

Minutes of the Search and Governance Committee meeting held in the Boardroom, at 1500hrs on 4 October 2018.

Present	Allison Sunley (Chair)	David Pennell	Paul Wingfield
In Attendance	Ralph Devereux (Clerk)	Janet Meenaghan (Principal)	
Apologies	Martin Ballard		

01/18 ELIGIBILITY, QUORUM AND DECLARATION OF INTERESTS

The apology was accepted. No notice had been received of any Member becoming ineligible to hold office, the meeting was quorate with no declared interests.

- a. There was no urgent business requested.

02/18 STANDING ITEMS

- a. Minutes. The minutes of the meeting held on 4 July 2018 were confirmed for electronic signature (Delegated to the Clerk) **(Action 1)**.

- b. Outstanding Actions. All actions from the last meeting were in progress (Action 7) or had been completed.

- a. **The information was received.**
- b. **Actions had been identified (Register at 08/18)**

03/18 MEMBERSHIP

- a. Corporation. Four potential members with particular financial expertise had now been interviewed with a view to filling vacancies on both the Audit Committee (AC) and the Finance and Resources Committee (FRC); three had been particularly impressive. On the 24 September Doug Ward and Ryan Clarke met the Chair and Principal and, on the 2 October the Chair and the VP (F&R) had met Nick Hall and Richard Wheeler; representatives from the recruitment agency "Peridot", who had provided an excellent service and the Clerk had been present throughout both meetings:

- (i) Doug Ward. Doug, a successful "built environment" executive had extensive experience of estate management services and infrastructure development, largely in development of acute hospitals whilst involved in Private Finance Initiative (PFI) consortia. He had displayed a sound understanding of stewardship of public funds, probity and corporate governance both as a manager and a member. He was currently completing a PhD at Cranfield to supplement his seven other academic awards (including Chartered Accountancy). He lives locally and was determined to return to education the benefits that he had gained. He was recommended for appointment for an initial term of two years as a general member, he would complement the FRC if appointed. **(Action 2)**

- (ii) Ryan Clark. Ryan evidenced an impressive rise through the ranks and was currently, at a relatively young age, the commercial Finance Director (FD) of the Totemic Group (car finance) with previous experience in financial services, technology, manufacturing and practice and as a professional football player. He was keen to offer his commercial, strategic and management skills to help young people at the start of their life journey. He lives locally and has a young family. He was recommended for appointment for an initial term of two years as a general member, he would complement the FRC if appointed. **(Action 2)**

- (iii) Richard Wheeler. Richard was the Finance Director for the Northamptonshire Healthcare NHS Foundation Trust, an organisation that had returned to surplus in his two-year stewardship from “Requires Improvement (RI)” in 2016. He had an impressive previous successful career history and qualifications including as an FCA. He lives locally and is very keen to contribute to the local community and education in particular. His current position was demanding and time hungry; it may be that he would only be able to lend his skills to the Corporation as a co-opted committee member if that was his choice, it was agreed that he could be invited to attend Corporation meetings as possible to evaluate the commitment. He was recommended for appointment for an initial term of two years as a co-opted or general member, he would complement the AC if appointed. **(Action 2)**
- (iv) Nicholas Hall. Nick had an impressive past career in high level management particularly in recovery of financially challenged organisations. However, the strength and commitment of the other three candidates had filled the vacancies and, if he agreed, his details would be retained for a possible future vacancy. **(Action 3)**

If these recommendations were accepted, then the membership would be gender imbalanced and while this was not critical, required skills and experience being the driver, it would be a consideration on future appointments. **(Action 4)**

- b. Members. Anthony Partington and Marvin Solowo-Coker had both resigned from the Corporation, both were moving abroad in the near future and their valued contributions would be sorely missed; sincere thanks were recorded with every good wish for the future. **(Action 5)**. Charlotte Favill would return to the Corporation post maternity absence and that was warmly welcomed.
- c. Committees. Recent churn in Corporation membership had prompted a revision of the committee arrangements and further changes considered above would require further amendments. If the appointments were approved it had been indicated where they would sit, Charlotte would be asked whether she was available for committee membership and the resignations would be effected. **(Action 6)** It was agreed that Jonathan Teesdale would be asked if he would move to the FRC; there was no need for a formal Vice-Chair of the FRC but Peter Fraser would be asked if he would “act up” if necessary. **(Action 7)**

- a. **The information was received.**
- b. **Actions had been identified (Register at 08/18)**

04/18 GOVERNANCE

- a. Regulatory Documents. All regulatory documents had been refreshed and had been circulated in advance of the meeting. Most of the work had been to link all documents and references, but changes to the thrust and process were in red type; these were all agreed and the documents were recommended to the Corporation for immediate adoption. **(Action 8)**
- b. Code of Good Governance - Action Plan. The Corporation had adopted the AoC English Colleges Code of Good Governance, compliance was assessed annually and the results had been tabulated and RAG rated. There were two “Amber” gradings:
 - (i) 5.5. Assessment of stakeholder satisfaction was discussed and it was agreed that the present arrangements were, for all practical purposes, sufficiently robust. The College website and other contact opportunities together with community activities provided ample opportunities for feedback.
 - (ii) 9.27. The SC does not publish a formal annual report, it is considered unnecessary since the detail of all activities are reported to the Corporation and subsequently published on the College website and thus open to public scrutiny. Corporation activities are also detailed and explained in the annual assurance statement included in the Annual Financial Statements (AFS).

Compliance with the Code was to be reported to the Corporation and confirmed annually. **(Action 9)**

c. Senior Staff Remuneration Code. The AoC had recently published guidance on arrangements for senior staff remuneration, these arrangements were largely in place but it was agreed to recommend to the Corporation that the code should be formally adopted and confirmed annually. **(Action 9)**

a. The information was received.

b. Actions had been identified (Register at 08/18)

05/18 MEMBERS TRAINING

Formal training (including Safeguarding, Prevent and E&D) that had been completed during the previous year was tabulated and noted; a similar programme for the current year was agreed, although the New Member Induction would be postponed pending appointment of the new members (considered at 03/18) and the topics for development events would be decided closer to the date. **(Action 10)**

a. The information was received.

b. Actions had been identified (Register at 08/18)

06/18 URGENT BUSINESS.

There had been no urgent business requested.

07/18 DATE OF NEXT MEETING

The date of the next meeting would at 1630 on 17 January 2019.

08/18 ACTION REGISTER

see referenced minute for further information.		resp	date
Action 1	01/18. Minutes (04.07.18) confirmed for electronic signature.	Clerk	asap
Action 2	03/18a. DW,RC,RW recommended for appointment.	Chair	17.11.18
Action 3	03/18a. NH details retained if agreed.	Clerk	asap
Action 4	03/18a. Membership gender imbalance noted.	Chair	wie
Action 5	03/18b. AP,MSC resignations noted & thanked for contribution.		
Action 6	03/18c. CF availability for committee membership?		
Action 7	03/18c. FRC – JT to move fm CQS - PF willing to act as Chair?		
Action 8	04/18a. Regulatory documents recommended for adoption.		
Action 9	04/18b. Annual compliance with AoC Codes recommended.		17.11.18
Action 10	05/18. Members formal training subject tbc.	AS/JM	asap

Ralph Devereux (Clerk) for Allison Sunley (Chair)

Ralph Devereux (Clerk) for Allison Sunley (Chair) (Jan 21, 2019)






S&G Minutes 04.10.18

Final Audit Report

2019-01-21

Created:	2019-01-21
By:	Ralph Devereux (office.mpe@btconnect.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA3OjRLhvzGe6FpAPr7fxakxdX9FooOI_V

"S&G Minutes 04.10.18" History

-  Document uploaded by Ralph Devereux (office.mpe@btconnect.com) from Reader
2019-01-21 - 9:43:24 AM GMT- IP address: 81.129.97.87
-  Document emailed to Ralph Devereux (Clerk) for Allison Sunley (Chair) (clerk.mpe@btconnect.com) for signature
2019-01-21 - 9:43:38 AM GMT
-  Document viewed by Ralph Devereux (Clerk) for Allison Sunley (Chair) (clerk.mpe@btconnect.com)
2019-01-21 - 10:08:48 AM GMT- IP address: 81.129.97.87
-  Document e-signed by Ralph Devereux (Clerk) for Allison Sunley (Chair) (clerk.mpe@btconnect.com)
Signature Date: 2019-01-21 - 10:09:56 AM GMT - Time Source: server- IP address: 81.129.97.87
-  Signed document emailed to Ralph Devereux (Clerk) for Allison Sunley (Chair) (clerk.mpe@btconnect.com) and Ralph Devereux (office.mpe@btconnect.com)
2019-01-21 - 10:09:56 AM GMT