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Search and Governance Committee Minutes

Meeting held on Thursday 30th September 2021 at 4.00 pm via Teams

Governors: Fabienne Bailey, Sam Beel (Staff Governor), Stuart Blackett, Phil Cook (Chief Executive and Group Principal), Rob Mitchell (Chair), Dot Smith and Mark White (Corporation Chair)

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

Declarations of Interest: There were no declarations of interest.

S21/23 Agenda Item 1 – Appointment of Chair and Vice Chair

Members **agreed** to appoint Rob Mitchell as Chair and Fabienne Bailey as Vice Chair of the Search and Governance Committee for 2021-22.

S21/24 Agenda Item 2 – Notification of items of other business

The Chair welcomed members to the meeting. There were no notifications of items of other business.

S21/25 Agenda Item 3 – Minutes of Previous Meeting

Minutes of the Search and Governance Committee meeting held on 17 June 2021 had been circulated and were **approved** as an accurate record.

Members considered the actions arising from previous meetings; the Clerk confirmed that, as not all governors had completed their Equality, Diversity and Inclusion (EDI) returns, this information would be collated once all forms had been received and reported to the committee. A member queried the recommendation that all staff governors should be members of the Technology Innovation Group (TIG) given that this could limit the pool of possible applicants. While recognising the value of TIG membership, members agreed that this should be encouraged wherever appropriate rather than be a requirement. The Clerk added that the staff governor recruitment process would be considered at the next meeting. The Chair confirmed that he had discussed his role as EDI link governor with the College Principal Bede, strategic lead for EDI.

All actions were completed or not yet due; members **noted** progress against actions.

S21/26 Agenda Item 4 – Review of Committee performance against Terms of Reference

The Clerk highlighted that the committee's current membership balanced new and experienced members and that the annual review confirmed that the committee had addressed its terms of reference in 2020-21; no changes to membership or amendments to the terms of reference, other than to reflect the current year, were therefore proposed.

A member commented on committee members' excellent 100% attendance the previous year and asked if the committee's terms of reference allowed for hybrid attendance at meetings. The Clerk confirmed that the Instrument and Articles of Government allowed for members attending to be in more than one room provided that, through video or tele-conferencing, it was possible for every person present at the meeting to communicate with each other. Another member agreed on the benefits of hybrid meetings having successfully attended an in-person Standards Improvement Committee through Teams the previous week. The Clerk agreed to liaise with the Head of Executive Support Services on guidelines for chairing hybrid meetings.

Members **noted** the committee's current membership and performance against its terms of reference and **agreed** to recommend the proposed amendments to the terms of reference to the FE Corporation.

S21/27 Agenda Item 5 – Corporation and Committee membership

The Clerk summarised recent changes to Corporation membership; two governors had left at the end of their terms of office in July and September and four new governors had been appointed in July 2021. In addition, the two student governor vacancies had been advertised and, with seven applications having been received, elections were currently in progress. Recruitment for a co-opted Higher Education (HE) student to join Standards Improvement Committee was also in progress. She added that there would be two vacancies from 1 August 2022 when Mark White and Rob Mitchell would be leaving the Board at the end of their terms of office, and, in particular, that the appointment of Stuart Blackett as FE Corporation Chair would create a skills gap on the Audit Committee.

Members discussed links with local authorities and agreed that, though there were some strategic advantages to local authority representation on the Corporation, it was not felt necessary to seek formal local authority representatives.

Members also discussed the selection and induction process for student governors and ways in which their contribution to the board could be improved. A member commented on the value of younger governors in increasing the diversity of board composition and its dynamics but that meetings could be quite daunting for student governors. A member highlighted the comprehensiveness of her own recent induction and asked how fully information was shared with student governors and, for example,

when they would be asked to leave meetings. The Corporation Chair explained that student governors were considered equal to other categories of governor but would be required to withdraw from meetings during any discussions on individual student disciplinaries and staffing matters.

Members agreed that all governors, and not just student governors, needed to be clear of the expectations of the role, particularly remaining strategic, rather than straying into the operational. A member suggested the use of exit interviews to check if the reality of governance had matched expectations. In response to a member's suggestion about developing accreditation to recognise student governorship, members agreed to consider this at the next meeting.

The Clerk outlined the student recruitment and induction process, including discussing candidates with college principals, and highlighted that the governance team aimed to provide support for and maintain regular contact with student governors but that this had proved especially difficult through COVID-19. She agreed to provide further information at the next meeting and consider ways in which, for example, Corporation meetings could be made more inclusive for student governors.

The previously circulated report had also provided data from the EDI forms returned to date and the Clerk noted that the full set of data would be benchmarked against local demographics. Members discussed the religious diversity data collated and agreed that, as with all diversity measures, it needed to be set within the context of local demographics when considering board composition. It was also noted that diversity of skills was equally important for board effectiveness.

Members discussed the appropriate timing to commence recruitment activity for the two vacancies to be created at the end of July 2022 and the particular importance of recruiting a governor with financial or audit and risk experience. A member suggested that he could use his business networks to identify potential candidates, noting that anyone expressing an interest would then go through a formal recruitment process; members agreed to call a special meeting should any expressions of interest need to be considered before the next meeting. Members felt that, given the need for Audit Committee members to have a sound understanding and knowledge of the Group, a co-opted member would not be appropriate.

Stuart Blakett left the meeting.

Members **noted** the membership update and **agreed** that an additional meeting should be arranged if necessary if any potential candidates were identified in advance of the next meeting. Members also **agreed** to discuss the recruitment process at their next scheduled meeting.

S21/28 Agenda Item 6 – Committees, Task and Finish Groups and Subsidiary Company Boards – membership and terms of reference

The Clerk confirmed that this was the annual high level review of the membership and terms of reference of the Corporation's committees, task and finish groups and subsidiary company boards; as a full review had taken place in July 2021, no further changes were proposed.

A member asked if there had been any further information on the requirement for three yearly external reviews of governance and the Chief Executive explained that, though a consultation on funding and accountability was currently taking place, including colleges' involvement in Local Skills Improvement Plans (LSIPs), there had been no official guidance published. The general direction of policy was for a move away from institutionally-based to place-based which could have governance implications but, again, no guidance had been issued. The Clerk added that, for several months, the Department for Education (DfE) had been indicating that there would be a requirement for external governance reviews and that these would have an approximate cost of £6k. Given the change in Corporation Chair in August 2022, it was felt that an external review would be more useful once Stuart Blackett had been in post for at least a year. The Corporation Chair commented that there was also provision in the Skills Bill to strengthen the powers of the Secretary of State for Education to overturn decisions or replace a governing body should a college fail to meet the local needs identified in LSIPs.

The Clerk confirmed that individual committees, task and finish groups and subsidiary company boards would also consider their terms of reference and membership before recommending approval to the FE Corporation.

Members **agreed** that no further action was required in respect of committee membership and terms of reference and that, as discussed under agenda item 5, it would not be appropriate to seek a co-opted member for the Audit Committee at this time.

S21/29 Agenda Item 7 – Link Governors

The Clerk outlined the rationale for separating the Safeguarding and Equality and Diversity (E&D) link roles; Rob Mitchell's appointment as E&D link governor had been agreed at the July Corporation meeting and it was proposed to recommend Gary Wright's appointment as Safeguarding Link governor to Corporation in October. The Clerk outlined Gary Wright's skills and experience of safeguarding within the NHS and that he had agreed to continue as Careers Link Governor; she added that Anne Vickers and Mark Wilson had agreed to remain as T Level link governors.

Members **agreed** that the College Principal Bede should be deleted as a Lead Officer in the Careers Link Governor role description. Members also discussed the rationale for requiring the E&D link governor to attend at least three E&D meetings in a year

and, having considered that this ensured visibility of the E&D link and could act as performance management target, it was **agreed** that the requirement should remain. A member suggested that ensuring governors' awareness of the Group's statutory responsibilities under the Public Sector Equality Duty should be added to the role description and the Clerk **agreed** to include this under key objectives.

Stu Blackett re-joined the meeting from SRC301.

Members **agreed** to:

- i) recommend to the FE Corporation that Rob Mitchell be reconfirmed as Equality and Diversity Link Governor, Gary Wright be appointed as Safeguarding Link Governor and reappointed as Careers and Employer Engagement Link Governor, and Anne Vickers and Mark Wilson reappointed as T Level Link Governors;
- ii) recommend agreement of the proposed role descriptions, including agreed amendments, to the FE Corporation.

S21/30 Agenda Item 8 – Governance Self Assessment

The Clerk highlighted that, as not all returns had been received, the previously circulated report included a brief overview of responses to date and that a full report would be provided in due course. The outcomes had been very positive with governors identifying few areas of concern and only two issues had been identified at this stage. One governor had commented that they would like to understand more about the learner experience; governors were already invited to a range of activities which provided opportunities to meet students and a member also suggested that governors should be encouraged to attend Principals' Forums. A governor had also commented that the Board represented the demographic of the area served by the Group but that they would welcome greater ethnic diversity; the Search and Governance Committee were asked to take this into account when considering Corporation and committee composition and recruitment.

Members **noted** feedback to date from the governance self-assessment 2020-21.

S21/31 Agenda Item 9 – Corporation Leadership Succession Planning

Having appointed Stuart Blackett as Corporation Vice Chair and Chair Designate to 31 July 2022, a proposed process and timeline to identify and appoint a Corporation Vice Chair from 1 August had been circulated. Given the recently expanded membership of the Search and Governance Committee, it was not felt necessary to establish a separate working group to take on the role of reviewing applications and interviewing candidates. A Vice Chair role description would be drafted in consultation with the Chair designate, capturing complementary interests and skills, and reviewed at the committee's meeting in January and, if agreed, recommended to the Corporation for approval at their meeting in March 2022. Current governors would also be invited to apply for the role of Vice Chair at the March meeting.

A member noted that the selection process should aim to celebrate the opportunities of being Corporation Vice Chair and working alongside some very competent governors, rather than feeling purely mechanistic. A member also commented on the need for the Chair Designate to feel fully comfortable with the Vice Chair appointment and that sensitivity would be required so that any unsuccessful candidates did not see this as a vote of no confidence.

Members **agreed** the proposed process for identification and recruitment of a Corporation Vice Chair and that a job description should be developed in consultation with the Chair Designate and considered at the next meeting.

S21/32 Agenda Item 10 – Any Other Business

There were no items of other business.

S21/33 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. Minutes would be published following committee approval.

S22/34 Agenda Item 12 – Date and time of the next meeting

Thursday 20 January 2022, 2.20 pm, on Teams, with a Special meeting to be held if needed

S21/35 Agenda Item 13 – Key Themes

The following items were identified as key themes:

- Review of Committee performance 2020-21 against terms of reference; no changes to membership required; amended terms of reference recommended for FE Corporation approval
- Recruitment of governor with financial / accountancy / audit skills considered, particularly with reference to Audit Committee membership
- Levels of engagement and development of student governors discussed
- High level review of membership and terms of reference of the Corporation's committees and task and finish groups
- Link governor appointments and role descriptions recommended to the FE Corporation for approval
- Initial outcomes of governance self-assessment considered; governors to be encouraged to attend College Principals' Forums in order to gain understanding of the learner experience
- Agreed process for identification and recruitment of a Corporation Vice Chair

(The meeting ended at 5.00 pm)

Agreed at a meeting held on 20 January 2022