

**SANDWELL COLLEGE**

**Minutes of a Meeting of the Search & Governance Committee  
held virtually on Monday 6 November 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)

		<b>Action</b>
S23.21	<b><u>Welcome and Apologies</u></b>	
	The Chair welcomed all present to the meeting. Apologies were received from Jalal Uddin.	
	RESOLVED THAT: apologies were accepted by Governors.	
S23.22	<b><u>Declarations of Interest</u></b>	
	There were no declarations of interest.	
S23.23	<b><u>Minutes of the Meeting of the Search &amp; Governance Committee held on 26 June 2023</u></b>	
	RESOLVED THAT: Governors approved the minutes of the meeting of the Search & Governance Committee held on 26 June 2023.	
S23.24	<b><u>Matters Arising</u></b>	
23.12.1	Minute No. S23.12.2 – ETF update – the Clerk advised that ETF Governance Development Programme move to a new platform should conclude by December. A further update on the modules available would be given at the next meeting when it would be decided how to direct Governors to approach the Programme.	
	Minute No. S23.13.2 – moving to a Co Vice Chair arrangement – actioned. Alan Taylor was appointed as Co Vice Chair at the July Board meeting.	
	Minute No. S23.14.3 – College Environmental Strategy to be produced in the autumn term – update given on the health of the Director of Estates, Development and Capital Projects – the Principal would follow up with the team with a view to developing the strategy.	Principal
	Minute No. S23.14.5 – internal audit report on Governance and Risk Management – final report not available yet.	
	Minute No. S23.17 – Governors to complete committee effectiveness questionnaire – actioned.	
S23.13	<b><u>Board of Governors – Vacancies/Forthcoming Vacancies/Committee Vacancies</u></b>	
13.1	Discussion took place based on the Clerk to the Corporation’s report detailing vacancies, forthcoming vacancies and committee vacancies which currently were:	

	<p>One vacancy existed on the Board for an Independent member. Update given on steps to recruit a female candidate from the education sector.</p> <p>Three vacancies would arise during the academic year 2023/24:</p> <p>Paul Stanaway – 6 December 2023 – Mr Stanaway had confirmed his intention to stand down at the expiry of his current term due to personal circumstances.</p> <p>Ken Ellis – 31 July 2024 – Mr Ellis advised that he now intended to stand down as Chair and Governor with effect from 31 December 2023 due to personal circumstances. Due process would be followed to appoint his successor.</p> <p>Neil Makin – 9 December 2024 - Mr Makin had advised that he intended to stand down on the expiry of his current term of office.</p> <p>Current committee vacancies were noted: Audit Committee x 1; Finance &amp; Strategy x Nil; LQCC x 3.</p> <p>However, it was noted that Mr Ellis's departure would lead to the following vacancies: Chair and member of LQCC, member of Finance &amp; Strategy Committee, member of Search &amp; Governance Committee, member of Performance &amp; Remuneration Committee, and Safeguarding Link Governor.</p> <p>Discussion took place and it was decided that:</p> <p>Mr Tew would temporarily join LQCC and take on the Safeguarding Link Governor role.</p> <p>Mr Makin would be approached to chair LQCC until an additional Governor from the education sector was appointed.</p> <p>Mr Bearman would move from Audit Committee to Finance &amp; Strategy Committee.</p> <p>The new Corporation Chair would join the Search &amp; Governance Committee and the Performance &amp; Remuneration Committee.</p> <p>An election process would be held to appoint a new Chair. Mr Ellis's term of office would end on 31 December 2023 and the new Chair would take up office with effect from 1 January 2024.</p> <p>Depending on the result of the election process for a new Chair, it was possible that a new Co Vice Chair would need to be appointed. Mr Tew would continue as Co Vice Chair and would help support the new Chair.</p> <p>Committee vacancies, in particular LQCC and Finance &amp; Strategy, would be addressed following the recruitment of new Governors, particularly an Independent member from the education sector for LQCC.</p>	
	<p>Governors noted that there would be 4 vacancies for Independent members following the departures of Messrs Ellis, Stanaway and Aitken and the existing vacancy.</p> <p>Recruitment for new Governors to fill the vacancies was discussed which included:</p> <ul style="list-style-type: none"> <li>- A former Governor was considering rejoining the Board – Chair to write to her in a week's time to follow up and formally invite her to rejoin the Board</li> <li>- Skills needs highlighted were: education - with the departure of Mr Ellis; business, safeguarding</li> <li>- Gender balance of the Board to be addressed</li> <li>- The Principal would continue to explore college networks</li> <li>- Recruitment agencies to be approached for estimated costings and arrangements</li> </ul>	<p>Chair</p> <p>Principal</p> <p>Clerk</p>

	<ul style="list-style-type: none"> <li>- John Tew would cover the Safeguarding Link Governor role temporarily. Training and update to be given by college team.</li> <li>- Governor, Tony Sharma, to be approached for potential recommendations amongst his university contacts</li> <li>- Governor, Shokat Lal, to be approached to see if he now had capacity to support a committee and for potential recommendations amongst his contacts at the Local Authority</li> <li>- A recent attendee of the Skills event, Sonia Smalling, was suggested as a potential candidate – the College would contact her to explore her interest</li> <li>- Governors noted that it could also be useful to recruit candidates with previous governance experience to the Board at this time.</li> </ul>	<p>Chair</p> <p>Chair</p> <p>Principal</p>
13.2 NFP		
13.3	<p>RESOLVED THAT:</p> <ul style="list-style-type: none"> <li>• Governors monitored and discussed Board membership and vacancies and action to be taken.</li> <li>• Governors noted the need to be mindful of succession planning and equalities, diversity and inclusion in new appointments.</li> </ul>	
S23.14	<b><u>Evaluation of Performance of the Board of Governors 2022/23</u></b>	
14.1	<p>The Evaluation of Performance of the Board of Governors 2022/23 was considered in comparison to the previous year.</p> <p>Governors identified that the key issues were:</p> <ul style="list-style-type: none"> <li>• the balance of membership in terms of gender had shifted slightly but still remained a majority male representation (14M/2F compared to 11M/1F the previous year), the ethnicity balance stood at 10 White British; 2 Indian, 2 Bangladeshi, 1 other Asian background, 1 African. At the end of 2022/23 there was one Independent Governor vacancy.</li> <li>• four Board meetings exceeded their target length, the number of meetings was the standard 4 this year, with one Extra-ordinary Board meeting compared to 4 (5 including the Annual Strategy Day and Extra-ordinary Board meeting) the previous year.</li> <li>• overall attendance rates at meetings of the Board of Governors and its committees were below target for 8 meetings, attendance of 6 members was on target, compared to 9 the previous year, with the attendance of other Governors serving during the year being below target.</li> <li>• overall attendance levels for Board meetings and all committee meetings dipped slightly compared to the previous year at 79%, compared to the sector average of 82.64%.</li> <li>• no meetings were inquorate due to the number of apologies received, compared to none the previous year.</li> <li>• the outcome of the self-assessment questionnaire remained positive with the majority of responses being in the 'strongly agree' and 'agree' category. 10 of the 14 questionnaires issued were returned. There was a drop in the number of 'unsures' compared to the previous year and there was an overall increase in the number of 'strongly agrees'. There were no responses in the 'disagree' or 'strongly disagree' categories. The overall Board self-assessment rating was Outstanding.</li> </ul>	
14.2	<p>RESOLVED THAT:</p> <ul style="list-style-type: none"> <li>• Governors received and monitored the Board evaluation report 2022/23.</li> </ul>	
S23.15	<b><u>Register of Members' Interests</u></b>	
	RESOLVED THAT: Governors noted the Register of Members' Interests.	

S23.16	<b><u>Skills and Knowledge Analysis – Autumn 2023</u></b>	
16.1	Governors noted that the Board was well served with a wide range of skills and experience. The skills needs which would be targeted in new Governor recruitment were: business and education, social equality, safeguarding, governance.	
	<p>A further update on the ETF Governance Development Programme modules available would be given at the next meeting and it would be decided how to direct Governors to approach the Programme.</p> <p>Discussion took place about Governor training. The Clerk suggested other potential training opportunities to enhance development opportunities for Governors: new Governors should complete a safeguarding training session - this could be used as a refresher session for all Governors and could be held online or before a Board meeting; an AoC training session on Governor responsibilities for new Governors and a refresher for existing Governors; quality and finance focused training slots for new Governors/refresher for existing – all the suggestions could be held onsite or online in line with Governors' preference.</p>	Chair/ Clerk
16.2	RESOLVED THAT: Governors received the Skills and Knowledge Analysis.	
S23.17	<b><u>External Governance Review</u></b>	
	Governors considered the process and focus for the Corporation's external governance review which must be completed by 31 July 2024.	
	Governors expressed concern that the ONS reclassification and the new Financial Handbook might impact on the review but it was noted that the new Handbook was not due out until next summer so consideration of it would not be possible by the deadline.	
	Initial suggestions for the scope of the review were discussed in detail. Further consideration was to be given to the areas before making a recommendation to the Board. Governors were keen that it should be a positive experience to help the Board assess its current position and move forwards. It was recognised that the successful reviewer would also help scope the terms of reference for the review.	
	Sector estimates for the costs of the review ranged from £3-£15k.	
	Governors decided that the preparatory work would be carried out by the Chair of Search & Governance Committee and the Clerk. The Principal was happy to be involved in the process.	
	Governors suggested that 3-4 service providers be approached to submit proposals.	Clerk
	RESOLVED THAT: Governors would recommend to the Corporation: <ul style="list-style-type: none"> <li>- The external review brief and outcomes</li> <li>- Responsibilities (including delegated authority for project management)</li> <li>- Timelines</li> </ul>	
10)	<b><u>AoC Code of Good Governance</u></b>	
	Governors noted the latest version of the Code which had undergone a thorough review and had been simplified and streamlined.	
	Governors noted there might be some overlap between compliance with the Code and the external governance review.	
	RESOLVED THAT: Governors would recommend approval of the latest version of the AoC Code of Good Governance for English Colleges to the Board of Governors.	Chair

11)	<b><u>Instrument &amp; Articles</u></b>	
	<p>RESOLVED THAT: Governors would recommend to the Board approval of an amendment to the Instrument &amp; Articles, relating to termination of membership under Instrument 10 (2)</p> <p>If at any time the Corporation is satisfied that any member –</p> <p>(c) has failed to complete the relevant onboarding forms, enhanced DBS check or annual declarations in a timely manner. This is liable to expose a member to removal from office under Instrument 10(2)(a).</p> <p>This would ensure that the Corporation was able to remain compliant with its legal and statutory responsibilities at all times.</p>	
12)	<b><u>E-governance</u></b>	
	The Clerk advised that the subscription to VBR would expire at the end of November. VBR was updating its system which would lead to a price increase.	
	It was felt time to explore an alternative portal. A recent survey on the Clerks Network had revealed that most colleges now used Governor Hub as it was cost effective, fully accessible, easy to use and navigate, ensured GDPR compliance, and offered many useful facilities which would assist the efficient operation of governance. A free trial was available.	
	RESOLVED THAT: Clerk to arrange free trial, alongside how the College's system could also support.	Clerk
13)	<b><u>Any Other Business</u></b>	
	There was no other business.	
14)	<b><u>Determination of Confidential Items</u></b>	
	<b>Minute No. S23.13.2</b>	
15)	<b><u>Date and time of next meeting</u></b> <b>Monday 5 February 2024, 1.00pm</b>	

Meeting ended at 2.00pm

Signed: ..... (Chair)

Date: 5 February 2024