



**GREENHEAD COLLEGE CORPORATION**  
**Minutes of the Search and Governance Committee Meeting**  
**Held on Monday 2<sup>nd</sup> September 2019 at 4.00pm in the Principal's Office**

**Present:** Roger Bryant\*, Sue Ellis\* (Chair), Simon Lett\* (Principal), Katie Mallinson\*

**In attendance:** Hilary Thomson (Clerk to the Corporation)

\* Governors

Meeting began: 16:00 Quorum: 3 Governors

Meeting closed: 17:55 Attendance: 80%

The Committee Chair (SEL) welcomed Committee members and opened the meeting.

**1. Apologies for absence**

Apologies for absence were received from Pete Woodcock.

**2. Items for discussion under any other business**

The following item was accepted for discussion under any other business:

- Proposal to appoint Roger Bryant (RBR) as an Emeritus Governor on his forthcoming resignation (30/09/19) from the Governing Body

**3. Declaration of pecuniary / prejudicial interest**

Committee members were invited to declare any direct, indirect, pecuniary, personal or prejudicial interest relating to any item on the agenda for the meeting. RBR declared a conflict of interest regarding discussions around his potential appointment as an Emeritus Governor and offered to withdraw when that was discussed under agenda item 8 below.

**4. Governor / Associate Governor Recruitment**

Committee members reviewed the previously circulated CVs for John Holroyd (JHO) and Richard King (RKI) and noted that they were being considered for the vacancies created by the recent resignation of Ian Walter and the pending resignation (30/09/19) of Roger Bryant who both had accountancy / finance backgrounds. It was agreed that key areas to explore when interviewing the potential governors were as follows:

- What skills and experience do they feel they can bring to the Governing Body?
- Do they have any links with / what do they know about the College?
- Why do they want to be a governor at the College?
- Do they understand the commitment required?

*JHO joined the meeting.*

JHO gave an overview of his skills and experience, reporting that he had been an Audit and Advisory Partner in a large accountancy firm until his retirement the previous year and had now set up a consultancy business. His daughters had attended the College. It was noted that he had also recently become a member of the Finance Committee of a local

academy with sixth form provision and the issue of conflict of interest was discussed. He then responded to a range of questions from committee members and was invited to ask questions of the committee. He indicated that he was flexible regarding his committee membership but would have a preference for Finance and Estates Committee. He had been given a an overview of the role in discussions with the Chair of Corporation (RAR) and former Chair of Finance and Estates Committee (IWA)

*JHO left the meeting*

*RKI joined the meeting*

RKI gave an overview of his skills and experience, reporting that his professional roles had included finance director, non-executive directorships and project finance manager covering a wide range of sectors, including a period as finance director of a public school. He then responded to a range of questions from committee members and was invited to ask questions of the committee. . He had been given a an overview of the role in discussions with the Chair of Corporation (RAR)

*RKI left the meeting*

The Clerk reported that Billy Khokhar had declined the offer of an interview for an associate governor position as his job role had recently changed and he would be unable to commit the required time to being an effective associate governor.

**JHO** - Committee members felt that JHO would make a strong contribution to the work of the Governing Body and his skills and experience would be very relevant to the work of the Finance and Estates Committee, however, concern was expressed about potential conflict of interest regarding JHO's links with a local academy offering sixth form provision. The Committee felt that it could not recommend his appointment as a governor of the College while he had governance links with another institution with sixth for provision but would otherwise have been happy to recommend his appointment.

**Action: Chair of Search and Governance Committee to discuss Committee's concerns with Chair of Corporation (RAR) before Committee's decision was communicated to JHO** - see addendum to minutes below

**RKI** - After further discussion, the Committee agreed that RKI had good local connections and useful contacts. It was felt that he would make a strong contribution to the work of the Governing Body and his expertise in finance / audit corresponded with a current skills gap. It was proposed that he should be asked to join Audit and Risk Committee and Search and Governance Committee.

**RESOLVED:** to recommend to the Corporation at its next meeting (7<sup>th</sup> October 2019) that Richard King be appointed as an External Governor with a four year term of office and committee membership for 2019/20 academic year as detailed above.

## 5. Minutes of previous meeting (03/06/19)

Committee members considered the previously circulated minutes of the Search and Governance Committee meeting held on 3<sup>rd</sup> June 2019. No amendments were noted.

**RESOLVED:** that the above minutes were approved as an accurate record of proceedings and were authorised for publication.

The Principal confirmed that the health of former Principal Graham Cooksey was improving following his recent accident.

There were no further matters arising from the above minutes not covered by the current agenda.

## 6. Committee / Working Group Arrangements for 2019/20

### **Audit and Risk Committee**

Pete Woodcock (Chair), (Roger Bryant), Gurveer Birdi, Mark O'Connor, Stuart Hillary, Ruth Baker, Michelle Wheatcroft, Simon Lett (Principal) as an observer, *Richard King*

### **Finance and Estates Committee**

Richard Armstrong (Interim Chair), Chantal Forrest, Craig Shannon, Simon Lett, Sue Douthwaite, *Vacancy*

### **Quality and Standards Committee**

Richard Armstrong (Interim Chair), Stuart Hillary, Simon Lett (Principal), Jane Rylah, Craig Shannon, *Vacancy*

### **Search and Governance Committee**

Sue Ellis (Chair), (Roger Bryant), Pete Woodcock, Simon Lett, Katie Mallinson, *Richard King*

### **Health and Safety Committee**

Chantal Forrest (Chair), Mark O'Connor, Jo Horsfall, Simon Lett (Principal), Ruth Baker, Michelle Wheatcroft, Lucy Adeniji, Zain Zainuddin

### **Remuneration Committee**

Finance Committee members Corporation Chair, Corporation Vice Chair and Committee Chairs

**Action:** *Chair of Search and Governance Committee (SEL) to discuss vacancies further with Corporation Chair (RAR) before Corporation meeting (7/10/19)*

## 7. Update on Governor Succession planning

Committee members reviewed the current list of Governor appointment details. The following updates were noted:

### **SMO**

SMO had resigned (3/06/19) due to relocation and a replacement governor was being sought. In addition to his role as Faith governor, he was the Safeguarding and Prevent Governor and served on Search and Governance Committee

**Action:** To seek a minister or faith leader with interest in interfaith activities (an advert has been circulated via North Kirklees Interfaith Network with no response to date). After a further month if no response received, the Committee approved that an alternative, more targeted approach may be adopted.

It was noted that:

- SEL had taken over in June 2019 from SMO as Safeguarding and Prevent Governor.

- The vacancy on Search and Governance Committee was to be filled from October by newly appointed governor RKI

## **IWA**

IWA had resigned (31/08/19) due to work / family commitments and a replacement governor with financial expertise was required, and also chair for the Finance and Estates Committee. (IWA has offered to meet termly with the Principal (SLE) and Director of Finance and Resources (JBL) in an advisory capacity to maintain a connection with the College.)

It was noted that:

- Various routes had been pursued to identify suitable potential new governors with a financial background. Two potential replacements had been interviewed and recommendations would be made to Corporation (7/10/19).
- RAR would take on role of Finance and Estates Committee Chair from October as an interim arrangement.
- The vacancy on Finance and Estates Committee would be filled by a new governor when appointed

## **RBR**

Following his resignation as Corporation Chair (20/05/2019), RBR had continued to serve as Vice-Chair but has now confirmed his intention to resign as a Governor with effect from 30<sup>th</sup> September 2019 due to family and other commitments. He was also a member of Search and Governance, Finance and Estates and Quality and Standards Committees

It was noted that:

- RAR had been elected as Corporation Chair in May 2019 and was now nominated for re-election as Chair for academic year 2019/20. Nomination for Vice Chair was being sought from the Governing Body in October 2019
- See above note regarding various routes pursued to identify suitable potential new governors with a financial background

## **SEL**

SEL was reappointed by Corporation (1/7/19) for a second four year term of office (October 2019 - October 2023).

## **CBL**

First term of office (2 years) as Associate Governor was due to end in October 2019. CBL had indicated that he was willing to continue as an Associate Governor with membership of the Finance and Estates Committee.

## **Staff Governors**

The two staff Governors' terms of office were due to end in March 2020 (RBA) and July 2020 (JRY) respectively. It was proposed that a single election process be conducted in Spring term 2020 by agreement with current Staff Governors.

## **Additional Information**

**KMA** – Maternity leave from Governing Body requested from February – August 2020

## **Proposed Governor Buddy Arrangements**

**RKI** – Buddy KMA

**JHO** (if appointed) – Buddy MOC

**8. Any Other Business**

Committee members were asked to consider whether RBR should be invited to become an Emeritus Governor following his forthcoming resignation from the Governing Body. The Committee acknowledged the significant contribution RBR had made over many years as a Governor and latterly as Corporation Chair and hoped that he would maintain his links with the College as an Emeritus Governor

**RESOLVED:** to recommend to the Corporation at its next meeting (7<sup>th</sup> October 2019) that Roger Bryant be invited to become an Emeritus Governor.

**9. Confidentiality**

None of the items discussed was deemed to be confidential.

**10. Date of next meeting**

Monday 11<sup>th</sup> November 2019 at 4:30pm

***Addendum to item 4 of above minutes***

Following discussion between the Committee Chair (SEL) and Corporation Chair (RAR) and subsequent discussion with potential governor, JHO, SEL confirmed by email (16/10/19) that she had now discussed the conflict of interest issue in relation to potential governor, JHO, further with those members of Search and Governance Committee who met him on 2<sup>nd</sup> September 2019. Noting that his association with another local sixth form provider was informal, the undertakings made about using declaration of interest arrangements, and recognising that his consultancy role involved a number of clients where he had to manage this issue, the Search and Governance Committee was now pleased to recommend to Corporation his appointment as an external governor for ratification at the next Corporation meeting (2/12/19).

Consistency with another decision previously made regarding a potential governor and conflict of interest was considered. In that situation, the individual was a full-time employee of a competitor and did not have the regular experience of managing such conflicts so was not recommended for appointment.

**Action: RAR to convey Search and Governance Committee's decision to JHO**

**Action: Corporation to be asked to ratify Search and Governance Committee's recommendation to appoint JHO as a Governor at the next Corporation meeting (2/12/19)**

**Action: Search and Governance Committee to confirm Governor Buddy arrangements for JHO**

**Signed off by Sue Ellis, Chair, at Search & Governance Committee 11/11/19**

# Appointment of J Holroyd as Governor

SE

Sue Ellis

Reply all|

To:

Hilary Thomson;

Richard Armstrong;

Cc:

Simon Lett;

Katie Mallinson;

Wed 16/10/2019 09:40

Inbox

You replied on 21/10/2019 14:04.

I confirm that I have now discussed this potential conflict of interest issue further with those committee members of Search and Governance who met him in September. Noting that his association with another local 6th form provider is informal, the undertakings made about using declarations of interest arrangements, and recognising his consultancy role involves a number of clients where he has to manage this issue, we are now pleased to recommend his appointment. This will presumably need to be ratified at December corporation meeting?

I have considered consistency with another decision previously made regarding a potential governor and conflict of interest . In that situation it was different- an individual was an employee full time of a competitor and did not have the regular experience of managing such conflicts and so I do not feel we are being inconsistent.

I am happy for this now to be conveyed to John - Richard do you want to do that? We also talked about Mark as Buddy- in light of Mark's other commitments do we want to reconsider ?

Hope this updates and provides the formal notification required to add to committee records? Thanks to everyone for making time to consider this thoroughly. Happy to chat further Richard if necessary ?

Thanks

Sue