

MILTON KEYNES COLLEGE
SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting held on 15th November 2021, MS Teams, 17:00 – 18:35

Committee Members	Attendance Record 2021/22	Present at this meeting
Julie Mills	1 of 1	Julie Mills
Charlynn Pullen	1 of 1	Charlynn Pullen
Stephen Norrish	1 of 1	Stephen Norrish
Manish Verma	1 of 1	Manish Verma
Total Percentage attendance (this meeting)	100 %	4/4
Total percentage attendance (year to date)	100 %	4/4

In attendance: Karen Brown

1.0 PROCEDURAL

- 1.1** Charlynn Pullen welcomed everyone to the meeting. There were no apologies as everyone was present.
- 1.2** Declarations of Interest: Manish Verma and Julie Mills declared that Shalom Lloyd was known to them professionally, but this would not impact their judgement (item 2.1).
- 1.3** Charlynn Pullen and Manish Verma were ratified as Committee Chair and Vice-Chair respectively (which had been approved by email). Charlynn thanked Stephen Norrish for chairing the Committee since 2016; this may be Stephen's last meeting as he is retiring from the Board.

2.0 BOARD PERFORMANCE & EFFECTIVENESS

2.1 Board Composition (Paper 2.1A)

This was a context paper and Karen Brown highlighted some key points.

Board Membership

- Membership of the Board is 'up to 19' including 'between 9 and 14' Independent Members. The Standing Orders allows for two additional Independent Members to be appointed for succession planning. There are currently 14 Independent Members.
- There are no Staff or Student Governor vacancies.

- Stephen Norrish will be retiring from the Board imminently having completed four terms of office (in accordance with the Standing Orders Stephen's actual retirement date is to be confirmed).
- Three governors (Manish Verma, Mat Gotkowski and Charlynn Pullen) are due to complete their current term of office this cycle, and all have indicated that they will be applying to serve a second or third term.
- Succession planning will be a discussion item at the meeting in February 2022 as four Chairs are due to retire from the Board between July 2023 and March 2024 which will be a significant loss of experience. This includes the Chair of Governors, Vice-Chair of Governors / Chair of CQG), Chair of PDMG / CPMG and Chair of Remuneration Committee. The Chair of Governors was elected to serve as Chair until July 2022 (although his third term of office as a governor does not expire until March 2024).

Committee membership

- There are no vacancies. In terms of distribution of workload, the expectation is that governors serve on one or two committees.
- Ruby Parmar will be joining the Search & Governance Committee.

Skills

- The Board has a good range of skills although the skills self-assessment scores indicate the following gaps:
 - Education & Skills: 14-19 / HE
 - Knowledge of ethnic communities served by the College
- A senior teaching and learning practitioner has expressed an interest in joining the Board and will be meeting Julie Mills and Karen Brown informally in the next few weeks.
- Rotating Link Governor roles will assist in building knowledge.
- The Committee Chair attended the recent launch of the partnership with Careys which will offer groundworker apprenticeships to local students.

Diversity (Paper 2.1B)

- Of the 14 independent governors:
 - 9 (64%) are male and 5 (36%) are female
 - 3 (22%) are minority ethnic (ME) and 11 (78%) are 'any white background and Irish' (AWI)
 - None have declared a health condition.
- All four members of the Audit & Risk Committee are AWI and male.
- As requested at the last meeting, the Committee discussed a strategy, targets, and milestones to broaden the diversity of the Board. The discussion included:
 - Take a medium / long term view. The indicators take into account anticipated Board retirements.
 - The approach is not Board specific i.e. the recruitment of governors does not sit outside other college EDI strategies. The strategic aim is to improve the outcomes and experience of students, colleagues, and our communities, accelerating social mobility and inclusive growth (hence College overall milestones are part of the Board's strategy).

- Prioritise recruiting the right skills to the Board (avoid tokenism). However, when there is a vacancy, and a recognised skills gap, reach out to a range of networks (the EDI Manager may be able to assist with this).
- Ensure candidates, at all stages of their career, understand the recruitment process, role and commitment and how being co-opted to a committee may be a first step (a new Brochure will be developed).

Further actions requested by the Committee:

- Reference the EDI profile of Milton Keynes (not just the College)
- Replace ‘targets’ with ‘key indicators’
- Include milestones from the College’s EDI Strategy
- Invite the EDI Manager to the meeting in February 22 (the EDI Manager will be attending the Board meeting in December 21 to present a strategy).
- Consider diversity as well as skills when reviewing committee membership.

Action 1: Karen Brown

The Committee approved the following key indicators:

EDI Key Indicators – Independent Governors (assume 14)

	Baseline Nov 2021		Key Indicator Nov 2022		Key Indicator Nov 2023		Key Indicator Nov 2024	
Male / Female	9 (64%)	5 (36%)	9 (64%)	5 (36%)	8 (57%)	6 (43%)	7 (50%)	7 (50%)
AWI / ME	11 (78%)	3 (22%)	11 (78%)	3 (22%)	10 (71%)	4 (29%)	9 (65%)	5 (35%)
Disability / Non Disability	0 (0%)	14 (100%)	0 (0%)	14 (100%)	0 (0%)	14 (100%)	1 (0%)	13 (100%)

AWI = Any White background and Irish ME = Minority Ethnic

Board Appointment (Confidential Paper 2.1C)

- Shalom Lloyd attended for an interview having previously met informally with Julie Mills and Karen Brown. The Committee had received a copy of Shalom’s application form, and skills self-assessment.
- When making a recommendation on appointments and re-appointments, this Committee considers the balance of skills and experience, diversity of current members, prior attendance (if appropriate), succession planning and any selection criteria agreed by the Board and the Board’s strategic priorities.
- Shalom has lived in Milton Keynes for 13 years and is a pharmacist and entrepreneur (Co-Founder & Chief Strategy Officer of Naturally Tribal Skincare Ltd & Emerging Markets Quality Trials). Shalom’s skincare products are stocked in Harrods in Milton Keynes, and she has been working with the College’s Beauty students to provide work experience. Shalom’s experience as a strategic leader has enabled her to build a reputation for excellent professional service, relationship management and customer focus. She is a highly motivated entrepreneur and leader, who combines entrepreneurship, influencing, cultural awareness and results to lead a global organisation, and develop and mentor young talent. Shalom is a former SEMLEP Board member.
- In her application Shalom said *I love being a part of supporting and lifting young minds, I love Milton Keynes and the combination of both puts me in good stead to serve. As a parent, an entrepreneur and as a businessperson, I see synergies and benefits for the college as well as my*

businesses. If successful, being a role model and being a woman, a mother my children will be proud of are also solid reasons for my interest in the role.

- Shalom answered the Committee's questions and she also asked her own questions and confirmed her time availability for the role.
- After Shalom had left the meeting, the Committee made a collective decision, based on pre-determined criteria, and agreed unanimously to recommend that Shalom is appointed to the Board.

The Committee:

- ***Noted the current Board composition***
- ***Approved the strategy, key indicators, and milestones to broaden the diversity of the Board***
- ***Agreed to recommend to the Board that Shalom Lloyd is appointed for a three year term office, subject to a satisfactory DBS check.***

2.2 AOC FE Code of Governance 2020/21 (Paper 2.2)

- The Board adopted the Code of Good Governance for English Colleges (the Code) at its meeting on 16th December 2016 on the recommendation of the Search & Governance Committee. The voluntary Code includes 'must' and 'should' statements. Auditors expect colleges to 'comply or explain' and colleges are required to report in their Corporate Governance Statement whether the Board has adopted / complied with the Code.
- The Committee reviewed and agreed the self-assessment against each statement and concluded that the College complies with all areas of the Code in full although there are three statements where good practice could be extended e.g. directorship of the College's subsidiary companies and a specific discussion of the College's Careers Strategy (which is on the Board Business Plan for this cycle).
- The Committee noted that the AoC published amendments to the Code in September 2021 and a self-assessment against the updated code will be brought to this Committee in February 2022 which will inform a recommendation to the Board whether to adopt the updated Code for 2022/23 (or to adopt an alternative code).

The Committee approved the self-assessment against the Code of Good Governance for English Colleges and the conclusion that the Corporation is compliant against the Code.

2.3 Board Training & Development (Paper 2.3)

- The record for 2020/21 demonstrates that governors have carried out a wide range of training including workplace training and professional CPD which is relevant to their governor role.
- The plan for 2021/22 which includes mandatory training every three years in Health & Safety, Data Security, Prevent, Safeguarding, Equality & Diversity, will be circulated. The ETF modular training offers convenience and value for money.

Action 2: Karen Brown

The Committee:

- ***Noted the Board's training record for 2020/21***
- ***Approved the Board's Training Plan for 2021/22***

3.0 CONSENT AGENDA

The following items were approved by consent (i.e. without discussion):

3.1 Board Attendance Analysis 2020/21 (Paper 3.1)

- Overall attendance was 90% (87% in 2019/20). This is 2 percentage point higher than the average attendance for the sector (based on responses from 99 colleges).
- Board attendance was 90% (91%). 80% is regarded as good / very good.
- Committee attendance ranged from 100% (S&G and A&R) to 80% (Remuneration)
- 12 (8) governors had 100% attendance
- No governors had attendance below 60%.

The Committee noted the attendance analysis

3.2 Review of confidential Board and Committee minutes (Paper 3.2)

The Committee reviewed the confidential minutes from 2020/21 and determined that these should remain confidential indefinitely for commercial reasons.

3.3 Declarations of Interest / Conflicts of Interest Policy (Paper 3.3)

The Committee:

- ***Noted that all governors had completed their annual declarations including eligibility to serve as a Governor and Trustee.***
- ***Reviewed the Conflicts of Interest Policy and recommended this to the Board for approval.***

3.4 Committee Draft Annual Report 2020/21 and Terms of Reference 2021/22 (Paper 3.4)

- Reviewing Terms of Reference annually contributes to effectiveness of governance.
- The Committee's Annual Report provides additional evidence supporting the Statement of Corporate Governance and Internal Control (which forms part of the Financial Statements). The report will be presented for approval by the Board at the meeting on 14th December 2021 and is evidence that the Committee has met its Terms of Reference.

The Committee reviewed its draft Annual Report and TOR and recommended these to the Board for approval.

3.5 Governors' Code of Conduct (17th Edition) (Paper 3.5)

The Committee approved the adoption of the Code of Conduct (17th edition) which will be circulated to the Board

3.6 Sector Developments Skills for Jobs White Paper / Funding Agreement (Paper 3.5)

- Amongst other reforms in the white paper, Boards will be required to carry out Board Reviews both internally (annually) and externally (3-yearly). Further guidance from the DfE is expected in November.

The Committee noted the governance proposals in the White Paper and their status.

3.7 Instrument & Articles of Government (I&A) / Board Standing Orders (Paper 3.7)

- Apart from re-branding, no changes were proposed to the I&A.
- The Standing Orders have been re-branded and amended to reflect changes previously approved by this Committee and Board:
 - Criteria for serving a fourth / fifth term (agreed 16th November 2020)
 - Training & Development Policy & Procedures (agreed 16th November 2020)

The Committee recommended to the Board for approval:

- ***The Instrument & Articles of Government (no change)***
- ***Revisions to the Board Standing Orders***

3.8 Access to College and Corporation Information Policy (Paper 3.8)

The Committee approved the Access to College and Corporation Information Policy

3.9 Minutes of the last meeting (Paper 3.9)

The Committee approved the minutes of the meeting held on held on 7th June 2021

Matters arising:

Date	Actions Arising	Action Owner	Current Status
7 th June 2021	EDI targets and milestones	KB	Complete - Agenda item 2.1B

GOVERNANCE

4.1 Agenda items next meeting:

- Board Diversity – review progress against the milestones (EDI Manager to attend)
- Board re-appointments
- Succession Planning
- FE Code (2021 version)
- External Board Reviews

NEXT MEETING: 15th February 2022 (unless an interview is scheduled)