

MILTON KEYNES COLLEGE

SEARCH & GOVERNANCE COMMITTEE (S&G)

Draft Minutes of the meeting held on Tuesday 21 October 2025,
Teams 16:00 – 17:15

Committee Members	Attendance Record 2025/26	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
Neil Sainsbury*	1 of 1	Neil Sainsbury
Lindsey Styles	1 of 1	Lindsey Styles
Total Percentage attendance (this meeting)	100%	5/5
Total percentage attendance (year to date)	100%	5/5

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

1.0 PROCEDURAL

1.1 Welcome and Apologies

Ian Revell welcomed everyone to the meeting.
There were no apologies as everyone was present

1.2 Declaration Of Interests:

Neil Sainsbury declared an interest in item 2.1 (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 14 Independent Governors (no vacancies).
- There are no staff and student governor vacancies following the recent elections of Emily Bousfield, Carla Derriscott and Jawad Al Midani.
- There are no Committee vacancies.
- Richard Bartlett-Rawlings (Paper 2.1A) and Neil Sainsury (Paper 2.1B) have applied to serve a third and final term of office. Jez Wilsdon (Paper 2.1C) has applied to serve a second term of office.

- It was agreed that Neil's application would be deferred to the end of the meeting to avoid a conflict. Having considered their contribution to the Board and attendance over the past three years, the Committee recommended the re-appointment of Richard and Jez to the Board for approval.

Action 1: Karen Brown by 5/11/25

Diversity and Skills

- There are no significant skills gaps and there is a good spread of experience across the public and private sectors.
- Females continue to be under-represented. Of the 14 Independent Governors, 10 (72%) are male and 4 (27%8) are female which is below the target (50%) and sector average (46%).
- Ethnicity (43%) is in line with the student profile and significantly above the sector average (18%).
- Diversity targets will continue to be one of the considerations when succession planning as vacancies arise however the Committee confirmed that the priority is to recruit governors with relevant skills.

Code of Conduct 19th Edition

- The Board adopts the Evershed Sutherland Model Code of Conduct which received minor amendments in July 2025). The Code of Conduct is issued to Board members on appointment and re-appointment (or if there is a significant change).

The Committee:

- ***Discussed Board composition, committee membership, skills, and diversity***
- ***Recommended to the Board that Richard Bartlett-Rawlings and Jez Wilsdon be appointed for a third and second term of office respectively.***
- ***Noted the revised Code of Conduct***

2.2 Governor Engagement and Link Governors *(previously circulated as Paper 2.2A)*

Sam Samuels led on this item. Points discussed included:

- Many colleges do not have a Link Governor Scheme except for mandatory roles however Link Governor engagement provides additional scrutiny and support and the [FE Code of Good Governance](#) recommends governor visits / lead roles as good practice. Sally Alexander added that staff value engagement with Link Governors to build relationships and share ideas on a less formal basis.
- In 2024/25, types of engagement included discussions with managers, meetings with staff and students, attending learning walks, CPR meetings (curriculum performance review) and SAR (self-assessment report) validation meetings, visiting classrooms, meeting employers and attending events. The impact of the engagement included:
 - Following a learning walk, a co-opted governor (who is an Ofsted inspector), shared her informal reflections with CGQ to triangulate reports from the executive on the quality of teaching
 - Feedback on the Climate Action Plan led to revised KPIs
 - The Estates Link Governor recommended temporary changes to the contracts approval process to manage risk
- The target of two or more visits per annum was met, however, not all were recorded and there was no sharing of feedback with the whole Board leading to questions about the impact of the scheme.

- In 2025/26, Board meetings have been extended by thirty minutes which should allow an opportunity for feedback on Link Governor activities, so the impact is more visible. Every governor will have an opportunity to feedback at least once during the year. Additionally, Link Governors will be given guidance, relevant for their area, to focus the engagement on Board priorities / the strategic plan where appropriate.
- There will be no requirement to complete a report on the engagement, however Link Governors will be provided with a template to assist them to feedback verbally to the Board and a new folder will be created on the Board portal if there is any written feedback (one member said it is good practice to complete a record of the engagement with the College member of staff so there is transparency).

Action 2: Sam Samuels by 31/10/25

- The Governance Partner will continue to monitor the process proactively and prompt staff and governors to arrange meetings.

Link Governor Policy and Process (previously circulated as Paper 2.2B)

The Policy and Process has been updated to reflect sector good practice and to emphasise the strategic purpose and benefits to both the College and the Board.

The Committee:

- **Reviewed and noted the analysis and outcomes from 2024/25 Link Governor engagement**
- **Reviewed and approved the Governor Engagement and Link Governor Policy and Process which will be circulated to all governors**

2.3 Board Effectiveness: Self-assessment 2025 / Board Development Plan & KPIs 2025/26
(previously circulated as Paper 2.3)

Karen Brown led on this item.

Board Self-Assessment 2025 (previously circulated as Paper 2.3A)

- Board self-assessment is an annual requirement (except in the year when there is an external board review)
- Self-monitoring by the Board of its performance and effectiveness is recommended in the [FE Code of Good Governance](#) to ensure resources are being used to best effect and identify areas for improvement.
- Twelve Board members and three ELT members responded to the 2025 self-assessment questionnaire which is part of a blended approach to monitoring Board performance (with other aspects being the Chair's biennial reviews with governors and Committees' self-assessment against their terms of reference). The questionnaire was based on the [FE Code of Good Governance](#)
- The findings from the 2025 self-assessment were:
 - Governors rate most aspects of governance, engagement and preparation very highly, with average scores close to the maximum. The lowest scores related to Board diversity, monitoring Board performance and effectiveness, timely completion of mandatory training and the effectiveness of Link Governor scrutiny.

As the Board is outperforming the sector for ethnicity and disability, the diversity issue relates specifically to gender.

- The ELT perceive the Board's strengths as strategic alignment, risk management and student focus. They agreed with governors on two development needs (monitoring Board performance and Link Governor scrutiny) but also gave a low score to the statement 'Governors have read the papers in advance'.

Board Development Plan 2025/26 / Board KPIs (previously circulated as Paper 2.3B)

The Committee discussed the findings from the self-assessment and agreed:

1. Four areas for Board improvement:
 - Board Diversity
 - Monitoring Board performance and effectiveness
 - Link Governor Scrutiny
 - Meetings – increase engagement
2. Pull together the Board KPIs setting out minimum expectations for Board and personal performance:
 - Attendance
 - EDI
 - Link Governor Engagement
 - Mandatory Training
 - Board Effectiveness (engagement)

The measures are not new but have not previously been brought together into one document.

Self-Assessment Grade for Governance

- In the Statement of Corporate Governance and Internal Control (which forms part of the Financial Statements), the Board is required to include an assessment of its own effectiveness. Based on the most recent External Board Review (EBR), full compliance with the FE Code of Good Governance (S&G minutes 17 June 2025) and the Board's recent self-assessment 2025, the recommended assessment for 2024/25 is 'good'.
- Ofsted has issued a new framework effective from November 2025 which includes new grading descriptors for leadership & governance. The Committee requested more information at the next meeting on the criteria for 'exceptional' governance (highest level). Governance has a higher prominence in the new framework.

Action 3: Karen Brown by 3rd March 2026

- There will be an externally facilitated Board Development session prior to the Annual Strategic Event (6th May 2026) to include 'what is exceptional governance'. The self-assessment questionnaire will be re-issued in April to inform those discussions,

Action 4: Karen Brown by April 2026

The Committee:

- ***Reviewed and noted the Board and ELT Self-Assessment feedback (Paper 2.3A)***
- ***Reviewed the Board Development Plan and Board KPIs 25/26 and recommended these to the Board for approval (Paper 2.3B)***

- **Considered and approved the self-assessment grade of 'Good' for governance on 2024/25**

2.4 Board Attendance *(previously circulated as Paper 2.4)*

Karen Brown led on this item.

Board Attendance Analysis 2024/25 *(previously circulated as Paper 2.4BA)*

- There are no concerns regarding governor attendance.
- Overall attendance at Board and formal committees was 84% (82% in 23/24) which is 2 percentage points above the sector average.
- Board attendance was 82% (82%). Committee attendance ranged between 93% (Audit & Risk / Seach & Governance) to 67% (Finance Group).
- Six governors had 100% Board attendance. 2 governors had Board attendance below 60% triggering conversations with the Chair and Head of Governance (both governors subsequently resigned).

Board Attendance Policy *(previously circulated as Paper 2.4B)*

- The Policy has been reviewed with only minor clarification changes.

The Committee:

- ***Reviewed and noted the Governor Attendance levels for 2024/25, which will be reported to the Board via the minutes of this meeting and published in the Financial Statements.***
- ***Reviewed and recommended the Governors Attendance Policy to the Board for approval.***

2.5 Board Training & Development *(previously circulated as Paper 2.5A)*

Sam Samuels led on this item.

- The [FE Code of Governance 2024](#) includes the following good practice:
 - Board members undertake ongoing training and understand their duties as governors (Principle 5)
 - Governors undertake training and development (including induction) individually and as a team (Principle 6)

Record of Governor Training & Development 2024/25 *(previously circulated as Paper 2.5B)*

- The Board can evidence that most governors have engaged in a wide range of relevant training in 2024/25 to ensure they are knowledgeable and up to date with the requirements of the role.

Mandatory Training

- Mandatory training includes:
 - Annually: Safeguarding and Prevent (alternating between Astute (College mandatory training) and ETF (Education and Training Foundation) modules).
 - Every Three Years: Equality & Diversity, Health & Safety, Information Security (Astute modules)
- Of the 14 independent governors, 7 have completed all mandatory training, 6 have Safeguarding and Prevent training outstanding, and 1 new governor is still be enrolled.

This is reviewed monthly, and governors are sent reminder. The barriers for completing the training will be raised with individuals.

Board Training Guide (previously circulated as Paper 2.5C)

- The Guide has been updated to include new training available (Sixth Form College Association series of webinars).
- The Guide includes recommended training for Link Governors and Committee members and a training plan template.

The Committee:

- ***Reviewed and noted the Governors' Training Record for 2024/25***
- ***Reviewed and noted the updated Training Guide for 2025/26***

2.6 Committee Performance 2024/25 (previously circulated as Paper 2.6)

Karen Brown led on this item.

Committee Self-Assessment (Annex 1)

- Committees review performance against the terms of reference annually as part of the blended approach to monitoring Board performance (discussed at item 2.3 above).
- The self-assessment confirms that the Committee's Terms of Reference have been met. A suggested improvement action is:
Help the wider Board to understand our needs in terms of membership and support with nominations for potential recruitment [when vacancies occur].

Draft Committee Annual Report 2024/25 (Annex 2)

- The draft annual report summarises the activity of this committee during 2024/25 and is further evidence that the committee has met its Terms of Reference. This will be updated as appropriate before the final version is submitted to the Board in December.

The Committee:

- ***Reviewed and approved the Committee's self-evaluation***
- ***Reviewed and recommended the Committee's Annual Report 2024/25 to the Board for approval***

3.0 CONSENT AGENDA

The following items were approved or recommended to the Board for approval, without discussion:

- 3.1 Declarations of Interest Report (previously circulated as Paper 3.1A) and Conflicts of Interest Policy (previously circulated as Paper 3.1B) were approved**
- 3.2 Scheme of Delegation (previously circulated as Paper 3.2A and 3.2B) were recommended to the Board for approval**
- 3.3 Review of Confidential Board and Committee minutes (previously circulated as Paper 3.3) recommendations were approved**

Minutes will be released as recommended

Action 5: Sam Samuels

3.4 Instrument & Articles of Government / Board Standing Orders (previously circulated as Papers 3.4A, 3.4B and 3.4C) were recommended to the Board for approval

3.5 Minutes of the meetings held on 17th June 2025, 17th July 2025 and 23rd September 2025 (previously circulated as Papers 3.5A, Con 3.5B, 3.5C, Conf 3.5D, 3.5E, Conf 3.5F) were approved.

Date	Action	Who	Status
17 June 2025	1. Explore if 'substitute' Student Governors could be elected who could step in should a vacancy arise (not an issue with Staff Governors)	SS / KB	Carry Forward: review when nominations received and if there is a suitable candidate
	2. Recommend to the Board that Ian Revell and Richard Bartlett-Rawlings be appointed as joint Vice-Chairs for 2025/26.	KB	Complete: Board approved by Written Resolution
	3. Offer governors the opportunity to shadow a Head of School to increase understanding	SS	Complete: Include in the Link Governors scheme
	4. Develop Board KPIs (to be monitored by Search & Governance) to include training.	KB	Complete: Paper 2.3B
	5. Add diversity (gender) to the Board Development Plan 2025/26	KB	Complete: Paper 2.3B
	6. Amend the I&A to remove the authority for the Secretary of State to appoint governors if there is no quorum (par 5.2)	KB	Complete: Paper 3.4
4 March 2025	3. The Chair of Governors will speak directly to the Student Council about the role of the Board and / or make a video.	KB	Carry Forward Ruby will be filming a Transmit video on 25/11/25 which can be uploaded to the website. Ruby to reconsider attending a SC meeting this cycle
	4. Committee Members to attend Freshers Week to promote the role of the Board	KB	Complete – no governors could attend on the days

4.0 GOVERNANCE

4.1 Items for the next meeting are:

- Board Development Plan / KPIs (progress)
- Board of Governors Policy and Procedures for Obtaining Independent Professional Advice
- Board of Governors Recruitment Policy
- Board Composition / Succession Planning / Board re-appointments
- Ofsted criteria for exceptional governance

Neil Sainsbury left the meeting for this item

2.1 Having considered Neil's contribution to the Board and his attendance over the past three years, the Committee recommended his reappointment to the Board for approval.

The Committee:

- **Recommended to the Board that Neil Sainsbury be appointed for a third term of office**

NEXT MEETING: 3rd March 2026



Approve 3 March 2026
Chair of Search and Governance – Ian Revell