

**CORPORATION SEARCH COMMITTEE
MINUTES OF MEETING 32 HELD ON 20 APRIL 2009**

Present: John Wilson (Chair), Graham Chesters (Co-opted Committee member), Mary-Rose Hardy, Mike Noddings (Committee member), Richard Smith (Principal)

Clerk: Fiona Bagchi

32.1 Apologies for Absence

There were no apologies for absence.

32.2 Declaration of interests

Councillor Mary-Rose Hardy had asked for her membership of East Riding of Yorkshire Council to be a standing declaration of interest for each meeting.

Mike Noddings declared that he had an interest as the Committee would be considering a recommendation to Corporation on his re-appointment later on the agenda.

32.3 Minutes of Meeting 31 held on 25 September 2008

The minutes of meeting 31 held on 25 September 2008 were approved.

32.4 Matters arising and actions

(Actions below are numbered according to their position in the action point table appended to the end of the previous minutes. The item where the action can be found in the previous minutes is given in brackets following the title).

- 1 An induction session had been arranged for Sarah Smythe, Jenny Wong, Matthew Hunt and Neil Telfer during autumn term 2008 (31.5)
- 2 Corporation's performance indicators (PIs) would be revised to include a requirement for vacancies in the "Corporation member" category to be filled within 6 months (31.5).

Action: Clerk
- 3 An advert for an external co-opted member of the Audit Committee had been placed on the Institute for Chartered Accountants in England and Wales (ICAEW) *Everybody Counts* website and also on the volunteer section of the ICAEW jobs website, as agreed (31.5).
- 4 It had been agreed that, once they had been identified, the Chair of Audit Committee should interview any candidate for co-opted member of Audit

Committee (31.5).

Action: Clerk/RH

- 5 The Search Committee's scheduled meetings for 2008/09 had been arranged to take place on Mondays at 4.30pm, as agreed (31.5).
- 6 Corporation had approved, on the recommendation of the Search Committee, the re-appointment of Philip Wright for a second 4-year term of office with effect from 25.11.08 (31.8).
- 7 Mike Noddings had accepted temporary appointment for the November 2008 meeting of the Student Committee and had also agreed to attend the March 2009 meeting. Sarah Smythe had attended the March 2009 meeting of the Student Committee as an observer (31.8).
- 8 The Search Committee's Annual Report had been presented to the December 2008 meeting of Corporation, as agreed (31.10).

32.5 Review of Corporation composition and audit of skills table

The Committee received the Clerk's report on the composition of the Corporation and Corporation's audit of skills table, noting that:

- Corporation had an agreed membership of 20;
- there were currently no vacancies on Corporation;
- 60% of Corporation members were male;
- 40% of Corporation members were female but this could fall to 35% depending on the outcome of the election for a Parent member of Corporation to be held in autumn term 2009;
- BME (Black and Minority Ethnic) representation on Corporation was 10% and 100% female;
- there were currently no significant skills gaps on Corporation.

The Committee noted that there were currently no vacancies on Corporation and no significant skills gaps.

32.6 Corporation and Committee vacancies

(i) Clerk's report on current and forthcoming Corporation vacancies

The Committee considered the Clerk's report on Corporation and Committee vacancies, noting that:

- there were currently no vacancies on Corporation;
- 4 Corporation vacancies would arise between May and November 2009.

(a) Forthcoming vacancy for a Parent member of Corporation

Members noted that:

- Parent members of Corporation were appointed for a period of 4 years or until the end of the academic year in which their child leaves the College, whichever was the earlier;
- as Sarah Cheesmond's daughter would be leaving the College at the end of summer term 2009, Sarah Cheesmond's term of office as a Parent member of Corporation would end on 31 August 2009.

The Committee agreed that the Clerk would hold an election for a Parent member of Corporation at the start of autumn term 2009 to fill the vacancy arising following the ending of Sarah Cheesmond's term of office on 31.8.09.

Action: Clerk

(b) Forthcoming vacancies for Student members of Corporation

Member noted that:

- Student members of Corporation were appointed for a period of 4 years or until they left the College, whichever was the earlier;
- the current Student members of Corporation, Matthew Hunt and Jenny Wong, would leave the College at the end of summer term 2009;
- Student members of the Corporation, however, usually retired after Corporation's May meeting, to concentrate on their exams, with the new Student members of Corporation appointed at Corporation's July meeting.

The Committee noted that new Student members of Corporation were expected to be appointed at the July 2009 meeting of Corporation.

(c) Forthcoming vacancies for Corporation members

(Mike Noddings left the meeting).

Members noted in discussion that:

- Mike Noddings' second 4-year term of office as a Business member of Corporation would end on 5 May 2009 and he had indicated that he would be willing to be considered for re- appointment;
- limiting Corporation membership to 2 terms of 4 years was considered to be best practice;
- Corporation's approved appointment policy was, however, to aim for a balance of experienced and newer members;
- 3 members of Corporation's current membership of 20 members (John Wilson, Richard Heseltine and Mary-Rose Hardy) had served for more than 2 terms of 4 years;
- if the Committee decided to recommend Mike Noddings re-appointment to Corporation for a third term and it was approved, Corporation would have 4 members who had served for more than 2 terms of 4 years i.e. 20% of the Corporation would have served for more than 2 terms;
- 2 of the current members of the Search Committee had been appointed for more than 2 terms of office and all members of the Committee's members (excluding the Principal and the external co-opted member) would have been appointed for more than 2 terms if Mike Noddings were so appointed;
- the implications of the above situation for ensuring that Corporation's policy of ensuring that there was a balance of more experienced and newer members on Corporation was fairly administered;
- the fact that those Corporation members who had been appointed for more than 2 terms were Committee Chairs and that membership of the Search Committee (excluding the Principal and the external co-opted member) was comprised of the Chair and Vice-Chair of Corporation, who were themselves Committee Chairs, plus the Chair of the Personnel Committee.

The Committee considered Mike Noddings' skills and experience and his performance against Corporation's re-appointment criteria, noting that:

- particular areas of strength as detailed in Mike Noddings' skills audit were education, equality and diversity, quality assurance and property and resource management;
- Mike Noddings was Vice-Chair of Corporation, Chair of the Curriculum and Quality (C&Q) Committee and a member of the Finance and General Purposes (F&GP), Remuneration and Search Committees and had served on the Student Committee during 2008/09;
- Mike Noddings had an excellent performance record judged against Corporation's re-appointment criteria.

Members noted that:

- as the Business category had been abolished under the Instrument of Government in force from 1 January 2008, any appointment to the vacancy would be in the "Corporation member" category i.e. the candidate must have "the necessary skills to ensure that the Corporation carries out the functions detailed in Article 3 of the Articles of Government" (Instrument of Government 2(1)(a)).

The Committee agreed to recommend to Corporation the re-appointment of Mike Noddings for a third 4-year term of office, with the appointment being in the Corporation member category.

Action: Clerk/Chair

(Mike Noddings returned to the meeting).

Members noted that:

- Rory Clarke's first 4-year term of office as a Business member would end on 3 November 2009 and that any appointment to the vacancy would be in the "Corporation member" category;
- Rory Clarke brought useful business skills to Corporation and was a member of the Audit Committee.

It was agreed that the Clerk would contact Rory Clarke to ascertain whether he would be willing to be considered for re-appointment for a second term of 4 years.

The Committee considered a CV presented by Mary-Rose Hardy from a recently retired science lecturer who was currently a primary school governor but who had indicated that he was interested in joining the governing body of a secondary school or sixth form college, noting that his particular skills could also be of interest to a land-based college. It was agreed that his details should be added to Corporation's database of people interested in joining Corporation and that the Clerk should write to him to inform him of this. It was also agreed that the Clerk should approach the clerks of Wilberforce and Bishop Burton College to see whether they currently had any relevant Corporation vacancies.

Action: Clerk

(ii) Committee vacancies

The Committee considered:

- the Clerk's report on committee vacancies, noting that there were vacancies on the Audit and Student Committees;
- details of current Committee membership and the Corporation skills audit table reviewed at item 32.5.

(a) Audit Committee vacancy

The Committee noted in discussion that:

- while the current Audit Committee membership included a Corporation member with expertise in accountancy, there had been a vacancy for over a year for an external co-opted member with accountancy expertise;
- the Clerk had advertised on the Yorkshire and Humberside section of the Institute for Chartered Accountants in England and Wales (ICAEW) *Everybody Counts* website for accountants looking for positions as volunteers and on the volunteer section of the ICAEW jobs website;
- the Clerk had also asked the College's financial statements auditors to advertise the vacancy with their professional association locally;
- no responses had, however, been received to date;
- the Chair reported that he would follow up an initial contact with an accountant known to him professionally concerning their interest in the vacancy.

Action: Chair

Members noted that there remained a vacancy for an external Co-opted member of the Audit Committee.

(b) Student Committee

The Committee noted in discussion that:

- Mike Noddings had accepted temporary appointment to the Student Committee during 2008/09;
- Sarah Smythe, who was the Headteacher of Kelvin Hall School, had attended the March 2009 meeting of the Student Committee as an observer and was not currently a member of a Corporation Committee;
- Sarah Smythe's skills and experience and her position as Headteacher of a partner school would make a permanent appointment to the Student Committee appropriate, if she was available to serve.

It was agreed that the Clerk should ask Sarah Smythe whether she would be willing to join the Student Committee.

Action: Clerk

The Committee noted that Neil Telfer, who had been appointed as a Parent member of Corporation during autumn term 2008 was not currently a member of a Committee and had management skills in marketing. It was agreed that the Clerk should invite him to attend a meeting of the Finance and General Purposes (F&GP) Committee as an observer, as marketing issues fell within its remit.

Action: Clerk

32.7 Progress report on Corporation's 2008/09 training/briefing schedule

The Committee considered the Clerk's report on Corporation's training and briefing schedule for 2008/09.

Members noted that:

- briefings had been given to date on retention, UCAS and student destinations;
- Corporation members had also been given the opportunity to mix with potential students, parents and staff at the February 2009 Open Evening.

It was agreed that the following appeared to be an appropriate schedule for the remaining topics on Corporation's 2008/09 training/briefing schedule and that

topics should be included as pre-Corporation sessions or included in the Management Report, as appropriate:

- **changes in sector representation,**
- **Building Schools for Future (BSF) updates, with particular reference to the re-development of Kelvin Hall School,**
- **Academies updates,**
- **14-19 diploma or Machinery of Government updates,**
- **the Good Governance Practice Guide (GGPG) website and other governance websites, to fit in with the rest of the schedule as appropriate**

Action: Clerk/RTS

It was noted that a briefing on the governance implications of the LSC's Framework for Excellence (FfE) had been given to the February 2009 meeting of the Curriculum and Quality (C&Q) Committee but as the LSC were now reviewing FfE arrangements following sector representation, a briefing should not be given to Corporation until the outcome of the review was known.

Action: Clerk

It was agreed that a briefing on the College's new tutorial arrangements should be given during spring term 2010 as part of Corporation's training/briefing schedule.

Action: Clerk/RTS

The Committee discussed:

- the opportunity for Corporation members and stakeholders to meet at the opening of the Oak Building, including the search for an appropriate individual to open the building;
- opportunities for the Corporation to engage in strategic discussion, with particular reference to previous Corporation strategic events held on Saturday mornings;
- Corporation team building opportunities, especially for newer Corporation members;
- examples of the format for Awaydays successfully used by other organisations e.g. the importance of an appropriate venue, the use of speakers from outside training bodies who were able to speak on governance issues in a challenging way, the inclusion of Academic Board or College Management Team members and students;
- the value of holding a specific strategic event for Corporation members which could take into account current challenges the College was facing e.g. the expected increases in student numbers and reductions in LSC funding.

The Committee agreed that an item on the need for a Corporation strategic event should be included on the May 2009 meeting of Corporation.

Action: Clerk/JW

32.8 Documents from DfES, LSC and other outside bodies

The Committee received a briefing from Eversheds on issues arising from the recent leak of a BNP membership database, including issues relating to data protection, race discrimination, freedom of speech, discrimination on the grounds of belief and the removal of Governors from office.

It was agreed that the Clerk would obtain Eversheds' revised model policy on freedom of speech for review by the Personnel Committee.

Action: Clerk

It was agreed that relevant Corporation recruitment and appointment literature should note Corporation's responsibility for and commitment to equality and diversity under relevant legislation.

Action: Clerk

32.9 Any other business

It was noted that there was no other business.

32.10 Date of next meeting

It was noted that the Search Committee was next scheduled to meet on 1 June 2009 at 4.30pm.

The Committee noted that the main annual standing item of business for the June meeting of the Committee was the review of the Search Committee's policies and procedures and agreed that the Clerk should review the policies and procedures and, if she had no revisions to recommend, the June 2009 meeting of the Committee should be cancelled and a meeting arranged for September 2009.

Action: Clerk

Fiona Bagchi
Clerk to the Corporation
13.5.09

ACTIONS ARISING FROM SEARCH COMMITTEE 32 HELD ON 20.4.09

No.	Action for:	Action:	Status:
1	Clerk	Revise Corp. PIs to incl. requirement for vacancies in "Corp. member" category to be filled within 6 months – <u>autumn 2008.</u>	Done. Recommendation approved at July 2009 meeting of Corp.
2	Clerk/RH	Chair of Audit Committee to interview candidate for co-opted member of Audit Committee, once candidate identified– <u>action date dependent on search for external co-opted member – see also action 6 below.</u>	<i>Vacancy remains unfilled. Clerk has advertised on the School Governor website. See also action 6 below.</i>
3	Clerk	Hold election for Parent member early in autumn term 2009 – <u>Sept. 2009.</u>	<i>In line with past practice, nomination and election information will be sent to parents with a routine College mailing this term.</i>
4	Clerk/Chair	Clerk: recommendation on re-appointment of MN to Corp. – <u>May 2009.</u> Chair: recommend re-appointment of MN to Corp. – <u>May 2009.</u>	Done. May 2009 approved the re-appointment of MN at its July 2009 meeting.
5	Clerk	Write to individual interested in joining 6th form college governing body to say name placed on the Search Committee's database. Also contact Wilberforce and Bishop Burton Colleges concerning vacancy, if appropriate – <u>May 2009.</u>	<i>Clerk to report at the meeting.</i>
6	Chair	Follow up initial contact with accountant concerning their interest in the Audit Committee vacancy – <u>summer term 2009.</u>	<i>Chair to report at the meeting – see also action 2 above.</i>
7	Clerk	Ask SS whether she would be willing to join the Student Committee – <u>May 2009.</u>	Done. SS agreed to join the Student Committee from 2009/10.
8	Clerk	Invite NT to attend F&GP as an observer – <u>May 2009.</u>	Done. NT attended June 2009 F&GP Committee meeting as an observer.

No.	Action for:	Action:	Status:
9*	Clerk/RTS	Note new Corp. training/briefing schedule for <u>2008/09</u> .	Done. 2008/09 training schedule reviewed at July 2009 Corp.
10*	Clerk	LSC FfE briefing to Corp. once LSC has issued revised arrangements – <u>2008/09</u> – <u>2009/10</u> .	Included in 2009/10 briefing/training schedule approved at July 2009 meeting of Corp. – see <i>also training item on the agenda</i> .
11*	Clerk/RTS	Briefing on new tutorial arrangements to Corp. - <u>spring term 2010</u> .	Included in 2009/10 briefing/training schedule approved at July 2009 meeting of Corp. – see <i>also training item on the agenda</i> .
12*	Clerk/JW	Clerk: item on Corp. strategic event to agenda Corp. - <u>May 2009</u> . Chair – raised issue of on Corp. strategic event at Corp. - <u>May 2009</u> .	Done. Strategic event held in June 2009.
13*	Clerk	Obtain Eversheds' revised model policy on freedom of speech for review by the Personnel Committee – <u>June 2009</u> .	Received Sept. 2009. Clerk to produce draft policy to go to F&GP – Oct. 2009.
14	Clerk	Add Corp. responsibility for & commitment to equality & diversity to recruitment & appointment literature for Corp. members – <u>2008/09</u> .	<i>To be included in appointment literature from 2009/10.</i>
15	Clerk	Review need for revisions to Corp.'s policies & procedures at June 2009 Committee meeting & cancel June meeting & re-arranged to Sept. 2009 if appropriate – <u>May 2009</u> .	Done. Clerk advised Committee that no revisions required and it was agreed that the June 2009 meeting of the Committee should be cancelled.

**Items marked with an asterisk show actions which will be completed by/at Corporation or a Corporation Committee other than Search.*