

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

**Minutes of the meeting held on Wednesday 26th October 2022, MS Teams,
17:00 – 18:34**

Committee Members	Attendance Record 2022/23	Present at this meeting
Sally Alexander	2 of 2	Sally Alexander
Ruby Parmar	2 of 2	Ruby Parmar
Ian Revell	2 of 2	Ian Revell
Manish Verma	0 of 2	Sent apologies
Total Percentage attendance (this meeting)	75%	3/4
Total percentage attendance (year to date)	75%	6/8

In attendance: Sam Samuels, Natalie Malena-Bangs (Judicium Clerk)

1.0 PROCEDURAL

1.1 Welcome

The Chair welcomed all and Ian Revell as a new Committee member. Apologies were accepted and received from Manish Verma and Karen Brown.

1.2 Declaration Of Interests:

There were no declarations of interests previously declared.

1.3 Ratify the election of Ruby Parmar as Committee Chair and Manish Verma as Vice-Chair (agreed by email)

The election of Ruby Parmar (RP) as Committee Chair and Manish Verma (MV) as Vice-Chair was ratified (previously agreed by email).

2.0 BOARD EFFECTIVENESS AND PERFORMANCE

2.1 Board Composition (previously circulated as Paper 2.1A)

There was a change to the order of business.

c) Interview (*previously circulated as Confidential Paper 2.1B*)

A candidate attended for an interview (minuted as confidential).

The candidate was thanked for attending and left at 17.30

a) Current composition / Diversity and skills / Committee membership / Succession planning

Sam Samuels referred governors to paper 2.1A and highlighted:

Five governors (who are chairs) are approaching the end of their terms of office:

- Peter Cox and Gwynneth Tan complete their third term of office in July 2023.
- Charlynn Pullen, Alan Cook and David Meadowcroft have indicated that they may retire early in July 2023

The retirement of these five governors will represent a significant loss of experience / expertise. If the Chair of Governors is retiring early in July 2023 (his current term ends March 2024), then a Chair Designate should be appointed in Spring 2023 (the appointment of the Chair is a responsibility of this Committee).

A senior member of the prison service, who would provide a valuable strategic insight, is interested in joining the Board when he steps down from his current role.

Governors asked questions:

Will the governor appointed following the interview on 17th October, and the candidate being interviewed today, fill these gaps?

No, these retirements will create new skills gaps; succession planning is a priority for this Committee.

Have Peter Cox and Gwynneth Tan expressed any desire to stay on the Board?

No. and it is not good practice to appoint for a fourth term of office (although the Board's Standing Orders allows for this in exceptional circumstances).

Is there an Advisory Group in which retiring governors could continue to offer advice?

Co-opting retiring governors to a Committee could be an option.

The College has an active list of 'Fellows' and 'Friends of the College' which includes former governors.

What is the minimum and maximum number of Governors on the Board?

Total membership of the Board is 'up to 19' including 'between 9 and 14' Independent Members.' In addition, the Standing Orders allows for an additional 2 independent members who may be appointed for succession planning purposes.

There are currently 14 Independent Members and the candidate being interviewed today could take the number of independent members to 15 (with 5 potentially retiring in July 2023).

Where are the current skills gaps?

The skills analysis (included in Paper 2.1A) indicates there are current gaps in:

- Education (14-19 and apprenticeships and HE)
- SEND, safeguarding & prevent

Is there a job specification for the role of the chair?

Yes, which can be circulated to this Committee. Succession planning will be a standing agenda item this cycle.

Action 1: Sam Samuels

Following further discussion the following actions were agreed:

Clarify the early retirement position with Charlynn Pullen, Alan Cook and David Meadowcroft

Action 2: Karen Brown / Sam Samuels

Follow up the leads for a governor with HE expertise

Action 3: Sam Samuels

Agree a retirement date before the end of this cycle with Peter Cox and Gwynneth Tan in accordance with the Board's Standing Orders (this is likely to be the date of the last meeting in July 2023). Seek their assistance with succession planning from their professional networks (legal expertise).

Action 4: Sam Samuels

Discuss Fellows and Friends of the College at the November Board meeting.

Action 5: Sam Samuels (Board agenda)

Student Governors

There are two Student Governor candidates who have been elected by the Student Council. Both are based at Chaffron Way and are Level 3 Study programme students in their final year at the College so will serve a one year term of office. There were no other applications.

Historically, attendance has been an issue for some Student Governors. The Head of Governance has always met with students to ensure they understand the role before applying and when they are elected, she also meets with Student Governors before Board meetings to review the papers together. Students are encouraged to attend an external development programme where they can network with other student governors.

It was suggested that Student Governors be assigned a mentor who is a Board member to offer guidance. The Head of Governance and Governance Partner will be meeting both students shortly to outline the role, responsibilities and expectations.

Governors asked questions:

Can applications be encouraged from other learners e.g. HE Students / Adults / Apprentices.

The Student Support Team advertises the role and works with the Student Council to encourage applications and the application form outlines the benefits and development opportunities. In the past, retiring Student Governors have made a video to encourage

others to apply. Recruiting student governors will be discussed with the Student Support Team to consider how more students can be encouraged to apply in future.

Do the student governors have a role to feedback to the student committee?

Yes, they are encouraged to do this (unless confidential). However although they are elected by the Student Council, they do not carry a mandate to represent the views of the Student Council and their role is to offer their personal views as a student of the College (same for staff).

b) EDI Strategy & Progress

It was noted that there are some outstanding actions which are progressing but, in the meantime, good progress has been made in meeting Board diversity targets.

The Committee:

- ***Noted the current board composition***
- ***Agreed actions relating to Board retirements***
- ***Agreed that succession planning should be a standing agenda item***

2.2 Board Self-Assessment and actions arising (*Papers previously circulated as 2.2*)

Sam Samuels referred governors to paper 2.3 and highlighted that most responses to the statements were positive i.e. ‘agree’ or ‘strongly agree’.

There was a ‘strongly disagree’ response to the statement ‘*The Board is engaged in and contributes to setting the strategic direction of the college with agreed priorities and targets.*’ As responses were anonymous, this cannot be followed up directly, but it may be a new Governor who is still learning how the Board operates, as this is an area which has been investigated and improved historically (the Board was very engaged in the strategy review in 2020/21). Governors suggested that the Chair of Governors should seek further feedback at the Board meeting on 9th November.

Action 6: Sam Samuels (Board agenda)

As a result of the feedback the following actions were proposed and agreed by the Committee:

No.	Action	Responsible
1	Remind governors of the Safeguarding report and presentation (July 2022) and 1) Repeat the question 2) Ask governors what additional assurance is needed	Governance Partner
2	Ask governors for suggested (training) topics and arrange	Governance Partner
3	Review the Link Governor process in November 2022 (add KPIs). Circulate to all governors.	Governance Partner
4	At the November Board meeting ask governors if they want to extend the length of future Board meetings	Governance Partner
5	Remind governors that there is a standing invitation for any governor to attend a meeting of a Board Committee (with the agreement of the committee chair). Also mention this at induction.	Governance Partner
6	Circulate the Governor Training Plan for 22/23 including the comprehensive EFT online training programme	Governance Partner

In the Board's Statement of Corporate Governance & Internal Control (part of the Financial Statements), Boards are required to grade themselves based on the results of the Board Self-Assessment.

Having reviewed the responses and agreed the actions, the Committee concluded that its self-assessment of governance for 2021/22 was 'good'. This is based on the criteria listed in the Ofsted Handbook i.e. the responses demonstrate that:

- Governors understand their role and carry this out effectively. They ensure that the College has a clear vision and strategy and that resources are managed well. They hold leaders to account for the quality of education and training and help to ensure continuous and sustainable improvement.
- Governors ensure that the College fulfils its legal duties and responsibilities including e.g. under the Equality Act 2010 and in relation to the 'Prevent' strategy and safeguarding.

The Committee reviewed the feedback, approved the development actions and approved the governance self-assessment grade of 'Good',

2.3 AoC FE Code of Governance (Papers previously circulated as 2.3)

2021/22 Internal review (self-assessment) (for Board assurance)

Sam Samuels reminded governors that the Board adopted the Code of Good Governance for English Colleges (the Code) at its meeting on 16th December 2016 on the recommendation of this Committee. The voluntary Code includes 'must', 'should' and 'good' practice statements. Auditors expect colleges to comply or explain and colleges are required to report in the Statement of Corporate Governance & Internal Control (in the Financial Statements) whether the Board has adopted / complied with the Code. The aim of the Code is to help Boards meet and exceed basic governance requirements, by setting out principles and practices.

The Committee reviewed the self-assessment for 2021/22 and noted that the Board is fully compliant with the Code although there are areas where good practice could be extended.

2022/23

At the Board meeting on 13th July 2022, and on the recommendation of this Committee, the Board agreed to adopt an updated version of the Code (dated 2021) from 1st August 2022 (i.e. the Board will need to report against the 2021 Code in the 2022/23 Financial Statements). At the next meeting on 8th November, there will be a self-assessment against the 2021 Code.

The Committee reviewed the self-assessment against the FE Code of Good Governance for English Colleges and agreed that the Board was compliant in all areas in 2021/22.

2.4 Board Training & Development (Papers previously circulated as 2.4)

Sam Samuels explained that:

a) 2021/22 Training Record

The FE Code of Governance states that Board members should regularly refresh their skills and knowledge through developmental activities and ensure that individually and collectively they have sufficient understanding of the work of the College to be able to engage fully in the affairs of the Board. Training and

Development is reported in the Board's Statement of Corporate Governance and Internal Control.

The record of training and development activity is evidence that governors have carried out a wide range of training including workplace training and professional CPD which is relevant their governor role.

b) Governors' Training Plan 2022/23

The plan, which has been updated for 2022/23, includes mandatory training and recommended development programmes and events, ongoing activities, and induction training. Training is also being continually reviewed and new training is added, e.g. ETF (Education Training Foundation) Governance Programme.

The Committee reviewed the Training Plan and recommended this to the Board for approval

3.0 CONSENT AGENDA

Consent items are not usually discussed however on this occasion, the Committee Chair invited questions:

3.1 Attendance Analysis 2021/22 (*Paper previously circulated as 3.1*)

Is there a trigger point where the Board should arrange a meeting with a governor whose attendance is poor?

Yes, the Attendance Policy states that overall attendance (including committees) below 60% would lead to a discussion with the Chair. Attendance is a consideration when considering re-appointments. When governors meet with the Chair or Vice-Chair for their biennial review, attendance is a discussion item.

Do the absences relate to an academic cycle or a rolling 12-month period?

This is the data for the 2021/22 academic year.

Are there rules relating to attendance without giving apologies?

Yes, the Attendance Policy reflects the statutory duty (Section 10(2)b of the Instrument of Government) i.e. if any governor has been absent from meetings of the Corporation for a period longer than six consecutive months, without the permission of the Corporation, the Corporation may by notice in writing to that governor, remove him / her from office.

Governors noted that one governor had 50% attendance at Board meetings (3 of 6) but 75% attendance (3 of 4) at Committee meetings i.e. overall attendance 60%. Governors requested that the Chair of Governors discusses with this individual if any support could be given to improve Board attendance.

Action 7: Sam Samuels (raise with Chair of Governors)

The Committee reviewed the attendance levels for 2021/22 which will be published in the Statement of Corporate Governance and Internal Control (Financial Statements)

3.2 Review of confidential Board and Committee minutes (*Paper previously circulated as 3.2*)

If an item is considered to no longer be confidential, can the minutes be released / published on the College website?

Yes, however this report recommends all items remain confidential.

Does it clearly show if there is anything in the minutes that should not be made public?

Yes, the reasons why discussions are confidential are categorised and minuted separately.

Is any of this covered by Freedom of Information (FOI)?

Yes, unless exceptions apply.

The Committee approved the review of confidential minutes

3.3 Declarations of Interest / Conflicts Policy (*Paper previously circulated as 3.3*)

The Committee:

- ***Noted that all governors have 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 ToR 2022/23 (*Paper previously circulated as 3.4*)

The Committee reviewed its ToR and recommended these to the Board for approval

3.5 Minutes of the last meeting (7th July 2022) (*Paper previously circulated as 3.5*) Matters arising

See below

The Committee approved the minutes of meeting held on 7th July 2022 (minutes of 18th October 2022 were deferred to the next meeting)

4.0 GOVERNANCE

Items for the Next Meeting

- FE Code of Governance 22/23
- Scheme of Delegation
- S&G Annual Report
- Attendance Policy
- Governor Engagement Policy (Link Governor Process)

4.1 NEXT MEETING

NEXT MEETING: 8th November 2022



Approved 8 November 2022
Chair of Search and Governance Committee – Ruby Parmar

Date	Actions Arising	Action Owner	Current Status
7 th July 2022	Student elections to fill 2 vacancies	SS	Carry forward - in progress
	Recommend re-appointments to the Board for approval	FC	Complete - approved by Board 22 nd July 2022
	Fill vacancies for CQG chair / Remuneration Committee / Finance Group	SS	Complete
	Extend current Chair's term of office as Chair to March 2024	FC	Complete - approved by Board on 22 nd July 2022
	Recommend Alan Cook as Vice Chair for 1 year	FC	Complete - approved by Board on 22 nd July 2022
	Recruit an EDI link governor	SS	Complete (Sufian Sadiq)
	Engage a third-party provider to undertake an external review of Governance	SS	Carry forward to April meeting
	Board approval to adopt the revised Code from 1 st Aug 2022	FC	Complete - approved by Board on 22 nd July 2022
	ETF Governance Development Programme, sign up governors and ELT members	SS	Complete - access to training arranged Sept 22
	Circulate S&G meetings dates	SS	Complete Invitations sent