MILTON KEYNES COLLEGE
SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting held on 16th November 2020, MS Teams, 17:00 – 18:00

Committee Members	Attendance Record 2020/21	Present at this meeting
Julie Mills	1 of 1	Julie Mills
Charlynne Pullen	1 of 1	Charlynne 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: Imelda Galvin (in part), Alex Warner (in part), Karen Brown

PROCEDURAL

1.1   Stephen Norrish was elected as Committee Chair for 2020/21

1.2   There were no apologies as everyone was present. Alex Warner and Imelda Galvin were welcomed to the meeting

1.3   Declaration of Interests relating to agenda items: none

BOARD PERFORMANCE & EFFECTIVENESS

2.1   **Board composition**

Board Membership

Membership of the Board is 'up to 19' including 'between 9 and 14' Independent Members. In addition, the Standing Orders allows for two additional Independent Members to be appointed for succession planning. Following the resignation of an independent member (who has moved out of the area), there are currently 13 Independent Members.

There is one Student Governor[1] and no Staff Governor vacancies.

d)   IoT Governance Model and APSG Terms of Reference *(Paper 2.1B)*
The draft Terms of Reference for the IoT Anchor Partner Strategy Group (APSG) sets out the responsibilities for this phase of the IoT (and Annex 1 of the document references the three phases). Ruby Parmar and Julie Mills represent the Board / College on the APSG.

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[1] Subsequently filled

On execution of the Licence (to operate), Capital Funding Agreement and accompanying legal documents, the IoT will move from phase 1 (pre-award) to phase 2 (transition).

During phase 2, the College Board is accountable for overall governance of the IoT. Funding for students, will be received by the College and Activate Learning (AL), and the DfE will compile and extract the KPIs based on the respective ILRs. The funding for the capital projects at Bletchley, Oxford and Reading, will come to the College as the College is managing all three projects. The College's relationship and respective roles and responsibilities with AL are articulated in three key legal agreements:

a) The Sub-Licence (in terms of AL's use of the IoT brand, and its delivery of learning for students at Oxford and Reading)
b) Operational side-letter between the College and AL (in terms of *how* IoT operations are delivered at Oxford and Reading)
c) Capital works agreement (in terms of respective roles and responsibilities with regard to the refurbishment of the Oxford and Reading sites).

Senior representatives will meet periodically to oversee operational delivery including progress against student number targets. A representative from AL attends PDMG.

There will be no IoT Board until Phase 3. Meanwhile, the IoT will report to the CEO and College Board through the Finance Group, Audit & Risk Committee, CQG and PDMG.

Phase 3 relates to the point in the future when (if) the IOT is funded directly and is operating independently as a stand-alone entity; this is not likely to happen in the next five years as it will require a change to the Government's funding policy and funding rules. Early advice from the DfE was that an independent entity would be required and consequently the College followed legal advice to set up a wholly owned subsidiary. The Code Makers Academy Limited was formed (but is currently dormant) as the DfE is no longer pushing for a separate entity. Should CMA begin to trade, directorship will be reviewed (as recommended in the FE Code of Governance).

The APSG is a strategy group for the IoT. It was previously known as the APGP (Anchor Partners Governance Group) but the terms of reference have been amended to clarify its strategic (not governance) role. Anchor Partners are permitted to have two representatives on the APSG for practical reasons i.e. a Lead and Deputy although usually just one representative attends. The CEO and Link Governor represent the College on the APSG. Anchor Partners membership is fixed but additional experts may be invited to attend meetings (from the Anchor Partner organisations and other external bodies), depending on the agenda item(s).

Activate Learning is a Delivery Partner.

The Committee gave feedback on the Terms of Reference which will be updated and recirculated.

Action 1: Karen Brown

Alex and Imelda were thanked for attending and they left the meeting.

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a) Criteria to serve 4th / 5th term of office

Independent Members are elected, usually for a three year term of office subject to a maximum three terms (usually nine years). In exceptional circumstances, members may be re-appointed for a fourth or in very exceptional circumstances, a fifth term of office.

The Committee agreed the definition of exceptional circumstances as follows: *Exceptional circumstances could include the member's particular area of skills and expertise and the specific needs of the Corporation and the College at a point in time e.g. if a member uniquely provides critical skills or input, which is not provided by another member. Very exceptional circumstances could mean that the loss of that Governor's experience and skills could create a significant risk to the College.*

This Standing Orders will be updated.

b) Board re-appointment and Succession Planning

Board re-appointment (Paper 2.1A)

One governor has completed her first term of office and applied to serve a second term. When making a recommendation on appointments and re-appointments the Board takes into account the balance of skills and experience, diversity of current members, any selection criteria agreed by the Board and the Board's strategic priorities. Three new members were appointed in 2019/20 so there is a rotation of skills.

Having reviewed the application form, previous attendance, her strong contribution at the CQG and to her Link Governor role (Active Industries and Marketing), the Committee agreed to recommend to the Board that Rebecca Carrington be appointed to serve a second term.

The Head of Governance was asked to seek approval of Rebecca's reappointment by written resolution (email) in the usual way and if approved, the letter of re-appointment should reference the perception risk as Rebecca is Principal of Arts1 with whom the College has a sub-contracting relationship.

Action 2: Karen Brown

Succession Planning

Short-term (2020/21 cycle)

Three governors complete their current terms of office in February / March 2021 and all have indicated they will be applying to serve a further term. These applications will be considered at the next meeting.

Medium Term (2-3 years)

Five governors are due to complete their third / fourth terms between October 2021 and March 2024). This includes the Chair of Governors and four Committee Chairs. Succession planning will be a priority for this Committee.

Areas to explore when succession planning:
- Women Leadership Networks / Women On Boards
- Governors in other parts of the country who could join meetings by MS Teams (or similar) e.g. a College Principal
- BAME communities

When succession planning, potential governors can be tested through co-option to a committee.

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c) Committees and Board re-appointment and Succession Planning

There are no current vacancies. There have been some changes to link governor roles this cycle.

e) Skills, Diversity and Disabilities

As requested at the last meeting, members were surveyed on gender, ethnicity and disability / health conditions.

When considering the diversity profile of independent members, there are some imbalances:
- BAME: the profile is 23% BAME compared to the student profile of c33%
- Gender: 9 (62%) are male and 5 (36%) are female
- No governors declared a health condition

The Board has a good range of skills and there are no identified gaps however skills will be reviewed in the context of the concurrent strategic review.

The College has appointed a new Equality, Diversity and Inclusion Manager who is developing strong networks in MK; Arvind is looking forward to working with this Committee to support governor recruitment and will attend the next meeting.

f) Board self-assessment (progress in implementing actions)

At the last meeting, governors reviewed the responses to the self-assessment questionnaire and agreed actions. The Committee reviewed progress against the actions and noted that good progress has been made.

Three members of the ELT gave feedback on their perception of Board effectiveness. Most governors have now met with the Chair or Vice-Chair for their reviews and the Head of Governance was asked to seek feedback from the Chair / Vice-Chair on any emerging themes.

Action 3: Karen Brown

g) AoC Governance Conference October 2020

Charlynne Pullen and Karen Brown gave feedback from the recent AoC online governance conference. The links to the online sessions have been shared with the Board and the 'Teaching, Learning & Governance' session was discussed with the CQG. After attending the conference, Charlynne shared some insights to inform the strategic review.

The Committee:
a) Approved the criteria to serve a fourth or fifth term (amendment to the Standing Orders).
b) Noted the Board composition and recommended to the Board that Rebecca Carrington is appointed to serve a second term (Nov 2020 – Nov 2023)
c) Noted committee membership
d) Approved the IoT governance model and the ToR for the APSG
e) Noted the skills and diversity analysis and agreed to focus on improving diversity of the Board (independent members)
f) Noted progress in implementing actions arising from the Board self-assessment.
g) Noted the feedback from the AoC Governance Conference

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2.2   Board Development & Training *(Paper 2.2)*

a) Record of Training 2019/20

The FE Code of Governance states that Board members should:
- Regularly refresh their skills and knowledge through developmental activities and briefings funded by the College
- Ensure that individually and collectively they have, or acquire, sufficient understanding of the work of the College and the educational landscape to be able to engage fully in the affairs of the Board.

The Committee reviewed the training records for 2019/20 which demonstrates that governors have carried out a wide range of training including workplace training and relevant professional CPD. Link governor visits have also provided a good opportunity to increase understanding of teaching learning & assessment and financial management (strategic priorities 1 and 2).

b) Induction & Training for Governors - Policy & Procedures

The policy and procedures for governor training and development have been updated. This document will be an annex to the Board's Standing Orders.

c) Governors Training & Induction Plan 2020/21

This Committee has previously resolved that governors should complete training every three years as a minimum (on appointment and reappointment) on SEND, Safeguarding, Prevent, Equality and Diversity, Data Security and Health & Safety.

There are Board development session on SEND, Safeguarding, Prevent and Equality and Diversity, led by senior college leads, and in addition, the ETF (Education & Training Foundation) offers online training.

The College provides online training for staff on Data Security and Health & Safety and for the time being, this is the default training for governors (unless they can confirm that they have conducted alternative training in these topics e.g. professional CPD). There is currently no training specifically for governors on data security and Health & safety.

Table 1: Board of Governors mandatory training

Topic	Training options
SEND	Board Development topic (annually)
Safeguarding & Prevent	Board Development topic (annually) ETF Safeguarding Modules
Prevent	Board Development topic (annually) ETF Safeguarding Modules
Equality & Diversity	Board Development topic (annually)
Data Security	College online training or professional CPD
Health & Safety	College online training or professional CPD

A plan outlining the mandatory and optional training has been compiled. This includes an induction plan for new governors, the ETF Governance Programme and webinars being offered by the AoC on a range of topics (live or recorded). This plan brings together all known training and will be reviewed annually. In the meantime, further training opportunities will be circulated when known.

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The plan distinguishes between essential and desirable training. The plan will be circulated to governors.

Action 4: Karen Brown

The Committee:
- ***Noted the Governors' Training Record for 2019/20***
- ***Approved the training and development annex to the Standing Orders***
- ***Approved the training plan for 2020/21***

CONSENT AGENDA

3.1   Governors' Attendance 2019/20 *(Paper 3.1)*

- Overall attendance was 87% (82% in 2018/29). This is 3 percentage point higher than the average attendance at 95 colleges.
- Board attendance was 91% (78%). 80% is regarded as good / very good.
- Committee attendance ranged from 100% (S&G) to 72% (FinG)
- 8 (7) governors had 100% attendance
- No governors had had attendance below 60%.

The Committee noted the attendance analysis

3.2   FE Code of Governance *(Paper 3.1)*

The Committee approved the self-assessment and agreed that the Board was compliant

3.3   Review of Confidential Board and Committee Minutes *(Paper 3.3)*
The Committee reviewed the confidential minutes from 2019/20 and determined that these should remain confidential indefinitely for commercial reasons.

3.4   Committee Annual Report 2019/20 (draft) and Terms of Reference for 2020/21 *(Paper 3.4)*

The Committee requested a sentence be added about succession planning

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

3.5   Declarations of Interest / Eligibility Statements

The Committee noted that all governors have completed their annual declarations *including eligibility to serve as a Trustee.*

3.5   Minutes of the last meeting held on 9th June 2020

The Committee approved the minutes of the meeting held on 9th June 2020

No.	Action arising 9th June 2020	Action Owner	Current status
1	Ask the 4 governors approaching the end of their current term if they wish to apply to serve a further term	KB	Complete – agenda item 2.1
2	Draft criteria for serving a 4th / 5th term	KB	Complete – agenda item 2.1

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3	Follow up 2 BAME Leads	SN / JM	Complete (but the individual is fully committed currently)
4	Survey Independent Members on equality and diversity and consider a strategy at the next meeting	KB	Complete – agenda item 2.1
5	Research options for governor training	KB	Complete – agenda item 2.2
6	Circulate an anonymised copy of the governors' self-assessment survey, with comments and actions, to the Board for information	KB	Complete
7	Seek feedback from the ELT on the effectiveness of governance (to be discussed at the next meeting).	KB	Complete – agenda item 2.1

ANY OTHER BUSINESS

4.1   Board and Committee Meetings

For the time being, Board and Committee meetings will continue to take place via MS Teams. When it is safe to do so, a blend of face to face and online meetings will resume.

NEXT MEETING: 15th February 2021

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