

## **BOSTON COLLEGE**

### **MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE ON 26 SEPTEMBER 2016**

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#### **1. PRESENT**

Peter Cropley, Mick Gallagher, Steve McCracken, Amanda Mosek and Nick Worth

Also in attendance: Janet Hemmant (Clerk to the Corporation).

Meeting attendance: 100%

#### **2. APPOINTMENT OF CHAIR AND VICE-CHAIR**

Members discussed the succession planning for leadership of the committee and after being duly nominated Nick Worth was elected as Chair of the committee for the 2016-17 academic year and Mick Gallagher was elected as Vice-Chair.

#### **3. MINUTES**

The minutes of the meeting held on 26 July 2016 were reviewed and approved.

A discussion took place about the timing of induction for new governors and when this should ideally take place. Members were advised that the governor job description had been updated and the committee agreed that the scheme of delegation which had been presented to the previous meeting should go forward for consideration to the main board. ●

#### **4. COMMITTEE PERFORMANCE**

Members received a report from the Clerk to the Corporation on the review of committee performance which would feed into the annual governance report. Members reviewed the constitution of the committee and agreed to recommend to the Corporation a number of changes to the constitution: ●

- a) Extension of the section on the purpose of the committee to include:
  - monitoring the appropriate skills needed by Boston College and quality of governance and awareness of the importance of governance in both the college sector and the corporate world.
  - succession planning for the corporation.
- b) Section 3.4 of the constitution to be amended to reflect the circulation of papers not less than 7 days before meetings and the submission of items by members for consideration under 'any other business' being at least one working day before the meeting.
- c) Amendment of point 3.14 to reflect the fact that the Chairman signs off draft minutes but the final version is approved by the committee.
- d) The committee agreed to add a further provision to allow the committee members to make decisions outside of meetings subject to written agreement of all members.

In considering how the committee looked at succession planning for the Corporation it was agreed that all meetings of the committee should be provided with a tabulated list of members end dates.

The committee went on to consider its performance against its terms of reference and it was agreed that the committee had performed well against these terms and specifically had addressed:

- 1) the review of the Code of Governance
- 2) recommendation of the appointment of 5 members during the year
- 3) increased emphasis on succession planning
- 4) initiation of the review of governance effectiveness

## 5. **APPRAISALS**

A discussion took place about the process for governor appraisals and it was felt that in Boston College's case a more accurate description would be the Chair's review with members rather than a formal appraisal process. It was agreed that this was a useful process and the Chair advised that he currently reviewed matters with members such as their attendance, commitment and any specific issues which had arisen and gives members the opportunity to feedback any views they have on matters such as efficiency and effectiveness. The meeting also gives an opportunity to discuss governor development and succession planning including any aspirations members may have. Members of the committee felt that the process which the College had was now mature and effectively meets the Corporation's needs.

## 6. **SUCCESSION PLANNING**

A discussion took place about succession planning, particularly longer term succession to the role of Corporation chair. Members noted that a review of the chair's job description would be useful and agreed that the demands on the Corporation chair now made it more difficult for anyone working to undertake this role. The committee noted that the Corporation membership included a number of older members although this was notably the case with many boards. Members also discussed the idiosyncrocies of the FE sector and the need for the chair to have an understanding of these. It was agreed that after the Area Review was complete this issue would need to have further consideration by the committee and the Corporation. ●

## 7. **MEMBERSHIP**

Amanda Mosek reported that she had had discussions with the Chief Executive of Boston Borough Council, Phil Drury, about potentially becoming a member of the Corporation. It was agreed that, if he was interested in undertaking the role, Peter Cropley and Nick Worth would meet with him to discuss it. ●

The committee felt that it would be useful to put an invitation to other members of the Corporation again to nominate new members since there were still vacancies to be filled. ●

## 8. **NEXT MEETING**

It was noted that the next meeting of the committee would take place on 14 November 2016.