

Search and Governance Committee Minutes

Meeting held on Tuesday 21st June 2022 at 1.00 pm via Teams

- Governors:* Fabienne Bailey, Sam Beel, Stuart Blackett (Corporation Vice Chair), Rob Mitchell (Committee Chair and Equality, Diversity and Inclusion (EDI) Link Governor) and Dot Smith
- Apologies:* Phil Cook and Mark White
- Officials:* Sarah Thompson (Clerk to the Corporation) and Sam Young (Governance Support Officer)

S22/14 **Agenda Item 1 – Welcome, apologies and declarations of interest**

The Chair welcomed members to the meeting and members noted apologies from Phil Cook and Mark White. The Clerk clarified that, due to a conflict of interest, Dot Smith would be asked to leave the meeting when her reappointment (under Agenda Item 8) and the Vice Chair appointment (Agenda Item 9) were considered.

S22/15 **Agenda Item 2 – Notification of Items of Other Business**

There were no items of other business notified by committee members.

S22/16 **Agenda Item 3 – Minutes of Previous Meeting**

Minutes of the Search and Governance Committee meeting held on 14 January 2022 had been circulated and were **approved** as an accurate record.

Members considered the actions arising from previous meetings. The Clerk confirmed that all actions had been completed with the exception of one relating to the development of guidelines for Chairs for blended or hybrid meetings; this guidance would be included in proposed changes to the Standing Orders to be considered at the next FE Corporation meeting. Members **noted** progress against actions.

S22/17 **Agenda Item 4 – Governance Self Assessment Process**

The Clerk presented her circulated report; the 2021-22 Education and Skill's Funding Agency's Conditions of Funding document set out new requirements for Corporations to undertake an annual governance self-assessment process and external Board review at least every three years. The report highlighted that processes for annual self-assessment were already embedded as this had been a requirement of the Corporation's Standing Orders for several years and an expectation of the Association of Colleges (AoC) Code of Good Governance; the committee had also been asked to

re-confirm their decision to defer the external Board review to 2023-24 in light of the change of Chair and Chief Executive.

She reminded members that the self-assessment questionnaire had been amended for the 2019-20 academic year and had been shortened, with greater opportunity for governor comments. The previous version, with scores for knowledge and understanding against a number of areas, had resulted in generally high scoring so that few areas for improvement could be identified. In 2020-21, members had also agreed that the questionnaire should be supplemented with review meetings between the Corporation Chair and individual governors and it was proposed that the same process should be used for the 2021-22 governance self-assessment review. The Corporation Vice Chair confirmed that he would like to continue to hold informal reviews with governors once he became Chair and felt that reviewing performance was good governance practice.

In response to a member's question about whether the governance self-assessment process and outcomes would be considered as part of an external board review, the Clerk felt that this would be the case but added that guidance on external board reviews and details of providers, including the AoC and the Education Training Foundation, had only been published recently, with expectations still to be fully reviewed. She added that there was no standard template for self-assessment questionnaires, with the one provided by Governance4FE, for example, based on scoring. Members agreed that text responses gave more valuable feedback than scores and that they were also interested in board behaviours. A member commented that they felt the previous year's questionnaire had worked well.

In response to a member's suggestion, the Clerk agreed to consult with the incoming Chief Executive on his views on the timing of an external board review when she met with him in July.

Members **agreed** to recommend the proposed governance self-assessment process to the FE Corporation for approval and **agreed** that the Clerk should discuss the proposal to defer the timing of the external board assessment to 2023-24 with the incoming Chief Executive.

S22/18 Agenda Item 5 – Student Governor Proposals

The Clerk explained that, in response to the difficulties in recruiting and retaining high calibre student governors previously recognised by the committee, her circulated report outlined proposals to change from the current application and ballot arrangements. She had met with members of the Student Services team, including the College Principal Bede and the Interim Group Head of Student Services, to discuss potential approaches and, following these discussions, it was proposed to seek two student governors for the 2022-23 academic year but that there would be no split in the role by site. It was also proposed that, following significant strengthening of the

Students' Union, the Students' Union would be responsible for nominating student governors, for appointment by the Corporation. She confirmed that this was in line with the Instrument and Articles of Government but would require a change to the procedure for the Appointment and Reappointment of Governors, as detailed in the annex to the report.

The Clerk also outlined a proposal that members consider an amendment to the Instrument and Articles of Government to reduce the required number of student governors from two to one. This would be in line with legislative requirements but students would need to be consulted on change. This would be of benefit in terms of focussing available support from the Governance and Student Services teams though a potential drawback could be the lack of mutual support from another student governor. Members acknowledged that, if there were strong candidates, then the Corporation would still be able to appoint two or even three student governors. The Clerk confirmed that, for 2022-23, student governor numbers would remain at two until the student consultation could be held in the autumn term, with a formal recommendation then taken to the FE Corporation. She also reminded members that a programme for accreditation of student governors would be introduced from 2022-23 on a voluntary basis which might provide additional motivation and help with retention.

Members **agreed** to recommend to the FE Corporation:

- i) that the Students' Union be responsible for agreeing student governor nominees and that the procedure for Governor Appointment and Reappointment be amended to reflect this;
- ii) that consultation be commenced in respect of amending the Instrument and Articles of Government to require a minimum of one student governor (current minimum is two).

S22/19 Agenda Item 6 – Equality, Diversity and Skills Data

The Clerk presented her circulated report which summarised key equality and diversity data for the current governing body membership; she highlighted that, having achieved an even gender balance, this would remain an area of focus in any governor recruitment. The Corporation's composition showed a low representation from other ethnicities with 93.75% of governors White British; this was a higher proportion than the national average in the AoC survey (86%) but in line with the local population, 94% for the Stockton area and 97.6% for Redcar. The appendix included with the report provided information from Etc. annual returns for those governors in post as of 18 May 2022 for both protected and non-protected characteristics, along with benchmarked data of protected characteristics and a summary of non-protected characteristics, skill and experience and cognitive / thinking styles.

The Clerk confirmed that the Group Director of HR would be leading the Governor Workshop to be held on 30th June focussing on equality, diversity and inclusion,

including consideration of the ten recommendations from the Association of Colleges' (AoC's) report on their survey findings.

Members welcomed the comprehensive data and agreed on the usefulness of regular reviews of board composition. The EDI Link Governor highlighted the disparity between governor disability data, with 6.25% of governors declaring a physical disability, and student data, with 34% of Etc. students self-declaring a learning difficulty and / or health problem under the range of responses allowed by the Education and Skills Funding Agency. He added that the board composition data had been shared with the staff EDI Group and had been discussed at their meetings, which he attended as link governor; the 2021 census data would provide more up to date regional population comparisons.

A member commented on the usefulness of national and regional data in assessing whether the board was representative of the region served by Etc. and similarities between the board and data for the college staff and student population were also noted. A member suggested that there could be an opportunity to recruit governors from outside the Tees Valley because of new ways of working post-Covid.

Members noted that, with each governor accounting for 6.25% of the board, data would be substantially different with any governor changes, particularly for ethnicity and sexual orientation protected characteristics. The Clerk confirmed that the AoC was not planning to conduct further surveys and that the EDI questions for this year's annual returns would align with the Department for Education's (DfE's) workforce data collection survey to allow benchmarking to their 2021-22 survey.

Governors **noted** the diversity and skills information and that this would be taken into account when considering governor recruitment activity and appointments.

S22/20 Agenda Item 7 – Board Portal

The Clerk outlined proposals on changes to the board portal to be used as detailed in the circulated report; she explained that the Corporation had used BoardPacks, operated by an external provider, since 2006 at a cost of around £7500 per year. She added that Diligent would be withdrawing BoardPacks with effect from 9 August 2022 which would require a transfer to a different solution, BoardEffect. With governors having already transitioned to Teams for online Corporation and committee meetings and some committees having trialled the use of Teams and SharePoint for specific governance projects, it was proposed to move from an external board portal to Teams and SharePoint. Though the primary benefit would be a cost saving, the intention was to integrate governors more fully into the group's preferred approach and to reduce the number of platforms governors were required to use. Governors would be required to use their college e-mail addresses to access board and committee papers and most governors had already received an Etc. laptop; full support and guidance would be provided for the transition by the Governance and IT teams.

Members supported the proposal, agreeing that it would represent a cost saving, and the staff governor commented that the use of Teams for staff professional discussions, meetings and sharing of best practice had proved to be very efficient. The staff governor also agreed to send the Governance Team guidance on creating Adobe pdfs.

Governors **agreed** to take the proposal to trial the use of Teams as the Board portal for 2022-23 to the FE Corporation.

S22/21 Agenda Item 8 – Corporation and committee membership, recruitment and succession

The Clerk presented the circulated report on Corporation and committee membership; she highlighted that, due to workload pressures within the Governance Team, independent governor recruitment activity had not been progressed since the last meeting but that the intended process had been planned, with a contingency to use a recruitment agency if the process was unsuccessful. In addition to the existing external governor vacancy, it was expected that Martin Gray would shortly tender his resignation due to work pressures. The terms of office of Mark White, Rob Mitchell and Dot Smith were due to end on 31 July 2022, with Dot Smith wishing to be considered for reappointment. Members noted that consideration of her reappointment would be deferred to the end of the agenda item due to the conflict of interest. The report outlined the resulting impact on committee membership and, in particular, the effect on Audit Committee membership when Stuart Blackett would be required to leave the committee on his appointment as Corporation Chair; it was noted that he had agreed to join Finance and Employment Committee for the 2022-23 academic year. The recruitment of an external governor with suitable skills and experience for the Audit Committee would be a focus.

Following discussion of Martin Gray's expected resignation, members agreed that it would be appropriate to approach Vanessa Housley, currently a co-opted member of the Standards Improvement Committee, to consider joining the FE Corporation. Referencing the data on skills and experience collated for agenda item 6, members then identified skills gaps in estates/construction; legal, including governance; technology/IT and accountancy/finance. Members also agreed that the Clerk should discuss board skills requirements with the incoming Chief Executive.

The Clerk added that Katy Ludgate would step down as a staff governor on 31 July 2022 as her employment with Etc. would end on that date and that Sam Beel had indicated that she would not seek a second four-year term of office, preferring to allow another staff member at Redcar and Cleveland College (RCC) to take up the opportunity. The Clerk proposed that staff governor applications would be advertised early in the autumn term to allow any staff joining for the new academic year an opportunity to apply; as previously agreed by the committee, nominations would be sought for one staff governor from RCC and one from the Stockton sites, with staff

with group-wide roles eligible to apply for either vacancy. Following discussion, members reconfirmed that this split by site should be retained for the current election but that the incoming Corporation Chair and Chief Executive might wish to consider this for the future.

The Clerk added that she proposed to approach Grant Glendinning to confirm that he would be willing to serve on the same committees as the current Chief Executive – Finance and Employment, Standards Improvement, and Search and Governance committees and the Capital Group. Members noted that there would be a vacancy for Chair of the Search and Governance Committee following Rob Mitchell's end of term of office on 31 July 2022 and the current committee Vice Chair, Fabienne Bailey, expressed an interest in standing as committee chair for 2022-23.

Governors:

- i) **noted** the membership update;
- ii) **agreed** the proposed timescale for staff governor recruitment, the proposed process for staff governor recruitment and the membership of committees from 1 August 2022, including Search and Governance Committee chairship.

S22/22 Agenda Item 10 – Any Other Business

There were no items of other business.

S22/23 Agenda Item 11 – Dates and times of future meetings

Members **agreed** dates for meetings in 2022-23:

22 September 2022

16 February 2023

25 May 2023

Members **agreed** a start time of 2.30 pm, preferring daytime to evening meetings, with all to be held online; the meeting time was subsequently changed to 1.30 to 3.00 pm to allow for members' availability.

Dot Smith left the meeting.

S22/24 Agenda Item 8 – Corporation and committee membership, recruitment and succession – continued

An analysis against reappointment criteria had been circulated with the meeting papers to support consideration of Dot Smith's reappointment and the committee noted her excellent attendance and valuable contribution to the board's work.

Members unanimously **agreed** to recommend the reappointment of Dot Smith as a governor for a term of four years from 1 August 2022 to the FE Corporation. The Clerk **agreed** to inform Dot of the committee's decision.

S22/25 Agenda Item 9 – Leadership Succession Planning – Vice Chair Appointment

Consideration of this item was deemed confidential to non-applicants.

The Clerk presented the circulated covering report and the three applications received for the post of Corporation Vice Chair. She confirmed that all three candidates, Louise Davies, Dot Smith and Gary Wright, had confirmed their availability for interview on the afternoon of Friday 1 July 2022, postponed from the original date scheduled due to the Ofsted inspection. Rob Mitchell, Fabienne Bailey, Stuart Blackett and Sam Beel had also confirmed their availability to be members of the interview panel.

Members discussed the applications and agreed that, given the strength of the three candidates, all should be invited for interview. Membership of the panel was discussed and it was agreed that Fabienne Bailey, Rob Mitchell and Sam Beel would form the interview panel. The Corporation Vice Chair confirmed that he would prefer not to be on the panel as he felt that the process would be more transparent without his involvement.

Members discussed a previous suggestion that the Vice Chair appointment could be shared between two governors but felt that, on this occasion, it would be appropriate to appoint a single Vice Chair. Members agreed that the proposed set of interview questions was appropriate and would finalise question owners in a panel pre-meet. It was also noted that the panel would be seeking a Vice Chair with complementary skills and experience to the incoming Chair in order to bring a balance of perspectives and capabilities.

Having reviewed the applications, governors **agreed** to invite all three candidates for interview and **agreed** that, subject to availability, the panel would comprise Rob Mitchell, Fabienne Bailey and Sam Beel. The Clerk agreed to confirm times and panel memberships, including the rationale for Stuart's non-involvement, with the three candidates.

S22/26 Agenda Item 12 – 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 Vice Chair applications included as an appendix to agenda item 9 which were considered commercial in confidence. Minutes would be published following committee approval.

S22/27 Agenda Item 13 – Key Themes

The following items were identified as key themes:

- Recommended 2021-22 governance self-assessment process, including Chair one to ones, and that the Clerk should discuss the intention to defer external board assessment to 2023-24 with the new Chief Executive

- Discussed proposed amendments to student governor recruitment and appointment process and made recommendation to the FE Corporation
- Considered board diversity and skills information, particularly in relation to governor recruitment, and the intention to collect future data aligned to FE Workforce survey
- Discussed proposal to trial use of Teams as the board portal for 2022-23 and noted that all governors would be asked for comments on the proposal
- Considered Corporation and committee membership, including skills priorities for independent governor recruitment and upcoming staff governor vacancies
- Fully supported Dot Smith's reappointment as a governor and recommended to the FE Corporation
- Agreed arrangements for Corporation Vice Chair interviews to take place on 1st July 2022
- Thanked Rob Mitchell for his work as Chair of the committee and noted that Fabienne Bailey, current committee Vice Chair, would be willing to take on the committee Chair role for 2022-23

Committee members thanked the Committee Chair for his contribution and, in particular, his perspective on and involvement in EDI; the Chair commented that he had enjoyed every minute.

(The meeting ended at 1.55 pm)

Approved at a meeting held on 22nd September 2022