CITY OF WOLVERHAMPTON COLLEGE

**Minutes of the meeting of the Search and Governance Committee held on**

**Monday 4 March 2024 at 5pm via Microsoft Teams**

## PRESENT

Mr Mike Hastings (Chair)
Mark Taylor
Mr Mal Cowgill – until 6.10pm
Mrs Amanda Tomlinson
Mr John Bradford

## IN ATTENDANCE

Mrs Alison Buick, Head of Governance

**12/24  APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST (ITEM 1)**
No apologies were received as all members were present.

There were no declarations of interest.

**13/24  MINUTES (ITEM 2)**
The minutes of the meeting held on 20 November 2023 were approved.

**14/24  MATTERS ARISING (ITEM 2)**
Governors considered the previously agreed actions and noted the following:
  o   The skills audit would be discussed later in the agenda.
  o   One Governor with poor attendance had resigned in November 2023 and the other's attendance had improved in this term.  It would continue to be monitored.
  o   The Governance QIP had been presented to the Board in January 2024 as agreed.

**15/24  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
Members were informed of the resignation of Ioana Axinte with effect from 1 March 2024.  This left a vacancy for the Apprenticeships Task and Finish Group which Mark Taylor expressed interest in.  It was **agreed** to flag this vacancy to the Board meeting on 11 March to see if there were other interested Governors. Action: Head of Governance.

There were now two vacancies for Governors.  This was discussed and it was **agreed** to hold any action on this until after the conclusion of the planned external governance review.

Skills Audit
The skills audit questionnaire had been issued as previously agreed and the responses received had been collated into a summary document that was RAG rated based on average scores for each question. There were further responses recently received that would be added.

The analysis showed that Governors collectively had a good range of experience and knowledge in many areas. There were lower levels in some, and it was for Governors to decide on the relative weighting of these in the overall context of the college and bearing in mind the professional input to the Board of the management team, for example on HR.

There was a discussion on the level of experience and knowledge of Governors on capital project management, and the possibility of this changing at the end of the academic year. This was a key area due to CLQ. It was noted that the CTOG Group also had external input from an associate member with relevant expertise, so this provided support to the Board. The City council was also heavily involved in the delivery of the CLQ project in particular, so there was also expert input being provided by their staff, consultants and contractors.

Experience of teaching and learning also scored at the lower end, based on the responses received. This was a potential area to consider when recruiting new Governors.

There was a discussion about how Governors could determine what skills were essential and desirable for the Board. This required a more detailed consideration, including on where additional training may be needed.

The Education and Training Foundation had recently published Competency Frameworks for Chairs, Governors and Governance Professionals. Members felt that these were helpful and could be used for assessing performance during Governor meetings with the Chair. There were two assessment levels – 'proficient' and 'excelling'. It was thought that a third level might also be helpful, to reflect where skills were 'developing', 'emerging' or even 'lacking'

A Governor commented on the responsibility of Governors to extend their own knowledge and understanding of the college, for example by attending curriculum planning and monitoring meetings. It was important to continue to encourage Governors to attend these where possible. He had personally found these to be very useful. Other members agreed.

It was noted that skills would be considered as part of the Board composition element of the planned external governance review. The reviewer's comments would be welcome.

EDI
The Head of Governance had created an updated EDI monitoring form for Governors and this was provided for comment. As well as the usual questions about gender, ethnicity and other protected characteristics, it also included questions about Governors own lived experiences. There were options for 'prefer not to say'.

There was a discussion about the form and a suggestion to add a question relating to whether Governors lived and/or worked locally. Action: Head of Governance.
It was agreed that the form needed to focus on aspects of EDI and not overlap with the separate skills audit.

Whistleblowing Policy
The policy had been due for review. Proposed changes were highlighted in red and Governor Comments were invited. They largely related to additions for clarification, updates to job titles/staff and changes to sources of external advice/guidance.

The Chair of Audit Committee noted that he was a potential point of contact in particular circumstances so would discuss this with the Head of Governance.

A Governor noted that they were aware of new terminology referring to a 'Speak Out' policy rather than Whistleblowing.

**Resolved –** that the Committee recommended the policy for Board approval in May 2024.

Freedom of information Policy
This policy was also due for review. There were no legislative changes to be reflected so there were only minor updates to the policy document.

A Governor asked about the circumstances in which a charge would be made for the provision of information. This had not changed since colleges had been re-classified as public sector. It was suggested and agreed that guidance on charging be reviewed and the policy be updated if necessary. Action: Head of Governance.

**Resolved –** that the Committee recommended the policy for Board approval in May 2024, subject to clarification on charging

**The Committee noted the report.**

### 16/24 EXTERNAL GOVERNANCE REVIEW (ITEM 4)
The Committee had previously received information about the requirements for an external governance review. Plans for this had progressed and a scoping meeting had been held with the reviewer on 29 January. From this, a proposal had been received and this had been included within the meeting papers for consideration.

The scope included three broad areas, relating to Board composition, structures and interactions, and some specific focus on streamlining papers and structure of meetings, including committees and task & finish groups. It was provisionally agreed that the review would start with a Governors' questionnaire to be issued immediately after the Easter break, followed by a series of meetings with Governors and attendances at meetings. A draft report would be presented at the Board meeting in July 2024.

Governors confirmed that they had reviewed the contents and were happy to recommend Board approval.

**Resolved –** that the Committee recommended the external governance review scope for Board approval.

### 17/24 BOARD PORTALS (ITEM 5)
The Head of Governance had provided an update on the work to consider implementation of a Board portal. This had been discussed with the current and previous Chairs as a way of improving access to information for the Board by collating all relevant documents in one place and enabling the creation of meeting packs. It would also provide a more secure way in which to share information.

A summary of the research to date was provided. There were a number of available products, many of which had very similar functionality. Four products had been selected, based on cost and feedback available, for initial demonstrations. Three

had subsequently provided costing information and it was proposed to further review two of these with EMT and Governors.

The Chair asked that all Governors be consulted to see what systems, if any, they had experience of, and whether there may be potential access problems if using through their employers systems.  <u>Action</u>: Head of Governance.

Governors noted the information and discussed the costs and the potential workload for members of EMT and the college IT team.  There was broad support for the need for change.

The Head of Governance suggested further demonstrations be arranged with two of the suppliers for EMT and the Chair, with an update to the next meeting. This was **agreed**.  <u>Action</u>: Head of Governance.

**18/24 <u>ANY OTHER BUSINESS</u>**
The Principal left at 6.10pm.

The Chair gave a verbal update about a confidential item to be discussed at the Board meeting in the following week.  The need for a working group to take the matters forward was agreed.  Supporting paperwork would be provided to Governors ahead of the Board meeting.

**19/24 <u>CONFIDENTIALITY (ITEM 6)</u>**
It was agreed that there were no items that needed to remain confidential.

**20/24 <u>DATE AND TIME OF NEXT MEETING (ITEM 6)</u>**
Monday 17 June 2024 at 5pm


The meeting ended at 6.20pm