

## MILTON KEYNES COLLEGE

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

Draft Minutes of the meeting held on Wednesday 3 July 2024,  
Room 2, Chaffron Centre  
17:30 – 19:30

Committee Members	Attendance Record 2023/24	Present at this meeting
Sally Alexander Ruby Parmar Ian Revell (Chair) Manish Verma	4 of 4 2 of 4 4 of 4 2 of 4	Sally Alexander Sent apologies Ian Revell Manish Verma
<b>Total Percentage attendance (this meeting)</b>	<b>75%</b>	3/4
<b>Total percentage attendance (year to date)</b>	<b>75%</b>	12/16

**In attendance:** Karen Brown (Head of Governance)

#### 1.0 PROCEDURAL

##### 1.1 Welcome and Apologies

Ian Revell welcomed everyone to the meeting. Apologies had been received from Ruby Parmar and Sam Samuels.

##### 1.2 Declaration Of Interests:

None previously declared.

#### 2.0 BOARD EFFECTIVENESS AND PERFORMANCE

##### 2.1A Board Composition and Membership *(previously circulated as Paper 2.1A)*

###### Current composition

- Board composition is between 12 and 14 Independent members (with the opportunity to recruit an additional 2 for succession planning purposes). Following the resignation of Alan Cook, there are currently 11 Independent members.
- Jay Timpany has been elected as a Staff Governor.
- Dorcas Orjo has been elected as a Student Governor and Nathan Hammond (student) has been co-opted to the CQG from 1<sup>st</sup> August 2024.

### Skills and Competencies

- With one exception, Independent Governors have completed their skills and competencies' self-assessments. These confirm that there are no current skills or competencies gaps on the Board.

### Diversity

- Females are underrepresented (when compared to targets set by the Board and sector benchmarks). ME (Minority Ethnic) and Declared Disabilities are on target.
- The Committee agreed that Women Networks should be explored and only female candidates should be considered for the remaining vacancy.

**Action 1: Karen Brown / Ruby Parmar**

### Committee Membership 2024/25

- Claire Griffin has joined CQG as a co-opted member. Peter Cox will be stepping down as a co-opted member of CPMG and a Director of MKCCL from 31<sup>st</sup> July 2024.
- There is one vacancy on the Finance Group for a governor with curriculum knowledge.

### Vice Chair(s) 2024/25

- The Committee's role is to consider nominations and make a recommendation to the Board. Mat Gotkowski and Angie Novell have been nominated as Vice-Chairs and there were no other nominations. The Vice-Chair is not a succession role (except in the year preceding the change of chair).
- The Committee agreed to recommend to the Board that Mat Gotkowski and Angie Novell be elected as joint Vice Chairs for 2024/25

### Succession Planning

- When considering appointments and reappointments, the Committee takes account of the skills and experience of existing Members (and any gaps), any selection or diversity criteria determined by the Board and skills required to deliver the strategic plan. 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.
- Adopting a longer longer-term approach to succession planning was a recommendation from the External Governance review (EGR). Succession planning will be a discussion topic at the biennial reviews this summer (see item 2.4 below), but no other action was identified at this time as there are no potential retirements until 2027 (the Chair of Governors is due to retire from the Board in January 2027, unless she serves a fourth term).

### Board Reappointment *(previously circulated as Confidential Paper 2.1B)*

- The Committee (excluding Ian Revell but including Ruby Parmar who could not attend this meeting), had previously considered, (by written resolution), Ian's application to serve a second term of office. In so doing, the Committee considered Ian's contribution to the Board and his excellent attendance record and had unanimously recommended his reappointment to the Board.
- Mat Gotkowski and Manish Verma complete their second term of office in April 2025 and are eligible to apply for a third term.

## 2.1B Board Appointment (previously circulated as Confidential Paper 2.1C)

- Lindsey Styles, who had applied to join the Board, attended for an interview having previously met with Sally Alexander and Karen Brown. The Committee had received a copy of her application form, skills self-assessment, competencies self-assessment and EDI monitoring form. Lindsey was known to Committee members from her previous role as Group Director: Inclusion at the College. Lindsey retired two years ago but had supported the College during the recent Ofsted inspection.
- Lindsey answered the Committee's questions and confirmed her time availability for the role including Board meetings, Committee meetings and link governor visits.
- After Lindsey had left, the Committee made a collective decision, based on pre-determined criteria, and agreed unanimously to recommend she be appointed to the Board from 1<sup>st</sup> August 2024 for a three-year term. Membership of the Finance Group and Link Governor: Apprenticeships are potential roles.

## 2.1D Board Appointment (previously circulated as Confidential Paper 2.1D)

- Ian Bickers, who had applied to join the Board, attended for an interview having previously met with Sally Alexander and Karen Brown. Ian has been known to Sally Alexander and Jason Mansell for many years.
- The Committee had received a copy of his application form, skills self-assessment, competencies self-assessment and EDI monitoring form. Ian retired from HMPPS and the role of Group Director for London Prisons in December following a 20-year career in senior prison roles with HMPPS and the MoJ. In his early career Ian worked in financial services and retail. Ian now runs his own consultancy business.
- Ian answered the Committee's questions and confirmed his time availability for the role including Board meetings, Committee meetings and link governor visits. He is abroad in October but willing to attend the Board meeting via Teams.
- After Ian had left, the Committee made a collective decision, based on pre-determined criteria, and agreed unanimously to recommend he be appointed to the Board from 1<sup>st</sup> August 2024 for a three-year term. Membership of the Audit & Risk Committee is a potential role.

### **The Committee:**

- **Noted the Board current composition, committee membership, skills, and diversity**
- **Approved Committee and Scrutiny Group membership for 2024/25**
- **Recommended to the Board for approval:**
  - **the re-appointment of Ian Revell to serve a second term of office**
  - **the appointment of Lindsey Styles and Ian Bickers to serve a three-year term of office (subject to a satisfactory DBS check) from 1<sup>st</sup> August 2024**
  - **the election of Mat Gotkowski and Angie Novell as joint Vice-Chairs for 2024/25**

## 2.2 Confidentiality and Accessibility of Board Papers (previously circulated as Paper 2.2)

- To meet the College's cyber plus requirements (data security), and to address issues that some governors have in accessing Board papers via Sharepoint, the Head of Governance and Governance Partner have been exploring options, with input from the College's Executive Head of IT and Data Protection Officer. Seven options were considered (summarised in paper 2.2) with the recommendation that an externally

hosted Board portal would offer the most cost-effective solution to meet the Board's needs.

- Following an evaluation of three Board portals used by other colleges, (the evaluation criteria being business needs, cost, usability, and technical requirements), the portal which scored highest was recently demonstrated to Ian Revell, Manish Verma and Sally Alexander.
- The portal will support the distribution and storage of Board papers and confidential Board correspondence (instead of emails).
- Governors will continue to be allocated a College email addresses or they can use a personal / business email address (subject to multi-factor authentication), for non-confidential information. Use of business / personal email addresses is however not encouraged as they could be subject to a FOI (freedom of information) or a DSAR (data subject access request).
- Training on the Board portal will be available to governors if required.
- The cost has been included in the 2024/25 budget.

The Committee requested that a weblink be circulated to governors to check they can access the portal before committing to the purchase.

**Action 2: Karen Brown / Sam Samuels by end of July**

***The Committee agreed to recommend to the Board for approval:***

- ***The implementation of a Board Portal (TeamEngine) subject to action 2.***
- ***That College emails are used for non-confidential correspondence (although personal emails may be used if this is not practical)***

### **2.3 Board Effectiveness: External Governance Review Follow-Up Actions** *(previously circulated as Paper 2.3)*

- Good progress has been made with the three formal recommendations from the External Governance Review (EGR)
  - 1. Formalise the appraisal process for all Senior Post Holders (SPHs)**

A formal appraisal process for senior post holders will be implemented immediately on a trial basis and will be reported to the RemCo at its next meeting. The CEO will use a similar process for other members of the ELT for consistency. *(Action to be closed after RemCo has signed off)*
  - 2. Develop a longer-term Board succession plan**

The Committee reviewed retirement dates (which is normally completion of nine years' service) and noted that there are no expected retirements until January 2027 (when Ruby Parmar completes her third term although as Chair, the Standing Orders allows a fourth term). Succession planning will be discussed at the forthcoming biennial reviews (item 2.4 below) and will be a regular discussion item for this Committee. *(Action closed)*
  - 3. Develop a new strategy/plan for a Governance Stakeholder Engagement Strategy and sources of triangulation.**

Triangulation of stakeholder satisfaction is important so that Board members can independently verify information reported by the Leadership Team; governance practices in other sectors has highlighted the need for this.

For now, Link Governors can triangulate satisfaction feedback by speaking to students and staff, and wherever possible, with employers.

In 2024/25, the role of CQG as a feedback forum for Link Governors is being considered. In addition, a Stakeholder Engagement Strategy and Plan (which will include governance), will be developed by the Group Director: Employer

Engagement and Partnerships. *(Action closed as this will be tracked through the CQG Terms of Reference / Board dashboard)*

- Good progress is also being made in working through the 18 suggested enhancements. The Committee discussed three of the suggestions and concluded:
  - a) **Expand Search techniques.** Gender, diverse social backgrounds, lived experience and diversity of age are all relevant considerations when the Committee is considering appointments and reappointments. As minuted in item 2.1A, Women’s networks will be explored to fill the remaining vacancy.
  - b) **Candidate Interview process.** Candidates will continue to be interviewed by a panel of governors (not individual conversations in separate rooms). However, to ensure diversity of the panel, non-Committee members may be invited to join an interview.
  - c) **Critical challenge: governor development need.** The Committee did not consider this to be a priority Board development need but will keep this under review. Meeting chairs may need to invite questions from more governors (and Board papers now include prompted questions).

**The Committee:**

- **Noted progress with the three formal recommendations**
- **Noted progress with the suggested enhancements and offered a strategic steer**

**2.4 Board Effectiveness: Board Self-Assessment** *(previously circulated as Paper 2.4)*

- Self-assessment is an important contributor to improving board effectiveness and the Standing Orders outlines a blended approach.
- The Committee reviewed and noted the revisions to the questionnaires and agreed the plan for 2024

Action	When	Themes to be reviewed with:
Self-Assessment against the FE Code of Governance	Summer 2024	S&G Committee 22/10/24
1:1 reviews (Chair or Vice-Chairs with Independent Governors)	Summer 2024	S&G Committee 22/10 and Board
1:1 reviews (Chair with Staff Governor)	Summer 2024	
1:1 reviews (HoG with Student Governors)	July 24	
Chair review	Summer 2024	
ELT (questionnaire)	Summer 2024	S&G Committee 22/10/24
Heads of Schools / Functions re Link Governor Scheme (questionnaire)	July 24	CQG and / or S&G Committee 22/10/24

**The Committee approved the plan for self-assessment**

**3.0 CONSENT AGENDA**

**3.1 Minutes of the previous meeting** *(previously circulated as Papers 3.1A and 3.1B)*

## Matters arising

15/4/24	None		
12/3/24	Analysis of competencies at the June meeting.	KB	Complete – agenda item 2.1
	Update the Board Training Policy re mandatory safeguarding training	KB	Complete – agenda item 3.4
	Accessing Board papers – present an options appraisal at the June meeting	SS	Complete – agenda item 2.2

***The minutes of the meetings held on 12<sup>th</sup> March 2024 and 15<sup>th</sup> April 2024 were approved as an accurate record of the meetings.***

### **3.2 Terms of Reference / Committee Business Plan 2024/25 (previously circulated as Paper 3.2)**

The Committee reviewed the documents and did not propose any further changes.

***The Committee approved its Business Plan and recommended its Terms of Reference to the Board for approval.***

### **3.3 Access to College and Corporation Information Policy (previously circulated as Paper 3.3)**

The Committee reviewed the policy and did not propose any further changes.

***The Committee approved the Access to College and Corporation Information Policy***

### **3.4 Board Training Policy (previously circulated as Paper 3.4)**

The policy has been updated to reflect the changes to Safeguarding & Prevent training agreed at the March meeting.

***The Committee approved the amendment to the Board Training Policy***

## **4.0 GOVERNANCE**

### **4.1 Items for the next meeting are:**

- Attendance Analysis 2023/24
- Scheme of Delegation
- Committee Annual Report and Performance
- Board Self-Assessment 2024 – analysis and actions
- FE Code 2023/24 – self-assessment
- Training Plan 24/25 and Log 23/24
- Review of Confidential Minutes
- Conflict of Interest Policy
- Declarations of Interest

**NEXT MEETING: 22<sup>nd</sup> October 2024**



Approved 22 October 2024

Chair of Search and Governance – Ian Revell