

MILTON KEYNES COLLEGE

SEARCH & GOVERNANCE COMMITTEE (S&G)

Draft Minutes of the meeting held on Tuesday 22nd October 2024,
Teams
16:00 – 17:15

Committee Members	Attendance Record 2024/25	Present at this meeting
Sally Alexander	1 of 1	Sally Alexander
Ruby Parmar	1 of 1	Ruby Parmar
Ian Revell (Chair)	1 of 1	Ian Revell
Lindsey Syles	1 of 1	Lindsey Styles
Total Percentage attendance (this meeting)	100%	4/4
Total percentage attendance (year to date)	100%	4/4

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

1.0 PROCEDURAL

1.1 Committee Chair / Vice-Chair

Ian Revell was ratified as Committee Chair and Ruby Parmar as Committee Vice-Chair (previously agreed by email)

1.2 Welcome and Apologies

Ian Revell welcomed Lindsey Styles to her first meeting.

1.3 Declaration Of Interests:

None were declared.

2.0 BOARD EFFECTIVENESS AND PERFORMANCE

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

Board Composition

- Independent Governors – there are 14 in post (currently no vacancies). Mat Gotkowski and Manish Verma complete their second term of office in April 2025 and have indicated they will apply to serve a third term.
- Staff Governors – there are 2 in post (currently no vacancies)

- Student Governors – 2 Student Governors are being elected this week. Four candidates met with the Head of Governance and Governance Partner when independence and commitment was emphasised. The process of electing Student Governors will be reviewed at the next meeting (the Committee Chair suggested an interview with a Governor may be appropriate).

Action 1: Karen Brown and Sam Samuels

Committee Membership

- There are no current vacancies. Neil Sainsbury will be joining Search & Governance Committee at the next meeting.

Diversity

- Females continue to be under-represented. Of the 14 Independent Governors, 10 (71%) are male and 4 (29%) are female which is below the target (50% male and 50% female). The sector benchmark for females in Boards is 44%¹.
- Ethnicity (36%) and Disability (14%) are on or above target. Our Board is ethnically more diverse compared to the sector benchmark (18%)².
- To address the gender imbalance, the Committee discussed whether to increase Board membership (which the Standing Orders allows on a temporary basis) and concluded that increasing numbers could have a detrimental effect on Board effectiveness. In the meantime, the CEO and Head of Governance will continue to meet with potential candidates on the understanding that there are no vacancies now, but opportunities could arise in the future.
- The Committee set the following targets to be achieved by November 2027:

		Baseline October 2024 (no of governors)	Target November 2027 (no of governors)
Gender	Male	71% (10)	50% (7)
	Female	29% (4)	50% (7)
Ethnicity	White	64% (9)	50% (7)
	Minority Ethnic	36% (5)	50% (7)
Disability	With disability	14% (2)	7% (1)
	No disability	86% (12)	93% (13)
A broad range of social and economic lived experiences should also be a consideration when recruiting (a suggestion from the External Governance review).			

College profile 2023/24: white 64% / Minority Ethnic 34%

¹ Source: [DfE Further Education Workforce data 2022/23](#)

² For additional context, in 2023/24 34% of student enrolments were from Black, Asian, Mixed or another ethnicity. The People Services KPI for 24/25 is 'greater than 20%'.

Skills and Competencies

- There are no identified skills or competencies gaps.

Succession Planning

- The Committee reviewed the expected retirement dates of independent governors (based on the assumption that they serve the full term of nine years). As there are no confirmed retirements or resignations in the foreseeable future, no immediate action is necessary. There is however a plan to consider succession planning for Chairs commencing in 2025/26 and there are governors identified as temporary or permanent successors should any vacancies arise unexpectedly. The Committee will keep this under regular review.

The Committee:

- ***Noted the Board current composition, committee membership, skills, and diversity***
- ***Set new targets to increase diversity of the Board***

2.2 Board Training & Development *(previously circulated as Paper 2.2)*

2023/24 Training Record *(previously circulated as Consent Paper 3.6)*

- 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 Board can evidence that most governors engaged in a wide range of relevant training in 2023/24 to ensure they are knowledgeable and up to date with the requirements of the role. This has included mandatory training, residential training (Chair), briefings (e.g. preparing for an Ofsted inspection), online training (e.g. Safeguarding) and attendance at conferences (e.g. AoC summit, FE Commissioner's Just One Thing Annual Event) and relevant CPD undertaken in a personal or professional capacity. The record of governor training in 2023/24 is presented as Consent Paper 3.6

Board Training & Development Policy *(previously circulated as Paper 2.2A)*

- The Policy has been updated to reflect the revised FE Code of Good Governance 2024 and the EGR (External Governance review) suggestion for personal training plans. The changes to the Policy include:
 - Governors are responsible for their own Training Plan which will be compiled with the support from the Head of Governance
 - More specification on induction
 - Reference to the new Governors' Training Guide.

Board Training & Development Needs 2024/25

- The recent biennial reviews did not identify any Board development needs.
- The Committee did not identify any additional training needs

Governors' Training Guide

- A new Training Guide has been created and circulated to Governors including three templates for personal training plans (induction, experienced governor, new Committee or Link Governor role).
- The Head of Governance and Governance Partner will support governors in developing their own plan (on request). The Guide has received positive feedback from governors.

The Committee:

- ***Noted the Governors' Training Record for 2023/24***
- ***Noted the new Training Guide for Governors including the personal training plan templates***
- ***Approved the Policy & Procedures for Board Training & Development***

2.3 Board Effectiveness (self-assessment) (previously circulated as Paper 2.3) (and optional paper 2.3X)

Governors Biennial Reviews

- The Committee reviewed the key themes from the reviews and noted how these have been / will be followed up:
 1. Increase engagement and contributions from all governors including student governors supported by:
 - succinct papers and purposeful Executive Summaries
 - more discussion and less presentation of information
 - assume papers have been read in advance
 - pre-meetings with student governors
 - comments / questions can be sent in advance
 2. Performance of prison contracts to be reported at every Board meeting (through the Dashboard, CEO report or a discrete paper)
 3. When planning the 24/25 Board meeting dates (in March 2025), governors will be consulted on the timing of meetings.
 4. A new events calendar on the Board portal will assist governors to engage with College activities.

Feedback from ELT

- There is a perception that some Governors are not always fully prepared for meetings; succinct papers and purposeful Executive Summaries should help to address this. Time availability for the role was also raised at the biennial reviews.

Self-Assessment Grade for Governance 2023/24

- The Committee agreed that the governance is 'Good' based on the positive outcome of the EGR, and the Ofsted description. This will be reported in the Financial Statements.

Governance Improvement Plan 2023/24 and 2024/25

- One objective has been carried forward to the 24/25 plan (quality of Board papers)
- Feedback from the biennial reviews has informed the 2024/25 plan which will be monitored by this Committee. The three themes are:
 1. Improve the quality of discussions and increase the critical challenge and scrutiny
 2. Purposeful Board papers
 3. Embed the new Board portal

The Committee:

- ***Noted the feedback from the reviews***
- ***Approved the self-assessment grade of 'Good' for governance***

- *Agreed the Governance Improvement Plan for 24/25 and recommended this to the Board for approval.*

2.4 AoC Code of Governance 2023/24 *(previously circulated as Paper 2.4) (and optional paper 2.4X)*

- The Board adopted the 2021 version of the AoC's Code of Good Governance in July 2022. It is a voluntary Code which includes over 100 'must' (mandatory) and 'should' (good' practice) statements. Colleges are required to report in the Financial Statements that 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, and members were pleased to note full compliance.
- The Board has adopted the 2024 version of the Code which takes effect from 1st August 2024 and will report against this new Code in 2024/25.

The Committee received assurance that the College complied with the FE Code of Governance for the year ended 31st July 2024.

2.5 External Governance Review (EGR) Follow-Up Actions *(previously circulated as Paper 2.5)*

- Two of the three formal recommendations have been implemented (longer term view of Board succession planning and implementing a Senior Post Holder (SPH) appraisal process). The third (triangulating stakeholder satisfaction) is being addressed in the short term by Link Governors pending implementation of a College Stakeholder Engagement Strategy and Plan which is a Board Strategic Priority for 2024/25.
- Of the 18 suggested enhancements, 16 have been implemented and 1 has been implemented in part.
- The next EGR must be completed by July 2027.

The Committee noted the actions taken and agreed that the action plan is complete.

2.6 Governor Engagement & Link Governor Policy and Procedure *(previously circulated as Paper 2.6) (and optional Paper 2.6X)*

- In 2023/24, out of a possible 36 visits / meetings (across 18 areas), only 13 were recorded (16 in 22/23). This suggests 23 visits did not take place or were not recorded.
- The two KPIs were thus not met:
 - Only 3 governors appear to have completed the 'minimum 2' visits per year
 - Only 12 feedback forms were completed within 21 days
- There was positive feedback from the EGR and biennial reviews about the value of triangulating information from the Executive through the Link Governor process. The Heads also gave positive feedback on the benefit of having a '*critical friend*' to provide knowledge, experience, support and access to networks.
- Changes for 2024/25 include:

- How governors are allocated i.e. to:
 - Board strategic priorities
 - mandatory roles (SEND, Safeguarding, Skills, Careers)
 - specific topics / areas identified through the QIP (Quality Improvement Plan) or balanced scorecard rather than specific curriculum areas – this only applies to CQG members.
- Increased awareness of the process and expectations (Governors and Heads)
- Improved process to report back / close the loop.
- The Governance Partner will be more proactive in managing the process.

The Committee reviewed and approved the Governor Engagement and Link Governor Policy and Process and the Role Description for the Skills Link Governor

2.7 Board Attendance Analysis 2023/24 *(previously circulated as Paper 2.7)*

- The Governors' Attendance Policy states:
 - 80% - 100% attendance (in person or virtual) is good / very good.
 - 70% - 80% is the average level expected of a Governor
 - Below 70% is of concern, with the lower the percentage the greater the concern
 - Overall attendance below 60% may lead to a review with the Chair

The Committee discussed attendance and noted:

- Board attendance was 82%
- Overall attendance at Board and Committees (S&G, A&R, RemCo) was 82% which was the same as the sector benchmark (based on 69 colleges)
- Attendance ranged from 100% (Finance Group) to 75% (Search & Governance Committee).
- 6 governors had 100% attendance at Board meetings
- 3 governors had overall attendance between 60% and 70% (2 have since retired or resigned).
- In addition to attendance at Board, Committee and Scrutiny Group meetings, governors have continued to give a considerable amount of extra time in attending link governor meetings, student celebration events and meeting with the Ofsted inspector and auditors etc.
- It was agreed that going forward, additional meetings (e.g. S&G interviews) will not be included in the attendance analysis.

The Committee reviewed the attendance levels for 2023/24; governors' attendance is published in the Statement of Corporate Governance and Internal Control (Financial Statements)

2.8 Committee Performance 2023/24 *(previously circulated as Paper 2.8) (and optional paper 2.8X)*

Committee Self-Assessment

- Committee Members had completed a self-assessment prior to the meeting which is evidence that the Committee has met its terms of reference. Members had made suggestions to improve governance effectiveness:
 - Recruit 1 or 2 new Committee members (Neil Sainsbury is joining)

- Encourage attendance by varying the time of the meeting if possible

Committee Annual Report 2023/24

- The Committee's Annual Report is presented to the Board in December and provides evidence supporting the Statement of Corporate Governance and Internal Control (which forms part of the Financial Statements). The report is assurance to the Board that the Committee is meeting its Terms of Reference.

The Committee:

- ***Approved the Committee's self-evaluation for 2023/24***
- ***Approved the Committee's annual report for 2023/24 for presentation to the Board at the December meeting***

3.0 CONSENT AGENDA

The following items were not discussed:

3.1 Declarations of Interest *(previously circulated as Paper 3.1)*

The declarations have been checked for accuracy against Companies House and the Charities Commission records.

The Committee:

- ***Noted that all governors have completed their annual declarations, including eligibility to serve as a governor and trustee***
- ***Approved the Conflicts of Interest Policy***

3.2 Scheme of Delegation *(previously circulated as Paper 3.2) (and optional paper 3.2X)*

The SoD has been updated to reflect changes in the [AoC Code of Good Governance](#) the [College Financial Handbook 2024](#) and amendments to the [FE and 6F College Corporations: Governance Guide](#)

The Committee recommended the Scheme of Delegation to the Board for approval

3.3 Review of confidential Board and Committee minutes *(previously circulated as Paper 3.3)*

The Committee considered the review of confidential minutes and agreed all should remain confidential

3.4 Board Standing Orders *(previously circulated as Paper 3.4)*

The Standing Orders have been updated to reflect the Commercial Agreement and Board Terms of Reference for MKC Commercial Ltd (a wholly owned subsidiary company).

The Committee recommended the Board Standing Orders to the Board for approval

3.5 Minutes of the previous meeting(s) (previously circulated as Papers 3.5A, 3.5B, 3.5C, 3.5D)

Matters arising

Date	Action	Who	Status
3 rd July 2024	1. Explore Women's networks for the Board vacancy	KB / RP	Complete – governor appointed
	2. Circulate the weblink before committing to the Board portal	SS	Complete – link circulated 9 July 24. Board Portal is now live.

The minutes of the meetings held on 3rd July 2024 and 19th September 2024 were approved for signature (subject to amending to show that Ruby Parmar attended the September meeting)

3.6 Governors Training Record 2023/24 (previously circulated as Paper 3.6)

Minuted at item 2.2 above

4.0 GOVERNANCE

4.1 Items for the next meeting are:

- Board Development Plan (progress)
- Board Composition / Succession Planning
- Board re-appointments (if appropriate)
- Student Governor election process

NEXT MEETING: 4th March 2025



Approve 4 March 2025
Chair of Search and Governance – Ian Revell