

## MILTON KEYNES COLLEGE

### SEARCH & GOVERNANCE COMMITTEE (S&G)

Draft Minutes of the meeting held on Wednesday 4<sup>th</sup> July 2023, MS Teams,  
16:00 – 17:00

Committee Members	Attendance Record 2022/23	Present at this meeting
Sally Alexander	8 of 8	Sally Alexander
Ruby Parmar (Chair)	4 of 6	Sent apologies
Ian Revell	8 of 8	Ian Revell
Manish Verma	6 of 8	Manish Verma
<b>Total Percentage attendance (this meeting)</b>	<b>75%</b>	3/4
<b>Total percentage attendance (year to date)</b>	<b>87%</b>	26 / 30

In attendance: Sam Samuels

#### 1.0 PROCEDURAL

##### 1.1 Welcome and Apologies

Ian Revell chaired the meeting and welcomed everyone.  
Apologies were received from Ruby Parmar and Karen Brown.

##### 1.2 Declaration Of Interests:

None previously declared.

#### 2.0 BOARD EFFECTIVENESS AND PERFORMANCE

Samantha Samuels led on this item.

##### 2.1/ Board Composition / Succession Planning (previously circulated as Papers 2.1 and Confidential 2.1A)

###### Board Composition

Independent Governors

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 14 Independent Members as Sufian Sadiq resigned from the Board in June (but will continue as a co-opted member of the CQG).

Peter Cox, Gwynneth Tan, Charlynn Pullen will be retiring from the Board in July (Peter Cox will continue as a co-opted member of CPMG) which will create three vacancies. In addition, David Meadowcroft will be retiring in December 2023.

Amit Nayyar and Leroi Henry have been appointed to the Board from 1<sup>st</sup> August. With the three retirements and two new appointments, membership will be 13 as of 1<sup>st</sup> August 2023.

Staff and Student Governors

Kaye Dwight (Staff Governor) will be stepping down from July 2023 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.

## **Succession Planning**

When considering appointments and reappointments, the Committee takes account of the skills and experience of existing Members (and any gaps), any selection criteria agreed by the Board, skills required to deliver the strategic plan and the diversity targets. For re-appointments, the Committee also considers the governor's contribution and attendance record and the balance between retaining skills and experience versus recruiting fresh ideas.

### Skills and Diversity

With the forthcoming retirements:

- Skills gaps include:
  - Education & Skills: 14-19 / Education & Skills: Apprenticeships / Teaching Learning & Assessment / Marketing & PR / Local Skills Needs.
- Diversity of the Board
  - Currently females are underrepresented. From Aug 2023 the Board composition will consist of 10 (77%) males and 3 (23%) 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 Remuneration, Chair of CPMG, Chair of S&G and Chair of CQG.

Sam Samuels referred governors to Annex 3 of paper 2.1 and requested governors to review the notional 'Target Mean Scores' at the next meeting to confirm if they are still appropriate in the context of the Strategic Pan.

**Action 1: Sam Samuels**

### Board appointments

One candidate attended this meeting for an interview who had previously met informally with Sally Alexander and Karen Brown. The Committee had received a copy of their application form, skills self-assessment and EDI monitoring form.

The candidate answered the Committee's questions and confirmed their time availability for the role including Board meetings, Committee meetings and link governor visits.

The candidate has skills which align to current gaps and knowledge of local employer needs.

After they had left, the Committee made a collective decision, based on pre-determined criteria, and agreed unanimously to recommend that Tom Wraight be appointed to the

Board from 1<sup>st</sup> August 2023 for a three-year term. Committee membership will be discussed with him. (The discussion is minuted as confidential.)

The Committee also recommended that Tom meet with Ruby Parmar (Chair of Search & Governance Committee and Chair Elect) to discuss the expectations of the role.<sup>1</sup>

The recommendation will be made to the Board by written resolution and ratified at the Board meeting on 12<sup>th</sup> July.

**Action 2: Sam Samuels**

As Tom's employers work with the College, confirmation will be sought from the auditors on whether a related party disclosure is required.

**Action 3: Karen Brown**

### Membership of Committees and Scrutiny Groups / Link Governors

Sam Samuels highlighted the proposed amendments to committee vacancies:

- Amit Nayyar to be invited to join Audit & Risk Committee
- Leroi Henry and Tom Wraight to be invited to join CQG
- Amit Nayyar and Angela Novell to be invited to join Remuneration Committee
- Vacancies in link governor areas to be reviewed by Head of Governance

Peter Cox and Sufian Sadiq will be co-opted members of CPMG and CQG respectively from 1<sup>st</sup> August 2023.

Link Governor relationships to be reviewed.

#### ***The Committee:***

- ***Noted the Board current composition, committee membership, skills, and diversity***
- ***Agreed to the proposed changes to committee membership for Audit & Risk, CQG and Remuneration***
- ***Recommended to the Board that:***
  - ***Tom Wraight be appointed to the Board (for a three-year term of office subject to a satisfactory DBS check) from 1<sup>st</sup> August 2023***

## **2.2 AOC Code of Governance (included in paper 2.2)**

AS there has been no information published on the proposed changes to the Code (which are intended to take effect from 1<sup>st</sup> August 2023), the Committee agreed to convene an additional meeting in September.

**Action 4: Sam Samuels**

***The Committee noted the update on the AOC Code of Governance***

## **3.0 CONSENT AGENDA**

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<sup>1</sup> Ruby met with Tom via Teams on 6<sup>th</sup> July after which Ruby confirmed her support to the Committee's recommendation.

**3.1 Minutes of the Last Meeting(s)** (*previously circulated as Paper 3.1A and Confidential 3.1B*)

Matters arising – None

***The minutes of the meetings held on 14<sup>th</sup> June 2023 were approved as an accurate record of the meetings.***

**NEXT MEETING: 31<sup>st</sup> October 2023 (additional meeting to be arranged in September 2023)**



Approved 31 October 2023  
Chair of Search and Governance Committee – Ruby Parmar

