

GOVERNANCE & SEARCH COMMITTEE



THURSDAY 10 OCTOBER 2013

GATESHEAD COLLEGE

Report: Minutes of the meeting held on Thursday 2 May
2013

Author: Clerk

Action: Approve

Status: Open

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

In attendance: Emma Moody (Clerk)
Gwyneth Jones (Minutes)

G/S516 Welcome/Apologies

Allan Steele welcomed everyone to the meeting. Apologies for absence were received from Robin Mackie.

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.

The Chair apologised for the late arrival of the papers for the meeting. This had been due to the extensive review of Governance documents undertaken by Dickinson Dees.

The Chair explained that the advertisement for the new Principal's post would need to be discussed under Any Other Business. The text for the advert would need to be approved by the Governance and Search Committee as required by the Instrument and Articles of Government.

G/S517 Minutes of the meeting held on Thursday 31 January 2013

The minutes of the meeting held on Thursday 31 January 2013 were accepted as a correct record.

G/S518 Matters Arising

G/S509 – Update on Carver/Policy Governance model – The Principal referred to the presentation on the Carver Model which had been given at the February Board meeting. He indicated that Governors had found the presentation interesting but confusing and had decided not to go any further with this. He advised that the College would continue to develop in the way it was doing so and this may lead to a semi-Carver Model; the College would be evolutionary rather than revolutionary. The modification of the Instrument of Articles of Government was part of this process.

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G/S513 – Board Development/Governor Induction – The Principal referred to the Governor Induction which took place on 23 January 2013. It was noted that seven new Governors: Emily Cox, Sally Hancox, Vivien Shipley, three Student Governors and the new Support Staff Governor had attended. There was still work to do on the induction process but the feedback from participants had been helpful. If Governors had any other comments on the session these would be appreciated.

G/S519 Review of Constitutional Documents (Instrument and Articles of Government Changes)

The Clerk referred to the Summary of Amendments which she had produced as part of the Governance Review. There were general areas where documents were inflexible for a nimble College. The rationale for the review was to remove inconsistency and duplication between documents, and to therefore reduce the need to look at multiple documents dealing with the same issues (which just lead to inconsistencies). Thus, the proposal was that anything relating to main Board composition/business would be covered by the Instrument and Articles of Government, anything relating to the committees would be covered by the Terms of Reference for that committee and then the Standing Orders would cover anything that was not adequately covered elsewhere (mainly point of more detail). The Clerk explained that it was crucial that the Instrument and Articles had precedence over anything else.

She outlined the amendments which she had made to the document.

Objectives of the College

A definition of the objectives of the College had been inserted which read:

'The objects of the Corporation are to provide education for the benefit of the public in the United Kingdom [and elsewhere in particular but not exclusively by the provision of a college]. (the "Objects").

The Chair said that everything was changing so fast with virtual learning and the Principal agreed and said that in ten years' time a lot of learning would be done online. Emily Cox queried why the objective said 'for the benefit of the public in the UK', rather than Gateshead and the Clerk said that this provided flexibility and recognised the extent of the College's work, some of which took place outside of the region. The Principal agreed that this had always been broader than just Gateshead.

The Principal said the Government wants colleges to compete with each other; open up the market to competition. The Chair said some contracts were national and some local. Bob Bell commented that some colleges had set up some niche programmes. The Clerk said that partnership and future opportunities would be limited to Gateshead if not compatible to do that. Emily Cox enquired about the reason for having the Instrument and Articles of Government and the Clerk replied that they were the constitutional rules governing the college.

Appointment of the Chair and Vice-Chair

The Clerk advised that provisions had been made to reflect the fact that there may now be two Vice Chairs and the way in which this will work in practice.

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Termination of Membership

No Corporation member can resign without at least three other Corporation members remaining in office in order to prevent inquorate meetings/being in breach of the I & A.

Quorum

The quorum for Corporation meetings had been amended to one-third of the total number of members or three members, whichever is the greater number. Keith Cann Evans referred to the Quorum section of the document which listed:

13.4 'If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient and the quorum for that meeting shall be the number of members who attend.'

and asked if a special meeting could be called immediately. The Clerk replied that there must be a gap before a special meeting was called in order for notices to be circulated. Emily Cox asked about whether it would be possible to appoint 'proxies' to act on behalf of Governors. The Clerk replied that the College did not have this at the moment; the committee would need to consider this. Keith Cann Evans commented that Governors can read the documents, make up their minds and know what they are going to do but then sometimes in the course of a meeting they can change their mind so proxies might not be helpful. The Principal thought that as the College had 18 Governors there was no reason why meetings should be inquorate. Emily Cox said that a proxy could raise a point on your behalf. The Clerk replied that the shareholders in private companies have the power to appoint proxies and directors often had the power to appoint alternates. However, in a charity, it would be unusual for trustees to be able to appoint proxies as they have a duty to act personally.

The Principal suggested that this issue should be looked at and taken forward to the Board.

Keith Cann Evans enquired whether there was a limit to the amount of Governors who attended meetings by video conferencing. The Clerk replied that there were no limits in the document but the Principal indicated that current video conferencing kit in the College would only take four people at one time. The Clerk commented that some organisations have the requirement to have one face-to-face meeting per year and this was often recommended. All members agreed that flexibility was key.

Permitted payments to members

The Clerk explained that a new clause covering the circumstances in which Corporation members can receive benefits and/or remuneration from the College had been inserted at Clause 18 of the Instrument and Articles of Government to provide clarity. This had come about because of enquiries from Governors about whether gifts at Christmas could be accepted.

The wording for 18.1(g) should be changed to read '*of an indemnity to any Member in respect of any liabilities properly incurred in running the Corporation*'. It had said Trustee instead of Member.

Senior Post Holder changed to Executive Team

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The Clerk advised that references to senior post-holder had been amended to “Executive Team” to encompass changes in terminology. The Principal commented that senior post-holder is something that you do not come across very often anywhere else. Outside the understanding is that an executive is paid through a board or committee. The suggestion was to have an Executive Leadership Team appointed by the Board. He had taken legal advice from Claire-Jane Nicol at Dickinson Dees and this had led to the removal of the wording ‘senior post-holder’. There would have to be a consultation but because we were not changing any fundamental ts and cs, it should be a process only.

Emily Cox enquired about who was the Chief Accounting Officer and the Principal confirmed that he was; he explained that he was called to account by the Public Accounts Committee. The “executive team” currently has three senior post-holders but Nadine Hudspeth, Director of Communications and Marketing and Su Breadner, Director of Human Resources should both have the same status. This would avoid the perception that there was somehow a two tier structure.

The Chair indicated that in future, the College may decide to have a different shape for the Executive Team. Remuneration for members of the Executive Team was reliant on the appraisals undertaken by the Principal. The Principal commented the College currently had three senior post-holders so it could either remove the term or make Nadine Hudspeth and Su Breadner senior post-holders too. Keith Cann Evans thought they should both be recognised as part of an executive team.

The Clerk also mentioned that where there is a vacancy amongst the Executive Team the Corporation can decide how to advertise the vacancy, rather than being required to advertise it nationally, again providing flexibility.

Dissolution or merger of the Corporation

The Clerk advised that the dissolution provisions had been amended to allow the College to co-operate or merge with third parties (provided those third parties are also regulated under the Further and Higher Education Act 1992) again providing flexibility for the future.

Committee’ Terms of Reference

The Clerk explained that the changes to the Committee Terms of Reference cross-linked with paragraph 7 of the Standing Orders of the Corporation.

Provisions had been included to allow the number of committee members to fluctuate to allow members to resign without being in breach of the terms of reference. Each term of reference now set out:

- The situations in which a non-committee member may attend a committee meeting.
- The circumstances in which a committee member’s membership can be terminated.

In relation to the Governance and Search Committee, various responsibilities that were previously in the Instrument and Articles and in the Standing Orders were now included in the Terms of Reference.

Emily Cox enquired about an Appeals Committee and trade union representation. The Principal replied that there was a trade union representative on the Board. The

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Chair explained that an Appeals Committee was only set up by the Board as and when it was needed.

The Chair advised that all of the Committees' Terms of Reference followed the same format. The Clerk said that membership of the Remuneration Committee was currently comprised of the four Chairs of certain Committees but we have added flexibility. In light of pending retirements, the Chair asked if the limit on who may be Chair of this committee could be removed.

The Chair said that it would be ideal for the new proposed Vice Chair (Ivan Jepson) to be the Chair of Governance and Search Committee going forward and for Emily Cox to be Chair of the Remuneration Committee, bearing in mind her skills and expertise.

The Principal reminded members that the Academic Standards Committee Terms of Reference had been tidied up. The process for nomination to this Committee would be set out in another document.

Chairs' Forum Terms of Reference

The Clerk advised that the draft Terms of Reference had been prepared for the Chairs' Forum, to reflect the Terms of Reference for all other committees of the Corporation. Instructions were required to finalise this document in particular in terms of the restrictions on the Forum's authority.

The Chair of the Corporation had suggested that the system needed to be more nimble as the present system was cumbersome. The aim of the Chairs' Forum is so that Chairs of Committees can come together to discuss matters and report back to the full Corporation Board. Emily Cox wanted to know if the Forum could make decisions and the Clerk replied that it would allow discussions to progress without a Committee or a full Board. It was for the committee and ultimately the Board to advise the Clerk as to what authority they would like the forum to have and we could write it into the documentation.

The Principal indicated that it would allow conversations and decisions to progress; sometimes there was not enough time to get Finance and General Purposes Committee together for to make a decision and the process for getting a written resolution could be cumbersome (as members did not always reply promptly).

Keith Cann Evans questioned what the Chairs' Forum was for if it could not make a decision. Following discussion the Clerk advised that she would add 'extraordinary situations' and 'urgent to the wording for these Terms of Reference. The Chair commented that 'power to delegate to the Chair' should be included and Emily Cox warned of the need to be careful as it sounded like it was watering down the powers of the Board. The Chair suggested that this should be taken to the Board to see what the other Governors thought.

The Principal enquired whether he would be able to attend a Chairs' Forum meeting as he was not currently mentioned; the Clerk agreed that the Principal would be able to attend and the wording was changed to read:

'Only Forum members, the Principal and the Clerk shall be entitled to attend meetings of the Forum.'

Emily Cox enquired about what would happen if in relation to the International Strategy, an opportunity to invest at short notice arose? The Principal replied that it

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was not usually so fast for a decision. Five days notice meant that an extraordinary meeting could be called.

Standing Orders of the Corporation

The Clerk advised that she had removed a lot of the content from the Standing Orders as this was covered elsewhere. For example, much of the content had been put into the Terms of Reference and paragraphs relating to conflicts of interest taken out as these were dealt with within the Code of Conduct.

The performance of each Corporation member must now be reviewed by the Chair and the Principal (or the longest serving Vice Chair and the Principal in the case of the Chair) at the time of their proposed reappointment to ensure they are effectively contributing to the work of the College.

The provisions relating to access to Corporation meetings had been clarified. All members wanted it absolutely clear in the documents that whether others were allowed to attend meetings would be a matter for the Chair or the Chair of the relevant committee to decide, in his or her discretion.

The Chair advised that any feedback on the suggested amendments should be given to the Clerk outside the meeting. He thanked Emma Moody for her work.

RESOLVED to note the contents of the report and take to Board

G/S520 Senior Post Holder Removal

Following the earlier discussions on the matter, the Chair concluded that the Committee's recommendation to the Board was to move from Senior Post Holder to an 'Executive Team'.

RESOLVED to recommend to the Board that Senior Post Holders should be changed to Executive Team

G/S521 Appointment of second Vice Chair (Ivan Jepson)

The Committee agreed to recommend the appointment of Ivan Jepson as the second Vice Chair.

RESOLVED to recommend to the Board that Ivan Jepson should be appointed as the second Vice Chair

G/S522 Appointment of Chair of Governance & Search

The Committee agreed to recommend the appointment of Ivan Jepson as Chair of Governance of Search Committee. The current Chair, Allan Steele would be resigning from the Board in July 2013.

RESOLVED to recommend to the Board that Ivan Jepson should be appointed as the Chair of Governance and Search Committee

It was suggested that Emily Cox could be brought in as a co-optee to the Remuneration Committee because of her professional expertise and background and subsequently chosen as the Chair.

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G/S523 Any Other Business

Appointment of new Principal/Chief Executive

The Chair advised that Gateshead College had appointed recruitment consultants, Munro to assist with the process of appointing a new Principal/Chief Executive. He explained that the text for the advert had to be approved by the Governance and Search Committee as part of the Instrument and Articles of Government and circulated copies of a draft advert to members. Following comments from members he indicated that nothing would be added to the advert but that it may be edited down. The advert would be published in the Sunday Times on 12 May 2013 and also in the Times Education Supplement. The closing date for applications would be Monday 3 June 2013.

Emily Cox commented on the wording 'up-to-date knowledge of challenges' and said it should say leadership not senior management. The Chair advised that there would be some joint editing of the advert and something would be ready by Wednesday 8 May 2013.

Publication of Minutes on the College Website

The Clerk advised that recently Gwyneth Jones, Governance Administration Assistant, had received a number of requests from a member of the public, via Robert Cooper (ICT Manager), for minutes to be published on the College Website. The Principal explained that Robert Cooper was the College contact for Freedom of Information requests.

The Clerk wanted to make the committee aware of these requests, although the Principal commented that the College receives them all of the time.

The Clerk commented that a policy was needed on the process and timescale for getting things onto the website. The FOI Act required the College to be transparent and "publish" its minutes. Obviously some matters were withheld for confidentiality purposes.

Gwyneth Jones highlighted to the committee that the process of getting minutes onto the website was cumbersome and long-winded so whatever policy was drawn up it needed to be realistic.

The Clerk said that there was also a need to consider when confidential minutes would no longer be considered confidential and the requirement to then publish. At the moment, resource to do this was limited.

This issue would be considered further, highlighted to the Board with a view to coming to a sensible and workable decision.

G/S524 Date of next meeting

The next meeting is scheduled for Thursday 10 October 2013 at 11.00am.