

**MINUTES OF THE MEETING OF  
SEARCH & GOVERNANCE STANDARDS COMMITTEE  
HELD ON 24 SEPTEMBER 2024**

**Venue:** Board Room, Wisemore  
Campus

**Date:** 24<sup>th</sup> September 2024

**Present:**

Charlotte Bosworth (Chair)  
David Wheeler  
Jat Sharma  
Stuart Pedley-Smith  
Graham Ward

**In Attendance:**

Lesley Venables, Head of Governance

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|   | <b>APOLOGIES FOR ABSENCE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| 1 | There were no apologies for absence.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
|   | <b>DECLARATIONS OF INTEREST</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
| 2 | Declarations of interest were received from all external governors in respect of the discussions on succession planning.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |
|   | <b>APPOINTMENT OF CHAIR</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| 3 | <b>Resolved</b> – That Charlotte Bosworth be appointed as committee chair for 2024/2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |
|   | <b>MINUTES</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |
| 4 | <b>Resolved</b> - That the minutes of the meeting held on 17 May 2024 be approved as a correct record and signed by the Chair                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |
|   | <b>MATTERS ARISING</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |
| 5 | Governors received for information a progress report on the actions resulting from the previous meeting and noted that the majority of these had been completed or were featured on the agenda.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
|   | <b>ANNUAL PERFORMANCE REPORT 2023/2024</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| 6 | Governors received a summary of the issues that had been highlighted during the recent performance review process. The Chair and the Head of Governance had met with the majority of governors to discuss the content of their respective forms.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |
| 7 | A number of areas for improvement had been identified, including: <ul style="list-style-type: none"> <li>a) Further information on the extent of employer engagement undertaken by the College to enhance their existing knowledge and inform discussions.</li> <li>b) An extension of the Student Voice activities to maximise engagement and to support decision-making</li> <li>c) Better use of summary sheets for committee chairs in their reports back to the Corporation – this had been trialled for the Audit Committee and would be used for all committees. These prompts would also enable other committee members to step in if the chair was absent. Further work would also be carried out on explaining the rationale for particular recommendations to provide the Corporation with assurance that these matters had been considered effectively.</li> <li>d) Refinement of the timings allotted to each item at Corporation meetings to provide sufficient opportunities for discussions on medium to long-term strategy.</li> </ul> |  |

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|                                           | e) More streamlined and targeted summary sheets from management and a data dashboard measuring performance against key indicators within the Corporate Plan would partly address this.                                                                                                                                                                                                                                        |                   |
| 8                                         | It was suggested that each Corporation could focus on an element of the new Corporate Plan, such as the national reform of Level 3 provision, the Transformation Project and Ofsted inspection.                                                                                                                                                                                                                               |                   |
| 9                                         | The Committee also considered the structure of Corporation agendas and whether it was more appropriate to receive committee reports prior to any other items of business.                                                                                                                                                                                                                                                     |                   |
| 10                                        | Strategic drivers for 2024/2025 were the development of the Adult Learning Centre project, the challenging financial position to achieve surpluses for further investment in resources, responding to the priorities set by the Combined Authority and minimising the number of young people Not in Employment, Education or Training.                                                                                        |                   |
| 11                                        | Reports to the Corporation and its committees should identify positive aspects, any concerns and the impact of policy decisions on the College's position and strategy.                                                                                                                                                                                                                                                       | Exec/LV           |
| 12                                        | A further area for improvement was to address any imbalances in the Corporation's diversity profile, which some governors felt did not reflect the local community. The Committee recognised that attracting individuals from lower age brackets was difficult as many had work and family commitments. Potential actions to address this would be discussed with Peridot & Partners as part of a wider recruitment strategy. | DW/LV/<br>Peridot |
| 13                                        | The Committee felt that there were already chances for governors to meet informally to build relationships, but any additional ideas would be tested out.                                                                                                                                                                                                                                                                     | DW/LV             |
| 14                                        | A number of governors had commented on the length of the action lists for some committees. The Principal and the Head of Governance would be reviewing each of these to determine which items had now been completed, to remove or amalgamate similar statements and ensure that the focus of activity was on high priority actions.                                                                                          | JS/LV             |
| 15                                        | Some topics for further training had been noted in the report such as risk management. A programme of sessions was under development to address any of these areas.                                                                                                                                                                                                                                                           | JS/LV             |
| 16                                        | Governors had also asked for more information on sector developments. It was agreed that the weekly letter from the CEO of the Association of Colleges would be circulated to all governors and that the Head of Governance would identify any additional briefings or courses that were appropriate for governors.                                                                                                           | LV                |
| 17                                        | <b>Resolved</b> - That the Corporation be recommended to approve the action plan for 2024/2025                                                                                                                                                                                                                                                                                                                                |                   |
| <b>ANNUAL GOVERNANCE REPORT 2023/2024</b> |                                                                                                                                                                                                                                                                                                                                                                                                                               |                   |
| 18                                        | The Committee received the Annual Governance Report for 2023/2024. This considered performance in a number of areas such as attendance, membership, committee structure and training.                                                                                                                                                                                                                                         |                   |

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| 19                       | Overall, the attendance level was 83% compared to 78% in 2022/2023 and against a target of 75%. The Head of Governance highlighted that attendance at the Learning & Quality Committee had only been 73% and it was agreed that this would be closely monitored this term.                                                                                                                                                                                                                                 | LV     |
| 20                       | As the majority of governors were in employment they would be offered the opportunity to dial into meetings remotely in an attempt to improve attendance.                                                                                                                                                                                                                                                                                                                                                  | LV     |
| 21                       | Recruitment activity had been minimal, but at the end of the year the Corporation had decided to remove the associate governorship and transfer 2 of the 3 associates to a full governorship.                                                                                                                                                                                                                                                                                                              |        |
| 22                       | Currently there were 2 vacancies for external governors, for which a recruitment process was underway. One of these vacancies was for the Chair of the Finance & Resources Committee and was being addressed through the FE Commissioner's Office scheme using an external search and selection firm (Peridot & Partners).                                                                                                                                                                                 |        |
| 23                       | There had been a continued focus on updating and streamlining the governance framework and modernising processes, such as the introduction of formal performance review process.                                                                                                                                                                                                                                                                                                                           |        |
| 24                       | As discussed earlier, consideration would be given to further improving the diversity of the Board's membership                                                                                                                                                                                                                                                                                                                                                                                            | S&G/LV |
| 25                       | The importance of on-going induction and training for governors was highlighted and would be a key priority in 2024/2025.                                                                                                                                                                                                                                                                                                                                                                                  | LV     |
| 26                       | Succession planning would be a significant issue in 2024/2025 and future years as a number of governors in key positions would be retiring from the Corporation over the next 18 months.                                                                                                                                                                                                                                                                                                                   | S&G/LV |
| 27                       | Progress against the items in the action plan would be monitored at future meetings.                                                                                                                                                                                                                                                                                                                                                                                                                       |        |
| 28                       | <b>Resolved</b> – That the content of the report be noted.                                                                                                                                                                                                                                                                                                                                                                                                                                                 |        |
| <b>MEMBERSHIP ISSUES</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |        |
| 29                       | The Head of Governance presented a report on membership issues.                                                                                                                                                                                                                                                                                                                                                                                                                                            |        |
| 30                       | As reported under an earlier agenda item there were currently 2 vacancies for external governors which needed to be filled as soon as practicable. An application had been made to the FE Commissioner's scheme for governor recruitment, the outcome of which was expected shortly.                                                                                                                                                                                                                       |        |
| 31                       | Existing gaps in the Corporation's skills profile included the following areas:<br><br>a) Financial – ideally two individuals with financial qualifications/expertise, one for the Audit Committee and the other to be recruited specifically as the Chair of the Finance & Resources Committee.<br>b) Further education – this would need to be someone from a non-competitor organisation and would be a useful addition to the Learning & Quality Committee.<br>c) Human Resources<br>d) Legal services |        |

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| 32                                | Some additional future skills areas had been added to the application to the FEC, namely Artificial Intelligence and Environmental Sustainability.                                                                                                                                                                                                                                             |        |
| 33                                | Over the next 18 months the terms of office of several governors were due to expire:<br><br>Rani Sahota                      December 2024 - elected by staff<br>David Wheeler                  March 2025 (currently in second term)<br>Tony Sadla                        March 2025 (currently in first term)<br>Stuart Pedley-Smith          October 2025 (third term – extended by 1 year) |        |
| 34                                | The Head of Governance advised that succession planning should be considered carefully in relation to a number of other governors whose terms of office will expire in future years, all of whom hold key positions within the Corporation – Paul Averis, Charlotte Bosworth, Graham Ward and David Wheeler.                                                                                   | S&G/LV |
| 35                                | During the performance review process Garry Welborn (staff governor) had stated his intention to retire in March/April 2025 which will require a further election process for a replacement will need to be undertaken.                                                                                                                                                                        | LV     |
| <b>COMMITTEE MEMBERSHIPS</b>      |                                                                                                                                                                                                                                                                                                                                                                                                |        |
| 36                                | Governors received proposals for amendments to the schedule of committee memberships for 2024/2025.                                                                                                                                                                                                                                                                                            |        |
| 37                                | It was agreed that, following the Corporation's decision to remove the category of 'associate' from its structure, any reference to associates should be deleted from the list of committee memberships.                                                                                                                                                                                       | LV     |
| 38                                | The Search & Governance Standards Committee currently had a maximum membership of 6, but it was felt to be more appropriate to reduce this to 5 (4 external governors and the Principal).                                                                                                                                                                                                      |        |
| 39                                | Changes to the membership of the Student Voice Committee were suggested, removing Charlotte Bosworth and adding Mary Mahoney, Barbara Van Der Eecken and Edward Ng.                                                                                                                                                                                                                            |        |
| 40                                | <b>Resolved</b> – That the Corporation be recommended to approve the revised schedule of committee memberships for 2024/2025                                                                                                                                                                                                                                                                   |        |
| <b>LINK GOVERNORSHIPS</b>         |                                                                                                                                                                                                                                                                                                                                                                                                |        |
| 41                                | Following discussions with individual governors during the performance review process a revised schedule of link governorships had been drafted for consideration. Further changes were made to this by the Committee. After the respective governors had been consulted on the areas with which they were 'twinning', a final version would be submitted to the Corporation for approval.     | LV     |
| 42                                | <b>Resolved</b> – That the revised schedule of link governorships be approved by the Board, subject to any further amendments resulting from consultation with individuals                                                                                                                                                                                                                     |        |
| <b>EXTERNAL GOVERNANCE REVIEW</b> |                                                                                                                                                                                                                                                                                                                                                                                                |        |
| 45                                | The Committee received for information a progress report on the items identified in the action plan for the External Governance Review undertaken in 2023/2024.                                                                                                                                                                                                                                |        |

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| 46                                         | In response to questions the Head of Governance confirmed that she had sufficient capacity and resources to be able to complete the necessary work involved.                                                                      |  |
| <b>CONFIDENTIAL BUSINESS REVIEW</b>        |                                                                                                                                                                                                                                   |  |
| 47                                         | The Head of Governance advised that each year the Board was required to undertake a review of any minutes classified as confidential to determine whether they could now be released into the public record.                      |  |
| 48                                         | This exercise had been completed and it was recommended that only 2 items (a discussion on the College's 14-16 arrangements and the content of the External Audit Plan for 2024/2025) should be reclassified as non-confidential. |  |
| 49                                         | <b>Resolved</b> – That the Corporation be recommended to approve the proposals on the reclassification of confidential minutes for 2023/2024                                                                                      |  |
| <b>COMMITTEE SELF-ASSESSMENT 2023/2024</b> |                                                                                                                                                                                                                                   |  |
| 50                                         | Governors received a draft Committee Self-Assessment for 2023/2024. This considered performance against a number of key areas – attendance, membership/skills, business transacted and identified some areas for improvement.     |  |
| 51                                         | <b>Resolved</b> – That the Committee Self-Assessment for 2023/2024 be approved                                                                                                                                                    |  |
| <b>DATE OF NEXT MEETING</b>                |                                                                                                                                                                                                                                   |  |
|                                            | 4 <sup>th</sup> February 2025                                                                                                                                                                                                     |  |