

MILTON KEYNES COLLEGE
SEARCH & GOVERNANCE COMMITTEE (S&G)

Minutes of the meeting held on Tuesday 2nd May 2023, MS Teams,
 16:30 – 17:30

Committee Members	Attendance Record 2022/23	Present at this meeting
Sally Alexander	5 of 5	Sally Alexander
Ruby Parmar	4 of 4	Ruby Parmar
Ian Revell	5 of 5	Ian Revell
Manish Verma	3 of 5	Manish Verma
Total Percentage attendance (this meeting)	100%	4/4
Total percentage attendance (year to date)	89%	17/19

In attendance: Sam Samuels

1.0 PROCEDURAL

1.1 Welcome and Apologies

The chair welcomed everyone to the meeting.

Apologies received from Karen Brown.

1.2 Declaration Of Interests:

None previously declared.

2.0 BOARD EFFECTIVENESS AND PERFORMANCE

Samantha Samuels led on this item.

Ian Revell and Sally Alexander joined the meeting at 16:45.

2.1 Board Composition / Succession Planning (previously circulated as Paper 2.1)

Board Composition

Membership of the Board includes 'up to 19' Independent Members. In addition, the Standing Orders allows for two additional Independent Members to be appointed for succession planning. There are currently 15 Independent Members.

The Committee noted that Kaye Dwight (Staff Governor) will complete her term of office in October 2023 (Kaye is eligible to stand for re-election) and Maria Abbas (Student Governor) will be leaving College in July 2023. An election for a Staff and Student Governor will be organised in the next academic year.

There were no requests for reappointments for consideration at this meeting.

Succession Planning

Upcoming vacancies for Independent Members include two governors who will complete their third term at the end of July 2023 (Chair of Remuneration and Chair of CPMG), one who is retiring at the end of July 2023 (Chair of CQG) and one who is retiring in December 2023 (Chair of Governors).

- Skills gaps and loss of experience:
 - Areas[- of expertise being lost: Legal (Corporate and Employment Law, Education, Property/Strategic Leadership
 - Current skills gaps on the Board: Education and Skills 14-19 and HE
 - Other: employers (meeting local need agenda)

- Diversity of the Board
 - Currently females are underrepresented. From July 2023 the Board composition will include 9 (75%) males and 3 (25%) females, which is below the EDI gender target (50% male and 50% female).

- Impact on Committees and Scrutiny Groups
 - There will be vacancies for Chair of Governors, two Committee Chairs and one Scrutiny Group Chair.

Three applicants have expressed an interest in joining the Board and have met informally with the CEO and Head of Governance. The applicants would fulfil the skills gaps for Legal, Higher Education and one is a local employer whose company is already working with the College. All are male which will increase the gender imbalance.

A further three candidates have expressed an interest but are either currently unable to commit their time or there is a duplication of skills.

Governors discussed:

- Unless new independent governors are appointed, by December 2023 the Board's composition will include 11 Independent Governors (i.e., three vacancies).
- The Standing Orders also allow for an additional two Independent Governors to be appointed for succession planning.
- The Committee agreed to interview the three current applicants.

Election of Chair Elect

Members were reminded that a ballot will take place after the Board meeting on 3rd May 2023. Once the outcome of the election is known, the Head of Governance will liaise with the new Chair regarding nominations for the Vice Chair for 2023/24. Nominations will be brought to the next meeting.

Membership of Committees and Scrutiny Groups / Link Governors

The Committee were advised that Jasmine Fergusson was co-opted to the Audit and Risk Committee from March 2023.

The Committee:

- ***Noted the Board composition.***
- ***Reviewed the forthcoming changes in the skills and diversity profile of the Board and agreed to invite three potential candidates for an interview.***

2.2 Governor Self-Assessment (previously circulated as Paper 2.2)

2021/22 Self-Assessment

- The Committee was advised that since the analysis of the 2021/22 Self-Assessment at the meeting on 26th October 2022, five of the six recommendations have been completed. The sixth action (review the duration of Board meetings) is to be raised at the next Board on 3rd May 2023.

2022/23 Self-Assessment

- The Committee was reminded that it is a requirement of The Skills and Post 16 Education Act 2022 that a Self-Assessment be carried out each year.
- The Committee reviewed the proposed questions and timeline (the proposed questions are the same as last year which will enable a comparison to be made)
- For 2023/24 there will be an external governance review – see item 2.4 below.

Governors discussed:

- A minor change to the possible responses on question 6 for senior management

Action 1: Sam Samuels

The Committee:

- ***Noted the actions arising from the 2021/22 Self-Assessment***
- ***Approved the timeline for the 2022/23 Self-Assessment***
- ***Subject to the changes requested, approved the questions for the 2022/23 Self-Assessment***

2.3 Policy and Procedures for Governor Recruitment and Reappointment (previously circulated as Paper 2.3)

The Head of Governance has undertaken a detailed review of the policy by referring to the responsibilities set out in the Instrument and Articles of Government, the Standing Orders and by researching current good practice. The policy was last reviewed in 2008.

Governors discussed:

- To avoid duplication, when referring to the term of office for independent governors, the policy refers to Standing Orders where the criteria is described in detail.

The Committee reviewed the Policy and Procedures for Governor Recruitment and Reappointment and recommended it to the Board for approval.

2.4 External Governance Review (previously circulated as Paper 2.4)

The Committee was reminded that:

- It is a requirement of The Skills and Post 16 Education Act 2022 that an external review is carried out every three years and that the first review is to be completed by July 2024.
- The Board agreed at the meeting on 13th July 2022 to give delegated authority to S&G Committee and the Head of Governance to commission a provider.

Evaluation of suppliers

Following an evaluation, the recommendation is to commission Pauline Odulinski to carry out the external governance review in Spring 2024.

The Committee reviewed the other options and agreed with the recommendation.

The Committee:

- ***Agreed to appoint Pauline Odulinski to carry out the external review in the Spring 2024***

2.5 AoC Code of Governance (previously circulated as Paper 2.5)

2022/23 Reporting Year

The Committee was reminded that:

- The FE Code of Governance for English Colleges (the Code) is a voluntary Code of Practice containing 'must' and 'should' statements. The Board must report compliance in its annual Statement of Corporate Governance and Internal Control (which forms part of the Financial Statements which are published on the College website).
- The Board agreed to adopt an updated version of the Code (revised in 2021) for the 2022/23 reporting period.
- An assessment against the Code will be brought to the Committee in the autumn 2023.

2023/24 Reporting Year

The Committee was advised that:

- The AoC and the National Chairs' Council are widely consulting on a new draft Code (closing date of consultation was 6th April 2023).
- The sector feels that as the current Code has become too long, duplicates statements in other documents (e.g., Instrument and Articles, Audit Code of Practice and DfE Guidance), it needs to be revised and condensed.
- Since the code was last issued, there has been several changes (e.g., ONS Reclassification, Meeting Local Needs, LSIPs, External Governance Reviews, FE & Sixth Form College Governance Guide) which are not reflected in the Code.
- The new Code:
 - Proposes 6 principles instead of the current 10.
 - Links to other documents (does not replicate)
 - Is to be embraced by the whole organisation and is not just a tool for Governance Professionals.
 - Brings together processes, relationships, behaviours, and structure.
 - Avoids complexity and provides flexibility.

- It is intended that the new Code will be published in the summer term of 2023 and adopted by Boards by the end of July 2023 to apply for 2023/24 reporting year.

Governors discussed:

- The new Code will contain sections on EDI and Sustainability. It is expected that there will be additional stand-alone guidance underpinning all the sections.
- The Committee will review the new Code when the final version becomes available and make a recommendation to the Board to adopt (or not) for 2023/24.

The Committee noted the proposed changes to the AoC Code of Governance.

2.6 Governor Role Descriptions *(previously circulated as Paper 2.6)*

The Head of Governance and Governance Partner has reviewed all role descriptions by referring to the responsibilities set out in the latest version of FE Code of Good Governance for English Colleges, resources from the Careers and Enterprise Company, Governance4FE and input from Group Director: Inclusion.

Governors discussed:

- The Governance Partner will confirm the time commitment for the Safeguarding and SEND Link Governor roles and update the role descriptions accordingly.
- The Governance Partner will review the statement 'Governors are also Charity Trustees' in the Student Governor Role Description and if necessary, seek legal advice.¹

The Committee reviewed the following Role Descriptions and subject to the feedback given at this meeting, recommended these to the Board for approval:

- ***Link Governor: Careers***
- ***Link Governor: Safeguarding & Prevent***
- ***Link Governor: SEND***
- ***Chair / Vice-Chair of Governors***
- ***Independent Governor***
- ***Staff Governor***
- ***Student Governor***
- ***Link Governor: Governor Mentor***

2.7 Policies, Procedures, Protocols *(previously circulated as Paper 2.7A and 2.7B)*

Independent Professional Advice

The policy has been updated to reflect the increase in legal costs and compliance with the Colleges Financial Regulations.

Meeting Protocols

The policy has been updated to reflect best practice for hybrid meetings.

The Committee reviewed the changes and recommended to the Board for approval:

¹ Subsequent advice from Eversheds Sutherland (16/5/23) is that as the charity in question is a College Corporation, the statement on Student Governors being Charity Trustees is correct.

- ***The Board of Governors Policy and Procedures for obtaining independent professional advice for Board Members***
- ***The Governors Protocols for Meetings***

3.0 CONSENT AGENDA

3.1 Minutes of the Last Meeting(s)

The minutes of the meetings held on 26th October 2022, 8th November 2022 and 28th March 2023, were approved as an accurate record of the meetings.

3.2 Board Standing Orders *(previously circulated as Paper 3.2)*

Section 4 of the Standing Orders has been updated to reflect changes to the Governance Attendance Policy and Procedures approved by the Board at the meeting on 8th February 2023.

The Committee reviewed the changes to the Board Standing Orders

NEXT MEETING: 14th June 2023



Approved 14 June 2023
Chair of Search and Governance Committee – Ruby Parmar

Matters arising:

Date	Actions Arising	Action Owner	Current Status
8/11/22	Amend Governor Engagement / Attendance policies in line with the feedback and circulate to governors highlighting the changes.	KB SS	Complete Board approved 14/12/22. Reminder of key headlines sent 5/2/23
26/10/22	a) Circulate the Chair of Governors role description to the Committee b) Succession planning to be a standing agenda item for S&G	SS	a) Complete b) Complete – item 2.1 above
	Clarify the early retirement position with CP, AC and DM	SS / KB	Complete – item 2.1 above
	Follow up the leads for a governor with HE expertise.	SS	Complete – item 2.1 above
	Agree a retirement date before the end of this cycle with PC and GT & seek their assistance with succession planning from their professional networks (legal expertise).	SS / KB	Complete – item 2.1 above
	Discuss Fellows and Friends of the College at the November Board meeting.	SS	Complete - Not discussed by Board but the College has organised an event in January 2023.
	The Chair of Governors to seek further feedback at the November Board meeting re Board engagement with strategy	SS (Board agenda)	Complete – discussion at Board meeting on 14/12/22
	CoG to discuss low attendance with a governor to see if they require support to improve attendance.	SS (raise with CoG)	Superseded by discussion at Board meeting on 14/12/22. Revised attendance policy. Also included in 2.1