

Date: 18 January 2018

Venue: The Boardroom, City Campus, the
Sheffield College

Clerk to the Corporation
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Sheffield, S2 2RL
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Present: Gwyn Arnold
Kathryn Atkin
Ian Brown
Angela Foulkes
Jane Jones
Beri Hare
Saleem Rashid
Seb Schmoller (Chair except for agenda item as set out in the
minutes)
Amy Smith
John Timms

In attendance Alison Shillito - Clerk to the Corporation
Kate Platts, Executive Director of Finance and Resources joined
the meeting at 8.20 am

Action

By Whom By When

18/1/1 Apologies for absence
Apologies were received from, Chris Husbands, Chris Linacre,
Kim Streets, Gil Vasey and Anne Wilson. The Clerk declared the
meeting to be quorate and requested nominations for chairing
the special meeting, which had been called under the Standing
Orders by five governors (the members of the Chairs' Group and
the Principal and Acting CEO) in response to the resignation from
the board of Richard Wright, the elected Chair of Governing
Body.

18/1/2 Meeting Chair
Beri Hare moved that Seb Schmoller be nominated to perform
the duties of chair for the special meeting, this was seconded
and carried unanimously by the Governing Body.

18/1/3 Declarations of Interest
Kathryn Atkin, Angela Foulkes and Saleem Rashid declared their
interests as staff of the College. No action was required for this
declaration in relation to any specific agenda item.
Seb Schmoller declared that he is a governor of the Northern
College. Action in relation to this declaration is recorded in
minute.

- 18/1/4 Order of business**
The order of business proposed on the agenda was approved.
- 18/1/5 Recommendations of Chairs' Group**
Governing Body received the written resignation of Richard Wright and the notes of the Chairs' meeting held on 5 January 2018. Governors noted the steps taken by the Vice Chairs before and immediately after the resignation of Richard Wright for business continuity of the Corporation.
- 18/1/6 Vote of Thanks**
Governing Body thanked Richard Wright for his service to the College as a governor since 2011 his service as Chair of Governing Body since September 2013.
- AGREED** that the Corporation should send Richard Wright a letter and a small gift in appreciation of his service to the College. Chair Feb 2018
- 18/1/7 Appointment of a new governor**
Governing Body received the proposal that Ian Falconer be appointed as a new governor.
Governors noted that:
- Ian would continue to be a governor of the DN Group until 31 July 2018.
 - DN Group is aware of Ian's intention to become a governor of The Sheffield College and did not object to a period of overlap while he completed his duties in respect of his appointment at DN Group.
 - the potential for conflict of interest is acknowledged and Ian will withdraw from discussions where any such conflicts are apparent.
- AGREED** that Governing Body appoints Ian Falconer as a governor of The Sheffield College for a period up to 31 August 2020 in the first instance, which may be renewed for up to a maximum term of eight years.
- ACTION** - Clerk to send letter of appointment and arrange governor induction Clerk 1/3/18
- 18/1/8 Chair of Audit and Risk Assurance Committee**
AGREED to appoint Ian Falconer as Chair of Audit and Risk Assurance Committee until 31 August 2020.
- 18/1/9 Appointment of Chair/Vice Chairs**
- 9.1 Beri Hare moved that Seb Schmoller should withdraw from the meeting this was seconded and approved. Seb Schmoller withdrew and John Timms took over as Chair of the meeting for this part of the meeting.
- 9.2 Governors did not under-estimate the challenge facing the College and the acting CEO & Principal in particular to improve the quality of the College's Education and Training provision

and maintain financial sustainability over the next two years. In this context, it would be prudent for the Corporation to appoint a Chair who understands these challenges and the changes made since September 2018 to clarify strategic priorities and accelerate the pace of quality improvement. For these reasons, Beri Hare nominated that Seb Schmoller be appointed as Chair to lead the Corporation for the next two years because he has a detailed understanding of the FE sector and the College, he has proved himself thorough, committed and scrupulous in his work as a governor since his appointment in 2008. Kathryn Atkin seconded this proposal

- 9.3 Before voting on the proposal, governors acknowledged that Seb had already served as a governor for longer than the normal maximum term of eight years. Governors agreed that a further extension of two years to serve as Chair was justified in the circumstances and there were precedents for such extension, where a governor is asked to undertake a new office.
- 9.4 It was also noted that Seb is a governor of Northern College. It was proposed that Seb be asked to withdraw from the board of Northern College so he may concentrate on the work of the Sheffield College. Governors considered this proposal. They had not seen evidence of substantial conflicts arising between the business of the two boards but they could see the duties of Chair being relatively onerous in the current context. It was therefore agreed that Seb be asked to consider his position as a governor of Northern College to concentrate on the duties of Chair of Governors of the Sheffield College but this should not be a condition of appointment.
- 9.5 **AGREED** that Seb Schmoller be appointed as Chair of Governing Body with immediate effect for the remainder of the 2017/18 college year and a period of up to two years ending 31 July 2020 and that he be asked to consider withdrawing from the board of Northern College.

Seb Schmoller returned to the meeting and accepted appointment as Chair. Governing Body also asked Seb Schmoller to consider relinquishing the role of Northern College Governing Body for the duration of the term of office and to give a response to the Chair of Audit and Risk Assurance Committee.

ACTION - Clerk to seek nominations for appointment of a second Vice Chair

Clerk Feb
2018

18/1/10 Committee memberships

Governors noted that Seb Schmoller would take up ex-officio roles on FE&GP, Search and Remuneration Committees and Governing Body approved the appointment of Anne Wilson to the FE&GP Committee.

Any further appointments would await the report of the Governance Task and Finish Group.

18/1/11 Arrangements for search/election of Chair

Governors **AGREED** that, in principle, conducting a formal search for new governors who may be suitable (and willing)

candidates for appointment to Chair and Vice Chair roles would support effective succession planning and be good practice.

AGREED Governing Body should review this again in Autumn 2018, in the context of the schedule for commencing search for new governors.

18/1/11 Dates of next meetings

Wednesday 14 February 2018, 9.00 - 10.30 am in the Boardroom, City Campus - special meeting to consider the FE Commissioner's Diagnostic Assessment Report; the recommendations of the Governance Task and Finish Group, and any immediate issues arising from an Ofsted Inspection, if this has happened

Monday 5 March 2018 at 8.00 am in the Boardroom, City Campus