

Extraordinary Corporation Meeting

Minutes of the meeting held on Wednesday 5 October 2016

Present: Jo Brownlee, David Cooper, Steward Edwards, Donna Fitzgerald, Alan Foster, Chris Gurevitch, Diana Hoskins, Pat Mould, Diana Palmer, Jon Richardson

1. Apologies for absence

Resolved: Apologies were received from Steve Cook, Stephen Hawkins, Rob Morley and Paul Simpson.

The Chair welcomed the new Governor – Jon Richardson – and thanked him for his contribution up to this point.

2. Declarations of interest

Resolved: There were no declarations of interest.

3. Governance Committee

The Chair noted that following the Governance Committee that took place on Thursday 15 September, some recommendations required consideration prior to the next scheduled Corporation meeting in December.

3(a) Minute 7: Proposal to merge the Search and Governance committees

The Chair outlined the Governance Committee's recommendation to merge the Search and Governance committees and noted that this would streamline governance arrangements in two committees that were already very similar. She noted that membership would be retained by the Governance Committee. Governors were all in agreement that this was much more efficient.

Resolved: The Search and Governance committees will be merged to form the Search and Governance Committee.

3(b) Minute 8: Terms of reference of the Search and Governance Committee

As the Corporation had approved the forming of a Search and Governance Committee, the Chair requested that new terms of reference be approved. She noted that the new terms of reference were points taken from the individual committees and that decisions still require ratification at full Corporation.

Resolved: The terms of reference for the Search and Governance Committee were agreed.

3(c) Minute 6: Appointment to committees

The Chair noted an error in the papers from the Governance Committee: Paul Simpson, as Chair of the Audit Committee, is a member of the Remuneration Committee rather than Steve Cook.

The Chair outlined proposed changes and welcomed any comments on them.

- The membership to Quality & Standards be increased to seven members.
- Diana Palmer and Jon Richardson become members of the Quality & Standards Committee.
- Stephen Hawkins move to the Audit Committee from F&GP.
- Jo Brownlee become a member of Finance & General Purposes.
- Stewart Edwards become a member of the Audit Committee.

It was noted that the Clerk had been in contact with all members affected by the changes, in advance of the meeting, and had discussed any training requirements.

The Chair reminded Governors that anyone interested in filling any committee vacancies and who feel they offer the relevant skills can put their name forward to the Clerk. She also noted that the requirement for every member of the Corporation to be on a Committee had been previously removed, but is a preference.

Resolved: The changes to membership were approved by all Governors and are now as follows:

Audit	Finance & General Purposes	Quality & Standards	Remuneration	Search & Governance
Steve Cook Stewart Edwards Chris Gurevitch Stephen Hawkins Paul Simpson	Jo Brownlee David Cooper Alan Foster Rob Morley Pat Mould	David Cooper Donna Fitzgerald Chris Gurevitch Diana Hoskins Pat Mould Diana Palmer Jon Richardson	<ul style="list-style-type: none"> • Chair • Vice Chair • Committee Chairs 	<ul style="list-style-type: none"> • Chair • Vice Chair • Principal • Committee Chairs

3(d) Minute 17: ABR Committee

The Chair noted that Corporation had previously agreed to form a sub-group who are able to deal with emerging and urgent issues arising from the ABR process. On investigation, the Clerk had noted that it was the advice of Eversheds to form an ABR Committee with terms of reference.

The Chair noted:

- All decisions around the ABR process will need to be made by the full Corporation.
- Where possible, an Extraordinary Corporation meeting will be called. However, where this is not possible, Governors will be asked to vote on decisions by email.
- A 50% response rate was required if voting by email, whereas 40% quoracy is required in meetings.

Resolved: The ABR Committee and its terms of reference were approved.

4. Clerking arrangements

The Chair reminded Governors that the current interim clerking arrangements were due to end on 31 October. She noted that the current Interim Clerk had offered to extend the temporary arrangement for this academic year, providing some stability throughout the ABR process. Governors discussed this and agreed that this was the best arrangement at this time.

Resolved: The current temporary clerking arrangements will continue throughout 2016/17.

5. Any other business

5.1 ABR update

It was agreed that Minute 5.1 should be classified as confidential in accordance with Clause 17 (2) of the Instrument of Government for a period of one year **(SEE SECTION B)**.

6. Date of next meeting

Resolved: 7 December 2016

7. Confidential items

It was agreed that minute 5.1 should be classified as confidential in accordance with Clause 17 (2) of the Instrument of Government and associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders).

8. Date of the next meeting

Resolved: Wednesday 7 December 2016

Action schedule

Minute no	Title	Action by	Action
3.	Governance Committee	Clerk	Update affected documents (e.g. Standing Orders) to reflect the changes to Committee structure and membership.
8	Date of next meeting	Clerk	Organise the next Corporation meeting