

South Staffordshire College



GOVERNANCE & SEARCH COMMITTEE

Minutes of the virtual meeting held on 6 May 2021 9.30am to 10.25 am

PRESENT:

Steve Burgin (Chair)) External
Tim Legge)
Claire Boliver	Chief Executive & Principal
(Attendance 60%)	

In attendance:

Miranda Hughes	Clerk to the Corporation
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APOLOGIES FOR ABSENCE

55 Apologies were received from Tony McGovern and Phil Tapp.

DECLARATION OF INTERESTS

56 The Vice-Chair declared an interest in the matter referred to under minute 63 and the Clerk declared an interest in the matter referred to under minute 68-69.

MINUTES

57 **Resolved** that the minutes of the meeting held on 3 December 2020 be approved as a true and accurate record.

58 The Committee reviewed the Action Grid, providing progress on actions and matters arising identified at the Governance & Search Committee held on 3 December 2020. The Committee noted that the four actions detailed within the document were closed.

BOARD & COMMITTEE MEMBERSHIP & SKILLS AUDIT

59 The progress made with regard to ongoing governor recruitment was discussed at length by the Committee which included detail relating to four interviews that had taken place on 21 and 28 April and 6 May respectively. Whilst the Board carried one vacancy at the time of the meeting, the Committee observed that two further vacancies would arise from 1 October and 1 November, following confirmation that both Steve Burgin and Phil Tapp would not serve a second term of office.

60 The Committee had previously identified the requirement to improve the Board's skills mix by the addition of external members with legal knowledge, audit and risk management, commercialism, education and quality management (*minute 37 refers*). Governors were pleased with the calibre of candidates they interviewed and as such, recommendations for appointment for four new governors were made, which required an increase in the number of Board members from 16 to 17. A comprehensive induction would be arranged for all new appointees collectively where it was suggested that this be open for any other governors who wished to attend.

61 **Resolved**

1 that the Board be **RECOMMENDED** to increase the number of governors to 17 by the addition of one governor in the external category of membership.

- 2 that the Board be **RECOMMENDED** to appoint Dipal Patel and Gail Steptoe-Warren in the external category for a four-year term of office from 1 June 2021.
- 3 that the Board be **RECOMMENDED** to appoint Hannah Montgomery in the external category for a four-year term of office from 1 October 2021.
- 4 that the Board be **RECOMMENDED** to appoint Yvonne Bradshaw in the external category for a four-year term of office from 1 November 2021.
- 5 that the Board be **RECOMMENDED** to invite appointees to be 'in attendance' at Board meetings prior to the start of their term of office.
- 6 that the Board be **RECOMMENDED** to purchase a programme licence to benefit from learning and development materials offered by the Education & Training Foundation Governance Development Programme, run by Foundation Online Learning.

62 The Clerk went on to report that Colin Horwath, Audit Committee co-opted non-governor, intended to step down from his responsibilities at the College effective from the end of the 2020-21 academic year. The Clerk provided confirmation that his term of office was scheduled to come to an end on 25 March 2023. The role description of the co-opted non-governor was reviewed by the Committee who agreed that the advertisement would be publicised with Governors for Schools, Women on Boards and Indeed; in addition to the College website, social media channels, LinkedIn and Inspiring FE Governance. Members were also requested to bring the vacancy to the attention of any persons who may be suitable for appointment.

GOVERNOR RECRUITMENT, APPOINTMENT & SUCCESSION PLANNING

63 Succession planning developments from within the current membership were discussed by the Committee and, as a consequence of the work undertaken in this area, confirmation was received that Mike Rowley was the governor willing to stand for the role of Chair for 2021-22. The Clerk reported that at the penultimate Board meeting, the Board would give consideration to whether or not to operate the procedure within the Standing Orders for the election of the Vice-Chair. Tim Legge had confirmed that he would be willing to serve for a further academic year as Vice-Chair. Confirmation was received that time would be set aside at the July meeting to formally appoint the Chair and Vice Chair for 2021-22.

64 The Clerk presented a paper related to governor recruitment, appointment and succession planning. The Clerk advised that the Association of Colleges (AoC) Code of Good Governance for English Colleges set out an expectation for a formal and open policy regarding the recruitment of Board members and for the Board and Committee to be able to satisfy itself that appropriate plans were in place for work in this area to be undertaken to the required levels of expectation. As such, three documents were presented to the Committee for consideration ahead of the May Board meeting:

- Governor Recruitment, Appointment & Succession Planning Policy and accompanying Equality Impact Assessment
- An amendment to Article 5.1, which proposed to remove the requirement to appoint the Chair and/or Vice Chair form only within the Corporation's membership in order to give the Corporation the power to recruit externally. The Clerk advised that, by having this freedom, the Corporation had the means to look beyond that of its existing membership when succession planning to ensure that a) Corporation leadership remained of the highest quality, b) equality of opportunity and diversity was fostered and c) appointments were made in a fair, open and transparent manner (Nolan Principles).
- Proposed amendments to the Standing Orders:
 - Role and responsibilities of the Vice-Chair incorporated into the document.
 - Inclusion of the provision to externally advertise for both Chair and Vice-Chair positions.
 - Expansion of the Governance & Search Committee's work relating to succession planning.
 - Provision for the election process to be brought forward to any point within the academic year to meet the needs of the Corporation as necessary.
 - The introduction of the completion of a nomination form for any member standing for election of Chair or Vice-Chair, outlining the skills and experience relevant to that of the post, to be considered by the Governance & Search Committee and circulated to Board members thereafter.

- Voting for the election of the Chair and Vice-Chair to be conducted via an anonymous ballot
- Role and responsibilities of a co-opted non-governor incorporated into the document.
- Minor formatting and typographical alterations throughout the entirety of the document for accuracy.

65 The Governor Recruitment, Appointment & Succession Planning Policy was discussed and confirmation was received that the document had been developed in line with the AoC Code and examples of best practice from within the sector.

66 The consultation process related to the proposed amendment to Article 5.1 was raised, whereby the Clerk confirmed that, under Article 20, the Corporation had within its powers the ability to modify or replace its Instrument and Articles of Government provided that such changes did not result in the Corporation ceasing to be a charity and only after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes. She went on to confirm that the proposed amendment would affect Board members, inclusive of the Chief Executive Principal and the Clerk to the Corporation. As such, a consultation process had been undertaken in advance of the meeting.

67 **Resolved** that the Board be **RECOMMENDED** to approve the following documents:

- i. Governor Recruitment, Appointment & Succession Planning Policy
- ii. Amendment to Article 5.1
- iii. Amendments to the standing orders

CLERK TO THE CORPORATION

68 The Chair announced that the Clerk's notice of resignation had been accepted and as such, her last working day at the College would fall on 16 July 2021. The Committee reviewed an updated job description for the role which was reflective of the sector and had due regard to the AoC model job description. It was confirmed that benchmarking information related to both salary and contractual hours had been provided to both the Chair and CEP in advance of the meeting.

69 **Resolved** that the updated job description be approved and the role be publicly advertised.

TIMETABLE OF MEETINGS 2021-22

70 The proposed timetable of Corporation meetings for 2021-22 was reviewed in advance of the May Board and a discussion took place with regard to the benefits of virtual meetings.

71 **Resolved** that the Board be **RECOMMENDED** to approve 2021-22 meeting schedule.

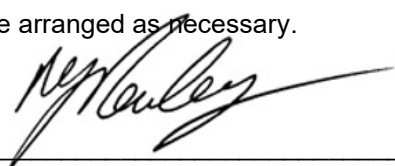
ANY OTHER BUSINESS

AoC Code of Good Governance for English Colleges

72 The Clerk advised that, at the time of the meeting, an updated version of the AoCs Code of Good Governance was in consultation phase. Amendments included a greater alignment to the Skills for Jobs White Paper, sustainability and EDI. She went on to state that further detail would be shared on this to ensure the College was fulfilling requirements.

DATE OF NEXT MEETING

To be arranged as necessary.



Chair

6 October 2021

Date