

MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON WEDNESDAY 26th SEPTEMBER 2018

PRESENT: John Bolt (Chair)
Geraldine Swanton
John Callaghan (Principal)

IN ATTENDANCE: Theresa Lynch (Clerk)

1. 1.1 Apologies for Absence

Apologies for absence were received from Joan Smith.

1.2 Declarations of Interest

The Chair explained that he had been involved in the AOC meeting that finalised the Senior Staff Remuneration Code prior to consultation.

2. Minutes of the Meeting held on 17th January 2018

The minutes of the meeting held on 17th January 2018 were **agreed** as a correct record and signed by the Chair.

3. Matters Arising

3.1 Stakeholder engagement – it was noted that stakeholder engagement (item 5) would be considered during the discussion about the 2018 self-assessment process outcomes.

4. Membership Report

The Chair presented the report and discussion took place regarding attendance data for the Corporation. The overall % for 2017/18 had reduced compared to 2016/17 from 82% to 67%. It was noted that a number of the poor attenders had now left the Corporation and the Clerk that without the poor-attenders data attendance would be 80% for 2017/18. The Chair expressed disappointment in the fall of attendance by some members and re-iterated the need for commitment to the role and good attendance by all members. Contribution in meetings was discussed and it was noted that all governors needed to take part in the discussions. Structure of the meetings was considered to ensure that it fostered discussion and it was noted that agenda's and the reporting approach did not always promote discussion. Reporting would be reviewed to make reports more directed to governors' requirements and to encourage discussion, rather than EMT presenting information to governors. **ACTION.** It was also suggested that it should be assumed that all governors have read the reports circulated before the meeting and that they should not, therefore, be re-visited in the meeting, except to underpin the discussion.

The Clerk explained that Eric Wiles had agreed to extend his term of office to the full 4 year period from his date of appointment with Stratford upon Avon College (April 2016). His contribution and expertise since his transfer to Solihull College and University Centre had been very good, so it is suggested that his term of office be extended to April 2020.

It was noted that Badri Gargeshnari, external member of the Audit Committee, had been appointed for one year in the first instance. His current term of office would end in March 2019. It was suggested that he be invited to remain as an external member of the Audit Committee for the

full 4 year term of office, which therefore would end in March 2022.

The Clerk explained that Sue Strawford had been unwell for the summer term and it was suggested that a leave of absence be granted retrospectively.

Membership of the Remuneration Committee was discussed and it was noted that there was one full Corporation member vacancy and an external member vacancy. Consideration was given to governors with the skills and experience that would be useful on the Committee, but it was suggested that appointment for the full member role be considered at a future meeting. The Clerk explained that Kate Whiting had provided her CV in relation to the external member role on the Committee. She had extensive HR experience, particularly in the FE sector, so it was suggested that, subject to the Principal and Chair meeting her, she be appointed for a one year term of office as an external member of the Remuneration Committee.

It was noted that there were currently two vacancies on the Corporation. One was for a Student Governor and the appointment process was currently underway.

Applications had been received from two people who were interested in joining the Corporation and it was noted that external members are sometimes invited onto the Corporation following their initial year appointment. It was therefore suggested that the Chair and Principal meet the potential new governors and feedback to the next meeting of the Committee. **ACTION.**

RESOLVED to recommend to the Corporation:

Re-appointment of **Eric Wiles** to April 2020 as a member of the Corporation and Audit Committee;

Leave of Absence for **Sue Strawford** from 1st April to 31st August 2018;

Appoint **Kate Whiting** as an external member of the Remuneration Committee, for a one year term of office from 1st November 2018 to 31st October 2019, in the first instance and subject to her meeting the Chair and Principal.

5. Self-Assessment Final Report

5.1 Self-Assessment Responses and Report

The Clerk presented the final self-assessment report and explained that the key areas for considered were:

- Stakeholder involvement – this would be incorporated in the cycle of business as a briefing for governors to explain the extensive stakeholder engagement that the College currently undertakes and for further discussion regarding the role of governors. Discussion took place regarding the previous consideration of having a governor-led stakeholder event, but it was felt that without a clear focus for engagement, a dinner or similar event, did not necessarily have markedly strong outcomes. It was noted that stakeholders were invited to the College graduation ceremony and that this was a good opportunity for governors' to meet with and engagement with a range of key stakeholders;
- Curriculum development – it was noted that this had also been raised through the skills audit and training needs analysis process. Discussion took place regarding what a governor's role actually was in relation to curriculum development and how they could influence curriculum in relation to local and national skills needs. The Principal explained that curriculum planning and development was discussed with governors regularly, but that it was not necessarily articulated as 'curriculum development'. Governors' development days were necessarily underpinned by the local, regional and national agenda and this

provided governors with a good basis for understanding and commenting on development of certain areas in the College;

- Diversity – see 5.2 below.
- College strengths and weaknesses – it was noted that strengths and weaknesses are shown on the QIP and on the dashboard and governors did receive quite a lot of information about the College's strengths and weaknesses, but that the dashboard could be improved to show this more clearly.
- Dashboard and QIP – it was noted that there would be a Dashboard Expert Group meeting to consider improvements, particularly in relation to quality and standards measures. The Chair explained that he had viewed the Manager's Dashboard and the level of information provided a good indicator of how faculties and schools were performing in terms of a number of key measures. It would also be useful if achievement data could be incorporated to the dashboard, showing national comparators, as well as, year on year data.

It was noted that the QIP was a useful document, but could be detailed and extensive. Some governors had had a meeting with the Vice Principal Curriculum and Quality to have an induction session with regarding to the QIP, but there could also be a summary page to clearly identify the key areas for improvement to aid governors in their oversight of performance.

5.2 Profile of Governors and addressing diversity on the Corporation

The Clerk explained that this had been an issue for the College for some time and although diversity had improved in terms of gender and to some extent in terms of ethnicity, disability remained an unrepresented group on the Corporation. Action had been taken in previous advertising campaigns, but access to networks with people with the required skills and experience had proved difficult. The last appointment process had been supported by the Solihull Chamber of Commerce and had improved diversity in terms of gender and ethnicity. The Clerk explained that she had received information from an organisation called the Governance Forum, who supported companies and organisation to access networks of young BME professionals. The current cost was £1,500 +VAT per annum. Discussion took place and it was noted that currently there was only one vacancy on the Corporation and of the three applicants, 2 were BME, so it may not be appropriate to purchase these services now, but that the Governance Forum could be invited to speak to governors at a later date when a larger recruitment campaign was being considered.

6. Skills Audit and Training Needs Analysis

The Chair and Clerk presented the initial outcome for the skills audit and training needs analysis, It was noted that a couple of governors had not completed the audit and it was not therefore fully accurate, but also that there was some data that needed to be re-visited for the next meeting. **ACTION.**

The Chair explained that the ETF was developing a governors' training programme that would be piloted later in 2018/19. It comprised of governor development modules and a leading the board programme. Information would be circulated to governors as appropriate.

7. Register of Interests

The contents of the Register of Interest were received for information.

8. Student Governor Appointment Process

The Clerk explained that the draft documentation to support the Student Governor Appointment process had been produced and would be advertised shortly to attract students with a deadline of 7th November and interviews on 15th November 2018. Governors would be invited to take part in the interviews. **ACTION.**

9. Public Benefit Statement and Corporate Governance Statement for the Members' Report

The Clerk presented the Public Benefit Statement and Corporate Governance Statement that formed part of the annual Members' Report and noted that the Public Benefit Statement needed to be updated to incorporate Stratford and Warwickshire in terms of the communities served and to be reviewed to ensure it was still appropriate. It was suggested that the following be amended:

- *'respond to local, regional and national priorities to provide appropriate vocational training for the continued economic development of Solihull, the West Midlands and beyond;'*

The Clerk explained that the Corporate Governance Statement was adequate and met auditors requirements in terms of reflecting the contents of the Casterbridge model used by most FE colleges, however, due to the more explicit conditions of the Office for Students application it may be useful to review the statement and governance documentation to acknowledge and reflect the HE Code of Governance and related documentation and to ensure that governance at the College is in line with Office for Students obligations.

RESOLVED to recommend to the Corporation approval of the Public Benefit Statement and Corporate Governance Statement.

10. Eligibility Statement for Governors and OfS Fit and Proper Person

The Clerk presented the revised eligibility statement that reflected the Office for Students expectations regarding 'fit and proper person' requirements. She explained that there had been an expansion of criteria under changes to the automatic disqualifications for charity trustees that came into force on 1st August 2018. These were now incorporated in the eligibility statement. Further, it was noted that the Clerk would now undertake the following reviews for all new members:

- The Charity Commission – disqualifications, the register of all persons removed as a charity trustee
- Insolvency Service - Individual Insolvency Register
- Companies House - Register of disqualified directors.

RESOLVED to recommend to the Corporation approval of the amended Eligibility Statement, as set out.

11. Senior Staff Remuneration Code – consultation

The Clerk presented the new AOC Senior Staff Remuneration Code for FE colleges and discussion took place. It was noted that the College was largely compliant with the contents of the Code, but that it would be useful to have a joint meeting of the Remuneration Committee and Search and Governance Committee to develop a College response to the consultation process that would end on 23rd November 2018. **ACTION.**

12. Date of the Next Meeting

The next meeting would be scheduled in due course.

J. R. B. U.

Signed: _____

Date: 01 April 2019 _____