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Search and Governance Committee Minutes

Meeting held on Thursday 17th June 2021 at 2.00 pm via Zoom

Governors: Phil Cook (Chief Executive and Group Principal), Rob Mitchell, Mark White (Corporation Chair) and Norma Wilburn (Chair)

Officials: Sarah Thompson (Clerk to the Corporation) and Sam Young (Governance Support Officer)

Declarations of Interest

There were no declarations of interest.

S21/11 Agenda Item 1 –Notification of items of other business

The Chair welcomed members to the meeting. Members agreed to the Chair's request for an item of other business to be considered at the end of the meeting.

S21/12 Agenda Item 2 – Minutes of Previous Meeting

Minutes of the Search and Governance Committee meeting held on 14 January 2021 had been circulated and were **approved** as an accurate record.

Members considered the actions arising from previous meetings and agreed that two actions should be deleted as they were no longer applicable. It was also agreed that, as Rob Mitchell had been appointed to Etc.'s Equality, Diversity and Inclusion (EDI) Group, the visibility of diversity at all levels would be addressed through that group and that this action should also be deleted. The Clerk noted that the governor information questionnaire would be considered under Agenda Item 3. All other actions were completed or not yet due; members **noted** progress against actions.

S21/13 Agenda Item 3 – Governor Equality, Diversity and Skills Data

The Clerk presented data collected in response to a recent survey by the Association of Colleges (AoC) on governing body equality and diversity; all governors had submitted information and this had been collated and benchmarked against Etc. staff and student data and available local and national data. In order to allow comparisons to AoC data, the Clerk proposed amendments to the annual return collection to align with the AoC questions; a proposed questionnaire had been circulated. Members discussed the possible subjectivity of responses to some questions, for example, on socio-economic background and a member commented that, as with gender, responses could be considered a self-declaration. Members discussed how governing body diversity data could be used to raise the Corporation's profile and build on

current strengths and it was agreed that Rob Mitchell, as a member of the EDI Group, liaise with the Clerk on sharing data with that group with a view to considering any strategic strengths of the governing body's diversity.

In terms of ethnicity and religion, members considered that the governing body's data was broadly in line with the local demographic profile. The Clerk highlighted the data variations arising from differences in the wording of questions on disability between the current Governor Information forms and the AoC's; the AoC survey had asked respondents if they had a health condition lasting more than 12 months which impaired daily activities. Members **agreed** that the wording from the AoC survey regarding physical and mental health disabilities should be used and asked the Clerk to contact any governors declaring a disability to establish if any reasonable adjustments could be made. Members also **agreed** that responses to all questions should be optional.

The Clerk **agreed** to update the EDI data to reflect upcoming changes to Corporation membership, with a comparison against the data presented for this meeting.

Members **noted** the governor equality, diversity and skills data which would be taken into account when considering governor appointments and recruitment and **agreed** the proposed changes to governor data to be collected as part of annual returns.

S21/14 Agenda Item 4 – Corporation and Committee membership, recruitment and succession

The Clerk presented her circulated report, supported by governor application forms and two written references for each of the four candidates; members commented on the strengths of the four candidates and the benefits they would bring to the Corporation. The Chief Executive also noted that members of the senior management team would benefit from working with a group of new governors.

The Clerk highlighted that the terms of office of two independent governors and one staff governor would end on 31 July 2022 and explained that it was usual practice to approach independent governors six months before the end of their term of office to determine their interest in reappointment. Members noted that Rob Mitchell had already indicated to the Clerk that he would not be seeking a further term of office and that recruitment activity would need to take place to fill this vacancy and to consider the appointment of a further governor with financial experience. Members agreed it would be appropriate for the Clerk to ascertain if Stuart Blackett would wish to become a member of the Finance and Employment Committee once appointed as Corporation Chair and therefore ineligible to be a member of the Audit Committee.

Rob Mitchell outlined his reasons for not seeking reappointment and offered his personal and professional support to the Group until he retired from Redcar and

Cleveland Borough Council; he suggested that, as part of governor recruitment discussions, the committee could consider whether the Corporation would wish to retain this local authority link.

Members **noted** the membership update and **agreed**:

- i) to recommend a temporary increase in Corporation composition to a total of 20, reducing to the agreed composition of 18 from 5 September 2021;
- ii) to recommend the appointments of Fabienne Bailey, Rachel Beeken, Jen Vanderhoven and Mark Wilson as governors with effect from 1 July 2021, subject to appropriate pre-appointment checks;
- iii) to discuss recruitment activity for up to two governors, one with financial experience, at the September meeting of the committee at the earliest.

S21/15 Agenda Item 5 – Committee membership and link governor appointments

The Clerk presented her previously circulated paper outlining suggested committee membership and link governors for the coming academic year. Members discussed potential membership of the Search and Governance Committee and, in particular, succession planning for a future committee Chair; the Clerk **agreed** to approach those governors identified. Rob Mitchell confirmed that he would be willing to stand as Chair of the committee for 2021-22. Members also confirmed that it would be appropriate for staff governors to be members of the Search and Governance Committee, though not as Chair.

Members discussed membership of the Capital Group and agreed that the six Corporation governors who had expressed an interest in joining should be recommended for appointment; the Chair of the NETA Board would be asked to contribute as needed given his past experience of capital projects. Members noted plans to strengthen the NETA Board and the Chief Executive explained that he would be discussing NETA Board recruitment with the Group Executive Director Planning and Infrastructure and the Managing Director NETA.

Members supported a proposal to approach Gary Wright to take on the role of Safeguarding Link Governor and a proposal to split the link role to create a separate Equality and Diversity Link Governor, with a recommendation to the Corporation that Rob Mitchell be appointed to the role. The Chief Executive noted that the T-Level link governors had met with the Group Vice Principal Business, Innovation and Partnerships the previous week.

Members discussed governor induction and its role in ensuring governors were able to identify how they could contribute to the Corporation as soon as possible on appointment. The importance of governor attendance outside formal meetings, including learning walkthroughs and Business Planning and Performance Review sessions, was discussed and the Chief Executive added that learning walkthroughs

were particularly valuable and he would encourage governors to participate in these at the next Ofsted Group meeting.

Members **agreed** to:

- i) recommend committee appointments as detailed in the Appendix, subject to governor agreement;
- ii) recommend terms of reference and membership for a Capital Group;
- iii) recommend Link Governor appointments.

S21/16 Agenda Item 6 – Leadership Succession Planning

The Clerk updated members and explained that the main focus of succession planning activity would now be to support the transition for the new Chair, including identifying training and development opportunities and coaching and mentoring. The process for the Corporation Vice Chair appointment would be taken forward in discussion with the Chair Designate; the Clerk confirmed that she had not had any expressions of interest from governors. Members agreed that the main consideration would be to identify a Vice Chair with complementary skills, experience and interests.

Members **noted** the succession planning update and **agreed** the proposed actions.

S21/17 Agenda Item 7 – Governance Self Assessment Process

The Clerk explained that the Corporation was required to undertake a self-assessment each year and that the FE Skills White Paper had indicated greater emphasis on governing body assessment in the future. She proposed a slightly shorter Corporation Self-Assessment questionnaire with more free text questions to be supplemented by a more formal review between the Corporation Chair and individual governors as part of the one-to-one meetings being arranged for the autumn term. The Corporation Chair added that, having found them invaluable the previous year, he was very much looking forward to this year's one-to-ones.

Members **agreed** the 2020-21 governance self-assessment process and the intention to defer external board assessment due to the change of Chairship.

S21/18 Agenda Item 10 – Dates and times of future meetings

The Clerk noted that, should new appointees' work commitments require, meeting start times could need to be later than the proposed 2.30 pm. The Clerk **agreed** to circulate alternative dates for the June meeting as a member was unavailable on the proposed date of 16 June 2022. A mixture of online and face to face meetings was the preferred option (Sept and June face to face, January online).

Meeting dates and formats for 2021-22 were **agreed**:

30 September 2021, 2.30 pm (subsequently changed to 4.00 pm start) – face to face

20 January 2022, 2.30 pm – via Teams

16 June 2022, 2.30 pm (subsequently agreed to alternative date of 9 June 2022 to accommodate member's availability) – face to face

Mark White left the meeting

S21/19 Agenda Item 8 – Chair's Appraisal Outcomes (confidential to committee members excluding the Corporation Chair)

The Clerk outlined the use of the Governance4FE 360° tool; governors had commented positively on the format though a drawback had been that completion could not be tracked. The report generated by the tool had been circulated and had been extremely positive with no 'disagree' or 'strongly disagree' responses to any questions; 'neutral' responses to questions, with proposed actions, had been listed in the previously circulated report. She also noted that the anonymous nature of this tool meant that neutral responses could not be followed up with individual governors. Members discussed the importance of both Board self-appraisal and assessment of the Chair's strengths in facilitating effective Board performance and potential improvements in the appraisal process in order to better identify areas for development and improvement. Members agreed that the Chair's appraisal outcomes had been extremely positive and the Clerk agreed to arrange the committee Chair's feedback meeting with the Corporation Chair, which would be followed up with a formal letter.

Members **agreed**:

- i) the appraisal outcomes and the extremely positive messages that the committee Chair would feedback to the Corporation Chair and to the next meeting of the FE Corporation;
- ii) continuing use of the 360° tool questions but in a format which would allow tracking if possible.

S21/20 Agenda Item 9 – Any Other Business

The Committee Chair confirmed that this had been her last Search and Governance Committee meeting and commented on how much she had enjoyed chairing the committee and of the college's journey since she had joined the governing body in March 2012. Members expressed their appreciation for her work. There were no further items of other business.

S21/21 Agenda Item 11 – Approval of Documents for Public Inspection

It was **agreed** that the agenda and supporting documents should be made available for public inspection with the exception of documents included in appendix B of agenda item 4 as they included personal information. Minutes would be published following committee approval.

S21/22 Agenda Item 12 – Key Themes

The following items were identified as key themes:

- Considered governor data collated in response to the AoC's recent EDI survey and agreed data to be collected as part of annual returns;
- Recommended the appointments of Fabienne Bailey, Rachel Beeken, Jen Vanderhoven and Mark Wilson as governors to the FE Corporation and a temporary increase in Corporation composition to a total of 20;
- Recommended committee appointments (subject to governor agreement), link governor appointments and terms of reference and membership for a Capital Group;
- Recommended governance self assessment process for 2020-21;
- Considered the Corporation Chair's appraisal outcomes and agreed messages that the committee Chair should feed back to the Corporation Chair and the FE Corporation.

(The meeting ended at 3.35 pm)

Approved at a remote meeting held on 30 September 2021