

CARDINAL NEWMAN COLLEGE

BOARD OF GOVERNORS – GOVERNANCE AND SEARCH COMMITTEE

A meeting of the above Committee was held at 2.00 p.m. on Wednesday 19 September 2018 in the Principal's Office at the College.

Members present:

Richard Ainscough, Chair (F)
Nick Burnham, Principal
Peter Halpin (F)
Len Hampson (F)
Adrian Metcalf (F)
Father Luiz Ruscilo (F)
Helen Seechurn (F)

Officers in attendance:

Bob Deed, Clerk

MINUTES

1 Opening prayer

The meeting commenced with a prayer.

2 Welcome, introductions and apologies

There were no apologies.

3 Declarations of interest

There were no interests to declare.

4 Minutes of the last meeting

The minutes of the meeting of the Committee held on Wednesday 9 May 2018 were accepted as a correct record and signed by the Chair (file copy entered).

5 Matters arising from the minutes

The Chair noted the issue of exit interviews. The Clerk will arrange a meeting for the Chair and the outgoing Support Staff governor.

There was a discussion about the future appointment process for Parent Governors. The Principal noted the disappointing turnout in the election. There was a concern raised that low turnout meant that the College might be vulnerable in the future to the post being subject to a concerted campaign by an interest group.

The Vice Chair asked if the Instrument and Articles required an election. The Clerk noted that the Instrument wording required "a parent of a student attending the College, appointed by the Governing Body".

The Committee agreed that the issue of parent governor appointment process should be reviewed before the current Parent Governor's term of office ended.

6 Risk register: termly update

The Committee noted that there had been no significant changes in the governance-related risks.

7 Governance assurance review progress report

The Clerk noted that several items on the governance assurance action plan had been delayed. In some cases this was due to there not having been a Remuneration Committee meeting.

The Principal thanked governors for the deferral of the September meeting of the Remuneration Committee. The Principal noted that the national pay discussions had been complicated by the announcement of the teaching pay grant for schools and 16-18 academies rather than sixth form colleges.

The Clerk said that he would bring to the next Committee meeting a further progress report on the outstanding actions.

The Chair noted the mention of external validation of the governance SAR in the governance assurance review actions. The Clerk confirmed that he would be contacting the College's "critical friend" about this.

There was a discussion about how the College's Roman Catholic mission and ethos could be addressed within the governance self-assessment process. The Clerk noted that wording from the Catholic Education Service's self-assessment template was used in some of the questions in the recent governors' survey. He also suggested that the governance self-assessment should reference the CES's guidance which he had discussed with the College chaplain.

The Committee discussed plans for the Chair to have an informal meeting with governors once they had been on the Governing Body for a year. The Clerk was seeking to arrange these.

Governors noted the reference to the guidance on governance and health and Safety from the Health & Safety Executive and the Institute of Directors. The Clerk confirmed that this had been included on the Governors' website and shared with the lead governor for Health and Safety.

The Committee asked the Clerk to re-visit the feedback from the lead governor for Health and Safety on the HSE/IOD guidance.

The Chair asked about the induction-related items. The Clerk said that induction was now more structured with an induction aide-memoire being used. He planned to use this document as the basis of a checklist to be completed for each induction. He also noted that there had been an issue with the timeliness of arranging governor induction. The participation of governors in AOC induction events was noted.

8 Composition of the Board of Governors and Committees of the Board

[Peter Halpin left the meeting]

The Principal outlined the issue with the registration process with the Office for Students. He noted that the detailed discussion about re-appointment in 2014 was not fully reflected in the Search Committee minutes then. He outlined the discussions involving the Chair and Vice Chair in July 2018. The senior clerical representative on the Committee recalled the careful consideration given when the issue was first addressed in 2014.

There was a discussion about the input of the Governing Body in the process of appointing foundation governors. The senior clerical representative noted the value of a collaborative approach to appointment of foundation governors.

The Committee considered and recognised Peter Halpin and Andrew Wygladala's attendance and contribution to the Governing Body.

The Committee resolved to recommend to the Governing Body that it propose to the Diocese the re-appointment of Peter Halpin and Andrew Wygladala as foundation governors.

[Peter Halpin returned to the meeting]

The Chair noted the issues in the Governors' survey: the Governing Body had a good mix of skills although there was no property specialist; the issue of gender balance and ethnic mix. He also noted that Peter Tower was a co-opted governor but had expressed an interest, as a practicing Roman Catholic, in becoming a foundation governor.

There was a discussion about a structured approach to diversity. The Deputy Chair explained his experience at a multi-academy trust where he used the Academy Ambassadors website to ensure skills gaps and diversity. The greater flexibility available when appointing a co-opted governor was noted.

There was a discussions about whether there was a need for property expertise on the Governing Body. The College's success in building and refurbishing on budget and on time was noted along with the College's use of property consultants on all significant projects.

The Committee resolved to recommend Peter Towers as a foundation governor subject to his agreement and noted that if Peter was appointed this would enable an appointment process for a co-opted governor.

The Committee noted that the Clerk's paper identified several committees without Vice Chairs due to membership changes. There was also discussion of which governors who would be most appropriately qualified in filling the vacant Link Governor roles.

The Committee proposed Adrian Metcalf should be Vice Chair of the Remuneration Committee and Andrew Wygladala should be Vice Chair of Quality, Curriculum and Staffing,

The Committee proposed that Adrian Metcalf become HE Link Governor and Peter Towers becomes Safeguarding Link Governor.

9 Governor attendance

The Clerk introduced the paper showing an improvement in attendance for the Governing Body. Two errors were noted on the paper: Father Luiz was not a member of Quality, Curriculum & Staffing during the year; Father Luiz was at the autumn meeting of the Remuneration Committee. Both changes would increase committee attendance figures.

The Committee asked the Clerk to correct the attendance figures before the report went to the Governing Body meeting.

10 Governors' survey

The Chair noted that the equality and diversity issues had been fully discussed earlier.

The appetite for briefings on various issues was noted. The Audit Committee Chair stressed the importance of all governors to be aware of risks and seek assurance. The Principal observed that the cycle of risk presentations had addressed this in the past.

The Committee asked that the Clerk work on developing a new cycle of risk presentations.

A Governor asked about horizon scanning in terms of future issues and risks. The sessions at the recent Conference were noted and the updates given by the Principal on changing educational landscape.

The importance of addressing strategic objectives in any risk presentations. The Chair suggested that the strategic objectives could be mapped in the termly performance dashboard.

The senior clerical representative noted the issue of religious inspection.

[Peter Halpin left the meeting]

The Principal warned against reading too much in the relative scores on particular questions in the survey, particularly those relating to the duties of governors. He suggested that it might be more useful for the responses to be tracked over time. There was a consensus that the survey should be repeated on a cycle of every two or three years.

11 Review of governor training and development

The previous discussion of the governors' survey was noted, including the request for risk presentations.

The Clerk noted the resources available for governors on the Office 365 site. He said that the useful documents had been updated over the summer and re-arranged for greater ease of access. Governors did indicate that the site was still not very user-friendly. The Deputy Chair suggested that board and committee packs from previous years should be archived so the current meetings could be accessed more easily and quickly. A Governor suggested key documents should be placed in a folder. Such key documents might be the latest copies of the strategic plan, annual accounts and self-assessment.

The Committee asked the Clerk to address the issues with the Office 365 site.

12 Draft governance SAR

The Committee discussed the draft governance self-assessment report. It was suggested that key issues from the governors' survey might be incorporated.

The Committee agreed the draft with further changes to be made by the Chair and Clerk and following the SAR panel.

13 Review of committee terms of reference

The Clerk introduced the paper setting out the revised committee terms of reference and the rationale for changes. He noted that the current terms of reference had been reviewed and the proposed changes had been agreed by the respective committees with the exception of the Remuneration Committee which had not met.

The Committee resolved to recommend the proposed terms of reference to the Governing Body.

14 Determination of any items to be treated as Confidential

No items were deemed to be confidential.

15 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 23 January 2019.