

Search & Governance Committee

Wed 11 September 2024, 16:00 - 18:00

MS Teams



Attendees

Present: Ann Harrison (Independent Governor and Chair), Andrea Ferguson (Independent Governor), Kath Causey (Independent Governor), Caroline Elwood (Independent Governor), Anna Dawe (Principal), Susan Snape (Independent Governor, observing as a development opportunity)

In attendance: Joanne Platt (Director of Governance)

The Director of Governance confirmed that the meeting was quorate.

The Chair welcomed Caroline Elwood to her first meeting of the Committee and also welcomed Susan Snape who was observing the meeting.

Meeting minutes

1. Apologies for absence

SG-24-09-01

There were no apologies for absence.

2. Declarations of Interest

SG-24-09-02

There were no declarations of interests.

3. Minutes of the previous meeting and matters arising

SG-24-09-03

The minutes of the meeting held on 17 June 2024 were agreed as an accurate record of the meeting. There were no actions nor matters arising.

Resolved: The minutes of the meeting held on 17 June 2024 were approved for signature by the Chair.

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4. Committee periodic review of management and governance structures

SG-24-09-04

The Committee considered a report on the periodic review of management and committee structures, noting that it is good practice set out in the Association of College's Code of Good Governance for College Governing Boards to periodically review these to ensure they remain fit for purpose to deliver the College strategy.

The Committee had deferred this review last year in light of the impending review of the College's Strategic Plan and the External Board Review.

The Committee agreed that it was not the remit of Governors to review the management structures of the College but agreed that it was appropriate for them to look at Senior Post Holders and the Governance structures.

Having considered options, the Committee agreed that no changes were needed. It was noted that the recent External Board Review had not resulted in any suggested changes and the Committee agreed that governance was strong and working well at the College. It was suggested that the Board may wish to revisit this at its strategic away day in January 2025, following the change of chair in October 2024, although it was noted that the Chair elect was happy with the existing structures.

Resolved: The Committee agreed to recommend to the Governing Board that no changes were made to either Senior Post Holders nor governance structures.

5. Committee Effectiveness and Impact Review and Annual Report

SG-24-09-05

The Committee considered its Annual Report for 2023-24, which included a review of its activities throughout the year and the effectiveness and impact of the Committee. It concluded that the Committee had met all of the responsibilities set out in its Terms of Reference and had made a positive impact on the College's governance arrangements.

Resolved: The Committee approved its Annual Report for 2023-24 for submission to Governing Board for information.

6. Committee Terms of Reference

SG-24-09-06

The Committee reviewed its Terms of Reference, noting that a new paragraph had been added to identify the specific skills required of members of the Committee, in accordance with one of the recommendations arising from the External Board Review.

Other proposed changes included changes to reflect that Governor appointments of more than two four-year terms of office are by exception only and in any event for no more than two additional 12-month terms, changes to reflect that discussions in annual Governor 1-1 meetings will factor into succession planning, changes to reflect that the annual review of the Governance Self-Assessment Report and improvement actions will not be carried out when an external board review has taken place, changes to reflect the current practice to undertake an annual review of committee effectiveness and impact which is reported to the Governing Board in its annual report of the Committee, changes to reflect that draft minutes are now attached to the Committee Chair's report to the Board, and an update to the table of delegations to reflect the revised Scheme of Delegation.

Resolved: The Committee agreed to recommend revised terms of reference to the Governing Board for approval.

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7. Governance Policies

7.1. Instrument and Articles of Government, Standing Orders and Scheme of Delegation

SG-24-09-07

The Committee considered proposed changes to the College's Instrument and Articles of Government and Standing Orders, which do not currently provide for any maximum number of terms of office for Governors, contrary to good practice set out in the Association of College's (AoC) Code of Good Governance and the Department for Education's (DfE) Governance Guide for FE Colleges.

It was noted that the Board had previously agreed that maximum terms of office would only be introduced when the makeup of the Board in terms of length of tenure of governors was such that introducing a maximum term would not de-stabilise the Board, and the Board Succession Plan approved in 2021-22 has been working towards this change.

At the start of the 2024-25 academic year, it was noted that there are only four Governors who have served for more than two terms of office. Two (including the Chair) are stepping down in October, and a third independent governor will step down when her third term of office comes to an end in July 2025. The fourth is a staff governor, whose third term of office will come to an end in October 2027.

The Committee therefore agreed that now was the appropriate time to make a recommendation to the Governing Board that a maximum number of terms of office is introduced into the Instrument and Articles of Government and Standing Orders.

The Committee also noted and approved proposed updates to the Scheme of Delegation to reflect current policy areas and that these changes are also reflected in each committee's terms of reference (which are being considered by each committee in the autumn cycle of meetings and which will be submitted to the Governing Board in December 2024 for approval).

Resolved: The Committee agreed to recommend revisions to the Instrument and Articles of Government to the Governing Board.

Resolved: The Committee agreed to recommend revisions to the Standing Orders to the Governing Board.

Resolved: The Committee agreed to recommend revisions to the Scheme of Delegation to the Governing Board.

7.2. Member Expenses Policy

SG-24-09-08

Director Of Governance

The Committee reviewed the Members Expenses Policy and agreed that no changes were required.

Resolved: The Committee agreed to recommend the Member Expenses Policy to the Governing Board for approval.

7.3. Governor Role Descriptions

SG-24-09-09

The Committee reviewed the suite of Governor role descriptions (which are due for review on a three-year cycle). However, as most had been updated in the last year, the Committee agreed that no changes were needed.

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Resolved: The Committee approved the suite of Governor Role Descriptions.

7.4. Member Skills Audit process and content

SG-24-09-10

The Committee reviewed the process and content of the annual Members Skills Audit, noting that the use of MS Forms had proven to be a useful tool, making it easier for Governors to self-assess their skills and also for the Director of Governance to analyse and present the results in a user friendly format. It was noted that the audit now takes place in March and April each year to inform the annual Governor 1-1 meetings with the Chair of the Governing Board which take place in May, in accordance with the Board Succession Plan and accordingly it was agreed that no changes were needed to the current process.

The Committee also reviewed the content of the skills audit, and agreed to add additional skills relating to health and social care to the audit from 2024-25, to bring this in line with current curriculum priorities.

Resolved: The Committee approved the Member Skills Audit process and content.

8. Outcome of Governor 1-1 meetings and review of Board Succession Plan

SG-24-09-11

The Committee considered the outcome of Governor 1-1 meetings with the Chair of the Governing Board which had taken place in May and June 2024 and which were informed by the Board Skills Audit. It was noted that 16 Governors had completed the Board Skills Audit and 15 had met with the Chair to discuss their responses and their aspirations with the College.

Aspirations to additional leadership roles in the College identified in those discussions were discussed and the Committee noted that additional appointments had been approved by the Governing Board in July 2024 as a result.

The Board Succession Plan had been updated to reflect this and the Committee agreed to recommend this to the Governing Board for approval.

It was agreed that Governors who have recently stepped up into leadership roles would be invited to share their experiences with other Governors at a future Away Day (possibly in January 2026), with a view to encouraging more Governors to put themselves forward for leadership roles in the future.

Resolved: The Committee agreed to recommend the Board Succession Plan to the Governing Board for approval

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The Committee considered the proposed Board Development Plan for 2024-25, which was informed by the 2024 Skills Audit Questionnaires and 1-1 meetings with the Chair. It was noted that the analysis shows there to be a good balance of skills, experience and competencies, with a high level of expertise under each category within the Board membership and no areas scoring very low, indicating a wide spread of skills across the Board as a whole.

The Board Development Plan has been developed to address the areas where Governors identified a need for further development and the Committee agreed to recommend this to the Governing Board for approval.

Resolved: The Committee agreed to recommend approval of the Board Development Plan to the Governing Board.

10. Review of Confidential Minutes

SG-24-09-13

The Committee undertook a review of approved confidential minutes of meetings held between September 2023 and July 2024, noting that the review included a review of last year's review of confidential minutes, to ensure that minutes retained at that time that are no longer confidential are released for publication.

The Committee agreed to report the outcome of the review to the Governing Board for approval.

Resolved: The Committee agreed to make a recommendation to the Governing Board in relation to the publication of minutes previously deemed confidential

11. Items to bring to the attention of the Governing Board in the Committee Chair's Report

SG-24-09-14

The Committee agreed the items to be included in the Committee Chair's report to Governing Board.

12. Items for information

12.1. Member attendance

SG-24-09-15

The Committee considered a report on Member attendance in 2023-24, noting that there had been a slight improvement in attendance from the previous year. This was positive, in light of the fact that attendance had been impacted by the long term absence of one Governor due to ill health and absences from newer Governors who already had holiday commitments on their appointment. It was also noted that student governor attendance was much improved from the previous year. The Committee was therefore hopeful that attendance will improve further in the current academic year, although agreed that attendance should remain a focus in the 2024-25 Governance Quality Improvement Plan (QIP).

The Committee noted that attendance at Governor Development sessions has also improved significantly this year.

The Committee noted the report and the action in the Governance QIP to address attendance.

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12.2. Equality Monitoring

SG-24-09-16

The Committee considered a report on Board diversity, informed by the annual equality and diversity survey undertaken over the summer of 2024.

The Committee noted that the national data based on last year's ESFA return has not yet been released. However, comparison with the previous year shows that the College has a higher proportion of female to male governors, a lower proportion of governors from a non-British background, and a higher proportion of governors with a disability, than nationally. The age profile of Wigan and Leigh governors is also more widely spread than nationally.

Local comparison of the gender and ethnicity of the Board shows that the composition of the Board no longer directly reflects the College's student and wider community population with 100% of Governors in 2023-24 being from a White British background, although it does have more female than male governors. The Board also comprises of Governors with experience in a wide range of sectors, including public, private, education, health and social care and SMEs. The Board therefore has expertise in different approaches to governance, problem-solving and decision-making, and is therefore a cognitively diverse Board.

Overall therefore, the Committee agreed that Board diversity should be kept under review at least annually, to ensure the Board reflects the student population and wider community in terms of ethnicity and it was noted that a target had been included within the Equality and Diversity Objectives for 2024-28 to improve and monitor the diversity of the Board.

However, the Committee noted that ensuring the right skills was of equal importance and this needed to be considered alongside diversity targets when making new appointments.

The Committee also noted that the concern expressed by the External Board Reviewer about a lack of male governors in leadership roles has now been addressed with recent appointments made by the Governing Board in July 2024.

The Committee noted the report.

12.3. Register of Interests

SG-24-09-17

The Committee reviewed the Register of Interests for the current academic year, which has been updated based on 2024 returns. It was noted that two Governors had yet to complete their return and that this is being actively pursued by the Director of Governance.

The Committee noted the report.

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12.4. Code of Good Governance: Sources of Assurance

SG-24-09-18

The Committee considered a report on compliance with the Association of Colleges' revised Code of Good Governance, noting that it is a condition of government funding, that College Corporations must comply with one of three recognised governance codes of practice, namely the Charity Governance Code, the Association of Colleges' (AoC) Code of Good Governance for English Colleges, or the UK Corporate Governance Code (so far as it applies to college corporations as charities). Whichever Code is adopted, it is good practice to aim to exceed governance code standards where appropriate.

The College has adopted the AoC Code of Good Governance (the Code) and in 2022-23, the Committee had reviewed the College's compliance with this Code. The Code was subsequently revised by the AoC in 2023 with the new Code running alongside the old Code until it was formally launched in September 2024. At that time, the Committee reviewed the College's governance practices against the new Code and found that the College was compliant.

The new Code is much more succinct than the old Code and identifies recommended practice and sources of assurance for each of its six principles. Now that the new Code has been officially launched, the Director of Governance had undertaken a further review against the requirements in the new code, which confirms that the College is compliant with the new Code.

The Committee considered some areas of recommended practice that are not currently adopted by the College and agreed that with the exception of the development of a public benefit statement (which will be developed and added to the Accountability Statement), that no action would be taken to address other areas (all of which related to seeking quality accreditations).

It was noted that the College was not yet in a position to adopt the FE Climate Action Road Map, in light of the building of the new College, but would do so as soon as the new building was completed.

The Committee noted the report.

12.5. Governance QIP 2024-25 (including the EBR Action Plan)

SG-24-09-19

The Committee reviewed progress against the Governance QIP for 2024-25, noting that this was now a combination of actions arising from the External Board Review carried out in 2023-24 and ongoing actions carried over from the 2023-24 Governance QIP. It was noted that good progress was being made and there were no areas of concern to bring to the attention of the Committee or the Governing Board.

The Committee noted the update.

13. Any other business

SG-24-09-20

There were no items of other business. The Committee noted that this was the Chair's last meeting as she was standing down as Chair of the Governing Board and as a Governor at the College immediately after the 8 October meeting of the Governing Board.

14. Date and time of next meeting: 10 October 2024 at 5pm

SG-24-09-21

The meeting ended at 5.06pm.

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