



<p style="text-align: center;">MINUTES OF THE GOVERNANCE AND SEARCH COMMITTEE HELD ON TUESDAY 17th FEBRUARY 2015</p>

Present: David Clark (Chair), Alexis Mathai, Ann McLachlan, Sheila Clark,
Julia Hassall

In attendance: Sue Higginson, Principal
Ian James, Clerk to the Governors
Beckie Churchill, Administrator to the Governors

APOLOGIES

23. Apologies were received from June Macdonald.

DECLARATION OF INTEREST

24. Ann McLachlan and Alexis Mathai declared an interest in the matter referred to in minutes 26 to 28.

MINUTES OF PREVIOUS MEETING

25. **Resolved** that the minutes of the meeting held on 25th September 2014 and 11th October 2014 be approved as a correct record and signed by the Chair.

REVIEW OF BOARD & COMMITTEE MEMBERSHIP

26. The Committee noted that Alexis Mathai and Andrew Davies would complete their first term of office on 14th March 2015 and Ann McLachlan on 18th July 2015. Alexis and Ann confirmed they would both be standing down as governors due to other commitments. The Committee were keen to retain Andrew's services as a governor and the Clerk would ask him if he would be willing to serve for a further four year term office.

27. **Resolved** that the Board be **RECOMMENDED** to reappoint Andrew Davies as a governor in the 'external' category for a four year term of office commencing 15th March 2015, subject to confirmation of his willingness to serve

Committee memberships

28. The Committee reviewed the current memberships of committees and it was suggested that Harriet Gee be invited to join the Governance and Search Committee. Upon appointment at the next Board meeting, the new business support staff governor, Lorraine Gardner, would also be invited to join the Audit Committee and Executive Group.

29. **Resolved** that the Board be **RECOMMENDED** to appoint Harriet Gee as a member of the Governance & Search Committee and Lorraine Gardner as a member of the Audit Committee and the Executive Group

PROPOSED NEW GOVERNANCE CODE

30. The Committee received the draft English Colleges' Code of Good Governance distributed for consultation by the Association of Colleges. Having considered the document at length, the Committee felt that the draft Code was too long and would result in self-imposed over-regulation of the sector. It would create additional work for both governors and managers that was unlikely to be of benefit to learners.

31. Specifically, the Code went too far into how governance activities should be carried out instead of focussing on the principles involved. It was felt that this could stifle creativity and innovation in governance and would inevitably result in checklists of additional activities that would not necessarily add value.

32. The governors also looked at the "Code of Good Governance for Scotland's Colleges" published in December 2014 and believed that the AoC should consider the simplicity and style of this model, suitably amended.

33. The Clerk was asked to compose a response on behalf of the College making these points for approval by the Chair prior to submission to the AoC.

2015/16 DRAFT MEETING DATES

34. The proposed meeting dates for 2015/16 were presented to the Committee for review, the dates replicated the previous year with minor amendments (copy attached to the signed minutes).

35. **Resolved** that the draft meeting dates be circulated to governors and be presented as an appendix to these minutes for approval at the March Board meeting

DATE OF NEXT MEETING

To be advised.

Signed: _____ Date: _____
Chair