

CARDINAL NEWMAN COLLEGE

BOARD OF GOVERNORS – GOVERNANCE AND SEARCH COMMITTEE

A meeting of the above Committee was held at **4.00 p.m.** on **Wednesday 12 October 2016** in the Conference Room at the College.

Members present:

Richard Ainscough, Chair
Nick Burnham, Principal
Len Hampson
Father Luiz Ruscillo

Officers in attendance:

Bob Deed, Clerk

MINUTES

1 Opening prayer

The meeting commenced with a prayer

2 Welcome, introductions and apologies

Apologies were received from Peter Halpin.

3 Declarations of interest

There were no declarations of interest.

4 Minutes of the last meeting

The minutes of the meeting of the predecessor committee, the Search Committee, held on Wednesday 15 June 2016 were accepted as a correct record and signed by the Chair (file copy entered).

5 Matters arising from the minutes

The only matter arising not covered by elsewhere on the agenda was that the Clerk had been trying to contact Colin Richards as a potential consultant who might be able to assist in validating the governance self-assessment.

6 Risk register: termly update

The Principal introduced the two risks which the Committee leads on. The Committee queried whether the net score reflected the effect of existing controls as the score was the same as the gross risk. It was noted that the colour-coding of the risks appeared to be incorrect with a score of six being treated as both amber and green.

The Committee asked the Clerk to re-visit the scores to ensure the effect of existing controls was fully reflected on the risk “Chair or another key governors is ill for an extended period or leaves the College”. Clerk.

7 Follow-up on governance review

The Clerk introduced the paper. He noted that the committee restructure had been agreed and was starting in the autumn term. He also noted that the agenda included a number of other items listed on the action plan including revised terms of reference, standing orders and role definitions. Other actions would require work later in the autumn term and be brought to the next Committee meeting.

8 Draft revised Committee terms of reference

The Committee discussed how Committee Chairs could shape agendas. The Clerk said that he intended to circulate initial draft agendas before the start of each term to both allow more time for Chairs to shape agendas and give managers more warning of what papers needed to be prepared. He said that agenda planning meetings could be arranged if Chairs wanted to discuss in detail draft agendas.

The Committee observed that there was inconsistency in the references to “the Corporation” and “the Governing Body”.

The Committee discussed the requirement in each Committee’s terms of reference for Chairs and Vice Chairs to be Foundation Governors. The Committee agreed that Catholic leadership was important but noted that Catholics appropriately qualified to lead a committee may not be Foundation Governors and that in the past Foundation Governors had not always been practicing Catholics. Therefore the committee saw value in re-wording the requirement to one requiring them to be practicing Catholics.

The Committee agreed to recommend the draft revised Committee terms of reference to the Governing Body subject to:

- **Amending the requirement for Chairs and Vice Chairs to be Foundation Governors to one requiring them to be practicing Catholics.**
- **Checking the use of the terms “the Corporation” and “the Governing Body”.**

9 Governance documents: standing orders and role descriptions

The Clerk introduced the draft revised standing orders, which expanded and developed the current version, and the draft new role descriptions for the Chair and the Vice Chair of the Governing Body. He noted that he had used example wording from other colleges, particularly Catholic sixth form colleges where available.

The Committee noted that there was a typo with the role description for the Vice Chair titled erroneously "Chair of the Governing Body". The Committee also noted that in the Vice Chair's role description under "Managing Governing Body Business" the words "The Vice Chair will" were duplicated.

The Committee agreed to recommend the draft standing orders and role descriptions to the Governing Body subject to correcting the identified typos and duplication.

10 Composition of the Board of Governors and Committees of the Board

The Committee discussed the draft composition of the Committees. The absence of a Special Committee in the paper was noted.

The Clerk drew the Committee's attention to the composition of the Governance and Search Committee. As the previous Staffing and Remuneration Committee had been merged into the previous Quality, Curriculum and Standards Committee, the Chair of the Staffing and Remuneration Committee had ceased to be a member of the Governance and Search Committee. The Committee favoured addressing this issue by co-opting onto the Governance Committee the former Chair of the Staffing & Remuneration Committee.

The issue of gender balance on the Committees was noted in the context of the wider gender balance on the Governing Body. This issue will be addressed in the review of recruitment to the Governing Body later in the year.

The Committee agreed to recommend the proposed composition of the Committees to the Governing Body with the co-option of Helen Seechurn onto the Governance and Search Committee.

The Committee asked the Clerk to address the issue of the Special Committee's composition.

11 Review of governor training and development

The Clerk introduced the paper on governor training and development. While the Governing Body and the Committees had briefings, risk presentations and other development activities during the year, the Clerk was concerned that individual training and development had not been recorded. The Chair noted that he and other governors had been to sessions including several on Area Review and sector developments.

The Committee noted that there was Diocesan training available. It was noted that the termly Diocesan powerpoint had not been received.

The Committee agreed that the Clerk such remind governors to forward details of relevant training and development which they were participating in.

12 New policy: draft Procedure for ensuring and assuring the Clerk's independence

The Clerk introduced the draft procedure on the independence of the Clerk. He noted that his dual role as Clerk and Director of Corporate Resources meant that there was a need for governors and other stakeholders to be confident that information would be provided to the Governing Body and its committees as appropriate. It was noted that the Procedure was intended to ensure that the arrangements were subject to annual scrutiny.

The Committee agreed to recommend the draft *Procedure for ensuring and assuring the Clerk's independence* to the Governing Body.

13 Determination of any items to be treated as Confidential

There were no items requiring treatment as Confidential.

14 Date and time of the next meeting

The next ordinary meeting of the Committee is scheduled to be held at 4.00 p.m. on Wednesday 25 January 2017.