

**APPOINTMENTS AND GOVERNANCE COMMITTEE**  
**Minutes of the meeting held at 4.00pm on 16 December 2015**

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

**In Attendance:** M Snell, Governance Consultant  
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.

**2 Minutes of the meeting held on 13 May 2015**

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

**3 Matters Arising**

From the minutes of the meeting held on 13 May 2015:

**3 Matters Arising**

The Clerk has not sent out a survey to governors to assess how user friendly the pages are on StaffNet but intends to contact each governor by email to establish if they use the pages and to establish what works well and/or if there are any ideas for improvement.

JBridges

The Corporation approved the Committee Terms of Reference at the 17 July 2015 meeting.

A meeting of Committee Chairs to undertake a review of KPI reporting was held on 25 August 2015.

**4.ii Committee Membership**

The Clerk invited all governors to express interest in taking on membership of an additional Committee. A Maltpress has taken a vacancy on the Standards and Excellence Committee and the Corporation recently approved his appointment as Vice Chair.

**4.iv Recruitment**

The results of J Finn were extracted from the audit matrix and these were recirculated to the Committee so that they could identify the skills that the Corporation had lost.

The governor vacancies were advertised and targeted groups such as the Chamber of Commerce, IoD and Anglia CIPD.

The Clerk will contact former governors to seek their perspective on the role as a governor at the College; J Finn, A Gordon-Stables and M Symonds. In addition the Chair suggested that the Clerk maintains communication with former governors to keep them in touch with College news.

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## **5 Governor Links/Representation**

Governor links have been re-established.

## **6 Code of Good Governance**

The Corporation adopted the spirit of the Code at the 17 July 2015 meeting.

## **8 External Governance Review – Draft Programme**

The programme has been arranged around the availability of governors.

## **9 MidKent College**

The 2015/16 calendars of meetings have been exchanged between Colleges and some visits will take place in the spring and summer terms. It is likely that the relationship will continue to the end of the academic year. There will be no formal evaluation of the effectiveness of this relationship as this has been a reciprocal arrangement to share best practice.

## **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. No amendments were proposed to be made however the Committee advised that the membership section be reviewed to reflect that 'The Committee shall comprise up to six members that includes four independent members (one of whom is the Chair and one of whom is the Vice Chair of the Corporation), a staff Governor and the Principal. Members discussed if it was appropriate for the Vice Chair of the Corporation to be a member of the Committee considering he is also the Chair of the Audit and Risk Management Committee. Members agreed that no conflict of interest existed and decided his membership was appropriate. Under the same section the Committee asked that the final sentence should be amended to read 'Where, at a meeting of the Committee, there is an equal division of votes on a question to be decided, it is to be referred to the Corporation for a final decision', rather than stating that the Corporation has the casting vote. The Clerk will update the terms of reference as requested.

## **5 Membership**

### ***Chair Designate***

The Corporation appointed K Golding as Chair Designate at the 11 December 2015 meeting and S Daley has expressed interest to become Vice Chair at the point that R Carter steps down and K Golding takes the Chair (December 2016).

It was noted that K Golding currently holds the Chair of the Audit and Risk Management Committee but at the point he becomes the Chair of the Corporation he is automatically precluded from being Chair of the Audit and Risk Management Committee under the Joint Audit Code of Practice. The Audit and Risk Management Committee does not currently have a Vice Chair but members were asked to consider succession options for K Golding when he takes up the post as Chair to the Corporation. The skills audit of the Committee reflects that two current members; C Manning and A Maltpress, both have chairing experience and could be suitable to take Chair of the Audit and Risk Management Committee. New members; R Inman and J Gazzard (co-opted member) could equally be suitable replacements for K Golding. R Carter noted that C Manning is unlikely to seek to renew her term of office when it expires in July 2016. Members of the Committee asked that the role of Chair is added as a discussion item to the next meeting of the Audit and Risk Management Committee and any proposal arising is to be brought back to the Appointments and Governance Committee at its meeting in May 2016.

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The Committee asked the Clerk to look for specific training for new governors and develop ways to improve the induction of members to the Committees. The Clerk suggested introducing another chapter to the induction handbook that describes the roles and responsibilities, terms of reference and the business cycle of the standard agenda items, those for approval and general workings of the Committees that new governors have been appointed to. In addition, the Senior Management Team as part of their induction meetings with new members will include explanation of the whole College business cycle and associated operational processes that feed into the work of Governors' Committees and the Corporation.

J Bloomfield joined the meeting at 4.40pm

K Golding instigated discussion among the group concerning how the Audit and Risk Management Committee wishes to improve communication and involvement of the Senior Management Team with recommendations arising from internal audit reports. In summary it was agreed that K Golding will meet with N Savvas to discuss how this can be achieved.

KGolding

The Committee questioned if a robust succession process had been used in the course of appointing the Chair Designate. The Chair of the Corporation confirmed that consultation with K Golding has taken place over many months and S Daley had made it quite clear that her agreement to take Vice Chair is given on the understanding that she has no aspiration to become Chair. The process of appointing a Chair Designate was instigated as a consequence of reviewing our governance arrangements and it may be that it is reviewed in the future.

### **Staff Governors**

The term of office of S Gerber is due to come to an end in July 2016. S Gerber will have served a total of nine years in office; the maximum term a governor is permitted to stand. Members discussed the rationale for appointing two staff governors to the Corporation and agreed that the compliment of the Board is enhanced by the appointments of two staff governors; one academic and one from support services.

S Gerber left the meeting 4.55pm

Staff governors are nominated and elected by the staff of the College and their appointment is ratified by the Corporation. As part of the review of our governance arrangements it was agreed that staff governors should be permitted to serve the same maximum number of terms as independent members. The Committee debated whether it was appropriate to deny staff the right to vote for a member of staff they chose and wanted to be a member of the Corporation. While there was discomfort at the thought of limiting staff choice the Committee agreed not to propose an amendment to the Corporation's policy that a governor's term of office, irrespective of their determination, should be limited to a maximum term of nine years. On this basis the Clerk will launch a nomination and election process in the summer term for a Support Services Staff Governor. S Gerber will be excluded from nomination.

JBridges

S Gerber joined the meeting at 5.05pm

### **Student Governor**

The term of office of A Head is due to come to an end in July 2016. He has served two years as a governor while completing the Information Technology Extended Diploma Levels 2 and 3. He has yet to decide whether he will

progress onto HE or seek employment at the end of his qualification this year. If he progresses in College he will be eligible for reappointment as student governor but if he chooses to leave a campaign to elect a new student governor will take place in the spring/summer terms of 2016. A Head is giving thought to his future over Christmas and the New Year.

### **Terms of Office**

J Bloomfield's term of office expires in July 2016. She is not eligible for reappointment and as previously mentioned (above) C Manning is also unlikely to seek reappointment for 2016/17. A Maltpress and S Clarke have both expressed a desire to serve a further term of three years and both are eligible to stand again. The Committee approved their reappointments; **proposed** by S Gerber and **seconded** by D Wildridge. A recommendation will be put to the Corporation to reappoint them.

R Carter

### **Board Composition**

It was noted that F Hotston Moore resigned from the Corporation due to work commitments but remains a friend to the College. Her skills, Financial Management and Accountancy, are key skill sets that need to be filled. Members also noted that HR will be another key skill and strength to find in new members when J Bloomfield leaves the Corporation. The Chair asked J Bloomfield to consider possible recruits with an HR background that she may be aware of through her networks and contacts.

JBloomfield

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

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

JBridges

It appears that attendance has been impacted in some areas due to unforeseen circumstances; i.e. the ill health of J Finn, M Symonds unanticipated move to Scotland. There were no other comments or concerns raised by members.

## **7 Skills Audit Matrix**

The Clerk has discussed ideas with the Chair to simplify the report provided to members. Future reports will provide the analysis rather than the results and commentary.

Using the results of the Resources Committee as an example, members could see that there was some movement at the top end of the skills/strengths of the Committee impacted by members leaving and new governors joining. The most noticeable change is the Financial management/accountancy skill/strength that has moved from tenth position last year to seventeenth in this academic year. As previously mentioned (above) this will be a key skill set for the Corporation to recruit.

The Committee asked that the matrix is used to look ahead to see the skill set that the Corporation will need in the future. It is felt that quality needs strengthening and also more of the soft skills that C Manning, for example, is currently fulfilling through her student engagement and safeguarding roles. Members are keen to target professionals through networks such as the IoD, mid Anglia branch of the CIPD, Chamber of Commerce and Institute of Chartered Accountants. Any suggestions regarding other networking environments should be forwarded to the Clerk so that recruitment planning

Members

can commence. Communication with the Committee is to be maintained by email.

**8 2014/15 Governance Self Evaluation**

The evaluation shows that the Committee is interested in improving its governor recruitment processes, transparently communicating how recruitment has been managed and implemented by the Committee and looking at how it will need to replace the key skills it will lose over the coming year, such as HR.

The Committee was reminded that the draft report is expected from M Snell in January 2016 further to him completing the Learning Board Programme. This will also help the Committee and the Corporation to look critically at the ways in which it operates and could improve. His report is to be shared with the Corporation at the meeting to be held in March 2016.

**9 Any other business**

The Committee commented that papers for the meeting were well constructed, useful and aided appropriate discussion.

**Date of next meeting**

Wednesday 11 May 2016 at 4.00pm. Room TG1.16

The meeting closed at 5.35pm