MILTON KEYNES COLLEGE

SEARCH & GOVERNANCE COMMITTEE (S&G)

Draft Minutes of the meeting held on Tuesday 12th March 2024, MS Teams, 16:00 – 17:20

Committee Members	Attendance Record 2023/24	Present at this meeting
Sally Alexander Ruby Parmar Ian Revell (Chair) Manish Verma	2 of 2 1 of 2 2 of 2 1 of 2	Sally Alexander Ruby Parmar Ian Revell
Total Percentage attendance (this meeting)	**75%**	3/4
Total percentage attendance (year to date)	**75%**	6/8

In attendance: Karen Brown (Head of Governance), Sam Samuels (Governance Partner), Pauline Odulinski, Consultant

1.0   PROCEDURAL

1.1   Welcome and Apologies
Ian Revell welcomed everyone to the meeting. Pauline Odulinski was attending to observe the meeting and to provide an interim update on the External Governance Review.

1.2   Declaration Of Interests:
None previously declared.

2.0   BOARD EFFECTIVENESS AND PERFORMANCE

Karen Brown and Sam Samuels led on these items.

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

Board Composition

Independent Governors

Membership of the Board includes 'up to 14' Independent Members. In addition, the Standing Orders allows for two additional Independent Members to be appointed for succession planning. There are currently 12 Independent Members.

Skills and Diversity

There is one area where there is a skills gap: Education & Skills: 14-19.

A candidate with FE Experience is interested in joining the Board from August and another, who is an Ofsted Inspector, is interested in being co-opted to the CQG. Both will be meeting informally with the CEO and Head of Governance which is the first stage of the recruitment process. Co-opted governors do not go through the full recruitment process but are interviewed by the Committee Chair.

Sally Alexander is also having early discussions with a prospective candidate who has extensive prison experience.

Females are underrepresented on the Board. Of the 12 Independent Governors, 10 are male and 2 are female. Ethnicity and Disability numbers are on target.

Recruiting females with education experience is an immediate priority.

Alan Cook and Ian Revell complete their current terms in July and have indicated they will be applying to serve a further year / term respectively.

Competency Framework *(Annex 1)*

The ETF (Education & Training Foundation) has published a competency framework for Governors This voluntary framework is designed to generate an understanding of the requirements of good governance and to support the embedding of effective practice and to encourage increased reflection on individual and collective board performance and impact.

The competency framework should complement (but not replace) other resources such as the Skills self-assessment, Code of Governance, Governance Reviews and annual self-assessments however, it can offer a different view of gaps and Board development needs.

The Committee agreed that Independent Governors should be asked to complete the self-assessment of competencies prior to the June meeting.

Action1: Karen Brown

Mandatory Training

Governors complete the College's online training every three years (annually and on reappointment). The Committee discussed that, given its importance, governors should annually complete online Safeguarding & Prevent training (alternating between College and ETF online modules). The DSL (Designated Safeguarding Lead) will continue to offer training and awareness through the Board's cycle of meetings.

The Board's Training Policy and Plan will be updated accordingly.

Action 2: Karen Brown

Corporate Governance Internal Audit *(previously circulated as Paper 2.1A)*

The audit opinion was 'satisfactory assurance' (which is the highest level. There was one low priority recommendation relating to confirmation that governors have read the Whistleblowing and Anti-Fraud policies. The audit report will be presented to the Audit & Risk Committee on 11 April.

Board Development Plan *(Annex 2)*

The Committee reviewed the plan which will be updated after the External Governance Review (item 2.3 below) (including any new actions).

The Committee agreed that the Board should complete the annual self-assessment in the summer (even though this is not essential in a year where there has been an External Governance Review).

The Committee:
- ***Noted the Board current composition, committee membership, skills, and diversity.***
- ***Agreed to trial the competency frameworks with independent governors***
- ***Agreed that safeguarding and prevent online training should be completed annually by governors.***

2.2   Increasing accessibility and confidentiality of Board papers / Governor Access to College Systems *(previously circulated as Paper 2.2)*

The Committee discussed confidentiality and accessibility of Board papers (which is a Board development item). The College's preference is for governors to have a single point of sign-in i.e. a College email / personal password which allows access to all College systems including Email, Sharepoint (for accessing and storing Board papers) and DeltaNet (for mandatory training). There are challenges in that governors will need to ensure that security features on their device are regularly updated otherwise the College security measures will block access. One solution to these challenges may be to loan governors a College device.

Two options are being explored which have both advantages and disadvantages:

1. Mandatory use of college email / college systems

2. The use of an external Board portal for accessing and storing Board papers.

The Committee agreed that the options should be explored further, and an options appraisal and recommendation be brought to the June meeting.

Action 3: Sam Samuels / Karen Brown

The Committee discussed accessibility and confidentiality of Board papers

2.3   External Governance Review

 Pauline Odulinski, who has been carrying out the review, gave an interim update on her findings and recommendations.

The report finds that governance is strong and effective, but she will be making some added-value suggestions to enhance processes to build on current good practice.

In addition, there will be three formal recommendations:
1. To develop an employee life-cycle for Senior Post-Holders Senior Post-Holders, including appraisals.
2. To take a longer term view of Board succession planning
3. To develop a Board Stakeholder Engagement Strategy (possibly linked to the Link Governor Scheme).

More detail will be discussed when the formal report is presented to this Committee on 15th April. Pauline will also present her findings and take questions at the Board Awayday on 1st May.

 A summary of the final report will be published on the College website which will include the three formal recommendations (but not the suggested enhancements).

The Committee noted the interim update on the External Governance Review

3.0 CONSENT AGENDA

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

3.1 Minutes of the Last Meeting held on 31 October 2023 *(previously circulated as Paper 3.1)*

Matters arising – see below

The Committee approved the minutes of the meeting held on 31 October 2023.

4.0 GOVERNANCE

4.1 Items for the next meeting are:
- Board Development Plan / EGR Action Plan
- Board Composition / Succession Planning / Board reappointments.
- Confidentiality and Access to Board Papers
- Access to College & Corporation Information Policy
- Plan for Board biennial reviews / self-assessment
- Terms of Reference 2024/25
- Committee Business Plan 2024/25
- Election of Vice-Chair(s) for 2024/25

NEXT MEETING: 15th April 2024 (EGR single item) / 11th June 2024

Date	Actions Arising	Action Owner	Current Status
31 October 2023	Commence the process to elect a second Vice-Chair	KB	Complete (MG elected)
	Circulate the 23/24 Training Plan	SS	Complete
	Communicate changes to the Link Governor process to College Leads and Link Governors	SS	Complete
	Confidential minutes – release the confidential minutes of 14.12.22 re Red Bull	SS	Complete
4 July 2023	Seek clarification from the auditors on whether a related party disclosure is required for Tom Wraight	KB	Complete (it was not a RPT for disclosure)

Approved 15 April 2024
Chair of Search and Governance – Ian Revell