



**CORPORATION SEARCH COMMITTEE
MINUTES OF MEETING 38 HELD ON 12 SEPTEMBER 2011**

Present: John Wilson (Chair), Mary-Rose Hardy, Mike Noddings (Committee member), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

38.1 Apologies for Absence

There were apologies from Graham Chesters.

38.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a Councillor of East Riding of Yorkshire Council to be recorded at the start of the meeting.

With reference to the Committee's role as the Corporation's adviser on governance arrangements, the Committee recommended that, as well as members of local authorities, members who were employees or trustees of other educational institutions should make standing declarations of interests at the start of meetings.

38.3 Election of Chair and Vice-Chair

The Clerk reported that under Corporation's Standing Orders, Committees elected Chairs and Vice-Chairs at the first meeting of the autumn term.

Mary-Rose Hardy nominated John Wilson as Chair of the Committee. The proposal was seconded by Mike Noddings.

John Wilson was elected as Chair of the Search Committee unopposed.

John Wilson nominated Mike Noddings as Vice-Chair of the Committee. The proposal was seconded by Mary-Rose.

Mike Noddings was elected as Vice-Chair of the Search Committee unopposed.

38.4 Minutes of Meeting 37 held on 15 May 2011

The minutes of meeting 37 held on 15 May 2011, including the confidential minutes, were approved.

38.5 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

(i) Actions arising from the public minutes of the Search Committee meeting held on 15.5.11

- 1 The Committee's combined 2010 and 2011 annual reports would be presented to the Committee later in the autumn term.
Action: Clerk
- 2 A letter from the Principal advertising the vacancy for a parent member of Corporation would be sent to parents and the vacancy would be advertised by the Chair at parents' evening.
Action: Clerk/Chair
- 3 A call for nominations to the Support Staff member vacancy from 3.10.11 would be e-mailed to Support Staff members and advertised in the Staff Lounge.
Action: Clerk
- 4 Kingston upon Hull City Council had sent a nomination, which would be considered later on the agenda.
- 5 Corporation approved the re-appointment of J Goodman and G Coyle at its July 2011 meeting, on the recommendation of the Search Committee.
- 6 Corporation approved the appointment of Sam Lee (Student Association President) and Rojan Mahdavi-Jovainy at its July 2011 meeting, subject to satisfactory Criminal Record Bureau (CRB) checks. The latter had since decided to resign and a report was on the agenda.
- 7 The Clerk had sent Curriculum & Quality (C&Q) Committee meeting dates to M Doolan, as agreed.
- 8 Corporation approved the appointment of Phil Taylor to the Student Committee at its July 2011 meeting, on the recommendation of the Search Committee.
- 9 A report on the continuing search for an external co-opted Audit Committee member was on the agenda.
- 10 A written briefing from Eversheds on Governor liability had been given to the June 2011 meeting of Corporation, as agreed.
- 11 Revised Search policies and procedures would be recommended to Corporation at its annual review of policies and procedures in September 2011.
Action: Clerk/Chair
- 12 The Committee's revised standing agenda item list would be recommended to Corporation at its annual review of policies and procedures in September 2011.
Action: Clerk/Chair
- 13 It was agreed that the College's equality and diversity form for staff, which included all the protected characteristics, should be presented to the November 2011 meeting of the Personnel Committee to be considered with a view to it being used by Corporation members.
Action: Clerk
- 14 The dates of the Committee's 2011/12 meeting had been approved at Corporation's July 2011 meeting.

Actions arising from the confidential minutes of the Search Committee meeting held on 15.5.11

- 1 Graham Chesters had provided the Chair with details of a contact who might be able to help with the external co-opted Audit Committee vacancy, as agreed.

38.6 Review of Corporation composition and audit of skills table

38.7 Review of database of people interested in joining Corporation

Members considered the composition of the Corporation, the audit of skills table and the database of people interested in joining Corporation, noting that:

- There had been changes to Corporation's skills audit profile in the areas of financial management, safeguarding, equality and diversity following the resignations of Rick Welton, Glynis Hamlett Sarah Kimemia.
- There had been changes to Corporation's skills audit profile following the appointment of Philip Taylor and Martin Longbottom e.g. in IT, health and safety, risk management, safeguarding, equality and diversity.
- Gail Burrows would not be standing again as a staff member of Corporation when her current term of office expired on 3.10.11, which would result in a loss of accountancy skills and a vacancy for an ordinary member of Corporation on the Audit Committee.
- The database of people interested in joining Corporation currently included one candidate with an educational background, which was not currently an area where Corporation had skills gaps.
- The Clerk had advertised the vacancy for an external co-opted member of the Audit Committee with accountancy/audit skills with the Governors' One Stop Shop but the only recommendation had been of an individual with a background in education, where Corporation was already strong.
- The Committee opinion was that Corporation's current skills mix remained good and that general financial management expertise on Corporation and its committees remained appropriate but would benefit from strengthening in the area of accountancy.

The Committee reviewed the composition of the Corporation and database of skills, noting that Corporation's skills mix remained good but would benefit from strengthening in the area of accountancy.

38.8 Corporation and Committee vacancies

(i) Current and Forthcoming Corporation vacancies

Members noted that:

- Rick Welton had resigned from Corporation following the May 2011 local government elections. He had originally been appointed in the Local Authority nominee category but, as this category had been abolished from 1 January 2008, any appointment to the vacancy would therefore be in the ordinary Corporation member category.
- To qualify for consideration for the "Corporation member" category of membership, candidates were required to have "the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government" (Instrument of Government 2(1)(a)).
- Within the above requirement, it was still be open for the Committee to search for a member with a local authority background, if that were considered appropriate.
- The Sixth Form Colleges' Forum (SFCF) governance survey 2010 stated that 6.8% of Corporation members provided a link with the local authority i.e. equivalent to between 1-2 members of a Corporation with 20 members.

- Corporation currently had a link with the East Riding of Yorkshire Council but not with Kingston upon Hull City Council, noting that the College recruited students from both areas.

The Committee noted that Kingston upon Hull City Council had nominated Councillor John Shipley and agreed that the Clerk should contact him to request that he complete Corporation's skills audit form with a view to a recommendation on appointment being considered by the Committee before the Corporation meeting on 29.9.11.

Action: Clerk

Members noted that:

- There had been a vacancy for an ordinary member of Corporation following the resignation of Sarah Kimemia on 6 June 2011.
- Sarah Kimemia had brought particular skills in safeguarding and equality and diversity to the Corporation and her resignation had also affected the gender and ethnic balance of Corporation.

It was noted that Sarah Kimemia had originally been appointed to Corporation following the nomination of a community group and agreed that the Clerk should contact her to ask whether she would be able to recommend any appropriate groups that might be approached.

Action: Clerk

Members noted that:

- There was a vacancy for a Parent member, following the resignation of Glynis Hamlett on 12 May 2011 and nominations would be sought from parents shortly.
- Gail Burrows' second term of office as an elected Support Staff member of Corporation would end on 3.10.11. As she had decided not to stand for a further term of office, nominations would be sought shortly.
- Elections would be held in each case if more than one nomination was received.

Action: Clerk.

(iii) Committee vacancies

Members noted that:

- Martin Doolan, the former Head of Kelvin Hall School, had been approached as agreed and had indicated that he would be willing to be considered for appointment as an external co-opted member of the Curriculum and Quality (C&Q) Committee.
- The vacancy for an external co-opted member of the Audit Committee with audit/accountancy expertise had been advertised on the Governors One Stop Shop website, without success to date. The Chair would follow up a contact provided by Graham Chesters.

Action: Chair

- There would also be a vacancy for an ordinary member of the Audit Committee following Gail Burrows' retirement from Corporation on 3.10.11.

The Committee noted that Martin Longbottom's expertise in health and safety and risk management would be useful to the Audit Committee.

The Committee agreed to recommend to Corporation the appointment of Martin Longbottom to the Audit Committee and the appointment of Martin Doolan, the former Head of Kelvin Hall School, as an external co-opted member of the C&Q Committee.

Action: Clerk/Chair

It was agreed to reconsider the vacancy for a member of the Personnel Committee following appointment to current Corporation vacancies.

Action: Clerk

38.9 Corporation member briefing and training schedule

- (i) Review of Corporation training/briefing schedule for 2010/11

The Committee considered Corporation's briefing schedule for 2011/12 and agreed to recommend the following schedule to Corporation

- ***A safeguarding update (September 2011)***
- ***A briefing on the College's marketing strategy in the context of demographics, the school situation in West Hull and funding constraints***
- ***A briefing on the funding formula***

Action: Clerk/Chair

The continuing importance of safeguarding and equality and diversity under Ofsted's the Common Inspection Framework were noted and it was agreed that summary equality and diversity briefings relating to staff and students for 2011 should be presented to the November 2011 Personnel Committee before presentation to the December 2011 meeting of Corporation.

Action: Clerk

It was noted that where Corporation members had not completed safeguarding training as part of their employment or as governors of other educational institutions or where they had requested refresher training, they had been offered the opportunity to complete on-line training provided by the NSPCC. The Clerk would remind any Corporation member who had requested to be enrolled on the NSPCC training but had not completed it.

Action: Clerk

It was agreed that it would be useful for Corporation to have a dedicated strategic planning session in 2012 to comprehensively review strategy.

The Committee discussed the date and timing of a Corporation strategic planning event, agreeing that it should take place in the evening during spring term 2012.

Action: Clerk/Chair

38.10 Documents from the DfE, BIS, YPLA, SFCF and other outside bodies

It was noted that there was nothing to be received under this heading.

38.11 Any other business

It was noted that there was no other business.

38.12 Date of next meeting

The Committee noted that it was next scheduled to meet on 30 April 2012 but that additional meetings would be required during autumn term 2011 e.g. a short special meeting before the Corporation meeting on 29.9.11, to consider the appointment of Councillor Shipley, and a further meeting in November 2011.

It was agreed that the Clerk would contact members concerning additional autumn term meeting dates.

Action: Clerk

**CORPORATION SEARCH COMMITTEE
MINUTES OF THE SPECIAL MEETING 39 HELD ON 29 SEPTEMBER 2011**

Present: John Wilson (Chair), Mary-Rose Hardy, Mike Noddings (Committee member), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

39.1 Apologies for Absence

There were apologies from Graham Chesters.

39.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a Councillor of East Riding of Yorkshire Council to be recorded at the start of the meeting.

39.3 Recommendation on appointment of Councillor Shipley

Members noted that:

- Although Kingston upon Hull City Council had nominated Councillor Shipley, appointment would be in the ordinary Corporation member category as the Local Authority category had been abolished from 1.1.08.
- This meant that the Committee would need to make a recommendation to Corporation on the appointment of Councillor Shipley, taking into account the skills audit.

The Committee reviewed Councillor Shipley's audit of skills form and information from the Hull City Council website, noting in particular that he had local government expertise and that he was Deputy Chair of the Council's Audit, Value for Money Overview and Scrutiny Committees, concluding that he had skills that would be useful to Corporation and would enable it to carry out its functions under section 3 of the Articles of Government.

The Committee agreed to recommend to the September 2011 meeting of Corporation the appointment of Councillor Shipley as a Corporation member for a period of 4 years.

Action: Chair

Members noted that Councillor Shipley's current address for correspondence was the Guildhall and recommended that the Clerk should ask for his home address, for ease of contact.

Action: Clerk

39.4 Student member of Corporation

The Committee noted that Rojan Mahdavi-Jovainy had resigned as a Student Member of Corporation, due to pressure of College and outside commitments. The Student Association Executive had been due to meet earlier in the day to consider making a new nomination.

39.5 Any other business

(i) Election of parent member of Corporation

In response to members' questions, it was noted that nominations had been sought from parents and the vacancy had also been advertised at the recent Consultation Evening, on the website and on the College plasma screens. The deadline for return of nomination forms was 10.10.11.

(ii) Election of Support Staff member

It was noted that the above forthcoming vacancy would be advertised shortly.

(iii) Members leaving Corporation

It was agreed that the Chair should write to members leaving the Corporation to thank them for their contribution.

Action: Clerk/Chair

It was noted that Gail Burrows, whose term of office would end on 3.10.11, would be thanked for her contribution at the September 2011 Corporation meeting.

Action: Chair

(iv) Title of Committee

It was agreed to recommend to Corporation that as the Committee's responsibilities now included advising Corporation on governance arrangements, its title should be changed to the Search and Governance Committee.

Action: Clerk/Chair

39.6 Date of next meeting: 15 November 2011 at 4.00pm

**CORPORATION SEARCH COMMITTEE
MINUTES OF MEETING 40 HELD ON 6 DECEMBER 2011**

Present: John Wilson (Chair), Graham Chesters, (external co-opted member), Mary-Rose Hardy, Jay Trivedy (Principal)

Clerk: Fiona Bagchi

40.1 Apologies for Absence

There were apologies from Mike Noddings (Vice Chair of the Committee).

40.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting.

40.3 Minutes of Meeting 39 & 39 held on 12 and 29 September 2011

The minutes of meeting 38 held on September 2011, including the confidential minutes, and the minutes of Special Meeting 39 held on 29 September 2011, including the confidential minutes, were approved.

40.4 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

(ii) Actions arising from the minutes of the Search Committee meeting held on 12.9.11

- 1 The annual report would be considered later on the agenda (38.5).
- 2 The Clerk reported that Andrew Carrick had been nominated and elected unopposed as a Parent member of Corporation. Subject to eligibility and satisfactory Criminal Records Bureau (CRB) check, an appointment would be made at Corporation's December 2011 meeting (38.5).
- 3 The Clerk reported that the Support Staff member vacancy had been re-advertised as no response had been received to the first call for nominations. Two nominations had been received and an election would be held (38.5).

Action: Clerk
- 4 Revised Search policies and procedures had been approved, on the recommendation of the Committee, at Corporations' annual review of policies and procedures in September 2011 (38.5).
- 5 The Committee's revised standing agenda item list had been approved, on the recommendation of the Committee, at Corporation's annual review of policies and procedures in September 2011 (38.5).

6 The College's equality opportunities form had been considered at the November 2011 meeting of the Personnel Committee meeting and would be returned for further review to its February 2012 meeting, with a view to it being used by Corporation members (38.5) .

Action: Clerk

7 Councillor Shipley had completed a skills audit form which had been considered by the Search Committee on 29.9.11 (38.8).

8 The Clerk had contacted Sarah Kimemia concerning appropriate community groups, as agreed. No recommendations had been made (38.8) .

9 Report on the Parent and Support Staff member elections had been given above (38.8).

10 The Chair had followed up a contact from Graham Chesters relating to the vacancy for an external co-opted member of the Audit Committee. Three recommendations were received by the Chair. The Clerk has followed up one recommendation and the individual concerned had expressed initial interest in joining the Audit Committee and would send them further information (38.8).

Action; Clerk

11 Corporation had appointed Phil Taylor to the Student Committee and Martin Doolan as an external co-opted member of the Curriculum & Quality (C&Q) Committee, on the recommendation of the Search Committee (38.8).

12 The Clerk reported that Phil Taylor had been appointed to the Personnel Committee as a temporary member for the Committee's November 2011 meeting under Chair of Corporation's action, to ensure quoracy. He had expressed interest in joining the Committee as a permanent member (38.8).

13 Corporation's 2011/12 training and briefing schedule had been approved by Corporation on the recommendation of the Search Committee (38.9).

14 Summary Equality and Diversity briefings had been presented to the November 2011 meeting of the Personnel Committee, as agreed, and would be presented to the December 2011 meeting of Corporation(38.9).

15 The Clerk would remind any Corporation members who had enrolled for the on-line NSPCC safeguarding training but had not taken the course (38.9).

Action: Clerk

16 The Chair and Principal would contact the Clerk concerning a date for the Corporation strategic planning event to take place which was to take place during spring term 2012 (38.9).

Action: Chair/Principal/Clerk

17 The following Committee dates had been agreed for autumn term 2011: 29.9.11 and 6.12.11 (38.12).

(iii) Actions arising from the minutes of the Search Committee meeting held on 29.9.11

1 Councillor Shipley was appointed to Corporation at its September 2011 meeting (39.3).

2 The Clerk had still to ask Councillor Shipley for his home address in addition to his

council address, as suggested by the Committee (39.3).

Action: Clerk

- 3 Chair would write to members leaving Corporation to thank them for their contribution (39.5).

Action: Chair

- 4 Corporation had thanked Gail Burrows for her contribution as Support Staff member at the September 2011 meeting of Corporation (39.5).

- 5 The Committee's recommendation that its name should be changed to the Search & Governance Committee, to reflect its terms of reference, would be made to the December 2011 meeting of Corporation (39.5).

Action: Chair/Clerk

40.5 Review of Corporation composition and audit of skills table

40.6 Review of database of people interested in joining Corporation

40.7 Corporation and Committee vacancies: Clerk's report on current and forthcoming vacancies

(i) Corporation vacancies

Members considered the composition of the Corporation, the audit of skills table, the database of people interested in joining Corporation and current and forthcoming Corporation and Committee vacancies noting that:

- Stephanie Pinnell had been nominated as a Student member of Corporation by the elected Student Executive to replace Rojan Mahdavi-Jovainy, who resigned from Corporation in September 2011. Ms Pinnell would be considered for appointment, subject to satisfactory eligibility and Criminal Records Bureau (CRB) checks, at Corporation's December 2011 meeting. **Action: Clerk**
- Andrew Carrick had been elected unopposed as a Parent member of Corporation. He would be considered for appointment, subject to satisfactory eligibility and Criminal Records Bureau (CRB) checks, at Corporation's December 2011 meeting. Mr Carrick had experience in management within a commercial business, including regulatory compliance, ICT system management, and training. **Action: Clerk**
- There was currently a vacancy in the Corporation member category. Community groups would be approached for nominations. **Action: Clerk/ Chair/Principal**

(Mary-Rose Hardy left the meeting).

The Committee noted that Mary-Rose Hardy's current term of office would end on 20 February 2012 and considered her re-appointment with reference to Corporation's re-appointment criteria. It was noted that:

- Councillor Hardy was Chair of the Personnel Committee and a member of the Finance & General Purposes, Remuneration and Search Committees.
- In addition to knowledge of local government, Councillor Hardy brought particular skills in education, personnel management and safeguarding to Corporation's skills mix.
- Councillor Hardy had served 11 years as a member of Corporation, initially in the Local Authority nominee category and, following the abolition of that category in 2008, in the Corporation member category. Corporation's agreed policy on appointment was to maintain a balance of experienced and newer members.

The Committee agreed to recommend the re-appointment of Mary-Rose Hardy to Corporation for a further term of 4 years from 20.2.12.

Action: Clerk/Chair

(Mary-Rose Hardy returned to the meeting).

Members noted that:

- The current terms of office of John Wilson and Richard Heseltine would end on 30 June 2012, Sarah Smythe's current term of office would end on 1 September 2012, and Philip Wright's current term of office would end on 25 November 2012. The vacancies arising would be considered at the Committee's April 2012 meeting. **Action: Clerk**
- A potential forthcoming vacancy was discussed and it was agreed that the discussion should be kept in a confidential minute. **Action: Clerk**

Members discussed Corporation's gender balance with reference to current and forthcoming vacancies, noting that:

- 25% (i.e. 4 members) of the current complement of 16 Corporation members were female with all in directly appointed categories and none in elected or *ex officio* categories. This compared with 35% female Corporation members (6/17 Corporation members) at the Committee's last review of Corporation composition in September 2011, of which 67% (4/6 members) were in directly appointed categories.
- Information from the 2008 Lifelong Learning UK (LLUK) national and regional governor equality and diversity profile, the 2010 Sixth Form Colleges Forum (SFCF) governor survey and data collected from Eastern region colleges in 2011 indicated that nationally approximately two-thirds of governors of FE and sixth form colleges were male and a third female.
- Female membership of Corporation had fallen below the national average since September 2011 following the end of Gail Burrows term of office and Rojan Mahdavi-Jovainy's resignation from Corporation, both of whom had been in elected/nominated categories.

It was agreed that any advertisements for new Corporation members should indicate that applications from female candidates would be particularly welcome.

Action: Clerk

(ii) Committee vacancies

Members noted that:

- As noted earlier on the agenda, Phil Taylor, a Corporation member, had attended the November 2011 meeting of the Personnel Committee as a temporary committee member, appointed under Chair of Corporation's action to ensure quoracy, and had expressed an interest in joining the Committee on a permanent basis.
- As noted earlier on the agenda, there remained a vacancy for an external co-opted Audit Committee member with accountancy/audit expertise. Interest has been expressed by an individual with an accountancy background and this would be followed up by the Clerk.

Members noted that Phil Taylor's general business background would be useful to the Personnel Committee and agreed to recommend his appointment as a Personnel Committee member to Corporation.

Action: Chair

40.8 Corporation member briefing and training schedule

The Clerk reported that, as part of its responsibility for advising Corporation on governance arrangements, the Committee reviewed Corporation's training and briefing schedule at each meeting, making recommendations on briefing and training to Corporation.

Members noted that Corporation had approved the following training/briefing schedule for 2011/12

- A safeguarding update (*given September 2011*)

- A briefing on the College's marketing strategy in the context of demographics, the school situation in W. Hull, funding constraints
- A briefing on the funding formula

It was noted in discussion that:

- A briefing on the South Africa visit had also been given to the September 2011 meeting of Corporation.
- The briefing on marketing would be given at the February 2012 rather than the December 2011 meeting, to allow more time for discussion.
- The November 2011 meeting of the Audit Committee had recommended that Corporation should receive a briefing on communication with parents.

Members discussed the usefulness of inviting an external trainer to meetings, noting that LSIS also provided external events for Corporation members which were advertised on its website or in its newsletter.

Action: Clerk

The Committee agreed to recommend to Corporation that a briefing on communication with parents be added to Corporation's 2011/12 briefing/training schedule.

Action: Clerk/Chair

40.9 Documents from the DfE, BIS, YPLA, SFCF and other outside bodies

It was noted that members had been sent, for information and reference, electronic copies of the following Learning and Skills Improvement Service (LSIS) documents:

- (i) LSIS Autumn 2011 Newsletter: Eastern region equality & diversity statistics survey (considered earlier on the agenda with reference to the Committee's review of the composition of the Corporation)
- (ii) LSIS documents reviewed in 2010/11: Case studies of governance arrangements
- (iii) LSIS documents for future review: Governor Recruitment Strategies 2010, Role of the Staff Governor 2009, Role of the Student Governor 2009

The Committee agreed that LSIS documents at item (iii) should be further reviewed in 2012.

Action: Clerk

40.10 Committee annual report

It was agreed that the annual report would be e-mailed to members.

Action: Clerk

40.11 Any other business

It was noted that there was no other business.

40.12 Date of next meeting

It was noted that the Chair would be unable to attend the next scheduled meeting of the Committee on 30 April 2012 at 4.30pm and agreed that the Clerk should e-mail members concerning moving the meeting to 23 April at 5.30pm.

Action: Clerk

**CORPORATION SEARCH & GOVERNANCE COMMITTEE
MINUTES OF MEETING 41 HELD ON 23 APRIL 2012**

Present: John Wilson (Chair), Graham Chesters, (external co-opted member), Mary-Rose Hardy, Jay Trivedy (Principal)

Clerk: Fiona Bagchi

41.1 Apologies for Absence

There were apologies from Mike Noddings (Vice Chair of the Committee).

41.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting.

41.3 Minutes of Meeting 41 held on 6 December 2011

The minutes of meeting 40 held on 6 December 2011 were approved.

41.4 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 Ray Hutty had been appointed as the elected Support Staff member at Corporation's February 2012 meeting (40.4).
- 2 The Committee's revised standing agenda item list had been approved at Corporation's annual review of policies and procedures in September 2011 (40.4).
- 3 Corporation approved, at its February 2012 meeting, the use of the College's equality opportunities monitoring diversity form by Corporation members annually (40.4).
- 4 A report on the vacancy for an external co-opted member of the Audit Committee was on the agenda (40.4).
- 5 Corporation members who had not completed NSPCC safeguarding training had been reminded (40.4).
- 6 The strategic planning event would be incorporated into Corporation's May 2012 meeting (40.4).
- 7 The Clerk had still to ask Councillor Shipley concerning use of his home address for contact purposes (40.4). **Action: Clerk**
- 8 The Chair would write to members leaving Corporation to thank them for their contribution (40.4). **Action: Chair**

- 9 Corporation has approved a change to the Committee's name, which had been changed to the Search & Governance Committee, on the recommendation of the Committee (40.4).
- 10 Stephanie Pinnell had decided not to join Corporation, due to pressure of work. Ben Lawson had been nominated by the Executive of the Student Association and appointed as a Student member at Corporation's February 2012 meeting (40.7).
- 11 Andrew Carrick had been appointed as an elected Parent Corporation member at Corporation's December 2011 meeting (40.7).
- 12 With reference to the seeking of nominations from community groups, a report on Corporation vacancies was on the agenda (40.7).
- 13 Councillor Mary-Rose Hardy had been re-appointed to Corporation from February 2012, on the recommendation of the Committee (40.7).
- 14 The re-appointment of 4 Corporation members would be considered later on the agenda (40.7).
- 15 The discussion of a potential vacancy had been kept in a confidential minute, as agreed (40.7).
- 16 Any advertisements or call for nominations for new members should indicate that applications from female candidates would be particularly welcome (40.7).
- Action: Clerk**
- 17 Phil Taylor had been appointed to the Personnel Committee, on the recommendation of the Committee (40.7).
- 18 The latest Learning & Skills Improvement Service (LSIS) training information had been sent to Corporation members. A further report was on the agenda (40.8).
- 19 Corporation had approved the addition of a briefing on communication with parents to its 2011/12 briefing schedule (40.8).
- 20 LSIS documents on recruitment would be further reviewed in 2012, with one included on the current agenda, as agreed (40.9).
- 21 A report on the Committee's annual report was on the agenda (40.10).
- 22 The Committee's April 2012 meeting had been moved to 23.4.12 at 5.30pm (40.12).

41.5 Review of Corporation composition and audit of skills table

41.6 Review of database of people interested in joining Corporation

Members considered the composition of the Corporation, the audit of skills table and the database of people interested in joining Corporation.

Members noted in discussion that:

- The Corporation currently had 20 members. Sixth form colleges tended to have a larger overall membership than General FE Colleges due to the requirement for elected parent Corporation members under the Instrument of Government for sixth form colleges, as noted in the survey of Eastern Region Colleges in the autumn 2011 Learning and Skills Improvement Service (LSIS) Governance Newsletter and the 2010

Sixth Form Colleges Forum (SFCF) Governor survey attached to the reports on Corporation composition presented to the December 2011 and April 2012 meetings.

- There were currently 2 vacancies in the Corporation member category following the resignations of S Kimemia and J Stern, who had brought particular skills in safeguarding, equality and diversity, quality assurance and education to Corporation. Their resignations had also affected Corporation's gender and ethnic mix.
- The skills audit table indicated that a number of Corporation members had graded themselves as "strong (working knowledge)" in relation to accountancy and financial management and Philip Wright (Vice-Chair of the Audit Committee) was a qualified accountant and former member of the Audit Commission. Accountancy was an area where Corporation's skills mix would, however, benefit from strengthening.
- Philip Wright has initially been appointed as an external co-opted member of the Audit Committee and had then progressed to full Corporation membership, which remained a possible route for recruitment.
- The skills table indicated that Corporation continued to remain generally strong in the areas of safeguarding, equality and diversity, quality assurance and education.
- Female representation on Corporation was, at 22%, lower than the national FE and sixth form college average of around 33%. It was also below the percentage of females in the population nationally (51%) and in the College, where 58% of students and 59.6% of staff were female.
- Four of the current complement of 18 Corporation members were female, with all in directly appointed categories and none in elected or *ex officio* categories. The recent reduction in female representation on Corporation had resulted from the resignation/retirement of both elected and appointed female members of Corporation.
- BME (Black and Minority Ethnic) representation on Corporation was 5.5%, with 9% of the College's students and 1.2% of staff from a BME background. The Board's ethnic mix was below that published in the latest surveys e.g. in relation to the 2008 LLUK average for Yorkshire and the Humber (14.8%) and the 2010 SFCF survey average (9%).
- There were currently no names on the database of people seeking Corporation membership.

The Committee reviewed the report on the composition of the Corporation, including the skills audit table. It was agreed that accountancy skills on Corporation could usefully be strengthened and that any advertisements for new members or search for nominations should note that applications from female candidates would be particularly welcome.

Action: Clerk

41.7 Corporation and Committee vacancies: Clerk's report on current and forthcoming vacancies

(i) Current and forthcoming Corporation vacancies

Members noted that:

- Elected Parent members of Corporation were appointed for 4 years or until their child left the College, whichever was earlier. As Martin Longbottom's daughter was currently in her second year, his term of office would end on 31.8.12.
- As reported above, there were currently 2 vacancies in the Corporation member category.
- In addition, the current terms of office of John Wilson and Richard Heseltine would end on 30 June 2012, Sarah Smythe's current term of office would end on 1 September 2012 and Philip Wright's current term of office would end on 25 November 2011. All were in the Corporation member category.

Members noted that Richard Heseltine was willing to be considered for a further 4-year term of office as a Corporation member and as a continuing member of the Remuneration Committee but wished to give up membership of the Audit Committee, of which he was the Chair, due to commitments in relation to the Thomas Ferens Academy.

It was noted that to qualify for consideration for the "Corporation member" category of membership, candidates must have "the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government" (Instrument of Government 2(1)(a)) which were:

- the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities (*new requirement from 1.4.12*);
- approving the quality strategy of the institution;
- the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- approving annual estimates of income and expenditure;
- the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- setting a framework for the pay and conditions of service of all other staff.

It was further noted that, where re-appointment was to be considered, this should be with reference to Corporation's approved re-appointment criteria i.e.

- Good attendance at meetings (normally at least 75%)
- Contribution at meetings
- Involvement in other college activities
- Participation in training e.g. attendance at Corporation training and briefing sessions, at national or local conferences or workshops
- Having been a member of Corporation committees or working groups
- Possession of skills and experience which remain relevant to Corporation's needs

Members (excluding John Wilson in relation to his own re-appointment) considered the performance of the 4 Corporation members whose terms of office were to end against Corporation's re-appointment criteria and the requirements of the Article of Government 3.

The Committee noted the value of retaining a balance of experienced and newer members, as stated in Corporation approved search policy, and agreed to recommend the re-appointment of the following Corporation members, subject to their agreement, for a further term of 4 years from the date of expiry of their current term of office. It was noted that Corporation's skills table showed that they brought the following particular skills and expertise which remained useful to Corporation:

- ***John Wilson: health & safety, financial management, risk management, audit and quality assurance***
- ***Richard Heseltine: IT management and education (HE)***
- ***Sarah Smythe: education and safeguarding children (Head of a partner school)***
- ***Philip Wright: accountancy, financial management and audit***

Action: Chair/Vice-Chair/Clerk

John Wilson indicated that he would be willing to accept a further 4-year term of office as a Corporation member but would not seek further office after that time. Mary-Rose Hardy also indicated that she would not seek re-appointment beyond her current 4-year term, which had begun in February 2012.

The Committee thanked John Wilson for providing advance notification of his intention not to continue as a Corporation member for more than 4 years, which would allow for appropriate succession planning, and noted that value of his continuing work as Chair of Corporation during a period of financial uncertainty for the sixth form college sector.

Members noted that, in addition to chairing Corporation, John Wilson currently had a heavy commitment as a committee member, noting that he was either the Chair or a member of the following committees:

- Finance & General Purposes (F&GP) Committee (Chair)
- Remuneration Committee (Chair)
- Search & Governance Committee (Chair)
- Curriculum & Quality (C&Q) Committee (member)
- Student Committee (member)

The Committee considered whether it would be appropriate for John Wilson to consider reducing some of his committee commitments over the next 4 years, noting, however, that it was general practice for the Chair of Corporation to also be a member of a corporation's finance, remuneration and search committees.

With reference to the current vacancies for 2 Corporation members, it was agreed that:

- ***The Clerk should approach the Registrar of the University of Hull for nominations.***
- ***The Chair of Corporation and the Principal should also seek nominations from local community groups e.g. HANA, the Hindu Cultural Association.***

Action: Chair/JKT/Clerk

Members noted that:

- Elections for the Student Association Executive for 2012/13 were held in March 2012 and elected members were now shadowing the current Executive. Student Corporation members were nominated by the Student Executive, with new members normally appointed at the July meeting of Corporation, subject to eligibility and CRB checks.

(ii) Current & Forthcoming Committee vacancies

Members noted that:

- There remained a vacancy for an external co-opted Audit Committee member with accountancy/audit expertise, although interest has been expressed by an individual with an accountancy background. **Action: Clerk**
- Richard Heseltine and Martin Longbottom were both members of the Audit Committee and the ending of their terms of office as Corporation members on 30.6.12 and 31.8.12 respectively, would also affect Audit Committee membership. If re-appointed as a Corporation member from 30.6.12, Richard Heseltine would not seek re-appointment to the Audit Committee, as noted above.

The Committee noted that:

- Councillor John Shipley's performance at Corporation meetings indicated that he had financial and other analytical skills which would be useful to the Audit Committee. He had also been Deputy-Chair of Kingston upon Hull City Council's Audit Committee.
- Andrew Carrick was not currently a member of a committee and had particular skills in IT management, risk management, quality assurance, legal requirements, health and safety and equality and diversity.

The Committee agreed that the Clerk should approach John Shipley and Andrew Carrick to ascertain whether they would be willing to serve on the Audit Committee. If they were willing to serve, a recommendation on their appointment should be made to Corporation.

Action: Clerk/Chair

It was agreed that the Clerk would ask Councillor Shipley to review his skills audit form.

Action: Clerk

Member noted that:

- Martin Longbottom, an elected Parent member of Corporation, had brought useful skills to Corporation, particularly in health and safety, risk management, safeguarding, and equality and diversity and that, although an employee of another educational institution, had been able to maintain the impartiality required of a trustee.

It was agreed that the Clerk would ask Martin Longbottom whether he would be willing to add his name to the database of people interested in Corporation membership.

Action: Clerk

41.8 Corporation member briefing and training schedule

The Clerk reported that, as part of its responsibility for advising Corporation on governance arrangements, the Committee reviewed Corporation's training and briefing schedule at each meeting, making recommendations on briefing and training to Corporation.

Members noted that Corporation's approved training/briefing schedule for 2011/12 included:

- A safeguarding update (*given Sept. 2011*)
- A briefing on the student visit to South Africa (*given Sept. 2011*)
- A briefing on the College's marketing strategy (*given Feb. 2011*)
- A briefing on the funding formula (*date to be arranged*)
- A briefing on communication with parents (*date to be arranged*)

It was noted that:

- Details of LSIS conference and seminars had been sent to Corporation members. Phil Taylor, a member of Corporation, had attended, with the Clerk, the first day of the LSIS Governance Conference in Manchester in March 2012.
- The Clerk had discussed, with the NorVlc co-ordinator, the possibility of arranging training/networking opportunities for Corporation members under the auspices of the NorVlc sixth form college federation for the NE, Yorkshire and the Humber.

It was noted that the Committee considered possible briefing/training opportunities for the next academic year at its summer term meeting, making any recommendations to Corporation's July meeting. It was agreed to recommend to Corporation that:

- It would be useful to include a briefing on the new Ofsted regime.
- Briefings from curriculum areas would allow Corporation members the opportunity to meet staff and students.

Action: Chair/Clerk/JKT/IDT

The Committee considered arrangements encouraging the integration of new members into Corporation and opportunities for Corporation members to meet each other, staff and students generally and it was agreed that:

- The Conference Room was too small to allow Corporation members to circulate or to comfortably allow presentations from staff and students and that Corporation meetings should be held in future in Rooms W1 and W2 of the Wilson Building.

Action: Clerk

- A celebration of the College's recent sporting successes at the start of the July 2012 Corporation meeting would provide an opportunity for Corporation members to meet PE students.

Action: Clerk

- Arrangements would be made for Corporation members to meet new staff before the September 2012 Corporation meeting. **Action: Clerk**
- More advance publication of College events might encourage more Corporation members to attend. **Action: Clerk**

The Committee considered a progress report on the 2011/12 Corporation briefing and training schedule, recommending briefings and events for 2012/13 and discussing arrangements for the integration of new Corporation and opportunities for Corporation members to meet each other, staff and students generally.

41.9 Report on annual review of search policies and procedures

The Clerk reported that:

- Detailed review and revision of the Corporation's *Policy on the appointment, re-appointment & replacement of Corporation members* would be required following legislative changes affecting the Instrument and Articles of Government e.g. amendments made by the Sixth Form College Corporations (Modification of Instruments and Articles of Government) Order No.1 2012, in force from 31.3.12, and additions required by the Education Act 2011 Schedule 12 (Revised Schedule 4 to the Further and Higher Education Act 1992).
- The Clerk was therefore recommending that a separate Committee meeting to consider this should be held later in the summer term.
- Further guidance from Eversheds' Governance Subscription Plus service and the Sixth Form Colleges Forum (SFCF) on the implications of the changes was awaited.

The Committee agreed that an additional summer term meeting should be held to consider the changes required to Corporation's search policies, and to search and governance arrangements generally, with reference to recent amendments to the Instrument and Articles of Government.

Action: Clerk/Chair

41.10 Annual review standing agenda items and terms of reference

The Committee completed its annual review of its terms of reference and standing agenda item list, agreeing to recommend to Corporation minor updating changes to the Committee's standing agenda item list.

Action: Clerk/Chair

41.11 Documents from the DfE, BIS, YPLA, SFCF and other outside bodies

Members received the LSIS Governor Recruitment Strategies (Jan. 2010) booklet, for consideration in relation to the Committee's recruitment strategy, as discussed above.

41.12 Committee annual report

It was agreed that the next annual report should cover 2 years and be presented to the Committee's additional summer term meeting.

Action: Clerk

41.13 Any other business

It was noted that there was no other business.

41.14 Date of next meeting

It was agreed that the Committee would hold an additional summer term meeting on Monday 25 June 2012 at 4.30pm

Action: Clerk

Fiona Bagchi
Clerk to the Corporation

**CORPORATION SEARCH & GOVERNANCE COMMITTEE
MINUTES OF MEETING 42 HELD ON 3 SEPTEMBER 2012**

Present: John Wilson (Chair), Graham Chesters, (external co-opted member), Mary-Rose Hardy, Mike Noddings (Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

42.1 Apologies for Absence

There were no apologies.

42.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting.

42.3 Election of Chair and Vice-Chair

The Clerk reported that, under Corporations' Standing Orders, the Chair and Vice-Chair of the Committee were elected annually at the first meeting of the academic year.

Mary-Hardy proposed and Jay Trivedy seconded the nomination of John Wilson as Chair of the Search & Governance Committee.

John Wilson was elected as Chair of the Search & Governance Committee for 2012/13 unopposed.

Mary-Hardy proposed and Jay Trivedy seconded the nomination of Mike Noddings as Vice-Chair of the Search & Governance Committee.

Mike Noddings was elected as Vice-Chair of the Search & Governance Committee for 2012/13 unopposed.

42.4 Minutes of Meeting 42 held on 23 April 2012

The minutes of meeting 41 held on 23 April 2012 were approved.

42.5 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

1 Councillor Shipley had been asked for his home address for correspondence,

as agreed at the Committee's April 2012 meeting (41.4).

2 The Chair would write to members leaving Corporation to thank them for their contribution (41.4).

3 It had been agreed that any advertisements or call for nominations for new members should indicate that applications from female candidates would be particularly welcome e.g. with reference to action 6 below (41.4).

4 It was agreed that accountancy skills on Corporation could usefully be strengthened when searching for new members (41.5).

5 John Wilson, Richard Heseltine, Sarah Smythe, and Philip Wright had each been re-appointed by Corporation for a further term of 4 years, on the recommendation of the Committee (41.7).

6 The Clerk had approached the Registrar of University of Hull for nominations to the vacancy in the Corporation member vacancy and would report to the Committee, as agreed (41.7).

Action: Clerk

7 The action to approach local community groups would be considered later on the agenda (41.7).

8 The Clerk would follow up interest expressed in the external co-opted vacancy on the Audit Committee (41.7).

9 Andrew Carrick and John Shipley had been appointed to the Audit Committee from 1.9.12, on the recommendation of the Committee (41.7).

10 The Clerk had requested that John Shipley should review his audit of skills form. With reference to contacting councillors generally, Councillor Hardy suggested that the most efficient way was often through the council support team (41.7).

11 Martin Longbottom had agreed to add his name to the database of people interested in joining Corporation (41.7).

12 The training schedule for 2012/13 had been approved at the July 2012 Corporation meeting on the recommendation of the Committee (41.8).

13 The May and July 2012 Corporation meetings had been held in W1 & W2 and would be held there in future, as agreed (41.8).

14 A pre-Corporation presentation on sporting achievement had been given at the July 2012 Corporation meeting (41.8).

15 ***As there were 17 new staff members, it was agreed that it would be more appropriate for the Chair of Corporation to address the first staff meeting of the year and for Corporation members to be invited to Staff Day later in the term, as this would provide a good opportunity to meet staff member generally (41.8).***

Action: Clerk

16 ***Advance notification of College events would be sent to Corporation members with the September 2012 Corporation agenda (41.8).***

Action: Clerk

17 The proposed additional summer term 2012 meeting of the Committee had been cancelled as relevant advice from Eversheds under the College's Governance Plus Subscription was not available before late July 2012 (41.9).

18 Minor amendments to the Committee's standing agenda item list would be recommended at the annual review at Corporation's September 2012 meeting (41.10).

Action: Chair/Clerk

19 The Committee's next report would cover 2 years and would be considered at the Committee's second autumn term meeting (41.12).

Action: Clerk

20 As noted at action 17 above, the proposed additional summer term meeting had been cancelled (41.14).

42.6 Governance matters

(i) Instrument and Articles of Government changes

The Clerk reported that:

- The May 2012 meeting of Corporation had agreed that the implications of recent legislative changes affecting governance (i.e. the Education Act 2011 and the Young People's Learning Agency YPLA) Modification Order) should be considered by Corporation's Search & Governance Committee.

The Committee considered:

- Revisions to the Instrument and Articles of Government with reference to Schedule 12 of the Education Act 2011, relating to the revision of Schedule 4 of the Further & Higher Education Act 1992 (Instruments & Articles of Government) and the YPLA's Modification Order.
- A "baseline" revised Instrument and Articles of Government produced by the Clerk taking account of the requirements of the Education Act and the Modification Order, which had also been produced with reference to baseline Instrument & Articles of Government produced by the Clerk of Longely Park Sixth Form College for sixth form colleges and by Eversheds for FE colleges.
- The baseline document for FE colleges had been issued by Eversheds with a further "development" document which made suggestions for further possible revisions.
- The most immediately relevant of Eversheds suggested further revisions were noted in the Clerk's report for consideration on recommendation to Corporation.

The Clerk reported that:

- Sixth Form College corporations were free to amend the Instrument and Articles of Government providing that they retained the elements required by Schedule 4 of the Further and Higher Education Act 1992 as amended by Schedule 12 of the Education Act 2011.

- The approval of an external body was not required before any revisions approved by Corporation became effective.
- The May 2012 meeting of the Remuneration and Personnel Committees and the June 2012 meeting of the Curriculum & Quality (C&Q) Committee had considered Eversheds' advice on the implications of legislative changes for the Instrument & Articles of Government with reference to the areas which fell within their responsibility e.g. senior post-holders; personnel matters; Corporation's responsibility for determining the College's educational character and mission, quality strategy and oversight of the College's activities.
- The Personnel Committee had made a recommendation relating to the delegation of the Principal's functions but no specific recommendations had arisen from the considerations undertaken by the Remuneration and C&Q Committees.

The Committee considered a report from the Clerk on areas of possible further revision, based on Eversheds' advice on areas for possible further development of the Instrument and Articles of Government and incorporating the recommendation of the Personnel Committee noted above.

It was noted that:

- The baseline Instrument and Articles of Government produced by the Clerk included the removal of the right of the local authority and YPLA to appoint members to corporations and replacement of references to the YPLA by the Education Funding Agency (EFA), where relevant, throughout.

(i) Instrument of Government

The Committee agreed that the following changes to the Instrument of Government should be recommended to Corporation:

1. Interpretation, section 1(g) - amendment to allow for telephone conferencing or for decisions to be taken outside meetings e.g. by written resolution or e-mail.
1. Interpretation, section 1(j): "the previous Instrument of Government" means the *Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008* – replacement, on the recommendation of the Clerk, of the reference to "before 1st January 2008" with "before the coming into force of this Instrument" to offer protection to Corporation members whose category of membership might be affected by a future resolution by Corporation to alter the determined membership.
2. Section 8 (Persons who are ineligible to be members) – replacement of current provisions with provisions regarding the disqualification of charity trustees, which were more flexible and took account of changes in insolvency law since 2008.
3. Section 10 (Termination of membership) - the option of suspension of a member e.g. if they were subject to criminal process (although the Committee noted that it might be difficult to determine in practice when this applied).
4. Section 11 (Members not to hold interests in matters relating to the institution) – review of this section with reference to charity law.
5. Section 12(2) (Meetings) – inclusion of a specific reference to agendas and other papers being sent to members by electronic means e.g. by e-mail.

6. Section 14 (Proceedings of meetings) – recommendation that the procedure for approving a resolution to change the Instrument and Articles of Government should be the same as for any resolution of the Corporation.
7. Section 17(1) (Publication of minutes & papers) – signed (i.e. approved) Corporation minutes should be placed on the College website.

Action: Chair/Clerk

It was agreed that the Clerk should review Eversheds' advice on the meaning of "second or casting voting" in the following clause for clarification: Instrument 14 (2) "Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided,

the Chair of the meeting shall have a second or casting vote".

Action: Clerk

(ii) Articles of Government

The Committee agreed that the following changes should be recommended to Corporation:

1. Section 8(b) (Access to committees by non-members and publication of minutes) – signed (i.e. approved) Committee minutes should be placed on the College website.
2. Section 11 (Delegable and non-delegable functions) - amendment, on the recommendation of the Personnel Committee, to allow the Principal to delegate functions currently defined as the Principal's responsibility under the Articles, including dismissal, to a staff member who was not a senior post-holder. Designated senior post-holders were currently: the Principal, Vice-Principals, Director of Finance and the Clerk. Members of the senior management team who were not designated senior post-holders included: the Assistant Principals, Director of Finance, Director of Resources, the Personnel Officer

Action: Chair/Clerk

With reference to the Principal's power to dismiss, including for reasons of redundancy, Mary-Rose Hardy, Chair of the Personnel Committee, drew members' attention to a submission concerning redundancies in the ICT department which had been brought to the attention of the May 2012 Personnel Committee, which had noted that the matter raised did not fall within the Personnel Committee's remit, being a management issue which fell within the Principal's area of responsibility as defined in the Articles of Government. It had been agreed that general governance issues arising from staff representations to Corporation or its committees should be referred to the June 2012 meeting of Corporation's Search and Governance Committee for further discussion. The Committee confirmed that the approach taken by the Personnel Committee, on the advice of the Clerk, was in line with the Articles of Government in the case noted.

Eversheds' advice concerning the following clause was noted: Article 3(aa) concerning Corporation's responsibilities in relation to "publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities". It was noted that this could be fulfilled by, for example, the inclusion of staff and student members on Corporation and that this information would be published on the Corporation section of the College website.

Action: Clerk

- (iii) Implications of the above for Search & Governance policies and procedures & annual review of search policies & procedures, including Policy and Procedures for the Appointment, Re-appointment & Replacement of Corporation Members, Role Description & Person Specification, re-appointment criteria, audit of skills form

The Committee undertook its annual review of the following documents:

- Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members
- Annex A: Corporation Constitution
- Annex B: Skills Audit form
- Annex C: Role Description
- Annex D: Person Specification
- Annex E: Re-appointment criteria

It was noted that the annual review normally took place at the Committee's summer term meeting but had been postponed in 2012 to allow the review to be undertaken as part of the general review of governance arrangements undertaken with reference to the Instrument and Articles of Government.

The Committee agreed to recommend to Corporation a minor updating change to the Role Description i.e. the inclusion of reference to the Vice-Chair in the list of principal relationships.

Action: Chair/Clerk

It was agreed that the Clerk should discuss with the Personnel Officer the implications for safeguarding and governance following the introduction of the Protection of Freedoms Act 2012.

Action: Clerk/JC

The Committee agreed to recommend to Corporation at its annual review of committee terms of reference, the addition of the following to all Committee terms of reference: "To keep under review the Committee's terms of reference and to make recommendations to the Corporation".

Action: Chair/Clerk

42.7 Search matters

- (i) Review of Corporation composition and audit of skills table
(ii) Review of database of people interested in joining Corporation
(iv) Clerk's report on Corporation & Committee vacancies

The Committee reviewed the composition of the Corporation, Corporation's skills audit table and noted that Martin Longbottom, whose term of office as a Parent member of Corporation had ended on 31.8.12, has agreed that his name could be added to the database of people interested in joining Corporation.

The Committee considered the Clerk's report on Corporation and Committee vacancies, noting that:

- There was a vacancy for a Parent member of Corporation.
- There were 2 vacancies in the Corporation member category.
- Mike Noddings' current term of office would end in May 21013 and Grace Richardson's current term of office would end in November 2013, noting that the vacancies arising and any re-appointments could be considered at the Committee's April 2013 meeting.

Action: Clerk

It was noted that the Chair would be unable to attend the September 2012 parents' consultation evening and agreed that in his absence, the Principal would advertise the vacancy for a Parent member at the meeting. Letters seeking nominations would also be sent out.

Action: Principal/Clerk

If more than one nomination for the Parent member vacancy was received, an election would be held during autumn term 2012.

The Committee considered a recommendation on the re-appointment of Martin Longbottom in the Corporation member category, noting that:

- Martin Longbottom had retired as a Parent member of Corporation on 31.8.12 as 2011/12 had been his child's final year at College.
- He had originally been appointed to Corporation on 16.2.11 and had therefore been a member of Corporation for just over 18 months.
- He brought particular skills to Corporation in health & safety, risk management, safeguarding, equality & diversity and of education with reference to these areas.

Members noted that the appointment would not improve the Corporation's gender balance but agreed that the appointment would be an appropriate one, taking into account Corporation's skills audit.

Having considered the requirements of the Articles of Government, the Corporation's skills audit, and Martin Longbottom's skills and expertise, the Committee agreed to recommend to Corporation the re-appointment of Martin Longbottom in the Corporation member category for a period of 4 years.

Action: Chair/Clerk

It was noted that a nomination to the other Corporation member vacancy had been sought from the University of Hull, as agreed, and should an appointment be made as a result, there would be no further immediate vacancies in this category. It was noted that the request for nominations had noted that nominations from female candidates would be particularly welcome.

It was agreed that, even if there were no Corporation vacancies expected in the short-term, it would still be useful to seek nominations from community groups with reference to Corporation's database of people interested in Corporation membership.

Action: Clerk

It was noted that the Audit Committee now had a full complement of members who were also full members of the Corporation but agreed that it would still be useful to seek an external co-opted member, for succession planning purposes. If an external co-opted member were found, a recommendation could be made to Corporation on an increase in Audit Committee membership to 6 members.

42.8 Training matters: training/briefing and induction arrangements 2011/12 & 2012/13

(i) Training/briefing and induction arrangements 2011/12

(a) In-house training/briefing schedule 2011/12

The Committee considered a report on Corporation's approved in-house training/briefing schedule for 2011/12, which had been approved in September 2011, with amendment made during the year to the programme for May and July 2012. The following briefings/events took place during 2011/12:

- A safeguarding update (*Sept. 2011*)
- A briefing on the student visit to South Africa (*Sept. 2011*)
- A briefing on the College's marketing strategy (*Feb. 2011*)

- Tour of partner school Kelvin Hall re-built under the Building Schools for the Future (BSF) programme, and briefing from Head, S Smythe (*May 2012*)
- A briefing on sporting achievement (*July 2012*)

With reference to external events, Phil Taylor, a member of Corporation, had attended, with the Clerk, the first day of the Learning and Skills Improvement Service (LSIS) Governance Conference in Manchester in March 2012.

Induction sessions had been held for the following new members: Sam Lee (Dec. 2011), John Shipley (Dec. 2011), Andrew Carrick (Dec. 2011), Ben Lawson (Feb. 2012). Induction sessions included the following elements: a welcome and introduction to the College from the Principal; an introduction to College funding and financial management from the Finance Manager; an introduction to Corporation members' roles and responsibilities, key documents and review of any immediate training needs from the Clerk to the Corporation.

(ii) **Training/briefing and induction arrangements 2012/13**

(a) In-house training/briefing schedule for 2012/13

Members noted that the following schedule had been approved at the July 2012 Corporation meeting:

- A briefing on communication with parents (*deferred from 2011/12*)
- A briefing on the funding formula (*deferred from 2011/12*)
- A briefing on Ofsted's new Common Inspection Framework (CIF)
- Briefings from curriculum areas.

It was agreed that the Vice-Principal (Performance Improvement) and the Clerk should give the briefing on Ofsted's new Common Inspection Framework at the September 2012 meeting of Corporation.

Action: Clerk/IDT

It had also been agreed by Corporation that there should be an opportunity for Corporation members to meet new staff before the September 2012 meeting.

It was agreed that it would be appropriate for Corporation members to be invited to attend Staff Day.

Action: Clerk

It was agreed that it would be useful for Corporation members to be reminded of College events during the autumn term.

Action: Clerk

The Committee discussed whether it would be useful to add something on the "self-evaluating board" to Corporation's briefing schedule. It was noted that Corporation undertook an annual self-assessment at the start of the autumn term. The analysis of the self-assessment was presented to Corporation and any action plan arising was monitored by the Corporation's Curriculum & Quality Committee.

The Committee agreed that, as the Committee's remit had been extended to include governance, it would also be useful for the Committee to review the Corporation's self-assessment analysis.

Action: Clerk

(b) External training events 2012/13

Members noted that:

- A training/networking event for Corporation members scheduled for June 2012 under the auspices of NorVlc, the sixth form college federation for the NE, Yorkshire and the

Humber, had been cancelled and re-scheduled for Saturday 6 October 2012 under the title *Governance with Impact*.

- Corporation members, Andrew Carrick and Phil Taylor, would be attending with the Clerk.

Committee members received a schedule of external training events during autumn term 2012 organised by the Learning & Skills Improvement Service (LSIS).

(c) Induction sessions 2012/13

During autumn term 2012, induction sessions would be held for new Student members, Lydia Edwards and Adam Winter, and for the new Parent member, when appointed.

Action: Clerk

It was agreed that it would be useful to invite an external speaker for inclusion in Corporation's in-house training schedule and agreed that Corporation members attending external events in 2012 should be asked for recommendations on any suitable speakers.

Action: Clerk

The Committee completed its review of Corporation's briefing/training schedule 2011/12 and the agreed schedule for 2012/13, together with details of external events.

**42.9 Documents from the DfE, BIS, EFA, SFCF & other outside bodies:
LSIS newsletter *Inside Leadership Skills for Governance***

The Committee received the LSIS newsletter, for information.

42.10 Agreement of next meeting date

It was agreed that a second autumn meeting of the Committee should be arranged once a nomination had been received from the University of Hull.

Action: Clerk

42.11 Any other business

It was noted that there was no other business.

42.12 Date of next meeting

It was noted that the next meeting of the Committee was scheduled for 22 April 2013 but that an earlier meeting would be held as noted at 42.10 above.

Fiona Bagchi
Clerk to the Corporation

**CORPORATION SEARCH & GOVERNANCE COMMITTEE
MINUTES OF SPECIAL MEETING 43 HELD ON 19 MARCH 2013**

Present: John Wilson (Chair), Mary-Rose Hardy, Mike Noddings (Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

43.1 Apologies for Absence

There were apologies from Graham Chesters (external co-opted member).

43.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting. Mike Noddings declared an interest in item 3(ii).

43.3 Corporation & Committee vacancies

(i) Review of Corporation composition and audit of skills table

The Committee received and considered the Clerk's report on Corporation composition, including audit of skills table and report on the Corporation's ethnic and gender mix. An extract from a recent LSIS publication, which noted, with reference to Ofsted's new Common Inspection Framework (CIF) the importance of having sufficient members with educational expertise, was also considered. The Committee noted that Corporation currently had a good balance of skills, that Corporation members contributed well to discussion and were both supportive and challenging.

It was agreed, with reference to the audit of skills table, that "Experience of government at local, regional or national level" should be shown as an additional column in future.

Action: Clerk

(ii) Clerk's report on Corporation & Committee vacancies

Mike Noddings asked for a report relating to his membership of the governing body of Thomas Ferens Academy, to be considered under this item. It was noted that the University of Hull was the lead sponsor of the Academy and that Wyke Sixth Form College, Wilberforce Sixth Form College and the local authority were co-sponsors. Each of the sixth form colleges were able to nominate one member to the Academy's governing body and the local authority was able to nominate 2 members. Mike Noddings was the College's nominated member.

The Committee noted that, as Mike Noddings was currently one of the few governors at the Academy with relevant school experience and training, he had found the time commitment at Thomas Ferens to be significant e.g. involving appeals, exclusions and senior staff interviews in addition to regular governing body meetings. He was now also involved with Endeavour School, in addition to his role as Vice-Chair of the Corporation and Chair of Sutton Park Primary School, and therefore wished to notify the Committee that the College would need to make a new nomination to the Thomas Ferens Academy governing body.

The Committee considered the College's right to nominate to the Thomas Ferens Academy governing body under the Academy's Memorandum and Articles of Association. It was noted that there appeared to be no requirement for the person appointed to be a member of the College's Corporation. It was agreed that the Clerk would raise the matter using Eversheds'

Academies Helpline, which was part of Corporation's Governance Plus Subscription, and via the Academy Clerks' Mailbase.

Action: Clerk

The Committee received the Clerk's report on current and forthcoming Corporation and committee vacancies. The Committee noted that Mike Noddings' current term of office as a Corporation member would end on 13 May 2013 and that he was willing to be considered for re-appointment.

(Mike Noddings left the meeting).

The Committee considered Mike Noddings re-appointment with reference to Corporation's approved re-appointment criteria i.e.

- 1 Good attendance at meetings (normally at least 75%)
- 2 Contribution at meetings
- 3 Involvement in other college activities
- 4 Participation in training e.g. attendance at Corporation training and briefing sessions, at or local conferences or workshops
- 5 Having been a member of Corporation committees or working groups
- 6 Possession of skills and experience which remain relevant to Corporation's needs

The Committee noted that Mike Noddings' skills and experience remained relevant to Corporation's needs and that his performance with reference to the other listed criteria was exemplary and that, in addition to serving as Vice-Chair of Corporation, Chair of the Curriculum and Quality Committee and Vice-Chair of the Finance & General Purposes, Remuneration and Search and Governance Committees, he was also actively involved in other Corporation and College activities, including selection panels and departmental inspections, and regularly attended College events.

The Committee agreed to recommend that re-appointment of Mike Noddings as a Corporation member for a period of 4 years.

Action: Chair

(Mike Noddings returned to the meeting).

The Committee noted that Grace Richardson's current term of office as a Corporation member would end on 4 November 2013 and that the Clerk would contact her concerning her willingness to be considered for re-appointment.

Action: Clerk

(iii) To consider a nomination from University of Hull for recommendation to Corporation

The Committee noted that, following a request from the Committee, the University of Hull had nominated Dr Andrew King to the vacancy for a Corporation member. Dr King was Associate Principal at the University of Hull, Scarborough Campus, and a Senior Lecturer in Music. Dr King's CV had been distributed to the Committee and the Principal and Mike Noddings, as Vice-Chair of Corporation, had met with Dr King and considered him an impressive candidate who was keen to become involved with the work of the Corporation and the College.

The Committee agreed to recommend to Corporation the appointment of Dr Andrew King as a Corporation member for a period of 4 years. Appointment would be subject to satisfactory Disclosure and Barring Service (DBS) checks.

Action: Chair

43.4 Any other business

(i) Actions arising from Corporation self-assessment analysis: Corporation papers

The Committee noted that the Corporation Self-Assessment analysis for 2012 highlighted the need to improve the timeliness of the dispatch of Corporation papers. The Committee consider a verbal report from the Clerk on how this might be affected. The increased use of colour printing was noted. The current process, which included copying Corporation papers on the colour or ordinary copier by the Office staff, and the stapling and collating of papers arising from different sections on the agenda with different coloured cover sheets (e.g. pale yellow for Audit Committee reports, pale green for F&GP Committee reports, fuchsia for committee minutes etc) by the Clerk, was noted to be time-consuming. Other options suggested by the Clerk included combining all papers into a single PDF and printing them as a single document on the colour copier. Members agreed, in principle, that this should be acceptable if it included sequential numbering of pages. The possibility of presenting of references documents in electronic form, to reduce paper, was also suggested. It was agreed that the Clerk should meet with Mary-Rose Hardy to discuss how the East Riding of Yorkshire Council produced their papers.

Action: Clerk/M-RH

It was agreed that the Office Manager should be asked to print out the March 2013 papers in the proposed new format as a test copy and report on the time taken and the cost and a report given to the April 2013 meeting of the Committee.

Action: Clerk/SE

43.5 Date of next meeting: 22 April 2013.

**CORPORATION SEARCH & GOVERNANCE COMMITTEE
MINUTES OF MEETING 44 HELD ON 23 APRIL 2013**

Present: John Wilson (Chair), Graham Chesters, (external co-opted member), Mary-Rose Hardy, Mike Noddings (Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

44.1 Apologies for Absence

There were no apologies.

44.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting. Mike Noddings and Graham Chesters declared an interest as members of the governing body of Thomas Ferens Academy at item 44.4.

44.3 Minutes of Meetings 42 & 43 held on 3 September 2012 and 19 March 2013

The minutes of meeting 42 held on 3 September 2012 were approved. The minutes of meeting 43 held on 19 March 2013 were approved with the following amendment: the year in the heading on page 1 should read "2013".

Action: Clerk

44.4 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

(i) Actions arising from meeting 42

1 The University of Hull nominated Dr Andrew King, who was appointed to Corporation at its March 2013 meeting on the recommendation of the Committee (42.4).

2 The Chair of Corporation addressed the first staff meeting of 2012/13 and considered that it would be useful to speak to a Staff meeting in 2013/14 e.g. to explain the role of the Corporation (42.4).

Action: JW

3 Notification of forthcoming College events had been included with the December 2012 and March 2013 Corporation agendas and the Clerk has also sent e-mail reminders (42.4).

4 The Committee's next report would cover 2 years (42.4).

Action: Clerk

5 Changes to the Instrument of Government had been approved by Corporation at its September 2012 meeting on the recommendation of the Committee (42.6).

- 6 With reference to Eversheds' guidance in its Annotated Instrument & Articles of Government on the meaning of "second or casting voting" in Instrument 14 (2), it was noted that this was *"In the event of voting deadlock, the person who chairs the meeting (e.g. the Corporation Chair or Vice-Chair) has a second or casting vote"*. It therefore appeared that Eversheds regarded "second" and "casting" vote as synonymous (42.6).
- 7 Changes to the Articles of Government had been approved by Corporation at its September 2012 meeting on the recommendation of the Committee (42.6).
- 8 Information on how Corporation obtained the views of staff and students was detailed on the Corporation section of the College website, as agreed (42.6).
- 9 Corporation's updated Role Description had been approved at Corporation's September 2012 meeting on the recommendation of the Committee (42.6).
- 10 The Clerk had discussed the implications for safeguarding of the Protection of Freedoms Act 2012 and recommended changes to Corporation's appointment procedure to the September 2012 meeting of Corporation, which approved the changes but agreed that the matter should be further reviewed by the November 2012 meeting of the Personnel Committee. Further revisions were made to the procedure at the December 2012 Corporation meeting on the recommendation of the Personnel Committee (42.6).
- 11 The following amendment to all Committee terms of reference was approved by Corporation at its September 2012 meeting on the recommendation of the Committee: "To keep under review the Committee's terms of reference and to make recommendations to the Corporation" (42.6).
- 12 Mike Noddings' re-appointment had been considered at a Special meeting of the Committee held in March 2013 and had been approved by Corporation at its March 2013 meeting, on the recommendation of the Committee.
- Grace Richardson had confirmed that she would not be seeking re-appointment when his current term of office ended in November 2013, due to other commitments (42.7).
- 13 4 nominations for the Parent member vacancy had been received. One was not eligible and 2 subsequently withdrew their nominations. Adam Jennison was therefore considered to have been elected unopposed and had been appointed by the December 2012 meeting of Corporation (42.7).
- 14 Martin Longbottom had been re-appointed in the Corporation member category by Corporation at its September 2012 meeting on the recommendation of the Committee (42.7).
- 15 It had been agreed that, even if there were no Corporation vacancies expected in the short-term, it would still be useful to seek nominations from 562 groups with reference to the database of people interested in Corporation membership. It was agreed that this should be discussed earlier on the agenda (42.7).
- Action: Clerk**
- 16 The Vice-Principal (Performance Improvement) and the Clerk to had given a briefing to Corporation on Ofsted's new Common Inspection Framework in September 2012, as agreed (42.8).
- 17 Corporation members, Mike Noddings, Mary-Rose Hardy and Phil Taylor had

attended Staff Day in October 2012 (42.8).

- 18 Corporation members had been reminded of College events during the year - see also action 3 above (42.8).
- 19 Corporation's self-assessment analysis had been considered at the February 2013 meeting of the Curriculum & Quality (C&Q) Committee and it had been presented to the March 2013 meeting of Corporation. It was also on the agenda of the current meeting (42.8).
- 20 2 induction sessions with the Clerk and the Director of Finance had been held for Student members, Lydia Edwards and Adam Winter, during autumn term 2012.

New Parent member, Adam Jennison, had been unable to attend an induction session prior to the December 2012 Corporation meeting and induction materials had been provided for him electronically (42.8).

- 21 It had been agreed that it would be useful to include an external speaker as part of Corporations' training/briefing schedule. Members attending external events had been asked for recommendations and Andrew Carrick and Phil Taylor had indicated that, Ron Hill, the speaker at the recent NorVic event for Corporation members and a clerk in West Yorkshire, could be suitable (42.8).

Action: SGC

- 22 A meeting of the Committee had been agreed once a nomination had been received from the University of Hull, as agreed. The University of Hull had nominated Dr Andrew King in December 2012. The Vice-Chair of Corporation and the Principal had met with Dr King in January 2013 and had reported to the March 2013 meeting of the Committee. Dr King had been appointed by Corporation at its March 2013 meeting, on the recommendation of the Committee (42.10).

(ii) Actions arising from meeting 43

- 1 It was noted that the reference in the audit of skills table to "Experience of government at local, regional or national level" had been added as an additional column, as agreed (43.3).
- 2 It was noted that Mike Noddings, who was the College's current nominee intended to resign at the end of summer term 2013. The responsibilities attached to the role and the time commitment required of the nominee were discussed .

The Clerk reported that there were no restrictions on whom the Corporation could nominate to the Board of Governors of the Thomas Ferens Academy, of which the College was a co-sponsor, providing that the nominee was eligible to be a charity trustee. Should the nominee have a relationship with the College and or its Corporation, issues of potential conflict of interest would need to be explained to the nominee.

The relationship between the Academy and its lead sponsor, the University of Hull, and its co-sponsors (Wyke and Wilberforce Sixth Form Colleges and the local authority) was considered in general and with reference to issues relating to information, advice and guidance (IAG) provided by Academies/schools in Hull and the East Riding. It was agreed that the Principal should meet with the Head of the Academy to discuss how the relationship could be enhanced. The Committee agreed that it would be appropriate to nominate someone with educational experience to the governing body of Thomas Ferens Academy, and

it was agreed the Principal should approach Jim Darmody, the Teaching Staff Corporation member, concerning his willingness to serve as the College's nominee to the Thomas Ferens Academy, with a view to a recommendation being made to Corporation (43.3).

Action: Principal/Chair/Clerk

- 3 As noted above, Mike Noddings had been re-appointed as a Corporation member for a period of 4 years (43.3).
- 4 As noted above, Grace Richardson would not be seeking re-appointment when her current term of office ended in November 2012 (43.3).
- 5 As noted above, Dr Andrew King had been appointed as a Corporation member for a period of 4 years. In line with Corporation's policy on appointments, appointment had been made subject to satisfactory Disclosure and Barring Service (DBS) checks (43.3)
- 6 The Clerk had met with Mary-Rose Hardy, as agreed, to discuss how the East Riding of Yorkshire Council produced their papers and a report would be given later on the agenda (43.4).
- 7 The Office Manager had printed out the March 2013 Corporation papers in the proposed new format as a test copy and a report on the time taken and the cost was on the agenda (43.4).

44.5 Membership matters: Review of database of people interested in joining Corporation

The Committee noted that there were currently no names on the database.

44.6 Membership matters: Review of Corporation composition and audit of skills table

The Committee noted that:

- Corporation had an agreed membership of 20 members.
- There were currently no vacancies on Corporation but the 2 Student members would retire at the end of summer term 2013, Grace Richardson, a Corporation member, would not seek re-appointment when her current term of office ended on 4 November 2013 and the current term of office of Andrew Carrick, a Parent member of Corporation, would end on 31.8.13 if 2012/13 was, as anticipated, his child's final year in College.
- 25% (5/20 members) of the current complement of 20 Corporation were female with 80% (4/5) in directly appointed categories and 20% (1/5) in the elected/nominated category. This compared with 35% female Corporation members recorded at the Committee's review of Corporation composition in September 2011.
- 75% (15/20 members) of the current complement of 20 members were male, of which 60% (9/15) were in directly appointed categories and 40% (6/15) in elected/nominated or *ex officio* categories.
- BME (Black and Minority Ethnic) representation on Corporation was 5%, using the Census categories.
- The student equality and diversity report presented to the March 2013 meeting of Corporation recorded that in 2012/13, 58% of the student population was female and 42% male. 11% of students were from a BME group, which was similar to the proportion identified at the 2011 census for Hull.

- The staff profile presented to the December 2012 meeting of Corporation recorded that, in summer 2012 62% of staff members were female and 37% were male. Just under 4% of staff were recorded as being from a BME group.
- The percentage of female representation on Corporation was therefore lower than that recorded for the staff and student population of the College and its ethnic mix was similar to that for the staff population but below that of the student and local populations.
- Female and BME representation on Corporation was also below the most recent (2010) Sixth Form Colleges Forum (SFCF) Governor survey, which recorded female Corporation members constituting about a third of all Corporation members, with 9% of members recorded as being from a BME group.

The Committee noted in discussion the references to extracts from the following documents which had been included as appendices to the report on Corporation's composition:

- The Financial Services Council's revised UK Corporate Governance Code (September 2012), against which the Corporation reported in its Annual Report (in so far as it applied to the sixth form college sector), which stated that the annual report should include reference to
 - the board's policy on diversity including gender,
 - the section on the board's nominations committee should refer to any targets set, and
 - should include evaluation of skills and diversity in the board's evaluation of its effectiveness.
- Recent reports/presentations which noted, with reference to Ofsted's revised Common Inspection Framework (CIF), the importance of having educational expertise on corporations.

The Committee completed its review of the composition of Corporation and its skills mix, noting that it currently had a good balance of skills, including members with educational expertise. Members noted that the percentage of female Corporation members was currently below the sector average and would be worsened when Grace Richardson left Corporation in November 2013. With reference to reporting against the Financial Services Council's revised UK Corporate Governance Code on equality issues, the Committee noted that these were reviewed at each Committee meeting.

44.7 Membership matters: Clerk's report on Corporation and Committee vacancies

(i) Current and forthcoming Corporation vacancies

The Committee noted that:

- As noted above, there were currently no vacancies on Corporation although the current term of office of Andrew Carrick, a Parent member of Corporation, was expected to end on 31.8.13 and Grace Richardson, who had been appointed in the Corporation category, would not be seeking re-appointment when her current term of office ended on 4.11.3.
- To qualify for consideration for the "Corporation member" category of membership, candidates had to have "the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government".
- There were currently no vacancies in the Student Corporation member category but Lydia Edwards and Adam Winter's current term of office would terminate at the end of summer term 2013. Student members of Corporation were nominated from the elected Student Association Executive. The new Student Executive for 2013/14 were elected in March 2013 and would nominate new members of Corporation for 2013/14 in due course.

(ii) Current and forthcoming Committee vacancies

The Committee noted that:

- There was currently a vacancy for a member of the Personnel Committee.
- There was currently a full complement of Audit Committee members but a vacancy would arise on the Audit Committee following the ending of the term of office Grace Richardson as a Corporation member. Her skills included safeguarding, health and safety and risk management. Andrew Carrick, whose skills included IT and risk management, was also a member of the Audit Committee.
- The Search & Governance Committee could recommend a Corporation member to the vacancy/vacancies on the Audit Committee and/or seek an external co-opted member.
- Philip Wright, the Chair of the Audit Committee, was currently the only Corporation member with formal expertise in audit/accountancy.
- Seeking an external co-opted Audit Committee member with audit/accountancy skills could, for example, therefore both increase expertise in these areas on the committee and possibly aid Corporation succession planning, should the co-opted member join Corporation at a later date.
- Dr Andrew King, who had recently joined the Corporation, and Adam Jennison, who had joined Corporation in December 2012 but had been on leave of absence, were not currently committee members. The latter's skills in IT, including risk management, would make him suitable for Audit Committee membership, should he be available and willing to join the committee.

The Committee noted current and forthcoming Corporation vacancies and discussed local organisations which might be approached concerning both Corporation and Committee vacancies e.g. the University, local councils, accountancy firms, the Chamber of Commerce, City Bondholders, Local Enterprise Partnership (LEP) members. A previous expression of interest in a position as an external co-opted member of the Audit Committee was noted. Members noted, in particular, the importance of ensuring an appropriate gender balance and sufficient financial skills on Corporation and agreed that advertisements for vacancies should indicate that applications from female candidates would be particularly welcome and that the Chair of Corporation would approach a member of the business community with particular reference to the Corporation vacancy which would arise during autumn term 2013.

Action: Clerk/Chair of Corporation

The Committee agreed, with reference to current and forthcoming vacancies on the Personnel and Audit Committees, that Corporation members with appropriate skills should be approached, with a view to a recommendation on appointment being made to Corporation.

Action: Clerk

44.8 Corporation training: Review of Corporation briefing and training schedule

The Committee received a progress report on Corporation's training/briefing schedule.

(a) In-house briefing/training 2012/13

The Committee noted that the following briefings, agreed as part of Corporation's 2012/13 training/briefing schedule, had been given or were due to be given shortly:

- A briefing on Ofsted's new Common Inspection Framework (CIF) (*Given: Sept. 2012*)
- A briefing on the funding formula (*Due to be given: May 2012*)

Members noted that the following briefings remained to be given:

- A briefing on communication with parents (*date to be agreed*)
- Briefings from curriculum areas (*date to be agreed*)

Action: Clerk

As noted above, Corporation members had also attended Staff Day, at which staff and attending students and Corporation members considered the College's vision, strategic aims and marketing.

Presentations, showcasing student achievements and visits, had also been instituted before Corporation meetings e.g. the March 2013 meeting of Corporation had been preceded by a presentation of the College's successful entry in the Rotary International Youth Speaks public speaking competition on *What makes Britain British?*

(b) External training events 2012/13

The Committee noted the following external training/networking events had been attended by Corporation members in 2012/13, with reports made to Corporation:

- NorVlc (the sixth form college federation for the NE & Yorkshire) had held a training event for Corporation members, *College Governance with Impact*, in York on 6.10.12.
- Jim Darmody, the Teaching Staff member of Corporation, had attended the LSIS-UCU-Unison Staff Governor conference on 3.12.12, and provided Corporation with a report on Ofsted's CIF.

It was noted that the following NorVlc training/networking session had been advertised to Corporation members:

- *Improving Governor Performance through Self-Assessment of the Contribution of the Governing Body to the Leadership of the College*, York, 22.6.13.

(c) LSIS Governance Training Materials

The Committee noted that:

- A link to the recently issued LSIS's on-line *Governance Training Materials* for corporation members of FE colleges and to the Sixth Form Colleges' Forum link which provided guidance on how they should be used by the sixth form college corporation members, had been provided with the December 2012 Corporation papers and was available at: <http://www.excellencegateway.org.uk/node/19188>
- The materials were designed for self-study but relevant extracts were also being presented to Corporation's committees for review e.g. to date to the Audit and Finance & General Purposes (F&GP) Committees.

The Committee considered a progress report on Corporation's training/briefing schedule for 2012/13.

Members discussed the outcome of recent Ofsted inspections of sixth form colleges under the new Common Inspection Framework (CIF) and agreed to recommend to Corporation that a further briefing session on the CIF should be given as part of Corporation's 2013/14 training/briefing schedule.

Action: Clerk/Chair

44.9 Corporation training: Review of Corporation member induction

Members noted that:

- Under its standing agenda item, the Committee received an annual report on induction arrangements during the previous academic year at the first committee meeting of the year.
- The Clerk was, however, providing a progress report on induction during 2012/13 to date as background for item 13 (*Review of Corporation member self-assessment analysis 2012*).

(a) Induction

The Committee noted that:

- The new Student members of Corporation had attended an induction session with the Clerk on 27.9.12, before their first Corporation meeting, which looked at the roles and responsibilities of Corporation members and went through the papers for the

September 2012 Corporation meeting A further induction session with the Director of Finance and the Clerk had been held on 10.12.12, which concentrated on funding and finance and also considered items to be considered on the December 2012 Corporation agenda.

- Adam Jennison, who joined the Corporation as a new Parent member of Corporation in December 2012, had been unable to attend an induction session with the Clerk and Director of Finance before attending his first meeting on 10.12.12 but was, however, sent induction materials electronically before the meeting for self-study.
- Dr Andrew King was appointed as a Corporation member on 19.3.13 and was due to attend his first meeting on 9.5.12. The Clerk would arrange an induction meeting.

Action: Clerk

(b) Induction follow up

The Clerk reported that:

- Analysis of the 2012 Corporation member self-assessment questionnaire (see item 13 on the agenda) indicated that negative or "Don't know" responses were more likely to be returned by newer members.
- The Clerk was therefore proposing that a follow up session might be arranged for newer members, sometime after induction, at which the areas of uncertainty highlighted in the self-assessment analysis might be covered and areas for further training reviewed.

It was noted in response to members' questions that:

- New Corporation members were offered a mentor, normally as part of their appointment letter, but this offer had not been taken up in 2012/13 to date.

The Committee considered a progress report on induction for new Corporation members during 2012/13 to date, agreed that a follow up session should be arranged for new Corporation members tailored to individual requirements, sometime after induction, and that the Chair of Corporation should be invited to attend this meeting.

Action: Clerk/Chair of Corporation

44.10 Policies and procedures: Report on annual review of search policies and procedures

The Committee completed its annual review of the following policies and procedures:

- Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members
- Annex A: Corporation Constitution
- Annex B: Skills Audit form
- Annex C Role Description
- Annex D: Person Specification
- Annex E: Re-appointment criteria

Members noted that:

- Corporation's *Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members* had been considered at each of the September, December 2012 and March 2013 meetings of Corporation, with particular reference to guidance on Disclosure and Barring Service (DBS) checks for Corporation members following the introduction of the Protection of Freedoms Act 2012, with relevant changes being approved.
- General updating revisions had also been approved at the March 2013 meeting of the Corporation.

Having reviewed Corporation's search policies and procedures, the Committee agreed to recommend to Corporation minor updating revisions to Annex A (Corporation

Constitution) and Annex D (Person Specification) of the Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members.

Action: Clerk/Chair

44.11 Committee matters: Annual review standing agenda items and terms of reference

The Committee completed its annual review of its terms of reference and standing agenda item list and agreed that no changes were required.

44.12 Committee matters: Committee's annual report

It had been agreed that the Committee's report to Corporation should cover 2 years and should be e-mailed to members, as noted above.

44.13 Governance matters: Review of Corporation member self-assessment analysis 2012

The Committee considered the Clerk's report on the individual Corporation member self-assessment analysis 2012, noting in particular:

- Most answers had been positive but those answering "No" or "Don't know" to questions in the self-assessment questionnaire were more likely to be newer Corporation members.
- The Clerk had successfully offered the current Student members of Corporation two induction sessions in 2012/13, held immediately before Corporation meetings which had also allowed key items on the agenda to be considered.
- It had been agreed above that, in future, the Clerk would offer a follow up meeting, sometime after the initial induction meeting, tailored to new members' requirements.
- 2 of the 3 members who were unsure whether they had received the Student Charter were newer members. As the Student Charter was presented as an appendix to Corporation's Code of Conduct, the Clerk would draw attention to it on the cover sheet at the next review and include it in post-induction training for newer members.
Action: Clerk
- The Clerk would update the wording of the questionnaire, where required, for use in 2013/14.
Action: Clerk

Members discussed in detail the high number of members (i.e. 6 members) reporting that they were unsure whether they had received information on performance against the Student Charter, noting that:

- Ensuring that Charter commitments were met was important.
- The C&Q Committee currently reviewed reporting against the Charter annually and reported through its minutes to Corporation but the Chair of the C&Q Committee would in future also highlight this in the Committee's report to Corporation.

Action: Clerk/Chair of C&Q

The Committee completed its review of the individual Corporation member self-assessment analysis 2012, agreeing actions to be taken.

44.14 Governance matters: Report on proposed revision of Corporation papers format and cost of printing

The Committee considered the report from the Clerk on the proposed revision of Corporation papers format and the cost of printing, noting that:

- Corporation's Self-Assessment analysis for 2012, which had been considered under the previous agenda item, had highlighted the need to improve the timeliness of the

dispatch of Corporation papers and the March 2013 meeting of the Search & Governance Committee had considered a report from the Clerk on how this might be affected.

- Issues considered had included the increased use of colour printing and the time-consuming nature of the current copying process, which included copying Corporation papers on the colour or ordinary copier by the Office staff, and the stapling and collating of papers arising from different sections on the agenda into bundles with different coloured cover sheets.
- The Clerk had also met with Mary-Rose Hardy to discuss how the East Riding of Yorkshire Council produced their papers.
- Possible improvements to the current system, including combining meeting papers into a single PDF printed using the colour copier, use of sequential numbering, simplified coding and the use of a coloured agenda with page numbers, had been considered together with the presentation of reference documents in electronic form, to reduce paper usage.
- The outcome of a test print undertaken by the Office Manager had indicated that printing solely using the colour copier would be more expensive than the mix of colour and ordinary photocopiers currently used and would take longer to print i.e. the March 2013 papers would have taken about 13 hours rather than around 8.5 hours for 26 copies.

The Committee noted in discussion that:

- Members were concerned at the amount of paper produced for Corporation and Committee meetings and considered the possibility of moving to the electronic distribution of papers by an agreed target date e.g. within 5 years.
- Members' experience of other educational institutions indicated that the electronic receipt of papers and of electronic archiving could be successfully implemented.
- The C&Q Committee had been successfully receiving papers electronically during the last 2 academic years, with committee members reviewing papers on their own laptops, senior managers using College-provided i-pads and reports also projected onto a large screen.
- It would be useful if another committee could trial receipt of electronic paper, noting that some members of the F&GP Committee already viewed committee papers on i-pads.

The Committee agreed that the F&GP Committee should consider undertaking a trial of the electronic receipt of papers.

Action: Clerk

The Committee agreed that the Clerk should in future combine Corporation papers into a single PDF and print them as a single document with sequential page numbering.

Action: Clerk

44.15 Governance matters: FMCE - review of risk management reporting

The Committee noted that:

- Corporation and its committees reviewed and recorded at the end of every meeting any new risks identified at the meeting.
- Either the College's full risk register, which was updated at least annually, or the top 10 key risks were reviewed by the Audit Committee at each of its meetings, with the full register presented to the July and December meetings of Corporation.
- Key reports, such as reports relating to building projects, would normally include a statement of risk.
- The December 2011 meeting of Corporation had reviewed the possible use of a model cover sheet for reports to Corporation and its committees which included a table allowing financial, governance, legal and other risks to be recorded, together with a rating of low/medium/high for likelihood and impact.

- Corporation had been content to retain its current cover sheet format but referred the matter for further review to the Audit Committee, which had transferred it to the Search & Governance Committee (SGC) to reflect the latter's involvement in governance under its revised terms of reference.

The Committee discussed the routine use of a model cover sheet which included a standard section for recording specific risks, noting in discussion that the use of such a model cover sheet:

- Could, for example, have drawn attention to the risk inherent in the late receipt of papers/accounts discussed earlier on the agenda but that experience of their use by other institutions indicated that they could also sometimes result in a formulaic response which was opposed to genuine risk management.

The Committee reviewed risk management reporting and agreed to recommend to Corporation that a report sheet including a standardised section on risk management should not be used but that existing cover sheets to reports should simply note under a "key issues" heading whether the attached report recorded in the text any risks relating to the report or its recommendations.

Action: Clerk

44.16 Governance matters: Recommendation to Corporation on adoption of the AoC English Colleges Foundation Code

The Committee noted that:

- The Association of Colleges (AoC) had produced in 2011 the English Colleges' Foundation Code of Governance for colleges in the General FE sector.
- The Sixth Form Colleges Forum (SFCF) consulted with sixth form colleges during 2011/12 on their adoption of the Foundation Code, reporting in February 2013 that it had agreed a form of wording with the AoC which would allow Trust and Catholic, as well as other sixth form colleges, to adopt the Foundation Code if they wished to do so.
- A corporation adopting the Foundation Code would be agreeing to abide by its provisions and, if it did not do comply with all its provisions, would be expected to provide explanations in the Statement of Corporate Governance and Internal Control in the College's Annual Report and Financial Statements, as corporations currently did with the Financial Reporting Council's *UK Corporate Governance Code*.
- Since April 2012, FE and sixth form colleges had had more freedom to modify their governing documents and adoption of a unifying code could therefore provide a commitment to a single standard of good governance practice, given that institutions' governing documents could eventually differ significantly.
- The Foundation Code had, however, been originally designed for FE colleges and might not be considered to be the most appropriate code for a sixth form college to adopt.

The Committee agreed to recommend to Corporation that it should resolve not to formally adopt the English Colleges' Foundation Code of Governance but to seek to follow its provisions as an example of good governance practice, in so far as they applied to the sixth form college sector.

Action: Chair/Clerk

44.17 Governance matters: Documents from the DfE, BIS, EFA, LSIS and other outside bodies: Governance Training Materials- Search Committee

The Committee received the module on the Search Committee from the Learning & Skills Improvement Service (LSIS) Governance Training Materials (GTM), noting that the Committee's practice appeared to comply with the best practice guidelines outlined in the module.

44.18 Final agenda items: Any other business

There was no other business.

44.19 Final agenda items: Risk management

The following risks identified at the meeting were noted: the search for a new College nominee to the Board of Governors of the Thomas Ferens Academy; issues relating to Academies/schools and IAG.

Action: Clerk/SR

44.20 Final agenda items: Date of next year's meetings

It was noted that meeting dates for 2013/14 would be agreed at Corporation's July 2013 meeting and e-mailed to members.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation



**CORPORATION SEARCH & GOVERNANCE COMMITTEE
MINUTES OF MEETING 45 HELD ON 2 SEPTEMBER 2013**

Present: John Wilson (Chair), Mary-Rose Hardy, Mike Noddings (Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

45.1 Apologies for Absence

Apologies were received from Graham Chesters, a Co-opted Committee member.

45.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting.

45.3 Election of Chair and Vice-Chair for 2013/14

Mary Rose Hardy proposed and the Principal seconded the election of John Wilson and Mike Noddings as, respectively, Chair and Vice-Chair of the Committee.

The Committee elected John Wilson and Mike Noddings as, respectively, Chair and Vice-Chair of the Search & Governance Committee.

MINUTES & MATTERS ARISING

45.4 Minutes of Meetings 44 held on 23 April 2013

The minutes of meeting 44 held on 23 April 2012 were approved.

45.5 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 The minutes of the March 2013 meeting had been amended, as agreed.
- 2 John Wilson, as Chair of Corporation, had addressed a Staff meeting, as agreed.
- 3 An item on the Committee's annual report was on the agenda.
- 4 Andrew Carrick and Phil Taylor, who had attended NORVIC Governor training in York led by Ron Hill, had confirmed that they would recommend him as a possible external speaker for a Corporation training session.
- 5 The July 2013 meeting of Corporation had appointed Jim Darmody to the Thomas Ferens

Academy governing body to replace Mike Noddings.

- 6 A discussion of Corporation vacancies was on the agenda.
- 7 Adam Jennison had been appointed to the Audit Committee at Corporation's July 2013 meeting.
- 8 & 9 A report on Corporation's training/briefing schedule was on the agenda.
- 10 & 11 A report on induction for new Corporation members was on the agenda.
- 12 Minor updating revisions to Annex A (Corporation Constitution) and Annex D (Person Specification) of the Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members would be recommended to Corporation at the annual updating of policies/procedure at the September 2013 Corporation meeting. It was agreed that it would be useful in future if routine updating and minor revisions to Corporation policies/procedures could be presented as part of a "consent agenda" i.e. with a motion to approve being presented to the meeting without discussion unless members had previously informed the Clerk that they wished such a discussion.
Action: Clerk
- 13 2 of the 3 members completing the 2012 self-assessment questionnaire who had been unsure whether they had received the Student Charter were newer members. As the Student Charter was presented as an appendix to Corporation's Code of Conduct, the Clerk would draw attention to it on the cover sheet at the next review and include it in post-induction training for newer members.
Action: Clerk
- 14 The Clerk would update the wording of the self-assessment questionnaire, where required, for use in 2013/14.
Action: Clerk
- 15 It was noted that the Curriculum & Quality (C&Q) Committee currently reviewed reporting against the Charter annually and reported through its minutes to Corporation but the Chair of the C&Q Committee would in future also highlight this in the Committee's report to Corporation.
Action: Chair, C&Q
- 16 The F&GP Committee now received papers electronically.
- 17 Corporation papers were now combined into a single PDF for members who received papers electronically. It had been agreed at the May 2013 Corporation meeting that Corporation members and staff should contact the Clerk if they wished to receive papers electronically in future, with 50% of those present opting to do so at the July 2013 meeting of Corporation. Not all Corporation members had access to their own laptop and/or i-pad. Teaching staff members and almost all SMT members had access to College-provided i-pads.
- 18 The Committee had reviewed risk management reporting and agreed to recommend to Corporation that a report sheet including a standardised section on risk management should not be used but that existing cover sheets to reports should simply note under a "key issues" heading whether the attached report recorded in the text any risks relating to the report or its recommendations. It was agreed, in discussion of borrowing and the College's building project, that it would also be useful for Corporation to define its "risk appetite".

- 19 Corporation resolved at its May 2013 meeting not to formally adopt the English Colleges' Foundation Code of Governance but to seek to follow its provisions as an example of good governance practice, in so far as they applied to the sixth form college sector.
- 20 As noted above, Jim Darmody, teaching staff member of Corporation, had been appointed as the College nominee to the Board of Governors of the Thomas Ferens Academy.

45.6 Review of confidential minutes produced during the previous year

It was noted that no confidential minutes had been produced by the Committee during the previous year.

MEMBERSHIP MATTERS

45.7 Review of database of people interested in joining Corporation

It was noted that there were currently no names on the database of people interested in joining Corporation.

45.8 Review of Corporation composition and audit of skills table

The Committee noted that:

- Corporation had an agreed membership of 20 members.
- There were currently 2 vacancies, following the resignation of George Coyle as a Corporation member in July 2013, and the ending of Andrew Carrick's term of office as a Parent member of Corporation on 31.8.13;
- In addition, Grace Richardson, a Corporation member, was not seeking re-appointment at the end of her current term of office on 4.11.13;
- 33% (6/18 members) of the current complement of 18 Corporation were female and 67% (12/18 members) were male but female representation on Corporation would fall to 28% from 5.11.13 when Grace Richardson's term of office ended;
- Female representation on Corporation was currently similar to the latest FE and sixth form college sector surveys but lower than that female representation amongst the staff and student populations of the College;
- BME (Black and Minority Ethnic) representation on Corporation was 11% (2/18), using the Census categories, which was similar to that for the student and local populations and above the 2010 Sixth Form Colleges' Forum (SFCF) survey average of 9%;
- Recent reports/presentations on Ofsted's revised Common Inspection Framework (CIF) had noted the importance of having educational expertise on corporations.

Members discussed the size of the Corporation with reference to a general trend for smaller more strategic company boards and governing bodies, noting that sixth form corporations tended to have larger governing bodies due to the inclusion of student, staff and parent members. A Corporation of 20 members was the maximum size permitted under the Instrument of Government.

The Committee completed its review of the composition of Corporation and its skills mix. Members noted that the percentage of female Corporation members was currently below the sector average and would be worsened when Grace Richardson left Corporation in November 2013. Corporation's skills audit table showed that Corporation's overall skills balance remained good and was particularly strong with reference to educational expertise

but expertise in accountancy/audit skills required strengthening, with reference both to current vacancies and to effective succession planning.

45.9 Clerk's report on Corporation and Committee vacancies

(a) Corporation vacancies

(i) Corporation member appointments

The Committee noted that:

- Louise Hudson and Chen Chen (Jenny) Xu had been appointed as Student members from 1.8.13, replacing Lydia Edwards and Adam Winter.

(ii) Corporation member vacancies

The Committee noted that:

- There was currently a vacancy in the independent "Corporation member" category and would be a second such vacancy from November 2013;
- To qualify for consideration for the "Corporation member" category of membership, candidates were required to have "the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government" (Instrument of Government 2(1)(a)).

(iii) Parent member vacancies

Members noted that:

- There was a vacancy in the Parent Corporation member category, following the ending of Andrew Carrick's term of office on 31.8.13;
- Nominations would be sought from parents and an election held if more than one nomination was received.

(iv) Forthcoming Staff member vacancies

Members noted that:

Jim Darmody's current term of office as a Teaching Staff member of Corporation would end on 12.5.14.

- Nominations would be sought during spring term 2014 and an election held if more than one nomination was received.

(v) Skills needs, equality targets and long-term succession planning

Members noted that:

- Skills needs and equality targets had been considered above;
- In the longer-term, a number of Corporation's most experienced members had indicated that they were unlikely to seek re-appointment when their current terms of office ended in 2-4 years' time and, while the members concerned had a variety of skills, expertise in financial, educational and personnel management were likely to be particular areas where long-term succession planning would need to be considered.

(b) Committee vacancies

Members noted that:

- There were currently 2 vacancies on the Personnel Committee;
- A vacancy would arise on the Audit Committee when Grace Richardson's term of office as a Corporation member ended on 4.11.13;
- The appointment of Adam Jennison to the Audit Committee from 1.9.13 by the July 2013 meeting of Corporation had replaced skills in IT and risk management previously contributed by Andrew Carrick, who was a member of the Committee to 31.8.13;

- The Committee could recommend a Corporation member to the vacancy on the Audit Committee or seek an external co-opted member;
- Jim Darmody, whose term of office as Teaching Staff member of Corporation would end in May 2014, was also a member of the F&GP Committee and the Student Committee.

It was noted, in discussion of the Audit Committee vacancy, that:

- Philip Wright, a Corporation member and Chair of the Audit Committee, was currently the only member with formal expertise in audit/accountancy;
- Seeking an external co-opted Audit Committee member with such skills could therefore both increase expertise in these areas on the committee and possibly aid Corporation succession planning, should the co-opted member join Corporation at a later date or an appointment could be made to Corporation;
- Another option would be for an appointment to be made directly to Corporation of a new Corporation member who could contribute these skills to both Corporation and the Audit Committee;
- Corporations would generally have at least 2 members with financial/accountancy skills.

(c) Search undertaken to find new Corporation & Committee members

Members discussed the search for new Corporation and Committee members, noting that:

- Approaches made since the Committee's April 2013 meeting to the local business community and through the School Governors' One Stop Shop had not been successful.

The Committee agreed that banks and local accountancy and legal firms might be approached, where there was no conflict of interest, with reference to skills gaps in relation to accountancy, audit and legal skills.

Action: Clerk

The Committee received the Clerk's report on current and forthcoming Corporation and Committee vacancies.

45.10 Corporation proposed changes constitution: proposed changes

The Committee agreed the following minor revision to Corporation's constitution for recommendation to Corporation:

- ***That the reference to the Student members of Corporation being "Elected from the Student Executive" in the table be amended to read "Nominated from the elected Student Executive", to better reflect the wording of the Instrument of Government and Corporation's practice.***

Action: Clerk/Chair

Members noted that

- Some sixth form college corporations were revising their Instrument of Government to allow parents to self-nominate and then be appointed by Corporation on the recommendation of their search committee, rather than following election by other parents;
- The above change could be seen as constituting a loss of democratic process but allowed appointments to be made with reference to corporation skills needs and also avoided the situation where parents sometimes withdrew their nomination when informed an election would be held.

The Committee noted that the current election of a parent member of Corporation would proceed as required by the Corporation's Instrument of Government but that a change to appointment following self-nomination, interview and recommendation by the Search & Governance Committee could be considered as a possible future alternative. It was noted

that such a change would require consultation with parents, as relevant stakeholders, and Corporation approval of changes to the Instrument of Government.

45.11 Equality objectives & reporting

Members noted that:

- As noted above, the gender balance on Corporation would fall below the sector average of around a third female representation when Grace Richardson's current term of office ended;
- The Financial Services Council's revised UK Corporate Governance Code (Sept. 2012), against which the Corporation reported in its Annual Report (in so far as it applied to the sixth form college sector), stated that a company board's annual report should include reference to its policy on diversity, including gender, and any targets set in the section on the board's nominations committee and should include evaluation of skills and diversity in the board's evaluation of its effectiveness;
- A report on equality, diversity and skills would therefore be included in the College's Annual Report & Financial Statements, which would be presented to the Corporation in December 2013.

Action: Clerk

The Committee agreed to recommend to Corporation that it should approve a formal long-term target to enable Corporation to achieve its commitment to a gender balance which reflected the community it served. It was agreed that, in the shorter term, the Committee would seek to ensure that Corporation's gender balance was no worse than the sector average.

Action: Clerk/Chair

CORPORATION TRAINING

45.12 Review of Corporation briefing and training schedule 2012/13 & 2013/14

The Committee received a progress report on Corporation's training/briefing schedule.

(a) In-house briefing/training 2012/13

Members noted that:

- Corporation approved the following training/briefing schedule for 2012/13 at its July 2012 meeting, which was reviewed by the Search & Governance Committee (SGC) at its meeting on 3.9.12 and completed during 2012/13:
 - A briefing on Ofsted's new Common Inspection Framework (CIF) (*Sept. 2012*);
 - A briefing on the funding formula (*May 2012*).

Members also noted that, in addition, the March - July 2013 meetings of Corporation had been preceded by presentations on student activities, being respectively the College's entry in the Rotary International Youth Speaks public speaking competition on *What makes Britain British?*, a performance by music students, and a presentation on the geography trip to Iceland.

(b) External training events 2012/13

Members noted that:

- Corporation members had received information on external events provided by NorVlc (the sixth form college federation for the NE & Yorkshire) and the Learning & Skills Improvement Service (LSIS).
- Corporation members, Andrew Carrick and Phil Taylor had attended, with the Clerk, a NorVlc training session on 6.10.12 under the title *College Governance with Impact* in York and reported to the December 2012 meeting of Corporation;

- Adam Jennison, a Corporation member, and the Clerk had attended the NorVic training session on *Improving Governor Performance through Self-Assessment of the Contribution of the Governing Body to the Leadership of the College* in York on 22.6.13;
- Jim Darmody, the Teaching Staff member of Corporation, had attended the LSIS-UCU-Unison Staff Governor conference on 3.12.12 and had reported to Corporation's December 2012 meeting on Ofsted's new inspection regime.

(c) LSIS Governance Training Materials

Members noted that:

- A link to the recently issued LSIS's on-line *Governance Training Materials* (GTM) for corporation members of FE colleges and to the Sixth Form Colleges' Forum link on guidance on how they should be used by the sixth form college corporation members, had been provided with the December 2012 Corporation papers;
- The materials were designed for self-study but relevant extracts were also being presented to Corporation's committees for review.

(d) 2013/14 training/briefing schedule

Members noted that:

- The Committee had agreed to recommend to Corporation that a further briefing on Ofsted Common Inspection Framework (CIF) should be given as part of the 2013/14 schedule, together with the following briefings carried forward from 2012/13: a briefing on communication with parents and briefings from curriculum areas.

Action: Clerk/IDT

The Committee received a progress report on Corporation's training/briefing schedule 2012/13 and considered Corporation's 2013/14 training/briefing schedule.

45.13 Review of Corporation member induction

Members noted that:

- The new Student members of Corporation, Lydia Edwards and Adam Winter, had attended an induction session with the Clerk on 27 September 2012, before their first Corporation meeting, which looked at the roles and responsibilities of Corporation members and went through the papers for the September 2012 Corporation meeting. A further induction session with the Director of Finance and the Clerk had been held on 10 December 2012, which concentrated on funding and finance.
- It was agreed at the April 2013 meeting of the Search & Governance Committee that a follow up session, tailored to new members' requirements, should be standard practice in future.
- Adam Jennison, who joined the Corporation as a new Parent member of Corporation in December 2012, had been unable to attend an induction session with the Clerk and Director of Finance before attending his first meeting on 10 December 2012 and had therefore been sent induction materials electronically before his first meeting;
- An induction session for new student members Louise Hudson and Chen Chen (Jenny) Xu arranged for 8 July 2013 had been postponed to autumn 2013 due to the need to organise a special F&GP Committee meeting on the agreed date/time.

Action: Clerk

The Committee consider a progress report on induction for new Corporation members during 2012/13 and to date.

COMMITTEE MATTERS

45.14 Committee matters: Committee's annual report

It was noted that it had been agreed that the Committee's report to Corporation should cover 2 years and should be e-mailed to members. **Action: Clerk**

45.15 Annual review of Committee's performance checklist & performance indicators

The Committee reviewed its performance checklist for 2012/13, noting that it was fully compliant. It was agreed that a checklist for reviewing committee effectiveness as well as compliance should be developed for use from 2013/14 onwards.

Action: Clerk

The Committee reviewed its 2012/13 performance indicators (PIs), noting that PIs for Committee attendance and quoracy had been achieved or exceeded, review of standing agenda items at relevant meetings was below target at 89% (against a target of 100%), that the Committee performance checklist and PIs had not been reviewed in 2012/13 and targets for dispatch of papers were also below target.

45.16 Governance matters: Documents from the DfE, BIS, EFA, LSIS and other outside bodies: Governance Training Materials- Search Committee

The Committee received the following documents dealing with matters relevant to both search and governance which had been received since the April 2013 meeting of the Committee:

- Search & governance matters: the Department for Business, Innovation & Skills (BIS), with the Department for Education (DfE), had published *A review of further education & sixth form college governance* (July 2013). A briefing from Eversheds summarised the report which covered: recruitment and succession planning; the make-up of governing bodies; recognising the status and importance of governors; and remuneration for governors.
- Search matters: The Association of Colleges in the Eastern Regions (ACER), sponsored by the Learning & Skills Improvement Service (LSIS) had (Feb. 2013) issued a report on the make-up of corporations, which was summarised in the LSIS Summer 2013 Governance Newsletter.
- Governance matters: the Charity Commission had issued updated guidance (*It's your decision: charity trustees & decision making*) on its website. While sixth form colleges were exempt charities (i.e. they did not have to register with the Charity Commission) and their principal regulator for charity purposes was the Secretary of State/EFA, the Charity Commission guidance remained relevant to their work as trustees subject to charity law. The Clerk would highlight the guidance, where relevant, at induction for new Corporation members and take relevant extracts to Corporation, as appropriate. **Action: Clerk**
- Governance matters: LSIS had issued a toolkit to help corporations assess their effectiveness entitled *The effective college board* (2013). Based on the six principles identified in the *Good Governance Standard for Public Services Guide* (2005), it included diagnostic questions and activities to allow corporations to evaluate how effectively they were performing in relation to the following 17 topics: teaching, learning and assessment; leadership and management; vision, mission and values; accountability to stakeholders; performance management of principal/CEO; performance management; understanding the views of staff; reputation and networking; outcomes for learners; strategic planning; diversity on

boards; appraisal of chairs and governors; public value statements; innovation and entrepreneurship; finance & risk; learner voice; and board structure and process. It was recommended that corporations should start with a topic that had already been highlighted through their own self-evaluation process as an area for development. Where a particular theme fell within a committee's remit, the Clerk would present relevant questions and activities associated with that theme to the committee for review.

Action: Clerk

- The NorVlc governor training session held in York in June 2013 (*Improving Governor Performance through Self-Assessment of the Contribution of the Governing Body to the Leadership of the College*) had been based on the LSIS toolkit. The LSIS toolkit and questionnaire considered at the NorVlc training session would be considered in 2013/14 as part of wider review of the effectiveness of Corporation's current self-evaluation questionnaires.

Action: Clerk

The Committee received the Clerk's report on publications issued in 2013 on search and governance matters.

45.17 Final agenda items: Any other business

There was no other business.

45.18 Final agenda items: Risk management

The following risk identified at the meeting was noted: succession planning, including the need to ensure sufficient accountancy/audit expertise on Corporation

45.19 Final agenda items: date of next meeting

It was noted that the Committee was next due to meet on Monday 12 May 2014 at 4.30pm and agreed that the Clerk would contact members concerning a possible meeting on Monday 11 November 2013 at 4.30pm.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation

**SEARCH AND GOVERNANCE COMMITTEE OF CORPORATION
MINUTES OF MEETING 46 (A SPECIAL MEETING) HELD ON 9 DECEMBER 2013**

Present: John Wilson (Chair), Graham Chesters, Mary-Rose Hardy, Mike Noddings
(Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

46.1 Apologies for absence

It was noted that there were no apologies.

46.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting.

Membership matters

46.3 Report on election for parent member of Corporation

The Clerk reported that 7 nominations for the vacancy for a parent member of Corporation had been received and that the deadline for return of ballot papers was 12.12.13. It was noted that the nominees had a range of backgrounds and that Corporation's skills balance could profitably be reviewed once the outcome of the election was known.

The Committee received a report on the election for a parent member of Corporation, noting that 7 nominations for the vacancy had been a healthy response.

Members noted that:

- One of those standing in the parent member election, (*confidential minute*), had expressed an interest in also standing for an ordinary Corporation member vacancy should she not be elected as a parent member of Corporation;
- A nominee, (*confidential minute*), whose application had arrived too late to be included in the parent election (*confidential minute*), had also expressed interest in being considered for an ordinary Corporation member vacancy

It was agreed that the names of those who had expressed an interest in being appointed to Corporation in the ordinary Corporation member category should be added to the Committee's list of people interested in Corporation membership.

Action: Clerk

46.4 Search for a Corporation member(s) with accountancy skills

The Committee noted that:

- A report from an independent consultant into financial management

processes and controls which was undertaken in November 2013 had noted that the lack of an accountant on the Finance & General Purposes (F&GP) Committee was a weakness and that the only qualified accountant on Corporation was the Chair of the Audit Committee.

The Clerk reported that:

- The Education Funding Agency (EFA) and Skills Funding Agency (SFA) Joint Audit Code of Practice Part 2, issued by the funding agencies in July 2013 and in force from 1 August 2013, stated that "The audit committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance and audit and assurance";
- As the Chair of the Audit Committee retired from the Audit Commission some time ago, it was possible that the Audit Committee also required strengthening in this area;
- The person appointed could be a full Corporation member or co-opted to the Audit Committee.

Members noted that the September 2013 meeting of the Committee had noted that the Corporation could be strengthened by the addition of legal and accountancy skills.

The Committee agreed that seeking accountancy skills should now be a priority given the requirements of external organisations and the needs of Corporation.

Members considered College contacts with local accountancy/audit firms. It was noted that, as Baker Tilly were the College's financial statements/regularity auditors, they could not therefore be contacted concerning the possibility of an employee being considered for membership of the Corporation, as this would constitute a conflict of interests. It was noted that some of the College's students had undertaken apprenticeships with local accountancy firms e.g. Dutton Moore, which had sent a representative to the stakeholder meeting held as part of Ofsted's inspection of the College in September 2013.

The Committee agreed that Dutton Moore should be approached concerning the possibility of one of their employees being considered for membership of the Corporation to strengthen expertise in accountancy.

Action: JKT

The Committee agreed that should no-one from Dutton Moore be willing to be considered for Corporation membership, the Chair should write to other local accountancy firms.

Action: Clerk/Chair

Members discussed the size of the Corporation with reference to a general trend for smaller more strategic company boards and governing bodies, noting that sixth form corporations tended to have larger governing bodies due to the inclusion of student, staff and parent members. The Corporation had an agreed membership of 20 members, which was the maximum size permitted under the Instrument of Government. The Committee agreed that the size of the Corporation did not appear to impair its effectiveness and that having a large Corporation membership aided succession planning, as relevant appointments could be made before retirements.

46.5 Clerk's report on Corporation and Committee vacancies

Members received the Clerk's report, noting the following vacancies:

- 3 Corporation vacancies (2 ordinary, 1 parent);
- 2 vacancies on the Personnel Committee;
- 1 vacancy on the Curriculum & Quality (C&Q) Committee.

It was noted that Andrew King had expressed interest in the C&Q Committee vacancy and Andrew Jennison had expressed an interest in the Personnel Committee vacancy and agreed to recommend their appointment to Corporation.

Action: Clerk

Governance matters

46.6 Proposed revision to Corporation eligibility section of the Instrument of Government

The Clerk reported that:

- Corporation had agreed in 2012/13 that the Clerk should consult with the College's solicitors, Eversheds, concerning changes to the Instrument & Articles of Government;
- Corporation had delegated to the Finance & General Purposes (F&GP Committee) a decision on the commissioning of a tailored version of the College's Instrument & Articles of Government from Eversheds, noting that should revised Instrument & Articles of Government be commissioned, any revisions would be returned to Corporation for approval;
- Whilst the F&GP Committee had initially agreed that a tailored version of the Instrument & Articles should be commissioned from Eversheds, the Committee had subsequently agreed at its September 2013 meeting that, taking into account the need to make budget cuts where possible in 2013/14, the Clerk should make minor amendments to the Instrument & Articles of Government for presentation to Corporation and that amendments requiring input from Eversheds should be deferred to 2014/15

As advising Corporation on governance arrangements now fell within the remit of the Search & Governance Committee, the Clerk's recommendation on possible revisions was being presented to the Committee for consideration on recommendation to Corporation.

It was noted that the Clerk was recommending:

- Simplification of the current section in the Instrument of Government on Corporation member eligibility, taking into account relevant guidance to trustees from the Charity Commission;
- The addition of a section giving Corporation the option to suspend members would require input from the College's solicitors, Eversheds;
- The current section on conflicts of interests in the Instrument of Government was generally in line with guidance issued by the Charity Commission but that this could be reviewed further as part of the annual review of governance documents in the autumn.

The Committee received a briefing from the Clerk and agreed to recommend to Corporation that the section in the Instrument of Government on Corporation member eligibility should be revised as outlined by the Clerk.

Action: Clerk/Chair

It was noted that, if the above proposal were approved, revisions would also be required to Corporation's appointment of new members' form and eligibility statement on the register of interest form.

Action: Clerk

Final agenda items

46.7 Any other business

It was noted that there was no other business.

46.8 Risk management

It was noted that no new items of risk had been identified at the meeting.

46.9 Date of next meeting

It was noted that the Committee was next scheduled to meet on Monday 12 May 2014 at 4.30pm and it was agreed that the Clerk would consult with members on holding a meeting 28 January 2014 at 3.30pm.

Action: Clerk

Fiona Bagchi, Clerk to the Corporation



**SEARCH AND GOVERNANCE COMMITTEE OF CORPORATION
MINUTES OF MEETING 47 (A SPECIAL MEETING) HELD ON 25 MARCH 2014**

Present: Mary-Rose Hardy, Mike Noddings (Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

47.1 Apologies for absence

Apologies were received from John Wilson, Chair of the Committee, and Graham Chesters, a Co-opted Committee member. In the absence of John Wilson, Mike Noddings, Vice-Chair of the Committee, chaired the meeting.

47.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting.

Membership matters

47.3 Corporation vacancies: search for Corporation members with accountancy skills

The Committee noted that there were currently 2 vacancies in the ordinary Corporation member category. Review of Corporation's skills mix at the Committee's autumn term 2013 meetings had indicated that the Corporation needed to increase expertise in accountancy on Corporation and on the Audit Committee and the Finance & General Purposes (F&GP) Committees.

Two qualified accountants has expressed an interest in joining Corporation:

- John Gilleard, a partner with Dutton Moore, Chartered Accountants & Business advisers, Hull, and
- Elizabeth Younger who had been the College's Director of Finance between 2001 and 2004. and currently worked for the Brocklesby Estate in North Lincolnshire.

With reference to Ms Younger's candidacy, it was noted that the provisions of the Financial Services Council's UK Corporate Governance Code against which the Corporation reported in its Annual Report (in so far as it applied to the sixth form college sector), stated that a company board should state its reasons if it determined that a director should be considered independent notwithstanding the existence of relationships or circumstances which might appear relevant, including if the director had been an employee of the company within the previous 5 years. It was noted, in this context, that Ms Younger could be considered to be sufficiently independent to serve as a Corporation member as she had last worked for the College more than 9 years ago.

The Committee agreed to recommend to Corporation the appointment of Mr John Gilleard and Ms Elizabeth Younger in the Corporation member category for a period of 4 years, subject to their being eligible to serve, including the completion of satisfactory Disclosure & Barring Service (DBS) checks on appointment.

Action: Clerk/Chair

47.4 Retirement of Sarah Smythe

It was noted that Sarah Smythe, the Principal of Kelvin Hall School, wished to retire from the Corporation. It was noted that Caroline Dawes, an Assistant Principal at the school, had been nominated as her replacement and had met with the Clerk to discuss the role. The Principal reported that Ms Dawes was prepared to serve in the Corporation member category.

The Committee agreed to recommend to Corporation the appointment of Caroline Dawes in the Corporation member category to replace Sarah Smythe on her retirement from Corporation, with the appointment to be for a period of 4 years, subject to their being eligible to serve, including the completion of satisfactory Disclosure & Barring Service (DBS) checks on appointment.

Action: Clerk/Chair

It was noted that the Principal, Jay Trivedy, would be retiring from the governing body of Kelvin Hall School and that David Green, a Head of Faculty at the College, had indicated that he would be willing to serve on the school's governing body to replace the Principal.

The Committee discussed the ending of Jim Darmody's term of office as a teaching staff member of Corporation in May 2014, noting that he was considering whether to stand for a further term now that he was also a member of the governing body of Thomas Ferens Academy, which the College co-sponsored. The Clerk would advertise the vacancy and an election would be held if more than one nomination was received.

Action: Clerk

Training

47.5 Report on training

The Committee considered with reference to the 2012/13 Audit Findings Report from Baker Tilly, the College's financial statements/regularity auditors whether training to be provided to Corporation in financial matters and/or, more generally, challenge should be added to Corporation's training/briefing schedule. It was noted that new members of Corporation received training in finance and funding at induction and that briefings on finance and/or funding had been included in Corporation's briefing schedule at appropriate intervals on a cyclical basis, with an update now due.

Members noted that since the abolition of the Learning & Skills Improvement Service at the end of 2012/13, there had not been a sector body regularly providing governance courses. NorVlc had provided courses for governors in recent years, although not specifically in the areas noted above. Using external trainers who could adapt any training to Corporation's particular circumstances could be an option. With reference to general governance training, there were a number of trainers, locally and nationally, who might be considered e.g. Ron Hill, a former senior college manager and current Clerk in West Yorkshire who had led the recent NorVlc governance courses, or Jo Matthews, a former Deputy Principal and governor in the South West. With reference to finance training, it was noted that Beej Kaczmarczyk, Principal Consultant at EDI/Sector Training, had a sector-wide reputation for easy to understand finance training.

It was noted in response to members' questions that all new members of Corporation received training in safeguarding and equality and diversity and updates in these areas were provided to Corporation as appropriate. It was agreed that there was a

need to ensure that Corporation remained aware of any developments in Ofsted's Common Inspection Framework (CIF).

Action: Clerk

The Committee considered areas for future Corporation training and agreed to recommend to Corporation that Beej Kaczmarczyk, Principal Consultant at EDI/Sector Training, should be approached concerning the provision of finance training to Corporation.

Action: Clerk/Chair

Final agenda items

47.6 Any other business

There was no other business.

47.7 Risk management

It was noted that no new items of risk had been identified at the meeting.

47.8 Date of next meeting

It was noted that the Committee was next scheduled to meet on Monday 12 May 2014 at 4.30pm.



**SEARCH AND GOVERNANCE COMMITTEE OF CORPORATION
MEETING 48 HELD ON 2 JUNE 2014**

Present: John Wilson (Chair), Mary-Rose Hardy, Mike Noddings (Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

48.1 Apologies for absence

Apologies were received from Professor Graham Chesters, a Committee member.

48.2 Declaration of interests

Mary-Rose Hardy asked for her standing declaration that she was a member of East Riding of Yorkshire Council to be recorded at the start of the meeting.

Minutes of previous meetings, action tables & matters arising

48.3 Minutes of the meeting held on 2 Sept. 2013 & matters arising and actions

The minutes of meeting 45 held on 2 September 2013 were approved.

Action table arising from the meeting held on 2 Sept. 2013

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 It was noted that the Committee's recommendations on policies & procedures had been approved at the February 2014 meeting of Corporation (45.5).
- 2 The Clerk would update the wording of the self-assessment questionnaire, where required, for use in 2014 (45.5).

Action: Clerk
- 3 The Curriculum & Quality (C&Q) Committee would next review the Student Charter in June 2014 and would report to the July 2014 meeting of Corporation (45.5).
- 4 The new Director of Finance, whose job description included risk management, was reviewing and updating the College's risk management process with the Director of Resources. It was noted in response to members' questions, that a review of the College's risk register was a standing agenda item for each meeting of the Audit Committee (45.5)
- 5 Two qualified accountants had been appointed as Corporation members at the May 2014 Corporation meeting, on the recommendation of the Committee (45.9).
- 6 A minor revision to the wording of Corporation's Constitution concerning the nomination of Student Corporation members from the Student Executive would be

considered later on the agenda (45.10).

- 7 A report on equality, diversity and skills had been included in the College's Annual Report & Financial Statements approved at the Feb. 2014 meeting of Corporation, as agreed (45.11).
- 8 Corporation approved a commitment to a gender balance which reflected the community it served when approving the College's Annual Report & Financial Statements approved at the Feb. 2014 meeting of Corporation (45.11).
- 9 A briefing on Ofsted's Common Inspection Framework (CIF) had been given to the Sept. 2013 meeting of Corporation, as agreed (45.12).
- 10 A briefing on Corporation's briefing/training schedule was on the agenda (45.12)
- 11 The Clerk had arranged an induction session for Student Corporation members, Louise Hudson and Jenny Xu, in Sept. 2013, with a further review of papers/follow-up session in Feb. 2014 (45.13).
- 12 It was noted that it had been agreed that Committee annual reports, with the except of the Audit Committee report, should be discontinued from 2014/15 (45.14).
- 13-14 The Clerk would use relevant themes from LSIS's "The effective college board (2013)" to help produce an effectiveness section on committee checklists, where appropriate, from 2014/15 (45.15 & 16).

Action: Clerk
- 15 The Sept. 2013 meeting of Corporation had agreed, on the recommendation of the C&Q Committee, to use a collective self-assessment questionnaire annually based on Ofsted's Common Inspection Framework (CIF) (45.16).
- 16 A meeting of the Committee had been arranged for 9 Dec. 2013 (45.19)

48.4 Minutes of the Special meeting held on 9 Dec. 2013 & matters arising and actions

The minutes of meeting 46 held on 9 December 2013 were approved.

Action table arising from the meeting held on 9 Dec. 2013

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 A report on the database of people interested in joining Corporation was on the agenda (46.3).
- 2-3 As noted above, John Gilleard, a qualified accountant and partner with Dutton Moore, had been appointed to Corporation at its May 2014 meeting, on the recommendation of the Committee (46.4).
- 4 Andrew King and Adam Jennison had attended the spring term meetings of the C&Q and Personnel Committees respectively and had been formally appointed as members of those Committees at the May 2014 Corporation meeting (46.5).

5 A revision of the section on Corporation member eligibility in the Instrument of Government was approved at the Feb. 2014 meeting of Corporation, together with relevant revisions to Corporation's eligibility form and register of interests, on the recommendation of the Committee (46.6)

6 A meeting of the Committee had been arranged for 25.3.14 at 4.00pm (46.9)

48.5 Minutes of the Special meeting held on 25 Mar. 2014 & matters arising and actions

The minutes of meeting 47 held on 25 March 2014 were approved.

Action table arising from the meeting held on 25 Mar. 2014

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

1 As noted above, John Gilleard and Elizabeth Younger had been appointed as Corporation members at the May 2014 Corporation meeting (47.3).

2 Caroline Dawes, Assistant Principal at Kelvin Hall School, had been appointed as a Corporation member at the May 2014 Corporation meeting (47.4)

3 2 nominations for the vacancy for a teaching staff member of Corporation had been received and an election was being held week commencing 2 June 2014 (47.4).

4 Developments in the Ofsted's Common Inspection Framework (CIF) would be kept under review and briefings provided to Corporation as appropriate (47.5).

5 A recommendation that Beej Kaczmarczyk, Principal Consultant at EDI/Sector Training, should be approached concerning the provision of finance training to Corporation had been agreed at the May 2014 Corporation meeting (47.5).

Membership matters

6 Review of database of people interested in joining Corporation

Members noted that the Committee's list of those interested in Corporation membership included 2 names (confidential minute).

It was noted that no suitable vacancies had, however, arisen during the year to date, as the priority had been to appoint qualified accountants to enhance financial expertise on Corporation.

The Committee agreed that the Clerk would write to those on the database, thanking them for their interest and whether they wished to remain on the list in 2014/15.

Action: Clerk

It was agreed that a further expression of interest received through the School Governors One Stop Shop), which matched schools and colleges with potential governors, should be considered under the next item.

7 Review of Corporation composition and audit of skills table

Committee received the Clerk's report on Corporation composition and the audit of Corporation members' skills, noting that:

- The Corporation had an agreed membership of 20;

- There was currently 1 vacancy for an elected teaching staff member of Corporation, with 2 nominations having been received and an election being held during the week commencing 2 June 2014;
- Expertise in accountancy/audit on the Corporation had been strengthened by the appointment of 2 accountants at the May 2014 meeting of Corporation meeting.

The Committee completed its review of the Corporation composition report, membership tables and the Corporation skills audit table before reviewing Corporation and Committee vacancies.

8 Clerk's report on Corporation and Committee vacancies

Members received a report from the Clerk on current and forthcoming Corporation vacancies, noting that:

- The Student Association Executive's nominations to 2 Student member of Corporation vacancies would be made at the July 2014 meeting of Corporation;
Action: Clerk/Chair
- With reference to the longer term, 3 Corporation member vacancies would arise between Feb. & Sept. 2015 following the ending of the current terms of office of Phil Taylor, Jackie Goodman and John Shipley.

Members received a report from the Clerk on current and forthcoming Committee vacancies, noting that:

- The vacancy on the Student Committee for a staff member would be filled following the election for a teaching staff member of Corporation on 6 June 2014;
- There remained a vacancy on the Student Committee, following the resignation of Sarah Smythe;
- Following the ending of Jim Darmody's term of office on 12.5.14, a vacancy had arisen on the Finance & General Purposes (F&GP) Committee, although Elizabeth Younger had been appointed to the Committee on 15.5.14;
- There was a vacancy on the Personnel Committee.

The Committee discussed the expression of interest received through the School Governors One Stop Shop (SGOSS) from Mr Steven Sellers, who was interested in Corporation membership, noting that the Clerk had explained to him that there was currently no vacancy in the ordinary Corporation member category. It was noted that Mr Sellers was a former Wyke student, had a law degree, a post graduate diploma in legal practice and ran his own business offering human resources services, employment law and tribunal advice, and advice on contract law, drafting and negotiation. Members noted that the Personnel Committee had lost legal skills during the last year and that Mr Sellers' knowledge of employment law would enhance the Personnel Committee's current skills mix.

The Committee agreed to invite Mr Sellers to the June 2014 Personnel Committee as an observer and to make a recommendation to the July 2014 meeting of Corporation on his appointment as an external co-opted member of the Personnel Committee.

Action: Clerk/ Chair

The Committee noted that Caroline Dawes, who was Assistant Principal at Kelvin Hall School and a recent member of Corporation, was not currently a member of a committee, noting that the Head of Kelvin Hall School, Sarah Smythe, had been a member of the Student Committee before her resignation from Corporation.

It was agreed that the Clerk would speak to Caroline Dawes concerning her interest in Committee membership.

Action: Clerk

It was noted that should Jim Darmody be re-elected as a Teaching Staff member of Corporation, he would keep his current Committee memberships, in line with Corporation's practice.

The Committee received the Clerk's report on Corporation and Committee vacancies.

Corporation training

9 Review of Corporation briefing & training schedule

The Search & Governance Committee received a report on Corporation's training/briefing schedule for 2013/14, noting that due to the need to concentrate on financial matters in 2013/14:

- The only training/briefing session given to full Corporation in 2013/14 had been a briefing on Ofsted's new Common Inspection Framework (CIF) (Sept. 2013);
- A briefing on communication with parents had been postponed to 2014/15;
- Briefings from curriculum areas had not been given to Corporation in 2013/14 although the C&Q Committee had received briefings relating to self-assessment from Heads of Faculty at its March 2014 meeting.

Action: Clerk/JKT/IDT

It was noted that the May 2014 meeting of the Corporation had agreed, on the recommendation of the Search & Governance Committee, that Beej Kaczmarczyk, Principal Consultant at EDI/Sector Training, should be approached concerning the provision of finance training to Corporation in 2014/15.

Action: Clerk

It was noted with reference to individual Corporation member training that the Personnel Manager had confirmed in Sept. 2013 that all Corporation members had undertaken/updated individual training in safeguarding and/or equality and diversity in advance of the Ofsted inspection in autumn 2013. Training was undertaken either using an online course or by attending sessions provided by the Personnel Manager. Equality & diversity and safeguarding training would be arranged for the following new Corporation members: Caroline Dawes, Elizabeth Younger, John Gilleard.

Action: Clerk/JEA/JD

It was noted that no Corporation members had attended external training events year to date. The Learning and Skills Improvement Service (LSIS) on-line *Governance Training Materials* (GTM) for corporation members of FE colleges and the Sixth Form Colleges' Forum/Association's accompanying guidance document, had, however, been placed on the Corporation section of Moodle during 2013/14 and relevant extracts had also been presented to Corporation's committees during 2012/13 and 2013/14.

The Committee received the Clerk's report on Corporation's training/briefing schedule.

Corporation policies & procedures

10 Annual review of Corporation policies & procedures

It was noted that, under its standing agenda item list, the Committee considered the policies and procedures listed below annually, recommending any revisions to Corporation.

- Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members
- Annex A: Corporation Constitution
- Annex B: Skills Audit form
- Annex C: Role Description
- Annex D: Person Specification
- Annex E: Re-appointment criteria

- Annex F: Eligibility criteria - Charity Commission: summary of sections 178 - 180 of the Charities Act 2011

The Committee agreed that no changes were required to the above policies and procedures, noting, however, that a minor revision to the wording of Annex A (Corporation Constitution) which had been considered at the Dec. 2013 meeting of the Committee and approved for recommendation to Corporation had been omitted from Corporation's Feb. 2014 agenda and would therefore be presented to the July 2014 meeting of Corporation.

Action: Clerk/Chair

Committee matters

11 Review of Committee terms of reference & standing orders

It was noted that, under its standing agenda item list, the Committee reviewed its terms of reference and standing agenda item list annually, making recommendations on any revisions to Corporation.

The Committee agreed to recommend to Corporation the following minor changes to the Committee's terms of reference and standing agenda item list:

- ***The addition of a reference to the Committee's terms of reference to the Committee making recommendations to Corporation on appointments to Corporation's committees, to reflect the Committee's current practice;***
- ***The addition of "Risk management" to the Committee's standing agenda item list, to reflect the Committee's current practice;***
- ***Removal of an annual Committee report from the Committee's standing agenda item list, noting that it was proposed by the F&GP Committee that committee annual reports should be discontinued from 2014/15 to streamline agendas, with the exception of the Audit Committee Annual Report which was a requirement of the EFA/SFA Joint Audit Code of Practice.***

Action: Clerk/Chair

Documents from outside bodies: search & governance matters

12 Documents from the DfE, BIS, EFA, LSIS and other outside bodies

It was noted that there was nothing to receive under this heading.

Final agenda items

13 Any other business

It was noted that there was no other business.

14 Risk management

It was noted that there were no new items of risk identified at the meeting.

15 Date of next year's meetings

The Clerk would consult with members on the following proposed meeting dates for 2014/15: Mon. 15 Sept. 2014 and Mon. 11 May 2015 at 4.30pm.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation

**SEARCH AND GOVERNANCE COMMITTEE OF CORPORATION
MINUTES OF MEETING 49 HELD ON 18 SEPTEMBER 2014**

Present: John Wilson (Chair), Mike Noddings (Vice Chair), Jay Trivedy (Principal)

Clerk: Fiona Bagchi

49.1 Apologies for absence

Apologies for absence were received from Committee members, Mary-Rose Hardy and Graham Chesters.

49.2 Declaration of interests

There were no declarations of interests.

49.3 Election of Chair & Vice-Chair

John Wilson was elected as Chair of the Committee for 2014/15: proposed Jay Trivedy, seconded Mike Noddings.

Mike Noddings was elected as Vice-Chair of the Committee for 2014/15: proposed Jay Trivedy, seconded John Wilson.

Minutes & matters arising

49.4 Minutes of the meeting held on 2 June 2014

The minutes of the meeting held on 2 June 2014 were approved.

49.5 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 It was noted that Corporation had agreed to use a collective self-assessment questionnaire in 2014 based on Ofsted's Common Inspection Framework (CIF) and that the individual self-assessment question had therefore not been updated (48.3).

Action: Clerk

- 2 The Clerk would use relevant themes from LSIS's "The effective college board (2013)" to help produce an effectiveness section on committee checklists, where appropriate, from 2014/15 e.g. an example relevant to the Committee's work would be considered later on the agenda (48.3).

Action: Clerk

- 3 The list of individuals who had expressed an interest in Corporation membership would be considered later on the agenda (48.6).

- 4 Raphael Floresca and Anna Terentjeva had been appointed as Student members of Corporation at the July 2014 meeting of Corporation (48.8).
- 5 Steve Sellers had attended as an observer at the June 2014 Personnel Committee meeting and had been appointed to the Committee at the July 2014 Corporation meeting, on the recommendation of the Search & Governance Committee (48.8).
- 6 Caroline Dawes had been appointed to the Curriculum & Quality Committee at the July 2014 Corporation meeting (48.8).
- 7 A report on Corporation training/briefing sessions was on the agenda (48.9).
- 8 The Clerk was arranging finance training for Corporation members with Sector Training, which would take place later autumn term 2014 (48.9).
- 9 Equality & diversity, and safeguarding training would be provided for new Corporation members (48.9).
Action: JEA/JD
- 10 Minor amendments had been made, on the recommendation of the Committee, to the wording of Corporation's Constitution at the July 2014 meeting of Corporation to better reflect Corporation's practice in relation to the appointment of the Student members of Corporation (48.10).
- 11 Revisions to the Committee's terms of reference and standing agenda item list would be recommended to Corporation at Corporation's annual review of committee procedures in Sept. 2014 (48.11).
Action: Chair
- 12 It had been agreed at the Committee's June 2014 meeting that the Clerk would contact members to consult on the following proposed Committee meeting dates for 2014/15: 15 Sept. 2014 and 11 May 2015 at 4.30pm. Following consultation the following meeting dates had, however, instead been agreed: Thurs. 18 Sept. at 1.00pm and to 1 June at 3.30pm (48.15).

49.6 Annual review of confidential minutes

The Committee completed its review of confidential Committee minutes produced during 2013/14 and agreed that they should remain confidential as they contained personal data.

Membership matters

49.7 Review of Corporation composition and audit of skills table

The Committee considered the Clerk's report on the composition of the Corporation, including the table of Corporation members' skills. Members noted that:

- The Corporation had an agreed membership of 20;
- There were currently 18 Corporation members, with vacancies for an elected Support Staff member and a Parent member of Corporation;
- 28% (5/18 members) of the current complement of 18 Corporation members were female but Mary-Rose Hardy was due to retire from the Corporation following its Sept. 2014 meeting, which would reduce female representation to 4/17 members i.e. 24%;
- BME (Black & Minority Ethnic) representation on Corporation was 17% (3/18),

- using the Census categories;
- The 2010 Sixth Form Colleges Forum (SFCF) Governor survey had indicated that, on average, about two-thirds of governors in sixth form colleges were male, with a similar result arising from a survey of FE and sixth form college governors in the Association of Colleges' Eastern Region undertaken in Feb. 2013 (B Godbold, *The make-up of ACER members' corporations*);
- BME representation in the SFCF 2010 survey averaged 9%;
- The Financial Services Council's revised UK Corporate Governance Code (Sept. 2012), against which the Corporation reported in its Annual Report (in so far as it applied to the sixth form college sector), stated that an annual report should include reference to the board's policy on diversity, including gender and any targets set in the section on the board's nominations committee and should include evaluation of members' skills and diversity in the board's evaluation of its effectiveness;
- A report on equality, diversity and skills had been included in the College's 2012/13 Annual Report & Financial Statements approved by the Corporation at its Feb. 2014 meeting, including a long-term target committing Corporation to a gender balance which reflected the community it served;
- The Sept. 2013 meeting of the Search & Governance Committee had agreed that, in the shorter term, the Committee would seek to ensure that Corporation's gender balance was no worse than the sector average.

Members noted, with reference to the skills audit table that Corporation had a good general skills mix and was particular strong in the areas of education and finance but that legal and personnel expertise could usefully be strengthened. As part of succession planning, Steve Sellers, a legal and human resources training consultant, had therefore been appointed as an external co-opted member of the Personnel Committee.

The Committee received the Clerk's report on the composition of the Corporation, including the table of Corporation members' skills, before considering Corporation and Committee vacancies.

49.8 Clerk's report on Corporation and Committee vacancies

The Committee considered the Clerk's report on Corporation and Committee vacancies.

(i) Parent member of Corporation vacancy

Members noted that:

- Jayne Botham had resigned as an elected Parent member of Corporation in July 2014, having been appointed in Feb. 2014, noting that Parent members of Corporation were appointed for up to 4 years or until their child left the College i.e. they would normally serve for at least 2 years.

The Committee agreed to recommend to Corporation that the runner-up in the 2013/14 election, Andrew Clifford, should be appointed to the vacancy for a Parent member of Corporation for the remainder of Jayne Botham's period of office (i.e. until 25.2.18) or until his child left the College whichever was the sooner, subject to his being willing to accept appointment and with appointment subject to meeting Corporation's eligibility requirements, including a Satisfactory Disclosure & Barring (DBS) service check.

Action: Clerk/Chair

It was agreed that if Andrew Clifford were to be willing to accept appointment as a Corporation member, he should be invited to attend the Sept. 2014 Corporation meeting as an observer.

Action: Clerk

(ii) Support Staff member of Corporation vacancy

Members noted that:

- Ray Hutton, the elected Support Staff member of Corporation, had left the College in July 2014;
- Nominations would be sought from support staff members and, if more than one was received, an election would be held during the autumn term.

Action: Clerk

(iii) Corporation member vacancy

Members noted that:

- Mary-Rose Hardy would retire as an ordinary Corporation member on 30 Sept. 2014 and, while her original nomination had been in the local authority nominee category, this category of membership no longer existed under the Instrument of Government;
- Mary-Rose Hardy's retirement would affect the Corporation's gender balance, noting that there were 2 female candidates on the Committee's list of individuals who had expressed an interest in joining Corporation (*confidential minute*).

The Committee agreed that John Wilson, as Chair of Corporation and the Search & Governance Committee, and the Principal should meet with the 2 candidates noted above to allow the Committee to make a recommendation on appointment at Corporation's December 2014 meeting, if appropriate.

Action: Clerk/Chair/Principal

Members noted that John Shipley, a member of Kingston upon Hull City Council, was currently a Corporation member in the ordinary Corporation member category and a member of the Audit Committee. Members noted that, in addition to his local authority connection, John Shipley had general skills and expertise which benefited Corporation e.g. skills in framing appropriately challenging questions and knowledge of financial matters.

(iv) Re-appointment of Phil Taylor for a second term of office

Members noted that:

- Phil Taylor's first 4-year term of office as an ordinary Corporation member would end on 16 Feb. 2015.

Having conducted a positive review of Phil Taylor's performance as a Corporation member against Corporation's re-appointment criteria and noting that he had skills and expertise which were still relevant to the Corporation's needs, the Committee agreed to recommend his re-appointment for a second 4-year term of office from 17 Feb. 2015, subject to Phil Taylor being willing to accept re-appointment.

Action: Chair

(v) Committee vacancies

The Committee noted a vacancy on the Student Committee and, following Mary-Rose's retirement from Corporation in Sept. 2014, vacancies on the Personnel Committee and the Search & Governance Committee.

The Committee agreed to recommend to Corporation, subject to the proposed candidates being willing to accept appointment:

- ***The appointment of Caroline Dawes to the Student Committee;***
- ***The appointment of Phil Taylor to the Search & Governance Committee;***
- ***The appointment of Andrew King to the Personnel Committee.***

Action: Clerk/Chair

The Committee noted a vacancy on the Remuneration Committee, agreeing not to make a recommendation at the present time but to review the vacancy later in 2014/15.

Action: Clerk

(Confidential minute).

The Committee completed its review of current and forthcoming Corporation and Committee vacancies, agreeing the actions noted above.

Corporation training

49.9 Review of Corporation induction & training/briefing schedule

Members reviewed arrangements for Corporation member induction and training.

Members noted that all new Corporation members had completed induction sessions in 2013/14 and in 2014/15 to date, with the following exception: a briefing session from the Director of Finance on funding and finance for John Gilleard and Elizabeth Younger, due to be given during summer term 2014, had to be postponed and would take place during autumn term 2014.

Action: Clerk/Director of Finance

Members noted that during 2013/14:

- A briefing on Ofsted's Common Inspection Framework, Sept. 2013;
- Individual Governors had complete or updated equality & diversity &/or safeguarding training in Sept. 2013.

Members noted with reference to Corporation's training & briefing schedule for 2014/15 that:

- A briefing on communication with parents would be given;

Action: Clerk/JKT/IDT

- A Corporation training session on finance led by Sector Training was being arranged for autumn term 2014;

Action: Clerk

- The Clerk had contacted the Personnel Manager, Jenny Anderson, and the Designated Person in relation to safeguarding, Jim Darmody, concerning the provision of equality & diversity and safeguarding training for Caroline Dawes, Elizabeth Younger and John Gilleard during autumn 2014.

Action: Clerk/JEA/JD

The Committee received a report on Corporation induction and training.

Committee matters

49.10 Review of Committee checklist & performance indicators 2013/14

The Committee's completed the Committee's 2013/14 performance indicators and its 2013/14 performance checklist, noting that it was fully compliant with the checklist.

Members noted that it had been agreed that the Clerk would include relevant themes from the Learning & Skills Improvement Service (LSIS) "The effective college board (2013)" to help produce an effectiveness section on committee checklists, where appropriate, from 2014/15. The LSIS questionnaire on diversity in governance had therefore been included with the Committee's procedural annual checklist. The following responses were agreed:

- The Committee's regular review of Corporation composition confirmed that the Corporation was representative of stakeholders in terms of ethnicity but not gender;
- A report on equality, diversity & skills had been included in the College's

2012/13 Annual Report & Financial Statements (including a long-term target committing Corporation to a gender balance which reflected the community it served) and had been approved by the Corporation at its Feb. 2014 meeting, with the Sept. 2013 meeting of the Search & Governance Committee agreeing that, in the shorter term, the Committee would seek to ensure that Corporation's gender balance was no worse than the sector average;

- To ensure that each representative's voice can be effectively heard and that there is diversity of challenge, the Chair makes clear to new members that all members are expected to contribute at meetings, invites contributions from Corporation members at meetings, and members were invited to state if they disagreed with discussions or decisions e.g. 2 accountants had been appointed to Corporation in 2014 to enhance financial challenge.

It was agreed that the Clerk would type up the Committee's responses to the LSIS questionnaire on diversity in governance, for grading by the Committee and for signing by the Chair.

Action: Clerk/Chair

The Committee completed its review of the Committee's 2013/14 performance checklist and performance indicators.

Documents from outside bodies: search & governance matters

49.11 Documents from the DfE, BIS, EFA, LSIS and other outside bodies

It was noted that there was nothing to receive under this item.

Final agenda items

49.12 Any other business

There was no other business.

49.13 Risk management

No new items of risks were identified at the meeting.

49.14 Date of next meeting

It was noted that the Committee was next due to meet on Mon. 1 June 2015 at 3.30pm.

Fiona Bagchi
Clerk to the Corporation

**SEARCH AND GOVERNANCE COMMITTEE OF CORPORATION
MINUTES OF MEETING 50 HELD ON
24 MARCH 2015**

Present: John Wilson (Chair), Mike Noddings (Vice Chair), Phil Taylor, Jay Trivedy (Principal)
Clerk: Fiona Bagchi

50.1 Apologies for absence

There were no apologies for absence.

50.2 Declaration of interests

Mike Noddings declared that he knew of one of the candidates to be considered below through his previous work with the local education authority (confidential minute).

50.3 Clerk's report on Corporation and Committee vacancies

The Clerk reported that there had been a vacancy in the ordinary Corporation member category following the resignation of Mary-Rose Hardy in Sept. 2015. Three potential candidates, who had expressed an interest in joining the Corporation, were invited to interview. Two had responded to the invitation and had been interviewed by the Chair & Vice-Chair of Corporation and the Principal.

(Confidential minute).

It was noted that, while Corporation has a good skills mix in general (and was particularly strong on educational and financial expertise), legal expertise and expertise in personnel matters has been lost following the resignations of George Coyle (July 2013) and Mary-Rose Hardy. It was noted that one of the candidates had originally been a teacher and was now a businessman. The second candidate, Steve Sellers, who was a former Wyke student with an employment law background, had been a co-opted member of the Corporation's Personnel Committee since Nov. 2014 and was also a Governor at Hall Road Academy.

Taking into account Corporation's current skills audit, the Committee agreed to recommend to Corporation the appointment of Steve Sellers as a Corporation member in the ordinary category for a period of 4 years, with appointment subject to eligibility and Disclosure and Barring Service (DBS) checks.

Action: Chair

Final agenda items

50.4 Any other business

There was no other business.

50.5 Risk management

No new items of risk had been identified at the meeting.

50.6 Date of next meeting

It was noted that the Committee was next scheduled to meet on Mon. 1 June 2015 at 3.30pm.

Fiona Bagchi
Clerk to the Corporation



**SEARCH AND GOVERNANCE COMMITTEE OF CORPORATION
MINUTES OF MEETING 51 HELD ON 1 JUNE 2015**

Present: John Wilson (Chair), Mike Noddings (Vice Chair), Jay Trivedy (Principal)
Clerk: Fiona Bagchi

51.1 Apologies for absence

Apologies were received from Committee member, Phil Taylor.

51.2 Declaration of interests

There were no declarations of interest.

Minutes & matters arising

51.3 Minutes of the meeting held on 18 Sept 2014

The minutes of the meeting held on 18 Sept. 2015 were approved.

51.4 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 It was noted that Corporation has agreed to replace the individual self-assessment questionnaire with a collective self-assessment questionnaire from 2014 based on Ofsted's Common Inspection Framework (CIF) (49.5).
- 2 The LSIS questionnaire on diversity in governance had been included with the Committee's procedural annual checklist at the Committee's Sept. 2014 meeting (49.5).
- 3 It was noted that the Personnel Manager, Jenny Anderson, had produced a report on Corporation members who had still to complete on-line training (49.5).
- 4 Revisions to the Committee's terms of reference & standing agenda item list had been approved at Corporation's Sept. 2014 meeting (49.5).
- 5 The Sept. 2014 Corporation meeting had appointed Andrew Clifford, to the vacancy for a Parent member until 25.2.18 or until his child left the College whichever was the sooner (49.8).
- 6 Andrew Clifford had attended the Sept. 2014 Corporation meeting as an observer, prior to appointment (49.8).
- 7 Two nominations had been received for the Support Staff vacancy but, following the withdrawal of 1 of the nominations, Justine Wilkinson was considered to have been elected unopposed and was appointed at the Dec. 2014 Corporation meeting (49.8).

- 8 It was noted that a meeting between the Chair and Principal with 2 female candidates for the vacancy on Corporation had been arranged during late autumn term 2015 but both candidates had been unable to attend on the day. The meeting had been re-arranged for spring term 2015, by which time 1 of the candidates had left the area and the other was again unable to attend. 2 males candidates had been interviewed and Steve Sellers had been recommended to Corporation and appointed in the ordinary Corporation member category (49.8).
- 9 Corporation had re-appointed Phil Taylor as a member in the ordinary Corporation category from Feb. 2015 (49.8).
- 10 Caroline Dawes had been appointed to the Student Committee and Phil Taylor had been appointed to the Search & Governance Committee. Andrew King had been unable to accept appointment to the Personnel Committee (49.8).
- 11-12 The vacancy on the Remuneration Committee had been included on the agenda, together with the vacancy for an external co-opted committee member on the Search & Governance Committee (49.8).
- 13 The Director of Finance had provided an induction session for Elizabeth Younger and John Gilleard on finance & funding on 16 Dec. 2014 (49.9).
- 14 A report on the 2014/15 training/briefing schedule was on the agenda (49.9).
- 15 As noted at action 3 above, the Personnel Manager, Jenny Anderson, had produced a report on Corporation members who had still to complete on-line training (49.9).
- 16 The Clerk had typed the Committee's responses to the LSIS questionnaire on diversity in governance, for grading by the Committee and for signing by the Chair at the Committee's June 2015 meeting (49.10).

51.5 Minutes of the meeting held on 24 Mar. 2015

The minutes of the meeting held on 24 Mar. 2015 were approved.

51.6 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 The May 2015 meeting of Corporation had appointed Steve Sellers as a Corporation member in the ordinary category for a period of 4 years, with appointment subject to eligibility and Disclosure and Barring Service (DBS) checks (50.3).

Membership matters

51.7 Review of Corporation composition and audit of skills table

Members received the Clerk's report, noting that:

- Corporation had an agreed membership of 20, with the following vacancies due to arise by July/Aug. 2015: vacancies for 2 student members and 2 parent members of Corporation
- 25% (5/20 members) of the current complement of Corporation members were female with 60% (3/5) in directly appointed categories & 40% (2/5) in the elected/nominated category i.e. female representation on Corporation was lower than that for the College's staff and student populations and sector averages while Black & Minority Ethnic (BME) representation, at 15%, was above that for the student & local populations as recorded in 2014/15 and in 2011 respectively and also above the sector average;
- *A Practical Guide to Improving the Diversity of College Boards* (Mar. 2015), sponsored by the Association of Colleges (AoC) and the Education & Training Foundation (ETF) and produced by the Women's Leadership Network (WLN), confirmed a the gender split noted in previous reports of around one-third women and two-thirds men on college boards;
- Corporation's long-term target was an equal gender balance, with the Search & Governance Committee having an agreed shorter term target that the Committee would seek to ensure that Corporation's gender balance was no worse than the sector average;
- Corporation had a good general skills mix, with legal and personnel skills having been strengthened by the appointment of Steve Sellers, a legal and HR training consultant, as a Corporation member in May 2015.

The Committee received the Clerk's report on Corporation composition and the audit of skills table.

51.8 Database of individuals interested in Corporation membership

It was noted that there were no names on the database of individuals interested in Corporation membership.

51.9 Clerk's report on Corporation and Committee vacancies

The Committee considered the Clerk's report on Corporation and Committee vacancies.

Corporation vacancies

The Committee noted that:

- The term of office of Student members of Corporation, Anna Terentjeva and Raphael Floresca would end during the current term, with their successors to

- be nominated from the College's Student Association Executive;
- The terms of office of Parent members of Corporation, Andrew Clifford and Adam Jennison would end on 31.8.15.

Members noted in discussion that Wilberforce Sixth Form College now appointed parent members of Corporation following self-nomination and interview rather than following nomination and election, as at Wyke. It was noted that the College's experience was that some parents were willing to be nominated but were unwilling to stand in an election and that turnout at elections for parent members of Corporation was generally low. Members noted that the procedure adopted by Wilberforce overcame these problems and also permitted parent members to be appointed with reference to Corporation's skills needs.

The Committee agreed that the Clerk should prepare a recommendation on the possible adoption of a self-nomination and interview model for the appointment of parent members of Corporation.

Action: Clerk

The Search & Governance Committee reviewed, with reference to Corporation's re-appointment criteria, the skills and performance of Corporation members in the ordinary Corporation member category whose current terms of office were due to end in Sept. 2015. Members noted that:

- Jackie Goodman, an Associate Dean at Hull College, whose term of office as a member in the ordinary Corporation category was due to end in 1 Sept. 2015 had skills and expertise which remained relevant to Corporation's needs e.g. expertise in education (including knowledge of the sixth form college & FE sectors) and of safeguarding. She was a member of the Corporation's Curriculum & Quality Committee and had also acted as Investigating Officer in a College grievance.
- John Shipley, whose current term of office as a member in the ordinary Corporation category was due to end on 28 Sept. 2015, had skills and expertise which remained relevant to Corporation's needs e.g. recent knowledge of local government as a Councillor (until May 2015) and had financial ability which made him a useful member of the Audit Committee.

Committee vacancies

The Search & Governance noted a vacancy on each of the Remuneration and the Search & Governance Committees and 2 vacancies on the Personnel Committee. Members noted with reference to the vacancies on the Search & Governance and the Personnel Committees that neither committee currently had female representation, while more than 50% of the College's staff was female, there was an equal gender balance amongst senior post-holders, and there was an under-representation of female Corporation members on Corporation. The Committee therefore agreed to recommend to Corporation the appointment of Jackie Goodman to the Remuneration Committee and John Shipley to the Personnel Committee and to seek to co-opt external female committee members (if possible) to the remaining committee vacancies, as part of long-term succession planning in relation to Corporation membership.

It was agreed that the Clerk would investigate the possibility of advertising the co-opted vacancy on the Search & Governance Committee through the Women's Leadership Network (WLN) website. The Principal had contacted Dina Lewis, Dean of the Faculty of Education at the University of Hull, concerning the vacancy.

Action: Clerk/JKT

The Committee agreed to recommend to Corporation:

- ***The re-appointment of Jackie Goodman in the ordinary Corporation member category for a period of 4 years from 1 Sept. 2015;***
- ***The re-appointment of John Shipley in the ordinary Corporation member category for a period of 4 years from 28 Sept. 2015;***
- ***The appointment of Jackie Goodman as a member of the Remuneration Committee;***
- ***The appointment of John Shipley as a member of the Personnel Committee (subject to his being willing to accept appointment.***

Action: Chair

Corporation training

51.10 Review of Corporation induction & training/briefing schedule

The Committee considered the Clerk's report on induction and training, noting:

- Induction for new members undertaken in 2014/15;
- Training for full Corporation had included finance and funding training led by Beej Kaczmarczyk of Sector Training, on 10 Nov. 2014 and Prevent Duty training, including Channel training, led by Jim Darmody, College Designated Person for Safeguarding, on 19 May 2015;
- A Corporation briefing on communication with parents, which was originally included in the 2014/15 Corporation training schedule, had not been given to date.

Action: Clerk

Members noted with reference to on-line training for Corporation members in 2014/15, the table showing online equality & diversity and safeguarding training undertaken by individual Corporation members to date, including renewals due shortly, which had been produced by the Personnel Manager. It was noted that individual Corporation members would also be invited to undertake online Prevent Duty Channel training.

Action: Clerk

The Clerk's report on induction and training was received.

Corporation policies & procedures

51.11 Annual review of Corporation policies & procedures

The Committee undertook its annual review of the following policies & procedures:

- Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members
- Annex A: Corporation Constitution
- Annex B: Skills Audit form
- Annex C: Role Description
- Annex D: Person Specification
- Annex E: Re-appointment criteria
- Annex F: Eligibility criteria - Charity Commission: summary of sections 178 - 180 of the Charities Act 2011

The Committee completed its review of the above policies and procedures and agreed to recommend to Corporation minor updating changes/corrections to the Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members and to the Corporation's Re-appointment Criteria.

Action: Chair

Committee matters

51.12 Annual review of Committee terms of reference & standing agenda item list

The Committee agreed that no changes were required to its terms of reference and standing agenda item list.

51.13 **On-line version of skills audit form**

It was agreed that the Clerk should proceed with the on-line version of the skills audit form.

Action: Clerk

Documents from outside bodies: search & governance matters

51.14 **Documents from the DfE, BIS, EFA, LSIS and other outside bodies**

The Committee received the Association of Colleges/Education & Training Foundation/Women's Leadership Network's A Practical Guide to Improving Diversity of College Boards (Mar. 2015).

Final agenda items

51.15 **Any other business**

There was no other business.

51.16 **Risk management**

No new items of risk were identified at the meeting.

51.17 **Date of next year's meetings**

It was agreed that the Clerk would consult with members on the dates of meetings in 2014/15.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation

**Search and Governance Committee of Corporation
Minutes of meeting 52 held on 28 September 2015**

Present: John Wilson (Chair), Mike Noddings (Vice-Chair), Phil Taylor, Jay Trivedy (Principal)

In attendance: Fiona Bagchi (Clerk to the Corporation)

52.1 Apologies for absence

There were no apologies for absence.

52.2 Declaration of interests

There were no declarations of interest.

52.3 Election of Chair & Vice-Chair

John Wilson was elected as Chair of the Search and Governance Committee for 2015/16: proposed: Jay Trivedy, seconded: Mike Noddings.

Mike Noddings was elected as Vice-Chair of the Search and Governance Committee for 2015/16: proposed: John Wilson, seconded Jay Trivedy.

Minutes & matters arising

52.4 Minutes of the meeting held on 1 June 2015, incl. confidential minutes

The minutes were approved with the following amendment: at the minute on agenda item 51.9 and in the action table the reference to Dina Lewis should state that she had been contacted concerning a vacancy on the Search & Governance Committee.

Action: Clerk

52.5 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

- 1 A report on the possible adoption of a self-nomination and interview model for the appointment of parent members of Corporation was on the agenda (51.9).
- 2 As Dina Lewis approached concerning the vacancy on the Search & Governance Committee and expressed interest, the Clerk had not investigated advertising it through the Women's Leadership Network (WLN) and/or Women on Boards websites but had used the latter as Clerk at another college for which she worked (51.9).
- 3 The Principal had contacted Dina Lewis concerning the vacancy on the Search & Governance Committee. The Clerk would follow up the contact (51.9).
- 4 The July 2015 meeting of Corporation had approved the re-appointment of Jackie Goodman and John Shipley as Corporation members from Sept. 2015 (51.9).

- 5 The July 2015 meeting of Corporation had approved the appointment of Jackie Goodman and John Shipley to, respectively, the Remuneration Committee and to the Personnel Committee (51.9).
- 6 Items for consideration in the 2015/16 Corporation training schedule (including consideration of the inclusion of a briefing on communication with parents) was on the agenda (51.10).
- 7 The Personnel Manager would give a progress report on Corporation member on-line training in equality & diversity, safeguarding, & Prevent Duty Channel training at the Oct. 2015 Corp. meeting (51.10).
Action: JEA
- 8 The Committee's recommendation on the updated *Policy and Procedures for the Appointment, Re-appointment and Replacement of Corporation Members* and the updated Corporation member *Re-appointment Criteria* would be considered at annual updating of Corporation procedures at the Oct. 2015 Corporation meeting (51.11).
Action: Chair
- 9 2015/16 Committee meeting dates had been sent out by e-mail, following consultation with members (51.17).

52.6 Annual review of confidential minutes

The Committee agreed no confidential minutes from 2014/15 should be released as they related to personal data.

Membership matters

52.7 Review of Corporation composition and audit of skills table

The Committee considered a report on Corporation composition and skills and noted that Corporation had a good overall skills mix.

Members noted in discussion, that:

- *A Practical Guide to Improving the Diversity of College Boards* (Mar. 2015), sponsored by the Association of Colleges (AoC) and the Education & Training Foundation (ETF) and produced by the Women's Leadership Network (WLN), had concluded that there appeared to have been less movement towards gender equality on college corporations than on FTSE 100 boards in recent years, with the latter having increased female representation from 12.5% in 2011 to 23.5% in 2015 (against Lord Davies' voluntary target of 25% by 2015);
- Female representation on the College's Corporation would be 28% from Oct. 2015, which was below an FE/Sixth form college sector average of 40%;
- The Financial Services Council's revised UK Corporate Governance Code (Sept. 2012), against which the Corporation reported in its Annual Report (in so far as it applied to the sixth form college sector), stated that a statement of the board's policy on diversity, including gender, and any targets set should be included in the annual report;
- The College's 2013/14 Annual Report & Financial Statements confirmed Corporation's commitment to addressing any Corporation gender imbalance and reflecting the community it served;
- In addition the Search & Governance Committee had a shorter-term objective of equalling the sector average.

The Committee received a report on Corporation composition and skills, noting that female representation on the Corporation was lower than the sector average.

52.8 Database of people interested in Corporation membership

The Committee noted that there were currently no names on the database of people interested in Corporation membership.

52.9 Clerk's report on Corporation and Committee vacancies

The Committee received the Clerk's report, noting that:

- Annie Lewis (Student Association Executive President) and Jackson Hall (Student Association Executive Vice-President) would be appointed as Student members of the Corporation at the Oct. 2015 Corporation meeting;
- There were currently vacancies for 2 Parent members on the Corporation;
- John Wilson and Richard Heseltine's current terms of office as Corporation members in the ordinary Corporation member category would end in June 2016;
- Martin Longbottom and Philip Wright's current terms of office as Corporation members in the ordinary Corporation member category would end in autumn 2016.

Members noted that the term of office of a Corporation member was a maximum of 4 years but that Corporation had not agreed a limit on the number of terms of office which could be served. The continuing need to maintain a balance of both new and experienced members on the Corporation, following the Government's announcement of the Area Based Review process, was discussed.

The Committee agreed that the Clerk should ask Corporation members whose terms of office were due to end in 2016 whether they were willing to be considered for re-appointment. John Wilson confirmed he was willing to be considered for re-appointment.

Action: Clerk

Members noted there was a vacancy on each of the following Committees: Audit, Personal, Search & Governance.

Given the Corporation's commitment to improving gender balance on the Corporation, the Personnel Committee's role in hearing staff appeals and the fact that the majority of the College's staff were female, members discussed the need for female representation on the Search & Governance and Personnel Committees. The difficulty of finding female Corporation members to join committees, given the relatively small number of female Corporation members overall, was noted. The possibility of co-opting external committee members, with a view to possible future Corporation member succession planning, was discussed although it was noted that only full Corporation members could serve on a Corporation committee hearing staff appeals. Advertising for external co-opted members (e.g. through local councils) was discussed.

The Committee agreed, subject to her being willing to accept appointment, to recommend Dina Lewis, Dean of the Faculty of Education at the University of Hull, who had expressed interest in joining the Search & Governance Committee as an external co-opted committee member, and that other vacancies should be advertised to Corporation members.

Action: Chair

It was noted in discussion that most Corporation members were already on 1 or more committees.

Members discussed whether Richard Heseltine would be able to commit to committee membership again, now that he was no longer Chair of the Board of Governors at Thomas Ferens Academy, and agreed that he should be approached concerning current vacancies.

Action: Clerk

Opportunities for streamlining committee meetings/avoiding duplication were discussed and it was agreed the Clerk should prepare a discussion paper for the Committee to consider at a future meeting.

Action: Clerk

52.10 Membership issues: proposed revision of the Instrument & Articles of Government

The Committee considered possible changes to the Instrument and Articles of Government which would:

- Permit the Corporation to appoint up to 22 members (i.e. up to 15 members in the ordinary Corporation member category, the Principal, 2 student, 2 staff and 2 parent members), with the increase in membership numbers from 20 to 22 aiding succession planning and skills gaps in the ordinary Corporation member category; and
- Replace the current nomination and election process for parent members of Corporation with self-nomination followed by interview by the Search & Governance Committee and recommendation to the Corporation on appointment (as was currently the case with members in the ordinary Corporation member category), which would help with skills gaps on Corporation and the issue of low turnout at parent member elections.

It was noted in discussion that, if an increase in the maximum Corporation size were to be recommended to and approved by Corporation, the intention would be that Corporation's normal membership should remain 20 members but with the flexibility permitted by the increase in maximum size to 22 members allowing the Corporation to increase membership to 21 or 22 when required for a specific purpose e.g. to allow the appointment of a candidate whose profile matched Corporation's current/forthcoming requirements. Members noted that the Corporation had, for example occasionally had expressions of interest in Corporation membership from suitable candidates when no vacancies had been available or were likely to be available in the short/medium term.

Members discussed proposed change in procedure for appointing parent members (i.e. nomination/interview rather than nomination/election), noting Eversheds' advice on consultation with parents and the FE Commissioner's unfavourable remarks in his May 2014 report on Stratford upon Avon College concerning the replacement of nomination/election with nomination/interview for Staff and Student Corporation members.

Members noted that the College's experience of elections for parent members of Corporation had been variable, with nominations having ranged, on occasion, from a single candidate to several candidates, and with candidates sometimes withdrawing from the nomination process when they realised that an election would be held. In addition, return of ballot papers from parents had, historically, been very low and, while reasons for this were not known, one suggestion was that, although candidates were asked to write a brief statement about themselves which was included on the ballot paper, parents might have found it difficult to make an informed choice in voting given the number of students at the College and the fact that most parents were unlikely to know each other and therefore the candidates standing, which was less likely to be the case in student and staff elections. It was noted that Wilberforce sixth form college had adopted self-nomination/interview for parent members following consultation with parents.

The Committee agreed to recommend to Corporation:

- ***An increase in the maximum Corporation membership from 20 to 22 members to aid Corporation member succession planning;***
- ***Subject to consultation with parents, the introduction of self-nomination for Parent members of Corporation, followed by interview by Search & Governance Committee members, with the Search & Governance Committee making recommendations to Corporation on appointment;***
- ***Consultation with parents should be by mailing and advertisement on the Corporation section of the College website.***

Action: Chair/Clerk

Corporation training

52.11 Induction & training/briefing schedule 2014/15 & 2015/16

The Committee received a report from the Clerk on the Corporation induction and training/briefing schedule 2014/15 and 2015/16, noting that:

- Induction provided for new Corporation members in 2014/15 and planned for new

- Student members;
- Corporation training provided in 2014/15 had included finance and funding training led by Beej Kaczmarczyk of Sector Training in Nov. 2014 and Prevent Duty training, including Channel training, led by Jim Darmody, College Designated Person for Safeguarding, on 19 May 2015;
- With reference to 2015/16, a presentation on linear A levels by Mark Rothery, Assistant Principal, had been arranged for 1 Oct. 2015.
- The Personnel Manager, Jenny Anderson, would provide a progress report at the Corporation meeting on 1 Oct. 2015 on online training undertaken by Corporation members e.g. updating training in equality & diversity and safeguarding (where required) and Prevent Duty Channel training (for all Corporation members).

The Committee completed its review of induction and training and agreed the following training/briefing topics to be considered for inclusion in Corporation's training/briefing schedule for 2015/16: a briefing on the new Ofsted inspection framework; a briefing on the Area Based Review process; a general governance refresher; a briefing on communication with parents.

Action: Clerk

Committee matters

52.12 Review of Committee checklist, performance indicators & effectiveness questionnaire 2014/15

Members noted that it had been agreed in 2013/14 that the Clerk should include relevant themes from the Learning & Skills Improvement Service (LSIS) "The effective college board (2013)" to help produce an effectiveness section on committee checklists, where appropriate, with the LSIS questionnaire on diversity in governance being presented to the Committee for completion.

The Committee considered the LSIS questionnaire on diversity in governance and agreed:

- The evidence columns at Q.1-4 with reference to data presented at item 52.7 above;
- With reference to Q.2 (concerning whether every "representative's" voice was heard on Corporation, that, under the Instrument of Government, Corporation members were not permitted to accept mandates from outside bodies or persons and were not therefore "representatives" and this should be clarified in the questionnaire;
- Subject to the bullet-point above and statements in the evidence columns concerning protected characteristics (e.g. gender, ethnicity), the addition of a reference to members of the following stakeholder groups on Corporation e.g. staff, student, parents, representatives of local educational institutions.

The Committee agreed that the Clerk should type up the Committee's responses to the LSIS questionnaire on diversity in governance questionnaire, as noted above, for signing by the Chair.

Action: Clerk/Chair

The Committee considered its performance indicators for 2014/15 and completed its 2014/15 performance checklist, noting it was fully compliant with the terms of the latter.

Documents from outside bodies: search & governance matters

52.13 Documents from the DfE, BIS, EFA, LSIS and other outside bodies

The Committee received the following report for information: AoC/ETF The Composition of English Further Education College Boards and College Governance Frameworks (2015).

Final agenda items

52.14 Any other business

It was noted that there was no other business not already on the agenda.

52.15 Risk management

It was noted that no new risks had been identified at the meeting.

52.16 Date of next meeting

The Committee noted that it was next scheduled to meet on Tues. 28 June 2016 at 3.30pm and agreed that the Clerk would consult with members on a meeting in spring term 2016 to coincide with an F&GP Committee meeting, if possible.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation

**Search and Governance Committee of Corporation
Minutes of Special meeting 53 held on 19 January 2016**

Present: John Wilson (Chair), Phil Taylor, Jay Trivedy (Principal)

In attendance: Fiona Bagchi (Clerk)

54.1 Apologies for absence

Apologies were received from Mike Noddings (Vice-Chair of the Search & Governance Committee).

54.2 Declaration of interests

There were no declarations on interest.

Membership matters

54.3 Recommendations on Corporation vacancies

Members noted that there were vacancies on the Corporation for 2 parent members and that CVs had been received and considered from Neil Cavill (Arco Head of Business Improvement) and Jane Price (Hull City Council Assistant City Manager (Neighbourhoods)). It was noted that Mr Cavill and Ms Price had each been interviewed by John Wilson, Phil Taylor and Jay Trivedy before the current meeting. Members noted that both had skills and expertise which would enhance Corporation's skills mix.

The Committee agreed to recommend to Corporation the appointment of Neil Cavill to Corporation as a Parent member of Corporation for a period of 4 years or until the end of the academic year in which his child left the College, whichever was the sooner.

Action: Chair

The Committee agreed to recommend to Corporation the appointment of Jane Price to Corporation as a Parent member of Corporation for a period of 4 years or until or until the end of the academic year in which her child left the College, whichever was the sooner.

Action: Chair

The Committee agreed to ask the above candidates whether they would be available to attend the Mar. 2016 meeting of Corporation i.e. the meeting at which a recommendation on their appointment would be formally considered for approval by the Corporation.

Action: Clerk

Final agenda items

54.4 Any other business

There was no other business not already on the agenda.

54.5 Risk management

No new items of risks identified were identified at the meeting.

54.6 Date of next meeting

It was noted that the Committee was next due to meeting on Tues. 28 June 2016 at 3.30pm.



**Search and Governance Committee of Corporation
Minutes of Special meeting 54 held on 29 February 2016**

Present: John Wilson (Chair), Mike Noddings (Vice-Chair), Phil Taylor, Jay Trivedy (Principal)
In attendance: Fiona Bagchi (Clerk)

56.1 Apologies for absence

There were no apologies for absence.

56.2 Declaration of interests

There were no declarations of interest.

Minutes & matters arising

56.3 Minutes of previous meetings

The Committee noted that as the meeting was a brief Special meeting, the minutes of previous meetings did not fall to be considered for approval. Summary notes from the meetings held on (28 Sept. 2015 and 19 Jan. 2016 were, however, received, for information.

Membership matters

56.4 Corporation composition and audit of skills table

The Committee received a report on Corporation composition and skills for information before considering Corporation & Committee vacancies.

Members noted that:

- Corporation had a good general skills mix but accountancy expertise required strengthening following the resignation of Elizabeth Younger as a Corporation member in Dec. 2015;
- Female representation on Corporation had fallen in 2015 and 2016 (year to date) from an average of 32% in 2014 and was now below the average for sixth form and FE college corporations, HE governing bodies, and the boards of directors of FTSE 100 and 250 companies;
- Corporation had amended the Instrument of Government in Oct. 2015 to permit the maximum possible membership to be increased from 20 to 22 members, to aid succession planning in relation to both skills and gender balance;
- The current terms of office of John Wilson (Chair of the Corporation) and Richard Heseltine (Personnel and Remuneration Committee member) would end on 30 June 2016 and the terms of office of Martin Longbottom (Audit Committee member) & Philip Wright (Audit Committee Chair) would end in Sept. and Nov. 2016, respectively.

The Committee received and discussed a report on Corporation composition and skills.

56.5 Recommendations to Corporation on vacancies

(i) Parent members of Corporation vacancies

The Committee noted that the Special meeting of the Committee held on 19 Jan 2016 meeting had agreed to recommend to Corporation the appointment of Neil Cavill and Jane Price as Parent members of Corporation.

(ii) Student member of Corporation vacancy

The Committee noted that Student members of Corporation were nominated from the elected Student Executive and that Student member, Annie Lewis, had resigned from the Corporation on 26.1.16 due to pressure of work. The Committee agreed to recommend to Corporation the appointment of Scott Moore, who had been nominated from the Student Executive, for a period for 4 years or until the end of the academic year in which he left the College, if that was sooner.

Action: Chair

(iii) Corporation member vacancy

The Committee noted there was a vacancy for a Corporation member with expertise in accountancy. [Confidential minute] 2 Search & Governance Committee members (John Wilson & Mike Noddings, with the Deputy Principal, Ian Taylor in attendance) had interviewed Mark Moore (Finance Director, GlobalData Limited, Hull/London) for the vacancy on 22.2.16. Search & Governance Committee members who were present at the above interviews reported to the meeting. The Committee agreed to recommend to Corporation the appointment of Mark Moore, who was considered to have appropriate accountancy qualifications & the level of financial expertise, including strategic expertise, required for the role, with the appointment to be in the ordinary Corporation member category for a period of 4 years.

Action: Chair

(iv) Committee vacancies

The Committee noted vacancies on the Audit & F&GP Committees. Agreed to recommend to Corporation the appointment of Mark Moore to the Finance & General Purposes (F&GP) Committee, subject to his being willing to accept appointment. It was agreed that the Clerk to the Corporation should approach the new Parent members of Corporation concerning possible committee appointments.

Action: Clerk

Final agenda items

56.6 **Any other business**

It was noted that there were no other items of business not already on the agenda.

56.7 **Risk management - items identified at the meeting**

The Committee noted that no new items of risk had been identified at the meeting.

56.8 **Date of next meeting**

The Committee noted that the next meeting of the Committee was scheduled for Tues. 28 June 2016 at 3.30pm and agreed the Clerk should consult on holding a meeting in late Apr./early May 2016 to allow recommendations on appointments/re-appointments to vacancies occurring during June 2016 and during autumn 2016 to be made to the Corporation meeting on 17 May 2016.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation



**Search and Governance Committee of Corporation
Minutes of Special Meeting 55, 9 May 2016**

Present: Mike Noddings (Vice-Chair), Phil Taylor, Jay Trivedy (Principal)

In attendance: Clerk

55.1 Apologies for absence

Apologies were received from Dina Lewis (co-opted Committee member) and John Wilson (Chair).

55.2 Declaration of interests

The Committee noted that John Wilson (Chair of the Committee) had an interest in item 55.4 and had therefore sent apologies for the meeting.

Minutes & matters arising

55.3 Minutes of previous meeting

The Committee noted that as the meeting was a brief Special meeting, the minutes of the previous meeting did not fall to be considered for approval. Summary notes from the meeting held on 29 Feb. 2016 were, however, received, for information.

Membership matters

55.4 Clerk's report on Corporation & Committee vacancies

(i) Current & forthcoming vacancies

The Committee noted that:

- The current term of office, in the ordinary Corporation member category, of John Wilson and Richard Heseltine would end on 30 June 2016;
- The current term of office, in the ordinary Corporation member category, of Martin Longbottom would end in Sept. 2016;
- The current term of office of Philip Wright, in the ordinary Corporation member category, would end in Nov. 2016.

The Committee noted that Richard Heseltine and Martin Longbottom would not be seeking re-appointment and that a recommendation on the re-appointment of Philip Wright would be considered at the scheduled meeting of the Committee to be held on 28 June 2016.

Action: Clerk

The Committee noted that John Wilson had been first appointed to the Corporation in Sept. 1992. He was Chair of the Corporation and of the Finance & General Purposes, Remuneration, & Search & Governance Committees and was a member of the Student Committee. He had indicated that he was willing to be considered for re-appointment for a further 4 year term of office

Members noted in discussion that, while some corporations set overall limits on Corporation members' terms of office (e.g. 2 terms of 4 years), the Corporation did not currently set any limit on successive terms of office but aimed to maintain a balance of experienced and newer members. Committee members' experience of Ofsted's attitude to long-serving Corporation members and office-holders was discussed. It was noted that the College had been included in the Area Based Review (ABR) wave expected to begin in Sept. 2016 and that the Chair of

Corporation was expected to attend ABR meetings, with the Principal. The value of having an experienced Chair to attend the ABR meetings was noted. Members also noted that the next annual election of the Chair and Vice-Chair of the Corporation was scheduled to take place at the July 2016 meeting of the Corporation.

Members considered the re-appointment of John Wilson with reference to Corporation's approved re-appointment criteria, noting that he had skills which remained relevant to Corporation's needs including skills and expertise in health and safety, audit, quality assurance, financial and risk management.

(iii) Current & forthcoming Committee vacancies

The Committee noted that:

- There was currently a vacancy on the Audit Committee and a further vacancy would arise in Sept. 2016 when Martin Longbottom's current term of office was due to end and a vacancy would also arise on the Personnel Committee from 30 June 2016 when Richard Heseltine's current term of office was due to end;
- The Clerk would approach newer Corporation members, in the first instance, to determine any interest in committee membership;
- Appointments to committee vacancies would be considered at the Search & Governance Committee's meeting on 28 June 2016 for recommendation to the July 2016 meeting of Corporation.

The Committee agreed to recommend to Corporation the re-appointment of John Wilson as a Corporation member in the ordinary Corporation member category for a period of 4 years from 1 July 2016.

Action: Vice-Chair

Final agenda items

55.5 Any other business

It was noted that there were no other items of business not already on the agenda.

55.6 Risk management - items identified at the meeting

The Committee noted that no new items of risk had been identified at the meeting.

55.7 Date of next meeting

It was noted that the Committee was next scheduled to meet on Tues. 28 June 2016 at 3.30pm.

Fiona Bagchi
Clerk to the Corporation

**Search and Governance Committee of Corporation
Minutes of Meeting 56 held on 4 July 2016**

Present: John Wilson (Chair), Dina Lewis (co-opted Committee member) Mike Noddings (Vice-Chair), Jay Trivedy (Principal & Committee member)

In attendance: Clerk

56.1 Apologies for absence

Apologies were received from Phil Taylor (Committee member).

56.2 Declaration of interests

Standing declarations: Dina Lewis (University of Hull employee).

Minutes & matters arising

56.3 Minutes of the meeting held on 28 Sept 2015

The minutes of the meeting held on 28 Sept 2015 were approved.

56.4 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

SEARCH & GOVERNANCE COMMITTEE MEETING 52 HELD ON 28.9.15

- 1 The June 2015 minutes had been amended, as agreed (52.4)
- 2 The Personnel Manager had reported at the Dec. 2015 Corporation meeting that all Corporation members had completed relevant equality & diversity, safeguarding, and Prevent Duty Channel training (52.5).
- 3 The updated *Policy and Procedures for the Appointment, Re-appointment and Replacement of Corp. Members* and the updated Corporation member *Re-appointment Criteria* had been approved at the Oct. 2015 Corporation meeting, on the recommendation of the Committee (52.5).
- 4 Richard Heseltine and Martin Longbottom had confirmed that they would not be seeking re-appointment when their terms of office ended during 2016. The May 2016 Corporation meeting had re-appointed John Wilson from June 2016 on the recommendation of the Committee. The Committee would consider whether to make a re-recommendation on the re-appointment of Philip Wright later on the agenda (52.9).
- 5 The Oct. 2016 meeting of the Corporation had appointed Dina Lewis as a Co-opted member of the Search & Governance Committee. Vacancies on the Audit and Personnel Committees had been advertised to Corporation members, with Neil Cavill having expressed an interest in joining the Personnel Committee and Jane Price the Audit Committee from 2016/17 (52.9).
- 6 Richard Heseltine had joined the Personnel Committee during 2015/16 but

his term of office as a Corporation member had ended in June 2016. There was therefore a vacancy on the Personnel Committee from June 2016 (52.9).

- 7 Review of opportunities for streamlining committee meetings/avoiding duplication had been discussed, with further discussion deferred to 2016/17 due to a concentration on Area Based Review (ABR) issues during 2015/16 (52.9).

Action: Clerk

- 8 The Oct. 2015 meeting of the Corporation had agreed an increase in the maximum Corporation membership from 20 to 22 members, on the recommendation of the Committee.
- 9 The Oct. 2015 meeting of the Corporation had agreed, subject to consultation with parents, the introduction of self-nomination for Parent members of Corporation, followed by interview by Search & Governance Committee members, with the Committee making recommendations to Corp. on appointment (52.10).
- 10 The Clerk had consulted with parents on the proposal to change the appointment procedure for Parent Corp. members from election to self-nomination/interview. No objections had been received, with the only response received being in favour. The Instrument of Government had accordingly been changed by the Corporation in Dec. 2015 and the new procedure had been used to find new Parent members of Corporation. 2 candidates (Neil Cavill and Jane Price) had been interviewed in spring term 2016 and had been appointed by the Corporation in Mar. 2016 (52.10).
- 11 Written briefings and presentations to Corp. in 2015/16 had focussed on the ABR process, including related governance issues e.g. Corp. member liability in the context of the ABR process (52.11).
- 12 The Chair had signed the Committee's responses to the Committee's diversity in governance questionnaire (52.12).
- 13 Brief special Committee meetings had been held in Jan. and Mar. 2016 to consider recommendations on 3 Corporation member appointments (following interview of 4 candidates) and a brief special Committee meeting had been held in May 2016 to consider the re-appointment of John Wilson. The meeting Committee scheduled for 28 June 2016 had been re-arranged for 4 July 2016 (52.16).

56.5 **Minutes of the Special meetings held on (i) 19 Jan., (ii) 29 Feb. & (iii) 9 May 2016**

The minutes of the Special meetings held on 19 Jan. 2016, 29 Feb. 2016 and 9 May 2016 were approved.

56.6 **Matters arising and actions arising from the above minutes**

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the text).

SEARCH & GOVERNANCE COMMITTEE MEETING 53
HELD ON 19.1.16

- 1 Neil Cavill had been appointed as a Parent member at the Mar. 2016 Corporation meeting, on the recommendation of the Committee (53.3).
- 2 Jane Price had been appointed as a Parent member at the Mar. 2016 Corporation meeting, on the recommendation of the Committee (53.3).
- 3 Neil Cavill and Jane Price had been invited to the Mar. 2016 Corp. meeting and the latter had been able to attend (53,3).

SEARCH & GOVERNANCE COMMITTEE MEETING 54
HELD ON 29.2.16

- 1 The Mar. 2016 meeting of the Corporation had appointed Scott Moore as a Student member of Corporation (54.5).
- 2 The Mar. 2016 meeting of the Corporation had appointed Mark Moore in the ordinary Corporation member category for a period of 4 years, on the recommendation of the Committee. He had also joined the F&GP Committee (54.5).
- 3 Neil Cavill had expressed an interest in joining the Personnel Committee and Jane Price the Audit Committee (54.5).
- 4 A brief Special meeting of the Committee had been held on 9 May 2016. The meeting scheduled for 28 June had been re-arranged for 4 July 2016 (54.8).

SEARCH & GOVERNANCE COMMITTEE MEETING 55
HELD ON 9.5.16

- 1 An item on the re-appointment of Philip Wright was on the agenda.
- 2 The May 2016 Corporation had approved the re-appointment of John Wilson as a Corporation member in the ordinary Corporation member category for a period of 4 years from 1 July 2016. The Clerk had issued a formal letter of re-appointment (55.4).

Membership matters

56.7 **Review of Corporation composition and audit of skills table**

Members received the Clerk's report on Corporation composition and audit of skills table, noting that:

- The Corporation currently had an agreed membership of 20 members;
- The Instrument of Government 3(2) permitted up to 22 members to be appointed i.e.
- by increasing the number of members in the ordinary Corporation category from 13

to 15;

- Including the 2 Student members designate and 1 Staff member designate (see also *item 56.8 below*), there were currently 19 Corporation members, with 1 vacancy in the ordinary Corporation member category following the ending of Richard Heseltine's term of office on 30 June 2016;
- 26% (5/19 members) of the current complement of Corporation members were recorded as female with 60% (3/5) in directly appointed categories and 40% (2/3) in the elected/nominated category;
- Female representation on Corporation had fallen in 2015 and 2016 from an average of 32% in 2014 and was now below the average for sixth form & FE college corporations, HE governing bodies, and the boards of directors of FTSE 10 companies.

Members discussed the gender balance on the Corporation, noting that:

- The Corporation's commitment in the College's Single Equality Scheme (SES) to addressing any Corporation gender imbalance and reflecting the community it served;
- The Search & Governance Committee agreed shorter term objective of seeking to ensure that Corporation's gender balance was no worse than the sector average;
- Action taken by the Committee during 2015/16 to address the above included considering external co-option to committees, as part of succession planning, and increasing Corporation membership.

Members noted that the Corporation had a good overall skills mix, with expertise recently strengthened in the areas of accountancy, business management and local government through the appointment of Mark Moore, Neil Cavill and Jane Price.

The Committee completed its review of Corporation composition and skills, noting, in particular, the need to improve female representation on the Corporation.

56.8 Database of individuals interested in Corporation membership

The Committee noted that there was no-one on the Committee's list of those interested in Corporation membership but that there were current Corporation members who had indicated that they would be willing to be considered for re-appointment or for appointment in different Corporation categories, which would be considered under item 56.9 below.

56.9 Clerk's report on Corporation and Committee vacancies

The Committee received the Clerk's report on Corporation and Committee vacancies.

Members noted:

- The formal appointment of George Bell (President of the Student Association Executive) and Harriet Rotherforth-Snowden (Vice President of the Student Association Executive) as Student members of Corporation & of Emma Albeck (Progress Tutor) as the Support Staff member of Corporation would be considered at the July 2016 Corporation meeting;
 - A vacancy had arisen in the ordinary Corporation member category (following Richard Heseltine's retirement) and a 2nd vacancy would arise in this category from 28 Sept. 2016, following the ending of Martin Longbottom's current term of office;
 - A vacancy for a Parent member of Corporation would arise, following the ending of Neil Cavill's term of office on 31 Aug. 2016 i.e. at the end of the academic year in which his daughter (a 2nd year) left the College and that the vacancy would be advertised following enrolment, to allow both 1st & 2nd year parents to apply;
- Action: Clerk**
- Neil Cavill had indicated that he was willing to be considered for re-appointment in the ordinary Corporation member category;
 - A vacancy in the ordinary Corporation member category would arise from 25 Nov. 2016 following the ending of Phillip Wright's current term of office, noting that he was also Chair of the Audit Committee, and had indicated that he was willing to be considered for re-appointment;
 - Corporation's policy was that committee appointments and offices held were also re-confirmed on re-appointment as a Corporation member;
 - There were currently vacancies on the Audit Committee (1 vacancy), the Personnel Committee (1 vacancy) and the Remuneration Committee (1 vacancy) and a 2nd vacancy on the Audit Committee would arise from 28 Sept. 2016.

Having considered the skills and expertise of the following individuals, the Committee agreed to make the following recommendations to the Corporation:

- The appointment of Neil Cavill (Head of Business Improvement at Arco) as a Corporation member in the ordinary Corporation member category for a period of 4 years from 12 July 2016, noting that he worked for, Arco, a local employer, and had particular skills in change management;
- The re-appointment of Philip Wright as a Corporation member in the ordinary Corporation member category for a period of 4 years from 26 Nov. 2016, noting that he had skills and expertise in audit and accountancy;
- The appointment of Neil Cavill to the Personnel Committee and Jane Price to the Audit Committee, with both appointments from 12 July 2016.

Action: Chair

The Committee noted that John Wilson, as Chair of the Committee, would also present the following elected and elected/nominated members to the Corporation for appointment:

- The appointment of George Bell as a Student member of Corporation from 12 July 2016 for 4 years or until he leaves the College, whichever is the sooner.
- The appointment of Harriet Rotherforth-Snowden as a Student member of

Corporation from 12 July 2016 for 4 years or until she leaves the College, whichever is the sooner.

- The appointment of Emma Albeck as a Support Staff member of Corporation from 12 July 2016 for 4 years or until she ceases to be a staff member, whichever is the sooner.

Action: Chair

(Dina Lewis left the meeting).

Members noted that Dina Lewis (Dean of the Faculty of Education at the University of Hull and external co-opted member of the Search & Governance) had indicated that she would be willing to be considered for appointment to the Corporation in the ordinary Corporation member category. Members noted that Dina Lewis' particular educational skills and expertise, including experience of schools partnership working, would complement the educational skills already on the Corporation and that her appointment would also improve the Corporation's gender balance.

Having considered her skills and expertise, the Committee agreed to make the following recommendations to the Corporation:

- The appointment of Dina Lewis (Dean of the Faculty of Education at the University of Hull and external co-opted member of the Search & Governance Committee) as a Corporation member in the ordinary Corporation member category for a period of 4 years from 28 Sept. 2016;
- The appointment of Dina Lewis to the Remuneration Committee from 28 Sept. 2016 (subject to her being appointed as a Corporation member in the ordinary Corporation member category).

Action: Chair

(Dina Lewis re-joined the meeting).

The Committee agreed that it would a vacancy on the Audit Committee arising from 28 Sept. 2016 at its autumn term meeting (i.e. after a decision had been made on an appointment to the vacancy for a parent member of Corporation), noting that, in addition to a full member of Corporation joining the Audit Committee, it would be possible to co-opt an external committee member.

Action: Clerk

The Committee complete its review of Corporation and Committee vacancies, agreeing to make recommendations to the Corporation on appointments as noted above.

Corporation training

56.10 Review of Corporation induction & training/briefing schedule

The Committee received a report from the Clerk on induction provided for new Corporation members and Corporation's training/briefing schedule during 2015/16 year to date.

(i) Induction 2015-16

Members noted that:

- An induction session with the Clerk had been held for Student member Scott Moore on 7 March 2016 and a brief induction session was held for Student member Jackson Hall during autumn term 2015 but Annie Lewis who had been appointed as a Student member of Corporation on 1 Oct. 2016 resigned before attending a meeting or an induction session, due to pressure of work.
- An induction session with the Clerk and the Director of Finance was held for new Corporation members Neil Cavil, Mark Moore, & Jane Price on 10 May 2016;
- Equality & diversity and safeguarding (including Prevent Duty) training for Neil Cavil, Mark Moore, Jane Price would be arranged for early autumn term 2016 with Jim Darmody (College designated safeguarding person).

Action: Clerk/JD

(ii) Corporation training & briefing schedule 2015/16

Members noted that:

- A briefing on linear A levels by Mark Rothery, Assistant Principal, had been given on 1 Oct. 2015.
- A presentation on the Area Based Review (ABR) process and academisation had been given by James Kewin (Deputy Chief Executive of the Sixth Form College's Association) on 28 June 2016.

It was noted that 2 written briefings had also been received i.e. Eversheds' Jan. 2013 briefing and Blake Morgan's 2015 Nov. 2016 briefing on the personal liability of Corporation members (the latter with reference to the ABR process) had been received at the June 2016 Corporation meeting.

Members noted in discussion that:

- As briefings and training on 2015-16 had been focussed on the introduction of linear A levels and the ABR process, other topics discussed at the Sept. 2015 Committee meeting had not been given year to date i.e. a briefing on the new Ofsted inspection framework, a general governance refresher, a briefing on communication with parents.

It was agreed that Julie Peaks (Vice-Principal) should give a presentation on Ofsted Common Inspection Framework at the Sept. 2016 Corporation meeting. Action: JP

(iii) On-line training 2015-16

Members noted that:

- The Personnel Manager, Jenny Anderson, had confirmed at the Dec. 2015 Corporation meeting that updating training in equality & diversity and safeguarding (where required) and Prevent Duty Channel training (for all Corporation members) had been completed;
- All Corporation members would be sent a link to an on-line version of the Home Office's Workshop to Raise Awareness of Prevent (WRAP) training during summer 2016.

Action: Clerk

The Committee completed its review of induction and training during 2015/16.

Corporation policies & procedures

56.11 Annual review of Corporation policies & procedures

The Committee complete its annual review of the following policies and procedures:

- Policy and Procedures for the Appointment, Re-appointment and Replacement of

Corporation Members

- Annex A: Corporation Constitution
- Annex B: Skills Audit form
- Annex C: Role Description
- Annex D: Person Specification
- Annex E: Re-appointment criteria
- Annex F: Eligibility criteria: extract from, the Charity Commission's *The essential trustee (2015)*

The Committee agreed that no changes were required to the above policies and procedures.

56.12 Annual review of skills audit form

The Committee complete its annual review of the Corporation's audit of skills form, noting that a 1/4 of Corporation members had completed the on-line version to date. The Clerk would send reminders to members would had yet to complete the on-line version.

Action: Clerk

Committee matters

56.13 Annual review of Committee terms of reference & standing agenda item list

The Committee completed its annual review and agreed that no changes were required to the Committee's terms of reference and standing agenda item list, which had last been revised by the Corporation in Sept. 2014.

Documents from outside bodies: search & governance matters

56.14 Documents from the DfE, BIS, EFA, LSIS and other outside bodies

There were no documents to be considered under this item.

Final agenda items

56.15 Any other business

There was no other business not already on the agenda.

56.16 Risk management

There were no new items of identified at the meeting.

56.17 Dates of next year's meetings

The dates of meetings for 2016/17 would be e-mailed to members.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation