

WOKING COLLEGE

DRAFT MINUTES OF THE TRUSTEE SUCCESSION PLANNING / GOVERNANCE WORKING PARTY MEETING HELD ON WEDNESDAY 8 MAY 2019

Mrs G. Mather* - Chair

Ms E. Cussans*

Mr. B. Freeman *

Mr. J. Miles *

Mr. J. Moffat*

* Present

In Attendance:

Mrs H. Meredith - Clerk to the Trustees

1	ELECTION OF CHAIR and DECLARATION OF INTEREST
1.1	Mrs. Mather was elected as Chair of the Working Party.
1.2	There were no apologies
1.3	There were no declarations of interest.
2.	REVIEW OF MEMBERSHIP OF BOARD OF TRUSTEES AND TRUSTEES' SKILLS AUDIT
2.1	<u>Report on Trustees' Skills Audit</u>
2.1.1	The Working Party discussed a paper from the Clerk analysing the results of the skills audit which had also been reviewed in advance of the meeting by Mr Miles. Members felt that the strengths of the Trustee Board are well balanced and that Trustees have a good range of strengths. The analysis and following discussion about the skills set of a leaving Trustee identified the following areas either for development for existing Board members or for comprising a skills set for recruitment of new members for the Board: <ul style="list-style-type: none">• risk management;• Financial management expertise including experience of basing funding decisions on organisational priorities and the ability to interpret financial data and question financial performance against strategic priorities;• experience of property and estate-management, procurement/purchasing;• legal qualification or experience.
2.1.2	Some other apparently weaker areas of knowledge were felt to be adequately addressed by having board members with specialist experience such as HR covered by the skills and experience of Liz Cussans and curriculum planning knowledge covered by the experience of Cullum Mitchell (schools sector) and Mike Mulheron (HE sector).
2.1.3	After discussion it was agreed that the identified skills gaps might best be addressed by focussing on recruiting: <ul style="list-style-type: none">-someone with a professional accountancy or finance management experience / qualification;-Someone with experience of estates management to assist with the College's strategic plans for growth;-Someone with a legal qualification such as a solicitor.
2.1.4	It was agreed to use the identified skills gaps for recruitment to the Board and as the basis for training for the current Board of Trustees/ Directors.
2.1.5	It was resolved to note the report.

<p>2.2 2.2.1 2.2.2</p>	<p><u>Report on Trustee vacancies</u> The paper reported on the following vacancies:</p> <ul style="list-style-type: none"> ○ Mr. Hearsom - end of term of office will result in a vacancy for one Trustee / Director arising from 1 September 2019; ○ One vacancy to replace a co-opted Audit specialist for the Finance and Audit Committee to replace Mr Stickland; ○ Future succession planning to replace Mr Moffat who has indicated an intention to step down from the Board when a successor can be found with relevant financial experience / qualifications to take over as Chair of the Finance and Audit Committee. <p>It was <u>resolved</u> to note the report.</p>
<p>2.3 2.3.1 2.3.2 2.3.3</p>	<p><u>Report on Trustee succession planning</u></p> <p>Three Trustee / Directors who were appointed by the Members on the inception of the Academy Trust were seeking re-appointment from 1 August 2019 with Ms Mather seeking re-appointment for one year only and Mr Moffat and Mr Stokes standing for re-appointment for a four year term.</p> <p>Currently there are no Trustee/ Directors whose term of office ends in 2020 and so if Ms Mather is re-appointed for one year this will help to stagger the current ends of terms of office of Trustee / Directors. It was noted that terms of office of all Trustees started at 2017 on conversion to an Academy with differing end dates to try to stagger these.</p> <p>It was <u>resolved</u> to note the report.</p>
<p>3. 3.1 3.2 3.3</p>	<p>SHORTLISTING OF PROSPECTIVE TRUSTEES FOR INTERVIEW AND TRUSTEES SEEKING RE APPOINTMENT</p> <p><u>Re-appointment applications</u> It was discussed whether it was necessary to re-interview applicants for re-appointments and it was <i>agreed</i> that this would only be necessary if:</p> <ul style="list-style-type: none"> • any conflict of interest arises or • if the Trustee seeking re-appointment had made any inappropriate comments at Board Meetings. <p>After consideration of completed application forms and CVs it was <i>agreed</i> to make the following recommendations to the Members for re-appointment of the following Trustees:</p> <p><u>John Moffat</u> Recommendation to re-appoint for a four year term.</p> <p><u>Tim Stokes</u> Recommendation to re-appoint for a four year term.</p> <p><u>Gaynor Mather</u> Recommendation to re-appoint for a one year term</p> <p><u>Prospective Trustee applications</u> The Working Party considered applications from four candidates and <i>agreed</i> the following:</p> <ul style="list-style-type: none"> • That one candidate with skills identified in the skills audit should be invited to interview; • To politely decline an application from someone whose statement seemed more suitable for a teaching role and did not indicate any knowledge or understanding of or suitability for a Trustee role; • To reply to the other two applicants asking for their permission to retain their details for possible future invitation to interview as they did not meet the current identified skills needs of the Board.

4. RECRUITMENT OF TRUSTEES

4.1 Members noted that the Clerk had contacted a number of individuals who have previously expressed interest in a future vacancy on the Board and advertised the Trustee vacancy through a number of routes including:

- Inspiring Governance
- Woking Borough Council's Contact Centre
- Governors for schools (formerly SGOSS)
- ICAEW (Institute of Chartered Accountants of England and Wales) – with two adverts for an Audit Specialist and a Finance Trustee
- Kingston University Directorate for Student Achievement (through a contact)
- Inviting Board Members to introduce any suitable candidates.

4.2 After considering the skills audit findings, it was **agreed** that the Clerk should draft a letter for the Principal to send to solicitors and accountants in Woking to find a suitable Trustee to co-opt to the Board or to the Finance and Audit Committee

4.3 Another approach discussed, if the above was unsuccessful was to contact parents of current students or alumni.

4.4 It was **agreed** that in future applicants should be asked to complete a statement stating why they want to join the Board and what skills they can bring to the board.

4.5 It was **resolved** to note the report.

5. ELECTION OF CHAIR / VICE CHAIR OF TRUSTEES

5.1 The election for Chair and Vice-Chair will take place at the July Board meeting with nominations invited in advance by the Clerk.

5.2 The current Chair, Ms Mather confirmed her willingness to stand for re-election as Chair for a second year. The Vice-Chair, Mr Stokes, had also confirmed his willingness to stand for re-election as Vice-Chair.

6. TRUSTEE TRAINING and REVIEW OF GOVERNANCE SAR

6.1.1 Since conversion to an Academy training for Trustees has been provided including:

- a Governance Update conference;
- On-line training on Prevent and Safeguarding on induction;
- Induction Training for new Trustees;
- External safeguarding Training course for Lead Trustee on Safeguarding
- Trustee briefings within Board meetings on Roles and responsibilities of Academy Trustees and Directors including all Board members being supplied with a copy of the SFCA Essential Guide to Governance;
- Trustee training session on Preparation for Ofsted Inspection;
- Trustee Learning walks
- Presentations by College Managers within Board meetings
- Some Trustees had attended external courses and participated in Governance Webinars

6.1.2 The Working Party **agreed** to continue to hold 20 minute presentations to the Board by managers at the start of board meetings, when the Agenda allows sufficient time.

6.1.3 Governor Autumn Term Conference.

Members **agreed** that the Annual Governance Conference should follow a similar format to last year and that this should take place in late September / early October including short introductions from each Head of Department in addition to year end outturn presentations on achievement and finance.

6.2.1	The Working Party reviewed the Development Plan in the SAR on Governance from 2018 and agreed that good progress has already been made on many aspects of the development plan. The main areas to address currently are:
6.2.2	<ul style="list-style-type: none"> • Increase Trustee engagement with students The Group discussed ways of increasing engagement with students possibly having a trustee presence at student council meetings or holding Student Focus Groups. It was agreed to review when to hold Student Focus Groups depending on what Trustees want to find out from students. An alternative format discussed was for Trustees to talk more informally with students by talking to students in the canteen one lunchtime • Support and training for the new Chair of Trustees was discussed and it was agreed that the responses to the Chair's appraisal (attached to the Skills Audit) should be reviewed to identify any areas for support and development. • To review whether the policy governance model provides the Board with the ability to fulfil their governance role effectively. It was agreed at the July Board meeting to review Ofsted questions for Board Members to assess whether they have sufficient knowledge to provide an appropriate level of scrutiny in conjunction with agreeing whether to schedule any additional Board Meetings for 2019-20. The Clerk and Principal will prepare for this by reviewing the business cycle when planning future meeting dates.
6.2.3	It was resolved to note the report.
7.	NEXT MEETING
7.1	The next meeting will be interviews for one Prospective Trustee/ Director which will take place at College on a date to be agreed after half term. The interview panel was agreed as the Principal, Mrs Mather and Ms Cussans.
7.2	The meeting closed at 7.45 pm.
Signed:Date:	

Matters arising Action Log from meeting 8 May 2019

	ACTION REQUIRED	BY WHEN	BY WHOM	STATUS
1	Make recommendations to the Members for re-appointment of John Moffat, Tim Stokes and Gaynor Mather.	Mid June 2019	HME	
2	One candidate with skills identified in the skills audit to be invited to interview	Mid June 2019	HME / interview panel	
3	Reply to other applicants as agreed	Mid May 2019	HME	
4	Clerk to draft a letter for the Principal to send to Woking solicitors/ accountants to recruit a Trustee or co-opted Finance and Audit Committee member	Mid May 2019	HME	
5	Future applicants to complete a statement stating why they want to join the Board and what skills they can bring	On-going	HME	
6	Review when to hold Student Focus Groups or consider more informal talking to students	On-going	GM	
7	Chair's appraisal (attached to Skills Audit) to be reviewed to identify any areas for support and development	June 2019	HME	
8	Policy governance model and Ofsted questions for Board Members to be reviewed to assess whether Board have sufficient knowledge to provide an appropriate level of scrutiny and whether to schedule any additional Board Meetings for 2019-20.	July 2019	HME	