

## **Solihull College and University Centre**

### **Minutes of the Meeting of the Search and Governance Committee held on Wednesday 24 March 2021**

**Present** Barbara Hughes (Chair)  
John Callaghan (Principal) (joined at item 6)  
Joan Smith  
Geraldine Swanton

**In Attendance** Theresa Lynch (Clerk)

#### **1.1 Apologies for Absence**

There were no apologies for absence.

#### **1.2 Declarations of Interest**

There were no new declarations of interest.

### **2. Minutes of the Meeting held on 4<sup>th</sup> November 2020 and Matters Arising**

The minutes of the meeting held on 4<sup>th</sup> November 2020 were **agreed** as a correct record and signed by the Chair. The Chair noted that the date of next meeting on the minutes was inaccurate – this would be corrected.

#### **Matters Arising:**

##### **2.1 DBS for New Governors**

The Clerk noted that Governors appointed on 1<sup>st</sup> December 2020 and the Student Governor that had turned 18 in the Autumn Term had all completed the DBS process.

##### **2.2 Register of Interests**

The Clerk noted that the annual register of interest process was still to be completed for 2021.

### **3. Membership Report**

The Clerk presented the Membership Report and noted:

- It was suggested that Stan Baldwin be invited to remain on the Corporation for a further extended term of office to August 2022. The Standing Orders allowed an extension after 2 terms of office (8 years) of 1 year, in exceptional circumstances. It was felt that there were a number of new governors and given the recent crisis with COVID-19 that element of stability from a governor that has been with the College for 8 years would be good for the College.
- Paul Large had tendered his resignation in a letter dated 14<sup>th</sup> December 2020 and had indicated that he would leave on 31<sup>st</sup> March 2021. The Committee wanted to thank Paul for his commitment and contribution to the College since joining the Corporation in 2016. Paul's resignation would leave a vacancy as a full Governor on the Corporation, as well as, a full Corporation member role on the Audit Committee.

- Discussion took place regarding the full governor vacancy on the Corporation and it was noted that Neil Ladwa was currently an external member of the Corporation. Further, Harrison Thompson (external member of the Audit Committee) had expressed an interest in becoming a full governor. It was suggested that the full governor role on Corporation be offered to Neil Ladwa and the external member role on Corporation be offered to Harrison Thompson. It was noted that as new governors their initial term of office was to 30<sup>th</sup> November 2021 and the change of roles would maintain this term and this would be reviewed early in the Autumn term. This would leave an external member of the Audit Committee vacancy and it was suggested that the applicants for the external member role of the Remuneration Committee could be considered as they did have experience and skills that would be relevant.
- Full Governor roles on Audit Committee and Search and Governance Committee – the Clerk had asked Corporation members for interest in these roles. Tony Lucas and Sarah Horton-Walsh had indicated an interest in being members of the Audit Committee and Tony Lucas and Stan Baldwin had both expressed an interest in the Search and Governance Committee. The Committee appreciated the interest shown in the 2 roles and discussion took place. It was suggested that as a new governor it would be good experience for Sarah Horton-Walsh to be involved with the Audit Committee and as the Committee had strong financial expertise already her wider education experience would enhance the skills and reflect, to some extent, those that Paul Large had added. It was felt that Tony Lucas would bring broad skills and expertise to the Search and Governance Committee in terms of recruiting governors, but also in terms of developing and monitoring the Corporation’s governance structure and processes. Stan was thanked for his interest, but it was felt that he already contributed well in terms of being the Chair of the Remuneration Committee and being active in a range of special interest groups and activities.

**Resolved** to recommend to the Corporation:

- Extension of **Stan Baldwin’s** term of office to 31<sup>st</sup> August 2022;
- Appoint **Sarah Horton-Walsh** to the Audit Committee with effect from 1<sup>st</sup> April 2021;
- Appoint **Tony Lucas** to the Search and Governance Committee with effect from 1<sup>st</sup> April 2021.
- Appoint **Neil Ladwa** as a full Governor of the Corporation to end of his initial term of office 30<sup>th</sup> November 2021; and
- Appoint **Harrison Thompson** as an external member of the Corporation to the end of his initial term of office 30<sup>th</sup> November 2021.

#### **4. External Member of the Remuneration Committee**

The Chair presented the applications that had been received in relation to the external member of the Remuneration Committee. It was noted that there were 6 applicants and the majority had submitted generic CVs without a covering letter, so had not indicated their interest in this specific role, which would have been helpful. Consideration was given to the recruitment material and it was suggested that a covering letter be specifically requested to demonstrate interest and skills in relation to the role in future.

**Action.** The Committee were disappointed that some of the applicants had seemed to simply submit their general CV, rather than demonstrate their reason for applying and the skills and experience they felt they could bring.

Detailed discussion took place regarding each applicant:

**Amirun Nehar** – good experience with regard to risk and governance, but also in terms of banking. She was also a governor in a school. She mentioned diversity throughout her application and brought interesting perspective in relation to Islamic finance and banking in relation to the governor role, but also in relation to the business curriculum at the College.

**Anne Potter** – good statutory education experience and knowledge, however, were unsure whether her experience linked to the role being considered. Detailed discussion took place regarding having schools

experience and it was noted that this was a gap on the Corporation, so it may be interesting to meet her with a view to a later vacancy.

Candidate 1 – had extensive and a range of experience but did seem to have lived for a long time overseas. It wasn't clear what skills he would bring to the Corporation and, as he had not provided a covering letter; his interest in the role and the College was unclear.

Candidate 2 – discussion took place and it was noted that he had NHS and IT experience that could be useful for the Audit Committee.

Candidate 3 – it was noted that his experience was very similar to Lisa Jones on the Corporation and therefore did not have new skills to bring to the Committee.

Candidate 4 – whilst there was a lot of sector experience and a knowledge of teaching and learning, there was limited senior management and strategic perspective.

It was suggested that the Chair, Principal and Clerk meet with the following applicants:

- Amirun Nehar
- Anne Potter; and
- Hasan Zaidi

## **5. Compliance, Value for Money and Risk Special Interest Group**

The Clerk presented the notes of the Special Interest Group and the updated report. She noted that the Group had considered the terms of reference of the Financial Oversight Group and suggested some amendments that had been included in the revised version, however, she noted that it had been suggested to add 'that the Group would consider any other matters requiring detailed consideration' and this had not been included. This was due to the need to be very specific about the remit of the Group to avoid it becoming either a de facto Finance SIG or Finance Committee, Where other matters required detailed consideration this would be addressed in a task and finish Finance SIG relating to that specific matter. It was noted that it was different to a committee in that it had no delegated powers, was a forum for discussion only, allowed and encouraged all members, including non-finance specialists on the Corporation to attend and was confined to very specific task. The Chair expressed the importance of collective responsibility and ensuring that all governors engage with the full remit of responsibility.

The Clerk further noted that within the Carver model adopted by the Corporation there was a range of activity at sub-Corporation level in terms of both finance and quality. Whilst the Oversight Group was a finance activity to undertake a deep dive into the financial statements and the annual budget, Governors also undertook deep dive style activities in teaching and learning by attending learning walks, student focus groups and SAR validation meetings.

The Clerk explained that as part of the annual review process a set of performance indicators had been established that would be considered when reviewing the Corporation structure. Whilst there is an annual element of review a change in the identified indicators would also identify the need to review whether the structure needed changing or whether other mitigating actions were required to ensure continued sound financial oversight.

**Resolved** to recommend to the Corporation approval of the terms of reference for the Financial Oversight Group and for these to be included in the Governors' Handbook to reflect the annual Corporation activities that underpin the College's model of governance.

**Resolved** to recommend to the Corporation approval of the indicators and for these to be included in the Governors' Handbook.

## 6. Equality Questionnaire

The Clerk presented the updated equality questionnaire and explained that it was in line with the College's equality and diversity annual report. It may be useful to include the Governors' equality data in future reports. She noted that the questionnaire would be updated with current information and Governors' would be asked to add further information. The data would be reported at the next Search and Governance Committee meeting. **Action.**

It was agreed that sexual orientation, as a protected characteristic be included in the form.

**Resolved** to recommend to the Equality Questionnaire to the Corporation for approval.

## 7. Governor CPD

The Clerk presented the newly created CPD record and explained that this would be available to individual Governors for information and inform the skills audit exercise. It provided a good record of activities and allowed reflection on the training programme going forward.

The Chair suggested that the Principal and Chair be added as presenters for the October Governors' Development session. **Action.**

## 8. Governor Self-Assessment 2021

The Chair explained the process in the past including, 1:1 reviews, Ofsted-type questions, reflection on contribution and engagement and requested any other activities that would be useful. She noted that following the exercise a short report would be produced, which was useful for Ofsted.

Discussion took place regarding the potential for EMT to provide feedback via a questionnaire regarding governor engagement, contribution and challenge. The open engagement between governors and the College was noted and the importance of this in developing relationships and knowing the College.

Information for governors was considered and the quality engagement, support and challenge from governors. It was noted that the executive summary that was provided with reports was very useful and could be further developed.

## 9. Code of Governance – Parent Engagement Statement

The Clerk explained that as part of the Compliance, Value for Money and Risk Special Interest Group actions it had been agreed that a statement to confirm parental engagement and views would be created to respond to the requirement in the Code of Governance to obtain all stakeholders views in production of the strategic plan, including parents. The statement would be drafted and provided for Corporation to note. **Action.**

## 10. Policy Assurance Report

The Clerk explained that as part of the Compliance, Value for Money and Risk Special Interest Group actions, to confirm that once approved by the Corporation activity was monitored and followed up. The Clerk noted that the policy list had been drafted and work was underway to confirm monitoring activities and to identify any potential gaps. A further report would be provided for the Committee. **Action.**

## 10. Any other business

The Chair noted her concern for the Student Governors to demonstrate their involvement and engagement during a challenging year for learners. The Clerk confirmed that she would contact the Student Governors to establish whether there were any issues in attending meetings or being able to connect during remote meetings. Discussion took place regarding a buddy system for new students and the Clerk noted that this

had been offered in the past and it had worked in different ways dependent on the needs of the student. It was suggested this might be useful for the current student governors. **Action.**

### **11. Date of the Next Meeting**

The next meeting was to be confirmed.

The meeting ended at 5pm.

Signed 

Date **25 May 2021**