

VARNDEAN COLLEGE
MINUTES OF
THE SEARCH & GOVERNANCE COMMITTEE MEETING
HELD ON MONDAY 24th JUNE 2019

Present: Randall Anderson, Phil Harland, Janice Robinson

In Attendance: Louise Pennington

Apologies received: Richard Seager

In the Chair: Janice Robinson

1) Welcomes and Apologies for Absence

As above.

2) Declaration of Interests

None.

3) Minutes of Meeting on 19th November 2018

The minutes of the meeting were approved and signed by the Chair as a correct record.

The Committee was reminded that it had been decided not to have the Spring Term 2019 Search and Governance Committee.

4) Matters Arising – Action Point

The Committee considered the various actions within Appendix 1 and noted those items which had been completed.

- Jane Alderton – since the Autumn Term meeting, Janice Robinson advised that Jane had decided to submit her resignation and that her last meeting would be July 2019 Corporation. She will also no longer participate in the Principal Recruitment Panel.
- Safeguarding Training – re-offer to Governors. It was agreed that this would be included in the annual letter to Governors due out in the Autumn **ACTION: Louise Pennington**
- DBS record – named HR Department individual – it was recorded that the HR Department had been informed.
- Value for money item – included on the June Audit Committee agenda (and paper also went to Corporation in May 2019).

5) Corporation and Committee Membership Review

The Committee reviewed the Membership list and made the following comments:

- Peter Baker – co-opted Member of Audit Committee to be reappointed for a further 4 year term and recommended to Corporation. **ACTION: Janice Robinson**
- 2 Governor vacancies owing to Jane Alderton's resignation (with effect from 31st July 2019) and Randall Anderson (term of office ending 31st July 2019). Randall confirmed that owing to other commitments, he would be unable to serve another term of office as a Governor. The Committee recorded their grateful thanks to Randall who had provided exceptional support and commitment to the Governing Body during his 10 years' service (Governor, Chair of Audit Committee, Chair of Risk Group, Member of Search and Governance Committee, Member of SPH Remuneration Committee and Member of Principal Recruitment Panel). Thanks were also recorded to Jane Alderton for her service to the College.
- Forthcoming terms of office due to end: Richard Seager's end of office is due on 31st December 2019 and it was noted that he may be interested in chairing the Audit Committee once Randall Anderson has left, but that this may be on an interim basis, until a new Chair can be appointed.
- Regarding other Committee member vacancies created by Randall Anderson's departure, Janice Robinson agreed to make preliminary enquiries with other Governors who might be interested in serving on other Committees. **ACTION: Janice Robinson**
- Chair of SPH Remuneration Committee – owing to the resignation of Jane Alderton, Janice Robinson confirmed that she would be liaising with potential successor/s as Chair of this Committee.
- Timing of Committee meetings – this year owing to a change in Committee timings, it was noted that this had caused difficulty to some and it was agreed to monitor this and aim to ensure that meetings once fixed are not changed unless absolutely necessary. It was also agreed to keep the timing of the morning Audit/S & G Committee meetings would be kept under review to ensure that this suits the majority of members.
- Recruitment of New Governors:
 - Owing to the difficulty seeking Governors from general mailshots, it was agreed that a leaflet should be produced and that existing Governors should be asked to make recommendations from their contacts and social networks. The intention would be to circulate the leaflet to Governors at Corporation asking them to circulate this to any connections who they think may be suitable and encourage expressions of interest to be registered with the Chair of Governors. **ACTION: Chair/Governors**
The content of the leaflet should set out the governance requirements and in particular the skill set which the Corporation is seeking. It was agreed that the personal approach was likely to prove more successful in finding the right candidates. It was agreed that the following information should be included in the leaflet including: and interest in education of young people and the following specialist areas: entrepreneurial/business experience, audit/risk, finance, education/curriculum. The leaflet should be circulated to Governors at the July Corporation meeting. **ACTION: Janice Robinson**

- The Committee agreed that another member and potential chair for Audit Committee was required and that this person should have audit/finance/risk knowledge and experience. It was noted that once Randall Anderson leaves, only Richard Seager and Peter Baker (co-opted member) are qualified auditors.
- Philip Harland agreed to contact the retiring Head Teacher at Dorothy Stringer to see if he may be interested in joining the Governing Body. **ACTION: Philip Harland**

6) **Review of Corporation Documentation**

a) **Standing Orders**

b) **Structure and Procedures including Terms of Reference**

The Committee considered the housekeeping changes marked in the two documents and recommended the revisions to Corporation for approval, noting that the full documentation would not be included in the Corporation meeting papers, but would be made available on request. **ACTION: Louise Pennington**

7) **FE Commissioner's Letter to Chairs and Principals**

The Committee considered the letter and enclosure and made the following comments:

- Noted advice to all Colleges recommending that a Finance Committee or equivalent should be established. The Committee discussed the recommendation, noting that the College had a Finance Working Group in place to consider, review and make recommendations to Corporation regarding the budget and financial forecast etc.
- The Committee discussed the proposal and agreed that a Finance Committee would not necessarily protect a College from serious financial failings and that Corporation had responsibility to review and approve the budget and financial forecasts etc. At this point the Committee was reminded about a College which had gone into liquidation where the Governors were unaware of the serious financial situation of the College's finances, owing to the lack of management information made available.
- Some of the other recommendations were also considered including monthly management accounts (Varndean provides these twice termly to Governors via Corporation meetings, along with the finance dashboard); 24 monthly cash flow – not prepared by Varndean bearing in mind that ESFA funding commitments only provided for 12 months at a time, establish a prudent budget and prepare a property strategy, leadership programme for the Chair etc
- It was noted that the ESFA was reviewing the financial forecast procedures currently and that there may be a change in timing from July to January production.

The Committee resolved that the FE Commissioner's Letter and enclosure should be included in the Corporation meeting papers for noting and discussion. **ACTION: Louise Pennington**

8) Annual Committee Self-Assessment and Review of Terms of Reference

The Committee considered the questions included in the annual return and had no issues arising from this. It was recorded that the Spring Term meeting had not been required and accordingly had been cancelled and in future a provisional date should be included for a Spring Term meeting, which could be cancelled if there was insufficient business.

The terms of reference were recommended to Corporation as unchanged. **ACTION: Louise Pennington**

9) Date of Next Meeting

To be advised.

10) Any Other Business

None.

Chair.....

Date.....

Louise Pennington 24/06/19