

**WALSALL COLLEGE**  
**MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE STANDARDS COMMITTEE**  
**HELD ON TUESDAY 12 MAY 2020 AT 1000 HRS**  
**VENUE: VIA ZOOM**

**PRESENT:** Allan Pinnegar                      Chair  
                  Alan Woods  
                  Jat Sharma                              Principal & Chief Executive  
                  Carol Flood  
                  Alastair Scales  
                  Graham Ward

**TOGETHER WITH:** Alison Buick                      Clerk to the Corporation

**APOLOGIES:**                      None

**24.20 CHAIR'S OPENING REMARKS**

The Chair thanked everyone for their attendance and welcomed all to the meeting. This was the first meeting of the committee since the college closure due to the coronavirus pandemic.

**25.20 APOLOGIES FOR ABSENCE**

None.

**26.20 DECLARATIONS OF INTEREST**

None.

**27.20 MINUTES**

The minutes of the meeting held on 28 January 2020, having been circulated, were taken as read and approved, subject to a minor change of wording at 05.20.

**28.20 MATTERS ARISING**

The Action Points Record was reviewed and the following updates were noted:

Item 32.19

Agreed that the generic Chair description would be updated and that the specific requirements for each committee would be added.

Item 06.20

There was no progress on creation of a video including Governors as a recruitment tool. Agreed to re-consider this when the college had re-opened.

Item 19.20.1

Chair to speak to Jaswinder Dhillon regarding willingness to be re-appointed.

Item 19.20.2

Aisling McGowan had been appointed as the new Support Staff Governor.

Item 19.20.3

The current and new L&Q Committee Chairs would discuss their handover.

Item 21.20

Draft meeting dates for 2020/21 would be discussed later in the agenda.

Item 22.20

Filming of presentations at Governor Training days would be considered when the college re-opened.

**29.20 CORPORATION MEMBERSHIP**

The Clerk referred Governors to her written report and the following was discussed:

Terms of Office

The terms of office due to expire in the next six months were noted.

The Chair would contact Jaswinder Dhillon to confirm her willingness to be re-appointed as an External Governor for a further three-year term of office from July 2020. If this was the case, it was **unanimously agreed** that she be re-appointed.

Graham Ward's term of office expired in October 2020 and he was willing to be re-appointed for a further term. This was **unanimously agreed**.

The recommendations to re-appoint Jaswinder and Graham would be taken to Corporation at its meeting in July 2020.

Clerk

Staff Governors

Aisling McGowan had been appointed to the Support Staff vacancy with effect from 17 March 2020.

Student Governors

At present, it was unclear what arrangements the Student Union would be making to appoint a President for 2020/21. This was a matter for the Union to decide in line with their constitution. Governors would be informed of the successful candidate in due course, although this was unlikely to be until the autumn term, given the college closure.

Governors confirmed that they would be happy for the current President to continue in post, given the current circumstances, if this was the decision of the Union.

The process for appointing a second Student Governor had attracted a larger field of applicants by advertising the post in the autumn term last year, and it was planned to follow this timescale again this year.

Clerk

External Governor Vacancies

There were currently two vacancies. Application forms had been received from two candidates and both were discussed. It was agreed to arrange virtual meetings for them both with the Chair, Vice Chair and Clerk.

The Principal commented on a couple of contacts that he felt were worth pursuing.

The Vice Chair noted a recent article published in FE Week regarding possible changes to college governance that may be outlined in a forthcoming White Paper. The Principal was aware of this, although there

had been no official guidance or response issued. It was true that Government had concerns over the financial stability of the sector, but whether that would result in the radical changes suggested by the press was far from certain. A response from AOC was likely. Government had indicated the importance of colleges to the post Covid-19 economic recovery, so it was felt that colleges were being viewed positively in the current situation.

Governors discussed other options for recruiting new members. There had been a limited response to the marketing campaign earlier in the year and to the use of the Inspiring Governance website. Consideration was given to writing to senior staff in business related departments of local universities to see whether there may be any interest. It was **agreed** that the Clerk would look into this and discuss further with the Chair. The Principal would also speak to his contacts at local universities.

Clerk/  
Principal

#### Associate Governors

It was noted that Tasleem Akhter's term of office would expire in July 2020, and following discussion it was **agreed** not to renew this. The Clerk would write to Tasleem to convey this decision.

Clerk

The future membership of Audit Committee was raised, as this would be problematic in the autumn term due to vacancies. The Chair, Committee Chair and Clerk would discuss this further once meetings had been held with prospective new governors. Efforts would continue to recruit a new Associate Governor for this committee.

Chair/  
Clerk

Governors **resolved** to **receive** the Corporation Membership report.

### 30.20 CORPORATION MEETING DATES AND TIMES

The draft calendar for 2020/21 had been circulated with the papers and was discussed.

It was noted that days and times for meetings remained largely unchanged. However, the management team had proposed that the approval of the annual accounts be completed at the November Corporation meeting, that there was no requirement for a December Corporation but that a new meeting be held in January to allow the ESFA requirements for the approval of the integrated finance model.

The Corporation Dinner was discussed, and it was agreed to move this to December.

There was a discussion about the current arrangements for virtual meetings and whether this should continue after the coronavirus pandemic. Governors felt that there was some merit in this, in the interests of flexibility and efficiency. The Chair was not in favour of this for all members at all meetings, but was happy to further discuss. The Principal added that virtual meetings supported the college's environmental strategy, so needed to be considered in this wider context also. There were possibly some technical issues if not all participants were on the same platform, but this could be looked at.

Clerk

Governors **resolved** to **receive** the Corporation Meeting Dates and Times for 2020/21 report and to **recommend** it for Corporation approval.

**31.20 MEASURES FOR REVIEWING THE EFFECTIVENESS OF CORPORATION AND ITS COMMITTEES**

The Clerk introduced the item and explained the supporting paper. The college had many ways of reviewing its effectiveness, all of which were valuable for identifying improvements and as evidence to feed into the annual Governance SAR and QIP.

No changes to practices that had operated well previously were planned.

Governor comments were invited.

Governors discussed the need to ensure that all actions from Student Voice Committee were captured and actioned. It was agreed that a further review of the operation of this committee was needed to ensure that best use was made of available time and to engage with the students present. This had started after the last meeting, and involved the lead manager and new Chair.

The value of individual governor meetings with the Chair was agreed and would continue.

Reporting and communicating with Governors whilst the college was closed was discussed. The Principal was providing written reports every fortnight in term time unless there was a Corporation meeting in the week. This would start to include plans for re-opening as they began to be formed. Governors welcomed this. The Governor training day in June could provide another opportunity to consider this. If necessary and useful, additional meetings of the Chairs would be scheduled.

It was noted that Ofsted had made minor comments on housekeeping matters during their meeting with Governors in March. There was nothing of concern in this that required action.

Governors considered the extent to which the strategic plan was reviewed at meetings. This was due for a refresh, which the Exec team had already begun work on. It would be brought back when more fully formed. Changes to ways of working as a result of coronavirus, such as more online learning, would be incorporated. Curriculum and business planning for 2020/21 was also underway and would be reported through the meetings planned up to and including July Corporation. Governors suggested that a longer-term view of planning might be needed.

A Governor asked about plans for the Equality and Diversity Committee. The Principal was reviewing this with the Assistant Principal Quality and HE.

The Chair of Audit Committee noted the need for the work on updating the risk register and board assurance framework to be completed. Governors wished to be assured that all current risks had been captured and were being managed. The Principal would review this with the Director of Finance & MIS.

There was a discussion about the use of Convene and whether this offered best value for the college. Possibly there were some limitations in its use for virtual meetings. Some Governors, who used the system infrequently, may require further training. This needed a wider review.

**Clerk/  
Principal**

**Chair/  
Clerk**

**Principal**

**Chair/  
Clerk**

Governors **resolved** to accept the report and to endorse the continuation of established self-assessment activities during 2019/20.

### 32.20 UPDATES TO THE INSTRUMENT AND ARTICLES OF GOVERNMENT

The Clerk presented her written paper, which outlined minor proposed changes to the Instrument and Articles of Government. These related to the need to determine an absolute number of Governors and a suggestion that the quoracy requirements be amended to allow quoracy to be based on the number of appointed Governors rather than the total number of Governors. This would remove the effect of having vacancies. Given the current coronavirus pandemic, and the possibility of some Governors missing meetings as a result, these changes would allow more flexibility in the quoracy.

Following a brief discussion, it was **agreed** that the proposed changes be recommended for Corporation approval.

### 33.20 GOVERNANCE UPDATES

The Clerk referred to her report which covered:

- Audit Committee Update; and
- AOC Covid-19 Guidance.

The Chair of the Audit Committee commented on his recent discussion with the Director of Finance & MIS regarding audit matters. It was felt to be business as usual for external audit. For funding assurance audit there were some outstanding matters, an update on which would be provided to the next committee meeting on 9 June.

Governors expressed thanks to the Principal for his regular written updates to them whilst the college was closed. Consideration was given to how long such updates should be provided. Monthly updates once the college started to re-open from 1 June were suggested. The Chair would discuss this with the Principal.

The Chairs' meeting on 2 April had been deemed helpful, so consideration would be given to repeating this after half term. The Chair acknowledged the value of regular communication with Governors, even if it was brief and confirmed no major updates.

Governors **resolved** to accept the Governance Updates report.

### 34.20 SELF-ASSESSMENT OF THE SEARCH AND GOVERNANCE STANDARDS COMMITTEE

The paper was introduced by the Clerk and comments were invited. It was noted that this was the third time that a report had been provided in this format, so it was now well established within the cycle. The report included specific comments on the ways in which the Committee had fulfilled each of its terms of reference in the year to date, which Governors agreed was helpful.

Governors considered the committee's remit, which was predominantly to ensure good governance practice and to enable Corporation to fulfil its responsibilities for its own membership.

Chair/  
Principal

Overall, Governors agreed that the self-assessment document was a helpful tool to confirm that the committee had met its terms of reference in 2019/20.

A Governor asked that an agenda item on sustainable and ethical leadership be added to the agenda for the next meeting.

Governors **resolved** to **receive** the Self-Assessment report.

Clerk

**35.20 DATE AND TIME OF NEXT MEETING**

It was **resolved** that the next meeting would be held on Thursday 8 October 2020 at 1000 hrs.

The meeting ended at 1145hrs.

How Governors challenged management		Impact of meeting on College	
28.20	Requested that college staff prepare committee chair role descriptions.	29.20	Recommended re-appointment of two Governors and agreed options for recruitment of new Governors.
31.20	Re-iterated the need for all actions at Student Voice Committee to be captured and actioned.	29.20	Agreed not to renew term of office of Associate Governor.
31.20	Suggested a longer-term view of strategic planning if possible.	30.20	Agreed to recommend schedule of meeting dates for 2020/21 to Corporation for approval.
31.20	Asked about future plans for Equality and Diversity Committee.	31.20	Endorsed self-assessment activities for Corporation.
31.20	Asked about value for money from the use of Convene and whether this should continue	32.20	Agreed to recommend minor changes to Instrument and Articles to Corporation.
		34.20	Agreed the committee's self-assessment for 2019/20.