

**PRESENT** Roz Liard (Chair)  
Trevor Morgan  
Gordon Smith  
Piers White

**ATTENDING** Jane Stroud (Clerk)

**APOLOGIES:** Kate Ward  
Frances Wadsworth (Principal)

## **1 APOLOGIES**

As noted.

## **2 DECLARATION OF INTEREST**

No new declarations were made.

## **3 MINUTES OF THE MEETING HELD ON 19 June 2013**

The minutes were agreed and signed as a true record.

### **3.1 Matters Arising**

There were none.

## **4 GOVERNANCE DEVELOPMENTS**

The report was **RECEIVED**, reviewing the AOC commissioned report 'Creating Excellence in College Governance' and its implications for Croydon College. The Clerk explained that it was high level report and more detail would follow, but it outlined the coherent support and development programme that was to be co-ordinated by the AoC.

The following points were made in discussion:

1. The Chair declared that she was comforted that the standards and benchmarks outlined in the report were the ones which the College already aspired to. The Board was well equipped if there were sudden changes, but she would like to see more development opportunities for individuals. The learner was central to the Board's deliberations and it was on the right journey.
2. The Foundation Code was too bland and members asked why it was being updated. The Clerk declared that this was precisely why it was being updated.
3. The Chair commented on the significance of one of the observations in the report 'underrepresentation of key employers' on Boards. She felt that the Board had led focus on learners and the partnership with employers to ensure the employability of learners.
4. The best available individuals were appointed to the Board. The Governing Body Membership Policy dictates that appointments ensure the Governing Body is representative of the community. Members **ACTIONED** the Clerk to review, with

reference to practice in other colleges, the means by which the Board ensured that search activities accessed talented people from the whole community.

5. The range of services outlined in the report looked sensible, but there was little on Board evaluation.

## 5 SUCCESSION PLANNING – STANDING ITEM

The report was **RECEIVED**. The report outlined pending vacancies and proposed that the student governors be appointed ex officio to the Learning & Quality Committee

Roz Liard was stepping down as a governor in February and there was a discussion about the skills required from a candidate to fill the vacancy. Change management was key. Members identified the current need for both strategic HR skills and strategic finance skills. Cultural experience / skills should be noted in future discussions of skills needs.

Members **AGREED** that two of their number could meet with candidates on their behalf in order to confirm if the candidates had one of the two skills needed at this time and also understood the role and the commitment needed to be a governor, and then make a recommendation to the Board on the Committee's behalf. They expressed a preference that any candidates identified be interviewed consecutively at the same meeting.

The Chair of Governors reported that he had so far held '1 to 1' meetings with Kene Ibezi and Kate Ward. The first two years of their first term of office finished at the end of August. They had each been appointed for a four year term of office, subject to confirmation by themselves and the Governing Body after the first two years. They had both expressed the wish to complete their four year term of office. A further seven '1 to 1' meetings with governors had been diarised so far.

The Chair of Governors was **ACTIONED** to use '1 to 1s' to find out if Caroline Allen and Stephan John wished to be considered for a second term of office. Both were due to finish their first term of office as governors in February 2015.

The Committee were content to leave arrangements for the appointment of a new Clerk to the Chair of Governors, Principal and Clerk.

The Committee noted that Trevor Morgan was without a mentor following the end of Tim Threllwall's term of office, and that Matt Sims would be without a mentor when Roz Liard left the Governing Body. It was **AGREED** that Gordon Smith would mentor Trevor Morgan. Matt Sims' current mentor Roz Liard and the Chair of Governors were both **ACTIONED** to identify his current needs before the Chair of Governors allocated him a mentor.

It was **RESOLVED** to **RECOMMEND** the following to the Governing Body:

1. That the Board be expanded to include an additional external governor, such that the Governing Body be comprised of 17 governors overall, including 12 external governors;
2. That the two vacancies created by the resignation of Roz Liard and the expansion of the Board be filled by an individual with strategic HR skills and an individual with strategic finance skills;

3. That Piers White, recently appointed as Chair of Finance & Resources Committee, be re-appointed as a governor when his term of office expires on 23 March 2014 (Mr White took no part in discussion of this item);
4. That the Governing Body confirm Kene Ibezi and Kate Ward should complete their four year terms of office as governors; and
5. That student governors be appointed ex officio to the Learning & Quality Committee.

## **6 SCHEDULE FOR REVIEW OF GOVERNANCE POLICIES AND PROCEDURAL DOCUMENTS**

The report was **RECEIVED**. It was **RESOLVED** to **RECOMMEND** the schedule for approval by the Governing Body, notwithstanding that documents may be reviewed before the review date if circumstances necessitate it.

## **7 PROCEDURE FOR APPOINTMENT OF GOVERNORS**

The report was **RECEIVED**. Proposed changes were

1. The referencing of the Governing Body Membership Policy in the procedure;
2. The entitlement of staff governors to a mentor and to be appointed to a committee in keeping with the entitlement of external governors;
3. The same entitlement for student governors, except that for committee membership they be appointed ex officio to the Learning & Quality Committee
4. Phrasing to allow flexibility on criminal and security vetting procedures.

There was a discussion about point 4: whether it constituted legal compliance or best practice. Members **ACTIONED** the Chair of the Committee, the Vice Chair of Governors Caroline Allen, and the Head of HR to meet together to determine the phrasing on criminal and security checks to be recommended to the Governing Body, including the format of any character reference to be used.

It was **RESOLVED** to **RECOMMEND** the updated procedure to the Governing Body, subject to 4 above being resolved.

## **8 CHAIR'S ASSESSMENT PROCEDURE**

The report was **RECEIVED**. The format agreed the previous year had not been used in October 2013 to assess the performance of the Chair of Governors as a new Chair had just been appointed. Instead, governors had answered some questions about leadership of the Governing Body as a whole. The Clerk proposed to use most of the criteria in the previous procedure but that it should be used for a qualitative assessment led by the Vice Chair of Governors and the Chair of the Search and Governance Committee.

The Chair of the Committee re-affirmed that assessment should include an evaluation of the qualities brought to the role. The Chair of Governors emphasised that the evaluation should not simply be about functional issues. The Clerk had proposed replacements for the first and fourth indicators in the previous procedure. Members agreed that the fourth should be replaced, but that the first should be retained alongside the new first indicator proposed by the Clerk. Members also stated that the action plan proposed as part of the procedure should be agreed by the Chair of Governors with the Vice Chair and the Chair of the Search and Governance Committee, before the assessment was recommended to the Governing Body for approval.

It was **RESOLVED** to **APPROVE** the updated Chair's Assessment Procedure with the changes noted above. (This is subject to 6 above being approved by the Governing Body, placing this procedure with the Committee's remit)

## **9 GOVERNING BODY QUALITY IMPROVEMENT PLAN**

The report was **RECEIVED**. It included the review of the Governors Performance Indicators. An updated Quality Improvement Plan was also circulated.

The Clerk was **ACTIONED** to ensure that Governors received a list of opportunities for Governors to visit the College and further develop their understanding of Teaching and Learning issues.

Members queried the means by which they were assured that stakeholder support had been secured. They also commented that business planning needed to reference International Development, other new strategies and the management of costs. These issues were expected to be raised at the Strategic Away Day.

It was **RESOLVED** to **RECOMMEND** to the Governing Body the Governors' Quality Improvement Plan and Performance Indicators with the following amendment:  
the additional performance indicator should read 'Each governor to attend at least one learning walk in the college annually to enhance their understanding of TLA issues'

## **10 INSTRUMENT AND ARTICLES**

The report was **RECEIVED**.

It was **RESOLVED** to **RECOMMEND** to the Governing Body the changes as proposed.

## **11 RISK MANAGEMENT**

There was a discussion about the allocation of Risk Management to this Committee and the Remuneration Committee. None of the currently identified risks were directly applicable. The Clerk was to be invited to the Risk Management Committee and would submit risks to Governance for the Risk Management Plan.

## **12 ANY OTHER BUSINESS**

The Chair of Governors stated that he would be recommending that Piers White be appointed as Chair of the Search and Governance Committee and the Remuneration Committee when Roz Liard, the current Chair left the Governing Body in February. Piers White asked the Chair of Governors to consider if he wished senior management succession planning to be the responsibility of the Finance & Resources Committee, the Search and Governance Committee or the Remuneration Committee.

## **13 DATE OF NEXT MEETING**

Thursday 19 June 2014 at 6pm.

The meeting then ended at 6.10pm.

Signed as a true record:

.....(Roz Liard, Chair)

.....(Date)