

Solihull College and University Centre

## **Minutes of the meeting of the Search and Governance Committee held on Monday 13 March 2023 at 4.00 pm by MS Teams**

**Present** Barbara Hughes [Chair and Chair of Governors]  
Tony Lucas [Joint Vice-Chair of Governors]  
Geraldine Swanton  
Rebecca Gater [Principal and Chief Executive]  
Joan Smith

**In Attendance** Sam Bromwich [Director of Corporate Governance, Risk & Compliance]

### **1 Membership**

**1.1 Apologies for Absence** – no apologies were received

**1.2 Declarations of Interest in relation to this Agenda** - no new declarations of interest were received.

### **2 Minutes of the Meeting held on 26 September 2022 and Matters Arising**

A recap of the previous meeting's actions was given, some of which have been added to the current agenda. The minutes of the meeting held on 26 September 2022 were **agreed** as a correct record and signed by the Chair [*e-signature to be applied*].

The Chair reported that mandatory training is now mainly all completed. There were a few outstanding who have been contacted.

*Joan Smith joined the meeting at this point.*

### **3 Membership Report**

One full-time vacancy had been filled with Ravi Kumar's appointment. Peridot, an external recruitment agency, is working with College to fill the second full-time vacancy. A review of the board's overall membership will then indicate any further recruitment. The February 2023 Corporation had ratified Chloe Simm's appointment as HE Student Governor, since which time she has resigned due to her other significant commitments. Next steps for the recruitment of an HE Student Governor may consider those at the earlier stages of their study programmes, talking to Student Services and possibly to a current board member who may be able to draw on previous service as a Student Governor, as well as to the current FE Student Governor, for 'strategies' to encourage candidates for the role.

**Q Are there any "exit-interview" opportunities for Student Governors leaving their role, as it would be useful to get their views? The language and terminology of governance can be quite daunting and takes a long time for familiarisation, so perhaps work can be done on this?**

**A** Agreed.

**Q A number of terms of office held by individual Governors has not been added to the Membership Report. Is this to be updated?**

**A** There were discrepancies on BoardEffect of some Governor terms-of-office and this needs to be worked on within the governance team. **Action** Two Governors are completing terms

during 2023, Paul Assinder [December 2023] and Tony Lucas [April 2023] while Geraldine Swanton completes two terms of office by December 2023 and takes that opportunity to 'retire'. External member of the Audit Committee, Tony Worth, is also due to complete another term by July 2023. The Director of Corporate Governance and Chair of Governors will work on succession planning and approaches to retain valuable members of the board. **Action**

#### **4 Attendance Autumn Term 2022 – verbal update**

The Director of Corporate Governance reported that the attendance monitoring process needs to be worked on within the governance team and was she will ensure an update is sent to Committee Members post-meeting. **Action**

#### **5 Self-Assessment Process for 2023**

The summary report detailed processes and progress against actions to-date all of which contribute to the whole College SAR [Self Assessment Report], published annually in December. In the report's appendix, the Chair had summarised Governor feedback on the 2022 self-assessment, identifying key issues such as 'meeting local needs', 'inclusivity' and 'Governor contribution'. The Chair then outlined self-assessment plans for the current year and some new requirements and opportunities that will usefully feed into the annual self-assessment practice, notably:

- **External Board Review**
- **Consultation on AoC's revised Code of Good Governance** [Item 6]

Governors' thoughts on the self-assessment process were invited. The more rationalised self-assessment questionnaire used in 2022 was welcomed and the Chair noted the intent to keep reviewing the criteria used, while taking account of current sector and compliance issues.

Further discussion followed on the recognition by Governors of the 'portal' – and it was reported that the Vice Principal Quality & Curriculum was working to ensure the accuracy and timeliness of data on that portal, which aimed to encourage greater use of that resource by Governors.

#### **6 Code of Good Governance Update on Action Plan**

The Director of Corporate Governance screen-shared the draft AoC Code, noting that the colour-coded highlighting and text had been applied before she took up her post, but that the yellow highlighting generally showed changes [with green denoting compliance]. Appendix 1 – Action Plan Progress Report detailed the ten areas against which College's progress is logged, such as 'Strategy & Leadership', 'Collective Accountability', 'Teaching & Learning' and 'Effective governance structures / review of governance performance'.

The Chair reported that feedback from the consultation phase that the code was too detailed and prescriptive had led to its planned simplification, focusing on six principles, but that the opportunity for governors to take part in AoC's consultation had been welcomed. A link to the online form for the consultation had been emailed by Anne to all Governors on 08 March 2023, so all were encouraged to complete the questionnaire to assist AoC in developing this important guidance for the sector.

#### **Q Should input to the Action Plan Progress Report be paused until the simplified Code is available?**

**A** No – it is the board's duty to make progress on that Action Plan, so that will continue. **Action**

Discussion about publication of the annual report and accounts confirmed that College is compliant and annually uploads the Members' Report to the website once signed by the Principal, Chair and External Auditors. The Principal reported plans going forward to provide updates each January and July on progress against the Strategic Plan, and in the structure

and format of the Strategic Plan to emphasis their 'relationship'. The first update will be produced for July 2023. **Action.** There was discussion around whether evidence was needed to show the College publish the Annual Report of the Audit Committee. The Director of Corporate Governance agreed to review this and also agreed to include the intention to publish the twice-yearly updates on progress with the Strategic Plan. **Action**

**Q Is reliance on Ofsted Inspections sufficient 'regular external validation of internal observations of the quality of teaching and learning'? [point 4 of the Action Plan Progress Report].**

A At the last Inspection, College had disagreed with that requirement, as investing in external validation of their observation scheme is not something historically done by colleges. It was noted that some colleges might buy-in external services but the added value of doing this needed to be considered.

**Q Could pairing-up with another college and share best practice?**

A College already shares best practice in the sector and every college has its own strategies which are different so it is difficult to compare. In recent years, peer-assessment was promoted in the sector, and also networking and the sharing of good teaching practice.

The Chair asked that any further comments or questions from Governors on the Action Plan Progress Report be sent to the Director of Corporate Governance.

## **7 External Board Review – verbal feedback**

The Chair summarised progress to-date on this review, which was noted to be a requirement under the new Skills Act. The Director of Corporate Governance gave an update:

- A reviewer [Heather Cross] has been identified to work with College on its External Board Review [EBR]
- Governors have been sent an EBR questionnaire [directly from AoC on 10 March 2023] and some members have already completed this.
- One-to-one interviews in May for each Governor with the reviewer, Heather Cross, will be confirmed and set up in the coming weeks.
- Heather Cross will observe the May Corporation meeting at Stratford – and had also observed the recent Audit Committee meeting on 07 March 2023. The final EBR report will be presented by Heather Cross at the 05 July Corporation meeting.

## **8 Governor Induction Plan**

The Director of Corporate Governance reported that updates to the standard induction plan have been made to reflect the changes in EMT and the plan is underway for the most recently-recruited Governor and the current FE Student Governor. The planned series of three briefing sessions for all Governors taking place in March, April and May 2023, also forms part of the induction. The three mandatory training courses required of all Governors completes the plan – along with any additional opportunities identified, such as those offered by EfF [Education and Training Foundation].

## **9 Review of Principal – feedback**

The Principal was invited to feedback on her review in November 2022 with the Chair and Joint Vice-Chairs. She noted that the new Strategic Plan had been very useful for reviewing targets for EMT members and that she could now focus on her own priorities and targets as Principal. The Development Programme for new Principals due to start recently was postponed due to low numbers, but will run again in 2024 – and meanwhile the Principal is receiving mentoring and has taken other CPD opportunities. She welcomed the levels of support in place for her, especially from Governors, EMT colleagues and the wider staff. The Chair emphasised the

value of the more formal review process, but noted that she and the Principal enjoyed regular contact.

**10 Proposal for Cycle of Business 2023-2024 [CoB] / Meetings – verbal update**

The Director of Corporate Governance reported that she is reviewing the cycle of business in detail and invited comments and thoughts from Governors to ensure that the right number of meetings takes place with appropriate agendas. The new CoB aimed to reduce papers and any unnecessary reports that were simply based on ones presented in previous years - and to take account of the impact of External Board Review and other key areas of focus. Future Corporation agendas will now link directly to the Strategic Plan Ambitions. The Chair observed the busy nature of the first term of the academic year for staff and Governors but noted that it was the necessary driver to fulfill many requirements – and she commended the commitment of colleagues in attending Special Interest Groups which were additional to the committee 'structure'.

**Q Are there a required number of Corporation meetings in any one year?**

A This is being reviewed but it is necessary to ensure that deadlines are met and agreements made at certain times of the year, which impacts the timing and number of Corporation [and other Committee] meetings.

**Q As a quasi-Carver-model board, there appears to be little room for avoiding lots of meetings. Do the Special Interest Groups [SiGs] have any delegated powers?**

A No – but they provide a deeper-dive basis into areas, which is then reported back to Corporation. Occasionally a SiG has been asked to frame a recommendation to Corporation for further consideration, as with the Property SiG. Chairs Actions have also been used.

The Director of Corporate Governance felt that the addition of more discussion items along with presentations from curriculum areas had been useful. With reference to the new grouping of Corporation agenda items under Strategic Plan Ambitions, the Principal felt that any area that did not essentially fit, would question its place on an agenda. The Chair asked that any further comments or questions from Governors on the Cycle of Business and planning of meetings Report be sent to the Director of Corporate Governance and felt that the External Board Review would also suggest further ideas for improvement.

**11 Governance Equality Summary Update Report**

The summary report and governance EDI [equality, diversity and inclusivity] data was received for information. The Chair reiterated the aim to increase the board's diversity.

**Q Can you remind the meeting how the governance EDI profile fits in terms of the student profile?**

A There needs to be more representation amongst the governing body to better reflect the diversity of students. One of the aims of the upcoming Peridot-led recruitment of new Governors is to increase Governors from BAME groups. Brief discussion followed about some of the categories comprising the data and commitment voiced again to achieving greater board diversity and through the Peridot process the Search and Governance committee will be presented with the details of proposed candidates.

**12 Any other Business** – there was no further business.

**Date of the next meeting** – to take place during the Autumn Term: further details to be confirmed.

*The meeting closed at 5.00 pm*

Barbara Hughes

Signed

Date 03/10/2023