

There were no minutes restricted from publication

SANDWELL COLLEGE

**Minutes of a Meeting of the Search & Governance Committee
held virtually on Monday 26 June 2023, 1.00pm**

Present: J Tew (Independent) (Chair)
K Ellis (Independent)
G Pennington (Principal)

Apologies: J Uddin (Independent)

In Attendance: E Scotford (Clerk to the Corporation)

		Action
S23.9	<u>Welcome and Apologies</u>	
	The Chair welcomed all present to the meeting. Apologies were received from Jalal Uddin.	
	RESOLVED THAT: apologies were accepted by Governors.	
S23.10	<u>Declarations of Interest</u>	
	There were no declarations of interest.	
S23.11	<u>Minutes of the Meeting of the Search & Governance Committee held on 6 February 2023</u>	
	RESOLVED THAT: Governors approved the minutes of the meeting of the Search & Governance Committee held on 6 February 2023.	
S23.12	<u>Matters Arising</u>	
23.12.1	Minute No. S23.2 – a Governor would speak to the Sandwell LA Leader to seek potential recommendations – superseded by the appointment of the CEO of Sandwell LA to the Board.	
23.12.2	Minute No. S23.4.5 – ETF update – a response had now been received from ETF who had advised that: modules in the Governor Development Programme could be taken in any order according to the individual Governor's preference; on average each module took between 1-2 hours to complete except if following the additional supporting links which provided further detail to support each module; the platform was in the process of being updated and would be relaunched in August in time for the new academic year. Governors would be kept updated.	Clerk
S23.13	<u>Board of Governors – Vacancies/Forthcoming Vacancies/Committee Vacancies</u>	
13.1	Discussion took place based on the Clerk to the Corporation's report detailing vacancies, forthcoming vacancies and committee vacancies which currently were: One vacancy existed on the Board for an Independent member. Update given on steps to recruit a female candidate from the education sector. Governors expressed their thanks to the Principal and college team for identifying successful candidates for the other 4 Independent member vacancies which had been filled since the last meeting. There were no other vacancies at the present time.	

	<p>Three vacancies would arise during the academic year 2023/24:</p> <p>Paul Stanaway – 6 December 2023 – the Chair would contact Mr Stanaway to gauge his interest in serving a second term;</p> <p>Ken Ellis – 31 July 2024 – no action required at present;</p> <p>Neil Makin – 9 December 2024 - no action required at present. Mr Makin had advised that he intended to stand down on the expiry of his current term of office.</p> <p>Committee vacancies were noted: Audit Committee x 2; Finance & Strategy x 1; LQCC x 1.</p> <p>New Governors: Alex Aitken and Richard Bearman had not yet been allocated to a committee. Shokat Lal had indicated that he would be unable to commit to a committee role for 12 months.</p> <p>Discussion took place and Governors decided to recommend the following committee appointments to the Board for approval:</p> <p>Audit Committee – Richard Bearman Finance & Strategy Committee – Alex Aitken</p> <p>The LQCC vacancy was held in abeyance and would be filled on the appointment of a new Independent member from the education sector.</p>	
13.2	<p>Mr Ellis's current term as Chair of the Board was due to expire on 31 July 2023. Mr Ellis confirmed he would be prepared to extend his term for a further 6 months to support the Board through a number of important pieces of work facing the Board, including the recruitment of a new Principal.</p> <p>Succession planning for the role of Chair was discussed, together with consideration of moving to a Co Vice Chair arrangement for the upcoming period. The Chair would contact a Governor to establish his interest and availability in being able to take on the role of Co Vice Chair alongside John Tew who, it was recommended, would continue in order to continue to provide strong support, given his experience as Governor and Chair which would be crucial during this period. If the Governor agreed, due process would be followed for his appointment by the Board. He would then work alongside the Chair and Co Vice Chair over the coming months.</p> <p>The proposed candidate for the Co Vice Chair role had also been approached to gauge his interest in taking on the role of Chair which he had confirmed he would. Due process would be followed at the time.</p> <p>The handover period for the new Chair would coincide with the start of the new Principal.</p> <p>The Clerk reminded Governors that nominations for the role of Vice Chair had been sought for the past couple of years, with no expressions of interest before Mr Tew had stepped into the role.</p>	KE
13.3	<p>RESOLVED THAT:</p> <ul style="list-style-type: none"> • Governors monitored and discussed Board membership and vacancies and action to be taken. • Governors noted the need to be mindful of succession planning and equalities, diversity and inclusion in new appointments. • The Chair would contact a Governor to establish his interest and availability in taking on the role of Co Vice Chair. 	

S23.14	<u>Draft Internal Audit Report – Governance & Risk Management</u>	
14.1	The internal audit had been carried out based on the Board and College's compliance with the AoC Code of Good Governance and the duly completed compliance checklist.	
14.2	The internal auditors had experienced staff sickness absences which had led to a delay in the draft report being prepared and issued for management response: expected on 24 April, received on 5 June after the Spring Bank Holiday week. The draft report, including proposed management responses was therefore included with the meeting pack for Governors' information. This had also been presented to the June Audit Committee meeting.	
14.3	The draft report currently rated the audit as Reasonable Assurance. Governors' attention was drawn to the key findings, a number of which were minor issues which would/had been quickly addressed and some would be discussed further with the auditors before the report was finalised. The most substantive issue related to the College's Environmental Strategy which was not currently in place. The Principal confirmed that this would be addressed and the College would commit to having a strategy place in the autumn term via the Director of Estates Development and Capital Projects and his team.	Principal
14.4	Governors were pleased with the quality of the College's responses in the compliance checklist which were comprehensive and thorough and noted the majority of the findings were minor or easily addressed.	
14.5	The final report would be brought to the next meeting. Clerk to note for agenda.	Clerk
14.6	RESOLVED THAT: Governors noted the draft internal audit report on Governance and Risk Management Arrangements.	
S23.15	<u>Policies</u>	
15.1	Consultation policy – obtaining the views of staff and students	
	RESOLVED THAT: Governors approved the policy.	
S23.16	<u>Committee Terms of Reference</u>	
	RESOLVED THAT: Governors approved the Committee terms of reference.	
S23.17	<u>Committee Effectiveness</u>	
	RESOLVED THAT: Governors would complete and return to the Clerk the committee effectiveness questionnaire.	Govs
S23.18	<u>Any Other Business</u>	
18.1	External Governance Review	
18.1.1	Governors were reminded the review would need to be completed by the end of July 2024. Preparations and process would be discussed at the next meeting as there were other priorities to be addressed by Governors in the meantime with the Principal's recruitment process.	
18.1.2	RESOLVED THAT: Governors noted the need for the external governance review to be completed by 31 July 2024 and that further discussion and preparation would take place in due course.	

S23.19	<u>Determination of Confidential Items</u>	
	There were no confidential items.	
S23.20	<u>Date and time of next meeting</u> Monday 6 November 2023, 1.00pm	

Meeting ended at 1.55pm