



Wirral Met College has a vision to be an inclusive, outstanding college

APPROVED MINUTES OF THE GOVERNANCE & SEARCH COMMITTEE MEETING HELD REMOTELY ON WEDNESDAY 4TH OCTOBER 2023

Present:	Gill Banks	Principal/CEO (minutes 10 to 45)
	Jayne Winders	Independent Governor (Chair)
	Tim Kelly	Independent Governor

In attendance:	Ryan Morris	Administrator to the Governors
	Lesley Venables	Clerk to the Governors

APOLOGIES FOR ABSENCE

1 There were no apologies for absence.

DECLARATION OF INTERESTS

2 The following interests were declared:

- Tim Kelly – any matters relating to the Merseyside Pension Fund and member of Unison
- Jayne Winders – any matters relating to the Merseyside Pension Fund
- Gill Banks – Governor at Hopwood Hall College

APPOINTMENT OF CHAIR

3 It was noted that both Jayne Winders and Tim Kelly were planning to step down as external governors before the next Governance & Search Committee meeting in February 2024. Therefore, the appointment of a committee chair would be on temporary basis.

4 **Resolved** That Jayne Winders be appointed as temporary Committee Chair.

MINUTES OF THE PREVIOUS MEETING

5 **Resolved** That the minutes of the meeting held on 4th July 2023 be approved as a correct record and signed by the Chair.

MATTERS ARISING

6 Governors received a report on the actions arising from the previous meeting and noted that the majority of items were either completed or in progress.

7 In respect of minute 46 the Clerk reported that the two external governors, Richard Mawdsley and Gary Doyle, will step down before the end of their term in July 2024 if appropriate replacement external governors are appointed.

ANNUAL GOVERNANCE REPORT 2022/2023

8 The Clerk presented the draft Annual Report on Governance for 2022/2023, which provided an overview of governance and search issues, including attendance, memberships, training activities and committee structures, together with an outline of proposed activities for 2023/2024.

9 Governors noted that attendance levels against the agreed target of 75% were as follows:

	2022/2023	2021/2022	2020/2021
Board	73%	81%	86%
Audit Committee	86%	89%	92%
Finance & Resources Committee	78%	n/a	n/a
Governance & Search Committee	50%	75%	88%
Quality & Standards Scrutiny Committee	90%	90%	85%
Remuneration Committee	100%	100%	100%
Capital Projects Working Group	n/a	83%	n/a
Overall Performance excluding Strategy events	77%	83%	88%
National Benchmark	82.7%	82.5%	88%

10 The Committee acknowledged that, initially, the move to virtual meetings due to the COVID-19 pandemic had had a positive impact on attendance levels, particularly for those governors with significant family and work commitments. However, this had tailed off in the previous academic years 2021/2022 and 2022/2023 as governors had returned to more traditional working patterns.

Gill Banks joined the meeting.

11 All governors had been asked to indicate their preferences on meeting times and the College had tried to accommodate their work patterns and caring responsibilities when compiling the schedule of meetings.

12 A governor suggested that the announcement by the previous Principal, Sue Higginson, of her retirement at the beginning of the academic year may have had a negative impact on attendance rates for Board and Committee meetings.

13 The Principal enquired why the College had set the target attendance level at 75% and not the national benchmark of 82.7%. The Clerk advised that some time ago the Further Education Commissioner had suggested a target level of between 70% and 75%. It was agreed that the national benchmark could be used as the target for 2023/2024.

14 A governor commented that the company aiding the governor recruitment process, Peridot, are ensuring that any potential candidates are aware of the commitments expected of them in their role as an external governor, which should assist in improving attendance rates.

15 The proposed priorities for 2023/2024 were agreed by the Committee, with one amendment by the Principal to include a robust action plan which monitors how governors impact the College in a positive and meaningful way. The Clerk suggested that this could be added as an agenda item at each Board meeting, and that it would enhance the utility of governor self-assessments at the end of the academic year.

16 A governor commented that the current recruitment process was an opportunity to improve the Board's diversity and reflection of the local community. All such activities will continue to be mindful of equality, diversity and inclusion issues.

17 The most recent formal skills audit had been undertaken in September 2019 and identified a number of potential gaps in the Board's profile which had informed decisions on future recruitment and training activities. An updated assessment of governor skills had been completed prior to the current recruitment process and it is intended that a new skills audit will be undertaken later in the Autumn Term 2023.

18 The Clerk highlighted the latest national guidance on "link governors", which recommended that the Board had a designated safeguarding governor (in line with Keeping Children Safe in Education). Three further areas were suggested for consideration - Equality, Diversity & Inclusion, careers education and skills. This would be particularly important with planned retirements of external governors already linked to these areas.

MEMBERSHIP ISSUES

19 The Clerk presented a report on membership, including recruitment and succession planning.

20 There were currently vacancies for 5 external governors and one student governor, with a further two external governors coming to the end of their term of office in July 2024 and the retirement of the current Chair and Vice-Chair in December 2023.

21 External support has been engaged by the Board on the recruitment of new external governors. The chair role will be recruited first, so that the successful individual can then be involved in the appointment of the external governors. A range of skills had been identified for this cohort, including IT/digital, financial/audit/risk management, STEM, marketing and community links. The recruitment process is also seeking to improve the Board's diversity.

22 Progress to date has been good with a number of potential individuals identified by Peridot. The Chair of the Board and the Clerk had met with two high quality candidates for the Chair role and felt that either candidate would excel in the position. Formal interviews were scheduled for 6th October 2023.

23 The Clerk reported that some of the candidates currently held positions as external governors at local higher education institutions such as Liverpool John Moores University (LJMU) and asked whether the Committee felt that this would be a conflict of interest. The Principal responded that this would not be an issue and that the College could benefit from stronger links with such organisations in the Liverpool City Region.

24 An election process was underway for the student governor vacancy and it is anticipated that the successful candidate will be appointed at the December 2023 Board meeting.

25 The terms of office of the Chair and Vice-Chair have been extended to 31st December 2023 to provide continuity amongst the membership and to enable the Board to populate its committee structure and make effective decisions. The 2 other external governors whose terms of office will expire at the end of the academic year, Richard Mawdsley and Gary Doyle, will have served as governors for 16 and 8 years, respectively.

26 There is one external governor whose term of office expired at the end of July 2023 – Paul Smith. As part of the annual governor review process the Chair and Governance Professional discussed this situation with Paul and explained his eligibility to serve for a second term of office. He confirmed that he wished to be considered for a further 4-year term.

27 **Resolved** That it be **RECOMMENDED** to the Board to approve that Paul Smith is re-appointed for a second 4 year term in office as an external governor.

COMMITTEE MEMBERSHIPS

28 Governors received for information the latest schedule of committee memberships. It was noted that vacancies for external governors included: one vacancy on the Audit Committee, one vacancy on the Governance & Search, one vacancy on the Remuneration Committee, and two vacancies on the Finance & Resources Committee. There was also currently a vacancy for a co-opted member for the Quality & Standards Scrutiny Committee.

29 Following the retirement of several governors at the end of July 2023 Jayne Winders had moved from the Finance & Resources Committee to the Audit Committee to provide additional strength to the membership.

30 It was suggested that one of the staff governors, Ian Evans, should be invited to join a committee and the Committee noted that the other staff governor, Simon Wrigley, was a valuable member of the Quality & Standards Scrutiny Committee. The Principal proposed that Ian Evans should be invited to join the Finance & Resources Committee as the quality of curriculum and finance were intrinsically linked and it would be beneficial to have a balance of one staff governor on each committee. The Clerk would discuss this with the individual and report back to the Chair.

REVIEW OF CONFIDENTIAL BUSINESS

31 The Clerk presented the annual review of confidential business for 2022/2023, which was a requirement under the Articles of Government.

32 The Committee agreed that the confidential minutes of the Board and Remuneration Committee continued to be commercially and strategically sensitive.

33 **Resolved** That the Board be **RECOMMENDED** to approve the proposals for the reclassification of confidential minutes for 2022/2023

GOVERNOR REVIEW PROCESS 2022/2023

34 The Clerk and the Chair of the Board presented a summary of the outcomes of the recent governor review process for 2022/2023.

35 It was noted that the College's employer engagement strategy is well-developed and successful and there are positive links with major stakeholders (ESFA, DfE, LCR).

36 The board measures performance against the balanced scorecard but the elements included in that do not necessarily match up with the strategic objectives. Several governors felt that the content of the strategic plan needed to be more prominent in each of the papers received by the Board so that they could see the rationale for particular recommendations/actions. A reminder of how the balanced scorecard works would be helpful, particularly for new governors. It was suggested that additional time should be allocated on future agendas for strategic items.

37 The level of student engagement was commended but there has not been an opportunity for governors to meet with students in the same way as in previous years, where one of the 2 strategic sessions were devoted to this area and welcomed by governors as a learning opportunity.

38 Some governors commented on their relative inexperience of financial matters, which needed to be improved through additional training.

39 The amount of challenge received from some governors needs to increase and many identified this as an area for their own development. Comments were made by some governors about the increased workload in their employment which impacts on the capacity available for membership of the Board whilst the accountability and expectations of volunteer governors are greater than in previous years.

COMMITTEE SELF EVALUATION

40 The Clerk presented a draft proforma on the evaluation of the Committee's performance in 2022/2023.

41 The appointment of a new principal and several new external governors, including a new Chair and Vice-Chair, provides a significant opportunity for the Board to modernise the way in which it operates, to develop its relationship with the senior leadership team and its engagement and staff, students and external stakeholders.

42 It was recognised by the Committee that one of the ways in which it could modernise is through the introduction of a dedicated governor portal. This would allow an individualised training plan to be implemented for each governor, all relevant papers to be uploaded for governors in one place, the ability to make notes on the virtual papers, and a reading room where governors can develop in their own time, amongst other benefits. There were also some concerns raised about the security of the storage of data on Dropbox. It was agreed that the Clerk and the Administrator to the Governors would develop proposals and a tender process.

43 **Resolved** That the Committee's Self-Evaluation for 2022/2023 be approved

EXTERNAL GOVERNANCE REVIEW 2023/2024

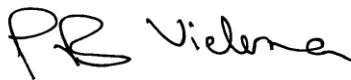
44 The Clerk provided for information a progress report on the engagement of a supplier for conducting an External Governance Review. She was currently progressing a similar process at another FE college, which could inform developments at Wirral Met College. Further feedback would be provided to the Committee in the next couple of weeks.

ITEMS TO BE REPORTED TO THE BOARD

45 The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 19th October 2023:

- Summary of outcomes of governor review process for 2022/2023 and to recommend the approval of the resulting action plan
- To recommend the approval of Paul Smith to be appointed for his second 4 year term in office as an external governor
- To recommend the approval of the proposals for the reclassification of confidential minutes for 2022/2023
- Update on membership issues and changes to the committee memberships were discussed
- Discussion of the potential of a tender process for a new governor portal

DATE OF NEXT MEETING – 7th February 2024



Chair:

Date: 3rd April 2024

