

**Minutes of the Search and Governance Committee held 16<sup>th</sup> May 2019, 11:00am in the Principal's Room, Science Park Campus, Cambridge Regional College**

**MINUTES**

**Present**

Nichola Harrison [Chair]  
Mark Robertson

**In attendance**

Emily Baldwin [Clerk]

<b>1</b>	Apologies for absence	Vernice Key gave her apologies for absence.
<b>2</b>	Declaration of interest	There were no declarations of interest.
<b>3</b>	Minutes of the meeting held on 13 <sup>th</sup> September 2018	<p>The Minutes of the meeting of 13<sup>th</sup> September 2018 were agreed to be a true record and signed by the Chair.</p> <p>Members noted that all outstanding actions would be covered under the items on the agenda for the meeting.</p>
<b>4</b>	Corporation and committee membership	<p>The Clerk introduced the paper on Corporation and Committee membership. Members noted that the Corporation comprised 17-20 members, of which 12-15 were reserved for external members. Corporation currently had 13 external members.</p> <p>[Wording removed for confidentiality reasons]</p> <p>It was noted that H Du Quesnay would take over as Chair from January 2020, subject to Board approval. The Committee recommended B Fyfield as Chair of the L&amp;Q Committee from January 2020.</p> <p>It was agreed that Governors would be invited to contact the Clerk if they had any preference to change Committee for the next academic year. Finalised Committee membership would be confirmed for the July Corporation meeting.</p> <p>It was agreed that the Remuneration Committee membership would comprise the Chair, Vice Chair and Chair of F&amp;R Committee. All Committee Chairs would be invited to attend the meeting subject to their availability.</p> <p>It was noted that I Harvey's term of office as a co-opted member was coming to</p>

		<p>an end, and the Clerk would contact him to confirm his finish date. He had made a valuable contribution to the Governing body and would be thanked at his last L&amp;Q Committee meeting. [Wording removed for confidentiality reasons]</p> <p>It was noted that a new Vice-Chair would be needed. The Clerk agreed to draw up a role description prior to Corporation for discussion with the Chair of Search and Governance Committee. The description would include reference to the fact that there was no expectation that the Vice Chair would become Chair in due course, and that no prior Committee Chairing experience was necessary. It was agreed that the term of office should be two years, to allow more Governors to take on the role. There could also be two Vice Chairs.</p> <p>The Committee recommended to Corporation</p> <ul style="list-style-type: none"> <li>• that B Fyfield chair the L&amp;Q Committee from January 2020</li> <li>• that V Key and H Du Quesnay are reappointed as Chair and Vice Chair until December 2019</li> </ul> <p>It was noted that:</p> <ul style="list-style-type: none"> <li>• a recommendation on a new Chair was being taken to May Corporation meeting</li> <li>• a process for appointing a Vice Chair would be circulated to Governors before the summer break.</li> </ul>
5	Governance self-assessment	<p>The Clerk introduced the report on governance self-assessment.</p> <p>Governors noted the positive feedback from the January Awayday session. It was agreed that the venue for the 2020 Awayday should be either iMET or Cambridge campus depending on the agenda. There could be an option of more student and staff involvement in the Awayday, particularly if held on the Cambridge campus.</p> <p>Governors noted that there would be a summer online questionnaire.</p> <p>Governors noted the progress made against the College's Governance improvement plan and in particular the improvement in Governor attendance.</p> <p>Governors received the report.</p>
6	Standing Orders & Instruments annual review	<p>The Clerk introduced the College's Instruments and Articles and the College's Standing Orders (with changes).</p> <p>The Committee agreed the changes to the College's Standing Orders, which confirmed the appointment of a third staff Governor and clarified that the Vice Chair term was for two years.</p> <p>It was noted that the Instruments and Articles had been changed to make reference to a third staff governor.</p> <p>The Committee</p> <ul style="list-style-type: none"> <li>• recommended the Instruments and Articles and Standing Orders (with changes) to Corporation</li> </ul>
7	Policy for Appointment of	<p>The Committee agreed an additional clause in the Policy for Appointment of Governors to include more checks on appointment. This included checks on</p>

	Governors	Companies House and the Charity Commission, as well as the use of references where appropriate. This was to be compliant with requirements of the Office for Students for HE provision.  The Committee recommended the change to the Policy for Appointment of Governors to Corporation.
8	Schedule of meetings 2019/20	The Clerk introduced the Schedule of meetings 2019/20. It was noted that it had been circulated to all Governors for comment.
9	Self assessment of meeting  Any other business	The Committee discussed areas where governance could be improved in light of feedback from Ofsted. It was noted that Ofsted had been complimentary in terms of the governance structures put in place after merger, and the level of challenge by Governors. For 2019/2020 Governors needed to reflect on the targets set, particularly around attendance. The Chair discussed the possibility of Governors drawing up a list of four priority issues that they wanted scrutinised in the year, with the expectation that management needed to report on progress against the four issues at each Corporation and appropriate Committee meeting.

### **Summary of Actions**

	Item	Action	Lead	Date
4	Corporation membership	The Committee recommended to Corporation <ul style="list-style-type: none"> <li>• that B Fyfield chair the L&amp;Q Committee from January 2020</li> <li>• that V Key and H Du Quesnay are reappointed as Chair and Vice Chair until December 2019</li> </ul>	N Harrison	May 2019
6	Instruments and Articles and Standing Orders Annual Review	The Committee recommended the Instruments and Articles and Standing Orders (with changes) to Corporation	E Baldwin	May 2019
7	Policy for Appointment of Governors	The Committee recommended the change to the Policy for Appointment of Governors to Corporation.	E Baldwin	May 2019

The meeting finished at 12:30pm

Signed ..... Chair

Date.....