Brooklands College

**Minutes of the First meeting of the Search and Governance Committee
co-ordinated remotely via 'Zoom' meeting platform software
across various domestic locations, commencing 18.05hrs on 19 May 2021.**

Present:	Dr. Barbara Spittle	Chair
	Andrew Baird	Chair of Governors
	Dr. Andrew Gilchrist	Chair of Audit
	Fred Gray	Chair of Resources Committee

In Attendance:	Dr. Stephen Dowbiggin OBE	Chief Executive Officer
	Christine Ricketts	Principal
	Jonathan Lipscomb	Clerk to the Governing Body

Apologies:	An apology had been received from Jackie Pearson

PART ONE

1.   Action in the event of fire

Action to be taken in the event of fire was left to each individual.

2.   Welcome and apologies

All participants confirmed that they were able both to hear and see the other participants via their computer and the meeting was confirmed as quorate.

An apology for absence had been received from Jackie Pearson (prior commitment).

3.   Declarations of Interest

   i.   Dr Barbara Spittle declared that she Barbara Spittle is a former Chair of Governors of East Surrey College and had been a Governor of Merton College prior to its merger with South Thames College.

   ii.   Andrew Baird declared his other relevant position as Chair of Orbital South Colleges.

   iii.   Dr Andrew Gilchrist declared that he was a Governor of Croydon College.

   iv.   Dr Stephen Dowbiggin OBE declared his position as Chair of the Sainsbury's T-Level Committee.

   v.   No other declarations of interest were made.

4.   Notification of Any Other Business.

No other business had been notified to the Clerk or the Chair.

5.   Draft (Part One) Minutes of the Planning, Remuneration and Governance Committee Meeting on 7 October 2020.

This committee being the successor to the former Planning Remuneration and Governance Committee and having the same membership, the minutes of the final meeting of the Planning Remuneration and Governance Committee were considered. The minutes were agreed as a correct record and will be signed by the Chair when circumstances allow.

6. Proposed Terms of reference for the Search and Governance Committee [S&G 20-21-01].

Noted:

i. Following the decision by the Governing Body to set up a Search and Governance Committee, draft Terms of Reference had been assembled using as a template, those of another College known to Governors but incorporating the latest AoC suggestions as to improved good practice.

ii. Customarily Brooklands appoints Vice-Chairs to Committees, but the current draft Terms of Reference suggest that in the Chair's absence, a Chair will be elected. This was a drafting issue and the Terms will be amended to follow normal practice at Brooklands.

Search and Governance Committee

iii. Typographical errors in the Terms of Reference for the Search and Governance Committee were brought to the attention of the author and noted.

Senior Post Holder Employment Committee

iv. Under 'Membership', access should be limited to members and anyone invited to attend 'by the Chair', rather than 'by the members', as originally drafted.

v. Some colleges operate this committee as a sub-committee of the Search and Governance Committee, but it was proposed and agreed that it ought properly to report directly to the Governing Body.

Agreed:

i. It was accepted that the Terms of Reference will provide a starting point for operation and that they may be amended in due course, if in the opinion of the Chair(s) this is required.

ii. Subject to changes noted, the drafts will be recommended for adoption by the Full Governing Body.

7. Guidelines to ensure appropriate access to information for Governors and overview of decision-making process [SG 20-21-02].

i. There had been concerns raised by Governors regarding access to information which was sometimes unavailable or sometimes too voluminous. This is in part dependent on appropriate delegation of matters to the various sub-committees and so gives this Committee the opportunity to clarify the role of each committee.

ii. An example of this may be seen in that currently risk reports are seen by Resources when in fact the College policy says that reports on the process are to go to the Audit Committee and the current status, to the FGB.

iii. Committees need to be very clear about their competence and what requires referral back to the Full Governing Body. Based on current terms of reference, it was proposed that a review of each committee should look at the balance of strategic and operational function and the correct level of delegated authority.

iv. A virtual platform has now been re-established, with access via Microsoft Outlook and will be completely repopulated by the Clerk with material both historical and current. There will no longer be a need to circulate all papers, including 'background' papers enabling Governors to access the level of detail that they find appropriate for effective decision making.

v. Security of the system requires strengthening both internally and externally.

vi.   Two-factor authentication will be installed to secure external access and governors will be required to make use of a code sent to their mobile phone (triggered by each initial entry stage) to secure access.

vii.   The Clerk reminded Governors that as with the earlier VLE, the new platform is not currently segmented, meaning that all Governors have access to all content. This might cause difficulties, in the case of a potential conflict of interest arising or in the case of staff and student Governors, internal confidentiality.

viii. The population of the new platform will be an organic process in terms of identifying what governors want to see.

Agreed:

i.   Each Committee will be subject to a review of its operations by the Search & Governance Committee, with an opportunity to amend its terms of reference where that was thought useful and appropriate. The review will begin with the Curriculum and Performance Review Committee in the Autumn term, the Resources Committee in the Spring Term and the Audit committee in the Summer Term of the academic year 2021-22.

ii.   The Principal will follow up with Logix, a mechanism for tailoring access to files to individual Governors.

8.   Update on Induction of New Governors and Governors' Skills [SG 20-21-03]

i.   The CEO reported that the first set of induction sessions had gone well, though as yet no replies to the skills audit questionnaire had been received.

ii.   The Chair asked if the Skills Audit might be extended to the entire Governing Body, but the CEO was concerned that the Skills Audit and Governor Self-Assessment Performance Reviews did not become conflated.

iii.   The incoming Clerk's views will be sought in respect of the self-assessment process.

iv.   The CEO sought approval of the allocation of new Governors to the sub-committees and the most appropriate application of the career-based skills and experience of each was then considered.

Agreed:

i.   A skills audit will be conducted during the Autumn term as part of the review of governance.

And subject to Full Governing Body Approval:

ii.   Jeanette Bell will be asked to join the Curriculum and Performance Review Committee.

iii.   Lee Chantry will be asked to join the Resources Committee.

iv.   Robert Pickles will be asked to join the Curriculum and Performance Review Committee.

v.   Nicholas Woolf will be asked to join the Audit Committee.

9.   Appraisal of Governing Body Performance 2020/21 [SG 20-21-04]

i.   The CEO again sought further guidance as to the approach to be taken. External advisors could be utilised, but the necessary skills and knowledge are available within the College. What was required, was to focus on a couple of key actions for the year ahead and having made sure that they are realistic and achievable, empower governors by addressing any related training needs.

ii.   A questionnaire, based largely on an AoC model had been agreed for use previously and indeed one or two Governors had completed it on the basis that it related to the current year. This had not been intended and instead the form should be completed by all Governors for the 2021/22 year.

iii.   Governors will by then be members of sub-committees and their role focussed in that way. This exercise will form the basis of an understanding of individual Governor needs in the light of the contribution that each aspires to make.

iv.   It was suggested that either one Governor or the committee itself, lead the process but the Chair and Vice-Chair believed that it was for the Clerk to lead.

v.   The committee could decide whether each Governor self-assessment aligned with the Committee's own arm's length assessment of the individual.

vi.   Minor concerns were expressed over the length of the questionnaire but that can be adjusted for future years. It was agreed that even if imperfect it was good enough to proceed with and that proceeding with something was the priority and a step forward in building the governance framework that the College required.

10.   Any Other Business:

i.   Members were reminded that no meeting dates for the 2021/22 year had been set.

ii.   The Clerk undertook to circulate an initial draft timetable for consideration subsequently at the full Governing Body meeting on 19 July.

There being no other business, the meeting was closed at 18.45.

11.   Date of Next Meeting

The date of next meeting will be determined at the meeting of the Full Governing Body on 19 July 2021.

Dr Barbara Spittle   Jonathan Lipscomb
Chair of the Search & Governance Committee   Clerk to the Governing
Body

Date: