



**CONFIRMED MINUTES OF THE  
GOVERNANCE & SEARCH COMMITTEE MEETING  
HELD REMOTELY ON 7<sup>TH</sup> JUNE 2021**

|                       |                 |                              |
|-----------------------|-----------------|------------------------------|
| <b>Present:</b>       | Sue Higginson   | Principal/CEO                |
|                       | Tim Kelly       | Independent Governor         |
|                       | Jayne Winders   | Independent Governor (Chair) |
| <b>In attendance:</b> | Lesley Venables | Clerk to the Governors       |

### **MEETING WITH PROSPECTIVE GOVERNORS**

The Committee met with Lucky Ali and Gill Roberts to discuss their applications to become independent governors and with Gary Baines in respect of his application to join the Audit Committee as a co-opted member.

### **APOLOGIES FOR ABSENCE**

36 Apologies for absence were received from Phil McKeown.

### **DECLARATION OF INTERESTS**

37 There were no declarations of interest.

### **MINUTES FROM THE PREVIOUS MEETING**

38 **Resolved** That the minutes of the meeting held on 16<sup>th</sup> October 2020 be approved as a correct record and signed by the Chair

### **MATTERS ARISING**

39 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.

### **GOVERNOR RECRUITMENT**

40 The Committee was advised that there were currently two vacancies in the external governor category.

41 Expressions of interest had been received from two potential candidates. The first of these was a former student governor who was currently studying medicine at the University of Liverpool. The second individual was the Social Value Manager at Morgan Sindall, a construction company with which the College continued to work in relation to the Wirral Waters development.

42 Both candidates had met with Committee members earlier and it was felt that they would fill some of the Board's current skills gaps.

43 The Clerk reported that the term of office of the co-opted member of the Audit Committee would expire in October 2021. Following discussions, this individual had indicated that he did not wish to be considered for a further term of office. A recruitment process had taken place and a suitable individual had been identified and interviewed by the Committee, who was highly experienced in audit matters and a qualified accountant.

44 Governors noted that Paul Askew had recently stepped down from his full governorship due to pressures surrounding the COVID-19 pandemic and would be undertaking an ambassadorial role which linked with the College's hospitality and catering curriculum area.

- 45 **Resolved**
- 1 That the Board be **RECOMMENDED** to appoint Lucky Ali and Gill Roberts as external governors for a 4-year term of office commencing on 14<sup>th</sup> July 2021
  - 2 That the Board be **RECOMMENDED** to appoint Gary Baines as a co-opted member of the Audit Committee for a 4-year term of office commencing on 14<sup>th</sup> July 2021

#### **ATTENDANCE 2020/2021**

46 Governors received a monitoring report on attendance levels for Board and committee meetings during 2020/2021 against the agreed target of 75%, which were as follows:

| <b>Meeting</b>                         | <b>Attendance 2020/2021</b> | <b>Attendance 2019/2020 (full year)</b> |
|--|-----------------------------|---|
| Audit Committee                        | 90%                         | 87%                                     |
| Board                                  | 86%                         | 74%                                     |
| Governance & Search Committee          | 100%                        | 100%                                    |
| Quality & Standards Scrutiny Committee | 93%                         | 75%                                     |
| Remuneration Committee                 | 100%                        | 100%                                    |
| Overall                                | 89%                         | 78%                                     |
| National Benchmark                     |                             | 83.9%                                   |

47 The Committee noted that the overall performance had increased from 78% in 2019/2020 to 89% in 2020/2021. 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.

48 The majority of absences were due to annual leave, work, family or sickness related reasons. The Committee acknowledged that a high level of attendance was important to ensure consistent monitoring of the College's performance. The Chair confirmed that each governor's attendance level would be discussed with them at the annual review meetings. The Clerk would also continue to follow up any instances where attendance was below the identified target for 2020/2021.

49 The work of governors outside of scheduled meetings was also included in the report and noted by the Committee. The percentages for the Audit and QSS Committees included the two co-opted committee members

50 No significant causes for concern were highlighted and absences had been managed successfully.

51 Figures for the remainder of the academic year would be factored into the information contained in the Committee's Annual Report, which would be prepared for the September 2021 meeting.

52 Governors agreed that the move to virtual meetings due to the COVID-19 pandemic had had a positive impact on attendance levels, particularly for those governors with significant family and work commitments. The Board would need to determine whether it wished to continue to use this method for its meetings in 2021/2022 or a combination of remote and face-to-face sessions.

## **SCHEDULE OF BOARD & COMMITTEE MEETINGS 2021/2022**

53 The Clerk presented a revised schedule of meetings for 2021/2022. This had resulted from discussions at the May Board meeting, when it had been felt that there was a long gap between the December and March Board meetings. Consequently, the timing of the March meeting had been amended.

54 It was agreed that termly meetings of the Capital Projects Working Group should be included in the schedule, which would feed into each Board meeting.

55 The Principal reported that in future only the members of the senior leadership team (which comprised the senior postholders, Financial Controller, the Executive Director of People & Culture and the Executive Assistant Principal for Student Services) would be attending Board meetings, with the Assistant Principals invited to committee meetings, as appropriate. This latter group would also be invited to a lunchtime networking opportunity as part of the October 2021 governors' strategic development day.

56 **Resolved -** That, with some further amendments and the addition of the Capital Project Working Group, the Board **be RECOMMENDED** to approve the revised schedule of meetings for 2021/2022

## **PERFORMANCE REVIEW PROCESS 2020/2021**

57 The Clerk presented an amended proforma for the performance review process for 2020/2021.

58 The Committee discussed whether a further skills audit exercise was necessary at the start of 2021/2022. It was felt that an alternative would be to assess current skills and experience, identify any gaps and how this mapped to the College's long-term strategy. It was also important to determine how governors' individual skills and experience could be utilised effectively for the benefit of the College.

- 59 **Resolved** - 1 That the Board **be RECOMMENDED** to approve the revised proforma for the performance reviews for 2021/2022
- 2 That further consideration be given to the skills analysis for 2021/2022

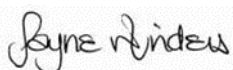
### ITEMS TO BE REPORTED TO THE BOARD

60 The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 14<sup>th</sup> July 2021:

- Appointments of Lucky Ali and Gill Roberts as external governors recommended for approval by the Board
- Appointment of Gary Baines as co-opted member of Audit Committee 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 2021/2022
- Report on attendance noted – no concerns
- Revised schedule of meetings and performance review paperwork recommended for approval

### DATE OF NEXT MEETING – 13<sup>th</sup> October 2021

Signed:



Date: 13<sup>th</sup> October 2021

Chair