

CITY OF WOLVERHAMPTON COLLEGE

Minutes of a Special meeting of the Search and Governance Committee of the Board of Governors held on Monday 28 March 2022 via Microsoft Teams.

PRESENT

Mr Mike Hastings (Chair)
Mr Clarence Crosdale

Mr Mal Cowgill
Mrs Amanda Tomlinson

IN ATTENDANCE

Mrs Elizabeth Ball – Head of Governance

05/22 APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST (ITEM 1)

Apologies were received from Mr Mark Taylor.

There were no declarations of interest.

06/22 APPOINTMENT OF CHAIR

Mike Hastings was appointed as Chair of the meeting.

07/22 MINUTES (ITEM 2)

The minutes of the meetings held on 29 November 2021 and 1 March 2022 were approved as a correct record.

08/22 MATTERS ARISING

The Head of Governance reported that the review of the end dates of terms of office was being deferred into the next academic year.

It was noted that Amanda Tomlinson had agreed to take on the role of Chair of the Remuneration Committee.

Recommendation to the Board of Governors:

- **That Amanda Tomlinson be appointed as the Chair of the Remuneration Committee.**

09/22 GOVERNANCE REPORT (ITEM 3)

1. Terms of Office, Succession Planning and Recruitment

The Head of Governance reported that the terms of office of the Student Governor and both Vice Chairs expired on 31 July 2022.

In relation to the Student Governor, it was noted that the approved process for appointing the new Student Governor was via nomination and election by the Student Union Executive (and formal approval by the Board of Governors).

The Head of Governance reported that the term of office of Mr Clarence Crosdale expired on 31 July 2022 and that whilst he had been in post for a period of 10 years, the proposal was that he be re-appointed for a further period of 12 months.

The Committee considered that he continued to make a positive contribution to the Board and it was emphasised that the extension would support succession planning in view of his role as the Safeguarding Governor and Vice Chair of the Board of Governors.

It was also noted that the first term of office of Mr Mike Hastings expired on 31 July 2022. The Committee considered that he continued to make a positive contribution to the Board and that in addition to being Vice Chair, he was the Chair of the Campus Transformation Oversight Group and a member of the Audit Committee, the Search and Governance Committee and the Remuneration Committee.

Recommendation to the Board of Governors:

- **that the term of office of Mr Clarence Crosdale be extended for a period of 12 months from 1 August 2022 to 31 July 2023. (Mr Clarence Crosdale did not take part in or vote on this recommendation).**
- **that Mr Mike Hastings be re-appointed as a member of the Board of Governors for a period of 4 years from 1 August 2022 to 31 July 2026. (Mr Mike Hastings did not take part or vote on this recommendation).**

The Head of Governance advised that Ms Emma Bull had submitted her resignation as a member of the Board of Governors as from 31 March 2022.

It was noted that efforts were being made to identify someone else from the University with suitable experience to take on the role of Governor.

2. Skills and Expertise Audit

The Committee noted the Skills and Expertise Audit as the position will be on 1 April 2022. It was noted that Governors have a wide spread of skills and experience and that FE experience had now been included in the list of essential skills.

The Committee noted the report.

3. Equality and Diversity

The Committee noted the updated equality and diversity data for Governors as the position will be on 1 April 2022.

The Committee noted the report.

4. Attendance

The Committee noted the report on Governors' attendance at Board and Committee meetings in 2021/22.

Whilst most levels of attendance remained high, the Committee did note that attendance by one Governor had been below 50% for the current and previous year.

The Committee asked that the Chair of the Board of Governors contact the Governor concerned to discuss the matter.

Where attendance by other Governors was below 80%, these would continue to be monitored.

5. Training and Development

The Committee noted the report on Governor Training and development activity undertaken by the Head of Governance.

It was noted that Governors are provided with details of appropriate development and training opportunities and that the individual Governor Training and Development plans have been prepared and will be circulated to Governors on an annual basis for review.

The Committee noted the report.

6. Governor links

The Committee noted that Governors have attended SAR validation sessions, Quality Board meetings and Curriculum Purchasing meetings.

The Committee noted the report.

7. Meeting Calendar

The Committee considered the agenda plan for 2022/23 and noted the items which would be provided for consideration at each meeting.

Members of the Committee were invited to provide any further comments on the plan or details of any additional reports they considered would support their role to the Head of Governance.

The Committee noted that meetings were continuing to be held via Teams and commented that the Committee and the Board should consider whether there should be a return to face-to-face meetings.

It was proposed that the Board of Governors and each Committee should give consideration to how future meetings would be conducted.

10/22 BOARD OF GOVERNORS' SELF-ASSESSMENT (ITEM 4)

The Head of Governance presented the report and advised that, at their meeting in January 2022, the Board of Governors had referred the Board of Governors self-assessment to the Search and Governance Committee for further consideration.

The Committee noted the activities that had taken place as part of the self-assessment process and the key themes that had been identified.

It was noted that the overall assessment of the performance of the Board was good and the Committee was asked to validate this assessment having reviewed the information included in the report.

It was also noted that last year the appraisal of the Chair and individual Governor reviews had been introduced, but that all Governors needed to be encouraged to access the one-to-one discussions with the Chair.

The Head of Governance advised that the Governance Development plan had been updated to include actions arising from the self-assessment review and the review of performance against the Code of Good Governance.

The Committee commented that there was a high level of consistency in the findings from the self-assessment activities and that the overriding message is that the performance of the Board of Governors is good.

They commented, however, that it was important to ensure that the Board is cautious and is able to challenge where there are issues and does not have any 'blind spots'.

The Committee asked whether there was any differential between strongly agree/agree and whether the responses were affected by the time in office.

They also suggested that where possible key themes and areas of focus could be identified.

The Committee agreed that overall, the Self-Assessment report provided sufficient evidence to rate the performance of the Board of Governors as good.

11/22 DRAFT CALENDAR OF MEETINGS

The Committee noted the draft calendar of meetings for 2022/23 and that this would be developed and presented for approval at the Board of Governors' meeting in May 2022.

12/22 DEFERRED ITEMS

It was agreed that consideration of the Schedule of Delegation, the Retention Schedule and the process for review of confidential items should be deferred to the next meeting.

13/22 CONFIDENTIALITY

It was resolved that there were no items that should be withheld from public inspection.

14/22 DATE AND TIME OF NEXT MEETING

20 June 2022 at 5pm