

# GOVERNANCE & SEARCH COMMITTEE



THURSDAY 23 JANUARY 2014

GATESHEAD COLLEGE

**Report:** Minutes of the meeting held on Thursday 10  
October 2013

**Author:** Clerk

**Action:** Approve

**Status:** Open

**Present:** Ivan Jepson (Chair)  
Keith Cann Evans  
Emily Cox (via telephone)  
Judith Doyle

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

## **G/S525 Welcome/Apologies**

Ivan Jepson said he was delighted to chair his first Governance and Search Committee and 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.

## **G/S526 Minutes of the meeting held on Thursday 2 May 2013**

The minutes of the meeting held on Thursday 2 May 2013 were accepted as a correct record.

## **G/S527 Matters Arising**

### ***G/S509 – Update on Carver/Policy Governance model***

It was noted that some items about Carver had been raised at the wider Board meetings.

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

#### **Termination of Membership**

Keith Cann Evans indicated that he was not sure if the statement which read '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 Instrument and Articles of Government' actually still stands. The Clerk replied that that a minimum number of Governors is three and should the number fall below that, then the Corporation would only be able to act so as to appoint additional

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members to get it up to the Quorum. Keith Cann Evans enquired whether Vivien Shipley should have written in to check if it was OK to resign from the Board. This would be confirmed by the Clerk at the time of receiving the letter of resignation. The Clerk also confirmed that when numbers fell below Quorum, such as on Audit Committee, the Committee can co-opt someone for the meeting.

#### **Chairs' Forum Terms of Reference**

Keith Cann Evans enquired if anything had happened in relation to the Chairs' Forum and the Clerk replied that nothing had progressed but it would be covered under Reformation of Board Reporting Systems which featured later on the agenda.

Keith Cann Evans referred to the suggestion made at the previous Committee meeting that Emily Cox should be appointed as Chair of Remuneration Committee and the Clerk replied that this appointment would need to be confirmed by the committee itself at its next meeting.

#### ***G/S524 Date of next meeting***

Keith Cann Evans commented that the date of the next meeting had originally been scheduled for Thursday 3 October 2013 so the minutes should technically still say this rather than Thursday 10 October 2013.

### **G/S528 Reformation of Board Reporting Systems**

The Principal introduced a report which gave some background information to inform the discussion around possible review of the reporting systems and formats used to present information to Governors at Board and Sub Committees.

Traditionally reports had been brought to the Board and Sub Committees which followed a narrative style. Typically, reports focus on a single issue and are presented using a single, prearranged set of performance indicators. These reports are often lengthy and focus much of their content around what has gone before and do not, in many cases, reflect the future or consider more strategic issues.

Reports to Sub Committees often look in more detail at information and data relating to their area of specialism. This is especially the case for Academic Standards Committee and Finance & General Purposes Committee. More recently the Board has been receiving reports which are more focussed on Key Performance Indicators and are RAG rated to allow members to clearly identify the areas where there are issues and thereby consider those issues. Feedback from Board and Committee members has been positive and suggests that these types of reports are clearer, more focussed and better at identifying what needs to be done.

The new Strategic Plan identifies 10 priorities and themes which are currently being actioned by the managers and staff in the College, however there is not currently a forum/Committee in place to monitor progress against some of these objectives eg People and Business. These key areas are often subsumed within other area reports and, therefore, do not have a focus in terms of measuring performance and highlighting progress against Strategic Objectives. It was noted that recent changes to the make-up and constitution of the Executive Team were not reflected in the reporting mechanism/schedule to Board and Committees.

New legislation around Flexibilities and Framework for FE Corporations removed restrictions and controls on College Corporations putting colleges on a similar

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footing to charities operating within the independent/private sector. This recognises the diverse nature of FE business and the key roles colleges have in responding to changing the needs of a dynamic economy and society.

Following discussions, Board members have identified a willingness to consider reports according to a “balanced” scorecard. The Quadrant method, which considers the College’s four functions: Students & Learning, Corporate Services, People, and Business, has already been discussed as a way of doing this and has received some positive feedback.

The Committee was asked to consider and discuss the issues and background information outlined in the report. It was asked to consider whether all reports to Board and Committees should now adopt the “Quadrant Mechanism”. If so, what needed to be in each Quadrant, did the current Committee structure support this “balanced scorecard approach” and the Next Steps needed.

Emily Cox thought the idea of a “balanced” scorecard would help the Board understand how and why the College is doing things, key issues and where to focus the Board’s attention. It would also be useful to measure how the College was doing against metrics. The scorecard does not drive the whole work of the College. Any findings might affect the metrics you have. There was a need for all aspects of the College to work together.

The Principal said it would allow the College to refer to things in a more comprehensive way. In the past, it had not focussed on particular issues. For example, Mick Brophy’s, Managing Director of Business, Innovation and Development, area of the business needed more clarity of focus. Similarly, people issues did figure highly on the Strategic Plan and so needed to be reflected in the quadrant structure.

The Chair thought the scorecard would provide a way of thinking which would get away from silos. It would enable Governors to see if the College was ahead of target, on target or behind. He was supportive of a Board looking to the future as opposed to the past. He suggested revitalisation of the Committee structure in line with the strategic plan and possibly renaming them within the four Quadrants. Key issues in quadrant areas needed to be scrutinised and challenged. It is important to ensure that the right Governor knowledge is attached to the appropriate Quadrant.

Emily Cox thought that the Committee structure should be revisited in general. She wondered if business was in the right place and whether it was effective use of time to have so many committees. The Principal said that the world was a very different place. Academic Standards Committee in its current form had been on the books for some time. Academic Standards does not alone affect what students do; levels of employment and whether the College is getting students into jobs was important. Emily referred to quality and teaching and wondered whether the College was attractive to students. The Principal replied that the focus was on teaching and learning, which should not necessarily be on the periphery; and should appear on the agenda in a more specific way.

Keith Cann Evans thought this was interesting and commented that it had to emanate from the person bringing the paper to the Board. It was a case of how to bring out what Governors needed to get from the Board and Committee papers. He said that a lot of subjects were considered at one Committee then another. He referred to a particular item which impinges on finance but controlling it is not under the financial remit. The Principal agreed with Keith Cann Evans that the proposed

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Quadrant system would help with transparency, allow all Board members to see key indicators and provide better scrutiny.

Emily Cox suggested having 'where the College was against the Strategic Plan measured on a monthly basis'. There should be no surprises; there should be an expected outturn. The Board needed to know themselves better.

The Principal thought it was very important to identify what metrics are in each of the Quadrants. Emily Cox said the Principal will become accountable for everything driving corporate performance and everyone working in one direction. The Chair indicated that he was generally in support of the direction of travel. It was a case of ensuring that the Director of People and Director of Business delivered in their business areas. Emily Cox thought that everybody at Gateshead College was responsible for student outcomes; the Director of Human Resources responsible for hiring great people and outcomes by the staff.

The Chair mentioned having a draft document and Emily Cox suggested agreeing a draft template/framework for the December Board meeting which could be rolled out in January 2014. The Principal advised that a synopsis of the discussion would be presented at the October Board meeting. Keith Cann Evans commented that it was for the Board to approve.

#### **RESOLVED**

- i) to approve the Principal to work with the Executive Team in conjunction with the Chair of the Governance & Search Committee to develop a template/framework for how this might work across all reports**
- ii) to approve that the proposals be brought for consideration to the Board meeting in December 2013**
- iii) to approve a suggested timescale for any initial changes to report formats begin in January 2014**

### **G/S529 Appointments & Retirements of Governors/Committee Membership**

#### **Appointments and Retirements of Governors/Committee Membership**

The Clerk introduced a report on the Appointments and Retirements of Governors/Committee Membership and asked Governors to review the table attached which set out the Board and Committee Membership structure as at September 2013.

#### **Board Membership**

Committee Members were asked to note the resignation of Vivien Shipley.

Governors were also asked to note a vacancy in the 16-18 Student Governor category. Rebecca Anderson (SU President) had confirmed that elections were underway and that three candidates had put themselves forward. Results would be due to be announced on Wednesday 6 November 2013. Mark Taylor was the only student standing for the 19+ elections.

The Clerk asked Members to look at the current composition of the Board and consider whether it contained the right mix of skills and expertise and/or if steps should be taken to consider new appointments.

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### **Board Retirements**

Under the Instrument and Articles of Government, Committee members were asked to note Allan Steele's resignation as at June 2013.

Committee Members were asked to note that Robin Mackie's term of office was due to come to an end in April 2013, which was duly noted by Governance and Search at that time which concurred with his continuation in office.

Members were also asked to note the continued appointment of Rebecca Anderson in her role as Sabbatical President of the Students Union, which is an ex officio appointment, which is coterminous with her presidency.

Members were also asked to note the conclusion of Mark Taylor's term of office in July 2013. He was eligible for re-election and was the only candidate in the 19+ category.

Members were also asked to note that the following members' term of office would be coming to an end:

John McElroy, October 2013  
David Mitchell, November 2013  
Keith Cann Evans, December 2013  
Kevin Fitzpatrick, February 2014

### **Committee Appointments**

The continuation of membership of the Committee Members is subject to annual confirmation by the Board, following the recommendation of the Governance and Search Committee.

### **Audit Committee**

As per the terms of reference, the Audit Committee shall comprise up to five members (which shall include up to four Corporation Members nominated by the Corporation and up to one external Co-opted Committee Member). Members noted that the Chair, Vice Chairs, the Principal and members of Finance and General Purposes Committee were ineligible for appointment to the Audit Committee.

Following Vivien Shipley's resignation, the Audit Committee now consisted of Christopher Macklin (Chair) and Neil Weddle (co-optee). This meant that the Committee was not currently quorate, but under the terms of reference, the Committee may temporarily co-opt an additional Committee Member in order to meet the quorum, provided that the Clerk is notified and Governance and Search confirm the temporary appointment.

It was noted that the Clerk had contacted the Chair of the Audit Committee and that a temporary appointment would be made before the scheduled meeting on 16 October 2013. Members of the Committee were asked to consider an appointment of an additional Corporation Members/Member to Audit Committee in order to fill current vacancies and confirm the re-appointment of Chris Macklin and Neil Weddle.

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#### **Remuneration Committee**

Under the terms of reference, the Remuneration Committee consists of the Chair of the Corporation, the Chair of Governance and Search, the Chair of Academic Standards, the Chair of Finance and General Purposes Committee and up to two individuals appointed by the Corporation. At the Board meeting on 19 September 2013, Governors ratified the appointment of Emily Cox as a Member of the Committee.

The Committee is due to meet on 24 October 2013 at which point they shall elect a new Chair, following the departure of Allan Steele.

#### **Finance and General Purposes Committee**

Under the terms of reference, Members of Finance and General Purposes Committee comprise: the Chairman of the Corporation; a Vice Chair of the Corporation; the Principal; and up to four other Corporation Members nominated by the Corporation. One of the Vice Chairs will act as the Chair of this Committee.

#### **Academic Standards Committee**

Under the terms of reference, the Committee comprises up to five members of the Corporation, the Principal, and up to five external Members nominated from amongst the College's staff. The current Members of the Committee are David Mitchell, Keith Cann Evans, Mark Taylor, Judith Doyle plus five members of the teaching staff.

The Chair of Academic Standards Committee asked this Committee to consider the possible appointment of a Governor following the resignation of Vivien Shipley, bearing in mind the expertise required for that Committee.

The Principal advised that there was a skills gap on Academic Standards Committee (and indeed the Board) since the departure of Allan Steele and Vivien Shipley. The Chair said that looking at the expertise and background of members would suggest that they were predominately private and public sector but light on educational background. The Chair would welcome the recruitment of people who could provide that experience. Keith Cann Evans agreed that two people from an educational background were needed. The Chair said the Committee needed someone with a broad spectrum of education; someone from a 14-16 background eg pre-college and he supported the process.

Emily Cox suggested canvassing local universities. The Principal said that Gateshead College was a skills based College covering Work Based Learning and Apprenticeships and the Committee did not have the core expertise of someone from Higher Education. Keith Cann Evans asked at what age Head Masters and Head Mistresses retired. The Principal replied that the College used to have a head teacher of a local school and this was a good partnership. Emily Cox suggested Nick Hurn, Head Teacher at Cardinal Hume School. The Principal said he was sought by authorities to turn around failing schools.

The Chair asked the Principal to come up with a list of potential candidates and she said she was happy to action this and in particular the Committee authorised the Principal to speak to Mr Hurn.

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It was further noted that Ian Renwick had expressed an interest in getting more knowledge of the Academic Standards Committee and suggested that he be appointed to that Committee.

#### **Governance and Search Committee**

Under the terms of reference, the Committee comprises the Chair of the Corporation, the Principal, up to three other Corporation Members and up to one co-optee. Members were asked to note that the current Members of the Committee were Ivan Jepson, Judith Doyle, Robin Mackie, Emily Cox, Keith Cann Evans and Bob Bell (co-optee).

#### **RESOLVED**

- i) to approve the recommendation to the Board for the ratification of Robin Mackie's continued appointment from April 2013 and his appointment as Chair**
- ii) to approve the re-appointment of John McElroy, David Mitchell, Keith Cann Evans and Kevin Fitzpatrick as Governors and to put these re-appointments to the Board for confirmation, subject to such individuals remaining able and willing to act and undergoing a performance appraisal. It was noted that each individual would be considered individually.**
- iii) to note that the Clerk had contacted the Chair of the Audit Committee and that a temporary appointment ought to be made before the scheduled meeting on 16 October 2013**
- iv) to note and approve the appointment of an additional Corporation Members/Member to Audit Committee in order to fill current vacancies**
- v) to approve the re-appointment of Chris Macklin and Neil Weddle as Members of Audit Committee**
- vi) to note the composition of the Remuneration Committee and confirm the appointments for the next academic year**
- vii) to note and confirm the continued appointment of Committee Members for the Finance and General Purposes Committee**
- viii) to note the composition of the Academic Standards Committee, confirm the continued appointment of current Corporation Members on that Committee and consider if further Governors should be appointed to it and in the meantime recommend the appointment of Ian Renwick**
- ix) to note the composition of the Governance and Search Committee and confirm its continued appointments**

#### **G/S530 Appointment of Federation Representatives**

The Clerk gave a verbal report on the appointment of Federation Representatives. She explained that Emily Cox and Ian Renwick had expressed an interest in becoming the Federation representatives for Gateshead College. It was felt that their legal and financial expertise would be helpful and they had been recommended for the first year. Since then, Emily Cox had been promoted and so wanted to pause her appointment as she no longer felt she had the time to devote to being a Federation representative and did not want to do a bad job.

The Clerk advised that Ian Renwick would be appointed and asked Members who else would be an appropriate candidate.

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**RESOLVED to approve the appointment of Ian Renwick as a Federation Representative and recommend to the Board for approval**

**G/S531 Annual appraisals under Standing Orders**

The Clerk gave a verbal report on the revisions to the Standing Orders and the introduction of the Annual appraisal system for Governors. There was a need to have a review of Governors' attendance. She asked whether this Committee should be asking the formal Board appraisal to take place before Governors were reappointed.

The Clerk thought that reappointments should be subject to an appraisal. The appraisal will be carried out by the Chair, a Vice Chair and Principal, and, when the appraisal is for the Chair, it will be carried out by the two Vice Chairs and the Principal.

The Chair of Governance and Search Committee thought the quality of the contribution made by each individual Governor should be looked at. Keith Cann Evans said that it could be very subjective.

The Chair commented that attendance by certain Board members was very low.

Keith Cann Evans said that Governors should be available 24 days a year, 2 days a month although he indicated that he was seeing it from the point of someone who was retired and is on a lot of Committees. The Clerk thought there may be other ways to involve Governors in the College and obtain their input otherwise than simply through being Governors. Keith Cann Evans suggested using the expertise in another way and not lose the connection to the College. The Chair asked if it would involve Robin Mackie having a conversation with those Governors with poor attendance records around their future plans and contribution to the College.

The Chair said that Keith Cann Evans was committed to Gateshead College and he welcomed his re-appointment.

The Chair said that he recognised the strengths David Mitchell brings to the Board.

He was happy to consider the reappointments of Keith Cann Evans, Kevin Fitzpatrick, John McElroy and David Mitchell subject to the appraisal.

The Clerk agreed to draw up a template re: the annual appraisal form and to circulate it to Governors for input.

**RESOLVED to note that the Clerk would draw up template performance criteria for the Governor Appraisal Form for the Board to review and approve**

**G/S532 Board member/non exec contract**

The Clerk introduced a report on the Board member/non executive contract. She said that on appointment to the Board, Governors are expected to familiarise themselves with a variety of governance documents setting out how the Corporation operates, its powers and procedures, proceedings relating to its meetings and the conduct of its committees. Governors are expected to comply with the Code of Conduct in relation to Governors and also with their legal duties and responsibilities as Corporation members, charity trustees and committee members.



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Governors are ultimately responsible for the overall management and administration of the College. The role requires commitment and dedication. Governors are expected to act in the best interests of the College at all times and are expected to demonstrate this in their behaviour.

Whilst looking at the governance arrangements for the Confederation, Federation Board members will be asked to sign up to a Federation Board member contract. This is essentially a non-executive contract, setting out what is expected of governors and the terms on which they will serve the Confederation. Its aim is to provide clarity and consistency; and to ensure that Federation Board members are aware of the expectations on them from appointment and that they positively undertake to carry out the role in accordance with those expectations.

She explained the proposal that Gateshead College should introduce a similar arrangement for Corporation members and that all existing Governors and new Governors be asked to sign up to it. A template of the contract was attached to the report.

The Chair said that it would give a new Governor clarity of what is expected of them. He thought new Governors should recognise the role they are taking on and that it is a significant responsibility. Keith Cann Evans thought that it was a 'bona fide' document for this sort of appointment. The Principal agreed that it was something other organisations are doing.

The Clerk said she would take the proposed non executive contract to the Board meeting on 24 October 2013. A member referred to the statement under Commitment, 5.4 which read 'the agreement of the Corporation should be obtained before you accept any additional commitment that might affect the time that you are able to devote to your role as a member of the Corporation or which may lead to a potential conflict of interest' and said it made perfect sense but that it may send people running from the hills. She suggested softening this statement so that a member was required to consult with the Chair of the Corporation before accepting such a commitment.

The Chair commented that for those Governors who were in employment, the responsibilities under their employment contract would take precedence over this contract so there needed to be an appropriate balance of obligations.

**RESOLVED to approve that the template document should be taken to the Board meeting on 24 October 2013**

#### **G/S533 Further changes to the I & A**

The Clerk gave a verbal update on the further changes to the Instrument and Articles of Government and said that there was a need to tie in the non-executive Board contract to the appointment of Governors, making a breach of it a ground for removal from office.

**Members approved that a recommendation to implement this be taken to the Board.**

#### **G/S534 Publication of minutes – the new publication Scheme**

The Clerk introduced a report on the Publication of minutes – the new publication scheme. She advised that the Information Commissioner's Office (ICO) had

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published a revised definition document in 2013. Bond Dickinson LLP had subsequently reviewed the information published by the College on its website for compliance with the current ICO guidance. The results of that review identified areas of compliance with the New Definition Document, and identified some areas for improvement. The results were explained in an appendix attached to the document.

It was noted that the report was to guide the College Board of Governors and Committees on their current compliance with the revised ICO document, and to make recommendations on areas of improvement on how information is made available by the College.

The College use the website to publish information. There is a good level of information on the website relating to College Governance (in accordance with the Gateshead College Instrument and Articles of Governance). The College also publishes its financial statements, some of its policies and procedures, as well as information relating to student services.

Members noted the three recommendations for improvement which were: to update the Gateshead College website to link to the revised ICO 2013 document; amend the Gateshead College 'A Guide to our Publication Scheme' to reflect best practice and to improve the signposting of information that is made available by the College; and consider improving the level of information available on the website, and improve the signposting to information that can be made available upon request to reflect best practice. This would need to be balanced against the need for confidentiality and the need to operate commercially.

Keith Cann Evans said that signposting on commercial websites was not clear. The Chair said that the overarching principle was to ensure that the College website was open and transparent.

The Principal thought that what the College was currently doing was good but she suggested systematically looking at each aspect of the College website.

### **RESOLVED**

- i) to approve that the Gateshead College website be updated to link to the New Definition Document**
- ii) to approve that the Gateshead College 'A Guide to our Publication Scheme' be amended to reflect best practice and to improve the signposting of information that is made available by the College**
- iii) to approve the consideration that the level of information available on the website be improved, and improve the signposting to information that can be made available upon request and authorise the Principal to pursue this**

### **G/S535 Any Other Business**

Members felt that the timescale for the new Publication Scheme would need to be looked at. Robert Cooper, ICT Manager, would need to look at this report before the next Governance and Search Committee in January 2014.

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**G/S536 Date of next meeting**

The next meeting is scheduled for Thursday 23 January 2014 at 12.30pm. [Later changed to 4pm]