

SANDWELL COLLEGE

Minutes of a Meeting of the Search & Governance Committee
held virtually on Monday 10 June 2024, 1.00pm

Present: J Tew (Independent) (Chair)
S Smalling (Independent)
G Pennington (Principal)

Apologies: Alan Taylor (Independent)

In Attendance: E Scotford (Clerk to the Corporation)

		Action
S24.11	<u>Welcome and Apologies</u>	
	The Chair welcomed all present to the meeting. Apologies were received from Alan Taylor. Sonia Smalling was welcomed to her first meeting and the remit of the Committee was explained.	
	RESOLVED THAT: apologies were accepted by Governors.	
S24.12	<u>Declarations of Interest</u>	
	There were no declarations of interest.	
S24.13	<u>Minutes of the Meeting of the Search & Governance Committee held on 5 February 2024</u>	
	RESOLVED THAT: Governors approved the minutes of the meeting of the Search & Governance Committee held on 5 February 2024.	
S24.14	<u>Matters Arising</u>	
14.1	Minute 4.2 – College Environmental Strategy – update given by the Committee Chair. Work was ongoing. The Committee Chair was in liaison with the College lead, Jeremy Taylor. An internal Environmental and Sustainability Committee was in place, minutes provided to the Committee Chair. A Student Champion had been appointed to the Committee. The Committee Chair would attend their next meeting as an Observer. A further update would be given to Governors at the next Committee meeting. The College advised that a new Estates Director had been appointed who was due to start in September and had experience around the sustainability agenda in the public sector and would work with the College to provide a framework. There were a number of disparate actions taking place around the College which needed to be drawn together and developed into a strategy.	JT
14.2	Minute 5.2 – engagement of Governor, SL – update given. The Committee Chair had arranged to speak to the Governor – further update to be given to the next meeting.	JT
S24.15	<u>Board of Governors – Vacancies/Forthcoming Vacancies/Committee Vacancies</u>	
15.1	Discussion took place based on the Clerk to the Corporation's report detailing vacancies, forthcoming vacancies and committee vacancies which currently were: There were no vacancies on the Board.	

	<p>Current committee vacancies were noted: Audit Committee x 2; Finance & Strategy x 2.</p> <p>Three vacancies would arise during the academic year 2024/25:</p> <p>Neil Makin – 9 December 2024 - Neil Makin – Chair of Performance & Remuneration Committee and Interim Chair of LQCC</p> <p>John Tew - 10 March 2025 - Vice Chair, Chair of Search & Governance Committee, member of the Audit, LQCC and Performance & Remuneration Committees, interim Safeguarding Link Governor</p> <p>Tony Sharma - 13 March 2025 - Chair of the Audit Committee</p> <p>Mr Makin and Mr Tew would both have served 2 terms of office.</p> <p>Mr Makin and Mr Tew had confirmed they would stand down at the end of their respective terms of office.</p> <p>Mr Sharma would have served one term of office.</p> <p>The role of LQCC Committee Chair was being covered on an interim basis by Neil Makin.</p> <p>Governors noted the importance of succession planning given that John Tew and Neil Makin were due to leave within the next 12 months. With the impending departure of long-standing Governors from the Board and key roles, new Governors needed to become embedded in the work of the Board.</p> <p>The Principal would start a 'soft search' for potential candidates for the upcoming vacancies taking account of the necessary skills mix as well as EDI.</p>	Principal
15.2	<p>Governors noted that some of the onboarding paperwork for a couple of new Governors appointed in March was outstanding. The Clerk and Committee Chair would follow up again with those concerned. There were difficulties in engaging with one Governor, AC. Along with the Clerk, a college contact would attempt to establish if there were any barriers to her engagement or if further support was needed.</p>	Clerk
15.3	<p>Options to fill committee vacancies were discussed.</p> <p>Recommendations were:</p> <p>Audit Committee – Shokat Lal to be invited to join the Committee if he confirmed his work commitments allowed continued and extended engagement. His familiarity with the work of audit would be useful.</p> <p>Finance & Strategy Committee – Natalie Edwards-Yesufu and Alison Cope to be invited to join the Committee.</p> <p>LQCC – it was hoped that Harpinder Singh could be invited to take over as Committee Chair in due course when Neil Makin's term of office expired.</p> <p>Performance & Remuneration – a vacancy would arise with the departure of Neil Makin, Committee Chair, in December. Potential replacement to be considered. It was noted that the Corporation Chair was not allowed to chair this Committee. Vacancy to be discussed further at the next meeting.</p> <p>The Committee Chair would follow up committee membership with the individual Governors.</p>	JT

15.4	<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 Principal would start a 'soft search' for potential candidates. The Committee Chair would follow up committee membership with the individual Governors. 	
S24.16	<u>External Governance Review</u>	
16.1	<p>Governors were disappointed that the External Governance Review report was not available by the deadline date as per the timetable. Governors asked that the Reviewer be asked to provide it, even if in an unmoderated format, by Friday 14 June 2024.</p> <p>Due to the close proximity of the July Board meeting and the requirement for the review process to be completed by 31 July 2024, Governors agreed for the Committee Chair, Principal and Clerk to consider the final report and collate thoughts and suggested amendments, challenge any points and take necessary action so it could be presented to the Board meeting on 1 July 2024.</p>	
16.2	RESOLVED THAT: Governors noted the update on the External Governance Review.	
S24.17	<u>AoC Code of Good Governance</u>	
17.1	The Clerk advised that work was underway to complete the compliance checklist for the new version of the AoC Code of Good Governance.	
17.2	RESOLVED THAT: The Clerk would populate the checklist and would then circulate the first draft to the Committee Chair for further input.	Clerk
S24.18	<u>Policies/procedures</u>	
	There were no policies/procedures to review/approve.	
S24.19	<u>Committee Terms of Reference</u>	
	RESOLVED THAT: Governors approved the Committee terms of reference, subject to the inclusion of an addition point: the Committee would be cognisant of HM Treasury guidance following the ONS reclassification.	
S24.20	<u>Committee Effectiveness</u>	Page 3 of 3
	RESOLVED THAT: Governors would complete and return to the Clerk the committee effectiveness questionnaire.	Govs
S24.21	<u>Any Other Business</u>	
	There was no other business.	
S24.22	<u>Determination of Confidential Items</u>	
	There were no confidential items.	
S24.23	<u>Date and time of next meeting</u> - tba	

Meeting ended at 1.40pm