



education
training
collective

Search and Governance Committee Minutes

Meeting held on Thursday 20th January 2022 at 2.30 pm via Teams

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

Apologies: Sam Beel

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

For Item 3 only: Phil Blewitt (Managing Director NETA) and Phil Hastie (Group Executive Director Planning and Infrastructure)

S22/1 Agenda Item 1 – Welcome, apologies, declarations of interest and notification of items of other business

The Chair welcomed members to the meeting and members noted apologies from Sam Beel. There were no declarations of interest and no notifications of items of other business.

S22/2 Agenda Item 2 – Minutes of Previous Meeting

Minutes of the Search and Governance Committee meeting held on 30 September 2021 had been circulated and were **approved** as an accurate record.

Members considered the actions arising from previous meetings; the Clerk confirmed that examples of guidelines for blended meetings had been requested from the Corporation Vice Chair and proposed guidelines would be presented to the FE Corporation. All other actions due had been completed or were on the agenda for this meeting; members **noted** progress against actions.

S22/3 Agenda Item 3 – NETA Proposals Update

The Managing Director (MD) NETA presented the circulated report and highlighted that it provided a progress update on the potential transfer of NETA Training Trust to Etc. following the consideration of a position paper by both the NETA Board and the FE Corporation. The project timeline included milestone activities with target dates; approval would be sought from the NETA Board and the FE Corporation in early February, with the timing of the Transfer of Undertakings (Protection of Employment) (TUPE) of staff proposed to coincide with the end of the tax year and the charity transfer of assets and liabilities at the end of July 2022, to tie in with the financial year end. It was expected that the deadline for the next round of Further Education Capital

Transformation Fund (FECTF) applications would be pushed back from March, the originally anticipated date. [REDACTED]

The MD NETA explained that the HR team had been collating job descriptions in preparation for the TUPE transfer and updating any as required. He added that, in response to a governor's request at the FE Corporation meeting, advice had been sought from PIB, who currently managed NETA's Aegon and NEST pension schemes; PIB had confirmed that transfer to the pension schemes used by Etc. staff, the Teachers' Pension Scheme, Local Government Pension Scheme and NEST, was expected to be beneficial to NETA Training Trust staff. PIB would provide pension advice and support to these staff as part of the consultation process.

A member asked if consideration had been given to the financial implications of any potential transfers of staff from a defined contribution scheme to a defined benefit scheme. Members **agreed** that the MD NETA should include this in the action plan and consider this in greater detail with the Group Director of HR and the Corporation Vice Chair.

The MD NETA explained that advice was being sought on whether the Etc. Corporation and NETA Training Trust Board should seek separate, independent legal advice to remove any potential conflict of interest or to satisfy Charity Commission requirements. He also confirmed that Weightmans LLP would advise on consideration and recording of conflicts of interest for those Etc. governors also on the NETA Board.

The Clerk **agreed** to consult with the respective chairs of the FE Corporation and NETA Board on suitable meeting dates.

Members **noted** the progress update in light of the Group's medium to long term strategic goals and estates strategy.

Phil Hastie and Phil Blewitt left the meeting.

S22/4 Agenda Item 4 – Equality, Diversity and Inclusion data

The Clerk explained that, in March 2021, all governors had contributed information towards the Association of Colleges' (AoC's) Equality, Diversity and Inclusion survey; the outcomes for Etc. governors had been reported to the committee in June 2021 and the executive summary of the findings had now been published by the AoC, with a link included in the circulated report. She highlighted that the ten key recommendations outlined in this executive summary had been broad, with issues spanning across the remit of multiple committees, and it was proposed that the recommendations and potential actions should be considered by the full FE Corporation at an appropriate session.

Further analysis had been included in the Board composition summary including governors' comments on EDI from the Corporation effectiveness review and benchmarking against the AoC survey, Etc. student and staff data and national and regional demographics, where available. The Committee Chair, also Equality, Diversity and Inclusion (EDI) Link Governor, confirmed that the data would be shared with the EDI staff group and agreed on the merits of a broader discussion on EDI with all governors. He added that the board composition data would be useful for governor recruitment activity in order to increase diversity across all areas and not just ethnicity. Members noted statistically the Board was a small cohort, with one governor accounting for 6.25%, and that this made comparison against larger sample sizes, such as students and staff, less valid.

Members noted that Board composition was not too dissimilar to the community and students served by the group; however, there remained a gap in the 25 to 34 age range and members felt that it would be valuable to target some recruitment activity on those under 35 to bring another dimension to the Board, including potentially someone with more up to date technological skills. The difficulty of engaging and retaining student governors was also discussed, with members noting that student voice was also collected effectively through channels such as student presentations, governor attendance at learner forums and learning walkthroughs and, for example, the EDI link governor's involvement in the LGBT (lesbian, gay, bisexual and transgender) group. It was noted that younger governors could feel daunted in meetings and governors considered opportunities for them to discuss the role with students and the use of alumni networks to target recent college students. Members noted the requirement to have student governors in the Instrument and Articles of Government and the Clerk agreed to confirm the number required. Members reflected on the difficulties of capturing the student voice when a student governor might only be in post for a year and, at most, serve a two year term. It was also felt important for the Board to recognise what they wanted from student governors and to attract the right students to the role.

Following discussion, the Clerk **agreed** to:

- investigate the potential for a Student Union appointment to the Board with the College Principal Bede;
- find out more about models across the FE sector and any evaluation of the value of student governors;
- confirm student governorship requirements of the Instrument and Articles of Government;
- ascertain what 'declaring a disability' captured in student data, given that 25% of Etc. students declared a disability;
- liaise with the College Principal Bede and his team on arrangements for an EDI workshop for the full Board.

Members:

- i) **noted** the publication of the Executive Summary of the AoC report, *The Current Status of Equality, Diversity and Inclusion in the Further Education Sector in England*, and **agreed** that the recommendations should be reviewed in further detail by the FE Corporation;
- ii) **noted** the diversity information and **agreed** to take this into account when considering governor appointments.

S22/5 Agenda Item 5 – Corporation and Committee membership, recruitment and succession

The Clerk confirmed that one application, from a second year student at Bede, had been received in response to the vacancy for a student governor from the Stockton sites which had been advertised through Student Services. She added that the College Principal Bede had no concerns about the applicant.

In addition, there was one current vacancy for an independent governor following Jen Vanderhoven’s resignation due to a change in employment; there would be two further vacancies from 31 July as Mark White and Rob Mitchell left the Board at the end of their terms of office. In line with agreed practice, the Clerk explained that she would discuss Dot Smith’s intentions as she was approaching the end of her first term of office. It was proposed that recruitment activity for up to three governors should commence, including one with financial experience. The vacancies would be advertised on social media and free to use sites initially and the Clerk would discuss further with the committee if this approach was unsuccessful. Other skills gaps had been identified in the board composition paper – estates and construction, technology and legal. Members recognised that, although the Group was well run financially, it was important to have a governor with accountancy and financial experience to provide appropriate scrutiny and challenge. As discussed in the previous agenda item, members noted that targeting a younger demographic had the potential to fill the gap in technology skills. The suggestion from governors’ annual returns to recruit a governor with experience of behaviour management and child psychology was considered and members agreed that, as the Group had specialist staff in this area, this was not a priority skill.

Recent Governor recruitment activity was discussed and considered to be effective; a recently appointed governor confirmed that she and the other two governors appointed at the same time had responded to a LinkedIn advert. Members agreed that it would be useful to use the information from the board composition data to highlight that, for example, the Board would be particularly interested in applicants in certain age groups or with certain protected characteristics, as well as with specific skills.

Members **noted** the membership update and **agreed** to commence recruitment for up to three governors, with at least one new governor to have financial, accountancy or audit skills, taking into account the gaps identified in board composition.

S22/6 Agenda Item 6 – Corporation Leadership Succession Planning

The Clerk had circulated a proposed Corporation Vice Chair role description and sample timelines; she highlighted that one of the proposals conflicted with the Chief Executive recruitment timeline and would therefore probably not be the preferred option.

In response to a member's question about the Search and Governance Committee's role in the process, the Clerk confirmed that the proposal was that the committee would lead on the Vice Chair appointment and that, with Stuart Blackett and Rob Mitchell both ineligible to apply for the role, there would be enough committee members for a selection panel. A member asked if there had previously been a Vice Chair role description and the Clerk explained that it had been developed and written based on the Corporation Chair role description agreed for the recent Chair appointment process.

Members **agreed**:

- i) the proposed process for notification of the change of Corporation Chair to stakeholders;
- ii) to recommend the Corporation Vice Chair role description for approval by the FE Corporation;
- iii) to recommend the process and timeline for the Corporation Vice Chair appointment to the FE Corporation meeting scheduled for 10 March 2022.

Members **agreed** to consider agenda item 9 at this time.

S22/7 Agenda Item 9 – Corporation Chair's Appraisal 2021-22

The Clerk introduced a proposal that the Corporation Chair's appraisal should be suspended for the current year given that his term of office ended on 31 July 2022; she added that the appraisal model used in 2020-21 was no longer free to use and that a new process would need to be developed for the Chair's appraisal in 2022-23.

Members discussed the most appropriate method for the Vice Chair's appraisal given that the Chair Designate would not be continuing in the role the following year and supported the suggested terminology of strategic review rather than appraisal. Members recognised the value of governors having an opportunity to give informal feedback on the Vice Chair and of the Corporation Chair discussing these outcomes with the Vice Chair. Members noted the requirement for future external governance reviews, a pilot for which was currently in progress, and the current recognition by the Department for Education of the importance of professionalism in governance. The Corporation Vice Chair highlighted that he would be grateful for this feedback from governors as he stepped up to the Corporation Chairship and members commented favourably on the recent communication to governors sharing his direct contact details.

Members **agreed**:

- i) to recommend that appraisal of the Corporation Chair be suspended for the current year, in light of the forthcoming end of office for Mark White on 31 July 2022;
- ii) to recommend an informal review of Vice Chair performance for 2021-22 as part of support in transitioning between roles. Governors would be invited to provide feedback on Vice Chair's performance via the Governance Team and the Corporation Chair would discuss feedback with the Vice Chair.

S22/8 Agenda Item 7 – Staff Governor Recruitment and Appointment

The Clerk explained that this item was being presented at the request of committee members at a previous meeting; she highlighted that there had been no changes to the current election model for staff governor vacancies for a number of years. Through the FE Clerks' network, she had collected benchmarking information which had been included in the report; this confirmed that most colleges responding used an election model and that union consultation would be required if this was changed to an application process, also used successfully at some colleges. Although the current split between all Stockton sites and Redcar and Cleveland College (RCC) was not ideal due to the imbalance of staff numbers, feedback from other colleges suggested that the teaching / non-teaching split also had drawbacks. She concluded by highlighting that any changes to the staff governor appointment process would need to be recommended to the FE Corporation for approval.

In response to a member's question about whether staff identified themselves by site or by job role, the Chief Executive explained that the staffroom model was based on support and teaching staff groupings but that staff probably felt most aligned to the site at which they were based and that the culture of the Stockton and Redcar sites was quite distinct. Members noted the substantial value that the current staff governors brought to the Board.

Following discussion, members agreed that the current staff governor eligibility by site did not need to be changed but that this could be reconsidered in the future. In response to a member's question, the Clerk confirmed that Sam Beel would be eligible to stand again at the end of her term of office on 31 July 2022. The Clerk agreed to consider ways of strengthening promotion of staff governor vacancies and introducing longer timelines for the process.

Members **agreed** that no amendments to the staff governor composition and recruitment process would be needed at this time.

Mark White left the meeting.

S22/9 Agenda Item 8 – Student Governor Accreditation

The Clerk confirmed that, following discussion at the last meeting, Fabienne Bailey, independent governor and Managing Director OneAwards, had developed an accreditation framework based on the current student governor induction pack which had been included as an appendix to the circulated report. Fabienne highlighted that the accreditation was based on an already thorough induction process and that, given discussions at this meeting and the last meeting, successful engagement with student governors was particularly important. She confirmed that she had developed the accreditation framework in her own time and that OneAwards had not charged a fee for the work.

A member commented on the time commitment required on top of their studies and Fabienne explained that the qualification would run throughout a year and guided learning hours indicated that this would be the equivalent of no more than two hours per week. She added that the qualification could provide an incentive for student governors to remain in post.

Members discussed assessment and Fabienne confirmed that it could be assessed by any member of teaching staff and would just need someone with enough experience to assess the quality of the evidence. Members **agreed** that the Clerk should approach the College Principal Bede in the first instance to review the qualification, consider who could assess it and how it could work in practice.

Members supported the value of developing accreditation as a means of improving student governor engagement and **agreed** to its further development.

S22/10 Agenda Item 10 – Any Other Business

There were no items of other business.

S22/11 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 the report for agenda item 3 and the report and appendix for agenda item 8 which were considered commercial in confidence. Minutes would be published following committee approval.

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

The next meeting of the committee was scheduled for Thursday 9 June 2022, 2.30 pm, to be held at Redcar and Cleveland College (H202). Several members of the committee noted that they would be unable to attend on this date and the Clerk agreed to circulate alternative dates. *The meeting was subsequently rescheduled for Thursday 26th May 2022, 2.30 pm, RCC H202.*

S22/13 Agenda Item 13 – Key Themes

The following items were identified as key themes:

- Update on NETA proposal, including governance, human resources, financial and legal implications
- Consideration of Etc. Board composition, including a review against sector, local and national benchmarks and protected characteristics data for Etc. students, and implications for governor recruitment
- Agreed to recommend the Corporation Vice Chair role description, timescale and process for appointment to the FE Corporation for approval
- Considered staff governor composition and recruitment process, including a comparison against sector practice, and agreed that no amendments were needed at this time; consideration would be given to strengthening promotion of staff governor vacancies and introducing longer timelines for the recruitment process
- Discussed effective methods for capturing student voice and agreed to take forward proposals in relation to student governor accreditation
- Agreed to recommend suspension of the Corporation Chair appraisal process for the current year, in light of Mark White's end of office on 31 July 2022, and arrangements for the Corporation Vice Chair's appraisal process for 2021-22 to the FE Corporation for approval

(The meeting ended at 4.05 pm)

Approved at a meeting held on 21st June 2022