



**MINUTES OF THE TRC
GOVERNANCE AND SEARCH COMMITTEE MEETING**

MONDAY 17 MARCH 2014

PRESENT

Mr P Jagger MBE (Chair); Dr R J G Bloomer; Mr S Kirk; Dr P R Williams.

In Attendance:

Ms A J Oaks, Clerk to TRC Corporation

APOLOGIES

14.01 Apologies were received from Ms J Collier and Ms R Hill.

DECLARATIONS OF INTEREST

14.02 Members were reminded of the need to declare any interests. No interests were declared in respect of agenda items however, members reserved the right to declare an interest at any stage of the meeting.

MINUTES

14.03 The Minutes of the meeting held on 25 November 2013 were agreed as a true and accurate record and were signed by the Chairman.

MATTERS ARISING

14.04 Members received a list of actions arising from previous meetings which were duly noted as complete.

VACANCIES, RECRUITMENT AND SELECTION

14.05 The Committee received a report summarising the current position with regard to vacancies on the Corporation. Following determination of membership at between 16 and 19 in 2013, the Clerk advised that there was capacity to appoint one further member. Members had been provided with an up to date skills analysis to help inform debate, together with the current age, gender and ethnicity data.

14.06 The Chairman expressed concern at Cllr Barron's continued absence from meetings and poor communication with the College with regard to governance matters. The Chair wished to maintain the valued link with the local authority and following discussion, it was agreed that it would be appropriate to write to the local authority informing them of the Corporation's concerns and requesting they nominate an alternative representative who was able to make the commitment required for appointment to the Corporation.

RESOLVED 14.06 To write to the Chief Executive of Rotherham Borough Council with regard to representation/membership of the Corporation.

- 14.07 Mr John Clark's resignation had been received on 26 February 2014 and formally acknowledged. Mr Clark had been invited to the Corporation meeting on 7 April to receive a small presentation. Mr Grice had been appointed to the Corporation with effect from 7 March 2014, and as a member of the Resources Committee.
- 14.08 The Clerk advised members that the term of office of both parent governors was due to end in the Autumn term. If the Committee considered their skills set essential to retain, subject to there being a vacancy at that time, it was possible to consider appointing them into an external governor category. Governors agreed that both individuals were highly valued and had made a significant contribution in their own field of expertise. It was agreed to consider the position in the autumn.

EXPRESSIONS OF INTEREST

- 14.10 Two expressions of interest had been received for consideration. The first individual had been interviewed by Governors in July 2013 and had been retained as first reserve should a suitable vacancy arise. The second application had come through in 2013 via correspondence with the Clerk. Members considered the applications in the context of the skills analysis and gender balance. Governors were very conscious that there had been significant changes in membership over the previous year that had resulted in a refreshed skills base. There was a unanimous agreement that it would be wise in the light of the changes, to provide some continuity and stability on the Corporation and that membership should not be increased at the present time. The Clerk was requested to write to the applicants to inform them of the Committee's recommendation.

RESOLVED 14.10 **To recommend that the Corporation does not increase its membership at the present time.**

COMMITTEES

- 14.11 The Clerk referred to the Committee matrix, provided for information, drawing attention to membership of Committees following Mr Clark's resignation. The Clerk advised that a further member with experience of HR and financial matters would strengthen the Remuneration Committee. Mr Kirk volunteered to become a member should the Committee feel this appropriate. It was agreed that Mr Kirk's background and expertise would be very suitable and add another dimension to the Committee. It was further agreed that the membership of the Quality and Standards should not be increased at the present time.

RESOLVED 14.11 **to recommend Mr Stephen Kirk become a member of the Remuneration Committee**

FE CODE OF GOVERNANCE – UPDATE AND COMPLIANCE

- 14.12 An update was presented highlighting the current position with regard to compliance with the FE Code of Governance. Consideration was given to the guidance regarding the role of the Corporation and whether role descriptions should be introduced for Governors, the Chair and Vice Chair. The Clerk had produced some generic role descriptions as examples. It was agreed that the Role description for Governors was suitable. Governors' observations in respect of the Chair and Vice Chair role descriptions were noted and it was proposed the Clerk amend these accordingly for further review. The Chair emphasised that he wished the Role description to include a commitment to be appraised by members of the Corporation.

RESOLVED **14.12 To recommend the role description for a Governor be approved.**

- 14.13 In terms of the guidance in the FE Code regarding reviewing the effectiveness of the Corporation and individual members, the Clerk had produced a template score card based on the outcomes of the Away Day. Subject to minor amendment the score card was agreed and it was proposed to circulate it at the end of the academic year to evaluate performance.
- 14.14 It was further agreed that the template for the review of the performance of the Chair be revised for consideration and circulation by the Clerk. The Chair gave a commitment to undertaking informal 1:1 meetings with Governors in early autumn. The Clerk commented that the outcomes would flow into the self-assessment process to demonstrate strong governance, articulated within the SAR.

RESOLVED 14.14 to recommend the performance score card be approved.

MID YEAR UPDATE ON ATTENDANCE

- 14.15 The Committee received a report highlighting an analysis of attendance at mid-year. A target of 75% had been set at the beginning of the year for attendance, with a view to increasing this to 80% in 2014-15. Based on the overall data within the report, the Chairman was extremely pleased with the attendance levels which were well above target for the majority, in what had been a challenging year for members. Where attendance issues were highlighted, the Chairman undertook to address this with individual members.

WEBSITE – INFORMATION ON GOVERNANCE

- 14.16 The Clerk presented a report advising members of the requirement to publish certain information relating to governance on the College website. The report highlighted information currently published. Two documents currently awaiting publication on the website were the Policy on Attendance and Public Access to meetings of the Corporation, and information relating to recruitment for potential Governors. The Clerk had produced draft Policy documents for consideration.
- 14.17 Discussion took place with regard to public access to meetings of the Corporation in the context of accountability and openness. The Clerk advised that the practice varied across the sector and was determined by each individual Corporation. The Chairman commented on the need to demonstrate openness in general as holders of public office, and sought clarification of the extent to which information relating to Corporation members was currently published. Members were satisfied with current arrangements. Further to consideration it was agreed that meetings of the Corporation should not be open to members of the public and that the Policy document should reflect this. The Clerk undertook to clarify the number of Colleges operating an open policy on attendance for information.

RESOLVED 14.17 To recommend the Policy on Public Access to meetings of the Corporation and Publication of Minutes and Papers of meetings be approved.

- 14.18 In terms of setting out the Corporation's rules with regard to recruitment, the Committee received a further paper for publication on the website. The paper set out the background to the College and the duties and commitment involved in becoming a member of the Corporation. It was agreed appropriate that the information should be published and was very informative to potential applicants.

GOVERNANCE STRUCTURE

- 14.19 The Committee received a report with a view to promoting discussion on the value of exploring alternative models of governance. The Clerk had produced a paper setting out several options for Governors to explore in terms of ensuring the Corporation maintained its effectiveness and was able to operate efficiently towards achieving a grade of Outstanding in governance.
- 14.20 The Chair stated that he welcomed members' views on the effectiveness of the current structure and of the options put forward for further exploration, which he would like to open for discussion with all members of the Corporation. Governors' observations were noted, particularly with regard to the level of information that was duplicated from Committees to the Corporation. Further to discussion, whilst members felt the current structure worked well it was agreed appropriate to explore the options further with all members of the Corporation.
- 14.21 The Clerk commented that in the meantime, paring back the level of information received by the Corporation that had already been considered by Committees could be explored and that she would work with the Chair of each Committee to ensure the Corporation received the right level of information required to fulfil its obligations.

DATE AND TIME OF NEXT MEETING

- 14.22 The next meeting would be held on Monday 22 September 2014 at 5.30 pm.
- 14.23 The Chairman commented that in terms of assisting Governors and staff he proposed all meetings in 2014/15 commence at 5.30 pm. In addition, it was proposed that all Committee meetings would be held on separate evenings. The Clerk was requested to circulate the draft Calendar for 2014/15 to all members of the Corporation to note.

Signed _____ Chair

Date _____