



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

CONFIRMED MINUTES OF THE

GOVERNANCE & SEARCH COMMITTEE MEETING

HELD REMOTELY ON WEDNESDAY 23RD JUNE 2022

Present:	Sue Higginson	Principal/CEO
	Tim Kelly	Independent Governor
In attendance:	Lesley Venables	Clerk to the Governors
	Louise Scott-Kelly	Administrator to Governors

APOLOGIES FOR ABSENCE

66. Apologies for absence were received from Phil McKeown and Jayne Winders.

DECLARATION OF INTERESTS

67. Tim Kelly declared an interest in the minute 80, which refers to the Term of Office for the Chair of Governance.

APPOINTMENT OF TEMPORARY CHAIR

68. **Resolved** That Tim Kelly be appointed as Committee Chair for this meeting only.

MINUTES FROM THE PREVIOUS MEETING

69. **Resolved** That the minutes of the meeting held on 15th February 2022 be approved as a correct record and signed by the Chair

MATTERS ARISING

70. There were no actions to address from the previous meeting.

MEMBERSHIP ISSUES

71. The Clerk had met with the Chair and Vice-Chair of the Board to discuss current and future membership issues and presented the Committee with a report on proposals for recruitment and succession planning.

72. During the recent Annual Strategic Conversation between the College and representatives from the Education & Skills Funding Agency (ESFA) and the FE Commissioner's team, the issue of ensuring that boards had a suitable level of turnover in their membership had been raised. In addition, the Committee was reminded of the Nolan Principles which recommended that governors should serve a maximum of two 4-year term of office.

73. The Clerk had reviewed the terms of office of each current governor and had identified 3 individuals who had served in excess of this norm. Following discussions with these governors it was proposed that Joe McArdle and Anna Barnish would leave the Board in July 2022. The former was at the end of his current second term and the latter would leave a year earlier than the end of her fourth term of office, which had included three maternity leave breaks.

74. This would enable the current Co-opted Member of the Audit Committee, Gary Baines, to be appointed as a full governor with effect from 1st August 2022. As an accountant with vast experience of audit issues, it was agreed that his skills would be a valuable addition to the Board's overall profile and made him an ideal candidate to be appointed as Chair of the Audit Committee for 2022/23.

75. The Committee discussed the two governors who would be leaving the Board and how their knowledge and experience of the local community and Higher Education could be replaced.

76. It was agreed that any such vacancies should be advertised to attract as wide a field as possible and that a clear indication of the time commitment involved in being a governor should be included in any promotional materials and conversations with individuals. Governors felt that the recruitment process should be objective and robust, with the opportunity to spend some time in the College prior to giving any firm application.

77. Whilst candidates with skills and experience in community and Higher Education were being sought to complement the Board's existing profile, applicants with alternative skills and from all sectors were encouraged and would be considered as part of the recruitment process.

78. The Committee discussed several possible candidates who could be approached to submit formal applications, including those with experience of working with asylum seekers and refugees, working in the legal system supporting under represented members of the community or senior managers at the College's partner universities.

79. It was agreed that an advert would be developed and placed over the summer and the Principal and Clerk would contact the individuals suggested by Committee members.

80. The Clerk reported that Phil McKeown's first 4 year term of office was due to expire in July 2022 and it was proposed that this should be renewed for a further term. Governors also noted that the terms of office of Lucy Barrow and Paul Smith's terms of office would expire in July 2023.

80. The current Chair and Vice-Chair's terms of office were due to expire in July 2023. The Clerk had discussed with both individuals the possibility of extending their term of office for a shorter period to enable succession planning and both were in favour of this strategy.

81. The Committee discussed the skill set required to make an effective Chair and Vice-Chair and agreed that a Chair had to be a good support for the CEO and to act as a sounding board, but also needed to challenge and make difficult decisions when necessary.

82. The Committee considered the current cohort of Board members and agreed that the time commitment required to be Chair and Vice-Chair would be a challenge for most of them as they worked full-time. The possibility of an 'external' chair was discussed as opposed to an existing governor stepping up to the role but it was felt that the learning curve may be too steep. The Principal highlighted that the successful candidate would need to have relevant experience and have credibility within the Board and the College as well as sufficient time available to maintain a visible presence.

83. The Clerk and Chair would follow this up during the governor review process scheduled to take place over the summer.

83. The term of office of teaching staff governor, Vix Wrigley, was due to expire in July 2022. The Clerk advised that nominations would be sought from teaching staff and an election process would be undertaken if there was more than one candidate. The successful candidate would be appointed at the October 2022 Board meeting.

84. The Clerk reported that Sandra Johnson (co-opted member of the QSS Committee) had expressed a wish to be considered for full governorship with effect from the new calendar year. This would be discussed during the governor review meetings scheduled for the summer.

85. **Resolved**
1. That Gary Baines be appointed as a full governor for a 4 year term of office, commencing on 1st August 2022
 2. That Phil McKeown be re-appointed for a 4-year term of office, commencing on 1st August 2022/
 3. That an advertisement for new governors be developed and placed
 4. That the Principal and the Clerk approach the potential candidates suggested in the discussions earlier and encourage them to submit formal applications for Board membership
 5. That the Chair and the Clerk discuss with individuals any aspirations for higher office as part of the governor review process

COMMITTEE MEMBERSHIPS

86. The Clerk presented a revised schedule of committee memberships for 2022/2023. The following adjustments to the Committee schedule were agreed:

- Lucy Barrow to step down from the Audit Committee for a year, due to excessive work commitments

- Richard Mawdsley to be removed from the proposed membership of the Quality and Standards Scrutiny (QSS) Committee
- Lucy Barrow and Richard Mawdsley to be appointed to the Remuneration Committee
- Simon Wrigley to be added to the QSS Committee membership, rather than the Finance & Resources Committee
- Audit Committee and QSS Committee constitutions to be amended to a maximum of four eligible external governors or three external governors and one co-opted member.

87. The proposed appointment of the current co-opted member of the Audit Committee (Gary Baines) to full membership would result in a vacancy for a co-opted member. The Clerk had approached Gary Baines to identify any potential candidates from his own networks.

ASSOCIATION OF COLLEGES' CODE OF GOOD GOVERNANCE

88. The Clerk presented to the Committee a report on work undertaken in conjunction with the Chair and the Principal to assess the level of compliance against the principles of the new Association of Colleges (AoC) Code of Good Governance.

89. It was noted that, following the Board's decision to move to a full committee model of governance and the additional work that would be required on external governance reviews, the time allocation of the Clerk's contract had been reviewed and would be submitted for approval by the Board. The Principal reported that the Clerk would be attending all Senior Leadership Team meetings and the Equality, Diversity & Inclusion Committee meetings from September 2022.

90. The Committee discussed governor training to support the development of skills and the implementation of the Code. It was suggested that, in addition to mandatory training on items such as safeguarding, a 'menu' of online training modules should be developed and offered to governors.

91. Feedback from the recent strategic event had been highly positive, particularly around the discussions with different groups of students. Increased governor attendance at the full and half day strategic events needed to be encouraged and it was agreed that the Clerk and the Chair would ask governors for their thoughts on having shorter, but more frequent, training sessions, perhaps immediately before a Board meeting. The outcomes of these discussions would be incorporated into a report to be submitted to the Committee's October meeting.

92. The Principal would also be offering governors the opportunity to undertake non-recorded Learning Walks with managers to help them to get a first-hand experience of teaching, learning and assessment. Governors would be encouraged to visit curriculum areas with which they were relatively unfamiliar to add to their breadth of knowledge.

93. **Resolved** That the Board be **RECOMMENDED** to approve the assessment of compliance against the AoC Code of Good Governance and the resulting action plan.

EXTERNAL REVIEWS OF GOVERNANCE

94. The Clerk presented a report on the latest guidance from the Department for Education on the External Review of Governance Process, which was now a statutory requirement under the Skills and Post-16 Education Act 2022. All colleges would need to have an external review of governance at least once in every 3-year cycle, with internal assessments in the intervening years.

95. The Committee received a list of firms who had indicated that they would be providing this service to the further education sector. Governors felt that the first review should be undertaken in 2023/2024, so that the College could benefit from the development of best practice in 2022/2023.

96. A formal tender proposal would be presented at the next Governance & Search Committee meeting in October 2022 for recommendation to the Board.

97. **Resolved** That initial work on the tender process be approved with a detailed tender submitted to the October meeting for approval by the Board.

GOVERNOR REVIEW PROCESS 2021/2022

98. The Clerk presented revised questionnaires for the Governor and Chair's Reviews for the 2021/2022 academic year. These incorporated a number of additions which had featured in the questions used by external reviewers during the pilot stage for the governance review discussed earlier and operated by the Education & Training Foundation (ETF). Many of the questions related to the elements of the AoC Code of Good Governance.

99. The Chair explained that the proformas had worked well previously and had stimulated a good level of discussion. Governors had been really receptive during their reviews and appreciated the one-to-one discussions which enabled both parties to raise any issues, highlight training opportunities and discuss future intentions.

100. It was agreed that a further column would be added to the governor review questionnaire to remind governors how each element was achieved in practice.

101. **Resolved** That, subject to the amendment suggested above, the Board be **RECOMMENDED** to approve the revised Governor Review and Chair's Review proformas.

ITEMS TO BE REPORTED TO THE BOARD

102. The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 13th July 2022:

- Board Membership;

- Anna Barnish, Joe McArdle and Vix Wrigley terms of office will end July 2022.
- Gary Baines recommended to be appointed as a full Board governor.
- Phil McKeown recommended for reappointment for a second 4-year term of office.
- Discussions on succession planning for the roles of Chair and Vice-Chair of Governors are ongoing
- Advertisement to be placed for new governors and explore any candidates suggested through existing members' networks
- Draft Committee Memberships recommended for approval.
- Assessment of compliance against AoC Code of Good Governance and action plan recommended for approval.
- Approve of the commencement of the initial work on the tender process for an External Review of Governance and agreed that a tender proposal would be submitted to the next meeting
- Revised proformas for Governor and Chair's Reviews recommended for approval.

DATE OF NEXT MEETING – Wednesday 5th October 2022

Signed:



Chair

5 October 2022