

## Search and Governance Committee Minutes

Meeting held on Thursday 22<sup>nd</sup> September 2022 at 1.30 pm, SRC 301, Stockton Riverside College

*Governors:* Fabienne Bailey (Chair), Stuart Blackett (Corporation Chair), Grant Glendinning (Chief Executive and Group Principal) and Dot Smith (Chair of the Standards Improvement Committee)

*Apologies:* None

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

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### S22/28 Agenda Item 1 – Appointment of Chair and Vice Chair

Governors **agreed** to appoint Fabienne Bailey as Chair and Stuart Blackett as Vice Chair of the Search and Governance Committee for 2022-23.

### S22/29 Agenda Item 2 – Welcome, apologies, declarations of interest, notification of items of other business

The Chair welcomed governors to the meeting and, in particular, Grant Glendinning to his first meeting as a committee member. Governors **noted** that there were no apologies for absence and no declarations of interest in items on the agenda. There were no items of other business notified.

### S22/30 Agenda Item 3 – Minutes of Previous Meeting

Minutes of the Search and Governance Committee meeting held on 26 May 2022 had been circulated; the Governance Support Officer noted that the final item on the minutes had been mis-numbered and should read S22/27 and not S22/13. Subject to this amendment, the minutes were **approved** as an accurate record.

Governors considered the actions arising from previous meetings. The Clerk confirmed that all actions had been completed with the exception of governor one to ones with the Corporation Chair, which were in progress; one of the three outstanding one to ones had taken place earlier that day, with the remaining two scheduled for October. The Corporation Chair commented on the student governor's positive engagement at the Workshop held on 15<sup>th</sup> September. Progress against actions was **noted**.

### S22/31 Agenda Item 4 – Review of 2021-22 performance against Terms of Reference

The Clerk presented the circulated report reviewing the committee's performance in 2021-22 against its terms of reference. She thanked the Chief Executive for his input,

highlighting the intention that the process for reviewing committees' performance would be more interactive in future. It was noted that, with several of the committee's members leaving the board from 31 July 2022, committee membership was currently lower than previously; committee membership would be reconsidered following conclusion of governor recruitment processes and a review of new governors' skills and expertise.

In response to a governor's question, the Clerk confirmed that two members of staff had applied for the Stockton staff governor position and one for the Redcar and Cleveland College (RCC) position. An election would be held for the Stockton vacancy, with the result to be ratified at the October FE Corporation meeting but, with no election required for the RCC staff governor position, this appointment would simply be considered by the FE Corporation for formal ratification.

A governor asked whether assessment of committee performance should be an ongoing process during the year; governors **agreed** to include a review of performance on the agenda for each Search and Governance Committee meeting and to recommend this for consideration by the Corporation and other committees.

In response to a governor's question about external board reviews, the Chief Executive commented on the positive experience and outcomes from an external board review at his previous college group, which had been carried out by Stone King.

Governors then discussed the role of the committee in oversight of succession planning and the development of a pipeline of talent. Whilst recognising the benefits of inducting several governors simultaneously, an extensive governor recruitment exercise was felt to be quite onerous. The Clerk confirmed that governor vacancies could be advertised up to six months prior to the end of a governor's term of office and governors agreed that it would be useful for the committee to develop a succession planning structure and register. The use of co-opted appointments or a trainee governor programme to ease the transition to full governing body membership was also discussed.

Governors:

- i) **noted** that the committee's membership would be reviewed further following governor recruitment processes and the committee's performance in 2021-22 against its terms of reference;
- ii) **recommended** the minor proposed amendments to the committee's terms of reference and the cycle of committee business for 2022-23 to the FE Corporation for approval.

## **S22/32     Agenda Item 5 – Governor equality, diversity and skills data**

A report had been circulated outlining data on governor diversity and skills and key points to note; governors were asked to take account of this collated data when considering recruitment and succession planning.

Governors discussed the value of capturing such comprehensive data and that, for most protected characteristics, governing body composition remained broadly in line with available benchmarks; the governing body was felt to be a generally well-balanced board with a range of skills. Although the percentage of governors declaring a physical or mental disability was lower than the student population across the group, it was approximately in line with the local population. It was noted, though, that such a small sample size did result in some skewed data.

As noted at previous meetings, there were still no governors in the 25 to 34 age range and attracting younger governors was recognised as a common issue for boards. Ways of encouraging applications from this age group, such as targeting ex-student governors and younger leaders in emerging industries, such as fintech (Financial Technology), were discussed. Following governors' suggestions, the Clerk agreed to approach the Group Director of Marketing and College Principal RCC to publicise the governor vacancies through their networks, which included Tees Business Women, Teesworks and the green energy sector.

Governors confirmed that their priority remained to appoint the best person for the role, rather than recruiting to simply fill board composition gaps.

Governors **noted** the diversity and skills information and the intention to take this into account when considering governor recruitment activity and appointments.

## **S22/33     Agenda Item 6 – Succession planning / Corporation membership**

A report on Corporation and committee membership, succession planning and governor recruitment had been circulated. The Clerk highlighted that, with the maximum agreed composition of 18 Corporation members, there were currently vacancies for four independent governors. Louise Davies and Gary Wright had both confirmed that they wished to be considered for reappointment for a second term of office; both had demonstrated commitment to the role of governor and their contribution and attendance had been analysed against the reappointment criteria and provided as appendices to the report.

The Clerk also reported that, following the committee's recommendation at its last meeting, Vanessa Housley had been delighted to be asked to join the FE Corporation; her original application to become a co-opted member of the Standards Improvement Committee and two references had been included as appendices.

In response to a governor's question about possible work pressures, the Clerk confirmed that Vanessa was not required to regularly attend Council Cabinet meetings, which had been the main contributory factor for low attendance by a previous governor also employed by Stockton Borough Council. She added that Vanessa had also been keen to take on the role of Equality, Diversity and Inclusion (EDI) link governor, confirming that she would be able to attend two out of the four staff EDI group meetings in 2022-23. The Corporation Chair confirmed that he had discussed the EDI link role with Vanessa during her one to one and that, having committed to the substantial time involved in the Chief Executive Selection Panel, she had demonstrated that she was aware of, and could meet, the time commitment; he added that she had already brought substantial value in her role as a co-opted governor. He also confirmed that he had discussed current committee and link roles with Louise Davies and Gary Wright during their one to ones and that they were happy to continue with these.

The Clerk added that a social media post advertising the independent governor vacancies had been delayed due to the period of mourning for Her Majesty the Queen and would be launched the following week; this would be circulated to current and former governors for dissemination through their networks. Governors noted the other direct approaches discussed under agenda item 5.

The Clerk commented on the previous successful use of a recruitment agency and added that FE colleges were no longer able to access the Inspiring Governance service which had also proved useful in the past. She explained that the Department for Education (DfE) had introduced a free self-referral governor recruitment service through Peridot Partners. Governors offered positive feedback on Peridot Partners and Nurole, based on personal experience in their own organisations. Having discussed timeframes, it was agreed that a panel of Search Committee members would consider any applications received in response to the social media campaign in order to allow appointments to be recommended to the December Corporation meeting. The committee agreed that a self-referral to the DfE service should be progressed if this process was unsuccessful.

The Clerk then asked governors for feedback on the current practice of approaching governors six months before the end of their first term of office to assess their intentions to seek reappointment and, in particular, whether this gave the committee sufficient notice. Governors felt that this was an adequate timeframe but that some more informal touch points before this would be useful to enable more effective consideration of succession planning. The value of the transferrable personal development opportunities afforded by the FE governor role was recognised and governors considered how this could be communicated to those outside the FE sector. It was suggested that governors could feature in short videos highlighting the benefits of the role and Stuart Blackett and Fabienne Bailey expressed an interest in taking part.

Governors:

- i) **noted** the membership update;
- ii) **agreed** to recommend the reappointments of Louise Davies and Gary Wright and the appointment of Vanessa Housley to the FE Corporation;
- iii) **agreed** the proposed process for recruitment of external governors and **supported** a self-referral to the DfE's governor recruitment service if this was unsuccessful.

**S22/34      Agenda Item 7 – Committees, Task and Finish Groups and subsidiary companies – membership and terms of reference**

A report had been circulated outlining current and proposed committee membership and proposed amendments to committee terms of reference which would be considered by individual committees and task and finish groups. The Clerk explained the role of the Search and Governance Committee in the high-level review of terms of reference to determine whether they were still appropriate with no overlaps in responsibilities. She highlighted that there were some gaps in committee membership, particularly Audit Committee, and added that Gary Wright had expressed an interest in becoming a member of Remuneration Committee and to be considered for appointment as the committee's chair as part of his own governance development. Louise Davies had also agreed to be considered for appointment to the Tees Valley Catering Board, following Steve Cossin's resignation.

Dot Smith explained that, following appointment of new independent governors, she would be seeking to reduce her committee memberships and the committee agreed that it was important to balance governors' time commitments and support succession planning through spreading committee responsibilities. Governors discussed Audit Committee membership and it was acknowledged that, although committee members had experience and skills relating to risk, the committee lacked members with financial qualifications; the Clerk highlighted that the appointment of a co-opted member on the committee would be possible. Governors noted that, despite membership gaps, each committee had a chair in post.

A governor asked for clarification of the deletion of the Group Vice Principal Business, Innovation and Partnerships from the committee attendance lists and the Chief Executive confirmed that the post had been advertised and would remain a Senior Management Team (SMT) appointment but as a Group Director, rather than a Vice Principal. It was also noted that the Group Director of Marketing would be attending Capital Group meetings in future.

Governors:

- i) **agreed** that no further action was required by the Search and Governance Committee in respect of committee and task and finish group terms of reference;
- ii) **agreed** to recommend Gary Wright's appointment to the Remuneration Committee to the FE Corporation for approval;

- iii) **noted** that Louise Davies would be considered for membership of the Tees Valley Catering Board;
- iv) **noted** gaps in committee membership and, in particular, Audit Committee, which would be considered during the independent governor appointment process.

## **S22/35     Agenda Item 8 – Link governors**

A circulated report outlined proposals for Link Governor role descriptions, the appointment and reappointment of link governors and the appointment of a Corporation representative to the Students' Union trustees. The Clerk confirmed that the Safeguarding Link Governor role was a statutory requirement and that Gary Wright had indicated that he would be happy to continue in the role. Following Rob Mitchell's end of office, Vanessa Housley had expressed an interest in the EDI Link role, as discussed earlier in the meeting. A split between the Careers and Employer Engagement responsibilities was also proposed with Gary Wright to continue as Careers Link Governor and Mark Wilson to be appointed as Employer Engagement link.

In response to a governor's request for clarification, the Clerk confirmed that the Careers link role focused on careers education, information, advice and guidance and Gatsby benchmarks, with Employer Engagement more centred on encouraging employer engagement activity, including attending relevant networking events.

The Clerk then outlined positive feedback from the College Principal Stockton Riverside College on Mark Wilson's and Anne Vickers' input as T Level Link governors, who she felt provided a good combination of skills and experience. The Clerk also clarified that the requirement for every governing body to have a Special Educational Needs and Disabilities (SEND) Link Governor was expected to be included in a future version of the FE Governance Guide and that this should be a consideration during the governor recruitment exercise.

Governors discussed possible networks, including the two local authorities, for identifying potential governors for this role and the Clerk agreed to discuss this with the College Principal Redcar & Cleveland College and with Rob Mitchell, as a senior manager with Redcar & Cleveland Borough Council. It was noted that the SEND link role could be a co-opted appointment.

The Clerk confirmed that there had been no expressions of interest from governors in the Students' Union trustee position and proposed that the committee consider recommending her appointment as the governance representative; the Group Director of Quality, strategic lead for the Students' Union, had been consulted on this proposal and agreed with this approach, which reflected the importance of governance representation. Fabienne Bailey expressed an interest in taking on this role in the future.

Governors **agreed** to recommend the following to the FE Corporation for approval:

- i) the proposed Link Governor role descriptions, including the revised roles for Careers and Employer Engagement link governors;
- ii) Vanessa Housley's appointment as Equality, Diversity and Inclusion Link Governor;
- iii) Gary Wright's reappointment as Safeguarding Link Governor and to the revised role of Careers Link Governor;
- iv) Anne Vickers' and Mark Wilson's reappointment as T Level Link Governors;
- v) that further governors should be encouraged to discuss their interest in any link governor role with the Governance Team;
- vi) the Clerk to the Corporation's appointment as the Corporation representative to the Students' Union Board of trustees in the first instance.

#### **S22/36      Agenda Item 9 – Staff and Student Governor recruitment**

The Clerk presented the circulated update on staff and student governor recruitment and updated the committee on progress. Three applications for the staff governor vacancies had been received and, with two staff members based at Stockton sites having applied, an election would be required for this vacancy. The Clerk added that staff members could also be offered the opportunity to observe meetings or become co-opted committee members. An advert for student governors had been circulated by Student Services, with a closing date of 6<sup>th</sup> October; no applications had been received to date. The consultation agreed by governors with a view to amending the Instrument and Articles of Government to set the minimum number of student governors at one would commence following the conclusion of current student governor recruitment activity.

In response to a governor's question about student governor accreditation, the Clerk confirmed that this would be discussed with the successful applicant and the student governor currently in post.

In response to a question about the process for reviewing staff governor applications, the Clerk explained that staff governors were appointed by the staff body and ratified by the Corporation. The Chair of the Standards Improvement Committee asked whether Simon Wood, the current higher education co-optee, would be continuing on the committee this coming year and the Clerk confirmed that he had been appointed for a term of four years and that, as he was continuing his HE studies at Etc., it was expected that he would continue in the role.

Governors **noted** progress in relation to staff and student governor recruitment.

#### **S22/37      Agenda Item 10 – Governance self-assessment / External governance review**

The Clerk presented the circulated report outlining feedback to date from the governance self-assessment for 2021-22 and explained that, once all questionnaires had been received, a formal action plan would be developed and presented to the FE Corporation. She also reported that the Corporation Chair had been holding one to

ones with governors, with the key themes arising to date included in the report; overall governor attendance in 2021-22 had been 84.5%, against a target of 80%, and compared favourably with national benchmarking collated through the Clerks' JISC network. Of those five governors with attendance below 80% in 2021-22, four had now left the Corporation and the Clerk had discussed continuing membership with the remaining governor who had confirmed that they recognised the importance of attending meetings.

Governors had previously agreed that the external board review, a new requirement of the Education and Skills Funding Agency's (ESFA's) Conditions of Funding document, would take place in 2023-24; the Clerk reported that the newly appointed Corporation Chair and Chief Executive felt that it could be helpful to bring this forward to the latter part of this academic year. She added that external reviews were available from a range of providers with governors able to define the scope for the review; in light of the expected expenditure level, at least three written quotations would need to be obtained but there would be no requirement for a tender process.

The Committee Chair suggested she approach David Balme, NCG's Chief Operations and Compliance Manager, for further feedback on Stone King's external review service, as discussed earlier in the meeting. The Clerk agreed that, depending on this feedback, she would seek further information and quotations from Stone King, the Association of Colleges and the Education and Training Foundation. Governors commented that, in assessing quotes, the focus should be on the quality of the external review offered and not simply the cost; the Clerk confirmed that, although the costs had not been included in this year's governance budget, the Group Executive Director Finance had been made aware of the possible additional expenditure.

The Corporation Chair then gave feedback on his first round of one to ones with governors and reported that he had found them enjoyable; all governors had seemed cognisant that the group was at a crossroads and were very much forward looking, with a growth mindset. The effectiveness of board reports and length of board packs had been raised, with governors keen to see reports drawing out critical points; however, he acknowledged that this was a challenge for every board. Recently appointed governors had commented favourably on the induction process though some were not yet completely sure of their role and he had suggested this to the Clerk as a topic for the Governors' Strategic Conference. Succession planning, curriculum growth areas aligned to local needs and development of students' employment behaviours had also been discussed. The Chief Executive outlined various solutions for accreditation such as skills passports and globalbridge to create digital CVs which included competencies as well as qualifications. The importance of taking a group-wide strategic approach was acknowledged, developing themes and strategies for the longer term.



Governors discussed possible barriers to prospective FE governors, including not understanding the FE governor role and nervousness about their accountability and liabilities. Governors felt it important to demonstrate the friendliness of the governing body to new members, acknowledging their own nervousness about what they had to offer when they were first appointed.

In response to a governor's question, the Clerk confirmed that governors should include relevant training and development undertaken as part of their work roles on the self-assessment questionnaire.

Governors **noted** feedback to date from the governance self-assessment process 2021-22 and issues arising. Governors **agreed** that the Clerk should approach Stone King, the Association of Colleges and the Education and Training Foundation for quotations and to recommend to the FE Corporation that the external review of governance should take place in 2022-23.

**S22/38      Agenda Item 11 – Any Other Business**

A governor asked if the annual governors' update on Safeguarding would be an online module or a Governor Workshop and the Clerk confirmed that it would form part of the January Workshop as this would enable any newly appointed governors to be included. She added that she would confirm the timing with Sue Everton, the Group Head of Student Support and Wellbeing.

There were no items of other business.

**S22/39      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 Vanessa Housley's application and references and the reappointment analysis included as an appendix to agenda item 6 which were considered commercial in confidence. Minutes would be published following committee approval.

**S22/40      Agenda Item 13 – Dates and times of future meetings**

Thursday 16 February 2023, 1.30 pm, via Teams

Committee members noted that an additional meeting could need to be arranged to consider governor applications.

**S22/41      Agenda Item 14 – Key Themes**

The following items were identified as key themes:

- Focus on succession planning, linked to governor recruitment, committee membership needs and skills gaps

- Agreed to add meeting review to future agendas and recommend to other committees
- Update on skills requirements and strategy for independent governor recruitment, including use of senior manager and past and current governor networks
- Review of committees' terms of reference and membership and link governor roles
- Progress update on staff and student governor recruitment
- Discussion of suitable timing and providers for external board review in 2022-23
- Feedback on governance self-assessment and Chair's one to ones

*(The meeting ended at 1.55 pm)*

**Approved at a meeting held on 15 February 2023**