

Solihull College and University Centre

**Minutes of the meeting of the Search and Governance Committee held on Wednesday
7th May 2025 at 4.30pm by TEAMS**

Present Paul Assinder [Chair and Chair of Governors]
Tony Lucas [Joint Vice-Chair of Governors]
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]
Heather Hunt [Deputy Principal and CFO] – one item only
Sian Moxon [Legal Counsel] - one item only

Apologies None

1. Welcome and Apologies

The Chair welcomed all attendees to the meeting and advised that the Legal Counsel item would be brought forward to Item 3. It was noted that Legal Counsel would join the meeting for that item only.

2. Declarations of Interest in relation to this Agenda

There were no new declarations of interest received.

3. Update from Legal Counsel

The Chair explained the Legal Counsel was invited to advise the committee on how her role provides legal assurance for the college following the departure of a governor with legal expertise in order to ensure the college has access to the required advice and resources.

The Legal Counsel outlined her role, including drafting college contracts and templates, overseeing the contract approval process (initially reviewed by her), and ensuring appropriate liability provisions. She also handles Freedom of Information (Fol) and supports the Director of Governance Risk and Compliance with Subject Access Requests, liaises with external legal advisors, and acts as the interface between the college and legal services. Examples of recent external legal advice were shared.

In response to questions, it was confirmed that safeguarding advice is primarily handled by HR, with external legal input as needed. Building contracts follow standard JCT templates, with employer-friendly versions prepared by Shakespeare Martineau.

Following a query about staff awareness of legal oversight, governors were advised that education has improved significantly. Previously, contracts were signed without legal review, but now an automated process ensures all contracts are approved by her. Staff are better informed and no longer view legal as a barrier. Fol requests remain frequent, and examples were provided.

The Chair thanked SM for her contribution and emphasised the importance of her role. *SM then left the meeting.*

4. Minutes of the Meeting held on 1st October 2024, Confidential Minutes held on 1st October 2024, the Additional meeting on 22nd October 2024 and Matters Arising

The minutes of the meeting held on 1st October 2024, the Additional meeting on 22nd October 2024 and Action Log were shared.

The Confidential Minutes of the meeting held on 1st October 2024 were shared and **APPROVED**.

The actions were reviewed and updated. The minutes of the meeting were **APPROVED**.

5. AoC Code of Good Governance Action Plan 2024-2025

In a further change to the agenda, this item was taken next.

The report presented the findings from the Governor Development Day in the Autumn term and reviewed the action plan.

Feedback Request: Comments and feedback on the action plan have been requested from the committee. This will be incorporated into the action plan.

A query was raised regarding the committee's role in determining aims and providing strategic oversight, particularly in relation to the culture survey, as governors are not employees. The Director of Corporate Governance, Risk & Compliance, confirmed this would be clarified to reflect that governors are not required to complete it. The discussion also covered linking core values to appraisals and reviews and incorporating EDI requirements.

A comment was made regarding the section on regulatory compliance, which had been highlighted. The Director of Corporate Governance, Risk & Compliance, confirmed she would seek further clarification on this point. **ACTION**

The report was **NOTED**

6. Governors Annual Priorities Action Plan

The report was to present the governor's objectives action plan. An update was given, and the report was **NOTED**

7. External Board Review Action Plan and Plan for Phase 2

The report was to present the EBR action plan progress report and proposed plan for phase 2 which will commence nationally in September.

- The External Board Review Action plan was approved in September 2024
- All 6 of the actions are complete.
- The proposal for phase 2 is to go out to tender during summer term 2025 with the intention of the board review taking place during April / May 2026 reporting back to Corporation in July 2026.

An update was provided on the appointment of the reviewer. It was confirmed that the same reviewer as previously used can be reappointed, and governors **AGREED** this would be beneficial. Quotes will be obtained from 3 organisations for comparison. Governors were invited to provide feedback on the previous process and the timing of the proposed plan and **expressed support** for continuing with the reviewer who is now a Consultant at Rockburn Consultants.

The Director of Corporate Governance, Risk & Compliance will compile a proposal including quotes. The Chair of Corporation asked about the approval timeline, and it was confirmed that approval could be obtained via poll and finalised at the July Corporation meeting. The proposal will be reviewed by the Chair of Corporation, Principal and CEO, Director of Corporate

Governance, Risk & Compliance, and Chair of the Search & Governance Committee before a recommendation is made. **ACTION**

8. Recruitment Update – verbal update

Discussed under item 10.

9. Succession Planning Map (Standing Item)

The report was presented and showed how the skills audit and succession planning helps to identify skills gaps and where vacancies need to be filled.

Skills Audit Analysis

The Senior Governance Officer presented a detailed analysis highlighting current strengths, skill gaps, and areas for development within the Corporation. The review and appointment of the Sustainability Link governor confirmed that there was no longer a need to recruit for sustainability expertise, as previously anticipated.

Governors discussed the findings and recommended refining the definitions used in the Skills Audit questions to enable more detailed and meaningful analysis in future reviews particularly around the definitions of “limited” and “good” . **ACTION**

The report was **NOTED**.

Succession Plan

The Senior Governance Officer provided an explanation for the succession planning document which was shared. The recent review has identified a small gap in this area, highlighting the need to recruit additional expertise.

10. Membership Report

It was agreed to discuss this item following item 9 to ensure a concise process was followed.

The Senior Governance Officer explained in detail the report which provided information on the composition and membership and any vacancies of the Corporation and its committee's and advise the Corporation on any appointments necessary.

The Chair referred to the Peridot list of potential interviewees and they were pleasantly surprised by the high standard of candidates.

A governor asked how the number of vacancies to be filled was determined. The Chair explained that, following discussions with the principal and other governors, it was agreed that the quality of education is central to the college's mission. Therefore, it is essential to have governors who understand Further Education and curriculum matters. The Chair acknowledged a personal gap in FE knowledge and emphasised the value of strengthening curriculum expertise through future appointments.

The principal highlighted the exceptional caliber of the recent interviewees, noting that the two selected candidates bring a level of Further Education expertise comparable to the two former governors they replace. She provided detailed background on them, emphasising the strength of these two appointments makes additional recruitment unnecessary at this stage. The Chair added that curriculum remains a key focus area for governors, and strengthening expertise in this domain is a priority.

Confidential Discussions took place – not for publication

Confidential discussions were conducted regarding the recommendations to appoint two Governors. Owing to the sensitive nature of these discussions, the details are not intended for publication.

Governors discussed the format and level of detail in references received for prospective governors. It was suggested that, in future, personal references should also be requested prior to appointments to enhance the robustness of the process. This will be considered as part of future reference procedures. **ACTION**

The Search and Governance Committee **APPROVED** the recommendation to Corporation to appoint Kelvin Nash as a Full Member effective 1st June 2025.

The Search and Governance Committee agreed to pause the recommendation for Susan Hopewell. Further clarification should be sought regarding potential conflicts of interest due to her current role before recommending it to the Corporation. **ACTION**

11. Governor Attendance / Spring Term 2024/2025

The spring term update on governors' attendance for 2025/25 was shared and **noted**.

Confidential Discussions took place – not for publication

Confidential discussions were conducted regarding the attendance. Owing to the sensitive nature of these discussions, the details are not intended for publication.

12. Self-Assessment Process 2024 – verbal update

The Director of Corporate Governance, Risk & Compliance, advised that she and the Chair intend to follow the same process as in previous years. It was confirmed that the questionnaire and last year's responses are currently under review to ensure their continued relevance. Meetings will be scheduled in line with the established approach. Governors were invited to provide any feedback or comments.

13. Draft Meeting Dates 2025/2026

The schedule was shared and approved, except for the S&G Committee meeting originally set for 6 April 2026, which falls on Easter Monday. It was agreed that this meeting will be rescheduled to a date after Easter to allow sufficient time for Board reviews and the completion of the skills audit. **ACTION**

14. Equality, Diversity and Inclusion (EDI) Summary Report

The report provided an updated overview of EDI within the Corporation. It was noted that EDI will be a key focus at the next Governor Development Day, where it will receive more dedicated time and be discussed in greater detail. The report was **NOTED**

15. Review of Terms of Reference

The Terms of Reference (ToR) were reviewed and approved by Governors, with no changes proposed. The Director of Corporate Governance, Risk & Compliance advised that a review of the Governors' Handbook is currently underway, and all ToRs will undergo a comprehensive review by the end of the term. Feedback from this process will be presented at the next meeting. **ACTION**

16. Policies

None to share

17. Any Other Business

The Mandatory Training Report was shared as a linked document for information. The Chair and the Director of Corporate Governance, Risk & Compliance are actively following up with Governors who have not yet completed the required training.

18. Date and Time of Next Meeting

Tuesday 30th September on Team at 6.05pm