

## MILTON KEYNES COLLEGE

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

Draft Minutes of the meeting held on Tuesday 17 June 2025,  
Room 2, Chaffron Centre  
16:00 – 18:00

Committee Members	Attendance Record 2024/25	Present at this meeting
Sally Alexander Ruby Parmar Ian Revell (Chair) Neil Sainsbury* Lindsey Styles  *from 4/3/25	3 of 3 3 of 3 3 of 3 1 of 2 3 of 3	Sally Alexander Ruby Parmar Ian Revell <i>Sent apologies</i> Lindsey Styles
<b>Total Percentage attendance (this meeting)</b>	<b>80%</b>	4/5
<b>Total percentage attendance (year to date)</b>	<b>93%</b>	13/14

**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 Neil Sainsbury and Sam Samuels.

##### 1.2 Declaration Of Interests:

Ian Revell declared an interest in item 2.1 (in part)  
Ruby Parmar declared an interest in item 2.2 (in part)

#### 2.0 BOARD EFFECTIVENESS AND PERFORMANCE

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

Karen Brown led on this item:

Composition and membership

- There are 13 Independent Governors in post (one vacancy) however Angie Novell and Mat Gotkowski have resigned effective 31st July.
- Richard Bartlett-Rawlings and Neil Sainsbury complete their second term of office in October and have indicated that they will be applying to serve a third term.

- Student Governor nominations are being received this week, and the closing date is Friday (currently one vacancy). Sally Alexander and Karen Brown will be reviewing the nominations on 1<sup>st</sup> July and there will be another election in the new term for a second role. The Committee asked the Head of Governance to explore if 'substitute' Student Governors could be elected who could step in should a vacancy arise (same for Staff Governors).

**Action 1: Karen Brown by 22<sup>nd</sup> October**

- There will be vacancies on the Audit & Risk Committee, Finance Group and Remuneration Committee from 1<sup>st</sup> August. Lindsey Styles has agreed to join the CQG. It is the intention that vacancies are filled by new appointments.

### Succession Planning

- A candidate attended for an interview. There are candidates going through the recruitment process which should fill vacancies (a candidate will be attending for an interview on 17 July).
- The Committee noted that 55% of Board members have served four years or less compared to the sector average of 6%. This indicates that there is a healthy rotation and refresh of skills and experience.

### Diversity and Skills

- There are no significant skills gaps (which are not addressed through pipeline candidates) and there is a good spread of experience across the public and private sectors.
- Females continue to be under-represented. Of the 11 Independent Governors, 8 (77%) are male and 3 (27%) are female which is below the target (50%) and sector average (46%).
- Ethnicity (36%) is below target (50%) however it is in line with the student profile (34%) and above the sector average (18%).
- Diversity targets will continue to be one of the considerations when succession planning however the Committee confirmed that the priority is to recruit governors with relevant skills.

*Ian Revell left the meeting for this item*

### Vice-Chair of Governors 2025/26

- The Vice-Chair(s) are elected annually, and it is not a succession role except in the year preceding a change of Chair.
- Two nominations have been received and the Committee agreed to recommend that Ian Revell and Richard Bartlett-Rawlings be appointed as joint Vice-Chairs for 2025/26. Board approval will be sought via the Board portal.

**Action 2: Karen Brown by 23 June 2025**

*Ian Revell rejoined the meeting.*

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

- ***Discussed Board composition, committee membership, skills, and diversity***
- ***Recommended to the Board that Ian Revell and Richard Bartlett-Rawlings be appointed as joint Vice-Chairs for 2025/26.***

## 2.2 Board Effectiveness (previously circulated as Paper 2.2)

Karen Brown led on this item:

### AoC External Board Reviews (EBR)

- A report has been published summarising [key findings from the EBRs](#) carried out by the AoC in the past three years (the AoC is one of the largest providers of EBRs).
- Governors were reminded that our EBR was carried out in Spring 2024 (the [Executive Summary](#) is published on the website) and was very positive about governance.
- A self-assessment against the AoC recommendations, points to our governance being effective, however we are not complacent and strive for continuous improvement.
- The Committee reviewed the key AoC findings and discussed two AoC recommendations for the sector:

1. **Encourage more participation in CPD (e.g. attending network events), training and development**
2. **Continuous improvement of the quality of Board reports**

The Committee agreed:

- Carry forward the Board development action relating to purposeful Board reports.
- Continue to prompt governors about mandatory training and appropriate CPD (e.g. signpost the GDP (Governance Development Programme) if there is a module relevant to a forthcoming agenda).
- Continue to circulate information on governance events and network events (role specific)
- Offer governors the opportunity to shadow a Head of School to increase understanding

**Action 3: Karen Brown by 22 October 2025**

- Develop Board KPIs (to be monitored by Search & Governance) to include training.

**Action 4: Karen Brown by 22 October 2025**

### FE Commissioner (FEC) recommendations re good governance

- Following the earlier publication of recommendations made to Weston College, the FEC followed up with a letter on 22<sup>nd</sup> May 2025 extending the recommendations to the rest of the sector. A self-assessment against the FEC recommendations, point to our governance being effective (and action has already been taken to amend the terms of reference for the Remuneration Committee), however the recommendations prompted a two matters for the Committee's consideration:

#### 1. Terms of Office for Independent Governors

- a) The FEC recommendation is two terms of 4 years (maximum 8) whereas our Standing Orders allow for three terms of 3 years (maximum 9).

The Committee concluded that **no change** to our practice is necessary. The sector benchmarking (referred to in 2.1 above) confirms that we have a good turnover of

skills and experience. Our longest serving Board member has served 7.5 years and the majority (55%) have served four years or less.

*Ruby Parmar left the meeting for this item*

- b) The Standing Orders permit an Independent Governor to serve a fourth (and fifth) term in exceptional circumstances. Such circumstances are outlined in the Standing Orders and include appointing the Chair of Governors for a fourth term. Ruby Parmar is currently serving her third term and has indicated she would be willing to serve a fourth term, when her current term expires (January 2027), if that was the decision of the Board.

The Committee agreed that the ability to reappoint independent governors for a fourth term of office, in exceptional circumstances, will remain (although this is rarely used in practice). The Standing Orders defines 'exceptional circumstances' and this criteria will also apply if a Chair of Governors is being considered to serve a fourth term.

The Committee agreed to recommend to the Board that the option to reappoint a governor for a fifth term will be withdrawn.

*Ruby Parmar rejoined the meeting.*

## **2. Completing Induction Training and CPD**

Induction training and CPD is discussed on appointment and monitored by the Head of Governance. However, this relies on governors finding the time to complete the training and CPD and then declaring it so it can be recorded. This Committee reviews the training log annually in October. New Governors are given an individual training plan. Training and CPD was discussed above and action agreed (Actions 3 and 4).

### Board Development Plan 2024/25 and 2025/26

The Committee identified the following actions for the 2025/26 plan:

1. Develop Board KPIs (to be monitored by Search & Governance) (e.g. attendance, link governor meetings, completion of induction and mandatory training)
2. Improve the quality of discussion and increase critical challenge and scrutiny (carry forward this action from 24/25)
3. Purposeful Board reports (carry forward this action from 24/25).
4. Increase the number of females on the Board.

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

- ***Considered the AoC recommendations arising from External Board Reviews and FEC letter published May 2025 on effective governance***
- ***Agreed to recommend to the Board that the option to serve a fifth term of office be removed***
- ***Agreed actions for the Board Development Plan 2025/26***
- ***Noted minor revisions to the FE and sixth form college corporations' governance guide***

## **2.3 Self-Assessment against the AoC Code of Governance 2024/25 (previously circulated as Paper 2.3)**

Karen Brown led on this item:

- The Board has adopted the [AoC's Further Education Code of Good Governance](#) (the Code) which aims to support a rigorous approach to governance in the English FE sector. As part of the DfE' requirements for corporate governance and internal

controls, colleges are required to work in full accordance with their adopted governance code and declare this in their Financial Statements (providing an explanation of any deviations from it).

- A draft self-assessment has been carried out (Paper 2.3A) and the conclusion is that the **Board is fully compliant** with the Code with one additional development action identified):
  1. Board Diversity (Female Representation)

The action above will be added to the Board Development Plan 2025/26 and the self-assessment will be updated after the meeting to reflect the discussion at item 2.2.

**Action 5: Karen Brown by 21<sup>st</sup> October 2025**

**The Committee:**

- ***Approved the draft self-assessment and recommended to the Board that, in the opinion of this Committee, the Board is fully compliant with the Further Education Code of Governance***
- ***Agreed an additional action for the Board Development Plan 2025/26***

### 3.0 CONSENT AGENDA

The following items were approved without discussion:

#### 3.1 Minutes of the previous meeting(s) *(previously circulated as Paper 3.1)*

Matters arising

Date	Action	Who	Status
4 <sup>th</sup> March 2025	1. Manish would like to be Link Governor for Digital.	KB	<b>Complete</b> – Manish will be Link Governor Digital for 2025/26
	2. Student Governor elections – speak to the Group Director: IoT, Adult and HE to encourage more adult / HE applicants.	KB	<b>Complete</b>
	3. The Chair of Governors will speak directly to the Student Council about the role of the Board and / or make a video.	KB	<b>Carry Forward</b> Ruby will film a Transmit video on 25/11/25 which can be uploaded to the website. Reconsider attending a SC meeting next cycle.
	4. Committee Members to attend Freshers Week to promote the role of the Board	KB	<b>Carry Forward</b> - Circulate dates when known
	5. Explore procuring the Board Portal contract beyond October 2025.	KB	<b>Complete:</b> Contracts have been signed to extend the contract for 3 years with an annual break clause

***The minutes of the meetings held on 4<sup>th</sup> March 2025 were approved***

#### 3.2 Board Self-Assessment 2025 including proposed questionnaires *(previously circulated as Paper 3.2)*

***The Committee approved the proposed questions (which are based on questions in the FE Code of Good Governance)***

#### 3.3 Board Meeting Protocols *(previously circulated as Paper 3.3)*

***The Committee approved the revised protocols for circulation***

#### 3.4 Terms of Reference / Business Plan for 2025/26 *(previously circulated as Paper 3.4)*

## **4.0 GOVERNANCE**

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

- Board Self-Assessment – analysis and development actions
- Board Training Record 24/25 and Training Guide 25/26
- Board Composition and reappointments
- Review of Board Standing Orders / Instrument & Articles of Government
- Scheme of Delegation
- Link Governors 2025/26
- Conflicts of Interest (Personal Relationships) Policy and Assurance
- Committee self-assessment and annual report
- Review of Board confidential Minutes

### **4.2 Letter from DfE received 17 June 2025**

The letter from DfE, which was received this morning, was circulated by email. The Committee noted:

1. Student Governors are permitted to vote on financial matters (as per Charity Law): No action is required to amend our Instrument & Articles of Government (I&A).
2. Authority for the Secretary of State to appoint governors if there is no quorum: action: remove paragraph 5.2 from our I&A.  
**Action 6: Karen Brown by 22 October 2025**
3. Withdrawal of UK Corporate Code of Governance: no action required as we have adopted the FE Code of Good Governance.

## **NEXT MEETING: 21<sup>st</sup> October 2025 (may need to schedule interviews sooner)**

### **5.1 Board Appointment (previously circulated as Confidential Paper 5.1)**

- Mark Homans, who had applied to join the Board, attended for an interview having previously met informally with Sally Alexander and Karen Brown. The Committee had received a copy of his application form, skills self-assessment, competencies self-assessment and EDI monitoring form. Mark is known to the College through his role with Santander.
- Mark answered the Committee's questions and confirmed his time availability for the role including Board meetings, Committee meetings and link governor visits. He demonstrated a good understanding of strategic leadership and the commitment required of the role.
- After Mark had left, the Committee made a collective decision, based on pre-determined criteria, and agreed unanimously to recommend he be appointed to the Board for a three-year term of office from 1<sup>st</sup> August 2025, subject to a satisfactory DBS check.

***The Committee recommended to the Board that Mark Homans be appointed to serve a three-year term of office (subject to a satisfactory DBS check)***



Approve 21 October 2025  
Chair of Search and Governance – Ian Revell