

# Chichester College

## Minutes of the Meeting of the Governance & Search Committee held on Thursday 13 November 2008

### Present:

Miss Frances Russell (Chairman)  
Mr David Hett (Vice-Chairman)

Mr David Galloway                      Mr David Grove  
Mr Patrick Green                      Mrs Angie Hobson  
Dr Richard Parker

### In Attendance:

Mr David Smith, Clerk to the Governing Body  
Mrs Jenny Brooker, Deputy Clerk to the Governing Body  
Mrs Shelagh Legrave, Chief Financial Officer  
Ms Sarah Stannard, Vice Principal (Marketing & Business Development)

### APOLOGIES FOR ABSENCE

1. An apology for absence was received from John Goble.

### ELECTION OF CHAIRMAN 2008-09

2. On the motion of Patrick Green, seconded by Angie Hobson, it was:

#### *Resolved*

*That Frances Russell be appointed as Chairman of the Governance & Search Committee for the period 2008-09.*

### ELECTION OF VICE-CHAIRMAN 2008-09

3. On the motion of Frances Russell, seconded by Patrick Green, it was:

#### *Resolved*

*That David Hett be appointed as Vice-Chairman of the Governance & Search Committee for the period 2008-09.*

## MEMBERSHIP OF THE COMMITTEE 2008-09

4. The membership of the Governance & Search Committee for 2008-09 was noted as follows:

Mr David Galloway  
Mr John Goble  
Mr Patrick Green  
Mr David Grove

Mr David Hett  
Mrs Angie Hobson  
Dr Richard Parker  
Miss Frances Russell

## MINUTES

5. The Minutes of the meeting of the Governance Committee held on 12 June 2008 were taken as a correct record and signed by the Chairman.

## MATTERS ARISING

6. The Committee received and noted a schedule outlining responses to action points from the Minutes of the previous Meeting of the Committee.

(Copy attached at APPENDIX 1 to the Minute Book copy)

## Minute 120: Review of Committee Membership and Chairman

7. Frances referred to the annual process of nominating Chairman and Vice-Chairman of Committees following the recommendation by the Governance & Search Committee. She suggested that as the Governing Body had given the Committee to make such recommendations it would make much more sense if the appointments followed directly from that recommendation and that the appointment should be for the remainder of the term of office as a governor of each individual so recommended. After a brief discussion it was

### *Resolved to Recommend:*

- i) That in future the recommendations of the Governance & Search Committee on the appointment of Chairman and Vice-Chairman of Committees be considered for adoption by the Governing Body without referral to the relevant committee;*
- ii) That the Chairman and Vice-Chairman so nominated and endorsed by the Governing Body retain that*

*position to the end of their current term of office as a governor, subject to annual review by the Committee and*

- iii) That the Corporation's Standing Orders be amended to reflect these changes.*

#### Minute 125: Self Assessment and Succession Issues

8. The Committee noted that the approved Governor self assessment scheme would be introduced this year. The Committee gave consideration to the assessment of the Chairman and Vice Chairman of the Corporation and it was agreed that this should be done through a different mechanism. It was agreed that each member of the Governing Body should be provided with the opportunity to provide feedback on the performance of the Chairman and Vice Chairman and that this should be provided via the Clerk. The Committee agreed that the assessment of Chairman and Vice Chairman should not take place in the first year of their term of office. Upon consideration it was

**Resolved:**

*That a pro-forma be developed for the assessment of the Chairman and Vice Chairman of the Corporation and that this be provided to the Governance and Search Committee for consideration at its next meeting.*

#### Minute 126: Governor Development Events

9. The Committee discussed Governor development events taking place in 2009 and it was

**Resolved:**

*That the changing qualifications framework and the development of the Student Voice be topics for development events taking place in 2009.*

#### REVIEW OF STANDING ORDERS

10. The Committee received for consideration a copy of the current Standing Orders incorporating proposed amendments.

(Copy attached at APPENDIX 2 to the Minute Book copy)

11. It was

**Resolved to Recommend:**

*That the revised Standing Orders, as set out at APPENDIX 2 to the Minute Book copy, be approved, subject to further changes that may be necessary as a result of the Governing Body's discussion on Minute 7 and Minute 18.*

**REVIEW OF CODE OF CONDUCT**

12. The Committee received for consideration a copy of the current Code of Conduct incorporating proposed amendments.

(Copy attached at APPENDIX 3 to the Minute Book copy)

13. The Committee noted that the Code of Conduct had been revised primarily to reflect changes to the Instrument and Articles of Government and the introduction of the Governor self assessment scheme. Upon consideration it was

**Resolved to Recommend:**

*That the revised Code of Conduct, as set out at APPENDIX 3 to the Minute Book copy, be approved.*

**GOVERNANCE ARRANGEMENTS AND ISSUES**

***Review of Governor Attendance 2007-08***

14. The Committee received for consideration details of the attendance of governors at Governing Body and committee meetings during the 2007-08 academic year.

(Copy attached at APPENDIX 4 to the Minute Book copy)

15. The Committee noted that the attendance of some Governors had reduced on the previous year and this was attributed to illness and other commitments. The Committee agreed that some Governors with low attendance still provided useful contributions to the College and this needed to be recognised and preserved whilst at the same time seeking to ensure that governors participated as fully as possible in the work of the Governing Body to avoid placing undue demands on those who might have more time.

### *Stakeholder Interests and Other Forms of Representation*

16. The Committee received for consideration a paper which proposed the introduction of an alternative means for ensuring the reflection of stakeholder interests in circumstances where full participation as a governor might prove difficult.

(Copy attached at APPENDIX 5 to the Minute Book copy)

17. David Smith stated that the proposal had been developed as a means to retain Governors who had difficulty attending meetings due to commitments elsewhere but who provided a useful contribution to the Governing Body and the College or where stakeholder engagement was deemed important but where there was difficulty in full participation. He stated that a person in that position would not be expected to attend meetings on a regular basis. They would be provided with meeting papers and encouraged to attend where they felt they could add particular value. Where this was not possible they would be invited to submit comments on issues of interest to them in advance of the meeting. They would also be encouraged to attend Governor development events and social events.
18. The Committee agreed that a person appointed to the position of governor emeritus would need to add value to the College and their term of office should be for a defined period. Subject to procedures being developed on the proposal, including the maximum number of emeritus Governor positions and the mechanism by which they would be elected, it was

#### **Resolved to Recommend:**

*That the position of governor emeritus be introduced with effect from the beginning of the 2009-10 academic year and the Governing Body's Standing Orders be amended to reflect this.*

### *Re-appointment of Governors*

19. The Committee received for consideration a report on the current membership of the Governing Body and details of the terms of office which were coming to an end.

(Copy attached at APPENDIX 6 to the Minute Book copy)

20. David Smith reported that the term of office of six Governors were scheduled to end on 31 July 2009. Four of them, David Hett, David Galloway, Louise Goldsmith and Nick O'Brien were eligible for reappointment for a further term of office (three years for David Hett

and four years for the others). Two of them, Patrick Green and Frances Russell, had reached the maximum of ten years service on the Governing Body although Frances had been appointed as Chairman of the Governing Body for three years commencing 1 August 2008, subject to annual review. Upon consideration it was

**Resolved to Recommend:**

- (i) That David Hett be appointed as a governor for a three year term of office with effect from 1 August 2009;*
- (ii) That David Galloway be appointed as a governor for a four year term of office with effect from 1 August 2009;*
- (iii) That Frances Russell be appointed for a two year term of office with effect from 1 August 2009;*
- (iv) That the nomination for a member of the teaching staff be sought for appointment as a Staff Governor for a four year term of office with effect from 1 August 2009;*
- (v) That Consideration be given to offering the position of Emeritus Governor to Louise Goldsmith and*
- (vi) That the contribution of Patrick Green to the work of the Governing Body since he was first appointed in 2009 and in particular his work as Chairman of the Building & Estates Committee since May 2000, be placed on record.*

21. The Committee noted that this would leave two vacancies for positions as governors which it would consider further at its next meeting.

***Terms of Office of the Chairman of the Governing Body***

22. The Committee received for consideration a paper on the length of the term of office of the Chairman of the Governing Body.

(Copy attached at APPENDIX 7 to the Minute Book copy)

23. David Smith stated that the position of Chairman of the Governing Body was normally for a three year term of office subject to annual review. The term of office of the previous Chairman, Mr Ian Farman, had been extended for special reasons and the Committee was asked

to consider whether provision should be made in the Standing Orders for the Chairman position to be for a longer term of office in specific and special circumstances.

24. The Committee agreed that a flexible approach was needed to the term of office associated with the Chairman. Upon consideration it was

**Resolved:**

- (i) *That the performance of the Chairman continue to be considered on an annual basis and*
- (ii) *That in the Chairman's 3<sup>rd</sup> year of office, the Governance & Search Committee consider at its Autumn Term meeting whether there are grounds for recommending the extension of that term of office for a further period and what that period should be and that the Corporation's Standing Orders be amended to reflect this.*

**GOVERNOR LINKS**

25. The Committee received for information a report on Governor link activities for 2007-08, the Governor links for 2008-09 and link activities that had taken place so far in the 2008-09 academic year.

(Copy attached at APPENDIX 8 to the Minute Book copy)

26. Jenny Brooker stated that an increased number of visits appeared to be taking place this academic year and this was partly attributed to the Governor links programme being more effectively monitored. Directors were now asked to provide a monthly update on what link visits had taken place or were arranged and a termly report was also submitted to the Senior Management Team.
27. In response to David Galloway, David Smith stated that there sometimes appeared to be a difficulty in establishing a link initially but the relationship between a Governor and their link area quickly developed after the first visit. Richard Parker stated that staff had become better at identifying events and meetings for their link Governor to attend. After further discussion it was

**Resolved:**

- (i) *That the Governor link policy be amended to state that Governors are attached to their link area for a minimum of two years and*

- (ii) *That staff be advised that Governors find meeting staff and students in their link area to be very informative regardless of whether they are attending a specific event.*

#### GOVERNING BODY WEBPAGES

28. Sarah Stannard stated that the College website had been redesigned to focus it toward employers and student recruitment. The website was scheduled to go live at the end of the year but consideration was needed to the content of the Governor web pages which were currently very under utilised. It was accepted that the content of the Governor web pages could be significantly reduced but would need to be retained to meet statutory requirements. After discussion it was

**Resolved:**

- (i) *That the content of the Governor web pages comprise the names of the Governing Body members, the calendar of meetings, the policy on access to meetings, the rules of the search committee and the non-confidential minutes of the Governing Body and each Standing Committee for the previous twelve months;*
- (ii) *That the biographies of governors and Governor links be placed on the staff intranet but not the College internet and*
- (iii) *That consideration be given to the development of a password protected Governor section of the College website which would enable Governors to access key documents and confidential minutes.*

#### EFFECTIVENESS OF STANDING COMMITTEES

29. The Committee received for consideration a report on the self assessment of Standing Committees and the actions taken in response to issues raised.

(Copy attached at APPENDIX 9 to the Minute Book copy)

30. Jenny Brooker provided an overview of the key issues each Committee had identified and what action had been taken to address these. She added that the membership of the Audit Committee had now been increased through the appointment of John Jarvis to the Committee.

31. In response to Frances Russell, Jenny Brooker stated that Every Student Matters (ESM) was included in the terms of reference of the newly created Quality & Curriculum Committee and that Vicki Illingworth was scheduled to provide a presentation on ESM at the inaugural meeting of the Committee on 2 December 2008.
32. David Smith stated that the Vice Chairman of the Student Committee was a member of the Student Executive and asked the Committee to give consideration as to whether the Vice Chairman of the Staff Committee should be a member of staff. Upon consideration it was

**Resolved:**

*That from the 2009-10 academic year, the Vice Chairman of the Staff Committee be a staff committee representative.*

**STUDENT UNION CONSTITUTION**

33. The Committee received for consideration the revised Student Union Constitution which the Student Union had recommended for approval.

(Copy attached at APPENDIX 10 to the Minute Book copy)

34. David Smith stated that the Student President was a paid member of staff and therefore ineligible to be a member of the Governing Body unless standing as a staff governor. Subject to an amendment to paragraph 4.13 to clarify this, it was

**Resolved to Recommend**

- (i) *That the Student Union Constitution, as set out at Appendix 10, be approved and*
- (ii) *That approval for future alterations to the Student Union Constitution be delegated to the Governance & Search Committee.*

**DATE OF NEXT MEETING**

35. It was noted that the next meeting of the Committee would be held on Thursday 29 January 2009 at 4pm.

## ANY OTHER BUSINESS

### Quality & Curriculum Committee

36. David Smith stated that the Committee had previously agreed that the membership of the Quality & Curriculum committee should include a staff Governor. Nick O'Brien wished to continue to be a member of the Standing Committees to which he currently served and did not feel able to take on any further commitments. David stated that after discussing the issue with Frances Russell it was felt that a member of teaching staff was needed on the Committee. With this in mind, expressions of interest had been canvassed from staff representatives. Three staff representatives had put their names forward for the position and they were David Cluley, Karen Gauson and Dave Murrell. Upon consideration it was

**Resolved:**

*That Karen Gauson be appointed as a co-opted member of the Quality and Curriculum Committee for a four year term of office.*

### REVIEW OF THE BUSINESS OF THE MEETING

37. Frances Russell invited members to consider whether any items of business in the meeting could have been dealt with in a different or more appropriate fashion and to submit any comments they had to David Smith or Jenny Brooker.

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Date