

Solihull College and University Centre

Minutes of the meeting of the Search and Governance Committee held on Tuesday 1st October 2024 at 5.30pm by TEAMS

Present	Barbara Hughes [Chair and Chair of Governors] Paul Assinder [Chair Designate] Christine Abbott Rebecca Gater [Principal and Chief Executive] Cheryl Pidler
In Attendance	Sam Bromwich [Director of Corporate Governance, Risk & Compliance], Tina Taylor [Senior Governance Officer]
Apologies	Tony Lucas [Joint Vice-Chair of Governors]

1 Welcome and Apologies

The Chair summarised the items on the agenda and apologies were received and accepted by Tony Lucas.

The Chair discussed the apologies received and raised concerns about attendance at the next Search and Governance Committee meeting, noting that the committee only meets twice a year. She stressed that missing a few meetings could leave members disconnected, potentially affecting their engagement. The Chair suggested that if a member is unable to attend the next two meetings, it may be necessary to explore inviting new members to ensure effective participation. The committee was invited to share their thoughts on managing membership, and it was agreed that there could be an opportunity to consider changes.

2. Declarations of Interest in relation to this Agenda

There were no new declarations of interest received.

3 Minutes of the Meeting held on 22nd April 2024 and Matters Arising

The minutes of the meeting held on 22nd April 2024 and Action Log were shared.

The actions were reviewed and updated. The Director of Corporate Governance, Risk & Compliance, confirmed the governor brochure needed further updates following comments received at the last meeting and will be updated for the next recruitment campaign.

Discussions took place regarding the item to invite the College's Legal Counsel to Corporation meetings to give governors assurance about the legal support she provides. This is following the exit of a governor who has a legal background and whether the gap in skills should be filled. The Director of Corporate Governance Risk & Compliance provided context to the discussions noting the gap in law and whether the committee feels there is a gap in skills which needs to be recruited for. The committee were assured that the role of the Legal Counsel is to provide assurance to the Executive Management Team (EMT) and the college but not governance legal assurance.

The Chair drew governors' attention to external legal advice which had been sought in the past where required.

After thorough discussion, it was agreed that the most effective use of the Legal Counsel's time would be to present a brief description of her role to the Search & Governance (S&G) Committee to provide assurance. **ACTION**

The minutes of the meeting were **approved**.

4. Membership Report

The Senior Governance Officer provided an update on the resignation of the newly appointed HE Student Governor. The vacant role may be filled by offering the responsibilities to the HE Student Voice Officer, which is currently being advertised.

The Principal and CEO requested clarification on managing the workload if one person fills both roles and it was suggested whether the role could be filled by an apprentice or adult learner. The Director of Governance, Risk & Compliance, highlighted that strict guidelines from the Office for Students (OfS) require an HE Student Governor.

The committee were asked to recommend to Corporation the appointment of:

- Dave Nanda – Full Member
- Susie Ankrett – External Member (Corporation)

The committee discussed concerns regarding whether the candidates should have attended the Governor Development Morning (GDM) prior to their appointment. Additionally, there was concern that the committee had not been informed in advance about the potential appointments. Both candidates were successful from the recent recruitment round led by the Chair, the Principal & CEO and the DGRC with external recruiters Peridot.

The Chair explained that the candidates had been invited to the GDM as guests and that no confidential matters were discussed during the session. It was agreed that going forward, the S&G committee members will be informed in advance of any potential appointments to ensure clarity and transparency.

Confidential discussions took place which are not for publication.

Following on from confidential discussions, the Search & Governance Committee approved to recommend:

- Dave Nanda – Full Member effective 1st November 2024. It was further agreed to recommend him as a member on the Audit & Risk committee.
- Susie Ankrett – External Member (Corporation) effective 1st November 2024. Following changes in the Corporation structure due to a change in Chair, SA will transition to a Full Member of the Corporation, effective 1st January 2025.

5. Register of Interests for Governors and EMT and Director of Governance, Risk & Compliance – verbal update

The Senior Governance Officer reported that one outstanding form was still to be received before the Register of Interests could be fully updated. It was anticipated that the form would be received by the end of the week. It was agreed to inform the Search & Governance (S&G) Committee once the Register of Interests was completed and published on the website. **ACTION**

6. AoC Code of Good Governance

The Director of Corporate Governance, Risk & Compliance provided an overview following the Governance Development Meeting (GDM), where governors reviewed the AoC Code of Good Governance. She will compile feedback to produce actions and recommend the adoption of the Code at the next Corporation meeting. An action plan will be developed to work towards following the session. **ACTION**

Governors were invited to comment on the session regarding the Code of Good Governance.

One governor inquired about alternatives to the AoC Code before making a recommendation to the Corporation. The Chair responded that the AoC Code aligns with the Charitable Code and supports the adoption of the Nolan principles, emphasising its suitability for the sector. Discussions indicated that other options were not suitable for a further education (FE) establishment.

The committee **approved the recommendation to** Corporation to adopt the Code of Good Governance.

7. Search & Governance Annual Assurance Report

The report provided a review of the year 2023/4 and gave assurance to governors on the conduct and impact of the Search & Governance committee that it meets the Terms of Reference in the Instruments and Articles of Governance. The report included the following key areas:

- Responsibilities of the committee
- Items discussed during meetings
- Governance aspects included in the equality report
- Committee effectiveness
- Progress on objectives

The committee reviewed feedback from annual one-to-one self-assessments conducted with governors from July to September 2024, along with records of learning visits, a mandatory training report, and governors' objectives. The committee noted the outstanding training requirements currently being pursued. A governor expressed concerns regarding another governor who has not completed any training. It was confirmed that this matter will be managed directly.

Following the feedback received, the Principal and CEO confirmed that Assistant Principals will be invited to Corporation meetings starting in December.

Governors gave feedback emphasising the importance of maintaining a balance between governors' involvement and the operational responsibilities that governors do not hold. Discussions took place regarding the expectations regarding the relationship with Cheshire College South and West and the frequency of additional meetings. A governor expressed her willingness to attend these meetings.

A governor provided feedback on the matrix for visibility during learning visits and expressed her willingness to review the template before it is circulated.

PA left the meeting

8. External Board Review Action Plan

The EBR action plan progress report was presented. The Director of Corporate Governance Risk & Compliance provided an overview of the report, highlighting outstanding actions. A proposal regarding the Financial Oversight Group's (FoG) Terms of Reference will be discussed at the next Corporation meeting.

The next EBR review is scheduled for 2026, and it was noted that this will need to be captured at the next meeting.

In reference to succession planning and recent discussions on governance changes, a governor proposed that a summary of the skills audit be included as a standing item on the committee's agenda. The governor also suggested that the term "skills audit" may not fully capture the evolving governance requirements and recommended that a "succession map" be used instead. This would better reflect the dynamic nature of governance needs and should be regularly reviewed by the committee. **ACTION**

9 Skills Audit Update and Succession Planning

The Senior Governance Officer reported on how the skills audit and succession planning helps to identify skills gaps and where vacancies need to be filled. The draft Succession Planning map was shared and discussed by committee members.

Following the feedback received the Succession Planning map will be updated to include Tasleem Chaudary as the Chair of the SiG and the committees for Chery Pidler. **ACTION**

10 Equality Diversity and Inclusion (EDI) Summary Report

The report was shared which gave an EDI summary of Governors effective September 2024. The data submitted included appointments and resignations of Corporation members as at the date of the report.

The Senior Governance Officer confirmed that the governance team will complete the mandatory ESFA FE Workforce Governor Data Collection for 2023-2024. She noted that this is an annual requirement and recommended that it does not need to be a standing item on the agenda. **The committee agreed that** the item would not be discussed in future meetings unless there were any changes that required the committee's attention.

11. Governor Self-Assessment Update

Item discussed under item 7

12. Cycle of Business 2024/2025

The Cycle of Business 2024/2025 was shared for information.

13. Attendance Report 2023/2024

The attendance report 2023/2024 provided the attendance data of the Corporation and Committee meetings for 2023/2024.

The Principal and CEO inquired how the data compared to previous years. It was agreed that future reports would include the previous year's percentages to provide assurance to governors. **ACTION**

The Chair assured the committee that when governors give apologies, it is due to personal commitments, and there are always extenuating circumstances.

14. Agree New objectives the Search & Governance Committee in 2024-2025 (verbal)

Priorities for the Search and Governance (S&G) Committee were discussed, with one governor questioning the committee's effectiveness given that it only meets twice per year. The Chair expressed opposition to adding a third meeting, citing the Cycle of Business. It was agreed that clearer communication with Search and Governance committee members to cover periods in between meetings is necessary and should be improved moving forward.

Governors proposed that a continuous focus on succession planning, along with attention to any future changes within the Executive Management Team (EMT), should be included in the committee's objectives to mitigate potential risks.

The Governance Team will meet to propose objectives for the upcoming year, with a draft to be prepared in alignment with the Terms of Reference. **ACTION.**


15. Any Other Business

The committee received an update on the DBS process following the appointment of Juliette Morgan. It was agreed that, in accordance with the terms of the offer of appointment, she should not be invited to attend the next Corporation meeting until the DBS process has been completed.

16 Date and Time of Next Meeting

Monday 7th April 2025 4.00pm on TEAMS

The meeting closed at 7.05pm

A handwritten signature in blue ink, appearing to read 'Paul Assinder', with a stylized flourish at the end.

Signed:

Dated: 07.05.2025

Paul Assinder – Chair of Corporation