

## MILTON KEYNES COLLEGE

### SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting held on 7<sup>th</sup> July 2022, MS Teams, 17:00 – 18:30

Committee Members	Attendance Record 2021/22	Present at this meeting
Julie Mills	3 of 3	Julie Mills
Charlynn Pullen	3 of 3	Charlynn Pullen
Stephen Norris (left Apr 22)	2 of 2	N/A
Manish Verma	3 of 3	Manish Verma
Ruby Parmar	0 of 1	Apologies
<b>Total Percentage attendance (this meeting)</b>	<b>75 %</b>	3/4
<b>Total percentage attendance (year to date)</b>	<b>92 %</b>	11/12

**In attendance:** Fiona Chalk, Sam Samuels, Sally Alexander

### 1.0 PROCEDURAL

#### 1.1 Welcome

The Chair welcomed all to the online meeting.

#### 1.2 Declaration of Interest

Charlynn Pullen and Manish Verma declared an interest in the Board composition report, recommending a renewal of their terms of office.

#### 1.3 Approval of last meeting minutes

The minutes of the meeting held on 11<sup>th</sup> January 2022, were approved and signed as an accurate record of the meeting.

### 2.0 BOARD PERFORMANCE & EFFECTIVENESS

#### 2.1 Board Composition

**A) Current overview including vacancies and re-appointments.**

Governors noted that 6 independent members have put themselves forward for re-election, and the committee is asked to consider this and recommend such to the board, Alan Cook is seeking just one year rather than a full 3-year term, due to other existing external commitments.

With regards to staff governors, the committee recalled the resignation of a previous staff governor shortly after their appointment, and the proposal is for the runner up, Sean Hainsworth, to be appointed. Each of the nominated staff members have been asked if they were happy to follow this process rather than having a new election, and all have confirmed their agreement. The recommendation is that the committee propose Sean's appointment to the Board.

There is one student governor vacancy, and this will be picked up at the start of the new academic year.

### **SS to action a student election in the Autumn Term.**

Julie and Fiona met with a possible new governor, but she has decided not to take up the position. Having consulted Ofsted, if the college doesn't maintain its Good grade, she wouldn't be able to continue to be an Ofsted Inspector. It's a very small risk but it's one that she doesn't want to take. She is, however, keen to be involved with the college, and post the expected Ofsted next academic year, would be willing to join the Board (subject to a Good grade).

Further talks are ongoing with other potential board candidates.

**The committee resolved to recommend to the Board the re-appointment of Manish Verma, Neil Sainsbury, Richard Bartlett-Rawlings, and Mat Gotkowski for a second term of office; Charlynn Pullen for a third term of office; Alan Cook for a second term of office for 1 year, as independent members of the Board, and to recommend Sean Hainsworth be appointed as a staff governor.**

### **FC to action as recommendations to the Board**

The vacancy for a committee chair on CQG was noted, and CP to contact committee members to seek a willing volunteer. The vacancies on both Remuneration and the Finance group were noted. Recruitment to these will be considered in the next academic year.

### **SS to seek governors from the Board to fill these committee vacancies.**

#### **b) Election of chair**

The Committee discussed the appointment of Chair. The Committee suggested the extension of the current Chair's term of office, through to the end of his period of office in March 2024. It was agreed that this will give the Board some stability during the change of CEO and potential Ofsted inspection. It was noted that sector bodies such as the FE Commissioners Office, are exercised about governors and in particular chairs, serving beyond a 9-year term of office.

The committee agreed to recommend electing a Chair designate in 6-12 months' time. Such a position would not necessarily come from a Vice-Chair, but it could be considered at the elections for Vice-Chairs next year. This would also give sufficient time, if necessary, to appoint an external chair if no governor stepped forward.

**The committee resolved to recommend to the Board, the extension of the current Chair's term of office as Chair, to the end of his term of office as a governor, namely**

**March 2024. Also recommended, is a process for appointment of a Chair designate in the summer term, 2023.**

FC to action as recommendations to the Board, and to speak with DM.

### **c) Election of Vice-Chair for 2022/23**

The Committee noted the nomination and seconding for Alan Cook, to be elected to the position of Vice-Chair. The position of Vice-Chair is held for 1 year, and therefore this fits with the end of his term of office.

**The committee resolved to recommend to the Board, the appointment of Alan Cook as Vice-Chair for 1 year.**

**FC to action as a recommendation to the Board**

### **d) Board diversity update**

The committee received a report on the update of targets, strategy and milestones relating to Board diversity.

Governors discussed the recruitment of an EDI link governor and agreed that this should be discussed with the college EDI lead. It was noted that there is an EDI link governor role description on [Governance4FE](#), which could be used as a starting point. Members stated that they are very mindful of the need for a diverse Board and agreed to explore the opportunities for better inclusion in the area of disability too.

**FC/SS to discuss with AA and AK, draw up role description, and start recruiting to the role**

## **2.2 External Board Reviews / Self-Assessment for 2022**

### **External Review**

Governors noted that new guidance has been published by the Department of Education. It is a requirement that a review be carried out by 2023/24. The benefits of such a review, the process to undertake it, and how the committee might go about undertaking a review, were noted by the committee, and that the focus should be on development of the Board, not simply on compliance. It should be looking at what the Board is doing well and what more it can do to become even more effective than it already is.

The committee discussed the timing of the review and given everything that that's going on in the upcoming academic year with a new CEO, an interim Clerk, possibly Ofsted, etcetera, decided that it may be prudent to have a review the following year.

The Board could have a more comprehensive Internal self-assessment next year to set it up ready for an external one the year after.

The committee agreed to ask the Board for delegated authority, for the governance professional, S&G committee, and the corporation chair to work together to recruit a suitable provider. FC recommended that the committee get somebody in the diary quite early, as providers are getting very booked up. Both the Association of Colleges and the Education and Training Foundation have recently come out to say that they have Board review offers available, so there's plenty of suitable providers to choose from. It was noted that the college

will need to look for a provider who would also be able to think about MK college's particular group structure with the IOT, prisons, and the college, as it's not a typical college group.

**The committee resolved to:**

- I. Recommend to the Board, to engage a third-party provider to undertake an External Review of Governance, to be carried out in 2023/24**
- II. Delegate authority to the Head of Governance to work with the Search & Governance Committee & Corporation Chair to appoint a suitable provider**

FC to action recommendations to the Board

**Internal Self-Assessment**

Governors noted that the college is required to undertake an annual self-assessment of governance, and that it's best practice to review how governance is performing and the impact it's having. The proposed questionnaire was noted, which included suggested revisions submitted by the committee chair ahead of the meeting.

The self-assessment will include not be just the questionnaire, but should also include committee self-assessments, governor training and development, review of the Code etc. The findings of all of these will be pulled together and result in a report with recommended actions, in the form of a Board Development Plan for 2022/23.

The questionnaire for management was noted as a positive move to build on existing steps to gain further engagement and understanding with those senior staff who engage with and contribute to governance.

Governors expressed concern that the questionnaires might not be completed. FC advised that it is important that governors use this opportunity to strengthen governance ahead of a possible Ofsted visit and an external review of governance.

**The committee resolved:**

- I. To approve the questionnaire for Board members and the Executive and circulate it as soon as possible.**
- II. A collated report of the findings will form part of the Governance SAR (within the whole college SAR, and the Board Development Plan for 2022-23)**

**2.3 New FE Code of Governance**

Self-assessment against new criteria

In recognition of best governance practice and in compliance with the college funding agreement, the Board must adopt a Code of Governance and report compliance against it. The College has adopted the Code of Governance for English Colleges. The committee noted that the Code has had significant changes made since last year's exercise was carried out, primarily in the areas of sustainability and diversity.

The purpose of a Code of Governance is to bring about good governance. Caution was noted that whilst an organisation may be compliant with a Code of Governance, it does not

guarantee effective governance, which must be measured by contribution to organisational success, however that is measured.

Many colleges currently have sustainability as an area of weakness in their Code compliance reporting. It's a massive piece of work for colleges and their corporations to try and get their heads around. Governors noted the evidence and actions recorded in the Governance Code self-assessment, showing the journey of improvement in this area, which is a 'should' rather than a 'must' for compliance at this stage.

*Governors agreed that whilst the college is not required to report against the Code now, compliance being required for 2023, it is good to get ahead of the game so progress can be noted when the Corporation must report against it next year.*

*Governors questioned how the actions are monitored. Each committee and the whole board have a role in oversight of the document, for example, some of the elements on teaching and learning could fall to the curriculum committee, and other parts around financial strategy and audit, could go to that group or committee. Sustainability would sit with audit committee, and the college is considering inviting a governor to attend the college's sustainability working group, as opposed to setting up a new governance committee to have oversight of this work.*

**The committee resolved:**

- I. **To recommend to the Board, the adoption of the revised Code from 1/08/2022**

**FC to action as recommendation to the Board**

**FC to draw up an action plan for the revised FE Code of Governance**

## **2.4 Governance Development Programme Update**

The Committee noted that the GDP is now available through the ETF on a new platform called Future Learn. All governors have access to all modules, as the programme is paid for on a per college basis. It was noted that SLT members could benefit from undertaking some of these modules too, to enhance their understanding of governance.

**FC to seek clarification from ETF as to whether all governors are signed up, and add SLT members**

**FC/SS to recommend modules for each governor as part of a training and development programme in 2022/23**

## **3.0 CONSENT AGENDA**

### **3.1 Draft Business Plan 2022/23**

The committee noted the draft business plan for the S&G meetings scheduled next year and requested that dates are confirmed and circulated soon.

SA, JM, and SS are holding a governance planning day and will be discussing the workplan for the committees, and how those feeds back through to the board, making sure everything's tracks logically. Board and committee dates will be confirmed after that meeting.

The committee resolved to approve the work plan for next year.

**SS to circulate meeting dates to governors as soon as they are available.**

**NEXT MEETING:tbc**