

## MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON MONDAY 1<sup>st</sup> APRIL 2019

**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 Meetings held on 26<sup>th</sup> September and 24<sup>th</sup> October 2018

The minutes of the meeting held on 26<sup>th</sup> September and 24<sup>th</sup> October 2018 were agreed as a correct record and signed by the Chair.

### 3. Matters Arising

There were no matters arising.

### 4. Membership Report

The Chair presented the report and discussion took place regarding skills gaps and Corporation and Audit Committee vacancies. It was noted that there was one full Corporation member vacancy and one external member vacancy on the Audit Committee. It was noted that Paul Assinder was an external member on the Corporation and that given his engagement and contribution to date he be invited to become a full member of the Corporation. This would mean that there would be an external member vacancy on the Corporation. **ACTION.**

The skills audit was reviewed and it was noted that there were a number of governors with business, finance and audit skills, but that there was a need to identify a governor with interest in finance. It was noted that there was a gap relating to education and that with Ofsted being a priority for the future and the importance of HE and the OfS it would be appropriate to consider appointing a governor with an educational background.

The Chair explained that there had been five expressions of interest to become governors at the College. Four people had had meetings with the Principal and Chair and one had been unable to come into College. The following expressions of interest were received:

**Dr Peter Bebbington** - emailed the governance email account in December 2018. He met with the Chair and Principal on 12<sup>th</sup> March 2019. Trained as a Chemist and a member of the Royal Society of Chemistry. Academic and administrative experience in universities and colleges (including University of Keele, The Open University and Madeley College of Education), as well as, experience as a school governor. He has also worked in large businesses as a Research Scientist, including Shell and Bristol Myers Pharmaceuticals.

**Michael Edwards** – made contact via Pat Knauff (and ex-SUAC governor Tony Bird). He met with the Chair and Principal on 12<sup>th</sup> March 2019. Extensive business experience as managing

director of a number of businesses during his career. Also has experience of Professional Standards Committee with Warwickshire Police, as well as, other non-executive roles. Mike lives in the Stratford upon Avon area.

**Tony Lucas** - emailed the governance email account in December 2018. He met with the Chair and Principal on 11<sup>th</sup> March 2019. He has a financial background, having worked as a bank manager for over 20 years. He has also been a governor at Dudley College between 2006 and 2012, acting as Chair of the Finance and Audit Committees. Tony lives in the Solihull area.

**Jenni Ord** - emailed John Callaghan in March 2019. She met with the Chair, Principal and Clerk on 1<sup>st</sup> April 2019. Career at management level in the civil service in a range of services, including Benefits Agency, The Pension Service and the Highways Agency. Also, had a range of non-executive roles in the NHS and at Stourbridge College and BMet College (2008 to 2017) as chair of a number of committees

All prospective governors brought a wealth of experience and expertise that would further enhance the Corporation membership, however, it was necessary to address the current skills gaps, given there were only 2 vacancies available. It is suggested that prospective governors that could not be appointed at this stage be invited to remain on the waiting list until another vacancy arises.

**Manjit Marva** – made contact via Stevie Gray in October 2018. No CV has been supplied and it has been very difficult to find a convenient time for him to meet with the Chair and Principal.

The Clerk confirmed that checks had been carried out for all prospective governors in relation to the director disqualification register held by the Charity Commission and at Companies House regarding previous business interests and insolvencies – there were no issues raised for those that had expressed an interest.

**RESOLVED** to recommend to the Corporation:

Amendment of Paul Assinder's appointment from external member of the Corporation to full member of the Corporation with immediate effect meaning his term of office will now change to a four year term ending in December 2023;

Appointment of Dr Peter Bebbington as an external member of the Corporation, for a one year term of office, in the first instance, from 1<sup>st</sup> May 2019 to 30<sup>th</sup> April 2020.

Appointment of Tony Lucas as an external member of the Audit Committee for a four year term of office with effect from 1<sup>st</sup> May 2019 to 30<sup>th</sup> April 2023.

## 5. Skills Audit

The Skills Audit was used to inform the recommended appointments in item 5 above. It was also suggested that, although the skills audit was normally conducted bi-annually, it would be useful for the Chair and Clerk to re-visit it over the summer 2019, particularly given the changes in membership. **ACTION.**

Discussion took place regarding governor appraisal and the Chair explained that he had recently encountered a peer-appraisal scheme for governors that provided an opportunity for two governors to be matched, meet and discuss college governance and feedback any comments, concerns or improvements. It was suggested that this could take place on a development day and would be a good way of governors getting to know each other a little more and having conversations about governance arrangements at the College. A pro-forma would be provided to

provide structure for the conversation and to provide feedback for collation.

## 6. Review of Governance Structure

Discussion took place and it was noted that the Carver-type model adopted by the College worked well in many ways, however, agenda's tended to be long and the Chair was concerned as to whether all governors had an opportunity to contribute. Consideration was given to the possibility of having more meetings, however, it was noted that preparation for the current number of meetings was considerable for officers. It was suggested that content and number of papers could be reviewed, as well as, the cycle of business and number of meetings during the year. Having a committee structure was discussed and it was noted this too had advantages and disadvantages. It was noted that the number of members on the Corporation had risen in the last year and this could have had an impact on governors' ability to contribute in meetings. The Clerk confirmed that she would produce a plan for reducing overall Corporation member numbers to 16, which was the number prior to merger in February 2019. **ACTION.**

It was noted that the HE agenda in relation to an academic board could impact on the structure and the need to ensure adequate discussion about quality in preparation for Ofsted would need to be considered. Continued discussion would take place during summer 2019 as further information became available regarding the OfS and quality reporting for 2019/20.

## 7. DBS and New Governors

The Clerk explained that there were times when it took a long time to complete all the membership procedures for governors upon appointment. She requested that the Committee consider applying a requirement that governors must complete the induction and membership prior to undertaking their role as a governors'. It was suggested that all new governors be informed that there was a requirement that they complete all membership processes as soon as possible upon appointment. With a further requirement that if these were not complete, particularly submission of the DBS application and presentation of the DBS certificate, that their membership would be suspended after 2 meetings.

There were currently 2 members that had not completed the DBS process, having been governors for some time, and it was suggested that their membership be suspended until the DBS certificate was received. **ACTION.**

## 8. Date of the Next Meeting

The next meeting would be scheduled in due course.

Signed: B. A. Anglin

Date: 16 Sept 2019.

