SIR GEORGE MONOUX COLLEGE

Minutes of the Meeting of the Search & Governance Committee held on 17 May 2011

Present	James Hedges (Chair), Sue Medd, Paolo Ramella (Principal)
Clerking Services	Robert Smith (Clerk to the Corporation)
Observer	Beverley Graham

1 Apologies for Absence

Apologies were received from the following member of the Corporation: Shomsia Ali.

2 Declarations of Interest

None.

3 Minutes of the Previous Meeting

The minutes were approved as correct and a *prima facie* record of the proceedings to which they relate.

4 Matters Arising from the Minutes

None.

5 Termination Dates of Members of the Corporation (Paper SG 11-05)

An updated schedule prepared by the Clerk to the Corporation was received and noted.

6 Knowledge and Skills Analysis of Members of the Corporation

It was agreed that the schedule in its revised format be sent to all directly-appointed members of the Corporation (i.e. those members whose appointment is based on knowledge, skills, expertise and qualifications held) for completion and return in time for consideration at the next meeting of the Committee.

7 Appointment of Member of the Corporation: Mukesh Oza (Paper SG 11-06)

Members considered the applicant's curriculum vitae and interviewed him using a battery of questions previously prepared.

Members noted his:

- considerable experience of business development;
- engagement with a range of strategic roles within organisations;
- strong interest in educational progression, particularly for students from less advantaged backgrounds;
- understanding of 14-19 educational provision, policies and strategies.

The Committee recommended that he be appointed to membership of the Corporation for an initial period of four years.

8 Parent Nominee Member of the Corporation

It was reported that the current parent nominee member of the Corporation had been absent from meetings of the Corporation since March 2010, and that a letter had been sent by the Chair of the Corporation to enquire into his circumstances.

9 Induction of Members of the Corporation (Paper SG 11-07)

A paper prepared by the Clerk to the Corporation was received and its contents recommended for approval.

Members recommended for approval the following arrangements, namely that:

- new members would attend the College for an outline briefing across the whole span of College activities, with particular attention to the reports requested by and provided to the Corporation and its committees, and more detailed briefings for those activities with which, by virtue of the committees to which new members have been appointed, they need a readier familiarity;
- induction would be delivered by the College Principal and appropriate senior staff (in relation to college activities) and the Chair of the Corporation and the Clerk to the Corporation (in relation to governance);
- all the sessions will be contained within a half day to accommodate the likely work commitments of new appointees and will take note of relevant knowledge and experience which they hold;

- hard or electronic copy information will be provided by inductors in support of the induction;

- induction will be completed on or before the half term break in the term following that in which the resolution appointing them to membership is passed.

10 Delegation of Corporation Business (Paper SG 11-08)

A paper prepared by the Clerk to the Corporation was received:

Members noted that:

- the Articles of Government expressly permit corporations to establish committees for any purpose or function other than those assigned in the Articles to college principals or clerks to corporations, and to delegate powers to committees in this regard;

- the delegation of powers to committees enables them to act (including making decisions) without prior upward reference, provided that they operate within their delegated remits on the basis of a clear reporting relationship to the Corporation itself;

- unambiguous terms of reference are required to define the scope of committee powers, the activities for which they exercise delegated responsibility, their accountability, their membership and quorums, chairing arrangements and those concerning rights of attendance by others;

- good practice, and in some instances legal prescription, obliges corporations to exercise discretion over what business is delegated for decision by committees and what is retained for decision by the Corporation itself – this is frequently a test of proportionality and reasonableness;

- among the business retained for decision by the Corporation, many issues will be decided on the basis of advice received from relevant committees who will have given the business prior consideration;

- detailed discussions on most issues falling within the Corporation's areas of responsibility should occur in committees and be focused, where appropriate, on College performance against agreed targets;

- the reports of these discussions (where starred), rather than the discussions themselves, should then form part of the following Corporation agenda, with chairs of committees pro-actively leading such business, summarising the committee's recommendations and decisions for the benefit of the wider membership;

- to facilitate Corporation meetings, in particular ensuring that time taken up by various business reflects its importance, it is proposed that a starring system be applied whereby matters which require the Corporation to take a decision when meeting as the Corporation (e.g. the appointment of new members) and those which, by the test of proportionality and reasonableness suggested above, should be discussed by the Corporation are distinguished in their treatment from other business not needing to be discussed;

- the starring system provides for business which is to be discussed, however briefly, to be distinguished on the agenda from that which is to be taken and, where relevant, decided on without discussion;

- at the start of each meeting there should be an item "Procedure for Business" to permit any member present or the Clerk to the Corporation to require that an item left un-starred shall nonetheless be discussed;

- the same starring system should also inform the proceedings of committees, ensuring that an appropriate "triage" is applied to the matters forming their business.

11 Draft Bye Laws of the Corporation (Paper SG 11-09)

A draft set of bye laws, together with a comprehensive draft set of committee terms of reference, prepared by the Clerk to the Corporation was received, in relation to:

- Composition of the Corporation
- Procedures for Appointment of Members of the Corporation
- Procedures for the Election of Staff Nominee and Parent Nominee Members of the Corporation
- Observers at Meetings of the Corporation and its Committees
- Election of Chair and Vice Chair of the Corporation
- Declaration of Financial and Other Personal Interests by Members of the Corporation and Others
- Delegation of Powers by the Corporation
- Committees of the Corporation
- Clerk to the Corporation
- Meetings
- Criteria for Reserved Business
- Rules and Procedures relating to the Conduct of Meetings
- Rules for the Conduct of the Search Committee
- Minutes, Agendas and Papers
- Statements on behalf of the Corporation
- Corporation Expenditure
- The Seal
- Removal from Office of Members of the Corporation
- Termination of Office of Members of the Corporation
- Resignation from Office by Members of the Corporation
- Payments to Members of the Corporation
- Appeals to the Corporation

Members noted that:

- the codified draft had been prepared in the interests of cohesion, consistency and comprehensiveness, and to provide a single source of authority outside the Instrument and Articles of Government for the Corporation's actions;

- where these have been discoverable, the draft takes account of existing regulations and procedures previously approved by the Corporation (but not collated into a single integrated document), and otherwise proposes regulations and procedures where existing provision appears to be silent, incomplete or fails to represent best governance practice;

- the principle of delegating the Corporation's business to committees had informed the draft, according a more pro-active role to the work of committees than at present;

- it is proposed that the bye laws be reviewed annually by the Committee in the Summer Term, with changes being submitted for Corporation approval at the meeting held towards the end of the academic year;

- on approval, an index to the bye laws will be provided and updated by the Clerk to the Corporation.

Further consideration of the draft bye laws was postponed until the next meeting of the Committee.

12 Sector Draft Code of Governance (Paper SG 11-10)

A paper prepared by the Clerk to the Corporation was received.

It was noted that:

- the Association of Colleges had been pursuing an initiative arising from the Schofield Report, namely the development of a voluntary code of governance practice for the further education sector to be adopted on a "comply or explain" basis;

- the present draft code had been widely criticised on grounds of inadequate content, lack of consultation with validly interested parties, poor timing, a failure to distinguish between different types of further education provision and confusion as to its intended status;

- following critical representations made by, among others, the Sixth Form Colleges' Forum, the deadline for the Code's implementation had been postponed to a date yet to be specified, and the active involvement of the Forum had been guaranteed concerning all matters in which it has a legitimate interest.

13 Corporation Conference (Paper SG 11-11)

A paper prepared by the Clerk to the Corporation was received.

It was noted that:

- a majority of independent members of the Corporation have regular obligations which render exceptional their ability to attend College events and Corporation activities falling within the times of the normal working week;

- senior members of College staff are employed (and staff nominee members may be employed) on full-time conditions of service and have to give up elements of their free time to accommodate the limitations attending the availability of independent members;

- meetings are held outside the times of the normal working week to facilitate and promote attendance by independent members, and this places an additional obligation on College staff who are required to attend such meetings;

- some College events and activities (e.g. selecting persons for appointment to senior posts, attending on Ofsted inspectors) take place during the normal working day and entail independent members of the Corporation (on whom such responsibilities necessarily devolve) taking time off from work for these purposes.

- circumstances requiring Corporation members to take time off work for Corporation activities should therefore be maintained at the necessary minimum, and the same principle should be applied to staff required to attend Corporation activities out of hours.

It was recommended therefore that:

- a maximum of two single days be held in the course of the year, not involving an overnight stay;

- the College Principal and staff nominee members of the Corporation attend for the entire day;

- other staff (including other senior post holders) attend until the lunch break;

- such events be held only when there are substantive matters which are best considered using this format;

- dates for these events be provided with substantial advance notice on a contingent basis, to be confirmed or cancelled nearer the time.

14 Code of Conduct for Members of the Corporation (Paper SG 11-12)

A revised code of conduct for corporation members prepared for use in the sector by Evershed's Solicitors was received.

It was noted that:

- the Clerk to the Corporation had recommended its adoption;
- adoption by the Corporation would bind each member individually and all members collectively.

The revised code was recommended for adoption by the Corporation.

15 Items for the Corporation

Items 7, 9, 10, 13 and 14 were agreed as competent business for the Corporation at the meeting to be held on 11 July 2011.

16 Any Other Competent Business

The Clerk to the Corporation reported that a consultation on proposed revisions to the Instrument and Articles for sixth form colleges had been announced and is imminent. He expressed the opinion that any proposed changes would be limited to ensuring consistency with other legislation (e.g. by removing references to organisations abolished by the present government), since the Sixth Form Colleges' Forum had argued for minimal change and received undertakings that no substantive revisions are contemplated at this time.

The Clerk to the Corporation noted that there had been an example of collaborative working between the Corporation and that of Havering Sixth Form College over issues relating to governance, and enquired whether it would be appropriate to explore possibilities for such collaboration in the future (particularly over governance self-assessment). The Committee looked favourably on the suggestion, whilst accepting that it did not constitute an immediate priority.

17 Items for Future Agendas

None (except as provided for above).

18 Date and Time of Next Meeting

Tuesday 28 June (6.30pm).

Please note that this meeting is additional to those shown on the most recent Schedule of Meetings.