



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

**CONFIRMED MINUTES OF THE**

**GOVERNANCE & SEARCH COMMITTEE MEETING**

**HELD REMOTELY ON WEDNESDAY 5<sup>TH</sup> OCTOBER 2022**

**Present:** Sue Higginson Principal/CEO  
Jayne Winders Independent Governor (Chair)

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

**APOLOGIES FOR ABSENCE**

1 Apologies for absence were received from Tim Kelly (Independent Governor) and Phil McKeown (Independent Governor).

**DECLARATION OF INTERESTS**

2 There were no declarations of interest.

**APPOINTMENT OF CHAIR**

3 **Resolved** That Jayne Winders be appointed as Committee Chair for the 2022/2023 academic year.

**MINUTES OF THE PREVIOUS MEETING**

4 **Resolved** That the minutes of the meeting held on 23<sup>rd</sup> June 2022 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 the majority of items were either completed or in progress.

6 In respect of minute 85 the Clerk reported that an application for governorship had been received and was included in a later agenda item. It was agreed that the website would be updated to reflect that applications would be considered at any time. A further expression of interest had been received from a director from Magenta Living and this individual would be contacted shortly by the Clerk.

7 Gary Baines (newly-appointed independent governor) had been asked to suggest any possible contacts within his network to fill the vacancy for a co-opted member of the Audit Committee (minute 87 refers). This would strengthen the membership and skills of the current members of the Audit Committee, which currently comprised only 3 governors.

8 Under minutes 89 to 92 the Committee was concerned about the lack of progress in ensuring that all governors completed the mandatory training modules. The Clerk reported that several reminders had been issued to governors and that this had been followed up during the annual review process. It was agreed that the clerk would immediately contact those who need to update training and provide data on governor training to the Principal and the Chair as a matter of urgency.

9 The Committee felt that this should form part of the induction process and should be a condition of recruitment, as part of an onboarding period, in addition to the enhanced DBS check, mandatory training and a wider on-boarding process would cover everything between recommendation and before appointment.

10 **Resolved** - That the actions identified on governor training be followed up by the Clerk with immediate effect.

11 In relation to minutes 95-97 it was agreed that the Association of Colleges' Code of Good Governance mirrored the Board's self-evaluation process. The latter was now well-embedded within the governance framework and was reviewed each academic year to ensure that it aligned to best practice in the sector. The Clerk reported that she had recently attended an external event that provided a summary of the findings of the pilot phase of the new external governance reviews which had to be undertaken at least once every 3 years.

## **ANNUAL GOVERNANCE REPORT 2021/2022**

12 The Clerk presented the draft Annual Report on Governance for 2021/2022, 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 2022/2023.

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

	<b>2021/2022</b>
Board	81%
Audit Committee	89%
Governance & Search Committee	75%
Quality & Standards Scrutiny Committee	90%
Remuneration Committee	100%
Capital Projects Working Group	83%
<b>Overall Performance</b>	<b>83%</b>
<b>National Benchmark</b>	<b>82.5%</b>

14 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 slightly in 2021/2022 as governors have returned to more traditional working patterns.

15 All governors had been asked to indicate their preferences on meeting times and the College tried to fit in with governor work patterns and caring responsibilities. A further discussion on this would take place at the meeting and strategic event on 20<sup>th</sup> October.

16 The Committee received information on the Board's Equality and Diversity profile and noted that this was reflective of the local community. This required further work to ensure that it was accurate and aligned with the Board's current membership.

17 The report set out governor training and development activities for the year, which was now required to be included in the Corporate Governance Statement within the annual accounts, together with details of any such activities undertaken by the Clerk. As outlined earlier, an immediate priority was to ensure that all governors completed the mandatory training modules on items such as Safeguarding, Equality, Diversity & Inclusion and Health & Safety and that these remained up-to-date.

18 The Governance development plan for 2022/2023 included undertaking a new skills audit, as the previous version had been completed in 2019 and did not reflect the changes in the Board's membership since that time. The Clerk would also be updating the Instrument & Articles of Government (with appropriate advice from Eversheds) and drafting a tender specification for the first 3 yearly external governance review that was now required under the Association of Colleges' Code of Good Governance.

19 It was agreed that the College should wait until 2023/2024 to implement this, so that it could learn from the initial year of implementation. The College does not 'prepare' for Ofsted inspection because inspections seek to visit and see what happens. However, recently an input from a range of stakeholders to look at the skills agenda. This would require some organisation to prepare and in this respect, the College would draft an outline governance plan.

## **MEMBERSHIP ISSUES**

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

21 There were currently 3 vacancies – one independent governor, one staff governor and one student. A nomination and election process was underway for the student governor and it was anticipated that the successful candidate would be appointed by the Board at its October meeting.

22 An application had been received from someone for independent Governor role, they had previously been a member of staff who had extensive links in the local community and with asylum seekers groups. This was considered by the Committee and it was agreed that the individual should be invited to meet with governors prior to 20<sup>th</sup> October, at which any appointment could be formally made.

22 During discussions with the Chair and the Clerk Sandra Johnson (co-opted member of the QSS Committee) had indicated that she was now able to transfer to a full governorship role. The Clerk advised that this may require the Board's constitution to be increased by one from 16 to 17 on a temporary basis with effect from January 2023.

23 The Committee discussed the importance of having a second governor with skills and experience in Audit, Finance or Risk Management to add to the experience of Gary Baines who had recently been appointed as a full governor.

24 It was noted that the terms of office of 4 independent governors would expire in July 2023. The Chair of the Board and the Clerk would continue their discussions with individuals to inform the succession planning process.

## **COMMITTEE MEMBERSHIPS**

25 Governors received for information the latest schedule of committee memberships. noted that there was currently one vacancy on the Audit Committee. A further member would be sought for the Audit Committee, whose membership comprised just 3 governors at the moment.

## **REVIEW OF CONFIDENTIAL BUSINESS**

26 The Clerk presented the annual review of confidential business for 2021/2022.

27 The Principal explained that only non-specific Safeguarding Updates from 2021/2022 could be re-categorised as non-confidential due to their sensitive nature. The Committee agreed that the remainder of the confidential business of the Board continued to be commercially and strategically sensitive. A further review of the proposals would be undertaken prior to them being submitted to the Board for approval.

28 **Resolved** That, subject to a further review of minutes to be reviewed by the Principal, the Board be **RECOMMENDED** to approve the proposals for the reclassification of confidential minutes for 2021/2022

## **GOVERNOR REVIEW PROCESS 2021/2022**

29 The Clerk reported that the Governor Review Process had not yet been completed by two independent governors. It was anticipated that these reviews would be carried out shortly and a summary of the outcomes would be submitted to the Board for information.

## **COMMITTEE SELF EVALUATION**

30 The Clerk presented a draft proforma on the evaluation of the Committee's performance in 2021/2022, highlighting the appropriately skilled membership that enabled it to fulfil its responsibilities.

31 **Resolved -** That the Committee's Self-Evaluation for 2021/2022 be approved

## **ITEMS TO BE REPORTED TO THE BOARD**

32 The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 20<sup>th</sup> October 2022:

- Possible appointment of independent governor to fill the current vacancy
- Election process for student governor was underway, with the successful candidate to be appointed by the Board at its October meeting
- Importance of all governors completing mandatory training modules as soon as possible
- Draft annual on governance received for information, with further work to be undertaken on EDI profile data
- Summary of outcomes of governor review process to be reported to Board

## **DATE OF NEXT MEETING – To be confirmed**

Chair: 

Date: 08/08/2023