



Empowering Success, Enriching Communities, Supporting Industry

**APPROVED MINUTES OF THE
GOVERNANCE & SEARCH COMMITTEE MEETING
HELD REMOTELY ON WEDNESDAY 24TH SEPTEMBER 2025**

Commercially sensitive information has been redacted in line with the College's FOI policy

Present:	Gill Banks	Principal/CEO
	Penny Haughan	Independent Governor
	Jo Henney	Independent Governor
	Phil Vickerman	Independent Governor (Chair)
In attendance:	Lesley Venables	Governance Professional
	Kevin Williams	Vice-Principal Finance & Resources – minutes 32 to 37

APOLOGIES FOR ABSENCE

- 1 There were no apologies for absence.

DECLARATION OF INTERESTS

- 2 A standing declaration of interest was received from Gill Banks in her capacity as an independent governor at Hopwood Hall College.

APPOINTMENT OF CHAIR

- 3 **Resolved** - That Phil Vickerman be appointed as Chair for the 2025/2026 academic year

MINUTES OF THE PREVIOUS MEETING

- 4 **Resolved** That the minutes of the meeting held on 5th February 2025 be Approved as a correct record and signed by the Chair.

MATTERS ARISING

- 5 Governors received a report on the actions arising from the previous meeting and noted that some progress had been made but there were a number of items that were incomplete due to a lack of capacity. The Committee asked that all actions taken to date should be added to the progress column on the monitoring report.
- 6 In relation to minute 9 on the drafting of a list of events to which governors could be

APPROVED BY THE COMMITTEE AT ITS MEETING ON 2 FEBRUARY 2026

invited, the Principal reported that this had not yet been completed due to the changes within the senior leadership team and that this was now underway.

- 7 The link governor scheme would be relaunched following confirmation of the relevant pairings and any necessary changes being made. This would be undertaken by the new Governance Professional. It was suggested that consideration could be given to the scheme being based on College priorities, such as attendance or EDI, rather than curriculum areas,

PERFORMANCE REVIEW PROCESS 2024/2025

- 8 The Committee received for information a summary of the outcomes of the Performance Review Process for 2024/2025. All external governors had met with the Chair of the Board and the Governance Professional to discuss their assessments of the performance of the Board, committees and individual governors.
- 9 Governors had concurred that the Board and the College were performing well against a difficult external environment, increasing financial challenges and fulfilling the needs of students, staff, employers and the community. The overall skills mix and governance framework were considered to be working effectively, with a high level of support and challenge evidenced at meetings.
- 10 A number of areas for improvement had been identified through the process, including further development and visibility of reporting on EDI issues, devising a set of committee-specific KPIs against which performance could be monitored, the provision of further information on the FE landscape to raise knowledge levels. These were set out in the accompanying action plan and progress of implementation would be monitored by this Committee.
- 11 A governor commented that some of the areas for further action required cascading to members of SLT. It was also suggested that a “Governance Service Implementation Plan” should be drafted to bring together all relevant action points and enabling the Committee to determine progress and impact, together with a level of assurance on the robustness of the governance framework. Governors requested that a graphical presentation of progress against all actions should be prepared.
- 12 Further discussion took place as to whether governance should be an additional strategic pillar and progress could be reported as part of the regular update to the Board on the strategic objectives. Ensuring that any identified actions were completed would be the responsibility of the Governance Professional.
- 13 **Resolved -**
 - 1 That the content of the report be noted and shared with all Governors
 - 2 That a Governance Service Implementation Plan be drafted to include all current action points, with progress to be monitored by the Governance & Search Committee.

ANNUAL GOVERNANCE REPORT 2024/2025

- 14 The Governance Professional presented the draft Annual Governance Report for

2024/2025, which set out performance against a number of criteria and an action plan to address any areas for improvement.

- 15 Attendance levels against the agreed target of 85% for the Board and each committee were as follows:

	2024/2025
Board	86%
Audit Committee	85%
Finance & Resources Committee	75%
Governance & Search Committee	88%
Quality & Standards Scrutiny Committee	80%
Remuneration Committee	88%
Capital Projects Working Group	
Overall Performance excl Strategy Events	83%
Overall Performance incl Strategy Events	81%
National Benchmark	82.7%

- 16 The Governance Professional advised that a national survey of FE colleges had concluded that the average level of attendance was 81/8% for 2024/2025. Governors noted that the target for 2025/2026 had been agreed as 90%, which would mean that performance would continue to be monitored closely.
- 17 Information was also provided on individual attendance levels and it was noted there were several governors with attendance levels below the identified target due to existing work or family commitments and this has been managed successfully overall.
- 18 It was recognised that a group of external governors had been appointed after the calendar of meetings had been published, which had impacted on their ability to attend in some cases. The relatively small number of Board meetings per year (4 in total) meant that if governors were absence for one of these, their overall attendance would drop automatically to 75%, which was below the agreed target.
- 19 The importance of maximising attendance levels would be emphasised in the Committee Chair's report to the Board and governors would be reminded that there was an option to attend remotely. Actions to address relatively poor levels of attendance had been taken in-year, which had been a contributing factor to the decision not to recommend renewal of one external governor's term of office.
- 20 [In response to comments from the Committee it was agreed that activities such as the Chair's regular meetings with the Principal and the Governance Professional and other 'extra-curricular' activities should be added to the attendance record. Information on the ways in which other colleges recorded and reported attendance would be provided to the next meeting \(February 2026\). Discussions on this issue would continue with the management team to establish a dashboard for governor attendance at overall, individual and committee levels.](#)
- 21 The Annual Governance Report set out changes in the Board's membership, the

number of meetings, the committee structure in operation and training/development activities. A number of priorities had been identified for 2025/2026, progress against which would be monitored by the Committee.

- 22 Governors felt that student governors would benefit from a mentoring programme by other experienced governors and the Principal, which should be part of the appointment process. Presenting data in the form of dashboards rather than narrative may also enable them to understand the information governors receive.
- 23 A summary of the outcomes of the 2024/2025 FE governor diversity data was included in the report, which would be considered when recruiting new governors. The Committee questioned whether the data was reflective of the local community and the student population and commented that it was difficult for the Board to determine the 'lived experience' of other groups. One suggestion for improving this position was reciprocal mentoring, whereby governors were paired with students from disadvantaged groups to gain an insight into their backgrounds and experiences, which could inform decision-making.
- 24 The priorities identified for action in 2025/2026 would be added to the governance implementation plan and monitored by the Committee at each meeting.
- 25 The Committee requested that all governors complete mandatory training on safeguarding and Prevent, either through standard College modules or through programmes provided by the Education Training Foundation. A governor advised that as a provider of higher education the College was required to have a policy on Harassment and Sexual Misconduct, as part of the conditions for registration with the Office for Students.
- 25 It was agreed that a list of 10 key things that governors should know about the College would be compiled, in response to comments made during the performance review process. A session on FE funding would be added to the agenda of the next governance training session, delivered by the Director of MIS, Paul Woods.

MEMBERSHIP ISSUES

- 26 The Committee received a report on current and future membership issues. Currently there were vacancies for 3 external governors and 2 student governors (for which an appointment process would commence shortly).
- 27 The latest skills audit had identified the areas of property/estates/health & safety, HR/EDI and small and medium sized enterprises. In addition, governors felt that Artificial Intelligence and Technology should be included.
- 28 An advertisement for new governors with these skills had been drafted for publication on social media such as LinkedIn and Instagram. Potential candidates would be offered an informal conversation with the Committee Chair or Chair of the Board. An application to the FE Commissioner's office for support with governor recruitment would also be submitted in the next couple of weeks.
- 29 The terms of office of Simon Wrigley and Gary Baines were due to expire in February and July 2026 respectively. Reappointment for the former would be dependent on the outcome of a nomination and election process. As he was in his first term of office it

was possible to reappoint Gary Baines as an external governor for a further 4 years, subject to a recommendation being made to the Board by the Committee.

- 30 The terms of office of 8 external governors were due to expire in 2027. Discussions with individual governors had taken place as part of the performance review process and a revised schedule of expiry dates had been prepared:

NAME	CURRENT TERM OF OFFICE EXPIRY DATE	ELIGIBLE FOR REAPPOINTMENT?	SUGGESTED VARIATIONS
Ali Amirkhalili	13 th Dec 2027	YES – currently in first term	Dec 2026
Paul Gaskell	13 th Dec 2027	YES – currently in first term	Sept 2026
Penny Haughan	13 th Dec 2027	YES – currently in first term	Dec 2026
Joanne Henney	13 th Dec 2027	YES – currently in first term	Dec 2027
Karen Lowe	13 th Dec 2027	YES – currently in first term	April 2027
Paul Smith	18 th Oct 2027	NO – currently in second term	Not applicable
Phil Vickerman	13 th Dec 2027	YES – currently in first term	April 2027
Debbie Wilkinson	13 th Dec 2027	YES – currently in first term	Dec 2026

EXTERNAL GOVERNANCE REVIEW

- 31 The Governance Professional presented an updated progress report on the actions identified in the External Governance Review. The Committee noted that a good level of progress had been made and was fully aware of the items classified of ‘red’, which were being addressed. All continuing points should be subsumed into the overall governance action plan.

Kevin Williams joined the meeting.

IMPLICATIONS ARISING FROM FE COMMISSIONER’S REPORT ON WESTON COLLEGE

- 32 The Committee received a report on the recommendations made by the FE Commissioner’s intervention assessment on: Weston College.
- 33 The FEC had concluded that the full board of governors had not explicitly approved a series of remuneration payments to the former principal, amounting to £2.5m. It was critical of governance arrangements at the College, the lack of transparency in reporting and the bypassing of normal payroll procedures. These elements had led to a failure of proper governance processes and to poor decision-making around the appropriate use of public funds.
- 34 A total of 13 recommendations were made by the FEC, one of which was specific to Weston College. The report presented to the Committee assessed Wirral Met College’s governance and internal control arrangements against the 12 recommendations, with some proposals for further action. These would be added to the overall governance action plan. It was noted that no significant gaps had been identified, but some enhancements of existing processes would be implemented.
- 35 It was agreed that progress against the implementation of these recommendations

should be monitored by the Governance & Search Committee. The new Governance Professional would be responsible for ensuring that any actions were implemented and reported back to the Committee, in consultation with the Vice-Principal Finance & Resources

36 A copy of the report would also be submitted to the Audit Committee for information and a summary of the discussions from both committees would be reported to the Board for information.

37 **Resolved** - That the content of the report be noted and the recommended actions be submitted for approval by the Board

Kevin Williams left the meeting

REVIEW OF CONFIDENTIAL BUSINESS

38 The Governance Professional presented the annual review of confidential business for 2024/2025, which was a requirement under the Articles of Government.

39 The Committee agreed that the confidential minutes of the Board, Remuneration Committee and Finance & Resources Committee continued to be classified as commercially/strategically sensitive or related to individuals.

40 **Resolved** That the Board be **RECOMMENDED** to approve the proposals for the reclassification of confidential minutes for 2024/2025

COMMITTEE SELF-ASSESSMENT 2024/2025

41 The Governance Professional presented a draft Committee Self-Assessment for 2024/2025, which measured performance against a number of areas and set out strengths and areas for improvement.

42 It was agreed that the Committee's terms of reference would be amended to ensure that one meeting per term took place in order that progress against the governance action plan could be monitored.

43 **Resolved** - That the Committee's Self-Assessment for 2024/2025 be approved

ITEMS TO BE REPORTED TO THE BOARD

44 The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 22nd October 2025:

- Outcomes of the performance review process had been considered and a number of actions discussed, including data dashboards.
- Annual Governance Report – resulting action plan was approved. Attendance would continue to be monitored closely and advice would be sought from the National Leader in Governance as to how this could be measured. Further work on improving the Board's diversity would be undertaken, particularly in trying to reflect the community and student population

- Membership – existing and future vacancies and succession planning was discussed. Terms of office of a cohort of 8 external governors would be staggered to reduce any risk to the Board’s stability
- Methods to support student governors in their roles were suggested, with mentoring and support opportunities identified.
- Progress against the actions from the External Governance Review was noted and these, together with all other actions would be combined into a single “Governance Service Implementation Plan” to be monitored by the Committee at each meeting.
- The Committee received a report on the FE Commissioner’s investigation into Weston College and how Wirral Met’s governance and financial frameworks compared to the resulting recommendations. No significant gaps had been identified.
- Recommendations on the reclassification of confidential minutes were made for approval by the Board
- The Committee approved the draft Self-Assessment of its performance for 2024/2025

ITEMS FOR NEXT MEETING

Progress on actions in Governance Service Implementation Plan
 Attendance in Term 1
 Expiry of external governor’s term of office – Gary Baines
 Recommendation for appointment of staff governor

DATE OF NEXT MEETING

4th February 2026, 4.30 p.m.

Chair: -----

Date: -----