



**CONFIRMED MINUTES OF THE
GOVERNANCE & SEARCH COMMITTEE MEETING
HELD REMOTELY ON FRIDAY 16th OCTOBER 2020**

Present:	Sue Higginson	Principal/CEO
	Tim Kelly	Independent Governor
	Jayne Winders	Independent Governor(Chair)
In attendance:	Pooja Furniss	Director of People and Organisational Development
	Lesley Venables	Clerk to the Governors
	Louise Scott-Kelly	Administrator to Governors

MEETING WITH PROSPECTIVE GOVERNOR

The Committee met with Ian Parkinson to discuss his application to become an independent governor.

APOLOGIES FOR ABSENCE

1. Apologies for absence were received from Phil McKeown.

DECLARATION OF INTERESTS

2. There were no declarations of interest.

MINUTES FROM THE PREVIOUS MEETING

3. **Resolved** That the minutes of the meeting held on 12th February 2020 be approved as a correct record and signed by the Chair

MATTERS ARISING

4. Governors received a report on the actions arising from the previous meeting and noted that all of the items were either completed or in progress.

COMMITTEE ANNUAL REPORT 2019/2020

5. The Clerk presented the draft Annual Report for the Governance & Search Committee for 2019/2020.

Attendance 2019/2020

6. Governors received information on attendance for Board and committee meetings during 2019/2020 against the agreed target of 75%, which were as follows:

	2019/2020
Board	74%
Audit Committee	87%
Governance & Search Committee	100%
Quality & Standards Scrutiny Committee	75%
Remuneration Committee	100%
Overall Performance	78%
National Benchmark	83.9%

7. The Clerk had included benchmarking information gained from a survey conducted by the National Clerks' Network for comparison purposes.

8. The Committee noted that the overall performance had increased from 69% in 2018/2019 to 78% in 2019/2020. The Clerk reported that attendance at both Board and committee meetings had improved during the COVID-19 lockdown period and felt that being able to hold meetings remotely supported this.

9. The majority of absences were due to annual leave, work, family or sickness related reasons. The Committee acknowledged that high attendance was important to ensure consistent monitoring of the College's performance. The Chair confirmed that each governor's attendance level had been discussed with them at their performance review meeting.

10. The work of governors outside of scheduled meetings was also included in the report and noted by the Committee.

Board Membership 2019/2020

11. The Clerk detailed the changes to the Board's membership during 2019/2020, which included:

- The resignation of one external governor
- The transfer of one external governor to a co-opted member of the Quality and Standards Scrutiny Committee
- The in-year resignation and replacement of the student governor
- The appointment of one external governor

Training & Development

12. The Clerk advised that a number of governors had yet to complete the mandatory electronic training on safeguarding, Covid-19 and Equality, Diversity and Inclusion. This would be a priority for Autumn 2020 and had been discussed with individuals, where appropriate, during the performance review process

Skills Profile

13. Governors were reminded of the outcomes of the skills audit undertaken in September 2019. The potential gaps that had been identified would continue to inform decisions on future recruitment and training activities.

Equality & Diversity Profile

14. The Clerk presented information on the Board's Equality & Diversity profile as at 1st August 2020. Following the global "Black Lives Matter" campaign, the Association of Colleges (AoC) has formulated a national strategy for improving diversity amongst governing bodies. It was noted that, although the College had a higher percentage (16%) of students from BAME (Black, Asian, and Minority Ethnic) groups than the local community which was 5%, this was not reflected in the Board's composition and profile.

15. The Director of People and Culture recommended that the Board should use the HR department's positive action statement to reach out to groups in the community when recruiting for Board members in the future.

MEMBERSHIP ISSUES

16. The Committee was advised that there were currently three vacancies in the external governor category.

17. Expressions of interest had been received from two potential candidates. The first of these worked in the urban design sector and had experience of working with the College on the development of Wirral Waters. The individual had met with Committee members earlier and was considered to be enthusiastic about the need and opportunities for education, training and skills to align with growth sectors in the economy, such as the built environment.

18. The second candidate was a former student of the College, who was now a prominent figure in the Catering and Hospitality sector, nationally and internationally. He had supported and championed the College in a variety of ways, such as masterclasses with students and being a guest speaker at the College's HE Graduation ceremony.

19. Governors felt that the skills of both candidates would be valuable additions to the Board's overall profile and would be an inspiration for students.

20. Although the co-opted member of the Audit Committee had vast financial audit and risk management skills, the Committee agreed that it would be prudent to seek an additional external governor with accountancy experience to complement the Board's existing profile. It was agreed that governors should use their own networks to identify potential candidates in this area, which would be followed up by the Principal and/or the Clerk.

21. **Resolved**
- 1 That the Board be **RECOMMENDED** to appoint Ian Parkinson and Paul Askew as external governors for a 4-year term of office commencing on 28th October 2020.
 - 2 That both individuals be invited to attend the October Board meeting

COMMITTEE MEMBERSHIPS

22. Governors received a draft schedule of committee memberships for 2020/2021.

23. It was noted that Paul Smith had recently been appointed as Chair of the QSS Committee and had asked to step down from the Audit Committee. This had been agreed by the Chair of the Board, but meant that there were currently two vacancies on the Audit Committee. This would be raised at the Board meeting and volunteers from amongst existing eligible governors would be sought.

24. The Committee discussed whether it would be appropriate to ask the two new governors to fill any committee vacancies. It was suggested that the Clerk should ascertain the individuals' preferences, which could then be aligned to the schedule of committee memberships,

25. **Resolved** That the Board be **RECOMMENDED** to approve the revised schedule of committee memberships, including changes to the chairships of the committees.

TIMETABLE OF BUSINESS

26. **Resolved** That the Committee's timetable of business for 2020/2021 be approved.

REVIEW OF CONFIDENTIAL BUSINESS

27. The Clerk presented the annual review of confidential business for 2019/2020.

28. The Committee agreed with the proposal that the Safeguarding Updates from 2019/2020 could be re-categorised as non-confidential and agreed that the remainder of the confidential business of the Board continued to be commercially and strategically sensitive.

29. **Resolved** That the Board be **RECOMMENDED** to approve the proposals for the reclassification of confidential minutes for 2019/2020

SECTOR GOVERNANCE DEVELOPMENTS

30. The Clerk presented for information a summary of a recent report, on the role of the Clerk - "The Unseen Strategic Leader", published by the Foundation Education Trust for Leadership.

PERFORMANCE REVIEW PROCESS 2019/2020

31. The Clerk and the Chair of the Board presented a summary of the outcomes of the recent governor performance review process for 2019/2020.

32. The Chair commended the contributions received from all governors and the level of engagement that had been apparent during the process. He felt that this had been a robust

and worthwhile exercise, which had provoked constructive discussions about how the Board could be more effective and practical solutions to achieve this.

33. In consultation with the Chair and the Clerk, the Principal agreed to develop a training plan for governors from the outcomes and would ask the Board to determine how and when this should be delivered.

34. The Principal and Chair of Governors thanked the Clerk for her work on the Performance Reviews.

ITEMS TO BE REPORTED TO THE BOARD

35. The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 28th October 2020:

- Appointments of Paul Askew and Ian Parkinson as external governors recommended for approval by the Board
- Continue to search for an external governor with Financial knowledge and experience
- Increasing the diversity of the Board to be given high priority in 2020/2021
- Two current vacancies on the Audit Committee would be highlighted at the Board meeting
- Revised schedule of committee memberships and review of confidential minutes for 2019/2020 recommended for approval by the Board
- Outcomes of governor performance review process to be presented to the Board and Principal to create a training plan to address any gaps in knowledge

DATE OF NEXT MEETING – 7th June 2021

Signed:  Date: 7TH June 2021

Chair