

## **CARDINAL NEWMAN COLLEGE**

### **BOARD OF GOVERNORS – GOVERNANCE AND SEARCH COMMITTEE**

A meeting of the above Committee was held at **2.15 p.m.** on **Wednesday 24 January 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)

#### **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 Helen Seechurn.

#### **3 Declarations of interest**

The Chair noted that his re-appointment as a Governor was on the agenda.

#### **4 Minutes of the last meeting**

The minutes of the meeting of the Committee held on Wednesday 20 September 2017 were accepted as a correct record and signed by the Chair (file copy entered).

#### **5 Matters arising from the minutes**

There were no matters arising from the minutes of the meeting on Wednesday 20 September 2017 not addressed elsewhere on the agenda.

#### **6 Principal's verbal update (including support staff pay settlement)**

The Principal updated the Committee on national pay settlement for support staff. He noted that he was involved, as Chair of the Sixth Form Colleges Association, in the National Joint Committee negotiations.

The Principal noted that police officers and main scale teachers have had rises over 1%. However, there has been no funding increase to resource a lifting of the public sector cap.

The Principal noted that UNISON had reached a settlement with the Employers' Side in December 2017. This was made possible as the Employers' side proposed not only 1% but also the removal of the lower spine points to implement earlier than required the rise in the National Living Wage. The Principal believed that the agreement was a good one for the sixth form college sector.

The Principal observed that the teaching staff negotiations were continuing but the outcome was likely to be similar to the outcome for the support staff negotiations.

The Committee members present noted that they were content, as chairs of committees, that the Chair of the Governing Body should use Chair's action to approve the implementation of the national Pay Settlement for support staff.

## **7 Risk register: termly update**

The Clerk noted the risks relating to governance on the risk register.

## **8 Letter from the out-going Chief Executive of the Education and Skills Funding Agency**

The Clerk presented a paper on issues raised by the out-going Chief Executive of the Education and Skills Funding Agency to the college sector. He said that the responses had been drafted by him and the Vice Principal Finance & Resources with information from the MIS Manager.

The Chair asked whether the financial forecast should be considered by the Audit Committee. The Chair of the Audit Committee suggested that this might involve duplication of the work of the Finance & Premises Committee. He also noted that the Audit Committee was focused on controls rather than financial information. The Clerk observed that the Audit Committee could commission an external review of the financial forecast as part of the assurance framework if it considered there a need for one.

The Chair asked whether the College could cost provision at departmental level. The Principal explained that departments were reviewed in terms of staffing levels (as measured by students per staff FTEs) rather than funding income and staffing costs. He did note that income and expenditure analysis was useful and undertaken for areas of activity such as Higher Education. He also indicated that he believed that the measure of gross margin by course was more relevant to general FE colleges.

The Committee discussed the impact of senior leader appointments as well as the importance of financial and curriculum matters being reviewed together.

The Chair will feedback to the full Governing Body on the discussion.

## **9 Letter from the FE Commissioner**

The Clerk introduced the letter to the college sector from the FE Commissioner. It outlined his recent intervention activity as well as the work on implementing the Area Review process.

The Committee noted the discussion.

## **10 Briefing on the college insolvency regime**

The Chair introduced the briefing which the Clerk had prepared on the new insolvency regime for colleges. He noted that there was further guidance due on the role of governors.

Members of the Committee noted that the governors were not liable as long as they acted honestly and responsibly in discharging their duties and, if appropriate, seeking professional advice. However, they recognised that legal changes might cause anxiety for governors if the changes were not carefully explained.

**The Committee agreed that a briefing should be shared with the Governing Body at an appropriate time, ideally once further guidance had been received**

Clerk

#### **11 Governance assurance review: action plan and progress report**

The Clerk explained that the assurance review action plan and progress review included all the recommendations which the Governance & Search Committee had agreed should be implemented in full or part. He noted that some recommendations had been implemented or would be at the March 2018 Governing Body while others would be by the end of the College year.

**The Committee noted the action plan and progress report**

#### **12 Governing Body and Committee membership**

The Clerk updated the Committee on the current vacancy for a Parent Governor and the forthcoming ends of terms of office for Richard Ainscough and Charu Ainscough.

The Committee noted that Canon Tanner should be shown rather than Canon Poucin and the Peter Tower's term of office should be shown as November 2017 to November 2021.

[Richard Ainscough left the meeting]

The Clerk noted the impressive attendance record of Richard Ainscough and Charu Ainscough.

**The Committee welcomed and noted the contribution of Richard Ainscough and Charu Ainscough.**

**The Committee resolved that Richard Ainscough's re-appointment should be sought as a Foundation Governor and Charu Ainscough's re-appointment as a co-opted governor should be recommended to the Governing Body.**

Clerk

[Richard Ainscough returned to the meeting]

#### **13 Policy review: Code of Conduct for Governors**

The Clerk noted that the Governance Assurance Review had identified that the current Code of Conduct had not been reviewed and revised in recent years. He explained that he had compared the existing Code to the Catholic Education Service's model Code for multi-academy trusts. As the CES's model Code was more comprehensive and better reflected the College's mission and ethos, he tailored it to the circumstances and constitution of the College.

The Committee suggested that the wording about governor eligibility be clarified with the inclusion of the guidance on this issue. The erroneous reference to "director" was noted and will be corrected.

Members of the Committee queried the reference to "conflict of loyalty". This was interpreted as relating to non-pecuniary conflicts of interest. The Clerk suggested that this was also addressed by the inclusion of non-financial interests within the scope of the register of interests.

**The Committee resolved to recommend to the Governing Body the draft Code of Conduct for Governors subject to clarification of the wording on governor eligibility and the inclusion of the relevant guidance on this issue.**

Clerk

#### 14 Agenda for the SLT/Governors' Conference

The Committee discussed 21 and 22 June as possible timing for the SLT/Governors' Conference. However, the Committee preferred the previous week in order to ensure the maximum turnout of key governors i.e. the afternoon of 14 June and the day of 15 June.

The Chair outlined several topics which could be included on the agenda:

- Equality & Diversity training
- Update on academisation and the Diocese's strategy
- Property strategy developments

The Committee also welcomed the suggestion that the outgoing and/or incoming bishop should be invited to the Conference.

#### 15 Governance SAR

The Clerk updated the Committee on the latest version of the governance self-assessment report. He asked that the SAR was submitted to the next Governing Body and that the next SAR was subject to validation panel with the College's critical friend.

**The Committee agreed the proposed approach: the governance SAR 2016/17 should be approved by the next Governing Body and that the governance SAR should be subject to validation panel with the College's critical friend.**

Clerk

#### 16 Determination of any items to be treated as Confidential

There were no items requiring treatment as Confidential.

**17 Date and time of the next meeting**

The next ordinary meeting of the Committee is scheduled to be held at 2.00 p.m. on Wednesday 9 May 2018.