

CITY OF WOLVERHAMPTON COLLEGE

**Minutes of the meeting of the Search and Governance Committee held on
Monday 20 November 2023 at 5pm via Microsoft Teams**

PRESENT

Mr Mark Taylor (Chair)
Mr Mal Cowgill
Mrs Amanda Tomlinson
Mr John Bradford

IN ATTENDANCE

Mrs Alison Buick, Head of Governance

01/24 APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST (ITEM 1)

Apologies were received and accepted from Mike Hastings.

There were no declarations of interest.

02/24 MINUTES (ITEM 2)

The minutes of the meeting held on 3 July 2023 were approved.

03/24 MATTERS ARISING (ITEM 2)

There were no matters arising that would not be considered as part of the meeting.

04/24 GOVERNANCE REPORT (ITEM 3)

The Head of Governance referred to her written report and the following were discussed:

Board Membership, Vacancies and Terms of Office

It was reported that there were currently no vacancies but that the terms office for Mrs Tomlinson and Mr Bradford would expire at the end of the academic year. Both were eligible for re-appointment and both indicated that they were willing to serve another term. This would be taken to the Board for approval later in the year. The Chair recorded his thanks to both Governors for their support in the roles they played on the Board.

Resolved – that the Committee would recommend that the Board approves the re-appointment of Amanda Tomlinson and John Bradford later in the year and before the expiry of their terms of office on 31 July 2024.

Skills Audit

The skills audit template had been updated and provided for discussion.

This was agreed and would be issued to Governors at the start of the new calendar year. Action: Head of Governance.

Attendance

Attendance statistics for 2022/23 had been provided as part of the written report. These showed details by Governor and by type of meeting.

The attendance and engagement of two Governors was a concern and had continued to be during 2023/24 to date. One had indicated to the Chair that they intended to stand down as a Governor although no formal resignation had been received. The other had not responded to the Chair's requests for a catch up meeting. Neither Governor had fully updated their declaration of interest or other annual paperwork, which had been picked up as a concern during the external audit.

Members discussed the attendance and agreed that the two Governors should be further contacted to establish their intentions and to request the outstanding paperwork. Action: Head of Governance/Chair.

The Clerks' network had undertaken the usual annual survey of attendance at Board meetings, which showed an average attendance level of 82.68%. At 76%, Wolverhampton was below this average.

Annual Report – use of the college seal, Chair's Actions and confidential minutes

The details provided for information were noted. It was agreed that the minutes designated as confidential should remain as such.

Governance Self-Assessment

This would be covered in detail at the next agenda item.

The Committee noted the report.

05/24 GOVERNANCE SELF-ASSESSMENT (ITEM 4)

The Governance self-assessment for 2022/23 had been completed in line with the steps agreed at the last meeting, and which were stated in the written report.

Governors noted that:

- The self-assessment had been against the AOC's Code of Good Governance for English Colleges, which had been adopted by the college in 2015. This Code set out the requirement for the annual review.
- Governors had been sent the self-assessment questionnaire and six had responded. All had made positive comments.
- Audit and Remuneration Committee members had also been sent questionnaires to rate the activities and performance of their committees. In both cases two of the five members had responded. All responses for both committees were positive.
- The Remuneration Committee Annual Report would be presented to the Committee for comment later.
- The Audit Committee Annual Report would be presented to the Committee on 6 December 2023.
- As in previous years, review of the college's performance against the AOC's Code was carried out. The details of this had been provided as an appendix to the written report.
- The Chair had carried out individual meetings with all Governors except one. Themes that had emerged from the feedback were noted.
- Governors had been sent a short questionnaire to provide feedback on the Chair and five responses had been received. All ratings were either excellent or effective.

There was a discussion about the information presented and the responses to questionnaires. Governors concluded that the overall self-assessment grade for Governance should be 'Good'. It was also agreed that the small number of areas for improvement that had been noted from the work done would be used to create an action plan to present to the Board in January 2024. Action: Head of Governance.

06/24 CODE OF GOOD GOVERNANCE UPDATE (ITEM 5)

The Head of Governance had provided an update on the work of the AOC to update the Code of Good Governance. The final version of the document had been released in September 2023. The Board would need to consider adopting this during 2023/24.

Governors noted that the Code had been streamlined and that it was now structured around six Principles. The content had been re-formatted, and was in line with existing guidance in the Instrument and Articles of Government, the Nolan Principles and other documents. The Principles each had a rationale for why it was important, how it applied to FE and examples of expected behaviours, practices, outcomes and assurances. None were new and all were felt to be in line with good practice on what Boards were expected to do.

The updated Code would need to be recommended for Board approval and to be used from 1 August 2024. The current Code remained in place for 2023/24.

Resolved – that the Committee recommended the updated Code of Good Governance for Board approval.

07/24 EXTERNAL GOVERNANCE REVIEW (ITEM 6)

Governors were aware of the requirement for all colleges to undertake an external governance review to be completed by 31 July 2024. This was now formally set out in the Skills and Post 16 Education Act 2022, although the original proposal had been in the Skills for Jobs White Paper. The college had been part of the pilot phase of the proposed arrangements back in 2021, and this had been deemed to be very helpful. Details of the actions agreed at that time had been included in the paper for Governors' information.

The formal requirements were to:

- Have an external governance review every three years.
- Have an annual governance self-assessment in the other years.
- Share the results and associated actions with the department on request.

DfE had issued guidance on the reviews and the summarised information from this was noted.

Governors were informed that following discussion with the Chair, an approach had been made to Rob Lawson, the National Leader of Governance that had carried out the previous review. Guidance permitted colleges to use the same reviewer twice. Rob Lawson carried out this work through the AOC, who had also been contacted. An outline scope and indicative costs had been provided, and it was confirmed that there was availability to complete this work in the required timescale. Governor views were sought.

The Chair commented on the previous review, the positive relationship that had been built with the reviewer and the benefits of using them again in terms of their existing knowledge of the college's position, history and complexities. It was acknowledged that the Financial Regulations required three quotations for expenditure at the level that was expected. Governors discussed this and agreed that the benefits of using the same reviewer appeared compelling, and therefore that the requirement for quotes in the circumstances be discussed with the Deputy Chief Executive. Action: Head of Governance.

Governors noted the requirements and timescales, including that there would be input needed from the Board and individual Governors. A scoping meeting would be held with the Chair to agree the exact details.

It was **agreed** that further work be carried out to appoint Rob Lawson via the AOC, to scope the work, agree costs and consider timescales. An update would be taken to the Board for approval as soon as possible.

07/24 POLICY UPDATES (ITEM 7)

The Committee considered two documents that were due for review, these being:

- Conflicts of Interest Policy and
- Standing Orders,

There were no changes to the Conflicts of Interest policy other than updated job titles. Changes to the Standing Orders were minimal and largely related to updates following the re-classification of colleges back into the public sector in November 2022.

Resolved – that the Committee recommended the Conflicts of Interest policy and the Standing Orders for Board approval.

08/24 GOVERNANCE UPDATES (ITEM 8)

The Head of Governance had provided a short report that had been circulated on the Clerks' network. This showed the results of a survey on Governor workload earlier in 2023. It was being shared for information.

09/24 ANY OTHER BUSINESS (ITEM 9)

None.

10/24 CONFIDENTIALITY (ITEM 10)

It was agreed that there were no items that needed to remain confidential.

11/24 DATE AND TIME OF NEXT MEETING (ITEM 6) **Monday 4 March 2024 at 5pm**

The meeting ended at 5.55pm