

**APPOINTMENTS AND GOVERNANCE COMMITTEE**  
**Minutes of the meeting held at 4.00pm on 13 May 2015**

**Present:** R Carter (Chair)  
K Golding (Vice Chair)  
D Wildridge  
S Gerber  
J Bloomfield  
N Savvas

**In Attendance:** H Nydam, Governor of MidKent College (observer)  
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**

There were no apologies for absence. H Nydam of MidKent College was welcomed as an observer to the meeting.

**2 Minutes of the meeting held on 12 March 2015**

The minutes of the meeting were agreed as a correct record.

**3 Matters Arising**

From the minutes of the meeting held on 12 March 2015:

**3 Matters Arising**

The Clerk will work with the Technical Support Team to circulate an electronic survey (survey monkey) to Governors to assess how user friendly the governors' pages on StaffNet are by the end of the summer term.

JBridges  
SGerber

**4 Committee Terms of Reference**

The Committee Terms of Reference will go to the Corporation for approval at the meeting to be held in July 2015.

JBridges

**5.ii External Evaluation Proposal**

The Corporation approved the recommendation to undertake an external evaluation of our governance arrangements at the 20 March 2015 meeting. The programme is covered under item 8 of this meeting.

**5.iii Approach from MidKent College to share governance observations**

The Chair and the Clerk have made contact with the College and basic information has been shared. The Chair of the Search and Appointments Committee, Henry Nydam, from MidKent College attended this meeting to observe the practice of the Committee.

**6 Membership**

The Corporation approved the appointment of S Daley to the Board and as Chair of the Standards and Excellence Committee at the 20 March 2015 meeting.

The appointment of S Gerber has been extended by one year and a staff governor nomination and election process to replace W Burrlock, whose term of office expires at the end of the academic year, is to commence.

**Action**

A recommendation will be put to the Corporation concerning the re-appointment of N Roberts, co-opted member of the Audit and Risk Management Committee, at the Corporation meeting to be held in July 2015.

The Corporation approved the appointment of A Head, Student Governor, to serve a further term of one year at the 20 March 2015 meeting. The appointment of D Wildridge to serve a further term of three years was also approved.

The Clerk circulated the skills audit questionnaire after the 20 March 2015 meeting of the Corporation. The results have been compiled in the form of a matrix and this item is covered in detail under item 4.iii of this meeting.

## **7 Attendance Records – Three Year Comparison Report**

The Clerk has checked the attendance record of the Finance Committee. The omission of the attendance record of S Gerber had no adverse impact on the overall attendance rates. The report has been amended.

### **Other matters arising**

The 2013/14 evaluation and improvement plan (item 5.i of the 12 March 2015 meeting) refers to governor training and a review of KPI reporting. The Clerk confirmed that she is to organise a meeting of Committee Chairs to undertake a review of KPI reporting. Governor training is an area that the Clerk hopes to explore through the reciprocal arrangement with MidKent College. There have been a number of Governor Briefing sessions in the year such as Maths and English and Understanding Funding Methodologies.

J Bridges

## **4 Membership**

### **i. Resignations**

The Committee received confirmation that J Finn has stepped down from office with immediate effect due to ill health. The Chair of Governors has written to thank her for her substantial contribution to the College over the years. The Committee agreed to present J Finn with an engraved pen in recognition of and thanks for her service as a Governor.

### **ii. Committee Membership**

The table in the report provided members with an overview of the current vacancies of each Committee given the recent resignations of J Finn and M Symonds. Further vacancies will occur at the end of the academic year as A Gordon-Stables retires from the Corporation and leaves a vacancy on the Resources Committee and the term of office coming to an end for W Burrlock, Staff Governor, whose departure will leave a further vacancy to both the Standards and Excellence and Audit and Risk Management Committees.

Recruitment to Committees will be essential in order to ease potential issues with achieving quorate requirements at meetings, particularly for the Standards and Excellence Committee. The Clerk is to invite all governors to express interest in taking on membership of an additional Committee.

JBridges

### **iii. Skills Audit Findings**

Subsequent to the Corporation meeting held in March 2015 each governor has completed a skills assessment questionnaire and the results have been compiled in the form of a matrix. The report analyses the skills mix impact of known and potential resignations/retirements from the Board this academic

year. The Committee agreed that it is important to not just focus on the current year but to use the matrix to succession plan longer term. Now that the Corporation has set a maximum number of terms of office (three terms of three years) it will be easier to predict where the skills will be lost, at what point and use this to inform our recruitment strategies.

**iv. Recruitment**

The Corporation currently has one independent member vacancy further to the resignation received from J Finn. The staff governor recruitment, to replace W Burrlock, will take place this term and we have an expression of interest from R Inman of Stone King solicitors to join the Corporation, whose legal skills among others will complement those we will lose with the retirement of A Gordon-Stables at the end of the year.

The resignation of J Finn has created an unplanned gap to the Corporation and its Committees. She was dedicated to student engagement, the learner voice, equality and diversity and student rep and council activities. The particular skills gaps exposed by J Finn's resignation are around knowing the College and the softer skills that she offered; rapport with the students and the time available to commit. The Committee discussed recruitment strategies and the associated risks of recruiting only locally where we may not necessarily find the skills the Corporation needs. There are options to target employers as their desires are attuned to the College; progressing our students, their employees. H Nydam, MidKent College, asked if the Corporation drew membership from the Local Authority. This is a path that the College has used in the past.

As the report had not identified the skills of individuals, the Clerk was asked to extract the results of J Finn and recirculate the matrix so that members could identify the skills that the Corporation and its Committees have lost.

JBridges

Members considered the five recruitment options detailed in the report. The main concern to factor in is the ability of the individual to be able to commit the time to the role. This is a real conundrum for the Corporation as seeks to attract working professionals to the Board as well as have the time to be able to commit. It was felt that our Committees are structured in such a way to best accommodate the attendance potential of members.

At the request of the Committee the Clerk is to circulate details of the vacancy to the Chamber of Commerce, mid Anglia CIPD (Chartered Institute of Personnel and Development) and the IoD (Institute of Directors). The list of prospective governors held by the Clerk will be revisited and circulated to the Committee for review. An interview panel will be convened as appropriate consisting R Carter, N Savvas and either D Wildridge or J Bloomfield, subject to their availability. In the absence of either D Wildridge or J Bloomfield, K Golding will take the third place on the panel. The Clerk was asked to contact former governors to seek their perspective on the role as a governor at the College.

JBridges

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JBridges

The Committee agreed it was most important that the Corporation recruited the right skills, expertise and experience to undertake the role and in turn serve the community. Equality in recruitment and board diversity is paramount and any appointment must be made on the basis that they are the right person to undertake the role in order to be representative and understand the needs of the College and the communities it serves.

## 5 **Governor Links/Representation**

For a number of years the College has operated a faculty link system for governors. In the past year the management structure has changed and the layer of faculty management removed. The once established governor links therefore have been disbanded and new connections now need to be made.

The report detailed the new links to be established. S Gerber questioned how appropriate it was for staff governors to be linked to a College area when potentially this places them in a compromised position. It is not easy for a staff governor to enter areas of the College without staff taking the opportunity to tackle them about operational questions unrelated to the purpose of the visit. The Committee agreed that staff governors will not be linked. The link for J Bloomfield will be changed to Conservatoire EAST from Healthcare and Early Years. The Clerk will write to each governor and the Director of the linked area to kick-start the process and re-establish connections.

JBridges

## 6 **Code of Good Governance**

Consultation on the Code of Good Governance for English Colleges opened in December 2014 and closed on 5 March 2015. The Corporation strongly opposed the draft Code further to assessment drawn up by the Clerk and consultation with ACER. Over 160 colleges responded to the consultation and the AoC has listened and taken on board the comments made.

The Clerk's assessment of the Code provided the Committee with an overview of how the College applies the principles of the new Code in practice. Given that the Code should not be seen as supporting a 'tick box' exercise it is intended to demonstrate how the College observes the 'spirit' of the Code rather than an indication of where compliance or non-compliance exists in order to inform a decision of whether or not to adopt the Code.

Members agreed that the assessment provided a realistic and assuring evaluation that the College applies the principles of the Code in practice. It is proposed that the Committee will recommend that the Corporation adopts the new voluntary Code, in the absence of the English Colleges' Foundation Code of Governance (adopted by the Corporation in May 2011), with the caveat that adoption does not necessarily mean compliance but that the College does observe the 'spirit' of the Code.

RCarter

## 7 **Governors' First Hand Week Feedback**

A full programme of activities was offered to governors during the week ranging from spending time on reception, working in the Student and Staff HelpZone, helping out in Student Welfare, shadowing students and going to English and Maths Functional Skills and GCSE lessons.

The word cloud included in the report to the Committee provided an overview of what governors thought about the activities they attended. There were two negative words used; disarray and disinterest. The Clerk confirmed that these were words used to describe a snap shot in time and were not reflective of the usual student experience. The Principal has followed up comments with the relevant managers.

Members agreed that despite a lower take-up this year by governors due to work and holiday commitments the Clerk should continue to schedule First Hand Week for 2015/16. Communicating feedback from the week with staff is

important. It was agreed that whatever is communicated it must not leave staff feeling that they are being judged, as the week needs to remain an open and real experience for governors.

**8 External Governance Review – Draft Programme**

The Learning Board programme has been booked to take place in the autumn term of the new academic year; providing governors with the opportunity to reflect upon the changes made to our governance arrangements in the year. The Committee was concerned about the time commitment expected of governors for one-to-one interviews with the external consultant. The Clerk was asked to discuss alternative arrangements with the consultant.

JBridges

J Bloomfield left the meeting at 5.30pm

**9 MidKent College**

The Clerks of West Suffolk and MidKent Colleges have shared their calendars of Corporation and Committee meetings. R Carter and J Bridges are to attend the MidKent College Quality, Teaching and Learning Committee meeting on 18 June 2015. K Golding will attend the Audit and Risk Committee meeting on 25 June 2015. The Clerk will share the meeting dates with all members who may like to attend other MidKent College meetings.

JBridges

H Nydam of MidKent College was invited to comment on the conduct of the meeting. He observed similar conduct and content of the meeting. He commented that both Colleges appear to share the same problems and issues. MidKent College has thought about external assessment of governance and this will be something that they will review again. They have the same issues with recruitment and replacing key skills to the Board. He said that MidKent has two campuses each with an employer engagement committee which can be useful for governor recruitment.

**10 Any other business**

None.

**Date of next meeting**

Wednesday 16 December 2015 at 4.00pm. Room TG1.16

The meeting closed at 5.45pm