

## **Preston's College**

Minutes of the Search and Governance Committee meeting held on 13<sup>th</sup> July 2016 at 5:30pm at Preston's College.

### **Present:**

Mr M Mallam (Chair)

Mr E Bassa  
Mr P Kennedy

### **In Attendance:**

Mr S Fell (Clerk to the Corporation)  
Mr P McMellon (Assistant to Clerk)  
Mr S Nixon (Executive Director of Resources)

## **7. Apologies**

Apologies had been received from Mr J Boydell and Dr E H Smith.

## **8. Declarations of Interest**

Mr E Bassa, Mr M Mallam and Mr P Kennedy declared their interests in Item 11(ii).

## **9. Minutes of Previous Meetings**

**Resolved: That the:**

- i) Minutes of the Search and Governance Committee meetings held on 22<sup>nd</sup> October 2015, 2<sup>nd</sup> December 2015 and 3<sup>rd</sup> December 2015;**
- ii) Written Resolution of the Committee dated 10<sup>th</sup> May 2016**

**be agreed as a true record and signed by the Chair.**

## **10. Matters Arising**

There were no matters arising.

## **11. Governing Body Membership**

### **(i) Current Vacancy**

The Committee considered the position with regard to the vacancy which had arisen on the resignation of Mr Paul Williams. It was noted that Mr Williams, as a qualified accountant, had provided considerable experience of financial

and audit matters. Enquiries to-date had not be very productive. It was agreed that the attention of other Board members should be drawn to the vacancy, but also that the North West office of the Association of Colleges should be asked to advise of any likely sources of candidates known to them.

## **(ii) Impending Terms of Office Expiries**

It was noted that the current terms of office of Mr M Mallam and Mr P Kennedy would expire on 2<sup>nd</sup> October 2016 and 22 October 2016 respectively. It was also noted that Mr Mallam would then have served 8 years and that Mr Kennedy would have served 6 years. Additionally, it was noted that Mr E Bassa's recent resignation as Chair of the Board invalidated his Governor appointment extension.

The Board's current Standing Orders (3.6) currently states that "Unless they are appointed as Chair of the Board, no member may serve for more than 8 years".

The Committee reflected on the strategic discussions which were currently central to the College's future prospects and on the significant extent to which continuity of Governor membership was vital at this key stage in the College's existence. In this light, it was agreed that an amendment to the Standing Orders would be appropriate, with the word 'normally' inserted into Section 3.6..

### **Resolved:**

**That the Board be recommended to amend Standing Order 3.6 to read "Unless they are appointed as Chair of the Board, no member may normally serve for more than 8 years".**

Mr Bassa, Mr Mallam and Mr Kennedy had indicated their preparedness to continue as Governors if re-appointed. It was, however, recognised that, for the consideration of their individual eligibility for re-appointment, each should separately leave the room in line with the personal interest which they had declared on this matter. It was recognised that the departures would have the effect of rendering the meeting temporarily inquorate and thus 'proposals' from an 'inquorate meeting' would be recorded for the following part of the meeting.

*(Mr P Kennedy left the meeting at this point)*

Mr Kennedy's possible re-appointment was discussed and it was agreed that his re-appointment for a further 2 years (3<sup>rd</sup> October 2016 to 2<sup>nd</sup> October 2018) would be in the best interest of the College.

### **Proposal:**

**That Mr P Kennedy be re-appointed as a Governor for a further two years (3<sup>rd</sup> October 2016 to 2<sup>nd</sup> October 2018)**

*(Mr Kennedy re-joined the meeting and Mr M Mallam left the meeting at this point)*

Mr Mallam's possible re-appointment was discussed and it was agreed that, assuming that the Board accepted the recommended amendment to the Standing Orders, his re-appointment for a further 2 years (23<sup>rd</sup> October 2016 to 22<sup>nd</sup> October 2018) would be in the best interest of the College.

**Proposal:**

**That Mr M Mallam be re-appointed as a Governor for a further two years (23<sup>rd</sup> October 2016 to 22<sup>nd</sup> October 2018).**

*(Mr Mallam re-joined the meeting and Mr E Bassa left the meeting at this point)*

Mr Bassa's possible re-appointment was discussed and it was agreed that, assuming that the Board accepted the recommended amendment to the Standing Orders, his recent re-appointment until 8<sup>th</sup> July 2020 should be confirmed since this would be in the best interest of the College.

**Proposal:**

**That Mr E Bassa's recent re-appointment until 8<sup>th</sup> July 2020 be confirmed.**

*(Mr Bassa re-joined the meeting at this point)*

## **12. Review of Governance (including Self Assessment)**

The Committee noted and endorsed the grounds for a full review of the new structure of governance which had been introduced at the beginning of the 2015/16 academic year.

In broad terms, the Committee considered that the new structure had worked very well and that governance of the College had functioned more efficiently and effectively than previously. The revised Committee structure had been a key factor in this. There were clearly issues surrounding attendance levels /quoracy (at Committee meetings), but these would be addressed under the annual review of Committee memberships (Item 13 below).

It was, however, recognised that the views of individual Board members would be valuable in assessing governance efficiency, and a draft questionnaire for that purpose was examined. It was agreed that the draft was fit for purpose was examined.

**Resolved:**

- (i) That the Clerk be instructed to administer the questionnaire and to objectively analyse completed forms.**

- (ii) That the Clerk liaises with the Chair of the Board and the Chair of the Committee in the production of a report on the efficacy of governance in 2015/16, using the questionnaire data and other information.
- (iii) That production of the report be designed so as to identify strengths and areas for improvement which might be incorporated into the over-arching College Self Assessment Report.

### **13. Committees Memberships 2016-17**

Consideration was given to the memberships of the Board's Committees for 2016/17. It had already been confirmed that the new structure of Committees had functioned effectively. However, quoracy issues had arisen with regard to two Committees. These were taken into account, along with other issues/proposal emerging in the course of the year, and the following was agreed.

#### **Resolved:**

**That the Board be recommended to appoint members to Committees as follows:**

#### **Audit Committee**

Mr E Bassa (Chair)  
Mr S Browne (Vice-Chair)  
Mr M Driver  
Mrs R Kay  
Mr T Readett

#### **HR and Remuneration Committee**

Mr J Taylor (Chair)  
Dr A Jones (Vice-Chair)  
Cllr R Boswell  
Mr J Boydell  
Mrs L Butler

#### **Business Planning Committee**

Mr P Kennedy (Chair)  
Mr S Browne (Vice-Chair)  
Mr J Boydell  
Ms L Hornsby  
Mr M Mallam  
Dr E H Smith

#### **Quality and Standards Committee**

Dr A Jones (Chair)  
Ms L Hornsby (Vice-Chair)

Cllr R Boswell  
 Ms D Hemsley  
 Mrs A Markland  
 Cllr J Morgan  
 Mr T Readett  
 Dr E H Smith  
 Mr J Taylor  
 Mr J Wilson

**Search and Governance Committee**

Mr M Mallam (Chair)  
 Mr E Bassa (Vice-Chair)  
 Mr J Boydell  
 Mr P Kennedy  
 Dr E H Smith

**14. Calendar of Meetings 2016-17**

The Committee examined the draft Calendar. It was noted that the draft dates broadly reflected the cycle of meetings operated successfully in 2015/16. College Management had noted the draft dates.

**Resolved :**

**That the Board be recommended to approve the following Calendar of Meetings for 2016/17**

Thurs	6 <sup>th</sup> Oct 2016	5.30pm	Search & Governance Committee
Thurs	13 <sup>th</sup> Oct 2016	5.30pm	Business Planning Committee
Thurs	20 <sup>th</sup> Oct 2016	5.30pm	Quality & Standards Committee
Thurs	27 <sup>th</sup> Oct 2016	5.30pm	Board
Thurs	10 <sup>th</sup> Nov 2016	5.30pm	HR & Remuneration Committee
Thurs	24 <sup>th</sup> Nov 2016	5.30pm	Quality & Standards Committee
Wed	30 <sup>th</sup> Nov 2016	5.30pm	Audit Committee
Thurs	1 <sup>st</sup> Dec 2016	5.30pm	Business Planning Committee
Thurs	15 <sup>th</sup> Dec 2016	5.30pm	Board
Thurs	2 <sup>nd</sup> Feb 2017	12.00	Strategic Planning Event
Thurs	9 <sup>th</sup> Feb 2017	5.30pm	Search & Governance Committee
Thurs	23 <sup>rd</sup> Feb 2017	5.30pm	HR & Remuneration Committee
Thurs	2 <sup>nd</sup> Mar 2017	5.30pm	Quality & Standards Committee
Thurs	9 <sup>th</sup> Mar 2017	5.30pm	Business Planning Committee
Thurs	16 <sup>th</sup> Mar 2017	5.30pm	Audit Committee
Thurs	23 <sup>rd</sup> Mar 2017	5.30pm	Board
Thurs	11 <sup>th</sup> May 2017	5.30pm	Business Planning Committee
Thurs	8 <sup>th</sup> Jun 2017	5.30pm	Quality & Standards Committee
Wed	14 <sup>th</sup> Jun 2017	5.30pm	Audit Committee

Thurs	15 <sup>th</sup> Jun 2017	12.00	Strategic Planning Event
Thurs	29 <sup>th</sup> Jun 2017	5.30pm	Business Planning Committee
Wed	5 <sup>th</sup> Jul 2017	5.30pm	Search & Governance Committee
Thurs	6 <sup>th</sup> Jul 2017	5.30pm	HR & Remuneration Committee
Thurs	13 <sup>th</sup> Jul 2017	5.30pm	Board

It was also noted that, in addition to the above dates, an extra meeting of the full Board may be called in September 2016.

## 15. Code of Good Governance

The Committee had noted that a recent review by Internal Audit of the College's notional compliance with the Association of College's Code of Good Governance had concluded that the governance arrangements and practices already met a high proportion of the Code's 114 sections. In this light – and in recognition of the expectations of external auditors, OFSTED etc that all colleges should be able to demonstrate close compliance with best practice – the Committee considered whether the Board should be advised to vary its earlier decision (in Spring 2015) against adoption of the Code.

The Committee recognised that the close compliance reported by the Internal Auditor was due to impressive background work by the Clerk and College Management. The Committee examined those few sections of the Code where the Internal Auditor had identified non-compliance and/or partial compliance. It was noted that those sections could, in fact, now largely be met with relatively few additional challenges for the Clerk and/or College Management. In this light, it was agreed that adoption of the Code should be recommended to the Board, but on the understanding that there may well be odd occasions (ie., in the College's overall interests) of non-compliance but that these would be adequately explained and justified.

### **Resolved:**

**That the Board be recommended to adopt the Code of Good Governance.**

## 16. Committee Self Evaluation

The Committee had already noted (under Item 12 above) how individual members of each Committee would be asked to contribute to the year-end evaluation of the College's governance arrangements.

## 17. Date of Next Meeting

It was noted that the provisional date for the next meeting of the Committee was Thursday, 6<sup>th</sup> October 2016 (5.30pm).