotated version of the 2007 Instrument and Articles of Government and members agreed.

RESOLVED

- i) to note the contents of the report and the documents appended to it**
- ii) to advise the Clerk that it was appropriate and timely to prepare a working draft based on the annotated version of the 2007 Instrument and Articles of Government for use by the Board as an interim measure**

G/S484 Any Other Business

There was no other business.

G/S485 Date of next meeting

The next meeting will take place on Thursday 4 October 2012.