

Solihull College and University Centre

Minutes of the meeting of the Search and Governance Committee held on Tuesday 3rd October 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

In Attendance Sam Bromwich [Director of Corporate Governance, Risk & Compliance],
Tina Taylor [Senior Governance Officer]

Apologies Christine Abbott, Rebecca Gater [Principal and Chief Executive]

1 Committee Membership

1.1 Apologies for Absence

Apologies were received and accepted for Christine Abbott and Rebecca Gater.

1.2 Declarations of Interest in relation to this Agenda

There were no new declarations of interest received.

2 Minutes of the Meeting held on 13th March 2023 and Matters Arising

The minutes of the meeting held on 13th March 2023 were **agreed** as a true record.

The Matters Arising report was received and discussed. Actions were reviewed and updated. The Director of Corporate Governance, Risk & Compliance confirmed she would update the actions list to summarise the updates.

3 Membership Report

3.1 Membership

The Search and Governance committee received the summary report and were asked to consider the contents of the Membership Report. The Director of Corporate Governance, Risk & Compliance confirmed the report included the membership update, details of Link Governors, the Special Interest Groups (SiG) and Financial Oversight Group (FoG).

There were 2 confirmed governor vacancies: 1 x Full Member and 1 x External Member on Audit & Risk Committee.

Scott Beasley (SB) resigned effective September 2023 due to personal commitments. The Chair invited SB to return to the Corporation in the future should his circumstances change and that he was welcome to attend the Corporation dinner in December.

Geraldine Swanton's term of office ends in December 2023; the vacancy was filled by the appointment of Mehreen Mirza in August. A review of the skills audit linked to succession planning will take place to fill additional vacancies.

The Search and Governance committee were asked to recommend to the Corporation the appointment of Michael Burnett (MB) as an external member of the Audit Committee. The Chair, the Principal and CEO and the Director of Corporate Governance, Risk and Compliance met with MB and were happy to put forward the recommendation. The Chair confirmed the college advisers confirmed there were no conflicts of interest relating to his CV and the Post-16 audit code of practice.

With there being no further questions, the Search & Governance committee **approved** the recommendation to the Corporation the appointment of Michael Burnett for 12 months.

Paul Assinder completes his first term of office in December 2023 and has agreed to continue for a full term. A recommendation will be put forward to the Corporation to extend it for a further 3 years.

Ravi Kumar successfully completed his first-year term of office which ends November 2023. A review meeting is planned with the intention of a recommendation to be put forward to the Corporation to extend it for a further 4 years by November 2027.

Tony Worth completed his second term of office in July 2023. It was agreed to continue his term of office for a third term until July 2027 due to special circumstances and the independent expertise he offers.

Tasleem Chaudary will be appointed as the Safeguarding Lead Governor effective January 2024 which replaces Geraldine Swanton.

3.2 Audit Committee external appointment

Discussed under item 3.1.

3.3 Confirmation of membership of Search and Governance Committee

The Director of Corporate Governance, Risk & Compliance confirmed that following the end of term of office for Geraldine Swanton, the skills audit and succession planning will enable the governance team to identify gaps and review a replacement for the committee.

3.4 Linked Governors

Discussed under item 3.1.

4 Register of Interests for Governors and Members of EMT

A copy of the Register of Interests for Governors and members of EMT was received. The Senior Governance Officer provided an update on the number of outstanding forms and where the information is held. It was proposed that the register did not need to be submitted for approval to future S&G committee meeting and was in line with the committee's terms of reference. It was **agreed** any concerns relating to outstanding forms should be brought to the Chair of Governors attention and an updated register uploaded to the college's website on an annual basis.

5 **Search and Governance Annual Assurance Report**

The report provided assurance to governors on the conduct and impact of the Search & Governance committee that it met the terms of reference in the Instruments and Articles of Governance.

A governor asked whether external members were required to complete external training.

Discussions took place about whether training was required. Following in-depth discussions, it was confirmed that as external members did not attend Corporation meetings and were not required to attend the college in person that it was not a requirement to complete the same training as full Corporation members. The Chair confirmed she met with the external member regarding his training history and was satisfied relevant training had been met. It was agreed a copy of his employment training record would be requested to ensure Corporation were able to offer assurance and manage risk. **ACTION**

The Director of Corporate Governance, Risk & Compliance confirmed the Association of Colleges soft launched the revised Code of Governance and have asked the sector to work towards using it alongside the code that is currently being adopted by the Corporation. The revised code should be officially adopted in Autumn 2024. It was noted that the revised AoC Code of Good Governance would also be linked to the Financial Statements.

Following a comment from a governor regarding external validation within the Code of Good Governance, the Chair confirmed it was removed from the revised version. A copy of the revised code would be uploaded to BoardEffect for information. **ACTION**.

6 **External Board Review Action Plan**

The Director of Governance Risk & Compliance presented the External Board Review Action Plan. A detailed explanation was given outlining the actions within the proposed plan and its areas of development.

Following a question from a governor regarding the introduction of the principal's update report at Corporation meetings, the Director of Governance Risk & Compliance confirmed the Executive Membership Team (EMT) were fully in support of the introduction of the report. They were able to see the benefit of how it would reduce the number of reports from EMT and that it linked into the college's strategic objectives and KPI's.

With there being no further questions, the External Board Review Action Plan was **approved**.

Skills Audit

The Senior Governance Officer confirmed the Skills Audit 2023/2024 was being revised to ensure that the skills, knowledge and expertise and experience of Governors aligned with the key responsibilities of the Corporation as set out in the Articles of Government and the Code of Good Governance.

The governance team were in the process of reviewing the current Code of Good Governance Action Plan to link it to an updated Skills Audit. A draft copy of the proposed Skills Audit will be circulated to S&G once we have reviewed it and updated the skills audit to include it. **ACTION**

7 **Equality, Diversity & Inclusivity Summary**

The Senior Governance Officer presented the paper which provided an EDI update and information regarding the ESFA FE Workforce Governor Data Collection 2022-2023 which was due in January 2024.

Due to the timings of the meeting and the appointment of the Senior Governance Officer, the governance team were unable to circulate an EDI survey for Governors to complete. It was

confirmed the DOB presented in the EDI report was taken from the previous reports which were submitted to the Search & Governance committee in March 2023 however all other information was up to date. A revised EDI questionnaire will be submitted to Governors in the Autumn term for completion. **ACTION**

8 Self-Assessment Update

The Self-Assessment update was shared prior to the meeting, the Chair confirmed the purpose of the report was to provide an annual update on Governor's feedback for 2022/2023 to be used to inform the College's annual self-assessment report and Governor's action plan for 2023/24.

The feedback received was positive, noting good process had been made.

A copy of the Proposed Objectives for 2023/24 was shared with governors and outlined by the Chair.

9 Cycle of Business for 2023/24

The Cycle of Business (CoB) for 2023/24 was presented which highlighted key updates. The CoB was **noted** by the committee.

10 Attendance Report 2022/23

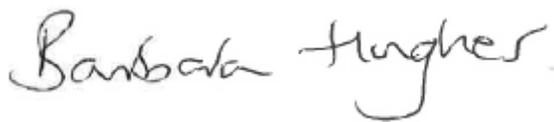
The Attendance Report for 2022/23 was presented and **noted**.

11 Search and Governance Dates for 2023/24

Date of the next meeting:

- Monday 22nd April 2024 on Teams

The meeting closed at 5.10pm



Signed:

Dated: 22/04/2024