

**WALSALL COLLEGE**  
**MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE STANDARDS COMMITTEE**  
**HELD ON TUESDAY 25 JANUARY 2022 AT 1000 HRS**  
**VENUE: VIA TEAMS**

**PRESENT:** Alan Woods Chair  
Jat Sharma Principal & Chief Executive  
Charlotte Bosworth  
Allan Pinnegar  
Dave Wheeler  
Stuart Pedley-Smith (until  
1115 hrs)

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

**APOLOGIES:** Graham Ward

**14.22 CHAIR'S OPENING REMARKS**

The Chair thanked everyone for their attendance and welcomed all to the meeting.

**15.22 APOLOGIES FOR ABSENCE**

Graham Ward.

**16.22 DECLARATIONS OF INTEREST**

There were no changes to previously declared interests.

**17.22 MINUTES**

The minutes of the meeting held on 7 October 2021, having been circulated, were taken as read and approved.

**18.22 MATTERS ARISING**

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

Item 05.21

There was no progress to report on Governor testimonials but it was agreed that some videos would be prepared. The Principal agreed that this should form part of a student project to be led by Melissa Tisdale.

**Principal**

Item 19.21

There had been no decision on inviting the FE Commissioner to a Governor Training event. However, the Principal intended to invite the Chair of the AOC to the June training and the Chief Executive of AOC to the October training.

**Principal**

Item 21.21

The public benefit statement had been published as part of the 2020/21 accounts and was unchanged.

Item 29.21.

The Principal was aware of the need to sharpen the focus on Student Voice.

The Chair asked how governance risks were captured by the college and the Principal confirmed that governance was regularly discussed at Exec. The Vice Chair commented on some governance risks that appeared to be emerging from recent discussions with Governors. It was discussed and agreed that a governance risk register would be compiled for this committee.

Clerk

Item 06.22.1

The Chair and Vice Chair had discussed their respective roles.

Item 06.22.2

The Corporation update had been completed as agreed.

Item 11.22

The Governance QIP had been updated as agreed.

**19.22 CORPORATION MEMBERSHIP**

The Clerk referred Governors to her written report, particularly the emphasis that the Skills for Jobs White Paper placed on strengthening governance, and the following was discussed:

Terms of Office

Governors noted the Governor terms of office set out in the written report.

Dave Wheeler's term of office would expire on 20 March 2022 and he was willing to be re-appointed. Committee members considered that Dave had made excellent contributions to the work of Corporation and committees and it was **agreed** that he should be recommended to Corporation for appointment for a third three-year term of office.

There were no other terms of office due to end in 2022, other than Allan Pinnegar as discussed in previous meetings.

Committee Composition

The Chair commented on the need to review the committee memberships given Allan Pinnegar's term as a Governor ending in March 2022, and the appointment of the new Chair and Vice Chair. This had also been discussed in the one to one meetings with Governors to date, although there were still some meetings to take place. The following were noted:

- That the Chair wished to move from Learning and Quality Committee to Finance and Resources Committee with effect from March 2022;
- That this would create a vacancy for Learning and Quality Committee;
- That Jaswinder Dhillon had been asked to join Search and Governance Standards Committee with effect from March 2022, and that she had agreed;
- That Paul Dale had recently resigned as Associate Governor for Audit Committee. The Chair had contacted him to express thanks for his contributions since appointment;
- That there would be a vacancy for Remuneration Committee after Allan Pinnegar left, but that as the meeting for 2021/22 was scheduled to take place before his term ended, this was not an

immediate priority to fill. Governors welcomed Allan's attendance at this meeting as his knowledge and input would be invaluable;

- That at the present time (and therefore excluding the impact of Allan's term of office ending, there was one vacancy on Finance and Resources Committee and one vacancy on Audit Committee.

#### External Governor Vacancies and Skills Audit

There were currently two vacancies for an External Governor, with a third pending from 24 March 2022.

The general recruitment processes for new Governors were discussed.

The Chair expressed concern at the current 'open door' recruitment policy and felt that it needed to be further formalised. He noted that three applications had recently been received and had been circulated to the committee members. All three were known to the Principal. The Chair added that he felt it would be beneficial to use a 'search' process so that a range of candidates with the required skills could be identified, interviewed and compared. How this was taken forward to Corporation needed to be carefully considered.

Committee members were asked for their views. The following observations were made:

- There was a continual need to identify suitable prospective Governors;
- All three applications received appeared to have different strengths and skills, although a further review was needed to see if they fitted the current perceived gaps;
- The current Governors worked well together, had developed an excellent rapport and were happy to challenge each other and the Exec team in a positive way;
- Corporation needed a diverse range of individuals with different backgrounds and a mix of skills/experiences;
- It was unlikely that Corporation would ever achieve a perfect mix of skills;
- That it would be beneficial to have representation of the local housing group on Corporation as a key stakeholder;
- That two of the applicants had political connections, which could have both advantages and disadvantages for the college;
- That there was a possible transactional relationship with the company of one of the applicants, so any potential conflicts of interest needed to be explored at an early stage;
- There was a need to clearly identify the skills gaps to focus the recruitment process. Future candidates needed to enhance the skills and experience of the current Governors;
- Previous efforts to recruit Governors had been successful but a broader approach may be beneficial;
- All Governors should be reminded to consider their own networks to identify possible Governors.

The Clerk reported a recent informal discussion with a fourth potential candidate who had expressed interest. Their details would be shared if they decided to formally apply for a position.

In conclusion it was **agreed** that the three applicants would be invited to meet with the Chair, Vice Chair, Principal and Clerk. The Clerk would also review their application forms to identify their stated skills and add them to the existing skills matrix, which was based on the skills audit reported in January 2021.

Clerk

Clerk

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

## 20.22 GOVERNANCE QUALITY IMPROVEMENT PLAN UPDATE

The Clerk introduced the paper, which noted the progress on the Governance QIP to the end of December 2021 and was therefore for information.

Governors commented on the need to see the Student Voice Action Plan as part of the QIP. The Principal confirmed that this would be presented via Corporation. Further discussions with the Exec team were needed on this.

The Chair suggested that the QIP action plan be expanded to include the development of a governance risk register and the forthcoming external governance review. This was **agreed**.

Clerk

Governors **resolved** to receive the Governance Quality Improvement Plan Update.

## 21.22 EXTERNAL GOVERNANCE REVIEW

The Skills for Jobs White Paper required all colleges to complete an external governance review by 31 July 2024 and every three years thereafter. The scope of the review would be for individual colleges to decide, and this would be an important factor in selecting an external reviewer. The DfE had issued draft guidance on this in November 2021, a copy of which had been provided for Governors.

The paper set out some considerations for Governors to reflect on at this stage and comments were invited.

Governors agreed the importance of having an appropriately experienced individual to undertake the review and explored possible options, including Ofsted experts and as a consortium piece of work with other Principals. The Principal noted several colleges that could be contacted in this regard, but did not feel that it was appropriate to approach any local colleges. He also commented that there had been no discussion about this review in any of the forums he attended. By contrast, the Clerk reported that there was much discussion in the governance forums.

Governors discussed the merits of being one of the first colleges to complete this review. It could be a powerful message to be at the forefront of the process. However, it was important to ensure that the scope of the work was able to add value for the college. At this stage, the Chair was more concerned about the scope and timing of the work than who would complete it.

The Principal suggested that the review could form part of a presentation to Governors if the AOC Chair were able to attend the Governor Training event in June. This would be considered.

It was agreed that there were no major governance concerns but that the external review was a new compliance requirement that needed to be met. There was a cost attached to the review, and potentially to any actions needed as a result. Accountability for colleges appeared to be a key theme being pursued by the DfE.

The Chair commented that the guidance had some useful elements and expressed his view that the current training and development for Governors was relatively weak. This was a possible focus for the scope of the review. A further discussion on this was needed, to include the Principal and Vice Chair.

The Clerk shared some information from a recent Clerk survey. This showed that:

- 66% of respondents planned to complete their review in 2022/23 or 2023/24;
- 98% completed an annual governance self-assessment;
- 76% regularly included governance as a topic within their internal audit plan; and
- There were several individuals and organisations being considered to carry out the review.

The Chair also noted that there was a need to balance the demands on the time of voluntary Governors. Engagement in the governance review and in CPD was essential but would require additional time. It made it even more important to ensure that meeting papers were streamlined and that meetings were held efficiently to allow Governors to participate in some of the additional tasks.

Governors **resolved** to accept the report and to note the performance indicators data.

## 22.22 GOVERNOR TRAINING

The Clerk reminded Governors that there had been a detailed discussion at the last committee meeting and that training and development was a key feature of the Skills for Jobs White Paper. There would be a new requirement to report on this annually.

Governors were invited to comment on the current and future training needs and plans.

A Governor suggested that the Clerk do a review of the skills audit to identify any gaps and identify courses for specific Governors to complete. The Chair also thought that some further information on governance development modules available via the ETF programme would be helpful in shaping a training programme. Governors could then be asked to consider mandatory, recommended and optional training. This could be bespoke to their role, which committee they were part of and what experience/knowledge they already had.

The ways in which training was delivered were discussed. The Principal was keen to use the senior staff team for this where possible. A Governor commented that many Governors did relevant training in their own employment. This needed to be taken into account.

Clerk

The Principal commented on the effective CPD tool in place for managers and that this could be adapted for Governors.

Principal

It was **resolved** that Governors **noted** the Governor Training report.

(Stuart Pedley-Smith left at 1115 hrs)

### 23.22 **DECISION MAKING PROCESS FOR VIRTUAL OR FACE TO FACE MEETINGS**

The Chair commented on the need to have a clear protocol for deciding whether to hold meetings in person or virtually now that it appeared that Covid restrictions were being eased. His preference was to resume face to face meetings from Corporation with effect from February but to consider having hybrid meetings for committees if people wished to attend virtually. It was recognised that attendance had been higher with virtual meetings, and that the travel time for some Governors to attend college was sometimes a factor in joining meetings.

It was agreed that hybrid Corporation meetings were not practical.

A Governor suggested that all committee meetings for this term be virtual and that hybrid be considered for the summer term. The Chair of Student Voice Committee felt strongly that student engagement was better face to face.

The Principal noted that a range of other college activities and events were being held online, and that Governors were welcome to join these. Decisions on the format of these meetings were made depending on the circumstances at the time, including advice from the Director of Public Health.

In summary, it was **agreed** that Corporation meetings would return to face to face from February and that committees would remain virtual for this term, with the exception of Student Voice which would be in person. From the summer term, committees would be held in person with the option for Governors to attend virtually if this allowed them to attend if they otherwise could not.

### 24.22 **CLERK'S JOB DESCRIPTION**

The Clerk had prepared a short written paper to give background, which the Chair summarised. To review the job description periodically demonstrated good governance.

The Vice Chair added that the revision was important as it allowed a clearer message to be sent out about the importance of the role in supporting good governance and the Corporation members, rather than being viewed as administrative support.

A Governor asked if the document had been reviewed by HR. The Principal confirmed that it had. The Chair reminded Governors that the role of Clerk was a matter for Corporation and not HR.

A small amendment to paragraph 11 was suggested and agreed.

It was **agreed** that the Principal would ensure that HR were happy with the format of the document to be consistent with others in college, but that the

Principal

content was to be unchanged. The final document, having been reviewed and agreed by the Chair, would be presented for approval at the Corporation meeting later in the week.

It was **resolved** that Governors recommended the updated job description for Corporation approval.

**25.22 DATE AND TIME OF NEXT MEETING**

It was **resolved** that the next meeting would be held on Tuesday 10 May 2022 at 1000 hrs.

The meeting ended at 1130 hrs.

How Governors challenged management		Impact of meeting on College	
18.22	Questioned how governance risks were captured in college.	19.22	Recommended re-appointment of Dave Wheeler for a further three-year term of office.
21.22	That the meeting papers and overall meeting times needed to be streamlined further.	19.22	Agreed to invite three prospective Governors in for an initial meeting.
		23.22	Agreed that Corporation meetings would return to face to face from February and that all committee except Student Voice would remain virtual for this term. Committees to be face to face with virtual attendance as an option from the summer term.