

**MINUTES OF THE MEETING OF
SEARCH & GOVERNANCE COMMITTEE
HELD ON 22ND SEPTEMBER 2025**

Present:

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

In Attendance:

Lesley Venables, Head of Governance

	APOLOGIES FOR ABSENCE	
1	There were no apologies for absence and Edward Ng was welcomed to his first meeting of this Committee.	
	DECLARATIONS OF INTEREST	
2	Declarations of interest were received from individual external governors for the item on membership.	
	APPOINTMENT OF CHAIR	
3	Resolved – That Charlotte Bosworth be appointed as Chair for 2025/2026	
	MINUTES	
4	Resolved - That the minutes of the meeting held on 15 th May 2025 be approved as a correct record and signed by the Chair	
	MATTERS ARISING & REFLECTIONS ON RECENT COMMITTEE MEETINGS	
5	Governors received for information a progress report on the actions resulting from the previous meeting. It was noted that there was a small number of items that had not yet been completed due to capacity issues, which the Committee asked to be addressed as a priority.	LV
6	The Chair commented that ensuring an appropriate level of support for the Head of Governance would be considered alongside the governor succession plan. Discussions had commenced internally on the possible future shape of this role (which would provide support on governance only). Further updates and potential costs would be presented at a forthcoming Committee meeting.	LV/JS
7	As an interim measure governors requested that the use of AI (to support activities such as minute-writing) should be explored. The chairs' summaries of committee meetings would continue to inform the Corporation of the main points of discussion, areas of challenge/concern, any recommendations required and decisions made on behalf of the Board.	LV
	TERMS OF REFERENCE	
8	The Head of Governance presented revised terms of reference, which had been drafted following the implementation of the new committee structure.	
9	Resolved – That the Corporation be recommended to approve the revised Terms of Reference, with the amendment of para B12 to reflect that the performance review process related to governors,	
	PERFORMANCE REVIEW PROCESS 2024/2025	
10	Governors received an interim report on the issues highlighted during the Performance Review Process for 2024/2025. The Chair of the Corporation and the Head of Governance had met with the majority of governors to discuss the content of their respective forms, but there were still some	

	meetings left to arrange which would be completed prior to the October Corporation meeting.	
11	Participants had felt that governance was strong, with highly-skilled and experienced governors who brought an appropriate level of support and challenge to the management team. There was a culture of openness and transparency at meetings, which enabled governors to debate complex and sensitive strategic issues.	
12	<p>A number of areas for improvement had been identified, including:</p> <ul style="list-style-type: none"> a) Awareness of the distinction between governance and management. b) Improved relationship-building between governors c) Regular reports on performance against agreed targets set by the Corporation, to enable it to hold Principal & Executive Team to account. d) Benchmarking against other colleges in the sector. e) Reports to be more focused on strategic aspects of decisions required. Better use of summary sheets and adjustment to the balance between data and its interpretation/implications to enable governors to understand the potential impact of decision-making. f) External inputs to governor training sessions. g) Comparative information on profile of local community and that of staff and student cohort. h) Further information on employer engagement and partnership working. i) Review alternative solutions to obtaining views from students. j) Clarify how information or proposals submitted to governors fit into governance framework and their responsibilities under Articles of Government. k) Succession planning to be given high priority in 2025/2026. l) Greater diversity required - gender balance, ethnicity, age and disability. Board does not accurately reflect the community it serves. m) Increased visibility for EDIB, HR, Sustainability and AI/Innovation at Corporation and committee level. n) Review use of Convene as governance portal. o) Ensure that all governors complete/update their training on at least the mandatory modules. 	
13	An action plan had been prepared to address all of these issues and progress would be monitored at each Committee meeting.	LV
14	The areas on which governors had requested further inputs or information (destinations, Adult/AEB funded provision, Ofsted metrics, EBID and HR) would set the 'lines of enquiry' for governors in 2025/2026.	
15	It had been agreed that only the senior postholders would attend Corporation meetings on a regular basis, with other members of the management team invited for particular items. This would enable the Corporation to focus on more strategic matters. The current practice of committees being attended by the relevant members of SMT would continue and provide an opportunity for governors to receive detailed responses to questions.	

16	The HoG undertook to clarify for governors which training modules were considered to be mandatory (including safeguarding and the Prevent agenda) and to recommend further optional training, possibly through the Education Training Foundation.	LV
17	Governors discussed the issue of improving the Board's diversity, particularly in terms of gender and age. The latter was difficult to address as prospective governors from a younger age bracket were often busy with work and family commitments.	
18	It was felt that achieving the right balance of skills and experience should be the key driver for recruitment, with fulfilling the Corporation's aspirations on greater diversity a secondary consideration. Any recruitment decisions would be documented in detail and EDIB data would continue to be provided to the Committee to support this process.	S&G/LV
ANNUAL GOVERNANCE REPORT 2024/2025		
19	The Committee received the Annual Governance Report for 2024/2025. This considered performance in a number of areas such as attendance, membership, committee structure and training.	
20	Overall, the attendance level was 76% compared to 83% in 2023/2024 and 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 63% and it was agreed that this would be closely monitored this term with any significant issues raised with the Chair. The Committee was reminded that the target would increase to 80% for 2025/2026.	LV
21	As the majority of governors were in employment they would continue to be offered the opportunity to dial into meetings remotely in an attempt to improve attendance.	LV
22	The Committee agreed that it was important to document the context of the performance level on attendance, such as the leave of absence granted to one external governor.	LV
23	The attendance of the student governors had been relatively low compared to previous years. The HoG advised that some colleges now used an application and interview process instead of nominations/elections to appoint student governors. However, this would require an amendment to the Instrument of Government before such a system could be approved and implemented. It was agreed that this would be considered for 2026/2027 and that discussions would take place with the Student Union beforehand.	LV
24	The Board's constitution remained at 18 governors, with no vacancies currently. Two external governors had been appointed in 2024/2025 following a recruitment process supported through Peridot & Partners, both of whom were qualified accountants and added to the overall skills profile.	
25	A co-opted member of the Finance Committee was appointed with effect from 1 August 2025. Two student governors and two staff governors had been elected. There were no resignations, other than both of the previous staff governors whose terms of office came to an end.	

26	The term of office of one external governor (SPS) was extended to October 2026 to enable planning for their replacement to occur.	
27	Information was received on the Corporation's diversity profile, based on the categories of data requested by the Department for Education each year. The report also detailed the number of meetings in the year, the new process for the nomination and election of the Chair and 2 Vice-Chairs of the Corporation and the revised committee structure in place for 2025/2026.	
28	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.	
29	Training and development activities were set out, together with information on the link governor scheme.	
30	A number of actions for 2025/2026 had been identified and would be monitored through a development/improvement plan that covered all actions arising from the items discussed at this meeting.	LV
31	The Committee considered the draft assessment of its performance in 2024/2025.	
32	Resolved – a) That the content of the draft report be noted and that an updated version would be submitted to the Corporation for information at its October 2025 meeting	LV
	b) That a development/improvement plan be drafted to encompass all actions arising from items discussed at this meeting, with progress against each of these monitored on a regular basis	LV
	c) That the Committee's Self-Assessment for 2024/2025 be approved	
MEMBERSHIP ISSUES		
33	The Head of Governance presented a report on current and future membership issues. Currently there were no vacancies in any category and the Corporation's membership was at the maximum of 18 under the existing register of determination.	
34	The skills profile had been updated to include recently-appointed governors but there remained gaps in the areas of Further Education (from a non-competitor college, possibly using a reciprocal arrangement for senior College leaders), Human Resources, Environmental Sustainability, Artificial Intelligence and Legal Services.	
35	Governors concurred that it was not necessary to be professionally qualified in any of these disciplines, but substantial experience of that area could be considered as equally valid. It was important to recruit individuals who would provide a sufficient level of challenge to management.	
36	The DfE had recently contracted with Governors for Schools to support FE colleges in sourcing and appointing new governors and it was felt appropriate to submit an application to cover some of the identified skills gaps.	LV

37	<p>Governors received information on terms of office that would expire over the next few months. The most immediate of these were:</p> <p>Mary Mahoney May 2026 (currently in second term) Nelson Tanyanyiwa May 2026 (currently in first term) Stuart Pedley-Smith October 2026 (third term – already extended by 1 year) Heather Lodge October 2026 (currently in second term) Graham Ward October 2026 (currently in third term)</p>	
38	<p>In addition, there would be further potential retirements in 2027 – namely Paul Averis, Charlotte Bosworth, Barbara Van Der Eecken and Edward Ng. The Committee considered options for future recruitment, including co-opting individuals to a committee prior to appointment as a full governor, using the networks of existing Corporation members, major partners and professional associations.</p>	
39	<p>It was also suggested that outgoing governors could transfer to a co-opted committee role, to provide a handover period and to retain corporate knowledge within the organisation whilst new governors underwent induction and training. Consideration could also be given to establishing an ‘aspiring governors’ programme to provide a pipeline of suitable individuals for any future vacancies.</p>	LV/JS
40	<p>The Head of Governance advised that an allocation for external recruitment support would be required within the overall budget to cover any costs.</p>	
41	<p>All colleges were required by the Department for Education to submit data on the diversity of their workforce on an annual basis, including governors. The Committee received an anonymous summary of the data for the Corporation for 2024/2025 and a comparison against the national data in some categories.</p>	
42	<p>The Head of Governance reported that the categories used by the DfE were quite narrow and it was agreed that a further set of parameters could be added for internal use, including questions on caring responsibilities, educational and socio-economic background. This would be effective from 2025/2026. The Chair added that social mobility was a major focus for corporations and companies now and it was important that the Committee considered this in terms of young people and adults. A question on SEND would also be added to the data set</p>	LV
COMMITTEE MEMBERSHIPS		
43	<p>The Committee received an updated structure and schedule of committee memberships which had been reviewed as part of the performance review process in Summer 2025. The Head of Governance reported that the majority of individuals had agreed with the proposals for committee memberships and there was still sufficient capacity within committees to add co-optees to address particular skills shortages.</p>	
44	<p>It was noted that Paul Averis had advised that he would not be seeking reappointment as the chair of the Learning & Quality Committee for 2025/2026. The Head of Governance would be discussing this vacancy with two committee members and would report on the outcome at the October Corporation meeting.</p>	LV

45	Resolved - That the revised schedule of committee memberships be recommended for approval by the Corporation.	
LINK GOVERNORS		
46	The Head of Governance presented a revised schedule of link governors. This was incomplete due to delays in undertaking performance review meetings with individual governors, which should be resolved shortly.	
47	A number of changes were suggested, based on recent developments, such as Graham Ward being assigned to Health & Safety and a new link governor being required for safeguarding. A final version of the schedule would be submitted for approval at the October Corporation meeting.	LV/JS
48	Managers would be asked to contact governors to arrange individual visits to specific areas and a written summary of any feedback would be submitted to the Governance Team. The Deputy Principal and Chief Financial Officer would monitor the process to ensure that meetings were taking place.	LV KL/MTK/ JS
49	A regular report on link governor activity would be provided at each Search & Governance Committee meeting.	LV
50	The Committee also received draft role descriptions for key link governorships, such as safeguarding, EDIB and Careers. It was felt that these provided a useful structure to enable link governors to undertake their roles effectively.	
51	Resolved – That the Corporation be recommended to approve: <ul style="list-style-type: none"> 1 A final version of the link governor schedule 2 Role descriptions for key link governorships 	
EXTERNAL GOVERNANCE REVIEW PROGRESS REPORT		
52	The Committee received for information an update on progress against the actions identified by the External Governance Review in March 2024.	
53	For ease of monitoring it was agreed that all action plans featured in the papers for this meeting would be amalgamated and that a section for 'ongoing' actions would be included.	LV
REVIEW OF CONFIDENTIAL MINUTES		
54	The Head of Governance advised that, under the Articles of Government, 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.	
55	This exercise had been completed and it was recommended that only 2 items (a discussion on the tender process for the replacement of key College systems and proposals for a revised committee framework) should be reclassified as non-confidential.	
56	Resolved – That the Corporation be recommended to approve the proposals on the reclassification of confidential minutes for 2024/2025	

COMPLIANCE WITH RECOMMENDATIONS FROM FEC REPORT ON WESTON COLLEGE		
57	The Head of Governance presented an assessment of the implications arising from the recent Further Education Commissioner's (FEC) report on governance and internal control issues arising from the investigation of Weston College.	
58	The issues raised in the report related to Weston College's previous and long-standing Principal who was paid over £2.5m more than the amounts properly declared in the financial statements for the 2017-2023 financial years, The majority of these payments had not been explicitly approved by the full Corporation.	
59	The report criticised the College's governance arrangements and commented on the lack of transparency in reporting and minimal disclosure of the total remuneration package to the full Corporation. Established payroll procedures were by-passed to make direct payments to the Principal.	
60	This had led to a failure of governance processes and poor decision-making in relation to the appropriate use of public funds.	
61	The FEC made a total of 13 recommendations (one of which was specific to Weston College) and it was felt to be appropriate to assess Walsall College's governance and internal control arrangements against the 12 recommendations. Some proposals for further action were presented and progress against these would be monitored by the Committee.	LV/JS
COMMITTEE SELF-ASSESSMENT 2024/2025		
62	Governors received a draft Committee Self-Assessment for 2024/2025. This considered performance against a number of key areas – attendance, membership/skills, business transacted and identified some areas for improvement.	
63	Resolved – That the Committee Self-Assessment for 2024/2025 be Approved	
ANY OTHER BUSINESS		
64	Governors made some requests for further information to support them in their role, including an overview of the types of learners and the respective numbers for the current and previous years, funding sources/amounts and an organisation chart.	JS/LV
DATES OF FUTURE MEETINGS		
	2 nd February 2026 13 th May 2026	