

**Minutes of a Meeting of the Governance & Search Committee held on  
Wednesday 26 February 2020**

**Present**                    Mr S Wilcox (Chair)  
                                 Ms T Aust (Principal)  
                                 Mr J Bryant  
                                 Mr B Armstrong  
                                 Mr T White  
                                 Mr J Allen (Clerk)

The meeting commenced at 14.00.

**9.        WELCOME, APOLOGIES & DECLARATIONS OF INTEREST**

The Chair welcomed everyone to the meeting.

Apologies were received from Ms C Ajit Singh.

**10.      MINUTES**

The minutes of the Governance & Search Committee held 02 October 2019 were agreed as an accurate record of the meeting (Paper 1).

**11.      GOVERNOR RECRUITMENT**

Received for information purposes was the current skills analysis for current governors (Paper 2).

Received for review was a report from the Clerk on current governor recruitment.

The report confirmed the following action point from the Governance Action Plan that was agreed following the review of governance conducted in May 2019:

*A recruitment schedule to appoint new governors to be put in place to ensure there is a smooth transition between governors leaving at the end of their term of office and the appointment of new governors. The recruitment process to be overseen by the Governance & Search Committee.*

As part of the agreed succession planning, the objective is to begin sourcing potentially new governors to replace those who are due to leave having served the required number of terms. These being:

Tommy White:            Leaves 31/7/2020 having had his second term of office extended to 31/7/2020.

John Bolt:                16/12/2020 or sooner, as John is currently in a third term of office

Bruce Armstrong:      31/7/2022 at the end of his two terms (If Bruce took on a governance role with higher responsibility then a case could be made to extend his membership into a third term)

Charanjit Ajit Singh: 31/7/2022 or sooner, as Charanjit is currently in a third term of office

Simon Wilcox: 14/10/2022 at the end of his two terms

The Clerk has promoted forthcoming governor vacancies with '*Inspiring Governance in FE*'. The website identifies potential volunteers who have logged their details with Inspiring Governance, and once identified, volunteers are contacted to see if they would be interested in becoming a governor.

The local search identified 19 volunteers within a close radius of the College (Hounslow, Feltham and Brentford). Each volunteer was sent initial information and were invited to respond by either declining the invitation or to accept the invitation so that further information could be sent to them. Further information sent outlined the role in more detail and requested that they send to the Clerk a copy of their CV.

At the end of the closure date for receipt of CVs, a total of 6 applications were received. Copies of each of the CVs were appended to the report.

Informal telephone conversations involving the Clerk and each of the applicants took place on Monday 24 February. One applicant decided at this point to withdraw his application due to changes to his working situation.

Following review of the received CVs, the Committee **AGREED** for the Clerk to make arrangements for the Committee to interview the following:

- Mr Donovan Kirkwood
- Mr Rhys Gallagher
- Miss Laura Weatherill
- Mr Srivaas Venkataramanan
- Mr Adam Barke

It was **NOTED** there was still the need to source a qualified accountant to become a Corporation member and it was **AGREED** to use existing networks such as LinkedIn and employers.

## **12. SUCCESSION PLANNING - CLERKING ARRANGEMENTS FROM 2021**

The report from the Clerk was received (Paper 4).

The Governance Review Report recommended for succession planning arrangements to be put in place to develop, advertise and recruit to a Head of Governance and Compliance role for the start of the 2021 academic year. The Governance & Search Committee has been designated to oversee the succession planning process.

The aim of the paper was to provide background information to the Governance & Search Committee to inform discussions on how best to plan for succession planning.

Included in the report were extracts from the published report '*Clerking in the new era: implications for college governance*'. Although published in May 2013, the report and the detailed findings of the survey that informed the report, were still relevant in today's FE environment.

The report outlined a number of clerking models in the FE sector covering Stand Alone FE Colleges (including 6<sup>th</sup> Form Colleges); College Groups; Federations; and Academies.

The report posed a number of questions for the Committee to consider, these being:

- As West Thames College has made the strategic decision to remain a stand alone college, is there a need to appoint a full-time post or are current arrangements adequate and fit for purpose?
- If there is to be a full-time post would the job scope have to be extended to justify such a post? I.e., to include compliance, data protection, health & safety?
- Would the post holder need administration support - would this be affordable for the College?
- Whatever the arrangements, should the title of the post be changed from 'Clerk' to 'Head of Governance' or 'Director of Governance'.
- The Governance Review conducted in May 2019 concluded that *'it is foreseen that for a period, and to deliver the recommendations in this report, that both a professional role within the organisation and the independent Clerk could be considered'*. How can this be delivered?

During discussions the following points were noted:

- The model of a full-time Company Secretary as used in College Groups was not appropriate for West Thames. Instead, the approach to be taken is to determine what the organisation needs and how best this can be met.
- The title 'Head of Governance' was more appropriate than the current title of 'Clerk'.
- A balance has to be struck between the independence of the role and 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.
- The workload does not justify a full-time post.
- Bring two models together (operational day-to-day and independent adviser) into a model that works for West Thames.
- The current independence of the role is greatly appreciated and must be retained, but there is also the need to raise the profile of governance within the College by having more presence of the Head of Governance in the College. To achieve this the job description could require 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.

It was **AGREED** for the Clerk 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.

### 13. GOVERNANCE ACTION PLAN

The Governance Review Action Plan 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 Search Governance & Committee, with regular reporting on progress to be made available to the Corporation through the minutes of the Committee

Following review, the Committee **NOTED** the current update subject to the following additions to be made:

- Action 3a: To add '*Further improve and enhance the framework for governor link visits with the focus on better engagement with both staff and students - This to be discussed at C, Q & S on 5/3/29*'.
- Action 2c: To add '*Education*' to the list of required skills

### 14. ANY OTHER BUSINESS

There was no other business.

### 15. DATE OF NEXT MEETING

To be confirmed.

The meeting finished at 15.30.

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

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