

**Minutes of a Meeting of the Governance & Search Committee held on  
Thursday 03 December 2020**

**Present**                    Mr S Wilcox (Chair)  
                                 Ms T Aust (Principal)  
                                 Mr J Bryant  
                                 Mr T White  
                                 Ms C Ajit Singh.  
                                 Mr J Allen (Clerk)

The meeting commenced at 17.30.

**WELCOME, APOLOGIES & DECLARATIONS OF INTEREST**

1.        The Chair welcomed everyone to the meeting.
2.        An apology was received from Mr Bruce Armstrong.
3.        With reference to the governor interview, conducted prior to the meeting, the Chair declared an interest in that he knew the candidate and therefore did not participate in the interview and would not participate in any proposed appointment recommendation (Agenda item 5).
4.        With reference to the proposed extension of the term of office for Tommy White, as the recommendation being put to the Committee involved a Committee member, Tommy White would not participate in any re-appointment recommendation (Agenda item 5).

**MINUTES**

5.        The minutes of the Governance & Search Committee held 26 February 2020 were agreed as an accurate record of the meeting (Paper 2).

**SUMMARY ACTION LIST**

6.        The following updates were made available (Paper 3):

<b>MIN REF</b>	<b>DETAILS OF RESOLUTION/ACTION POINT</b>	<b>COMMENTARY / UPDATE FOR MEETING</b>
11	It was <b>NOTED</b> there was still the need to source a qualified accountant to become a Corporation member and it was <b>AGREED</b> to use existing networks such as LinkedIn and employers.	Interview to be conducted prior to the holding of this meeting
12	It was <b>AGREED</b> for the Clerk, Chair and Principal to work together to draft a job description for the Committee to review for the post of 'Head of Governance' that covers the two models that would be appropriate for the College and Corporation.	Agenda item.

## **GOVERNOR INTERVIEW**

*(Simon Wilcox did not participate in this agenda item due to his declared interest)*

7. Prior to this meeting, an interview was conducted with Ms Charlotte Callinan and a copy of her CV was made available (Paper 1). The interview panel consisted of two members from this Committee - the Principal, and Tommy White in his capacity as Chair of the Finance Committee, and Mark Cooper, Director of Finance. The interview focused on the candidate's financial experience and expertise and it was noted the candidate was a Qualified Chartered Accountant (CA) and Tax Advisor (ITP).

8. The recommendation from the panel was for the Governance & Search Committee to recommend her appointment to the Corporation meeting to be held on 16 December 2020.

9. It was **RESOLVED** to recommend that the Corporation appoints Ms Charlotte Callinan to be a member of the Corporation for the period 01 January 2021 to 31 December 2024.

## **GOVERNOR RE-APPOINTMENT**

*(Tommy White did not participate in this agenda item due to his declared interest)*

10. To enable an effective handover, and to allow for succession planning for the Chair of the Finance Committee, it was **RESOLVED** to recommend that the Corporation approves the extension of the current end date of the term of office for Mr Tommy White from 31 December 2020 to 31 July 2021.

## **DETERMINATION**

11. To accommodate the proposed appointment of Charlotte Callinan, and the proposed extension of the current term of office for Tommy White, it was **RESOLVED** to seek Corporation approval to increase the size of the Corporation membership from 15 members to 16 members, with 12 external governors.

## **STUDENT GOVERNORS**

12. The Clerk confirmed the student body has nominated two student governors for the current academic year up to 31 July 2020: William Tyrell - Level 3, Sport, 2<sup>nd</sup> year and Lavanya Gomes - Level 2, Aviation. The Clerk confirmed their induction has been arranged for 16 December, immediately prior to the Corporation meeting which they will both be attending.

## **HEAD OF GOVERNANCE JOB DESCRIPTION**

13. It was agreed at the last meeting for the Clerk, Chair and Principal to work together to draft a job description for the Committee to review for the post of 'Head of Governance'. A balance has to be struck between the current independence of the role whilst having sufficient capacity to deal with day-to-day governance operational matters, and to ensure time spent on operational matters does not distract from making available independent advice to the Chair and Corporation. It was agreed at the last meeting that the workload does not justify a full-time post,

but there was a need to bring two models together (operational day-to-day and independent adviser) into a model that works for West Thames. To achieve this, the job description (Paper 4) proposes the Head of Governance to attend a College on a set day each week, with the remainder of the time allocated to the post for making available independent advice and support to the Chair and Corporation.

14. The Committee was invited to hold a discussion on the merits of the post either being self employed or employed on a 0.4 FTE equivalent. It was agreed that for flexibility purposes, to leave both options in the job description.

15. It was **RESOLVED** to approve the Head of Governance Job Description, and to discuss further at a later date the timing for the implementation of the job description and the filling of the post.

#### **GOVERNANCE REVIEW 2018/19: GOVERNANCE ACTION PLAN 2019/20**

16. The 'Governance Review Action Plan 2019/20' was received (Paper 5). The action plan followed the review of governance that was conducted in May 2019. Monitoring and oversight of the action plan is delegated to the Governance & Search Committee.

17. The Clerk confirmed this was to be the final review, with any action points still to be completed to be carried forward into the Governance Review Action Plan 2020/21.

18. Following review, the Committee **NOTED** the current update.

#### **GOVERNANCE REVIEW 2019/20: GOVERNANCE ACTION PLAN 2020/21**

19. The Corporation has agreed to undertake an annual review of governance for the proceeding academic year, with the final review report to be published in the autumn term covering following the same timescale for the College's self assessment process.

20. The Corporation has agreed the following framework for the annual review of governance:

- I. To conduct a review of current performance against a number of governance good practice indicators outlined by the FE Commissioner (Published May 2019).
- II. Review of current performance against a number of agreed governance KPIs
- III. Skills analysis audit conducted on current governors
- IV. Chair to hold one-to-one review meetings with each governor
- V. Each Governor to be asked to review the Chair's Performance by completing a questionnaire - completed questionnaires to be evaluated by the Vice Chair and the evaluation to be made available to the Corporation
- VI. Succession planning
- VII. Action planning arising from the Review.

21. The review for 2019/20 commenced in the summer term, starting with conducting one-to-one review meetings between each governor and the Chair, and then for each governor to conduct a review of the performance of the Chair. The

outcomes from these two components of the review framework was made available to the July meeting of the Corporation.

22. The remaining components of the review framework were completed in the autumn term, including action planning to address any areas of development identified through each of the review components. All components of the framework were reported on in the 'Governance Review Report 2019/20' (Paper 6).

23. The key section of the review report was the 'Governance Action Plan 2020/21'.

24. Following review, it was **RESOLVED** to recommend that the Corporation at its meeting on 16 December 2020 be asked to approve the 'Governance Review Report 2019/20 & Governance Action Plan 2020/21';

### **ANY OTHER BUSINESS**

25. There was no other business.

### **DATE OF NEXT MEETING**

26. To be confirmed.

The meeting finished at 18.15.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

### **SUMMARY ACTION LIST**

<b>MIN</b>	<b>ACTION POINT</b>	<b>REVIEW</b>
15	<i>Head of Governance Job Description:</i>  To discuss further at a later date the timing for the implementation of the job description and the filing of the post.	