WALSALL COLLEGE
MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE STANDARDS COMMITTEE
HELD ON TUESDAY 10 MAY 2022 AT 1000 HRS
VENUE: VIA TEAMS

PRESENT: Alan Woods   Chair
                 Jat Sharma   Principal & Chief Executive
                 Dave Wheeler
                 Graham Ward
                 Stuart Pedley-Smith (on Teams)
                 Jaswinder Dhillon (on Teams)

TOGETHER WITH: Alison Buick   Head of Governance

APOLOGIES: Charlotte Bosworth

26.22   CHAIR'S OPENING REMARKS
        The Chair thanked everyone for their attendance and welcomed all to the
        meeting. A particular welcome was extended to Jaswinder Dhillon, who
        had recently joined the committee.

27.22   APOLOGIES FOR ABSENCE
        Charlotte Bosworth.

28.22   DECLARATIONS OF INTEREST
        There were no changes to previously declared interests.

29.22   MINUTES
        The minutes of the meeting held on 25 January 2022, having been
        circulated, were taken as read and approved.

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

        Item 05.21
        Governor videos had been recorded and were in the final stages of
        preparation.

        Item 19.21 and 32.21
        The AOC Chair had been invited to attend the June Governor Training
        event, but this was to be confirmed as the date had changed. The AOC
        Chief Executive had agreed to attend the October Governor Training.

        Item 18.22
        Governance Risk Register would be covered later in the agenda.

        19.22.1
        All three new Governors had been appointed at the March 2022
        Corporation meeting.

        Item 19.22.2
        The skills audit summary had been updated.

Item 20.22
The QIP action plan had been expanded as agreed.

Item 22.22.1
The skills audit had been re-issued and would be considered later in the agenda.

Item 22.22.2
It had not been possible to adapt the staff CPD tool for use with Governors.

There was a discussion about the importance of Governor Training and the need for this to be recorded as evidence, particularly for a future external governance review. The Head of Governance held a record of all training that she was aware of, either organised through the college or which was notified to her by Governors. Governors agreed that having an ongoing record would be helpful as it was thought that not all activities were currently being captured. The Principal suggested looking at the student learning logs as a possible mechanism that could be adapted. This could enable Governors to record their own training, learning walks and link activities.

Principal/ Head of Governance

Item 24.22
The Clerk's job description had been revised as agreed.

31.22 **CORPORATION MEMBERSHIP**
The Head of Governance referred Governors to her written report and the following was discussed:

Terms of Office
Governors noted the Governor terms of office set out in the written report. Fiona Macmillan had resigned in April. The Chair had been in contact with her and had thanked her for her contributions to the work of Corporation and its committees.

There were no terms of office, other than students, due to expire in 2022, but there were several in 2023.

It was agreed that succession planning and recruitment of Governors was a continuous process. Having informal committee Vice Chairs could be a way of considering succession issues.

The Head of Governance reported that one of the new Governors had put forward names of two individuals that had expressed interest in joining Corporation. They had been asked to complete application forms.

The periodic Chairs' meetings were felt to be helpful. They allowed Chairs to keep in touch and to informally discuss governance and other matters.

Committee Composition
There was a vacancy for Audit Committee and also for Remuneration Committee.

Governors discussed the wider role of a Governor, which included being responsible for their CPD and seeking to have a wide understanding of college activities, not just their own interests or expertise.

It was agreed to ask Mary Mahoney to join Remuneration Committee.

It was agreed to ask Ray Simmonds to join Audit Committee.

Skills Audit
The Head of Governance had provided a summary of the recent skills audit and governance self-assessment questionnaires, based on the responses received. There were no significant areas of concern. Overall, Corporation had a broad mix of skills and experience. Comments made in the self-assessment did not raise any areas not previously discussed, although there had been some comments about stakeholder engagement that were worthy of further consideration at a future Corporation meeting.

Governors considered that the skills audit was an important activity that was at the heart of governance, including succession and development. Skills and Governor ambitions were linked. Governors needed to continually develop their skills to be able to make a difference in college.

The Chair wished to continue to arrange one to one meetings with Governors, as this was a useful way to discuss many things, including their own aspirations. The next round of meetings would include a discussion of their responses to the skills audit and self-assessment questionnaire.

There was a discussion about the need for the college website to have information on being a Governor. The Head of Governance would review the existing information. The Governor videos in development would be chased for initial review by the Principal and Head of Governance, before wider circulation. These included thoughts on why individuals should consider becoming a Governor.

Link Governors
The Head of Governance had provided some information in the written report and this included consideration of whether a more thematic approach to links may be appropriate. It was agreed that this would be discussed outside of the meeting with the Chair.

The following changes were agreed:

Curriculum, Quality and HE – Paul Averis
Commercial Development – Alan Woods
Workforce Development – Dave Wheeler
V6 Faculty – Dave Wheeler

The Head of Governance would liaise with staff and Governors to notify the changes.

The need for a Link Governor for training was considered but no conclusion was reached. Dave Wheeler expressed willingness to act as a mentor for new Governors if required.

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

	Head of Governance Chair of Audit
	Head of Governance /Principal
	Head of Governance /Chair
	Head of Governance

32.22   EXTERNAL GOVERNANCE REVIEW UPDATE

Governors were reminded that 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 previously. The final guidance had yet to be released.

The Chair commented on recent developments in the Charities sector that may permit future payments to Governors. This was noted and discussed, including whether this option would help attract more and high-quality Governors, or people from under represented groups. There were other factors in recruiting Governors, including time commitments, work priorities, the accountability framework, potential liabilities, and the wide range of responsibilities. The AOC had not expressed a specific view on this recently. It was agreed to maintain an awareness of developments that could impact on colleges in future.

On the External Governance review, it was agreed to wait until final guidance was issued before a scope was agreed. However, a provision for this needed to be allocated in the 2022/23 budget, and this was agreed at a maximum of £20k, which was felt to be prudent.

Governors **resolved** to note the External Governance review update.

33.22   GOVERNANCE RISK REGISTER

The Head of Governance referred to her written report and noted the four draft governance risks that had been identified. These were potential and not actual risks.

Governors discussed the Board Assurance Framework and the college Risk Register process. The Chair felt that this was still somewhat unclear, but acknowledged the evolving process and the role of the Audit Committee in overseeing it.

The Chair of Audit Committee noted that he had discussed the process with the Chair of Finance and Resources Committee, and that they were both pleased to see progress being made to implement the 4Risk system.

The Chair suggested that impact and probability scoring be added to the governance risks for the next update. An indication of direction of travel and the evidence of controls in practice would also be useful. Governors were asked to consider controls and mitigations in place and to suggest any additions or changes.   Head of Governance

It was agreed that this should be a standing agenda item for every meeting of this committee. Governors were satisfied that the four identified risks did cover the key areas expected.   Head of Governance

It was **resolved** that Governors **noted** the Governance Risk Register report.

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

The Head of Governance 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 **resolved** to accept the report and to endorse the continuation of established self-assessment activities during 2021/22.

35.22 **GOVERNANCE UPDATES**

The Clerk referred to her report which covered:
- FE White Paper and Skills Bill – governance aspects;
- SEND Green Paper – governance aspects;
- Post 16 Audit Code of Practice;
- Levelling Up;
- Ofsted;
- English Colleges Code of Good Governance – update.

Governors discussed the SEND Green Paper and noted the potential new requirement for a SEND Link Governor. Dave Wheeler was happy to take this on if required. This would be considered as part of the wider review of link roles.

36.22 **SELF-ASSESSMENT OF THE SEARCH AND GOVERNANCE STANDARDS COMMITTEE**

The paper was introduced by the Head of Governance and comments were invited. It was noted that this was now a regular report within the annual cycle of meetings for this and other committees. 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 had no specific comments and agreed that the self-assessment document was a helpful tool to confirm that the committee had met its terms of reference in 2021/22.

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

37.22 **DATE AND TIME OF NEXT MEETING**

It was **resolved** that the next meeting would be held on Monday 10 October 2022 at 1230 hrs.

The meeting ended at 1140 hrs.

How Governors challenged management		Impact of meeting on College	
		31.22	Agreed to invite new members to join Audit Committee and Remuneration Committee.
		33.22	Agreed governance risk register.