Minutes of a meeting of the Search & Nominations Committee held on Wednesday, 19th October 2011 at 5 p.m.

Present: Mr S Blaney (Chair), Mr J Flathers, Mr P Yendell, Ms S Wonnacott (Principal)

In attendance: Mrs F Bagchi (Clerk to the Corporation)

1. Apologies for absence. There were apologies from Mrs J Williams.

2. Declarations of interest. There were no declarations of interest.

**PART I – Items for discussion & decision**

3. Minutes of the previous meeting. The Committee received for information and approved the minutes of the meeting of the Search Committee of the FE Corporation held on Wednesday, 6th July 2011.

4. Action plan update. The action plan arising from the above meeting were considered and it was noted that all actions had been completed, were on the agenda or had a future completion date.

5. Matters arising from the minutes. There were no other matters arising from the minutes.

6. Review of Governor attendance during 2010/11. The Committee reviewed the Clerk’s report and attendance table for members of the FE Corporation and its committees in 2010/11, noting reasons where attendance was below the approved target of 80%.

   It was noted that the AS&QA Committee had not met the target for overall committee attendance in 2010/11 and discussed whether the introduction of a minimal committee model of governance in 2011/12 would improve individual attendance.

   The low attendance of student governors at Board and Committee meetings generally was discussed. It was noted that the new Student Governor had attended the Governor training session in September 2011, an induction session in October 2011 and had been offered the possibility of a meeting with the Director of Finance to look at the Board’s KPIs in detail. It was noted, however, that Wednesday Board meetings clashed with evening classes he was currently taking.

7. Audit of skills review. The Committee considered the Board’s skills audit table, noting that the Board currently had a good balance of skills but that it would benefit from further expertise in the area of HE.
It was noted in discussion that Governors were due to review their skills audit forms in 2012 and agreed that the skills scoring system should be reviewed before Governors reviewed their forms.

**ACTION: Clerk**

It was agreed that it would also be useful for the audit of skills table to show an average score for each area in future as well as individual scores.

**ACTION: Clerk**

The Committee discussed the development of the Board’s self-assessment questionnaire for use at the end of the 2011/12 academic year, considering in this context a self-assessment questionnaire from another organisation provided by Mr Flathers.

8. **Current & forthcoming Corporation & Committee vacancies.** The Committee considered the Clerk’s report on current and forthcoming Corporation and Committee vacancies. It was noted that the Board had a determined membership of 16 Governors and that there were currently vacancies for the following categories of Governor:

- A vacancy for an elected Staff Governor
- A vacancy for an elected Student Governor
- A vacancy for a Co-opted Governor with experience in the provision of education

It was noted that a candidate in the third category had yet to be identified and that the Principal would approach relevant contacts for nominations.

**ACTION: Principal**

It was noted that the Staff Governor election had been a tie between Mr Sunter and Ms Dillon and that Mr Sunter had stood down to allow Ms Dillon to take up the appointment.

The Committee agreed to recommend to the Board of Governors the appointment of Ms Dillon, the elected Staff Governor, as a Co-opted member of the Board for a period of 4 years on the recommendation of the Search & Nominations Committee.

**ACTION: Chair**

It was agreed that the Chair of Governors should e-mail Mr Sunter, the Staff Governor on the FE Corporation, to thank him for contribution to the work of the Corporation.

It was noted that Mr Flathers and Mr Wood’s current terms of office would end shortly and both had indicated that they would be willing to be considered for re-appointment. Taking into account their service on both the FE and HE Corporations, both had served the equivalent of one 4-year term of office. The Board’s policy was that Governors should normally serve two 4-year terms of office. Further periods of office could be considered exceptionally. This was in line with CUC guidance.
The Committee agreed to recommend to the Board of Governors the re-
appointment of Mr Flathers as an Independent Governor for a period of 4 years
from 24.11.11.

**ACTION: Chair**

The Committee agreed to recommend to the Board of Governors the re-
appointment of Mr Wood as a Co-opted Governor for a period of 4 years from
6.2.12.

**ACTION: Chair**

It was noted that the current terms of office of Mr Blaney and Ms Eugene would
end in July 2012 and August 2012, respectively, when they would have each have
served the equivalent of one 4-year term of office. It was noted that Mr Yendell
would shortly have served 12 years as a member of the FE and HE Corporations.
CUC guidance was that the Chair of Governors of an HE Board should be
considered to have taken up a new 3 or 4 year term of office on appointment. Mr
Yendell had been elected as Chair of Governors on 1.8.11. It was agreed that the
Clerk should contact Mr Blaney, Ms Eugene and Mr Yendell to ascertain whether
they were willing to be considered for re-appointment.

**ACTION: Clerk**

The Committee agreed to recommend to the Board of Governors the appointment
of Ms C Wright, an Independent Governor and former FE College Principal, as a
member of the Audit Committee, noting that she had expertise in education which
would be useful to the Committee.

**ACTION: Chair**

Mr Blaney noted that he was now the only Governor to be a member of 2
committees and questioned whether he should stand down from one committee to
allow wider committee membership i.e. he was currently Chair of the Search
Committee and a member of the Audit Committee. It was noted that Mr Blaney’s
skills and expertise fitted him for membership of both committees and any
decision to stand down would be voluntary. It was agreed that the situation should
be reviewed before the next Audit Committee meeting.

**ACTION: Chair**

It was noted that no students had stood for the post of second Student Governor
in the recent Student Union bye-elections and further elections would not now be
held until spring 2012. It was agreed that the Committee would recommend to the
Board of Governors that the Principal should investigate the possibility of co-
opting a student to the Board in the interim. The possibility of co-opting an FE
student to ensure FE representation was considered. It was noted that this could
be an informal co-option or a formal co-option with voting rights. Ofsted inspectors
considered that it would be useful for one Governor to be an FE student.

**ACTION: Chair**

9. Development of combined policy on appointment, re-appointment and
election of Corporation members. The Committee considered the following
documents:

   (i) A recruitment and appointment procedure
   (ii) A person specification and information about being a Governor
(iii) A customised version of the Committee of University Chairs (CUC) Governor Role Description

It was agreed to recommend the above documents to the Board of Governors for approval, subject to the following amendments:

- The addition of the section on training and induction in the information about being a Governor to the recruitment and appointment procedure.
- Section 5 e) of the Governor Role Description should state that Audit Committee and Search & Nominations Committee members will have in addition up to 3 x 1 hour meetings a year plus preparation time.

ACTION: Clerk

10. Annual review of Committee performance checklist. The Committee considered the completed performance checklist for the Search Committee of the FE Corporation. It was noted that the checklist was mainly operational and agreed that it should be further developed as a measure of Committee effectiveness for use by the Search & Nominations Committee of the HE Corporation from 2012.

11. Any other item(s) of urgent business. There was no other business.

12. Date & time of next meeting: It was noted that the Committee was next scheduled to meet on 23 May 2012 at 5.00pm. It was agreed that, should a student candidate for co-option be identified before the Board of Governors’ meeting on 23.11.11, a brief meeting of the Committee should be arranged shortly before the Board meeting.

ACTION: Clerk

13. Risk management. No new risks were identified.
Confirmed

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SEARCH & NOMINATIONS COMMITTEE

Minutes of an Extraordinary meeting of the Search & Nominations Committee held on Wednesday, 14th December 2011 at 5.45 p.m.

Present: Mr S Blaney (Chair), Mr J Flathers, Mr P Yendell, Mrs J Williams, Ms S Wonnacott (Principal)

In attendance: Mrs F Bagchi (Clerk to the Corporation)

1. Apologies for absence. There were no apologies.

2. Declarations of interest. There were no declarations of interest.

PART I – Items for discussion & decision

3. Recommendation on appointment of Co-opted Student Governor. The Clerk reported that Mr S Aal (General Art & Design, Level 2 course for adults) and Ms J Licht (Foundation Diploma in Art and Design) had expressed an interest in attending the December 2011 Board of Governors meeting as observers with a view to joining the Board. Mr S Aal had attended an induction session with the Clerk and had confirmed that he was eligible for appointment as a Governor. Ms Licht had not been able to attend the induction session and it was uncertain whether she would be at the Board meeting later on 14th December 2011.

The Committee agreed to recommend to the Board of Governors the appointment of Mr S Aal as a Co-opted Student Governor from 14th December 2011 until the next Student Governor elections. ACTION: Chair

4. Any other business. There was no other business.
Minutes of an Extraordinary meeting of the Search & Nominations Committee held on Wednesday, 21st March 2012 at 6.00 p.m.

Present: Mr S Blaney (Chair), Mr J Flathers, Mr P Yendell, Ms S Wonnacott (Principal)

In attendance: Mrs F Bagchi (Clerk to the Corporation), Mr C Clements (Chair of the Audit Committee, as an observer)

1. Apologies for absence. Apologies were received and accepted from Mr J Flathers and Mrs J Williams.

2. Declarations of interest. There were no declarations of interest.

3. Minutes of the previous meeting. It was noted that, as the meeting was an Extraordinary meeting, there were no minutes to be presented.

4. Governor vacancies. The Committee considered a report from the Clerk, including a table showing current membership and Governors’ terms of office. It was noted that the Board of Governors had approved a membership of 16 including 2 nominated and elected Student Governors. The Board had, however, varied the determined membership at its December 2011 meeting to allow the appointment of a Co-opted Student Governor (Mr S Aal, General Art & Design, Level 2 course for adults) during the vacancy for an Elected Student Governor, with appointment until the next elections i.e. to summer term 2012.

Members noted that there were currently vacancies for the following categories of Governor: a vacancy for an elected Staff Governor, as Ms S Dillon has left to take up a new post; a vacancy for a Co-opted Governor with experience in the provision of education, as required by the Instrument of Government. 6 of the current 14 Governors were female and 8 were male.

Staff Governor vacancy. It was noted that the result of the election for a Staff Governor between Ms S Dillon and Mr P Sunter held during 2011 had been a tie and that Mr Sunter, the previous Staff Governor, had stood aside to allow Ms Dillon to be appointed. Taking into account Mr Sunter’s previous experience as a Staff Governor and the result of the election, the Clerk was recommending that Mr Sunter be appointed to the Staff Governor vacancy for the remainder of the academic year to ensure continuing experienced staff representation on the Board and pending elections in summer term 2012.

The Committee agreed to recommend to the Board of Governors that Mr Sunter be appointed to the Staff Governor vacancy for the remainder of the academic year to
ensure continuing experienced staff representation on the Board and pending elections in summer term 2012.

**ACTION: Chair of Search & Nominations Committee**

Further discussion of prospective candidates has been recorded in a confidential minute.

5. **Audit Committee membership.** The Committee considered membership of the Audit Committee, noting that it was an important committee which had a key role in ensuring compliance with HEFCE’s accountability schedule but currently had a membership of only 4, which could potentially lead to quoracy problems. Ms I Kemp had attended the November 2011 meeting of the Audit Committee as an observer, had relevant experience of HE administration and had indicated that she would be willing to join the Committee.

The Committee agreed to recommend to the Board of Governors that membership of the Audit Committee should be increased from 4 to 5. If the recommendation on increased Audit Committee membership were approved by the Board of Governors, it was agreed to recommend to the Board that Ms Kemp be appointed to the vacancy created: proposed Mr Blaney, seconded Mr Yendell.

**ACTION: Chair of the Search & Nominations Committee**

It was noted that Mr Blaney was still a member of 2 committees and agreed that committee membership for 2012/13 should be reviewed at the June 2012 meeting of the Committee, with any recommendations arising from the meeting to be presented to the July 2012 meeting of the Board of Governors.

**ACTION: Clerk**

6. **Any other item(s) of urgent business.** There were no other items of urgent business.

7. **Date and time of next meeting:** 13th June 2012 at 5.00pm (**revised date**).

8. **Risk management.** There were no new items of risk identified at the meeting.
Minutes of a meeting of the Search & Nominations Committee held on Wednesday, 13th June 2012 at 5 p.m.

Present: Mr S Blaney (Chair), Mr J Flathers, Mr P Yendell, Mrs J Williams, Ms S Wonnacott (Principal)

In attendance: Mrs F Bagchi (Clerk to the Corporation)

1. Apologies for absence. There were no apologies.

2. Declarations of interest. There were no declarations of interest at the start of the meeting. Mr Blaney and Mr Yendell withdrew from the meeting during item 8 when the Committee considered their re-appointment to the Board of Governors.

PART I – Items for discussion & decision

3. Minutes of the previous meeting. The Committee approved the minutes of the Search & Nominations Committee meeting held on 11th October 2011 and of the Special meetings of the Committee held on 14th December 2011 and 21st March 2012, including the confidential minutes of 21st March 2012: proposed John Flathers, seconded Peter Yendell.

4. Action plan update. The action plans arising from the above meeting were considered and it was noted that all actions had been completed or were on the agenda.

5. Matters arising from the minutes. There were no other matters arising from the minutes.

6. Audit of skills review. The Committee considered the Board of Governors’ skills audit table. It was noted that overall the attached audit showed a good balance of skills on the Board. Expertise in education had been strengthened on the Board in recent years and the Committee would consider later on the agenda the appointment of a Governor with HE experience in order to meet the requirement of the Instrument of Government that the Board should include a Co-opted member with experience in the provision of education. Areas of comparative weakness included: estates/property management, voluntary sector and local authority/public sector experience. The first was an area which the Board might wish to strengthen should it plan any major estates project in the future. The value of voluntary sector and local authority/public sector experience as generic skills was considered.

It was noted that, as agreed at the Committee’s October 2011 meeting, the table now included an average score column for each area. It was agreed that it would also be useful to have a top to bottom score in addition to a left to right score.

ACTION: Clerk
The Committee reviewed the scoring system used in the audit of skills form, with a view to improving members scoring of their skills, comparing the system used by the Board was examples used by other institutions. It was noted that, unlike the other systems reviewed, the Board’s current system referred mainly to skills used in Governors’ occupations. It was agreed that it would be appropriate to expand the definition to include, for example, experience gained in other roles e.g. in the voluntary sector or as a board member of another charity.

The Committee agreed that the following revised scoring system should be used at the next update of the skills audit form:

1 = a key area of expertise, used regularly in your occupation
2 = a good working knowledge, used in your occupation or elsewhere e.g. in a voluntary capacity
3 = some working knowledge
4 = no experience/knowledge

**ACTION: Clerk**

The Board considered whether a worked example(s) using the scoring system would help members complete the form more accurately, noting that the College’s self-appraisal form had a worked example which might be useful to Governors.

**ACTION: Clerk**

The Committee agreed that it would be useful to include the following question with the skills audit: What major gaps do you think there are in your own core knowledge and skills that need to be filled for you to be an effective member of the governing body?

**ACTION: Clerk**

7. **Report on Governor vacancies.** The Committee considered the Clerk’s report on current and forthcoming Governor vacancies, including the Board’s audit of skills table and the College and Governor equality and diversity profile. It was noted that the Board had a determined membership of 16, including a vacancy for a Co-opted member with experience in the provision of education. At its meeting on 14th December 2011, the Board agreed that, as no student had stood in the autumn term elections as a directly elected Student Governor, the determined membership of the Board should be varied to permit the co-option of Mr S Aal as Student Governor until the next successful Student Governor elections.

The Chair of the Search and Nominations Committee, the Chair and Deputy Chair of Governors the Clerk, the Principal and the senior management team (SMT) had met with Dr Stella Cottrell, Director of Lifelong Learning at the University of Leeds. She had an interest in art, had shown a detailed interest in the work of the College and the Board of Governors and was keen to join the Board. Dr Cottrell’s CV had been considered by the Committee at its March 2012 meeting. The Chair of the Committee reported that two current Governors with connections with the University of Leeds also knew of Dr Cottrell. The qualities required of a Board member were considered, with it being agreed that Dr Cottrell appeared to possess these qualities and would add knowledge of HE from an academic perspective to the Board’s current skills mix.
The Committee agreed to recommend to the Board of Governors the appointment of Dr S Cottrell as a Co-opted Governor with experience in the provision of education for a period of 4 years.

**ACTION: Chair**

Members noted that no nominations had been received for the positions of elected Student Union President/Student Governor or for the position of directly elected Student Governor in the recent Student Union elections. Bye-elections would be held during autumn term 2012. Mr S Aal, an FE student, who had been co-opted to the Board as a Student Governor during 2011/12, would be continuing at the College in 2012/13 and was willing to be considered for appointment for a further year to ensure continuing student representation on the Board.

The Committee agreed to recommend to the Board of Governors the continuation of the appointment of Mr S Aal as Co-opted Student Governor until the end of the 2012/13 academic year or until he ceased to be a student at the College, whichever was the sooner.

**ACTION: Chair**

It was noted that there would be a vacancy for a Staff Governor from 1st August 2012 and that an election would be held towards the end of summer term 2012.

**ACTION: Clerk**

8. **Report on Governor re-appointments.** The Search & Nominations Committee considered at its June 2012 meeting vacancies arising from the ending of the following terms of office on 17th July 2012:

- Mr P Yendell (*first appointed as a member of the FE corporation on 24.11.99*)
- Mr S Blaney (*who would have served 4 years as a Governor of FE/HE corporations on 17.7.12*)
- Ms J Eugene (*who would have served 4 years as a Governor of FE/HE corporations on 17.7.12*)

The Committee considered the re-appointment of the above Governors with reference to the Board’s agreed procedure and the following information: relevant guidance from the Committee of University Chairs (CUC) Guide for Members of Higher Education Governing Bodies in the UK (2009); FE statistics on Governor actual length of office; individual Governors’ attendance at Board, committee, strategic planning and training events; Governors’ particular skills and expertise. It was noted that Mr Blaney and Ms Eugene had served one term of 4 years and that appointment for a second term was normal practice subject to satisfactory attendance. A third term could be considered exceptionally. The Board’s Governor Recruitment and Appointment Procedure permitted the Board’s normal policy on consecutive terms to be waived in the case of an appointed Chair of Governors, which was relevant when considering Mr Yendell’s re-appointment.

Mr Blaney left the meeting.

The Committee noted that Mr Blaney had exceeded the 80% attendance target for Board, committee and strategic planning events but had not met the target for training events in 2011/12. He had skills and expertise which remained valuable to the Board i.e. expertise in the following areas: broad business experience, working collaboratively, corporate & strategic planning, community affairs, quality
assurance, target-setting & performance management, financial management & planning, HR, appointing/appraising senior staff, workforce planning/development, marketing, communications.

The Committee agreed to recommend the re-appointment of Mr Blaney for a period of 4 years from 18th July 2012: proposed Mrs Williams, seconded Mr Flathers.

**ACTION: Chair**

Mr Blaney returned to the meeting. Mr Yendell left the meeting.

The Committee noted that Mr Yendell had exceeded the 80% attendance target for Board, committee and strategic planning and training events and had skills and expertise which remained valuable to the Board i.e. expertise in the following areas: broad business experience, working collaboratively, corporate & strategic planning, quality assurance, target-setting & performance management, financial management & planning, economic planning, appointing/appraising senior staff, chairing, marketing.

The Committee agreed to recommend the re-appointment of Mr Yendell for a period of 4 years from 18th July 2012: proposed Mrs Williams, seconded Mr Blaney.

**ACTION: Chair**

Mr Yendell returned to the meeting.

The Committee noted that Ms Eugene had not met the 80% attendance target for Board, committee and strategic planning and training events. She had skills and expertise which remained valuable to the Board i.e. expertise in the following areas: broad business experience, working collaboratively, equality & diversity, marketing, communications.

The Committee agreed to recommend the re-appointment of Ms Eugene for a period of 4 years from 18th July 2012: proposed Mr Yendell, seconded Mr Flathers.

**ACTION: Chair**

It was agreed that the Chair of Governors would discuss with Ms Eugene the need to meet the Board’s agreed attendance target.

**ACTION: Chair of Governors**

9. **Review of committee appointments.** It was agreed that no change in committee membership for 2012/13 should be recommended to the Board of Governors.

10. **Review of the Committee’s terms of reference.** The Committee reviewed its performance in 2011/12 against its terms of reference and agreed to recommend to the Board of Governors the following changes to its terms of reference for 2012/13: a requirement to review the skills audit each time the Committee considered Independent and Co-opted vacancies, other than vacancies for student and staff members; the skills audit to be conducted regularly but less frequently than annually; the addition of delegated power to approve search and
nominations policies and procedures; the removal of the redundant reference to “Delegated Power” in the final sentence.

**ACTION: Clerk/Chair**

**11. Determination of the composition of the Board of Governors.** It was noted that under section 6 of the Articles of Government, the quorum for meetings of the Board of Governors was one-third rounded up to the next whole number of the total actual membership, with Independent Governors forming the majority. To ensure that meetings were quorate, it was therefore advisable for the majority of Board members to be Independent Governors.

The Committee agreed that if the Board were to appoint Dr Cottrell as a Co-opted Governor, a recommendation should also be made that Mr I Wood’s current appointment as a Co-opted Governor should be varied to enable him to serve as an Independent Governor for the remainder of his current term of office. Mr Wood’s background qualified him for appointment as an Independent Governor.

**ACTION: Chair**

It was agreed that if the Board decided to recommend the appointment of Mr Wood as an Independent Governor, it should also recommend a corresponding variation to the Board’s current determination i.e. that the Board should be composed of: 16 members including 11 Independent Governors, the Principal, 2 nominated and elected Student Governors, 1 Staff Governor (elected and appointed as a Co-opted member), 1 Co-opted member with experience in the provision of education.

**ACTION: Chair**

It was noted that, if the Board decided to extend the appointment of Mr Aal as a Co-opted Student Governor, the agreed variation to the Board composition permitting the co-option of a Student Governor in the absence of an elected Student Governor would also continue.

**12. Review of the Board’s training schedule.** Training undertaken by Governors in 2011/12 was reviewed. It was agreed that: in-house training had been well received; Mr Blaney and Ms Kemp had attend KPMG seminars for Audit Committee members; Mr Yendell had found visiting West Herts College to discuss the Carver model of governance and self-assessment useful; information on the Leadership Foundation for HE (LFHE) Governor Development Programme had been placed on Moodle.

With reference to 2012/13 it was agreed that that: a booklet explaining how to use the Governance section of Moodle should be produced; the Chair of Governors, Principal and Clerk should discuss in-house training; consideration should be given to encouraging contact with other colleges and encouraging attendance on external courses e.g. the agreement of a target of 3 Governors attending external courses.

**ACTION: Clerk**

**13. Any other item(s) of urgent business.** There was no other business.

**14. Risk management.** No new risks were identified.
15. **Date & time of next meeting:** It was noted that no further meetings had been scheduled during 2011/12.
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SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on Wednesday, 17th October 2012 at 5 p.m.

Present: Mr S Blaney (Chair), Mr P Yendell, Mrs J Williams, Ms S Wonnacott (Principal)

In attendance: Mrs F Bagchi (Clerk to the Corporation)

1. Apologies for absence. There were apologies from Mr J Flathers.

2. Declarations of interest. There were no declarations of interest. Mrs Williams declared an interest during item 8.

3. Election of Chair and Vice-Chair of the Committee. Mr S Blaney was elected Chair of the Search & Nominations Committee (SNC) for 2012/13: proposed Mr Yendell, seconded Mrs Williams. Mr Flathers was elected Vice-Chair of the Committee for 2012/13: proposed Mrs Williams, seconded Mr Blaney.

4. Minutes of the previous meeting. The Committee approved the minutes of the Search & Nominations Committee meeting held on 13th June 2012: proposed Mr Yendell, seconded Mr Blaney.

5. Action plan update & matters arising from the minutes, not elsewhere on the agenda. The action plans arising from the above meeting were considered and it was noted that all actions had been completed or were on the agenda.

6. Review of Governor attendance during 2011/12. The Clerk presented the annual report on Governor attendance, which showed attendance at Board and Committee meetings in 2011/12 and highlighted attendance below the agreed individual and collective target of 80%. Attendance figures for 2010/11 for those Governors not achieving the target in 2011/12 had also been provided for comparison. It was noted that Ms Eugene’s attendance, although below the target, had improved in 2011/12. It was noted that Mr Lever and Mrs Wright’s attendance had been below target in 2011/12 and agreed that Mr Blaney, as Chair of the Committee, would speak to them concerning any reasons for this and likely future attendance.

   ACTION: Chair of SNC

   It was noted that the minimal committee/Carver model of governance had resulted in a fall in the average number of meetings attended annually by Governors i.e. the average number of formal Board/Committee meetings that Governors were required to attend in 2011/12 had been 10 compared to 12 in 2010/11.

7. Audit of skills review. The Committee considered the Board of Governors’ skills audit table. It was noted that overall the attached audit showed a good balance of skills on the Board. It was noted that Mr Flathers had expertise in the legal side of property matters but that it might, in the future, be useful to search for someone
with practical skills in this area e.g. an architect. Members discussed in general whether Board membership would be likely to be of interest to recent graduates of the College.

It was agreed that, when the Clerk produced the electronic updated version of the audit of skills form for use in 2012/13, she would change the reference to “local authority/public sector experience” to “experience of government at local or national level”.

**ACTION: Clerk**

8. **Current & forthcoming Corporation & Committee vacancies.** The Clerk presented a report on current and forthcoming Governor and Committee vacancies.

It was noted with reference to the forthcoming Student Union bye-elections that there were 2 nominations for Student Union President/Student Governor but, as in 2011/12, none for the directly elected Student Governor. At its meeting on 13th June 2012, the Board of Governors had, however, approved, on the recommendation of the Committee, the continuation of the appointment of Mr S Aal as Co-opted Student Governor until the end of the 2012/13 academic year or until he ceased to be a student at the College, whichever was the sooner.

It was noted that the Staff Governor, Mr Sunter, would leave the College on 21st October 2012 and that an election would therefore be held shortly.

It was agreed that the Committee would recommend to the Board of Governors that those wishing to stand for the Staff Governor vacancy should require 2 nominations from staff members rather than 6 nominations.

**ACTION: Chair of SNC**

It was noted that the terms of office of the following Governors would end during 2012/13:

- Janet Williams – Independent Governor, 2nd term of office ends 27.04.13
- Chris Clements – Independent Governor, 1st term of office ends 31.07.13
- Michael Lever – Independent Governor, 1st term of office ends 31.07.13
- Carolyn Wright – Independent Governor, 1st term of office ends 31.07.13

It was agreed that those whose terms of office were due to end in 2012/13 should be approached concerning their willingness to be considered for re-appointment.

**ACTION: Chair of SNC/Clerk**

The Clerk reported that re-appointments should be considered with reference to the Board’s re-appointment policy, the skills audit and equality and diversity statistics. It was noted that the Board’s policy on re-appointment was that Governors should normally serve at least two consecutive terms of 4 years, subject to satisfactory attendance. Re-appointment for a third consecutive term could be considered exceptionally, taking into account the following criteria: attendance at meetings and College events; contribution to meetings; expertise which remained relevant to the work of the Board. It was noted, with reference to re-appointment criteria for an exceptional third term, that the need to maintain continuation of membership following a period of change, such as the College’s
transfer from the FE to the HE sector, might also be considered when reviewing expertise.

Mrs Williams reported that she would be willing to be considered for an exceptional third term, should the Committee so recommend, and would also be willing to be considered for re-appointment as Deputy Chair of Governors but did not wish to stand for Chair of Governors.

Members considered matters of succession planning for Chair of Governors in general, noting that Mr Yendell, the current Chair of Governors, had been re-appointed as a Governor for a further 4-year term from 16.7.12. Election as Chair and Deputy Chair of Governors was undertaken annually.

It was agreed that the Committee should meet on 30th January 2013 at 5.00pm to consider recommendations to the Board of Governors on re-appointment where Independent Governors’ terms of office were due to expire in 2012/13.

**ACTION:** Clerk

9. **Review of composition of the Board of Governors.** The Clerk reported that under section 6 of the Articles of Government, the quorum for meetings of the Board of Governors was one-third rounded up to the next whole number of the total actual membership, with Independent Governors forming the majority. To ensure that meetings were quorate, it was therefore advisable for the majority of Board members to be Independent Governors.

The Committee had agreed at its June 2012 meeting that, if the Board were to appoint Dr Cottrell as a Co-opted Governor, a recommendation should also be made that Mr I Wood’s current appointment as a Co-opted Governor should be varied to enable him to serve as an Independent Governor for the remainder of his current term of office. Mr Wood’s background qualified him for appointment as an Independent Governor. Dr Cottrell had been appointed at the Board’s June 2012 meeting.

It was agreed to recommend to the Board of Governors that, should the Board of Governors decide and Mr Wood agree to the re-appointment of Mr Wood as an Independent Governor, a corresponding variation should also be made to the Board’s current determination i.e. that the Board should normally be composed of: 16 members including 11 Independent Governors, the Principal, 2 nominated and elected Student Governors, 1 Staff Governor (elected and appointed as a Co-opted member), 1 Co-opted member with experience in the provision of education.

**ACTION:** Chair of SNC

It was noted that the Board of Governors had approved exceptionally, at its June 2012 meeting, the continuation of Mr Aal’s appointment as a Co-opted Student Governor during 2012/13 or until he ceased to be a student and that any amendment to the Board’s general composition would therefore be subject to this variation in 2012/13.

It was also noted that, for Mr Wood to be re-appointed in the Independent
Governor category, he would have to formally resign as a Co-opted Governor.

**ACTION: Clerk**

10. **Annual review of Committee performance checklist.** The Clerk presented the Committee’s 2011/12 performance checklist, which was approved. It was noted that the Committee was fully compliant with the checklist, with following exception: the Board of Governors, as an HE corporation, was not required to place the Committee’s terms of reference and Recruitment & Appointment Procedure on the College website and had not done so in 2011/12. It was agreed that, in the interests of transparency, they should, however, be placed on the website in 2012/13.

**ACTION: Clerk**

It was agreed that areas of duplication in the current checklist (e.g. separate references to the Principal’s membership and attendance, which reflected the fact that the Principal became a full member of the Committee during 2010/11 having previously been in attendance) should be simplified for use in 2012/13.

**ACTION: Clerk**

It was noted that, under its terms of reference, the SNC currently met at least twice a year. Two meetings were scheduled annually with special meetings arranged as required. It was agreed that, from 2013/14, an SNC meeting should be scheduled for each term, with the additional third meeting cancelled if not required.

**ACTION: Clerk**

11. **Consider 2012/13 Governor training programme.** Governors noted in-house training arranged for 2012/13 i.e. the development session held on 12th September 2012 and the training session scheduled for 27th February 2013.

Governors noted that the Leadership Foundation for HE Governor Development Programme was on the Corporation section of e-Studio and agreed that a target of 3 Governors attending external events in 2012/13 should be set. The Chair would ask for volunteers at the October 2012 Board of Governors’ meeting.

**ACTION: Chair of SNC**

It was noted that Mrs Williams was the designated Governor with responsibility for safeguarding with reference to allegations against senior post-holders and that her safeguarding training was due for updating.

**ACTION: Clerk/HR Manager**

12. **Any other item(s) of urgent business.** There was no other business.

13. **Risk management.** No new risks were identified.

14. **Date & time of next meetings:**
   - 30th January 2013 at 5.00pm *(special meeting)*
   - 12 June 2013 at 5.00pm *(scheduled meeting)*
Minutes of a special meeting of the Search & Nominations Committee held on Wednesday, 30th January 2013 at 5.50p.m.

Present: Mr S Blaney (Chair), Mr J Flathers, Mr P Yendell, Mrs J Williams, Ms S Wonnacott (Principal)

In attendance: Mrs G Spencer (Principal's PA - minute-taker)

1. **Apologies for absence.** There were apologies from Mrs F Bagchi, Clerk to the Corporation.

2. **Declarations of interest.** There were no declarations of interest at the start of the meeting.

**PART I – Items for discussion & decision**

3. **Recommendation on appointment of a staff governor.** The Committee noted that Mr Richard Miles had been elected in the staff governor election held during autumn term 2012 and was eligible for appointment to the Board of Governors. It was agreed that Richard Miles should be recommended to the Board of Governor for appointment in the Co-opted Governor category.

   **ACTION: Chair**

4. **Any other item(s) of urgent business.** There was no other business.

5. **Risk management.** No new risks were identified.

6. **Date & time of next meeting:** It was noted that the next meeting date had been provisionally set for 27th February, prior to the Governor’s training event. The Principal requested a new date/time be found for a full Search & Nominations Committee to take place of at least an hour’s duration.

   **ACTION: Clerk**
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SEARCH AND NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on Wednesday, 13\textsuperscript{th} March 2013 at 5 p.m.

\textbf{Present:} Mr S Blaney (Chair), Mr J Flathers, Mr P Yendell, Mrs J Williams, Ms S Wonnacott (Principal)

\textbf{In attendance:} Mrs F Bagchi (Clerk to the Corporation)

1. **Apologies for absence.** There were no apologies.

2. **Declarations of interest.** Mrs Williams declared an interest during item 6 (Current and forthcoming Governor vacancies) and Mrs Wonnacott and Mrs Bagchi declared an interest in item 7(ii) (Draft Remuneration Committee terms of reference & revised procedure).

\textit{PART I - Items for decision}

3. **Minutes of the previous meeting.** The Committee approved the minutes of the meeting of the Search & Nominations Committee held on Wednesday, 17\textsuperscript{th} October 2012 and the special meeting held on 30\textsuperscript{th} January 2013: proposed Mr Yendell, seconded Mrs Williams.

4. **Action plan update & matters arising from the minutes, not elsewhere on the agenda.** The action plans arising from the above meetings were considered and it was noted that all actions had been completed, with the following exceptions:
   - An updated on-line audit of skills form remained to be produced.
   - The Committee's checklist would be updated, as agreed, for use in autumn term 2013.
   - The Committee's 2013/14 schedule would be considered at its June 2013 meeting, as agreed.

\textit{ACTION: Clerk}

Mr Blaney, as Chair of the Committee confirmed that he had spoken to Mr Lever and Mrs Wright concerning attendance, as agreed. Both had had particular reasons which had affected attendance in 2012/13 but the issue now appeared to be resolved. It was noted that the cross-reference at action 15 in the October 2013 table should be to action 7.

5. **Review of Corporation composition and skills audit.** The Clerk' report was received and it was noted that it recorded that:
   - Overall the skills audit showed a generally good balance of skills on the Board of Governors. Estates/property and local authority/public/voluntary sector experience continued to show as areas of comparative weakness although,
with reference to the former, the Board did include a property lawyer which might be considered sufficient for the Board’s current needs while the other categories were generic in character and did not represent areas of particular current need for the Board

- While the Board had Governors with experience of FE and HE, 2 students and 1 staff Governor, the Committee need to consider whether the Board would benefit from further strengthening of educational expertise as the College matured as an HE institution which was seeking to validate its own degrees.

It was noted that the Committee of University Chairs (CUC) Guide for Members of Higher Education Governing Bodies in the UK (2009) stated that: “Where the power to award degrees exists (as it does for all post-1992 universities and university colleges), it is provided under the Further and Higher Education Act 1992 which specified that this power should rest with the governing body. The academic board’s responsibility for the administration of any awards is therefore by virtue of delegation from the governing body” i.e. the Academic Board’s responsibility is exercised under the Board’s more general responsibility. The Board of Governors therefore needed to have sufficient expertise to allow this responsibility to be exercised appropriately should the College achieve Taught Degree Awarding Powers (TDAP).


(i) (a) Corporation and Committee vacancies.
The Committee considered the Clerk’s report on forthcoming Corporation and Committee vacancies, noting that any recommendations made to the Board of Governors on Board composition should be made with reference to the Board’s Recruitment & Appointment Procedure, the Board’s skills audit and relevant equality and diversity statistics.

Members noted the ending of Mrs Williams’ second and final term of office as an Independent Governor on 27.4.13 and that, due to changed work commitments Mr Clements would not seek re-appointment as an Independent Governor when his first term of office expired on 31.7.13.

Taking into account the above forthcoming vacancies, the Clerk's report on the skills audit, the College’s proposed application for TDAP and guidance from the College’s TDAP consultant, the Committee reviewed the composition of the Board of Governors and its skills mix, to ensure that it was fit for purpose now that the College was in the HE sector and in view of the increased responsibilities should the College achieve TDAP.

Having considered the above issues the Committee agreed (proposed Mr Flathers, seconded Mr Yendell) to recommend to the Board of Governors that:

- Staff membership of the Board should be increased to include a Governor nominated by the Academic Board as well as an elected staff governor. The existing Instrument of Government already provided for this possibility. Staff representation on the Board was currently low for an HE institution (HEI) and an Academic Board representative was normal practice in HE and would provide an increase in academic expertise, which would be important were the College to achieve TDAP in future.
Membership of the Board should be increased to include further HE expertise at a senior level from an external institution. The Board currently had the minimum requirement under the Instrument of Government of one co-opted member with HE experience. An additional member would have the advantage of increasing "externality" on the Board in this area and should provide additional assurance for the Board and for external agencies, such as the Quality Assurance Agency (QAA), should the College achieve TDAP.

A Board member with experience in the creative industries at a senior level, should be sought, noting the importance of increasing expertise in this area to enhance Board expertise with particular reference to graduate employability.

The Board's skills audit indicated that there would remain a sufficient level of financial/accounting/audit expertise on the Board of Governors and/or the Audit Committee after Mr Clements' term of office ended and that the vacancy on the latter might be filled from current Governor membership.

**ACTION: Chair of the SNC**

The Board of Governors' recruitment policy and the desirability of advertising vacancies for external Independent/Co-opted members of the Board of Governors was discussed in general and an example of an advert placed by the University of the Arts for Governors with financial/audit skills was considered. It was noted that such adverts were likely to be most successful where specific skills were sought, as in the example considered. It was noted that potential conflicts of interest where HE institutions were in competition meant that a more targeted search for nominations would be more likely to produce a suitable external candidate with expertise in HE. The desirability of the candidate having experience of HE governance at a senior level, experience of teaching and learning and of the Quality Assurance Agency (QAA) was noted. Given that the Committee would be searching for candidates with Board experience at a senior level, nominations for candidates from the creative industries were also considered appropriate, as there was not an obvious publication which was likely to be read by those that the Committee wished to target locally.

The usefulness of adapting the Governor person specification to include the specific skills required in the cases noted above, which might be distributed with more general information to potential nominees, was discussed and it was noted that, in the case of a candidate with experience of HE at a senior level, the e-mail previously circulated by the Principal contained the information required.

The Committee considered a CV from a possible candidate holding a university position at senior level. It was agreed that the Principal and Clerk should meet with the candidate in the first instance, with a report to be made to the Committee in due course.

**ACTION: Principal/Clerk**

The names of 2 possible candidates with a background in the creative industries were discussed and it was agreed that further information about them should be sought and they should be approached, as appropriate.

**ACTION: Principal/Mrs Williams**

The Committee considered the Board's composition and noted that, at 16 members, the Board was already small for the HE sector and that meeting the skills needs noted above might require an increase in membership. The requirements of the
Instrument of Government allowed a maximum Board size of 25 members although members considered that, given the size of the College, a Board of Governors of around 16 members was both appropriate and effective. The Committee agreed to recommend to the Board of Governors that Board of Governors' membership should be temporarily increased to 17 members to permit the 3 new appointments noted above.

**ACTION: Chair of SNC**

It was noted that, as other Governors left the Board, membership could be returned to 16 members, dependent on the Board's skills need at the time of the vacancy.

The Committee noted that the first term of office of Mrs Wright and Mr Lever would end on 31.7.13 and that appointment for a second term was dependent on good attendance.

It was agreed that Mr Blaney, as Chair of the Committee should contact Mrs Wright and Mr Lever to discuss re-appointment and future attendance.

**ACTION: Chair of SNC**

The Committee agreed that the following re-appointments should be recommend to the Board of Governors subject to their being willing to accept re-appointment and assurances concerning future attendance:

- Mr Lever should be re-appointed as an Independent Governor for a second term of office of 4 years from 1.8.13.
- Mrs Wright should be re-appointed as an Independent Governor for a second term office of 4 years from 1.8.13.

**ACTION: Chair of SNC**

The Committee considered other vacancies arising from the ending of Mrs Williams and Mr Clements' terms of office:

- A vacancy for a Deputy Chair of Governors from 28.4.13 to 31.7.13.
- A vacancy for a Chair of the Audit Committee from 31.7.13
- A vacancy for a member of the Search & Nominations Committee from 28.4.13
- A vacancy for a Governor with responsibility for safeguarding children with reference to allegations made against senior post-holders.

The Committee considered actions to be taken with reference to the above vacancies, agreeing that:

- In addition to updating the Governor Role Description, the Clerk should produce draft role descriptions for Chair & Deputy Chair of the Board of Governors, including the desirability of the holders having complementary skills (i.e. in finance and academic matters) to meet the requirements of external inspection and assessment.

**ACTION: Clerk**

- Mr Blaney should approach Ms Jones, who had skills in finance and accountancy, concerning her willingness to join the Audit Committee and, if willing to be considered, would invite her to attend the Audit Committee's March 2013 meeting as an observer.

**ACTION: Chair of SNC**
• Mr Blaney should approach Mrs Wright, who had experience of further education at a senior level, concerning her willingness to take on the role of Governor with responsibility for safeguarding children with reference to allegations made against senior post-holders.

**ACTION: Chair of SNC**

The Committee noted that, under the Board's Standing Orders, the Chair and Deputy Chair were elected annually at the Board's July meeting, with nominations sought early in the summer term. It was agreed that the Chair of the Search & Nominations Committee should lead the discussion concerning the appointment of a Chair and Deputy Chair with complementary skills at the Board's July 2013 meeting.

**ACTION: Clerk/Chair of SNC**

The Committee discussed within the context of the election of a Chair and Deputy Chair for 2013/14 and the length of Board meetings, the suitability of the Board of Governors' current meeting times for use in 2013/14. Issues considered by the Search & Nominations Committee during this discussion included the following:

• Board of Governors' meetings currently started at 6.00pm, which meant that, with an average meeting time of 2 hours, meetings ended at around 8.00pm.
• The governing bodies of most HE institutions (HEIs) held their Board of Governors' meetings during the working day and often devoted a full day to strategic discussions.
• The possible advantages of earlier meeting times included: not meeting when governors were tired at the end of the working day; greater availability of public transport; where this was used; being able to leave meetings to attend to other commitments earlier.
• It was recognised that work obligations could be a factor affecting Governor preference in relation to the start times of meetings.
• Some Board of Governors' meetings were immediately preceded by committee meetings, to reduce the number of times that Governors travelled to College, and this would need to be taken into account.

The Committee agreed that the Clerk should consult with Governors on 4.30pm as a possible start time for Board of Governors' meetings in 2013/14 with refreshments available from 4pm in advance of the Board's 2013/14 schedule of business being finalised, outlining the issues discussed.

**ACTION: Clerk**

(i)(b) Corporation and Committee vacancies *(minutes released from confidentiality)*.

The CV referred to under this item related to Professor Shirley Congdon, Pro Vice-Chancellor (Teaching & Learning) of the University of Bradford.

The potential candidates to be approached in the creative industries . . . *(included)*

Nick Ramshaw, Managing Director of Thompson Brand Partners.

(ii) Revised re-appointment policy

The Committee considered the Board of Governors' policy on re-appointment as stated in its *Recruitment & Appointment Procedure* i.e. that a third term of office of 4 years would only be permitted exceptionally. It was noted that this was in line with the Committee of University Chairs' (CUC) guidance, which was that continuous service
beyond 3 terms of 3 years, or 2 terms of 4 years, was not desirable. The Clerk was, however, recommending that the wording of the Board's appointment procedure and standing orders should be revised to make the exceptional nature of a third term clearer, and to re-word the re-appointment criteria applying to re-appointment for a second term of office so that, in addition to good attendance during their first term, contribution to meetings and the skills and expertise of those to be considered for re-appointment could also be considered. This would bring the procedure into line with best practice generally.

The Committee agreed to recommend to the Board of Governors the proposed revisions to the Board's appointment procedure and standing orders, as noted above: proposed Mr Flathers, seconded Mr Yendell.

**ACTION: Chair of SNC**

It was noted that the Governor eligibility section in the Board of Governors' standing orders (which was originally derived from the Instrument of Government of the FE Corporation) also required updating to bring it in to line with changes in the law and the Clerk was therefore recommending that this section should be simplified and replaced in its entirety by the following general statement:

- A person shall be disqualified from holding, or from continuing to hold, office as a member, if that person is disqualified from acting as a trustee under sections 178 -180 of the Charities Act 2011.

The Committee agreed to recommend to the Board of Governors the proposed revisions to the Board's eligibility criteria, as noted above: proposed Mr Flathers, seconded Mr Blaney

**ACTION: Chair of SNC**

The Committee discussed the importance of good attendance generally to ensure that Governors remained up to date with College and sector developments, noting that new Governors were informed of the 80% attendance target and that attendance was reviewed annually by the Committee. It was noted that good attendance should be included in the role descriptions for Chair and Deputy Chair of Governors.

### 7. Committee structure

#### (i) General review of the Board of Governors' committee structure

The Committee received a report from the Clerk on the Board of Governors' current committee structure, noting that:

- The CUC's *Guide* for Governors stated that "...there are three committees which should play a central role in supporting the proper conduct of the governing body’s business: an audit committee, a remuneration committee and a nominations committee".
- The Board of Governors was currently trialing a Carver-style of model of governance. While this was associated with clear delegation, target-setting and monitoring by key performance indicators (KPIs) at Board level and with no or minimal committees, it did not prohibit committees but did caution against establishing committees which duplicated or encroached on delegated management functions e.g. finance and HR committees might fall within this definition.
The Board of Governors had an Audit Committee and a Search & Nominations Committee. The former was a requirement under the College’s financial memorandum with the Higher Education Funding Council for England (HEFCE) but both committees were advisory and properly concerned with the work of the Board rather than the management of the College and therefore fitted well with a Carver-style governance model.

The Board had decided to retain approval of senior post-holder pay and conditions at Board level but the introduction of a Remuneration Committee would not, for example, be incompatible with a Carver-style model of governance should the Board decide to adopt this as part of its review of senior post-holder remuneration procedures.

The relationship of the Board of Governors, the Principal and the College’s Academic Board was defined in the Articles of Government of the HE corporation and was often described as a triad or represented pictorially as a triangle with the Board of Governors, the Principal and the Academic Board each at a separate point.

It has been usual for further education (FE) corporations to have academic standards/quality committees since the last 1990s. Since the College’s transfer to the HE sector and the Board of Governors’ trial of a Carver-style model of governance, the Board had not had an academic standards and quality assurance committee. The Committee of University Chairs’ Guide for Members of Higher Education Governing Bodies in the UK (2009) for members of HE governing bodies did not mention such a committee and the TDAP consultant employed by the College recently confirmed that such a committee would be unusual in HE and could be considered a potential rival in relation to the Academic Board’s responsibility for academic quality and stewardship of academic standards.

The greater importance of the Academic Board in HE was one of the key differences between the FE and HE sectors and would have implications for the Board of Governors’ review of its governance model and committee structure in June 2013.

Under the Articles of Government, the Board of Governors was not able to delegate the solvency of the institution, the safeguarding of its assets or the approval of the annual estimates of income and expenditure to a committee, the potential for duplication of committee work at Board level, should a finance committee be re-established, would therefore also need to be considered at the Board of Governors’ review of its governance model and committee structure in June 2013.

(ii) Draft Remuneration Committee terms of reference & revised procedure
The discussion of this item has been kept in a confidential minute, as it refers to minutes and actions previously declared confidential by the Board of Governors.

ACTION: Clerk

PART II - Items for information

8. Effective governance: governance developments from other sectors. The Committee considered the report from the Clerk, noting that the report had been produced with reference to the number of "disagree" and "don't know" responses (6/13 responses) to statement A7.3 in the Governors' 2012 self-assessment questionnaire (The Board of Governors actively monitors effective governance in
other sectors and adopts relevant practice). It was noted that reports on governance in other sectors were presented to the Board of Governors and its committees for review, where appropriate. The following recent reports relevant to the work of the Committee were received:

- **Business sector.** Financial Reporting Council's (FRC) revised provisions in the UK Corporate Governance Code (Sept. 2012) included reporting in the Annual Report on any diversity targets and Board evaluation including "balance of skills, experience, independence and knowledge of the company on the board, its diversity, including gender, how the board works together as a unit, and other factors relevant to its effectiveness".

- **FE sector.** Developments in the FE sector in response to the introduction of Ofsted's new Common Inspection Framework (CIF) required Boards to move away from a concentration on business, finance & estates to teaching & learning targets and monitoring outcomes and ensuring that the Board included sufficient members familiar with educational as well as resource issues.

It was noted that: the Clerk commented on how the Board complied with the FRC Code, (in as far as it applied to the HE sector), together with the HE Code of Governance & Statement of Primary Responsibilities, in the College's Annual Report and Financial Statements: ensuring an appropriate level of HE knowledge on the Board was also a key factor for consideration as the College prepared to apply for Taught Degree Awarding Powers (TDAP). The issues of gender balance and ensuring an appropriate level of educational knowledge on the Board had been considered as part of the Committee's review of the Board's skills audit and composition.

9. **Report on 2012/13 Governor training programme.** It was noted that the Committee's terms of reference included approving and supervising training arrangements for Governors". A report on training undertaken/scheduled for 2012/13 was noted as follows:

<table>
<thead>
<tr>
<th>Date</th>
<th>Training Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>12.9.12</td>
<td>Effective Governance training session led by the Clerk</td>
</tr>
<tr>
<td>19.12.12</td>
<td>Eversheds' Governor Training (legal framework, roles &amp; responsibilities, what is governance) led by Helen Cairns</td>
</tr>
<tr>
<td>27.3.13</td>
<td>Review of Governor roles, responsibilities, conduct &amp; team building session led by Chris Rose</td>
</tr>
<tr>
<td>24.4.13</td>
<td>Further team building session led by Chris Rose</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name</th>
<th>Training Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms Eugene</td>
<td>Leadership Foundation for HE (LFHE): Governor Toolkit Part 1 (The Big Picture; Financial Health; Collaboration), Birmingham, 6.12.12</td>
</tr>
<tr>
<td>Mrs Williams</td>
<td>Leeds City Council, child protection training, Leeds, 11.3.13</td>
</tr>
<tr>
<td>Mr Blaney</td>
<td>LFHE: Governance in a new economic climate, Leeds, 14.3.13</td>
</tr>
</tbody>
</table>
It was noted that the Committee had agreed a target of 3 Governors attending external training events in 2012/13 at its October 2012 meeting and that this would be achieved by 14.3.13.

Mrs Williams, as designated Governor with responsibility for safeguarding allegations made against senior post-holders, reported favourably on the child protection training provided by Leeds City Council and it was noted that she had given the Principal a copy of a checklist provided at the training session.

It was agreed that it would be useful if Ms Eugene could provide an evaluation of the LFHE workshop that she had attended in December 2012.

ACTION: Clerk/Ms Eugene

10. **Any other item(s) of urgent business.** There was no other business.

11. **Risk management.** No new risks were identified.

12. **Date & time of next meeting:** 12th June 2013 at 5.00pm
(Note to the minutes: Minutes 7(ii) below were released from confidentiality by the Board of Governors at its meeting on 25th March 2014).

Confirmed

LEEDS COLLEGE OF ART

SEARCH AND NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on Wednesday, 12th June 2013 at 5 p.m.

Present: Mr S Blaney (Chair), Dr S Cottrell, Mr P Yendell, Ms S Wonnacott (Principal)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

It was noted that Dr Cottrell had been elected Deputy Chair of Governors for the remainder of the 2012/13 academic year at the May 2013 meeting of the Board of Governors and was therefore an ex officio member of the Search & Nominations Committee. Mr Blaney, Chair of the Search & Nominations Committee, welcomed Dr Cottrell to the meeting.

1. Apologies for absence. Apologies were received from Mr J Flathers, a Committee member. The Chair reported that Mr Flathers had sent him some comments on items on the agenda.

2. Declarations of interest. There were no declarations of interest at the start of the meeting. The Principal and Clerk's interest as designated senior post-holders was noted during the discussion of item 6, which related to a revised procedure for senior post-holder remuneration.

PART I - Items for decision

3. Minutes of the previous meeting. The Committee approved the minutes of the meeting of the Search & Nominations Committee held on Wednesday, 13th March 2013, including the confidential minutes: proposed Mr Blaney, seconded Ms Wonnacott.

4. Action plan update & matters arising from the minutes, not elsewhere on the agenda. The action plans arising from the above meetings were considered and it was noted that all actions had been completed, were on the agenda or had a future implementation date.

5. Review of Governor skills audit. The Clerk's report was received and the Committee considered Governors' skills mix with reference to Board of Governors and committee vacancies generally and with particular reference to:

   - The Board's current search to increase academic and creative industries representation;
   - The ending of Mrs Williams term of office as an Independent Governor in April 2013;
   - The level of financial/accounting/audit expertise that there would be on the Board following the ending of Mr Clements' and Mr Lever's terms of office as Independent Governors in July 2013;
• An application from Ms Eugene, an Independent Governor, for leave of absence in 2013/14

It was noted that the tables attached to the Clerk's report showed the Board's skills mix in June 2013 and the mix from August 2013 i.e. following the retirements of Mr Clements and Mr Lever and assuming Ms Eugene's absence in 2013/14. Members noted that, overall the skills audit showed a generally good balance of skills on the Board of Governors, even after the changes in membership noted above. It was noted in discussion that the averages scores for specified areas of skill included in the tables were not, however, particularly informative in this context and individual scores and the known needs of the Board were more useful when determining the Board's skills needs. It was, however, also noted that there were no significant areas of weakness in key areas shown in the table.

Members discussed the fact that estates/property continued to show as an area of comparative weakness, noting that Mr Flathers' expertise in the area of property law was sufficient for the Board's current needs and its relatively small size.

Members discussed the Governor skills audit form generally, noting:
• The value of ensuring that the skills form was updated as required to reflect the Board's current needs;
• The importance of Governors updating their skills audit forms.

It was agreed that it would be useful to dis-aggregate educational knowledge into schools, further education (FE) and higher education (HE), noting that the updated skills audit form to be considered later on the agenda allowed Governors to specify which applied.

**ACTION: Clerk**

Members considered whether safeguarding children and vulnerable adults should be a specific category on the form, noting that the Board's policy was to appoint a Governor with responsibility for safeguarding in relation to allegations made against designated senior post-holders. It was agreed that this was sufficient given the size of the Board of Governors and that those holding the posts were chosen for their knowledge/interest in the area but also received training.

The Committee completed its review of the Board of Governors' skills audit, noting that a revised skills audit form would be considered later on the agenda.

### 6. Current & forthcoming Corporation & Committee vacancies

Members considered the Clerk's report on current and forthcoming vacancies on the Board of Governors of the HE Corporation and its committees, noting that appointments to vacancies would be considered with reference to the Board's Recruitment & Appointment Procedure, its skills audit and equality and diversity statistics, as appropriate. It was noted that the person specification for Governors with expertise in HE and in the creative industries had been attached as an appendix to the Clerk's report for information.

Members noted the ending of the following Independent Governors’ terms of office during 2012/13 and 2013/14:
• Mrs Williams' second term of office had ended in April 2013;
Mr Clements and Mr Lever would not be seeking re-appointment when their first term of office ended in July 2013 due to, respectively, work and family commitments;

Ms Jones and Ms Kemp's first terms of office would end in July 2014.

Ms Eugene, an Independent Governor, had applied for leave of absence during 2013/14.

With reference to the ending of Mr Clements' term of office, Mr Blaney reported that he understood that Mr Clements might be willing to be considered as a Co-opted member of the Audit Committee. It was noted that Mr Blaney intended to retire from membership of the Audit Committee at the end of the 2012/13 academic year. The inclusion of 2 co-opted members on the Audit Committee was discussed, noting that, as the Committee would still have a majority of Governor members, this was not considered inappropriate and would ensure that Mr Clements' expertise was retained, although a co-opted member could not be Chair of the Committee. Members' noted that Mr Clements worked for audit firm Grant Thornton and considered whether this could constitute a conflict of interest given the College intended to tender for internal and external auditors in the near future. It was noted, however, that should a conflict of interest occur, this could be considered under the Board's agreed procedure at the appropriate time. It was noted that the appointment of Mr Clements would ensure better gender balance on the Audit Committee.

It was agreed that the Clerk should contact Mr Clements concerning the above proposal, with a view to the Committee making a recommendation to the Board of Governors' July 2013 meeting.

**ACTION: Clerk**

With reference to the Student Governors, members noted that:

- Mr Aal would leave the College at the end of summer term 2013, on completion of his current course, and that his term of office as a Co-opted Student Governor would therefore end on 31.8.13 i.e. at the end of the current academic year.

- Mr Hoare had been re-elected as Student Union President/Student Governor for 2013/14 and his current appointment would therefore continue as a Student Governor *ex officio* in 2013/14.

- No directly elected Student Governor for 2013/14 had emerged from the summer term Student Union elections. Bye-elections would be held by the Student Union in the autumn term 2013. If they did not result in an elected candidate, a Student Governor could be co-opted to the Board, as permitted under the Board's *Recruitment & Appointment Procedure*.

**ACTION: Clerk**

Members agreed to:

- Report to the Board on the vacancy for an elected Student Governor from 1.9.13;

- Recommend to the Board of Governors the appointment of Ms Jones to the Audit Committee, noting her financial and accountancy expertise;

- Recommend to the Board of Governors the appointment of Mrs Wright as Governor with responsibility for safeguarding in relation to allegations
relating to senior post-holders, noting her experience of Further Education at a senior level.

**ACTION: Chair of SNC**

The Committee considered Ms Eugene's application for leave of absence in 2013/14, noting that:
- Ms Eugene had accepted a place in London to undertake the full-time Bar Professional Training Course commencing in September 2013 and had asked for a one year sabbatical from her duties as a Governor, as she would be unable to fulfil her duties as a trustee for the academic year 2013/14.

In discussion members commended Ms Eugene for bringing the matter to the Board's attention, her request for leave of absence and her desire to remain involved with the work of the Board of Governors, noting that:
- The FE Corporation had previously approved leave of absence of 6 months for Mr Yendell, before his appointment as Chair of the Board of Governors, when he was temporarily working in London;
- The College did not provide sabbaticals for staff as a matter of policy, due to the College's small size.

Members discussed Ms Eugene's request in relation to:
- The question of sabbaticals for Governors in general, considering in that context equality and diversity issues e.g. in relation to maternity leave;
- The question of setting a precedent and the need to consider each request for leave of absence on its merits;
- The specific context in which Ms Eugene's request was being made and, in particular, that the year during which she would be absent would coincide with the period during which Governors would be preparing to apply for Taught Degree Awarding Powers (TDAP) and the subsequent review of the work of the Board of Governors by a Quality Assurance Agency (QAA) assessor in 2014/15.

The Committee agreed that:
- It would not be appropriate for the Committee to recommend to the Board of Governors that Ms Eugene be granted a year's sabbatical during 2013/14, given Governor involvement in the College's TDAP application and the review preparations which would take place during this period;
- The Committee's recommendation to the Board of Governors was therefore that Ms Eugene should resign as a member of the Board and re-apply for membership when her circumstances permitted this;

**ACTION: Chair of SNC**

- The Clerk should inform Ms Eugene of the Committee's recommendation.

**ACTION: Clerk**

Members noted that:
- The Committee's recommendation that the Board of Governors be temporarily increased to 17 members had been approved by the March 2013 meeting of the Board of Governors to allow changes in the Board's composition e.g. the inclusion of an Academic Board nominee, an additional
Governor with expertise in HE at a senior level, a Governor with expertise at Board level in the creative industries;

- The subsequent decision of Mr Lever, an Independent member of the Board of Governors, not to seek re-appointment when his current term of office expired, meant that it should be possible to incorporate the other changes in membership recommended by the Committee and approved by the Board without increasing membership to 17 Governors.

The Committee agreed to recommend to the Board of Governors that the Board's agreed membership should remain at 16 members, which the March 2013 meeting of the Committee had noted was both appropriate and effective, given the size of the College.

**ACTION: Chair of SNC**

The Principal, as Chair of the College's Academic Board, reported that changes to the Academic Board's terms of reference would be made which would enable it to nominate a representative to the Board of Governors for the 2013/14 academic year, as agreed at the Board of Governors' March 2013 meeting. Details of revisions to Academic Board membership would be presented to the July 2013 meeting of the Board of Governors for approval, together with the details of the Academic Board's terms of reference for information.

The Committee completed its review of current and forthcoming Board of Governors and Committee vacancies, agreeing the recommendations noted above.

7. **Remuneration procedure.**  
   (i) **Remuneration procedure**
   It was agreed that discussion of this item should been kept in a confidential minute, as it referred to minutes and actions previously declared confidential by the Board of Governors.
   **ACTION: Clerk**

   (ii) **Remuneration procedure (minute at (i) above released from confidentiality)**
   The Committee considered the draft remuneration procedure for designated senior post-holders produced by Mr Yendell, as Chair of the Board of Governors, for recommendation to the Board of Governors.

   It was noted that, as Mr Yendell's paper proposed a delegated committee approach, review of the procedure fell within the Search & Nominations Committee's responsibilities in relation to recommendations on committee membership. Draft terms of reference for the proposed Remuneration Committee had been considered at the Search & Nominations Committee's March 2013 meeting, including delegated powers in line with guidance from the Committee of University Chairs (CUC) and in the Financial Reporting Council's UK Corporate Governance Code.

   It was agreed that the report and proposals should be presented to the Board of Governors by Mr Yendell, as Chair of the Board of Governors.
   **ACTION: Chair of the Board of Governors**

8. **Role descriptions.** The Committee considered role descriptions for the Chair and Deputy Chair of the Board of Governors. It was noted that these were based on the
model CUC role description for the Chair, adapted to refer to the Board's current practice, including the agreed desirability of the holders having complementary skills (i.e. in finance and academic matters) to meet the requirements of external inspection and assessment. Minor updating amendments to the Board's approved Governor Role description were also considered.

It was noted in response to members' questions concerning the role and responsibilities outlined in the Chair and Deputy Chairs' role descriptions that the Chair's current meetings with the Principal tended to be informal rather than formal scheduled meetings.

The Chair confirmed that the role description derived from the CUC model was accurate overall, although he had not undertaken external networking on behalf of the College over and above what would be required of a Governor generally.

Members considered procedures for the removal and/or resignation of a Chair or Deputy Chair and the proposed procedure in the role description for the mutual appraisal of the Chair and Deputy Chair, discussing whether the latter constituted best practice. Members noted in discussion of these issues that:

- It was intended that the mutual appraisal of the Chair and Deputy Chair should take the same informal format as the current annual feedback sessions which the Chair undertook with other Governors;
- A degree of externality could be incorporated into the reciprocal appraisal process by the Chair and Deputy Chair each seeking views on the other's performance from Governors generally;
- The annual election of the Chair and Deputy Chair provided Governors with an opportunity to take action if performance was unsatisfactory and it would be a normal expectation that an office-holder would stand down should there be a vote of no confidence from the Board of Governors;
- There was no other procedure in the Board's Standing Orders for the removal of a Chair or Deputy Chair, other than on the general grounds of ineligibility which applied to all Governors;
- The Chair or Deputy Chair could resign at any time by giving notice in writing.

The Committee approved, for recommendation to the Board of Governors, new role descriptions for the Chair and Deputy Chair of Governors and the revised Governors role description, with the following amendments:

- Paragraphs 2.1 and 2.8 of the Deputy Chair's role description should read "Deputy Chair" rather than "Chair"
- References to 7 Board meetings annually in the role descriptions should be amended to 6 meetings, in line with the proposed meeting schedule for 2013/14.

9. Revised skills audit form. The Committee considered the revised skills audit form, which incorporated recommendations previously agreed by the Committee with the following exceptions:

- The Committee had agreed that it would be useful to include the following question with the skills audit: "What major gaps do you think there are in your own core knowledge and skills that need to be filled for you to be an effective member of the governing body?"
• It had, however, been agreed at the recent audit of governance by the internal audit service that it would be more appropriate to add the above question to Governors’ annual self-assessment questionnaire, which also raised questions of Governor knowledge.

• The Clerk has been unable to find a worked example used in conjunction with an FE or HE skills audit which could be adapted for use with the form.

The Committee agreed that the question on skills gaps should be added to both the revised skills audit form and Governors' annual self-assessment form.

**ACTION: Clerk**

Members agreed that it would still be useful to include a worked example with the form and it was agreed that the Clerk should seek examples through the Leadership Foundation for HE (LFHE) Clerks' mailbase.

**ACTION: Clerk**

Members noted that the Clerk had also included some further changes to:

• The heading in section 2 which had been changed from "Approving the quality strategy" (which originally derived from a Board responsibility under the FE Articles of Government but was not included in the HE Articles where academic standards, for example, fell within the roles and responsibilities of the Academic Board) to "Quality, academic matters, student experience";

• Some changes in terminology more relevant to HE (e.g. the addition of quality "enhancement") and the opportunity to specify whether Governor experience of education was at school, FE or HE level had been added.

It was noted that:

• The final version of the form would be in an electronic format for completion on the Corporation section of eStudio (i.e. as was the case with the Board's annual self-assessment questionnaire) which should make the form easier to complete and would update and automate the analysis.

• Changes to the way in which the form would be analysed previously agreed by the Committee (i.e. analysis of the total number of 1, 2, 3 and 4 scores in each column in addition to average scores for each row) would be implemented with the introduction of the new form.

It was further agreed that:

• Section 2 should include a section on creative industries experience i.e. in recognition of the importance of students' future careers in this area;

• Legal matters should be included in section 3.

Members discussed the way Governors approached completion of the form, noting:

• The importance of answers relating to work-based experience;

• Identification of a "gap" in knowledge should relate to areas where Governors identified that they did not have a working knowledge.

The Committee completed its review of the draft revised skills audit form and that the form, further revised as noted above, should be presented to the Committee’s autumn term 2013 meeting.

**ACTION: Clerk**
PART II - Items for information

10. **Report on 2012/13 Governor training programme.** The Committee received the Clerk's report, noting that the Committee’s terms of reference included "approving and supervising training arrangements for Governors”. The report included details of both in-house and external training undertaken by Governors.

Members noted that the target of 3 Governors attending external events in 2012/13 has been met i.e. Ms Eugene and Mr Blaney had attended Leadership Foundation for HE (LFHE) Governor Development Programme events, providing positive evaluations, and Mrs Williams, the designated Governor with responsibility for safeguarding allegations made against senior post-holders, had attended a Leeds City Council child protection training course.

The Committee agreed that the Governor evaluations of LFHE seminars should be placed on the Corporation section of eStudio.

**ACTION: Clerk**

Members noted that slides of the LFHE seminars were available at:
http://www.lfhe.ac.uk/en/research-resources/post-event-resources/gdpresources/gdp12-13/index.cfm

It was noted that Mrs Wright, if appointed to the role of designated Governor for safeguarding, would require training.

**ACTION: Clerk**

It was noted that three Governors would be attending free seminars in Leeds for Audit Committee members provided by KPMG, the College's external auditors, on 10th June 2013.

The Committee completed its review of the Clerk's report on the Board's 2012/13 Governor training programme.

14. **Any other item(s) of urgent business.** There was no other business.

15. **Risk management.** It was noted that no items of risk were identified, which were not already covered in the College's risk register.

16. **Date & time of next year's meetings:** It was noted that the dates and times of the Committee's meetings in 2013/14 would be agreed at the Board of Governors' meeting on 10th July 2013.
5. **Apologies for absence.** Apologies were received from Mr J Flathers, Vice-Chair of the Committee.

6. **Declarations of interest.** There were no declarations of interest at the start of the meeting. It was noted later on the agenda that Dr Cottrell had an interest in item 4.

**PART I - Items for decision**

7. **Recommendation on appointment to the Board of Governors.** The Committee considered a recommendation to the Board of Governors that Professor Shirley Congdon be appointed as a member of the Board of Governors in the "Co-opted member with experience in the provision of education" category.

The Committee noted that it had previously reviewed Professor Congdon's CV and that the Principal and Clerk had met Professor Congdon during June 2013. Mr Blaney, as Chair of the Search & Nominations Committee, and Mr Yendell, as Chair of the Board of Governors, reported that they had not met with Professor Congdon. Mr Yendell had, however, been able to have an extended telephone conversation with Professor Congdon in which he had been able to discuss the College’s strategy with particular reference to the College’s application for Taught Degree Awarding Powers (TDAP), the expertise that Professor Congdon could bring to the Board of Governors as well as the attendance commitment required of a Governor. He was satisfied that she was aware of the commitment that the role required.

Members noted in discussion that:

- Professor Congdon was Pro Vice-Chancellor (Learning & Teaching) at the University of Bradford and was Chair of the University’s Learning & Teaching Committee;
- Being based in Bradford meant that she had knowledge of the Yorkshire region;
- Professor Congdon's CV was impressive and demonstrated that she had the HE expertise that the Board was seeking as it prepared for TDAP;
- In addition to her experience of working for a large university, Professor Congdon also had some previous experience of TDAP and of working with small HEIs e.g. Leeds College of Music;
- While Professor Congdon's particular area of expertise was Nursing/Health Studies rather than the Creative Arts, subject specific expertise was less important than seniority for the particular Governor appointment that the Board was seeking to make and had the advantage of avoiding potential conflicts of interest;
- In addition, a potential advantage of a Nursing/Health Studies background was that this was an area which had had to develop a research profile from
an original practitioner-base, which mirrored, and should therefore aid understanding of, the College’s development of its own research profile as it matured as an HEI;

- While Professor Congdon did not have a professional background in the Creative Arts, she did have a personal interest, particularly in photography as a result of a family connection, and had extended her visit to the College following her meeting with the Principal and the Clerk to view the end-of-year exhibitions.

The Committee agreed to recommend to the Board of Governors that Professor Congdon be appointed as a member of the Board of Governors in the “Co-opted member with experience in the provision of education” category: proposed Mr Yendell, seconded Dr Cottrell.

**ACTION:** Chair

It was agreed that, if the Board approved the appointment of Professor Congdon as a Governor, a meeting should be arranged between Professor Congdon, the Chair and Deputy Chair of the Board of Governors before her first Board meeting, if possible.

**ACTION:** Clerk

Mr Yendell reported that he understood from his discussions with Professor Congdon that the University of Bradford held an annual joint meeting between the University’s Council and Senate to look at key priorities before the start of the academic year. The practice of holding an annual governing body's Awayday in the HE sector was considered in this context.

8. **Recommendation on change of membership category.** The Committee noted the importance of ensuring that the majority of members on the Board of Governors were appointed in the Independent member category, both for reasons of accountability and quorum.

The Committee agreed that, if Professor Congdon were appointed as a member of the Board of Governors in the "Co-opted member with experience in the provision of education" category, the Committee would also recommend that Dr Cottrell should resign from this category to allow her re-appointment in the Independent category.

**ACTION:** Chair

**PART II - final matters**

9. **Any other item(s) of urgent business.** Mr Blaney announced that he would be resigning as an Independent member of the Board of Governors because earlier Board meeting times in 2013/14, which had been agreed at the Board's June 2013 meeting, did not fit in with his work commitments.

10. **Risk management.** No new items of risk were identified at the meeting. It was noted that existing risks were already covered by the College’s risk register.

11. **Date and time of next year's meetings.** The Committee noted the following dates/times for meetings in 2013/14 would be considered at the Board of Governors’ meeting to be held later on 10th July 2013: Wednesday 16th October 2013 at 3.30pm; Wednesday 22nd January 2014 at 3.30pm; Wednesday 11th June at 2014 at 3.30pm.
(Note to the minutes: Minutes 7(ii) & 8(ii) below were released from confidentiality by the Board of Governors at its meeting on 25th March 2014).

Confirmed

SEARCH AND NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee meeting held on 16th October 2013

Present: Mr J Flathers (Chair), Ms S Wonnacott (Principal), Mr P Yendell
In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. Apologies for absence & declarations of interest. Apologies were received from Dr Cottrell, a Committee member. There were no declarations of interest.

2. Election of Chair & Vice-Chair for 2013/14. The Clerk reported that committee Chairs and Vice-Chairs were elected annually. The Committee of University Chairs' Code of Governance stated that the Chair of the Board of Governors should “normally” chair the Search & Nominations Committee (SNC) but that the Board of Governors’ practice was for the Chair of the Board of Governors to be an SNC member and the Chair of the SNC to be elected from amongst the committee membership. This policy was explained under the “comply or explain” principle in the Board’s annual Members’ Report.

Mr Flathers was elected Chair of the Search & Nominations Committee (SNC) for 2013/14: proposed Mr Yendell, seconded Ms Wonnacott.

It was noted that there was currently a vacancy on the SNC and agreed that the election of a Vice-Chair for 2013/14 should be deferred until the vacancy had been filled. It was noted that, should the Chair be absent from a meeting in the interim, an acting Chair for the meeting could be elected from the members present.

Action: Clerk

PART I - Items for decision

3. Minutes of the previous meeting. The Committee approved the minutes of the meeting of the SNC held on Wednesday, 12th June 2013, including the confidential minutes, and the minutes of the Special SNC meeting held on 10th July 2013: proposed Mr Flathers, seconded Mr Yendell.

4. Action plan update & matters arising from the minutes, not elsewhere on the agenda. The Committee considered the action table arising from the minutes of the June 2013 meeting, noting that all actions had been completed or were due to be completed at the current meeting or during autumn term 2013.
Members noted with reference to the following action that:

- Following his retirement as an Independent Governor at the end of his first term of office, Mr Clements had been appointed as a co-opted member of the Audit Committee at the Board of Governors' July 2013 meeting, on the recommendation of the SNC;
- As a result of this appointment, there were now 3 Audit Committee members with accountancy/audit experience, 2 of whom were co-opted members.

The implications of having 2 co-opted Audit Committee members in relation to reporting to the Board of Governors was considered, given that co-opted committee members would not normally attend Board meetings. It was noted that this had been considered to be acceptable given that the Audit Committee had 5 members in total, one of whom had relevant accountancy expertise.

There were no other matters arising from the June 2013 minutes.

It was noted that all actions arising from the Special meeting of the Committee held in July 2013 had been completed.

With reference to matters arising from the July 2013 minutes, it was noted that there would be a number of new Governor appointments made in 2013/14 and it was agreed that Governor performance reviews conducted by the Chair and Deputy Chair of the Board of Governors should therefore be completed at the end of the academic year for new Governors.

**Action: Chair/Deputy Chair of the Board of Governors**

5. **Review of Governor skills audit.** The Committee considered the Board of Governors' skills mix before considering current and forthcoming vacancies.

Members noted that the skills audit table showed that the Board of Governors retained a good skills mix overall. The following areas were recorded in the table as areas of particular weakness i.e. areas with a score of 3.5 or over: involvement with community affairs; estates/property management; local authority/public sector experience; voluntary sector experience. The Committee noted that these were not, however, areas of current priority for the Board, with the exception of estates/property matters where Mr Flathers had appropriate expertise.

It was noted that, since the Committee last reviewed the table in June 2013, the Board had lost a number of Governors with general business skills, including a Governor with a background in accountancy, audit and search consultancy, although this was not immediately evident from the skills audit table due to the generic nature of the questions on the skills audit form.

With reference to current Governors vacancies, the Committee would consider, at the current meeting, a recommendation on the appointment of a candidate with experience of business at a senior level in the creative industries and was also searching for a candidate with expertise in human resources (HR). It was noted that, following the retirement of Mr Clements as a Governor in July 2013, there was currently one qualified accountant on the Board of Governors, although a number of Governors had general business expertise. It was noted
that educational expertise on the Board of Governors was strong.

The Committee received the Governors’ skills audit table for October 2013.

6. **Current & forthcoming Board of Governors & Committee vacancies.** The Committee noted that the Board of Governors had an agreed composition of 16 members. Members received the Clerk’s report on current and forthcoming vacancies, noting:

- Vacancies for 3 Independent Governors;
- A vacancy on the Board of Governors for a member of the teaching staff nominated by the Academic Board;
- A vacancy for a directly elected Student Governor;
- A vacancy for a member of the Search & Nominations Committee;
- The ending of the first term of office of Ms Woods as a Co-opted member of the Audit Committee on 15th December 2013;
- The ending of the first term of office of Ms Jones and Ms Kemp as Independent Governors on 20th July 2014.

With reference to one of the vacancies for an Independent Governor, the Committee noted that the Chair and the Deputy Chair of the Board of Governors, with the Principal and the Clerk, had met with Nick Ramshaw, Managing Director of Thompson Brand Partners on 18th September 2013. Members received Mr Ramshaw’s CV, and agreed that he met the requirements for an Independent Governor with experience of business at a senior level in the creative industries.

The Committee agreed to recommend to the Board of Governors the appointment of Nick Ramshaw as an Independent Governor for a period of 4 years, subject to his meeting the usual Governor eligibility requirements.  

**Action: Chair**

The Committee noted that Mr M (Fred) Bates (Head of Graphic Design, Illustration and Animation) had been nominated by the Academic Board and agreed to recommend his appointment to the Board of Governors for a period of 4 years, subject to his meeting the usual Governor eligibility requirements.  

**Action: Chair**

Members noted with reference to the vacancy for a directly elected Student Governor, that if the autumn term bye-elections did not result in an elected candidate, the Committee and Board of Governors could use the agreed procedure for co-opting a Student Governor to the Board.

It was noted that, following e-mail consultation with Committee members, an advert for an Independent Governor with HR expertise had been placed. As only one response had been received to date, however, it was agreed that it would be appropriate to seek further candidates through appropriate HR networks e.g. the CIPD network. Members also noted that the resignation in September 2013 of Ms Eugene, an Independent Governor, to take up an appointment in London had resulted in there being no Black and Minority Ethnic (BME) representation on the Board of Governors, with it being agreed that approaches should be made through the College’s local equality and diversity network. It was noted that discussion of potential candidates should be kept in a confidential minute.

With reference to committee vacancies, the Committee agreed to recommend to the Board of Governors that Ms K Woods should be re-appointed for a second
4-year term of office as a co-opted Audit Committee member from 16th December 2013, subject to her being willing to accept appointment.

**Action: Chair**

It was agreed that the Clerk should approach Ms Woods concerning her willingness to accept a second term of office, noting that this might be affected by the future timing of Audit Committee meetings.

**Action: Clerk**

It was agreed that consideration of the vacancy for a SNC member should be deferred until a decision had been made on the appointment of an Independent Governor with HR expertise.

The Committee completed its review of current and forthcoming vacancies.

7. **Remuneration Committee terms of reference.**

(i) Remuneration Committee terms of reference
The discussion of this item has been kept in a confidential Reserved Matters minute.

(ii) Remuneration Committee terms of reference *(minute at (i) above released from confidentiality)*
The Committee noted that, following discussion of senior post-holder remuneration at the July 2013 meeting of the Board of Governors, it was agreed that a Remuneration Committee with delegated power to determine senior post-holder remuneration should be established with 5 members, including the Chair and Deputy Chair of the Board of Governors. Responsibility for considering draft terms of reference and making a recommendation to the Board of Governors was delegated to the Search & Nominations Committee.

The Committee considered a briefing report from the Clerk and relevant extracts from the Articles of Governance of the HE Corporation relating to senior post-holders. Relevant extracts relating to the membership and work of remuneration committees from the Committee of University Chairs’ (CUC) Guide for Members of HE Governing Bodies in the UK (2009) and from the Financial Reporting Council (FRC) UK Corporate Governance Code were also considered.

It was noted that, when formulating the draft terms of reference, the Clerk had also used her knowledge of clerking remuneration committees in the FE and HE sectors and had reviewed the current terms of reference and membership of the remuneration committees of a number of HE institutions (HEIs), where these were publicly available.

The Committee noted in discussion that:
- The sample of Remuneration Committee terms of reference from other HEIs which had been reviewed by the Clerk had predominantly included the head of the HEI as a member of the Remuneration Committee and, while this was not usual practice in the FE sector or under the FRC Code, it was permitted under the CUC guidance for HEIs;
- In line with the Board of Governors’ standing orders, including its policy on conflicts of interest, the draft terms of reference provided for the Principal and Clerk to leave any part of a Remuneration Committee meeting at which their own pay or conditions were under discussion but permitted them to remain in attendance where the pay and conditions
of senior post-holders as a class were under discussion;

- The draft membership criteria excluded staff and student governors (other than the Principal), in line with the Board's standing orders and practice in the FE and HE sectors;
- The draft assumed a membership of 5 Governors i.e. the Chair and Deputy Chair of Governors, the Principal, and the Chairs of the Board of Governors’ Audit and Search & Nominations Committees ex officio;
- In line with the resolution of the Board of Governors agreed at its July 2013 meeting and with reference to CUC and FRC guidance, the draft terms of reference gave the Remuneration Committee delegated power to determine senior post-holder pay and conditions;
- Delegation of senior post-holder terms and conditions to the Remuneration Committee would include delegation of responsibility for approving senior post-holder policies and procedures.

The Committee agreed the terms of reference for a Remuneration Committee as drafted by the Clerk, with the following amendments:

- The section on the destination of the Committee’s minutes should read: "All members of the Board of Governors, excluding student & staff members other than the Principal";
- The section on quorum should read: "3 members. The Principal may not form part of the quorum at any part of a Remuneration Committee meeting at which their own pay or conditions are under discussion - see also section e) below”.

*Action: Clerk*

The Committee agreed to recommend to the Board of Governors draft terms of reference for a Remuneration Committee, with the amendments noted above.

*Action: Chair of the SNC*

8. Senior post-holder remuneration procedure.

(i) Senior post-holder remuneration procedure

The discussion of this item has been kept in a confidential Reserved Matters minute.

(ii) Senior post-holder remuneration procedure (part of the minute at (i) above released from confidentiality)

The Committee considered a draft senior post-holder remuneration procedure, which it was proposed should be followed by the Remuneration Committee, following approval by the Board of Governors.

The Committee approved the draft senior post-holder remuneration procedure for recommendation to the Board of Governors . . .

9. Revised skills audit form. The Committee received a progress report on the development of the audit of skills form for use in 2013/14, noting that:

- A revised skills audit form, incorporating the changes agreed at the Committee’s June 2013 meeting, had been included with the papers for the meeting;
- The form would in future be in an electronic format for completion on the Corporation section of eStudio, which should make the form easier to complete and would update and automate the analysis;
Changes to the way in which the form would be analysed previously agreed by the Committee (i.e. analysis of the total number of 1, 2, 3 and 4 scores in each column in addition to average scores for each row) would be implemented with the introduction of the new form.

The Committee discussed whether the skills categories used in the revised form still provided information that was useful to the Committee. It was noted that, as a result of the generic nature of the statements on the skills audit form, it was not easy to judge from the resulting analysis where specific professional skills had been lost following the resignation/retirement of Governors. By contrast, some skills audit forms asked whether Governors had specific expertise or professional qualifications e.g. in audit, accountancy, HR.

Members noted that the generic nature of the skills categories used in the Board’s current skills audit form might also account for some variability in responses from Governors when completing the form, which had led to the suggestion that the blank form should be accompanied by a worked example. The Committee noted that a better option might be the development of a simpler audit of skills form, which focused on professional qualifications and expertise, and agreed that the Clerk and the Principal should work together to produce a form to replace the current model.

**Action:** Clerk/Principal

10. **Report on 2013/14 Governor training programme.** Members noted that, under its terms of reference, the SNC was responsible for approving and supervising training arrangements for Governors. The Committee considered a report from the Clerk on the 2013/14 Governor training/development programme, noting that:

- The September 2013 Governor in-house training/development session had been used to review outcomes against the College’s strategic objectives;
- The College had organised external child protection/safeguarding training during October 2013 for Mrs C Wright, the designated Governor with responsibility for safeguarding with reference to allegations made against senior post-holders;
- Ms J Jones, an Audit Committee member, would be attending KPMG’s free seminars for Audit Committee members in November 2013;
- The next in-house Governor training/development session was scheduled for 12th February 2014 and would include a briefing on the work of the Academic Registrar;
- Professor C Pickles, the College’s Taught Degree Awarding Powers (TDAP) consultant, would lead the Governor strategic development session on 30th April 2014;

Members received the Leadership Foundation for Higher Education (LFHE) Governor Development Programme 2013/14, which had also been distributed at the Board of Governors’ September 2013 training/development session, and noted that the College was now a member of LFHE which meant that it qualified for a discount on seminar fees.

The Committee agreed to set a target of 3 Governors attending external events in 2013/14, noting that fee-based courses required prior approval.

**Action:** Clerk
11. **Annual review of Committee performance checklist & terms of reference.**
The Committee completed its annual review of its performance checklist, noting that it was fully compliant with the 2012/13 checklist.

The Committee completed its annual review its terms of reference, agreeing to recommend at the October 2013 meeting of the Board of Governors that they should remain unchanged, with the exception of the updating of the membership table to show the election of Mr Flathers as Chair of the SNC.

*Action: Chair/Clerk*

12. **Any other item(s) of urgent business.** There was no other business.

13. **Risk management.** There were no new items of risk identified at the meeting.

14. **Date and time of next meeting:** 22nd January 2014 at 3.30pm.
SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee meeting held on
22nd January 2014

Present: Mr J Flathers (Independent Governor & Chair of the Committee),
Dr S Cottrell (Independent Governor & Vice-Chair of the
Committee), Ms S Wonnacott (Principal & Governor ex officio), Mr
P Yendell (Independent Governor)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. Apologies for absence & declarations of interest. There were no apologies for absence or
declarations of interest.

PART I - Items for decision

2. Minutes of the previous meetings. The minutes of the meeting of the Search &
Nominations Committee held on Wednesday, 16th October 2013, including the confidential
minutes, and the minutes of the Special meeting held on 16th December 2013 were
approved: proposed Mr Yendell, seconded Mr Flathers.

3. Action plan update & matters arising from the minutes, not elsewhere on the agenda. It
was noted that all actions had been completed, were on the agenda or had a future
completion date.

4. Revised skills audit form. The Committee received a report from the Clerk on the
development of the Board of Governors’ skills audit form. Examples of the 2 most commonly
used audit of skills form formats used in the HE and FE sectors had been included with the
briefing, together with 2 versions of Governors’ current forms revised with reference to
each of the 2 formats.

It was agreed that the Committee preferred version A of the revised audit of skills form
which was a development of the format currently used by the Board but which had been
revised to include: specific references to professional qualifications in the grading key and
the comments box at the end of the questionnaire; specific references to accountancy,
audit and law; a section which allowed Governors to state whether they were involved in art
& design practice, education or business & administration; a section which differentiated
between different educational sectors; continued to include references in the headings of
Governors’ key responsibilities under the Articles of Government and a section for generic
skills.

It was noted that the final version of the form would be in an electronic format for
completion on the Corporation section of eStudio i.e. as was the case with the Board of Governors' self-assessment questionnaire, which should make the form easier to complete, update and analyse.

Members discussed whether the section on Governor training needs should be included as part of the skills audit form or whether this should be included as part of Governors’ annual appraisals process, as was the case with the staff appraisals. It was agreed that the former was preferable but that the wording of this section needed amending.

The Committee approved version A of the revised audit of skills form with the following amendments: re-numbering of the sections; changing the question under the Training Needs heading to "Are there any ways, through training, that the College could help you to become a more effective member of the Board of Governors?"; the addition of "experience of governance at Board level" to the section on generic skills.

**Action: Clerk**

5. **Review of Governor skills audit.** The Committee reviewed the skills audit table before reviewing Board of Governors’ composition and vacancies. It was noted that the table remained as reviewed at the Committee’s October 2013 meeting, which had noted that the Board of Governors had a good skills mix but would benefit from further expertise in accountancy and employment skills and that action should be taken to improve Black and Minority Ethnic (BME) representation on the Board. The Committee had agreed at its December 2013 meeting to recommend to the Board of Governors that Ms Anj Handa, who had expertise in equality & diversity in an employment context, should be appointed as an Independent Governor.

6. **Current & forthcoming Board of Governors & Committee vacancies.** The Committee noted the following current and forthcoming Governor and Committee vacancies:
   - Vacancies for 2 Independent Governors;
   - A vacancy for a Co-opted Student Governor;
   - A vacancy for a member of the Search & Nominations Committee;
   - The ending of the first term of office of Ms Jones and Ms Kemp as Independent Governors on 20th July 2014, noting that they were both members of the Audit Committee;
   - The ending of Ms Woods’ 2nd term of office as a co-opted external Audit Committee member on 31st July 2014.

Members noted that the Committee’s recommendation on the appointment of Ms A Handa as an Independent Governor would be made to the January 2014 meeting of the Board of Governors. Following e-mail consultation with governors, it had been agreed that Ms Handa should be invited to attend the January 2014 meeting, assuming that she was appointed at that meeting. A similar procedure had been followed with reference to Mr Ramshaw’s appointment i.e. it had been agreed at the Board of Governors’ September 2013 meeting that Mr Ramshaw should be invited to attend the October 2013 Board meeting, assuming that he was formally appointed at that meeting. It was noted that, while there has been a larger than anticipated number of governor resignations between July and September 2013 and it had therefore been considered desirable in these circumstances to make formal appointments to governor vacancies as soon as possible, normal practice remained that new governors should attend the Board meeting subsequent to the one at which they were appointed.

It was noted that the Chair of the Board of Governors had approached a number of accountancy firms as part of the search for an accountant to join the Board of Governors.
Members noted that a nomination for co-opted Student Governor had been received for Ms Lesley Wood, a further education student taking an Access to HE in Art & Design course, and agreed to recommend Ms Wood’s appointment to the Board of Governors.

*Action: Chair, SNC*

It was agreed that Ms Jones and Ms Kemp should be approached to ascertain whether they would be willing to be considered for a second term of office when their first term ended in July 2014.

*Action: Chair, SNC*

Members discussed the value of reviewing governor succession planning more than a year in advance, considering also the value of governors normally starting their term of office at the start of the academic year. The advantages of the latter were noted to be the opportunity to take part in a full year of scheduled Board meetings and the opportunity to provide induction events for a group of new governors. The disadvantage of governors’ 4-year term of office normally ending on the same date (e.g. 31st August) were also noted, including, given the Board’s relatively small size, the possibility of a significant number of new and inexperienced governors joining the Board at the beginning of an academic year. It was noted that this might happen where a number of governors did not seek re-appointment for a second term in addition to governors reaching the end of the maximum 8 year term of office. It was noted that the Instrument of Government provided for a successor to be appointed 6 months before an Independent Governor was due to retire and that allowing for such an overlap (temporarily increasing the size of the Board where necessary) could also be used to improve governor succession planning.

The Committee agreed that it would be useful to review governor succession planning more than a year in advance of vacancies being scheduled to arise. It was also agreed that new governor appointments should normally begin at the start of the academic year and, to facilitate this, use of the option to appoint successor governors up to 6 months in advance of an Independent Governor’s normal retirement date should be considered.

*Action: Clerk*

Members noted that Dr S Cottrell, an Independent Governor & Deputy Chair of the Board of Governors, had accepted the post of Pro Vice-Chancellor (Learning and Teaching and Student Engagement) at the University of East London and would take up her post during spring/summer 2014. Subject to there being no conflict of interests, Dr Cottrell was willing to continue as a governor of the College, at least through the College’s Taught Degree Awarding Powers (TDAP) process.

Members considered current and forthcoming committee vacancies, noting that there was currently a vacancy for a fifth member on the Search & Nominations Committee and for a Vice-Chair of the Committee. Members agreed that, as there was only one more scheduled meeting of the Committee in 2014, it would not be appropriate to consider a recommendation on the appointment of an additional member at the current meeting, to allow the Committee more time to consider the skills and expertise of newer governors. It was agreed that Dr Cottrell should be appointed as Vice-Chair of the Search & Nominations Committee: proposed Mr Flathers, seconded Mr Yendell.

Members noted that the second term of office of Ms K Woods, an accountant, as a co-opted Audit Committee member would end on 31st July 2014 and she was not seeking re-appointment. It was, however, noted that the Audit Committee currently had 2 co-opted members (i.e. Ms Woods and Mr Clements) and agreed that a search for a co-opted member
to replace Ms Woods was therefore unnecessary. As noted above, Ms Jones and Ms Kemp, whose first term of office as Independent Governors would end in July 2014, were Audit Committee members so that membership of the Committee could be affected if they decided not to seek re-appointment for a second term as governors.

It was noted that, in line with the revised UK Corporate Governance Code, 2013 was the first year that the Board of Governors had reported in its annual Members’ Report on its policy on diversity, including its commitment to address any under-representation on the Board when searching for new Governors during 2013/14. Governor equality and diversity data was also provided to the Higher Education Funding Council for England (HEFCE). It was noted that, if Ms Handa were to be appointed as an Independent Governor at the Board of Governors’ meeting on 22nd January 2014, 50% (7/14) of the Board would be female and 50% male (7/14) and BME representation on the Board would be 7%. It was noted that the 2013 WomenCount: Leaders in Higher Education survey had recorded that women made up 32% of HE governing bodies overall, with data for individual higher education institutions (HEIs) ranging between 6% and 53% female representation on governing bodies, and that of the 30 HEIs with the most gender-balanced boards, nine were led by a female Principal/Vice-Chancellor.

7. Search & Nominations Committee standing agenda item list. The Committee approved its standing agenda item list with the following amendment: a report on future governor recruitment should be a standing item in addition to the report on current governor vacancies.

Action: Clerk

PART II - items for information

8. Governor attendance report 2012/13. The Committee considered the annual report on Governor attendance at formal Board and Committee meetings in 2012/13 (i.e. excluding training and other College events), which highlighted where individual attendance was below the target of 80% set. Attendance figures for 2011/12 for those Governors not achieving the target had also been provided for comparison, where available.

It was noted, in particular, that three Governors had a Board and/or combined Board/Committee attendance of below 60% in 2012/13, two of whom were no longer members of the Board of Governors. It was noted that Mr Flathers’ combined Board and Committee attendance had also fallen within this range in 2012/13 but had been above the target of 80% in 2011/12.

All Board and Committee meetings held during the year had been quorate, with overall attendance at Board of Governors’ meetings being 84% in 2012/13 and overall attendance at committee meetings ranging between 83% and 90%.

9. Report on 2013/14 Governor training programme. The Committee received a progress report from the Clerk on the 2013/14 Governor training/development programme, noting that the target of governor attendance at 3 external training events for 2013/14 had been achieved, with the following seminars/events having been attended:

- Association of Colleges (AoC) Teaching, Learning and Assessment: Developing the role of FE Governors in Monitoring Quality - attended in November 2013 by Mrs Wright
• Safeguarding and children protection training provided by Leeds City Council - attended in November 2013 by Mrs Wright, Governor with responsibility for safeguarding with reference to allegations made against senior post-holders

It was noted with reference to governors’ in-house training scheduled for 2013/14 that:
• The September 2013 Governor in-house training/development session had been used to review outcomes against the College's strategic objectives;
• The next in-house Governor training/development session would be held on 12th February 2014 and would be on the work of the Academic Registry;
• Clare Pickles, the College's TDAP consultant, would lead the Governor strategic development session on 30th April 2014.

PART III - final matters

10. Any other item(s) of urgent business. There was no other business.

11. Risk management. The following item of risk was identified at the meeting: future governor recruitment.

12. Date and time of next meeting: 11th June 2014 at 3.30pm
SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee meeting held on 11th June 2014

Present: Mr J Flathers (Independent Governor & Chair of the Committee), Dr S Cottrell (Independent Governor & Vice-Chair of the Committee), Ms S Wonnacott (Principal & Governor ex officio), Mr P Yendell (Independent Governor)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. **Apologies for absence & declarations of interest.** There were no apologies for absence. There were no declarations of interest at the start of the meeting. It was noted at item 6 (long-term succession planning) that the current terms of office of Committee members Dr Cottrell, Mr Flathers and Mr Yendell would end in 2015/16.

**PART I - Items for decision**

2. **Minutes of the previous meetings.** The minutes of the meeting of the Search & Nominations Committee held on 22nd January 2014 were approved.

3. **Action plan update & matters arising from the minutes, not elsewhere on the agenda.** It was noted that all actions had been completed, with the exception of Governors’ annual performance reviews and long-term succession planning, on which reports would be considered later on the agenda. There were no other matters arising.

4. **Review of Governor skills audit.** It was noted that the skills audit table remained unchanged from the previous review, with the current priority being the search for Governors with accountancy skills. It was noted that Mr Ramshaw, an Independent Governor, had completed a pilot version of the Board of Governors’ on-line revised skills audit form and its use would now be extended to all members.
   
   **Action: Clerk**

5. **Current & forthcoming Board of Governors & Committee vacancies.** The Committee considered the Clerk’s report on current and forthcoming Board of Governors and Committee vacancies, noting:
   - A current vacancy for an Independent Governor and 2 vacancies from 20th July 2014 i.e. following the ending of the terms of office of Ms Kemp and Ms Jones;
   - The ending of Mr T Hoare’s term of office as Student Union President and ex officio Student Governor and his replacement by the new Student Union President, Ms E Cook from 1st July 2014;
• A current vacancy on the Search & Nominations Committee;
• 3 vacancies on the Audit Committee arising between 20\textsuperscript{th} and 31\textsuperscript{st} July 2014 i.e. following the ending of the terms of office of Ms Jones and Ms Kemp, as Independent Governors, and of Ms Wood, as a co-opted Committee member;
• A vacancy on the Remuneration Committee from 20\textsuperscript{th} July 2014 created by the ending of Ms Jones’ term of office as an Independent Governor, which would be filled by the Chair of the Audit Committee, \textit{ex officio}, under the Remuneration Committee’s terms of reference.

Members noted in discussion that:
• The Committee was currently searching for 2 accountants, with the vacancies being advertised nationally, including on the Institute of Chartered Accountants in England & Wales (ICAEW) volunteering website;
• The possibility of accountants, who were retiring as Governors and/or audit committee members at other HE institutions (HEIs), being contacted concerning the above vacancies;
• Mr Clements, a qualified accountant/auditor and former Independent Governor and Audit Committee Chair who was currently a co-opted member of the Audit Committee, had indicated that he would be willing to be considered for re-appointment as an Independent Governor and Audit Committee member from 2014/15, subject to his being able to attend on the scheduled 2014/15 meeting dates;
• Ms Jones had indicated that she would be willing to be considered for appointment as a co-opted Audit Committee member from 2014/15;
• The ending of Ms Kemp’s current term of office in July 2014 would result in a loss of HE expertise;
• The possibility of seeking expertise in the area of widening participation, noting that HE expertise generally was already well represented on the Board of Governors through the skills of Professor Congdon and Dr Cottrell and that FE expertise was represented through the skills of Mrs Wright.

The Committee agreed to:
• Make a recommendation to the Board of Governors’ meeting on 11\textsuperscript{th} June 2014 on the appointment of Ms Emma Cook as Student Union President and Student Governor \textit{ex officio}, with the appointment effective from 1\textsuperscript{st} July 2014 (\textit{Action: Chair of SNC});
• Make a recommendation on the appointment of Mr Clements as an Independent Governor and Audit Committee member from 2014/15 at the Board of Governors’ meeting on 16\textsuperscript{th} July 2014, subject to Mr Clements’ confirmation that he was willing to accept appointment (\textit{Action: Chair of the Board of Governors & Chair of SNC});
• Make a recommendation on the appointment of Ms Jones as a co-opted Audit Committee member from 21\textsuperscript{st} July 2014 at the Board of Governors’ meeting on 16\textsuperscript{th} July 2014 (\textit{Action: Chair of SNC}).

It was noted in response to members’ questions that it was not currently known whether the co-opted Student Governor would be continuing at the College in 2014/15.

It was noted that:
• Remuneration Committee membership included the Chairs of other committee \textit{ex officio};
• The Audit Committee Chair should be a member of the Board of Governors, for reporting purposes;
• Ms Jones was currently Chair of the Audit Committee but would be retiring as an Independent Governor at the end of her first term of office in July 2014, meaning that a new Audit Committee Chair would be required for 2014/15 who would also be a member of the Remuneration Committee ex officio.

The possibility of the Remuneration Committee terms of reference being amended to allow for membership by either a Committee Chair or Vice-Chair was discussed.

It was agreed that recommendations on remaining committee vacancies should be postponed until after further recommendations on new Governor appointments had been made so that these could be made with reference to relevant Governor skills.

Action: Clerk

6. Longer term succession planning. The Committee received a report from the Clerk on longer-term succession planning. Members noted that:
   • Governors were normally appointed for a maximum of 2 consecutive terms of 4 years;
   • An exception to the above rule could include a newly appointed Chair of the Board of Governors e.g. the Committee of University Chairs (CUC) guidance was that the Chair of the Board of Governors should be considered to take up a new full term of office on appointment;
   • Under the Board of Governors’ appointment/re-appointment policy, the Committee could make a recommendation on a Governor being re-appointed for an exceptional third term (e.g. to retain irreplaceable skills/expertise) but effective long-term succession planning should, however, normally avoid this and, should it be unavoidable, a recommendation on a third term of less than 4 years could be made to allow a further search to be undertaken for a replacement.

The following Independent Governor vacancies occurring in 2015/16 were noted:
   • Mr Flathers’ second term of office would end in November 2015 - Mr Flathers was Chair of the Search & Nominations Committee and Vice-Chair of the Remuneration Committee;
   • Mr Woods’ second term of office would end in February 2016;
   • Dr Cottrell’s first term of office would end in July 2016 - Dr Cottrell was Deputy Chair of the Board of Governors and Vice-Chair of the Search & Nominations Committee;
   • Mr Yendell was first appointed in November 1999 and his current term of office would end in July 2016 - Mr Yendell was Chair of the Board of Governors and Chair of the Remuneration Committee.

7. Instrument & Articles of Government: Board membership & officers. The Clerk reported that:
   • Schedule 7A (Instruments of Government made by Privy Council) to the Education Reform Act 1988 (ERA) set out detailed requirements in relation to the membership of a higher education corporation;
   • The Instrument of Government made by the Privy Council for the higher education corporation of Leeds College of Art, in force from 1st August 2011, conformed to these requirements;
   • Given the prescriptive nature of Schedule 7A and the fact that the Instrument was made by the Privy Council, there was no scope for the Board of Governors to request any variation to its membership requirements;
   • Section 125 of ERA stated that “any institution conducted by a higher education shall
be conducted in accordance with articles of government, to be made by the corporation with the approval of the Privy Council;

- The requirements of section 125 were less prescriptive and Articles of Government made under this section could therefore be varied or revoked by subsequent articles made by the corporation with the approval of the Privy Council.

Members noted that:

- Section 7 (Officers) of Schedule 7A of ERA stated that: "The instrument shall provide for one or more officers to be chosen from among the members";
- Section 7(1) (Officers) of the College's Instrument of Government stated that: "The Board of Governors shall appoint from among their members a Chair, a Deputy Chair and any other officers which the Board may determine";
- Section 6.4 of the College's Articles of Government stated that "The Board of Governors shall make rules or bye-laws for the appointment of officers who shall include a Chair and Deputy Chair, to be appointed from among the independent members, and for the appointment of members".

The Clerk was recommending that section 6.4 be amended as follows: “The Board of Governors shall make rules or bye-laws for the appointment of officers, who shall include a Chair and Deputy Chair, to be appointed from among the independent members, and for the appointment of members. Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Deputy Chair or to act as Chair in their absence”.

It was noted that the proposed change was less prescriptive than the current requirement and would permit an external co-opted member (i.e. a member who was not a co-opted staff or student member) to be appointed as Chair or Deputy Chair, should the Board of Governors so choose and where such an appointment could be so made without a conflict of interest.

The Committee agreed to recommend to the Board of Governors, the above proposed changes to the Articles of Government, noting that any changes so approved by the Board of Governors would require subsequent approval by the Privy Council.

**Action:** Chair, SNC

8. Annual review of Board of Governors’ Standing Orders, Governor appointment & re-appointment procedure, role description and eligibility statement. The Committee reviewed the Board of Governors' Standing Orders, Governor appointment and re-appointment procedure, role description and eligibility statement, noting that the Clerk was recommending minor stylistic or updating revisions to these documents, together with the following amendments:

- Standing Orders, section 2.3 - the addition of a statement that the Chair and Deputy Chair of the Board of Governors were appointed for 4 years, subject to annual re-election;
- Recruitment & Appointment Procedure - a clarificatory amendment relating to the Chair of the Board of Governors taking up a new term of office for 4 years on first appointment as Chair of the Board of Governors;
- Governor role description - that the minor updating revisions at sections 5.6 should also be made to the role descriptions for the Chair and Deputy Chair of the Board of Governors;
- Eligibility statement for new Governors - the addition of a reference to criminal convictions and insurance claims in line with the College’s insurance annual renewal declaration and that the same change should be made to the eligibility form for
continuing Governors.

The Committee agreed to recommend to the Board of Governors, revisions to Governor Standing Orders, Recruitment & Appointment Procedure, Governor role description, and Governor eligibility statement proposed by the Clerk together with the following additional amendment: the addition at section 4.2 of the Board of Governors' Standing Orders of the following statement " The Principal and any other staff or student member shall be ineligible to be appointed as Chair or Vice-Chair of a Committee of the Board of Governors", to reflect the wording at section 2.3 concerning the appointment of the Chair and Deputy Chair of the Board of Governors.

Action: Clerk & Chair, SNC

9. Review of forms for Governor performance review. Members noted that paragraph 5.5 of the Governor Role's Description stated that "Members are expected to take part in the Board of Governors' annual self-assessment exercise and in the individual member appraisal/review process conducted by the Chair or Deputy Chair of Governors". The issue of whether a pro forma should be used as part of the individual Governor appraisal/review process has been raised by the Chair of the Board of Governors. The following FE and HE Governor performance review questionnaires which might be used in such a context had been provided by the Clerk for information:

- The Learning & Skills Improvement Service (LSIS) template for Governor Performance Review, which had been developed by a board in which the Chair conducted an annual review of individual governor performance, reporting to the board's search committee and feeding the information into the board's annual self-assessment and governor training plans;
- The personal challenge questions from the Leadership Foundation for HE (LFHE) Responsibilities of Governors briefing paper, which had been designed to enable a governor to reflect on what satisfaction they got from the role but could also be used/adapted as a Governor performance review questionnaire;
- The detailed questionnaire included in the LFHE Getting to Grips with being a New Governor.

Members noted that Mr Yendell, the Chair of the Board of Governors, had begun the 2013/14 individual Governor appraisal/review process and was using questions from the above forms as an aide memoire, finding the LFHE personal challenge questions the most useful. It was agreed that the Chair would use experience gained from the 2013/14 appraisal/review process to adapt the questions for use in the 2014/15 process, presenting his conclusions to the October 2014 Board of Governors meeting.

Action: Chair of the Board of Governors/Clerk

It was noted that as part of the appraisal process, Mr Yendell had provided feedback on Governor performance and had received feedback from Governors on areas that they considered were going well and on any areas of concern. A summary report on the process would be presented to the Committee's October 2014 meeting.

Action: Chair of the Board of Governors/Clerk

Members noted that the LSIS Chair's Performance Review template was being presented to the Committee for information. It was agreed that the Chair and Deputy Chair of the Board of Governors would each appraise/review the other in July 2014.

Action: Chair & Deputy Chair of the Board of Governors

Mr Yendell left the meeting.
10. **Annual review of Committee terms of reference & standing agenda item list.** The Committee undertook its annual review of the Committee’s terms of reference, agreeing that no revisions were required. The Committee agreed the following changes to its standing agenda item list: the addition of a report from the Chair during the autumn term on the annual Governor review process.

**Action:** Clerk

Mr Yendell re-joined the meeting.

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**PART II - items for information**

11. **Report on 2013/14 Governor training programme.** Members considered a progress report from the Clerk on the 2013/14 Governor training/development programme, noting that the target of 3 external training events for 2013/14 being attended by Governors had been achieved. It was noted that the courses attended were the following:

- Leadership Foundation for Higher Education (LFHE) Leadership Forum update for HE Chairs of Governors: HEFCE Review of 2013 and the challenges and opportunities for 2014, which had been attended in November 2013 by Dr Cottrell, Deputy Chair of Governors
- Association of Colleges (AoC) Teaching, Learning and Assessment: Developing the role of FE Governors in Monitoring, which had been attended in November 2013 by Mrs Wright
- Safeguarding and children protection training provided by Leeds City Council, which had been attended in November 2013 by Mrs Wright, Governor with responsibility for safeguarding with reference to allegations made against senior post-holders

In addition, Audit Committee members, Ms Jones and Mrs Wright were due to attend a KPMG Audit Committee Institute seminar in Leeds in June 2014 on the development of HEFCE's new Financial Memorandum, with speakers Andrew Beazer and Nolan Smith from HEFCE.

Members noted that the following in-house training had been provided in 2013/14:

- The September 2013 Governor in-house training/development session had been led by the Principal and used to review outcomes against the College's strategic objectives;
- The February 2014 Governor training/development session on the work of the Academic Registry had been led by the Academic Registrar;
- Professor Pickles, the College's Taught Degree Awarding Powers (TDAP) consultant had led the Governor development session in April 2014.

It was noted that the Board of Governors had agreed the following training/development schedule dates for 2014/15:

- Wednesday, 17th September 2014 at 1.30pm, Thursday 26th February 2015 at 1.30pm and Wed. 29th April 2015 (Governor & Executive meeting - start time to be confirmed).

The Committee agreed a target of 3 external events in 2014/15 being attended by Governors.

**Action:** Clerk
12. **Any other item(s) of urgent business.** There were no other items of business.

13. **Risk management.** The following items of risks were noted: risks connected to long-term succession planning e.g. the ending of second or subsequent terms of office of 3 Independent Governors in 2015/16.

14. **Date and time of next year’s meetings:** Wednesday 15\textsuperscript{th} October 2014 & Wednesday 10\textsuperscript{th} June 2015 at 12.00 noon.
SEARCH & NOMINATIONS COMMITTEE

Minutes of a Special meeting of the Search & Nominations Committee held on 16th July 2014

Present: Mr J Flathers (Independent Governor & Chair of the Committee), Dr S Cottrell (Independent Governor & Vice-Chair of the Committee), Ms S Wonnacott (Principal & Governor ex officio), Mr P Yendell (Independent Governor)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms J Jones (Independent Governor)

1. Apologies for absence & declarations of interest. There were no apologies for absence. There were no declarations of interest at the start of the meeting. It was agreed that Ms Jones, an Independent Governor, Chair of the Audit Committee and qualified accountant, should be in attendance as an observer.

PART I - Items for decision

2. Candidates. The Committee noted that, should its recommendation on the appointment of Mr C Clements be approved by the Board of Governors meeting to be held later on 16th July 2014, there would be 2 vacancies on the Board of Governors, including one for an Independent Governor with accountancy/audit expertise. The CVs of 5 candidates were considered, with members noting that they had responded to national adverts for a Governor with accountancy/audit expertise.

The Committee noted that one of the candidates, although well qualified to fill the vacancy, was currently employed by another Yorkshire higher education institution. It was agreed that there was a potential conflict of interests and that the Principal should contact the candidate to inform them of the Committee's decision not to proceed with the application on those grounds.

Action: Principal

The Committee agreed that the Clerk, with the Principal and 2 other members of the Committee, should meet with the 4 remaining candidates.

Action: Principal/Clerk

The names of the candidates would be kept in a confidential minute.

Action: Clerk

PART II - final matters
3. Any other item(s) of urgent business. There were no other items of business.

4. Risk management. No new items of risk were identified.

5. Date and time of next scheduled meeting: Wednesday 15\textsuperscript{th} October 2014 12.00 noon.
SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee meeting held on
15th October 2014

Present: Mr J Flathers (Independent Governor & Chair of the Committee), Dr S Cottrell (Independent Governor & Vice-Chair of the Committee), Ms S Wonnacott (Principal & Governor ex officio), Mr P Yendell (Independent Governor)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. **Apologies for absence.** There were no apologies for absence but it was noted that the Chair of the Committee, Mr Flathers, had yet to join the meeting. It was agreed that the Vice-Chair of the Committee, Dr Cottrell, should chair the meeting until Mr Flathers arrived.

2. **Declarations of interest.** The Clerk reported that Mr Flathers, Dr Cottrell and Mr Yendell each had an interest in the item on succession planning at agenda item 11.

3. **Election of Chair & Vice-Chair.** It was agreed that, as Mr Flathers had yet to join the meeting, this item should be considered later on the agenda.

**PART I - Items for approval**

4. **Minutes of the meeting held on 11th June 2014.** The minutes were approved: proposed Mr Yendell, seconded Ms Wonnacott.

5. **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** Members noted that all actions had been completed or were on the agenda. It was agreed that in future, where an action would be considered at the meeting at which the minutes would be considered, the relevant agenda item number should be noted in the action table.
   
   **Action: Clerk**

6. **Minutes of the special meeting held on 16th July 2014.** The minutes were approved, including the confidential minutes: proposed Mr Yendell, seconded Ms Wonnacott.

7. **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** Members noted that all actions had been completed. There were no matters arising.

8. **Minutes of the special meeting held on 16th September 2014.** The minutes were approved, including the confidential minutes: proposed Mr Yendell, seconded Ms Wonnacott.
9. **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** Members noted that all actions had been completed. It was noted that there was currently one name on the Committee’s list of those interested in future membership of the Board of Governors.

**PART II - items for consideration & recommendation**

10. **Report on Governor & Committee vacancies, including skills audit report.** (Mr Flathers joined the meeting during this item). The Committee considered a report on Board of Governors & Committee vacancies. Members noted that there were currently:

- No vacancies on the Board of Governors;
- One name on the list of individuals who had expressed an interest in future Governor vacancies;
- A vacancy for a committee member on the Search & Nominations Committee.

The Committee noted, with reference to the vacancy on the Search & Nominations Committee that Ms Handa, who had been appointed to the Board of Governors in January 2014, had particular expertise in equality and diversity and HR/search consultancy and had built up knowledge of the Board and its requirements since her appointment.

The Committee agreed to recommend to the Board of Governors the appointment of Ms Handa to the vacancy on the Search & Nominations Committee, subject to Ms Handa being willing to accept the appointment: proposed Ms Wonnacott, seconded Mr Yendell.

**Action: Chair, SNC**

The Clerk demonstrated the Governor skills audit table on e-Studio and also distributed paper copies. It was noted that the table had been compiled from responses to the on-line audit of skills form, which had now been completed by all Governors. Although the scoring system and some of the questions had been revised, as agreed by the Committee, the results were similar to the results of the previous review i.e. that overall the Board of Governors had a good skills mix and had particularly strong skills /expertise in higher education (HE), strategic planning, and generic skills. It was noted that, although expertise in accountancy was now strong, this was an area that needed to be kept under review with reference to longer-term succession planning.

Members discussed in detail the degree of expertise on the Board in IT management, noting that:

- There were 6/16 Governors who had scored themselves as having “a good working knowledge/expertise in this area which is used in my occupation or elsewhere”, including with reference to IT in the HE context Professor Congdon of the University of Bradford and Mr Bates (who was Chair of the College’s e-learning committee);
- The internal auditors undertook periodic reviews of the College’s IT systems and processes (e.g. the review of the new student records system), with the Audit Committee having sufficient skills among its membership to enable it to monitor reports arising from relevant internal audit reviews effectively e.g. the Chair of the Audit Committee, Mr Clements, who was a forensic auditor, having also scored himself as having “a good working knowledge/expertise” of IT.

The Committee concluded that the Board had sufficient skills in the area of IT management.
for its needs but that this was an area that the Committee should keep under review. It was also agreed that, given the increasing importance of e-learning in HE, it would be useful for a briefing on this to be included in a future Governor briefing/development session.

Action: Clerk

The Committee received a report on Governor and committee vacancies, including a review of the skills audit report.

11. Report on long term succession planning. (Mr Flathers chaired the meeting from this point forward). It was noted that a report on longer-term succession planning was a standing agenda item for each meeting. The following Independent Governor vacancies occurring in 2015/16 were noted:

- Mr Flathers’ 2\textsuperscript{nd} term of office would end in November 2015 - Mr Flathers was Chair of the Search & Nominations Committee and Vice-Chair of the Remuneration Committee;
- Mr Woods’ 2\textsuperscript{nd} term of office would end in February 2016;
- Dr Cottrell’s 1\textsuperscript{st} term of office would end in July 2016 - Dr Cottrell was Deputy Chair of the Board of Governors and Vice-Chair of the Search & Nominations Committee;
- Mr Yendell was first appointed in November 1999 and his current term of office would end in July 2016 - Mr Yendell was Chair of the Board of Governors and Chair of the Remuneration Committee.

The Committee discussed appointment terms, noting (with reference to the Board of Governors’ Instrument of Government, Standing Orders, and Recruitment and Appointment Procedure) that:

- Governors were normally appointed for a maximum of 2 consecutive terms of 4 years;
- There was a provision for a recommendation to the Board of Governors on a Governor being appointed for an exceptional 3\textsuperscript{rd} term e.g. where the Board was unable to replace particular skills/expertise;
- Effective long-term succession planning undertaken by the Committee with reference to the Board’s skills audit should, however, normally avoid the need for a Governor to be appointed for a 3\textsuperscript{rd} term on the grounds of irreplaceable skills/expertise but, should this be unavoidable, a recommendation on a 3\textsuperscript{rd} term of less than 4 years could be made to allow a further search to be undertaken for a replacement;
- An exceptional 3\textsuperscript{rd} term in the context of succession planning for an office (e.g. the role of Chair or Deputy Chair) could also be appropriate;
- The Board’s normal rules on consecutive terms would be waived in the case of a newly appointed Chair of the Board of Governors i.e. in line with the Committee of College Chairs (CUC) guidance that the Chair of Governors should be considered to take up a new full term of office on appointment;
- Under the Instrument of Government, where the term of office of an Independent Governor was due to end, their successor could be appointed up to 6 months in advance.

Members discussed the replacement of Mr Wood’s skills/expertise, which were in the creative industries i.e. an area that was important in the context of student employability. It was agreed that it would be appropriate to initiate a search with reference to the College’s Creative Networks contacts.
Action: Principal

The Committee received the report on long-term succession planning and agreed that the issues arising should be considered in detail at a special meeting of the Committee to be held during spring term 2015.

Action: Clerk

12. Annual review of Governor role descriptions. It was noted that a review of role descriptions for Governors, including the Chair and Deputy Chair, was a standing agenda item for the Committee's autumn term meeting.

The Committee agreed to recommend to the Board of Governors updating revisions to the role descriptions for the Chair and Deputy Chair of the Board of Governors, together with updating revisions to the Governor Recruitment & Appointment Procedure and its annexes: proposed Dr Cottrell; second Mr Yendell.

PART III - Governance matters: for consideration & information

13. Report on Governor training. It was noted that a review of Governor training/development was a standing agenda item for the Committee. Members noted that:

- A target of 3 external training events overall being attended by Governors in 2014/15 had been agreed;
- All Governors have been e-mailed copies of the Leadership Foundation for Higher Education (LFHE) Governor Development Programme brochure for 2014/15;
- The LFHE & National Union of Students (NUS) seminar “Student as Governor” had been attended by Ms E Cook (Students' Union Sabbatical President/Student Governor), in September 2014, who had reported that she had found it helpful and informative.

It was noted that Dr Cottrell had attended the HEFCE annual meeting, on behalf of the Chair, in 2013 and agreed that the Clerk would forward information on future HEFCE annual meetings and Westminster Briefings, where relevant.

Action: Clerk

The Committee noted that an induction session had been held for new Governors Mr J Finnigan and Mr D Reid on 29th September 2014.

Members noted, with reference to the in-house Governor training/development sessions scheduled for 2014/15, that a Governor development session with Professor Pickles, the College's TDAP consultant, had been held in September 2014. It was agreed that the February 2015 in-house training/Governor development session should include presentations on marketing, internationalisation and student employability, as areas in the Strategic Plan in which Governors had expressed particular interest and as agreed at the Principal's 2014 Annual Performance Review (APR).

Action: Principal

The inclusion of a briefing on e-learning as part of a future in-house Governor training/development session had been noted above.

The Clerk reported that the new on-line audit of skills form included a section for Governors
to identify training needs, which were being collated to allow the development of individual training plans.

*Action: Clerk*

The Committee received a report on Governor training.

14. **Progress report from the Chair of the Board of Governors on the Governor review process 2014.** The Chair of the Board of Governors, Mr Yendell gave a verbal progress report on the annual Governor review process, reporting that 7 reviews had been completed, with meetings with Professor Congdon and Mr Miles to be arranged for 26th November 2014. It was noted that as Mr Yendell was now based in London, reviews had to be scheduled for days he was due to be in Leeds. Governors who had undertaken reviews with the Chair reported that the process had been comprehensive.

The Committee considered how the annual Governor review process could be developed to ensure that it worked as efficiently and effectively as possible, noting the following in discussion:

- Completion by Governors of a brief self-assessment survey prior to the review could give greater structure to the process and ensure consistency;
- Reviews for new Governors could be shared between the Chair and Deputy Chair of the Board of Governors to ease the overall burden on the Chair;
- After an initial comprehensive review, reviews in subsequent years could be shorter and concentrate on following up actions arising from the previous year’s review (unless there were particular issues requiring a longer review), with more comprehensive reviews undertaken on a periodic basis;
- It should be made clear to participants that any report from the Chair on the overall review process would maintain Governor anonymity.

It was agreed that the Chair would present a report on the overall review process, including ideas for the development of the process for 2015/16.

*Action: Chair*

The Committee received a progress report from the Chair of the Board of Governors on the 2014 Governor review process.

**PART IV - Governance matters: for consideration & action**

15. **Report on Governor attendance in 2013/14.** The Committee considered the annual report on Governor attendance at formal Board and Committee meetings in 2013/14 and highlighted attendance below the agreed target of 80%. All Board and Committee meetings held during the year were quorate. Overall attendance at Board of Governors and/or Committee meetings in 2013/14 had exceeded the target of 80% set, with the following exception: overall attendance at the Audit Committee was 70%. Individual Governor attendance at Board and/or Committee meetings of 100% and attendance which did not meet the agreed target of 80%, were noted. Mr Yendell, as Chair of the Board of Governors, reported that he had received assurances concerning attendance from Mr Clements, who had been an external co-opted member of the Audit Committee in 2013/14, before his re-appointment as a Governor from 2014/15 had been recommended to the Board of Governors and approved.
Members noted that, where a Committee held 4 meetings a year, sending apologies for 1 meeting would, for example, result in failure to achieve the 80% individual attendance target. The Committee agreed that, from 2014/15, the attendance target where only 4 meetings a year were held should be 75%.

Action: Clerk

The Committee received the 2013/15 report on Governor attendance, noting that overall attendance was good.

16. Periodic governance effectiveness reviews & annual reviews. The Committee received a report from the Clerk on periodic governance effectiveness reviews and annual reviews.

Members noted that:

- The Committee of University Chairs (CUC) currently recommended that, at least every 5 years, the Board of Governors should undertake a formal and rigorous evaluation of its own effectiveness, and that of its committees, and ensure that a parallel review was undertaken by the Academic Board and its committees;
- The Board of Governors had used an on-line version of the model Survey on the Effectiveness of Governing Bodies in UK HEIs produced for the Leadership Foundation for Higher Education (LFHE) and the Committee of University Chairs (CUC) as part of a comprehensive review of governance effectiveness undertaken in 2012/13;
- In addition, an appraisal/review of individual Governors had been agreed when the revised Governor Role Description was approved by the Board of Governors in June 2013, with a progress report on the Governor review process in 2014 having been given by Mr Yendell earlier on the agenda.

It was noted that consideration had also been given to the Board of Governors using the LFHE survey annually as a self-assessment questionnaire and, in this context, the Clerk had recently conducted a straw poll of HEIs using the LFHE Secretaries & Clerks’ mailbase on use of the LFHE survey and/or of in-house or other surveys including frequency of use. The sample had been small (10 HEIs) but the outcome had indicated that:

- 80% of respondents had used the survey as part of a periodic effectiveness review, typically every 5 years in line with current CUC guidance;
- None of the respondents used the survey annually;
- 4 of the 8 respondents also used some form of annual or bi-ennial survey e.g. annual Governor appraisal, annual self-evaluation or committee performance reviews.

Members noted that the Board of Governors currently used annual Governor appraisal/review by the Chair of the Board of Governors, annual committee self-assessment, and reported annually against the CUC Governance Code of Practice and Statement of Primary Responsibilities i.e. that its annual self-assessment process appeared to be in line with the results of the above straw poll.

The Committee agreed that the LFHE survey should be used on a periodic basis e.g. every 3 years in line with the timescale in the CUC’s draft revised Governance Code and the Financial Reporting Council’s UK Corporate Governance Code (against which the Board reported in the annual financial statements, in so far as it applied to the HE sector).

Action: Clerk

The Committee received a report from the Clerk on annual and periodic reviews of
governance effectiveness.

**PART V - Committee matters: for consideration & decision**

17. **Annual review of Committee self-assessment checklist & terms of reference.** It was noted that, under its standing agenda item list, the Committee reviewed its performance during the previous year with reference to a self-assessment checklist which considered the Committee's performance in relation to its terms of reference.

Members considered the Committee’s self-assessment checklist for 2013/14, noting that it had been fully compliant, with the following exception: the determined membership of the Committee was 5 members but there had been a vacancy for a Committee member throughout the year. It was noted that, as the Committee had made a decision not to make a recommendation on an appointment on the vacancy to the Board of Governors, to allow new Governor appointments to be considered in relation to the vacancy, the relevant section should be graded as “Partly” compliant.

*Action: Clerk*

The Committee reviewed its terms of reference and agreed to recommend to the Board of Governors that the membership section should be amended to clarify that the Chair and Deputy Chair of the Board of Governors were *ex officio* members of the Committee, under their approved role descriptions: proposed Mr Yendell, seconded Dr Cottrell.

*Action: Chair, SNC*

The Committee completed its annual review of its performance in 2013/14.

**PART VI - final matters**

3. **Election of Chair & Vice-Chair.** It was agreed that item 3 should be considered at this point on the agenda.

Mr Flathers was elected as Chair of the Committee for 2014/15: proposed Dr Cottrell, seconded Mr Yendell.

Dr Cottrell was elected as Vice-Chair of the Committee for 2014/15: proposed Mr Flathers, seconded Mr Yendell.

18. **Any other item(s) of urgent business.** There were no other items of urgent business.

19. **Risk management.** The Chair summarised the meeting, noting a good skills mix on the Board of Governors and good overall attendance at Board and Committee meetings. It was noted that no new items of risk had been identified at the meeting.

20. **Date and time of next year's meetings.** Members noted that the Committee was next scheduled to meet on Wednesday 10th June 2015 at 12.00 noon.

The Committee agreed that an additional meeting should be held on Thursday 26th February 2015 at 12.00 noon to consider long-term succession planning in more detail.
SEARCH & NOMINATIONS COMMITTEE

Minutes of a Special meeting held on Thursday, 26th February

Present: Mr J Flathers (Independent Governor & Chair of the Committee),
Dr S Cottrell (Independent Governor & Vice-Chair of the Committee), Ms A Handa (Independent Governor),
Ms S Wonnacott (Principal & Governor ex officio), Mr P Yendell (Independent Governor)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. Apologies for absence. There were no apologies for absence

2. Declarations of interest. It was noted that Mr Flathers, Dr Cottrell and Mr Yendell each had an interest in the item on succession planning at agenda item 6.

PART I - Items for information & reference

3. Minutes of the meeting held on 15th October 2014, including the confidential minutes. The Committee received the unconfirmed minutes of the meeting held 15th October 2015, for information and reference, noting that minutes were not normally considered for approval at a special meeting. Approval of the minutes would therefore be considered at the next scheduled meeting of the Committee i.e. on 10th June 2015.

PART II - items for consideration, decision & recommendation

4. Governor skills audit report. The Committee considered the skills audit table before reviewing Governor vacancies. It was noted that the table had been amended to reflect the loss of Mr Ian Wood’s skills following his resignation from the Board of Governors on 26th Nov. 2014.

The skills audit table shows that the Board of Governors has a good mix of skills overall and that the main effect of Mr Wood’s resignation was to reduce expertise on the Board of Governors in the area of art & design business and administration, and in business skills generally. The Oct. 2014 meeting of the Committee had noted that Mr Wood’s particular skills/expertise were in the creative industries, which was important in the context of student employability and it had been agreed that it would be appropriate to initiate a search with reference to the College’s Creative Networks contacts.

Action: Principal

The Governor skills audit report was received.

5. Report on Governor vacancies.
6. **Report on long term succession planning.**

It was agreed that item 5 and 6 should be considered together.

Members noted with reference to the vacancy on the Board of Governors for an Independent Governor, following the resignation of Mr Wood, that:

- There were currently 2 names on the list of individuals who had expressed an interest in future Governor vacancies, although neither had an art & design industry background;
- The Governor equality & diversity report showed that there were currently slightly more male than female Governors (i.e. 53% or 8/15 of Governors were recorded as male);
- The percentage of Black & Minority Ethnic (BME) Governors was slightly below the relevant percentage for staff & students i.e. 7% compared with around 9%.

Members noted the report on gender and ethnicity on the Board of Governors, noting also the need to ensure that new Governors also had the right skills and expertise.

It was agreed with reference to the membership table accompanying the report on Governor vacancies that a typographical error concerning the ending of Ms L Wood's term of office should be corrected i.e. it should read "31.08.15".

**Action: Clerk**

Members noted with reference to longer-term succession planning that:

- Governors were normally appointed for a maximum of 2 consecutive terms of 4 years;
- An exception to the above rule would include a newly appointed Chair of the Board of Governors, in line with the Committee of College Chairs’ (CUC) guidance that the Chair should be considered to take up a new full term of office on appointment;
- The Committee could also make a recommendation to the Board of Governors on a Governor being appointed for an exceptional 3rd term e.g. where the Board was unable to replace particular skills/expertise;
- An exceptional 3rd term in the context of succession planning for an office (e.g. the role of Chair or Deputy Chair) might also be appropriate;
- Under the Instrument of Government, where the term of office of an Independent Governor was due to end, their successor could be appointed up to 6 months in advance.

Members noted the following Independent Governor vacancies occurring in 2015/16:

- **Mr Flathers’ 2nd term of office would end in Nov. 2015** - Mr Flathers was Chair of the Search & Nominations Committee and Vice-Chair of the Remuneration Committee;
- **Dr Cottrell’s 1st term of office would end in July 2016** - Dr Cottrell was Deputy Chair of the Board of Governors and Vice-Chair of the Search & Nominations Committee;
- **Mr Yendell had been appointed in Nov. 1999 and his current term of office would end in July 2016** - Mr Yendell was Chair of the Board of Governors and Chair of the Remuneration Committee.

Dr Cottrell indicated that she would be willing to be considered for a 2nd term of office when her 1st term of office ended in July 2016.

The Committee noted that Mr Flathers had particular expertise in the area of property law.

It was noted that legal skills on the Board of Governors had increased with the appointment of Mr Finnigan as an Independent Governor in Sept. 2014. It was noted that, while expertise
in property matters was a specialist area, it could be particularly relevant during a period when the College was involved in significant capital projects.

It was noted that Mr Yendell had a business background and that the ending of his term of office would, taking into account the resignation of Mr Wood, reduce financial and business expertise on the Board of Governors. The resignation of Ms Jones as an Independent Governor in July 2015 had also reduced accountancy expertise on the Board.

Current expertise in the creative industries and in higher education on the Board of Governors was discussed generally, and with reference to both the shorter and the longer term. It was noted that increasing expertise in these areas could be a useful way of ensuring that there was sufficient representation at all meetings.

The Committee therefore agreed the following priorities in searching to replace/enhance skills and expertise on the Board of Governors:

- Business experience in the creative industries at a senior level;
- General business expertise, including financial expertise, at a senior level;
- Expertise in property matters.

Members discussed the use of national advertising for Governor vacancies, which it was noted could be expensive but had previously produced good candidates. The Committee agreed that, in the first instance, a person specification should be produced which could be placed on the College website and distributed to local networks.

**Action:** Principal, Head of HR, Clerk

It was noted that the individual on the list of those interested in Board membership who had not yet been interviewed had expertise in the area of HE. It was agreed that a meeting should be arranged with the Principal and Clerk, with a view to a possible further meeting with the Chair of the Search & Nominations Committee, and/or the Chair of the Board of Governors.

**Action:** Clerk

The Committee completed its review of Governor vacancies and long-term succession planning.

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**PART III - for information**

7. **Governor training 2014/15.** The Committee considered a report on Governor training/development.

**External events**

Members noted that:

- The June 2014 meeting of the Committee had agreed an overall target of attendance at 3 external training events by Governors in 2014/15;
- All Governors had been e-mailed copies of the Leadership Foundation for Higher Education (LFHE) Governor Development Programme brochure for 2014/15 and other training information was sent to Governors, as appropriate;
- Two external courses would have been attended by Governors by Feb. 2015 i.e. the LFHE and National Union of Students (NUS) seminar “Student as Governor” (attended by Ms E Cook, Students’ Union Sabbatical President/Student Governor, in Sept. 2014) and the LFHE Governor Toolkit Part 2 (which would be attended on 19th Feb. 2015 by Mr J Finnigan, an Independent Governor);
- The LFHE's Self-Assessment Toolkit, which was an open-access online programme designed to assist Governors in assessing their own continuing effectiveness, had been launched in Jan. 2015 and the following link to the programme had been sent to Ms A Handa, an Independent Governor, at her request: http://www.lfhe.ac.uk/en/news/index.cfm/govresources

The Committee agreed that the Clerk should continue to remind Governors of external training opportunities available to ensure the above target was met.

**Action: Clerk**

The Principal reported that a seminar on the Government's Prevent Duty programme would be attended by a representative from the College and following this Mr Russell, Director of Studies, Progression and Student Support would update Mrs Wright (Governor with responsibility for safeguarding with reference to allegations against senior post-holders) where this overlapped with safeguarding matters. Governors' responsibilities in relation to the Prevent Duty agenda were noted. The Principal reported that relevant policies and procedures which required updating, taking into account the Prevent Duty programme, would be brought to Governors' attention in due course and consideration would also be given to providing the Board of Governors with a briefing on the Prevent Duty.

**Action: Principal/Clerk/DR**

**In-house training**

Members noted that:
- An induction session had been held for new Governors Mr J Finnigan and Mr D Reid on 29\(^{th}\) Jan 2014;
- Two scheduled in-house Board of Governors' training sessions would have been completed by Feb. 2015 i.e. a Governor development session with Professor C Pickles, the College's TDAP consultant, had been held in Sept. 2014 and a Governor training session would be held on 26\(^{th}\) Feb. 2015 on Partnerships and Professional Engagement, Internationalisation, Marketing and Communication.

**Individual Governor training**

The Clerk reported that the new on-line audit of skills form included a section for Governors to identify training needs, which would be collated to allow the development of individual training plans.

**Action: Clerk**

A report from the Clerk derived from training needs stated on Governors' audit of skills forms, outlining possible implications for Governors' 2015/16 training schedule, which would be considered at the Committee's June 2015 meeting, was also presented for information.

**Action: Clerk**

The Committee received a report on Governor training.

**8. Committee performance checklist 2013/14.** The completed checklist, which had been approved at the Committee's Oct. 2014 meeting, was presented to the Chair and signed.

**PART IV - final matters**

**9. Any other item(s) of urgent business.** It was noted that there was no other business.

**10. Risk management.** It was noted that no new items of risk had been identified at the
meeting.

11. **Date and time of next meeting.** It was noted that Committee was next scheduled to meet on Wednesday 10th June 2015 at 12.00 noon.