



**WEST NOTTINGHAMSHIRE COLLEGE
CORPORATION BOARD**

Minutes of the Search Committee meeting held in the Vision Room at the Derby Road site on Thursday, 17 May 2012 at 4.30 pm

BOARD MEMBERS Tim Clarke
PRESENT: Asha Khemka
 Diana Gilhespy (Acting Chair)

ALSO IN Maxine Bagshaw, Clerk to the Corporation
ATTENDANCE:

		ACTION by whom	DATE by when
12.16	<u>APPOINTMENT OF THE COMMITTEE CHAIR</u>		
	In the absence of Jean Hardy, it was agreed that Diana Gilhespy would act as Chair of the Committee for this meeting.		
12.17	<u>DECLARATION OF INTERESTS IN ITEMS ON THE AGENDA</u>		
	The Acting Chair reminded those present to declare at the start of the meeting, interests in any matters to be considered. No interests were declared.		
12.18	<u>APOLOGIES FOR ABSENCE</u>		
	Apologies were received from Jean Hardy. The meeting was confirmed to be quorate.	Clerk	17 May 2012
12.19	<u>MINUTES OF THE MEETING HELD ON 26 JANUARY 2012</u>		
	AGREED: that the minutes of the meeting held on 26 January 2012 were a true and correct record and were signed by the Acting Chair.	Acting Chair	17 May 2012
12.20	<u>MINUTES OF THE SPECIAL MEETING HELD ON 26 APRIL 2012</u>		
	AGREED: that the minutes of the special meeting held on 26 April 2012 be approved as a correct record and be signed by the Acting Chair.	Acting Chair	17 May 2012
12.21	<u>ACTIONS OUTSTANDING AND MATTERS ARISING</u>		
	There were no matters arising that would not be dealt with through planned agenda items.		

Signed : _____ Chair

Date:

12.22 CORPORATION COMPOSITION & MEMBERSHIP

The Clerk to the Corporation introduced this item and drew members' attention to the fact that Brian Stopford had recently resigned. She explained that increased work commitments, including opening a second office, meant that he felt he was unable to now give the Board the time commitment that it required. Members all agreed that Brian's skill set had been a valuable contribution to the Board and suggested that direct recruitment should be undertaken to find someone with a financial background.

In terms of the general composition and membership of the Board, she confirmed that the Instruments and Articles Working Group had met and had reviewed composition as part of their discussions. It was their view that whilst there was the potential at some point in the future to increase membership from 20, with the specific intention of stronger direct links with employers in the local area, it was felt that, at this time, as current composition arrangements had served the College well, there was no benefit in increasing numbers for the sake of it. It was to be suggested by the Working Group that if a strong individual was identified who would strengthen employer links, then such an appointment would be taken on a separate basis, (given that the Board now has within its power, flexibility to increase membership as required). The Working Group had not felt that it was necessary to increase numbers and then simply seek to fill vacancies, what they would rather see, and in fact what does occur here at College is much more specific recruitment to fill any skills gaps or targeted links.

In terms of identifying an individual with a financial background, a number of suggestions were made:

- 1) The Principal indicated that there may be someone on the Board of Boots who, whilst not an FD, does have financial experience, it was agreed that the Principal would pursue discussions in this area further.
- 2) Potential to approach the FD at Linneys.
- 3) Make contact with the FD's in the 2020 Group.
- 4) Local Banks/Building Societies – it was noted that the Principal has in the past attempted to interest Mick Mumford in joining the Board. Tim Clarke indicated that he would be meeting him on a social basis next week and he would revisit whether he has the flexibility and time availability to join the Board.
- 5) Chief Executive of Mansfield Building Society – it was agreed that the Principal would speak to him to ascertain whether he was available to join the Board.

Principal May 2012

Principal May 2012

Principal May 2012

Tim Clarke May 2012

Principal May 2012

Members then went on to discuss the skills set available and potential Committee Membership. To make the best use of finance experience on the Finance & Estates Committee, it was agreed that Chris Bodger would be invited to join the Finance and Estates Committee, with the new

Signed : _____ Chair

Date:

Governor, Malcolm Hall, invited to join the Audit Committee. The Clerk to the Corporation confirmed that she would speak to Malcolm Hall regarding this additional commitment, during his induction scheduled for the following week.

Clerk

May 2012

One additional comment made in relation to composition of membership was that the Committee should look to proactively address a greater gender balance through future recruitment. The Clerk to the Corporation was able to confirm that the new Student Governor appointed to replace James Stafford, was female.

AGREED: to note the update provided.

12.23 CURRENT AND ANTICIPATED VACANCIES

The Clerk to the Corporation introduced this item and confirmed that Marie Oakton had just been elected as the new Student Union President with effect from 1 August 2012. Because of this appointment, she will replace James Stafford as one of the Student Governors. Libby Crane's appointment ends on the 31 July 2012, and the usual election process will be followed to secure an appointment in the new 2012/13 academic year.

The Clerk to the Corporation indicated that in the first term of the new academic year, Diana Gilhespy will complete her first term of office on 16 October 2012, and Howard Baggaley will complete his current term of office on 31 December 2012. In relation to Howard's position, it was noted that he has made it quite clear that upon completion of this term, he will be standing down as a Governor as part of a general reduction in his commitments. All agreed that Howard Baggaley had made an exceptional contribution to the Board over the several terms of appointment that he has served, and that his relationship with the College has been a real asset. It was noted that the College would not lose the close working link that it has with Baggaley Construction, as Ian Baggaley is a Director on the Board of two of the College's subsidiary companies.

In relation to the completion of term of office for Diana Gilhespy, it was agreed that the Search Committee would review this, following the appointment and reappointment procedure, at its next meeting in September 2012.

AGREED: to note the update provided.

12.24 GOVERNOR ATTENDANCE DATA 2011/12

The Clerk to the Corporation drew members' attention to the data table. It was noted that in a total percentage overall position, the Corporation was on target, with percentage Corporation Board attendance at meetings running at 80.59%, and percentage total overall attendance running at 79.69%.

Signed : _____ Chair

Date:

Within the statistics, there were a number of individuals who, on limited occasions, seemed to be falling short of the desired performance, these were:

- 1) Nigel Cooper-Fowkes, 50% Committee attendance, 62.5% overall attendance - it was noted that Nigel Cooper-Fowkes had had to resign from the Board because of ill health, and that this explained why he will have struggled with attendance.
- 2) Brian Stopford 42.85% Corporation attendance - again given his recent resignation, it was accepted that work commitments will have interfered with his usual good attendance
- 3) Howard Baggaley – 50% Committee attendance – it was noted that for a number of Committee meetings, Howard had been asked not to attend because of the potential for conflicts of interest, and therefore this figure was not representative of his actual commitment.
- 4) Philip Lancashire 33.3% Committee attendance, 52.35% overall attendance - the Clerk confirmed that Philip Lancashire has recently changed jobs within College, and that this may have impacted upon his ability to attend meetings. It was agreed that the Principal and the Clerk would speak to him to ascertain whether there was anything further they could do to support his attendance.
- 5) Chris Winterton, 33.3% Committee attendance and 52.35% overall attendance – it was accepted that Chris Winterton has always had what can be described as ‘patchy’ attendance, it was agreed that Diana Gilhespy would speak to him on behalf of the Committee and ascertain whether membership of the Finance and Estates Committee, given that it has the highest number of meetings and longest meetings for any of the Committees, is the best Committee for him to sit on.

AGREED: to note the information provided and the agreed next steps.

12.25 COMMITTEE SELF-ASSESSMENT

The Clerk to the Corporation introduced this item and confirmed that the report was presented to allow the Committee consideration of its operation in this academic year. Members felt that they had achieved the objectives set by the Board and worked proactively to ensure that long standing vacancies were avoided. In terms of attendance at meetings, timely decisions and advice to the Board, members all thought that the parameters within which they had worked, were effective and as required.

Principal/
Clerk

May 2012

Signed : _____ Chair

Date:

AGREED: to note discussions regarding Committee Self-Assessment 2011/12.

12.26 COMMITTEE TERMS OF REFERENCE

The Committee took the opportunity to review the Terms of Reference and agreed that they provided a sound operational framework. One point raised by the Clerk to the Corporation is the fact that having just reviewed all Committee Terms of Reference, it has come to her attention that they are not all in a standard format. It was agreed that the Terms for each and all of the Committees would be standardised. The Committee did not wish to make any recommendations to the Board regarding Terms of Reference variations at this time.

Clerk

July 2012

AGREED: to recommend that the Corporation approve continued use of existing Terms of Reference for the 2012/13 academic year.

12.27 DATE OF NEXT MEETING

The Clerk to the Corporation confirmed that the next meeting was scheduled for Thursday 13 September at 6.00 pm.

12.28 AOB

There were no matters of additional business.

Meeting closed at 4.55 pm.

Signed : _____Chair

Date: