

Search and Governance Committee

Wed 07 September 2022, 16:00 - 18:00

MS Teams



Present:

Ann Harrison (Chair), Kath Causey, Andrea Ferguson, Alison McKenzie-Folan, Anna Dawe

In attendance: Joanne Platt (Director of Governance)

The meeting commenced at 4pm and was quorate.

Meeting minutes

1. Apologies for absence

SG-22-09-01

There were no apologies for absence.

2. Declarations of Interest

SG-22-09-02

Joanne Platt declared an interest in Item 9, as she is affiliated with the Association of Colleges to undertake external Board Reviews.

3. Minutes of the previous meeting and matters arising

SG-22-09-03

The minutes of the meeting held on 24 May 2022 were approved as a correct record. The action relating to training objectives had been superseded by the new Board Development Plan and it was agreed that this can now be closed.

4. Search and Governance Committee Annual Report

SG-22-09-04

The Committee considered its draft annual report, which outlines the activities of the Committee during 2021-22. The purpose of the report is to provide assurance to the Board that the Committee's expected functions have been discharged, that the skills and expertise required by the Board is in place and / or that actions are being taken to address any skills shortfalls. The Committee noted that the report demonstrates that it has met its responsibilities in 2021-22 and has acted in accordance with the Committee's Terms of Reference.

Resolved: The Committee approved its Annual Report for 2021-22 for submission to the Governing Board.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
E6C685A934A84F1C8C67B996FEDBA0DC

The Committee considered the Board Self-Assessment for 2021-22, noting that it includes a review of areas for improvement identified in 2020-21 and a summary of evidence against a range of governance criteria as detailed within the document. Also included is a list of further improvement actions for 2022-23, and a Business Checklist detailing all the required annual Board business and how each part of the checklist has been discharged. It was noted that all expected actions and matters of business have been completed as required, although the Register of Interests is as yet incomplete.

The report also provided a summary of governor responses to the Self-Assessment Questionnaire for 2021-22 and the Committee noted that this shows a deteriorating position from the previous year in several areas, which is thought to be attributable to the number of new Governors through the year (four of whom completed the questionnaire), with less experience of meetings. This is borne out by the comments provided.

The Committee noted that 14 out of a possible 16 Governors had responded to the survey. Those not responding were two newly appointed governors who had not attended any meetings at the time the survey was issued.

Concerns identified in the survey, in relation to meetings running over time, leaving some items less time for discussion, have already been addressed with the introduction of a separate part to each agenda for items that are for information only, and it was noted that this had been well received at the July meeting of the Governing Board, ensuring that the meeting ran to time, with discussion being appropriately focused on those items requiring more detailed discussion.

There were three actions to be delivered in 2022-23. Two related to supporting the newly appointed Governors and the third related to the development of a more formal Board Development Plan, which the Committee noted was to be considered under Item 7.

Whilst the Committee noted that feedback from Governors was generally positive, it agreed that the grade should be a 2 rather than a 1, as the Board had a significant number of resignations and new appointments in 2021-22. It was also agreed to make reference to the position of the Chair of the Resources Committee and the succession plans for this role.

It was also agreed that the evidence and areas for improvement should be reviewed with the Head of Quality, to ensure that all aspects of the Education Inspection Framework (EIF) had been adequately covered.

A revised version will then be circulated to the Committee by email, for confirmation of changes, before submission to the Governing Board for approval.

Resolved: Subject to any changes agreed by email, following the review of the grade, evidence and areas for improvement, the Committee agreed to recommend approval of the Board Self Assessment to the Governing Board.

6. Governance Policies

6.1. Governor Recruitment, Appointment and Re-appointment Policy

SG-22-09-06

The Committee considered a draft policy for the recruitment, appointment and re-appointment of Governors, noting that an action to develop a formal policy for this had been identified in the gap analysis against the Association of Colleges' Code of Good Governance for English Colleges (see Item 11.5 below). The draft policy formalises existing practice already in place in the College.

The Committee noted that the new policy has also been added to the Committee's terms of reference and the College's Scheme of Delegation (see Item 6.3 below).

Resolved: The Committee approved the Governor Recruitment, Appointment and Re-appointment Policy.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
E6C685A934A84F1C8C67B996FEDBA0DC

The Committee considered the revised Governor Code of Conduct which is due for review. It was noted that the existing Code is based on the Eversheds Sutherland Code of Conduct for FE Colleges 15th Edition (2017). The revised Code of Conduct is based on the Eversheds Sutherland Code of Conduct for FE Colleges 17th Edition (2021) and has been personalised to reflect Wigan and Leigh College i.e. with the addition of the College logo and options in the template code selected / deselected as appropriate.

Resolved: The Committee agreed to recommend approval of the Governor Code of Conduct to the Governing Board.

6.3. Committee Terms of Reference and Scheme of Delegation

SG-22-09-08

The Committee considered revised Terms of Reference for the Search and Governance Committee and a revised Scheme of Delegation, noting that changes have been made to reflect the development of new governance policies which should be referenced in the Committee's delegations table and in the Scheme of Delegation, the Board Succession Plan, which calls for periodic review of committee memberships, and changes to the title of the Clerk.

It was agreed that the annual skills audit will be undertaken by asking Governors to update their return from the previous year, rather than starting a completely new survey.

Resolved: The Committee agreed to recommend approval of the revised Committee Terms of Reference and Scheme of Delegation to the Governing Board.

6.4. Process for Peer Review and Observation and the Commissioning of External Board Reviews

SG-22-09-09

The Committee considered a report setting out the process for peer review and observation and the commissioning of external Board Reviews, in accordance with the discussion at the Strategic Worksop in March 2022.

It was noted that the proposed approach aligns with the three-yearly external reviews that are now mandated for all colleges and that the process has been added to the Committee's terms of reference and the College's Scheme of Delegation (see Item 6.3 above).

The Committee agreed to make a revision to the draft policy to provide more flexibility over the frequency of peer review and observation. The revised policy will be circulated to the Committee via email, for agreement to its revised content.

It was also agreed that enquiries would be made with other colleges to gauge the level of interest in reciprocal arrangements for peer observation.

Resolved: Subject to the revision to the policy to provide more flexibility over the frequency of peer review and observation, the Committee approved the process for Governor Peer Review and Observation.

6.5. Instrument and Articles of Government, Standing Orders and other Governance Policies

SG-22-09-10

The Committee considered a report proposing changes to the Instrument and Articles of Government, Standing Orders, Member Expense Policy, Governor Induction checklist and Governor Role Descriptions, which are being made to reflect the change of title of the Clerk to the Governing Body to Director of Governance.

It was noted that other Governance Policies that fall within the remit of this Committee include the Code of Conduct, Governor Recruitment, Appointment and Re-appointment Policy, Terms of Reference and Scheme of Delegation. However, these have been reviewed under other items on the agenda for this meeting, with the change of title of the Clerk being addressed within those items.

No other changes have been made to any of these documents and the Committee agreed to approve changes to the Governor Induction checklist and Governor role descriptions in accordance with the Scheme of Delegation and to recommend changes to the Instrument and Articles of Government, Standing Orders and Member Expense Policy to the Governing Board in accordance with the Scheme of Delegation.

Resolved: The Committee agreed to recommend approval of changes to the Instrument and Articles of Government, Standing Orders and Member Expense Policy to the Governing Board.

Resolved: The Committee agreed to approve changes to the Governor Induction checklist and Governor role descriptions.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
E6C685A934A84F1C8C67B996FEDBA0DC

7. Board Development Plan

SG-22-09-11

The Committee considered a revised Board Development Plan, noting that following discussion at the July meeting of the Governing Board, revisions had been made to address concerns raised in relation to the impact of additional meetings on Governors and the Executive Team. The Committee noted that the Plan had been developed to meet the needs of Board members identified from the 2022 Skills Audit and annual Governor 1-1 meetings with the Chair held in May 2022.

Following discussion between the Chair, the Director of Governance and the Principal, it had been agreed that Governors' desire for more face to face contact was now achieved with the increase in Link Visits to three per year so the additional informal meetings proposed have been removed from the Plan. Items proposed for discussion in those meetings will now be incorporated into the agendas for the formal meetings of the Committee.

In addition, formal Governor development identified from Governor 1-1s has been scheduled to take place before each Governing Board meeting, thereby removing the need for additional meetings for Governors.

The Committee discussed the need for development in relation to cyber security and estates and property, noting that there was opportunity for detailed discussion on both issues at the relevant committees. It was therefore agreed to remove those from the Board Development Plan. It was also agreed to move the training session on pensions to the March meeting of the Governing Board, in recognition of the significant number of items already scheduled for the December Meeting.

Subject to those changes, the Committee agreed to recommend the revised Board Development Plan to the Governing Board for approval.

Resolved: To recommend the revised Board Development Plan to the Governing Board for approval

8. Review of Confidential Minutes

SG-22-09-12

The Committee considered the review of confidential minutes of meetings held between December 2021 and July 2022, which made recommendations for minutes no longer deemed to be confidential to be published. It was noted that the review included a review of the previous year's confidential minutes, to ensure that minutes retained then, that are no longer deemed to be confidential are also released for publication.

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



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
E6C685A934A84F1C8C67B996FEDBA0DC

The Committee considered a report in relation to three-yearly external Board Reviews that are now mandated for all colleges and which must take place between 2021 and 2024 (academic years).

It was noted the College had previously agreed (at its Strategic Workshop held on March 2022) to commission its first external Board Review in 2023-24.

To date, external Board Reviews are being offered by the Association of Colleges (AoC), the Education and Training Foundation (ETF) and a range of independent providers, including some prominent law firms who specialise in College Governance, and independent consultants. Costs quoted (anecdotally) range from £5,000 to £50,000.

The Committee noted that the College's Financial Regulations provide that contracts for values of up to £4,999 can be procured at the discretion of the budget holder (with or without quotations). Contracts for values of between £5,000 and £59,999 are subject to a minimum of three written quotations. Neither require Board approval.

It is estimated that the cost of a Board Review in 2023-24 will be between £5,000 and £10,000 and the Committee agreed to invite quotations from the AoC, ETF and at least one other independent provider, with the scope for the review being agreed by the Committee prior to quotations being invited.

It was agreed to commission the review to take place in the Spring Term of 2023-24, to allow new things coming on board this year to complete a full cycle.

In order to ensure sufficient time before the mandatory deadline of July 2024, the Committee will review the market position at its March 2023 meeting, with a view to either beginning the commissioning process for the review over the summer of 2023, or to wait until the September 2023 meeting of the Committee to agree the scope and commissioning process for the review.

Resolved: The Committee agreed to recommend the timescale and process for commissioning an external Board Review to the Governing Board.

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

SG-22-09-14

The Committee considered the items to be included in the Committee Chair's report to the Governing Board in October 2022.

Resolved: The Committee agreed to bring the following items to the attention of the Governing Board in the Committee Chair's Report:

1. Board Reviews
 1. Board Self-Assessment including the impact of Governor's reticence in scoring, on the self-assessment
 2. Board Development Plan
 3. Peer observation

11. Items for information

11.1. Member attendance

SG-22-09-15

The Committee considered Member attendance in 2021-22, noting that attendance at Governing Board, Curriculum and Student Matters and Audit Committees has improved from the previous year whilst attendance at Resources, Search and Governance and Remuneration Committees has reduced. Overall attendance at committees and Governing Board in 2021-22 was 87.5%, an improvement from the previous year (83%), and including the strategic workshop, overall attendance in 2021-22 was 86.7%.

The Committee noted that the Governing Board had approved an increased attendance target of 80% at the start of 2018-19 and this target has been achieved for all committees and the Governing Board. Those committees where attendance has reduced from the previous year were impacted by membership changes throughout the year.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
E6C685A934A84F1C8C67B996FEDBA0DC

The Committee noted the report.

11.2. Equality Monitoring

SG-22-09-16

The Committee considered the outcome of the annual equality and diversity survey undertaken over the summer, noting that the date from the survey will be used to complete the annual ESFA return on Governors (which is now mandatory) and accordingly is a snapshot of the position at the end of the 2021-22 academic year. It was noted that changes to the membership during 2021-22 has resulted in a more diverse Board from the previous year.

The Committee noted the report.

11.3. Skills Audit

SG-22-09-17

The Committee reviewed the outcome of the 2021-22 annual Skills Audit, noting that 16 members had completed the revised Skills Audit Questionnaire.

It was seen from the analysis that there remains a good balance of skills and experience, with a high level of expertise under each category within the Board membership. The lack of expertise in finance identified last year has been addressed by the appointment of two new Governors with a finance background. Other new Governor appointments made in 2022 have also added significantly to the skills of the Board in other areas.

Property and estates, governance / trusteeship, safeguarding, audit, education and finance scored lower than the general average for each category, although this is impacted by the number of newly appointed Governors completing the survey who acknowledged that they are on a learning curve at present.

The strongest areas include communication, equality and diversity, quality monitoring and assurance, public sector, strategy development, risk management and the business / commercial sector.

In terms of competencies, cognitive competencies, including analysis and synthesis of information, critical thinking and independence, curiosity, results / quality orientation and innovation scored the highest followed by leadership and then functional competencies, which is again impacted by the number of new Governors still building their knowledge.

The Committee noted that the Board Development Plan discussed under Item 7 above seeks to address the areas where development needs are highest.

The Committee noted the report.

11.4. Register of Interests

SG-22-09-18

The Committee noted the Register of Interests for the 2022-23 academic year. It was noted that some Governors have yet to complete their annual return and that when complete, the Register will be made available for public inspection on the College website.

The Committee noted the report.

11.5. Code of Good Governance Compliance

SG-22-09-19

The Committee noted the outcome of a gap analysis against the Association of College's Code of Good Governance, which included an action plan to address any gaps.

Actions to address gaps have been incorporated into the Board Improvement Plan and an update on this had been provided to the Governing Board at its July 2022 meeting.

The Committee noted the report



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
E6C685A934A84F1C8C67B996FEDBA0DC

12. Any other business

SG-22-09-20

The Committee noted that Harinder Dhaliwal's 12-month probationary period as a Governor was due to come to an end at the beginning of October. It was agreed to add this as an item to the agenda for the 11 October meeting of the Board for discussion. In the meantime, the Chair will meet with Harinder to discuss his first year of appointment.

13. Date and time of next meeting: 8 March at 5pm

SG-22-09-21

The meeting ended at 5.15pm.

14. Actions

SG-22-09-05:

Action by: Director of Governance

Action: Make reference to the position of the Chair of the Resources Committee and the succession plans for this role in the Board Self-Assessment.

Action: Revise grade to 2 and review evidence and areas for improvement with the Head of Quality, to ensure that all aspects of the Education Inspection Framework (EIF) have been adequately covered in the Board Self-Assessment.

SG-22-09-09:

Action by:
Director of Governance

Action: Revise process for Peer observation and circulate to the Committee via email, for agreement to its revised content.

Action by: Principal and Director of Governance

Action: Make enquiries with other colleges to gauge the level of interest in reciprocal arrangements for peer observation.

SG-22-09-20

Action by: Chair

Action: Chair to discuss Harinder Dhaliwal's first year of appointment with him.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
E6C685A934A84F1C8C67B996FEDBA0DC