

APPOINTMENTS AND GOVERNANCE COMMITTEE
Minutes of the meeting held at 4.00pm on 12 March 2015

Present: R Carter (Chair)
K Golding (Vice Chair)
D Wildridge
S Gerber

In Attendance: J Bridges, Clerk to the Corporation

Members confirmed that they had no conflicts of interest to declare in relation to the items of this agenda.

1 Apologies for absence
Apologies for absence were received from M Symonds, J Bloomfield and N Savvas.

2 Minutes of the meeting held on 10 June 2014
The minutes of the meeting were agreed as a correct record.

3 Matters Arising
From the minutes of the meeting held on 10 June 2014:

3 Matters Arising
The governors' pages on StaffNet reflect the changes to our governance arrangements and it has an area to store governance documents (Instrument and Articles of Government, Standing Orders etc) plus a new area for Briefings and Announcements. The Clerk will work with the Technical Support Team to circulate an electronic survey (survey monkey) to Governors to assess how user friendly governors find this area of StaffNet.

4.ii. FE and HE Student Governors
The Clerk has checked the Instrument and Articles of Government concerning student members and has discussed the terms of office and appointments with A Head. A paper concerning membership is covered under item 6 of this meeting.

5 Governance Task and Finish Group Proposal
A Governance Proposal meeting was held on 2 July 2014. The Corporation approved the changes to our governance arrangements at the 17 July 2014 meeting. The changes took effect for this academic year.

6 Governance Self Evaluation Report
Item 5.ii of this meeting details a proposal to externally evaluate our governance arrangements and board effectiveness.

4 Committee Terms of Reference
Each Committee is asked at their first meeting in the academic year to review and approve its Terms of Reference. Due to the changes of our governance arrangements the terms of reference of the former Appointments and Governance Advisory Committee have been merged with those of the Remuneration Committee to form the Appointments, Governance and Remuneration Committee. Meetings of this Committee will be in two parts. Part one takes the business items of Appointments and Governance and Part two takes the confidential business items of Remuneration.

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On reflection, the changes suggested in the version received by the Committee under the heading of membership do not take account of the intention to include the Principal and a staff Governor as members of Appointments and Governance related items. It was proposed therefore to change the wording of the membership section as follows: "The Committee shall comprise up to seven members that includes five independent governors (one of whom is the Chair of the Corporation), a staff Governor and the Principal. The membership can include one member who is not a member of the Corporation. The Principal and Staff Governors will be required to withdraw from items of Remuneration under section 15 of the Instrument of Government".

Members agreed that for items of the Appointments and Governance Committee the quorum for meetings shall be four. For items of the Remuneration Committee the quorum for meetings shall be three. The Clerk will amend the Terms of Reference as agreed. These will be put to the Corporation for approval together with all other Committee Terms of Reference in July 2015.

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5 Governance

i. 2013/14 Evaluation and Improvement Plan

The report provided the Committee with a summary of the actions arising from the 2013/14 governance evaluation and the resulting improvement plan. The Committee agreed that good progress has been made against the improvements identified; as an example, the Corporation has made two valuable governor appointments with the Accountancy, Financial and Educational acumen needed to enhance the skills mix of the Board. The other areas for improvement identified in the plan include training for governors and a review of KPI reporting which will be revisited in the summer term.

ii. External Evaluation Proposal

The Corporation and its Committees currently self-assess effectiveness by completing the annual questionnaire circulated by the Clerk but this provides little assessment of collective board performance or indications of where improvement may be required.

The proposal is to introduce an external review of board effectiveness. This is not performance management or appraisal but an evaluation by way of observation, validation and providing meaningful feedback to the Corporation, not individuals, on some key aspects of effective board performance and our new governance structure.

An outline of the programme, concept and method is detailed in the report. The cost of the 'learning board' programme is £6K plus the expenses (travel and accommodation) of the external facilitator, proposed to be Mike Snell, who facilitated the Governors' Conference in January 2013.

The Committee confirmed that an external evaluation would provide an independent and objective assessment of our governance arrangements and would add value to the work of the Board. It was agreed that if as a Corporation we profess to be outstanding it would be a valuable exercise to see and understand what outstanding actually looks like. An external view may also provide governance benchmarks against the performance of other Corporations. The Committee will put forward a recommendation to the Corporation at the 20 March 2015 meeting to undertake an external

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evaluation of our governance arrangements and for it to take place in the autumn term of the new academic year, reflecting on changes in our governance arrangements in this academic year and the improvements that as a consequence may need to be implemented in 2015/16.

iii. Approach from Mid Kent College to share governance observations

The Chair has been approached by the Acting Principal, Simon Cook, of Mid Kent College to share governance observations. Their Corporation has asked if they can enter into a reciprocal relationship with us to share and observe governance practice. There is no competitive risk to the College given the geographical location of both Colleges involved. The Committee agreed that the arrangement between the Colleges would need to add value and we should first understand the commonalities that exist between Corporations. The Chair and the Clerk will propose an exchange of basic information between Corporations initially and will report back to the Committee. If commonalities exist in size of College, student numbers, good Ofsted grade, for example, then there is purpose behind entering into a reciprocal arrangement and potentially inviting members of their Board to our Corporation meeting in July 2015.

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6 Membership

The Chair has received a letter of resignation from Maggie Symonds who will officially step down as of 19 March 2015. She has moved to Scotland. This leaves the Standards and Excellence Committee without a Chair and given the personal circumstances of J Finn at this time, also without a Vice Chair. The Committee considered the proposal to fill the vacancy now left on the Board by Maggie's departure and offer Sue Daley, current co-opted member of the Standards and Excellence Committee, full membership and furthermore recommend that she takes up the post as Committee Chair. A recommendation will be made to the Corporation at the 20 March 2015 to appoint Sue to the Board and as Chair of the Standards and Excellence Committee.

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It was noted that A Gordon-Stables intends to retire from the Corporation in July this year. The Chair and members agreed that his departure will leave many gaps in specialist knowledge and visibility of governor presence around the College. In the next round of vacancies we will need to also look not just for the hard skills needed but also the softer skills such as an interest in safeguarding, child protection, equality and diversity, student engagement or their ability to commit time to wider College activities. The Chair mentioned that Roger Inman of Stoneking Solicitors may express an interest to become a governor and the Committee agreed that the skills Roger would bring to the Board would be a good replacement for A Gordon-Stables. There is an interview process to follow should Roger express an interest. If after interview the governor panel confirms that he is not appointable then the Committee agreed that the vacancy should be recruited to by advert.

S Gerber left the meeting for the following discussion item.

The terms of office of both staff governors, S Gerber and W Burrlock, are due to expire in July 2015. S Gerber has served two terms of four years, W Burrlock has served one. As with all members (excluding student governors and exceptions for the Chair) terms of office under our new governance arrangements are limited to a maximum of three terms of three years (nine years).

The Committee agreed to stagger the staff governor appointments this year so that the terms of office of both posts will not fall due for renewal at the same time in future. This will ensure that the Corporation is never without staff representation on the Board and will provide mentoring and hand over opportunities between staff governors as they arrive/depart from membership. To achieve this proposal members agreed that the term of office of S Gerber will be extended by one year, to expire July 2016, and a nomination and election process will take place in the summer term to appoint one staff governor for 2015/16. W Burrlock of course, has the opportunity to stand again if nominated and elected by the staff. The Committee will put forward a recommendation to the Corporation at the 20 March 2015 meeting.

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S Gerber re-joined the meeting.

The analysis of membership included in the report shows that at the end of this academic year terms of office come to an end for D Wildridge, A Head and N Roberts. K Golding in his capacity as Chair of the Audit and Risk Management Committee will establish if N Roberts wishes to continue his co-opted membership to the Committee. This is subject to annual review. A recommendation will be put to the Corporation at the meeting to be held in July 2015.

KGolding

At the time of appointing student governor, A Head, it was his intention that at the end of completing his level 2 course this year he would leave the College. It appears that his circumstances have changed and that he now intends to progress onto Level 3 and therefore will be a continuing student and still eligible under the Instrument and Articles of Government (clause 11 (4)) to hold office. The Committee agreed to put forward a recommendation to the Corporation to renew the appointment of A Head for a further term of one year (expiring July 2016).

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D Wildridge left the meeting for the following discussion item.

The Committee agreed to put forward a recommendation to the Corporation at the 20 March 2015 meeting to renew the appointment of D Wildridge to serve a further term of three years (expiring July 2018).

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D Wildridge re-joined the meeting.

In order for the Committee to adequately assess the skills of its membership in the future it needs to understand the skills that the Corporation currently has, who has them and to look at what's missing or could potentially be lost as its membership changes. Subject to inserting a free text box to the proposed assessment questionnaire for governors to indicate things that they may take an interest in (i.e. safeguarding, equality and diversity, becoming a Chair or Vice Chair for), it is proposed that this is circulated to all members after the 20 March 2015 Corporation meeting and then for the Clerk to compile the results in the form of matrix for the Committee to consider at the next meeting to be held in May 2015.

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7 Attendance Records – Three Year Comparison Report

The report shows the attendance records at Corporation, Committee and individual level and provides comparisons with previous years. Collective Corporation attendance shows a 4% increase in the average attendance of

governors from the previous year and 2% above the 85% target attendance rate determined by the Corporation. At Committee level the only Committee to miss the 75% target attendance rate (by 2%) was the HR Committee. As part of the review of our governance arrangements this Committee has been subsumed by the Curriculum and Quality Committee to form the Standards and Excellence Committee. Low attendance at HR Committee meetings was due to a number of members unable to attend one or more meeting and carrying one vacancy throughout the year.

It was noted that the individual attendance record of S Gerber was missing from the analysis of attendance of the Finance Committee. This omission will be checked by the Clerk and any adverse change in overall attendance rates reported will be communicated electronically to the Committee.

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8 Any other business

None.

Date of next meeting

Wednesday 13 May 2015 at 4.00pm. Room TG1.16

The meeting closed at 5.40pm