



1. PRELIMINARY PROCEDURAL MATTERS

1.1 Attendance & Apologies for Absence

Membership: Ken Ayling
Mike Carver
Warren Gordon
Tony Medhurst
Jan Wing

In Attendance: Jayne Chaplin (Clerk)

Apologies: Ian Richardson

1.2 Declarations of Interest

There was none.

1.3 Minutes of the Last Meeting

The Minutes of the Meeting held on 12 July 2017 were confirmed as a correct record for signing by the Chair.

1.4 Matters Arising

None reported.

2. CORPORATION BUSINESS

2.1 Board Profile: Update

A report was received following up on the initial analysis of the Board composition presented at the July 2017 meeting presenting a fuller picture of the Board's expertise, experience and composition to facilitate current discussion for the purposes of recruitment and Board re/appointments.

The key points of note were considered with discussion including:

2.1.1 The breadth of the information within the Borough Profile and Sector benchmark data to assist in reviewing the overall Board composition and inform discussion of Board membership in the appropriate context.

2.1.2 The general breadth of expertise provided to ensure appropriate monitor and challenge of performance to fulfil statutory responsibilities, maintain standards and exercising oversight of implementation of the strategic objectives but noting:

- The changes since the last report with an increase in expertise in audit and a decrease in health and education/quality. The absence of direct representation was recognised in areas such as human resources and quality systems/improvement noted to have formed the focus of a recruitment campaign with candidates presented for consideration (see Minute 2.2).

- That 17% of members had served more than two terms of office or more with 6% serving their second term; and Board turnover since the last reported of 11%.

2.1.2 The diversity profile reflecting on any action considered appropriate in the context of:

- The profile, highlighting an absence of declared disability
- The change in the Corporation gender profile, now comprising 77% male: 23% female but recognising both the impact on the data following the recent departure of two female members and the number of membership vacancies; and the likelihood of further change following discussion elsewhere on the agenda (Minute 2.2 refers)

2.1.3 Current and future strategic considerations, reflecting on the diversity of present membership in the context of the capability, characteristics, experience and commitment required for the Board to fulfil its role and responsibilities. Particular consideration was given to further expertise in quality to strengthen rigour and challenge in the monitoring of performance to ensure the securing of a Good Ofsted rating at re-inspection.

Subject to the comments made, members concurred with the overall conclusions within the revised profile, agreeing that those areas identified should inform the basis for any forthcoming recruitment

The report was noted.

2.2 Membership & Vacancies Report

A report was received updating members on the Corporation's current and forthcoming vacancies and the outcome of the recent recruitment campaign: and presenting applications for board membership for consideration for recommendations to be made to the Corporation regarding re/appointments.

Reporting on the resignations of Linda Radford and Annabel Lucas and the potential for further membership changes, members were advised of four current vacancies in the category of "Business" member and in respect of forthcoming vacancies:

2.2.1 That the term of the two student members ended in July 2017 but that new members had been elected.

2.2.2 The term of "Business" member Warren Gordon was due to end in December 2017 when at that time he would have completed two terms of four years as a Board member. It was confirmed that Warren had expressed interest in being considered for re-appointment.

There was discussion of the current and forthcoming vacancies in the context of the Corporation's overall Board profile and current and future strategic considerations in general (Minute 2.1 refers). Members reflected on the need to maintain a balance between addressing the absence in expertise identified and continuity to maintain some historical knowledge, concluding for re/appointments to be reviewed in the light of these particular circumstances.

Consideration was given to:

2.2.1 The potential re-appointment of Business Board member Warren Gordon discussing his considerable contribution during his time on the Corporation, those committees of which he was a member along with her support at the various College events. Reflecting both on his

contribution and his particular and valuable business expertise in law and property, it was agreed that re-appointment was to be recommended.

2.2.2 The applications received and circulated to members in advance of the meeting were reviewed in the context of the observations following the Principal's discussions with each candidate:

- Recognising the expertise of Elaine Francois from her position as senior Director of HR with a private sector organisation along with her operational, strategic and board level experience, concluding that such strategic knowledge and experience would be well suited to and would strengthen monitor and challenge of HR matters at Board and the Resources Committee.
- Giving consideration to the expertise and experience of Charlotte Simmonds, most notably in enterprise and environment along with apprentices in the construction/engineering area and its focus in her work in parliament. Whilst not necessarily wholly addressing the criteria specified, it was considered that her breadth of skills would be invaluable to strategic discussion and decision-making both at Board and Committee level. Following the recent membership departures there was observation of the potential challenges to completion of business of the Quality and Standards & Curriculum Planning Committee agreeing that such strategic knowledge and experience would be well suited to and would strengthen monitor and challenge at this Committee.
- Reflecting on the HR expertise and experience of Bob Ferneyhough, formerly in a commercial sector but currently in a consultancy capacity. Whilst acknowledging his expertise and the breadth of his operational, strategic and board level experience, it was concluded however that other candidates presented possessed the same and potentially better expertise and experience in a current working environment.
- Considering the HR expertise and experience of Nicky Stone from her role in a national logistics company. There was note of her particular skills most notably her operational knowledge of HR challenges HR across a range of areas face including an ageing workforce issues and the apprenticeship levy, which it was agreed complimented but differed to those of the other candidates presented. Noting however the number of vacancies available and expressing its desire to retain such expertise pending a suitable vacancy arising, it was agreed for a co-opted position to be recommended; and based on her experience, for this to be as a co-opted membership of the Employer and Community Engagement Committee
- Recognising the financial expertise of John Sills as a qualified accountant and his commercial and operational experience in corporate and charity sectors and concluding that such strategic knowledge and experience would be well suited to and would strengthen monitor and challenge of financial matters at Board and the Resources or Audit Committee. In the context of the other applicants considered it was agreed to recommend membership of the Audit Committee in the first instance.
- Reflecting on the expertise Rina Singh in Audit and Risk Management at the NHS with direct experience in providing assurance to Executive Board and Audit and Risk Committee concurring with the view that such experience would be complimentary to those candidates already considered and useful to the Audit Committee and the Board.

Following discussion, and after observing the need for the membership chart and Committee memberships to be updated, it was **RESOLVED** to **RECOMMEND** for the Corporation to **APPROVE**:

2.2.3 The **RE-APPOINTMENT** of Business member Warren Gordon for a further term of office of four years.

2.2.9 The **APPOINTMENT** of:

- Elaine Francois for a four-year term of office as Business Board Member and suggesting membership of the Resources Committee.
- Charlotte Simmonds for a four-year term of office as Business Board Member and suggesting membership of the Quality and Standards & Curriculum Planning Committee.
- John Sills for a four-year term of office as Business Board Member and suggesting membership of the Audit Committee.
- Rina Singh for a four-year term of office as Business Board Member and suggesting membership of the Audit Committee.
- Nicky Stone as a Co-opted member of the Employer & Community Engagement Committee for a term of four years.

3. GOVERNANCE PERFORMANCE & DEVELOPMENT

3.1 Committee's Terms of Reference

The Committee's Terms of Reference were presented along with amendments proposed to ensure that they remained in line with good practice

The amendments proposed were reviewed noting these to be minor in nature to reflect the spirit of the provisions of the Code of Good Governance for English College and formalise arrangements regarding the Committee's review of its Terms of Reference

It was **RESOLVED** to **RECOMMEND** for the Corporation to:

3.1.1 **APPROVE** the revised Terms of Reference.

4 ANY OTHER BUSINESS & NEXT MEETING

4.1 Any other business

No other business was raised.

4.2 Date of Next Meeting

4.00pm, Wednesday 11 July 2018

Signed:



(Chair)

Date: 11 July 2018