Bringing talent to life... Walsall College

APPROVED MINUTES OF THE MEETING OF SEARCH & GOVERNANCE STANDARDS COMMITTEE HELD ON 4TH FEBRUARY 2025

Present:	In Attendance:
Charlotte Bosworth (Chair) Jat Sharma Stuart Pedley-Smith Graham Ward	Lesley Venables, Head of Governance

	APOLOGIES FOR ABSENCE	
1	Apologies for absence were received from David Wheeler and Paul Averis.	
	DECLARATIONS OF INTEREST	
2	Declarations of interest were received from external governors in respect of the discussions on membership and succession planning.	
	COMMITTEE MEMBERSHIP	
3	Governors noted that, following recent discussions, the Chair of the Corporation had asked Paul Averis to join this Committee, so that all chairs were members.	
	MINUTES	
4	**Resolved -** That the minutes of the meeting held on 24th September 2024 be approved as a correct record and signed by the Chair	
	MATTERS ARISING	
5	Governors received for information a progress report on the actions resulting from the previous meeting, the majority of which had been completed or were featured on the agenda. The number of outstanding actions had now been reduced and any completed items were contained in a separate report which would enable the Committee to track progress throughout the year.	
6	Under minute 7 the Head of Governance advised that summary statements had been trialled at the Audit Committee, but further work was required to replicate this across the full committee structure.	**LV**
7	The Head of Governance was asked to send a letter of thanks to Rani Sahota who had recently completed her term of office as academic staff governor (minute 33 refers). A nomination and election process for a replacement would commence shortly. The Committee was also advised that Garry Welborn, business support staff governor, would be retiring in March/April, which would require a further election process.	**LV**
8	The Chair advised that during the Head of Governance's recent appraisal there had been discussions regarding the current lack of spare capacity within the role and the impact this had on the ever-increasing workload of governance. The Head of Governance had advised that she had tendered her resignation at her other employment and would be leaving there at the end of the academic year.	
9	Proposals on increasing the proportion of an FTE appropriate for the role would be submitted to the Remuneration Committee for consideration and recommendation to the Corporation. Governors were supportive of this increase, particularly given the positive impact that had been made on the governance framework to date and the future requirements of the post in relation to the 2030 Project, restructuring of the senior leadership team and succession planning, recruitment, induction and training of new governors.	**JS/LV**

10	The Committee also recognised the importance of any administrative support provided to the Head of Governance and the need to identify and train a deputy, who may be successful in applying for the post in the future.	JS/LV
11	The Chair commented that progress against the actions resulting from the External Governance Review needed to continue to be monitored and that any issues identified during the Ofsted inspection in November should also be added to the action plan. One such item was encouraging and equipping governors to ask challenging questions of management and to provide evidence of this that was easily accessible to any future validation process; the Head of Governance reported that this could be done by highlighting in a different colour any instances of challenge and management's response.	LV LV
12	The Principal had shared a number of documents from his non-executive director role at an NHS trust that could be used to inform current practice, such as reports focusing on what had gone well, areas for improvement and actions that either had or would be taken to address these.	JS/LV
13	The work undertaken recently by the Assistant Principal MIS and her team on the attendance dashboard provided a robust basis on which to build further data that would be available to support decision-making and enable governors to question performance.	
14	It was agreed that the areas identified in minute 15 (risk management/appetite, Walsall Council's strategy, Artificial Intelligence, Combined Authority Strategic Priorities, Safety, Role of Charity Trustee) would form the basis for the governor training programme for the remainder of the academic year	JS/LV
15	New governors would be assigned a mentor on appointment to provide a support mechanism. A number of governors had requested some further training on the management accounts to improve their understanding of the College's financial performance. The Head of Governance advised that this could either be achieved through internal sessions or attendance at one of the Association of Colleges' workshops for governors.	LV LV/JS
	ATTENDANCE 2024/2025	
16	The Committee received a report on attendance from September 2024 to January 2025 against the target of 75%.	
17	The levels of attendance for Corporation (including one special meeting) and committee meetings was as follows:	

Committee	2024/2025	2023/2024 (full year)
Audit	100%	92%
Corporation	88%	81%
Finance & Resources	70%	80%
Learning & Quality	57%	75%
Remuneration	Not yet met	100%
Search & Governance Standards	100%	100%
Overall	84%	83%

18	The relatively low figure for the Learning & Quality Committee had been due to the late appointment of the second student governor and other planned absences. The Committee Chair was aware of the current position and every effort would be made to improve attendance for the remainder of the academic year. A similar process would be used for the Finance & Resources Committee.	
19	There were no significant concerns on attendance currently. However, there was a small number of governors whose attendance was below the identified target, but this was either due to work commitments and, in one case, a leave of absence had been granted by the Corporation to enable a governor to deal with family issues (the individual had now resumed her role on the Corporation).	
20	Monitoring would continue and any issues on attendance would be discussed by the Head of Governance with the Chair and Vice-Chair of the Corporation.	
	MEMBERSHIP ISSUES	
21	The Head of Governance presented a report on current and future membership issues.	
22	There were currently 2 vacancies for external governors, which needed to be filled as soon as was practical. The existing gaps in the Corporation's skills profile included finance/audit/risk management, further education (from a non-competitor college), human resources, environmental sustainability, artificial intelligence and legal services.	
23	Peridot & Partners had been engaged to support the recruitment process for 2 individuals with finance/risk/audit expertise and interviews were scheduled for 21st February with any recommendations to be approved by the Corporation at its March meeting.	Sel. Panel
24	It was intended that an individual with financial skills could eventually be appointed as the Chair of the Finance & Resources Committee and having a qualified finance/audit/risk expert would add strength to the existing profile of the Audit Committee.	
25	The term of office of the teaching staff governor had expired in December 2024. A nomination and election process was about to commence and this would be followed by a further round in March/April due to Garry Welborn's imminent retirement from the College and, therefore, inability to continue as the business support staff governor.	LV
26	Governors received information on terms of office that would expire over the next few months. The most immediate of these were: David Wheeler — March 2025 (currently in second term) Tony Sadla — March 2025 (currently in first term) Stuart Pedley-Smith — October 2025 (third term – extended by 1 year)	
27	A report on the contributions and performance of all 3 individuals was provided and it was agreed that they added valuable skills and experience to the overall profile of the Corporation. The Committee felt that the skills and financial expertise of Stuart Pedley-Smith needed to be maintained to provide an element of stability in the Corporation's membership.	

28	The Head of Governance advised that it was possible to vary the normal maximum length of tenure for a governor in extenuating circumstances and it was suggested that this could be best achieved through Stuart's co-option to the Finance & Resources Committee, rather than a full external governorship.	
29	Succession planning would be extremely important over the next couple of years as there were a number of other governors whose terms of office will expire, including some who hold key positions within the Corporation.	ALL
30	It was agreed that there would be a focus on succession planning during the performance review process for 2024/2025 to assess expectations amongst existing governors and any training and development requirements.	DW/LV
31	Governors noted that there would be a financial cost to using an external recruitment company, which would require an allocation to be made in future budgets.	
32	The Head of Governance suggested that the Committee may wish to start the recruitment process early and offer one-year terms of office to any successful candidates. This would provide a probationary period for the individuals and allow the Corporation to determine their contributions and skills. It would also enable a comprehensive induction and training programme to be completed and give them exposure to a full year's cycle of business.	LV
33	The Committee received anonymised information on the Corporation's diversity profile, which had been collected in response to the Education & Skills Funding Agency annual national survey of governors. The only significant gap was on the age profile with most governors falling within the upper age brackets. This would be addressed as far as possible as part of the future recruitment processes.	S&G
34	In recognition of the increasing demands on the roles of Chair and Vice-Chair of the Corporation a proposal was submitted for introducing a second vice-chairship. This would enable some of the responsibilities to be shared more equally and provide a training and development opportunity for the successful candidate. It would also assist with future succession planning and allow the Corporation to cover any absences.	
35	The Head of Governance advised that good governance practice indicated that the Vice-Chair appointment should be made after a formal nomination and election process (if required) and that May 2025 would be an appropriate time for this to occur.	
36	A further area of good practice had been identified for possible adoption by the Corporation for initiating a system of vice-chairs of committees. This was also considered to beneficial, providing development opportunities for individuals and cover for the absence of the committee chair, particularly when feeding back to the Corporation on the activities and recommendations of those committees.	
37	**Resolved – That the Corporation be recommended to approve the following:** 1 Reappointment of David Wheeler and Tony Sadla as external governors for a further 3 year term of office with effect from 27th March 2025	

	2 Appointment of Stuart Pedley-Smith as a co-opted member of the Finance & Resources Committee for a 1 year term of office from October 2025 3 A revised process for the nomination and election of the Chair and Vice-Chairs 4 Appointment of a second Vice-Chair of the Corporation following a nomination and election process 5 Appointment of vice-chairs of committees with effect from 1st August 2025	
	COMMITTEE MEMBERSHIPS	
38 39 40 41 42	Governors received proposals for amendments to the schedule of committee memberships for 2024/2025. It was agreed that Heather Lodge should be asked to join the Audit Committee to strengthen its current membership of 3 external governors, along with any new appointees (discussed under an earlier agenda item). Governors noted that the Chair of the Corporation had invited Paul Averis to join this committee so that all chairs were members. It was suggested that the membership of the Learning & Quality Committee should be amended to increase the quorum from 3 to 4 and that external governors should be in the majority. The membership of the Student Voice Committee had also been modified to state "*upto* 3 external governors" to allow some flexibility. **Resolved** – That the Corporation be recommended to approve the revised schedule of committee memberships for 2024/2025	 LV
	EXTERNAL GOVERNANCE REVIEW	
43 44	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. A number of items had been updated since the report had been written and these would now be amended. Governor biographies on the website would be revised where necessary and new governors added. The schedule of link governors would be updated.	 LV
	SECTOR UPDATES	
45 46	Governors received for information the FE Commissioner's annual report for 2023/2024 and the outcome of one of the "Just One More Thing" initiatives on Artificial Intelligence which includes a section on AI governance. It was agreed that AI needed to be incorporated into the Strategic Plan. The Principal reported that work on AI was underway within different areas of the College but was not yet embedded. However, the current activity would be used as a basis for the development of a Technology Strategy which would encompass the approach, online vision, resulting staff efficiencies, streamlining of processes and application to vocationally appropriate skills for learners.	 JS

	DATE OF NEXT MEETING	
	15th May 2025	