

Solihull College and University Centre

**Minutes of the meeting of the Search and Governance Committee held on Monday 22<sup>nd</sup> April 2024 at 5.00pm by MS Teams**

**Present** Barbara Hughes [Chair and 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]

**Apologies** Tony Lucas [Joint Vice-Chair of Governors]

**1 Welcome and Apologies**

Apologies were received and accepted for Tony Lucas. The Chair welcomed Cheryl Pidler to the meeting and confirmed her appointment to the Search & Governance committee.

**2. Declarations of Interest in relation to this Agenda**

There were no new declarations of interest received.

**3 Minutes of the Meeting held on 3<sup>rd</sup> October 2023 and Matters Arising**

The minutes of the meeting held on 3<sup>rd</sup> October 2023 were shared. The Director of Corporate Governance, Risk & Compliance advised of minor changes to the minutes regarding the Term of Office extension for Tony Worth; it was noted that the minutes were updated, and a final copy would be forwarded to the Chair for approval. **ACTION**

**A governor sought clarification** on the minutes regarding appointments made following the completion of the skills audit. It was confirmed that the recommendation to appoint Graham McKean is to replace Scott Beasley and not as a result of the outcome of the recent skills audit. Discussions took place regarding the skills audit results and appointments which replace missing skills areas.

The minutes were **approved** as a true record noting the advised changes.

The Matters Arising report was received and discussed. Actions were reviewed and updated.

**4. Membership Report**

**4.1 Membership**

The Search and Governance committee received the summary report and were asked to consider the contents of the Membership Report. The following updates were confirmed:

- One Full Member vacancy to replace Scott Beasley (left Sept 23).
- Two future Full Member vacancies to replace Lucy Lee (Chair of the Audit & Risk Committee) whose membership ends July 24, and Sally Tomlinson who resigned effective July 2024.
- Amirun Nehar is appointed the Chair of the Audit & Risk committee effective September 2024.
- A vacancy for Vice Chair of the Audit & Risk committee will become available effective September 2024 and discussions are underway with an existing governor who may fill the role.
- One Full Member vacancy on the Audit & Risk Committee effective September 2024. The role will need to be a qualified accountant to meet the requirements of the Financial Regulations which will be taken into consideration as part of the recruitment process.
- One Vice Chair vacancy on the Remuneration committee effective September 2024 to replace Lucy Lee.
- An update was given regarding the future Chair Designate recruitment campaign to appoint effective September 2024. It was noted a full handover will take place following the end of term of office of the Chair of Corporation who will leave December 2024, pending successful recruitment.
- Cheryl Pidler was appointed to the Search & Governance Committee effective March 2024.
- 2 x Remuneration committee vacancies to be filled effective September 2024 to replace Lucy Lee & Sally Tomlinson.

The committee received the CV for Graham McKean and was asked to consider the recommendation to Corporation to appoint as a Full Member. It is anticipated that he will be recommended to be appointed as a member of the Financial Oversight Group (FoG) if membership is agreed. Discussions took place regarding his suitable skills and experience, and it was:

**Resolved** to recommend to Corporation the appointment of Graham McKean as a Full Member of the Corporation.

The Senior Governance Officer confirmed that if approved by the Corporation in May, the appointment would be effective immediately and the governor induction will commence in September 2024 to coincide with other governors that are appointed.

The committee was advised that the DfE FE Governor Recruitment application was approved. The college will receive support for the recruitment of two vacancies of its choice and discussions were in place with Peridot Partners regarding the process.

**A governor expressed concerns** about the frequency of the S&G committee throughout the year and queried whether it was at risk of missing visibility of impending vacancies. Governors were assured that a Succession Planning Map will enable the governance team to keep on top of governors where Terms of Office are due to end.

A copy of the "Becoming a Governor" Brochure was shared for information and feedback was received from governors with suggested amendments to be made. **ACTION**

#### **4.2 Linked Governors**

Ravi Kumar became the Skills Link Governor with effect from March 2024. Following the resignation of Sally Tomlinson the vacancy for the SEND Link Governor will be effective from July 2024.

### **5. Governors Annual Priorities Action Plan**

The Governors Objectives Action Plan was presented. The Chair confirmed that a final update will be given in December with a final sign off for governor self-assessment.

**In response to a governor's question**, the Chair confirmed the review of the Governance team is ongoing and a review of the new structure will be completed in summer term to ensure the structure is working.

The Director of Corporate Governance, Risk & Compliance confirmed that the Financial Handbook has been published. A review has been conducted and there are no significant changes that are a concern, and the Executive Management Team (EMT) are attending and RSM briefing session to be kept up to date with the changes.

Reference was made to an action from the External Board Review (EBR) about whether a Finance Committee was required. It was confirmed the Financial Handbook gave no indication there is a requirement to have a Finance Committee therefore it is up to the Corporation to review this as part of its governance structure. A fixed membership of the Financial Oversight Group (FoG) was still being considered to enable it to have the authority to make recommendations to Corporation. The governance team were in the process of finding example Terms of Reference (ToR) from other colleges who follow the carver model to consider in drafting our ToR for the FoG. **ACTION**

The Chair gave an update about succession planning and confirmed the recruitment campaign with Peridot Partners for a Chair Designate was now live.

The report was **noted for information, understanding and decision making by governors**.

#### 6. **External Board Review Action Plan**

A copy of the action plan was received, and a progress update was made following the External Board Review. The Director of Corporate Governance Risk & Compliance confirmed that the action plan was approved in September 2023 and not 2024 and stated in the report.

The committee reviewed the action plan and were satisfied with the process and that no further actions were required until the next EBR is due. With there being no comments or questions the External Board Review Action Plan was **noted for information, understanding and decision making by governors**.

#### 7. **Skills Audit 2023-2024**

The Senior Governance Officer presented the report which detailed the findings of the recent skills audit to identify any key gaps in the skills and knowledge needed by the Corporation to deliver its responsibilities effectively. It was noted that the gap analysis would be used for succession planning including data on terms of office.

**A governor** asked whether the report could be repopulated to remove governors who were leaving to help to forward plans for the next 12 months and to prioritise any skills gaps. In-depth discussions took place regarding the results particularly where the gaps in skills may present a higher risk. **ACTION**

The Senior Governance Officer explained that a Succession Planning Map will be populated which identifies gaps in skills and link it to term of office dates to ensure future planning. **ACTION**

**A governor commented** that there is a good balance across the board in terms of skills and knowledge and that succession planning will help to identify the specific areas required. There was discussion about having a pool of potential governors but not losing sight of the skills required now. In depth discussions took place regarding governor vacancies and the areas which they are being recruited for. A comment was made regarding whether it was required to fill a gap in legal advice following the departure of a governor who had those skills. **The Principal and CEO** responded to say the college had its own legal counsel which could be utilised when required.

**Following a question from a governor**, the committee welcomed the suggestion to invite the college's Legal Counsel to a Corporation meeting to provide a broad overview of the legal support she offers to provide assurance for governors. **ACTION.**

**8. Attendance Autumn Term 2023/2024**

The report was shared to provide an overview of attendance at a point in time. It was noted there is a high level of attendance at the corporation and its committees.

**9 Self-Assessment Process 2024 – verbal update**

In a verbal update the Chair reported that self-assessments will take place in July or August and 1:1's will identify what is working well, what could be done differently and any areas of improvement. A review of training and link governor roles will take place. There are no proposed changes to the format from the previous year as it was felt the process worked well. Each meeting will last approximately 30-40 minutes which will also discuss the findings from a self-assessment questionnaire which has recently been introduced for governors to complete. Feedback last year was that it worked well and allows the basis of the discussions and will enable to governance team to evaluate and to help to produce the draft text for the annual self-assessment report relating to governance and governors' impact throughout the year. **Governors agreed** the self-assessments enabled to reflect on personal input throughout the year.

The Director of Corporate Risk & Governance drew attention to the newly published Code of Good Governance which will be submitted to Corporation to adopt in the new academic year. She explained that the headings within the new CoGG were also linked to the self-assessments for governors. **ACTION.**

The update was **NOTED for information, understanding and decision making by governors.**

**10 Draft Meeting Dates for 2024/2025**

The draft meeting dates for 2024/2025 were presented.

**Following a governor question**, it was confirmed that the A&R committee revised times for in person and virtual were to allow the Executive Management Team to join meetings at home to support a better work life balance. Discussions took place regarding the revised start times for Corporation meetings and if they met the needs of the governor's work constraints and/or childcare commitments. **A governor recommended** that we re-populate the meeting times survey sent to governors to remove governors who were leaving at the end of the academic year to determine whether it had an impact on the results. It was agreed that further discussion about the revised meeting times would be held at the next Corporation meeting in May. **ACTION**

**11. EDI Summary Report**

The committee noted the contents of the report. In-depth discussions took place regarding the EDI summary and governors agreed that there is a diverse corporation which should be highlighted within the governor recruitment process and with the Governor Recruitment Brochure. It was noted the recruitment of governors should ensure there was representation for students and the workforce. A governor commented on diversity of male to female governors was low.

**12. Review of Terms of Reference (progress review)**

A progress review was conducted of the Terms of Reference to confirm whether the committee is meeting its objectives and in-depth discussions took place regarding the responsibilities. The Director of Corporate Governance, Risk and Compliance confirmed that the ToR would be updated to reflect there is not an External Member on the committee however overall responsibilities did not change.

It was **resolved** that the S&G Committee were meeting the objectives within the ToR.

**13. Any Other Business**

**Governor Brochure**

A governor recommended some changes to the Governor Brochure particularly regarding persons who were ineligible to be a member. It was confirmed that the Chair Designate role did not need to be included in the brochure as the role will eventually be appointed the new Chair of Corporation which is included.

**Chair Designate and Governor Recruitment**

The Chair of Corporation confirmed that all governors were encouraged to nominate themselves to apply for the Chair Designate role. The Director of Corporate Governance Risk & Compliance confirmed the process for appointing the role and the S&G committee were asked to review potential candidate's CV's which could happen outside of the meeting due to timescales of the recruitment process.

**14. Date and Time of Next Meeting**

- Tuesday 1<sup>st</sup> October 2024 at 4pm on Teams

*The meeting closed at 6.40pm*



**Signed:**

**Dated:**

**01.10.2024**