



MidKent College

GOVERNING BODY

SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting of the Search & Governance Committee held on **Tuesday 5 May 2020 at 1730hrs via Skype video call due to the College closure (Covid 19).**

Present: Mrs P Baxter Chairman
Mr S Cook
Mr C Reynolds
Mr A Start

In attendance: Ms C Burkin Clerk to the Governing Body

1 Declaration of Interests

None declared.

2 Apologies for Absence

None.

3 Minutes of the Meeting held on 21 January 2020

The minutes of the meeting held on 21 January 2020, Paper GBS&G19/362, were accepted as a true record and signed virtually by the Chairman.

NB Minutes will be physically signed once the lockdown is lifted and the College is open.

4 Matters Arising

Matters arising were taken within the Clerk's report.

Chair Signature

A handwritten signature in black ink, appearing to read 'P. Baxter'.

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5 Clerk's Update

Members discussed Paper GBS&G19/363 and supporting papers including the following outstanding matters:

- 5.1 Mandatory training log to be maintained and reminders sent. Clerk continues to send reminders to Governors who have not completed the training. There was some concern that the training was out of date. Clerk to liaise with HR to ensure updates are requested. **Ongoing**
- 5.2 Charities Commission (CC) – re permission to remunerate the Chairman. The Chairman has written to CC for permission and is expecting a reply in May. **Ongoing**
- 5.3 Vacancies - Chairmanship - Exec Search Company Peridot Partners have been deployed following an interview process and communication with the current Chairman. The process is progressing. **Ongoing**
- 5.4 Specialist Governor Finance - Governor recruitment continues in this area. Members agreed that Peridot Partners would be asked to search for two Governors with this specialism. **Ongoing**
- 5.5 Governance Audit Re-appointment form - Review to include formal approval by the GB and S&G *justification* as recommended by Internal Auditors. Paper GBS&G19/364. Members discussed and **agree** the wording should be amended to '*recommendation*' from S&G Committee. The form will be amended for future use. **Complete**
- 5.6 Committee Membership - members to consider which new Governors will join which Committee under item 6.4 **Complete**
- 5.7 Interviews - 10 February 2020 with recommendations subsequently made to GB. Claire Richardson and Marie Woolston were appointed. **Complete**
- 5.8 Phase 3 Recruitment. This continues with two applicants being interviewed. **Ongoing**
- 5.9 N Davies to be co-opted to F&GP Committee. Recommendation made and **approved** at GB. **Complete**
- 5.10 Evaluation meetings with Chairman. The evaluations for Rohin Aggarwal and Pim Baxter have been **completed** and presented under item 7.8. **Complete**

Chair Signature



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6 SEARCH ITEMS

6.1 Executive Search Company – Chair’s role

Four companies sent proposals for consideration. Following a rigorous review a short list of Peridot Partners and Perrett Laver was agreed. After a video conference interview with both companies, the Committee recommended Peridot Partner spoke to Andy Start. As a result it was agreed to deploy Peridot Partners. Members concluded that they had extensive experience within the FE Sector.

- Tim Underwood – Proposal presented as paper GBS&G19/365
- Fidellio - Proposal presented as paper GBS&G19/366
- **Peridot Partners - Proposal presented as paper GBS&G19/367**
- Perrett Laver - Proposal presented as paper GBS&G19/368

Perrett Laver have been informed of the decision and given feedback.

Peridot Partners have reviewed the timeline and are holding briefing meetings with key stakeholders. It was agreed they should also speak to each of the Committee Chairs, MKCTS Chairman and Exec Members to get a fuller understanding of the whole Group.

Action: Clerk to organise

Suggested timeline agree:

Milestone	Date
Briefing calls and prepare candidate communications	As soon as possible
Advertising agreed and website signed off:	Friday 22 nd May 2020
Search and advertising launched:	Monday 25 th May 2020
Closing date and search phase concluded:	Monday 29 th June 2020
Candidate applications and summary of recommendations ready for review online two days after closing date:	Wednesday 1 st July 2020
Agree shortlist with MKC:	Friday 3 rd July 2020
Interviews:	Monday 13 th July 2020
Recommendation to MKC Governing Body	Wednesday 15 th July 2020

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Members agreed the current advertisement for a Chair on the College website will continue and any interest be referred to Peridot Partners.

6.2 Student Governor Update

Members discussed the recommendation by the Student Governor's mentor Chris Reeves, that the valued contributions made by Jordan White should be rewarded. S Cook reminded members that when the College employed a remunerated Student Union president, the Vice Presidents received a stipend circa £2k. Members agreed that this stipend should be recommended to GB in line with previous practice.

Action: P Baxter

Members asked that evidence is gained from the Mentor and QTL Committee Chairman regarding his contributions.

Action: Clerk

Members were informed that Deputy Student Governor, Rheanna Goldup had left the College and therefore the Board. Although good practice suggests the Board should have two Student Governors, with the current closure and a strong Student Governor in J White, it was suggested that a replacement is not sought until 2020/21. S Cook informed members that J White will continue at College for a further year and remain a Student Governor. Therefore, he can be involved in recruitment of his Deputy. Members **agreed** this action.

6.3 Phase 3 Recruitment Update:

S&G Panel interviewed Nikki Swain (Grieg) prior to the meeting. Her CV was presented as paper GBS&G19/369. N Swain has a specialism in Finance but is not qualified. The panel agreed they would recommend to the Governing Body that N Swain is co-opted onto the F&GP Committee.

Action: P Baxter to recommend to GB 3/6/20

Action: Clerk to inform N Swain

Peridot Partners will be asked to search for two qualified finance Governors.

Action: P Baxter to speak to Peridot

Candidate Zena Wroe, CV presented as paper GBS&G19/370 unfortunately withdrew her application due to changes in her personal circumstances.

Recruitment continues and other possible applicants with a specialism in Finance to be referred to Peridot Partners.

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Action: S Cook

6.4 Committee Vacancies

Members had a full discussion regarding the vacancies on Committees and matching the skill set of new Governors. They agreed to recommend the following:

- R&A Committee – It was noted that the restriction to include Staff Governors within the membership has been removed and therefore Babs Jossi will be recommended to join the Committee. It was felt she would welcome this development. Members also agreed that the skills set of James Williams would suit many of the Committees but his experience would be beneficial to the Committee. Therefore, his membership will also be recommended. S Cook will introduce C Reynolds to J Williams so they can discuss the Committee membership.
- QTL Committee - the skill set of Marie Woolston is most suited to the QTL Committee and this will be recommended. M Blanning will be informed.

Action: Clerk

- S&G Committee - Members reflected that there will be a requirement for a new Committee Chairman from December 2020 and this requires some sensitivity regarding managing Board members. They felt therefore that this would not be suitable for a new Governor. It was agreed that once Andy Start stands down from Chairman and becomes member of the Governing Body, he would take on this role for an interim period. It was noted that Angela Woodhouse has significant experience in Governance and will be recommended to join the Committee. She had previously been approached to join R&A Committee but members felt she would be better suited to S&G Committee.
- F&GP Committee – following the interview of N Swain members will be recommending her as a co-opted member of the Committee. Two further Governors with financial expertise will be sought through Peridot Partners with a view to one becoming a future Chair of F&GP.
- Remuneration Committee – A Start informed members that he had discussed this position with M Blanning as Committee Chair and they agreed the F&GP Chair should be the third member. Therefore, C Reeves will be asked to join whilst he is covering this role.

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Recommendations to Governing Body:

R&A Committee – Babs Jossi and James Williams

QTL Committee – Marie Woolston

S&G Committee – Angela Woodhouse

S&G Chairman - Andy Start from December 2020

F&GP Committee – Nikki Swain (Co-opted)

Remuneration Committee – F&GP Chairman (C Reeves)

Action: P Baxter to recommend

Action: Clerk to inform individuals

Mentors for new Governors – members discussed and agreed the following:

- James Williams - Chris Reynolds
- Angela Woodhouse – Ed Sallis
- Marie Woolston - Michael Blanning
- Claire Richardson - Chris Reynolds
- Nick Baveystock – Andy Start and S Cook

S Cook informed members that N Baveystock is keen to develop the relationship and understanding with the wider Board and will be inviting members to visit the Barracks. This will be welcomed.

6.5 Upcoming Vacancies:

Members reviewed the Term of Office table presented as paper GBS&G19/371 and noted the following:

- Rohin Aggarwal will leave on 16 July 2020 (2nd term)
- Pim Baxter will leave on 10 December 2020 (2nd term)

Replacements will be sought through the recruitment process.

7 GOVERNANCE ITEMS

7.1 Annual Update:

- Skills Audit – presented as paper GBS&G19/372. Members noted the update which does not yet include new Governors. This log continues to be useful when assessing skills gaps.

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- Equal Opportunities – the blank form presented as paper GBS&G19/373 and members considered if this data is still required and useful. Advice from the College’s Information Security Team suggested that the data should not be obtained if it is not to be used and all data collection should be review. The Clerk will work with the team to review all Governing Body data.

Action: Clerk

Members thought that the Equal Opportunities data should continue to be collected. They noted that Governors are not included in the report submitted regarding the Equality Act but Board membership should reflect the work force. The Clerk will liaise with HR to review the way the data is collected.

Action: Clerk

7.2 Committee Governance Self-assessment and Improvement plan

Members agreed it is good practice for the Committee to complete an annual self-assessment and an improvement plan. They discussed the strengths of the Committee during 2019/20 and agreed that their all the duties on the Committee terms or reference had been met, paper GBSG19/374.

Members agreed the following areas for improvement:

1. The robust recruitment process to continue as vacancies arise.
2. Efficient process for the Recruitment of the new Chair
3. Support for the new Chair
4. Succession planning for vacancies and skills gaps.

Action: Clerk to draft Improvement Plan

7.3 AOC English Foundation Code of Governance action plan.

Members noted that the S&G Committee are required to monitor the action plan, presented as paper GBS&G19/375. This showed that all the ‘must’ actions have been **completed**.

7.4 Confidential Minutes Review.

Paper GBS&G19/376 presented a list of 16 sets of minutes that have been noted as confidential during 2019/20. Members considered whether any of these could be disclosed and published. They were reminded that any information regarding individuals pay should not be disclosed and in previous

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years, any commercially sensitive or financial information had not been disclosed.

It was **agreed** that the two set of minutes regarding Closed Sessions with Auditors, paper GBS&G19/377 & 378, would be disclosed and published on the College website.

Action: Clerk

7.5 Training log.

Paper GBS&G19/379 showed the training and events attended by Governors during 2019/20. This excluded the mandatory training recorded separately by the College's internal process. Members noted that this log showed less training than in previous years as the training session before the Governing Body meetings has been replaced with a Non-Exec session. Members can be assured that all training required to fulfil their obligations as Governors has been incorporated in the main agendas.

7.6 Mandatory Training Log.

Paper GBS&G19/380 presented the register as of 7 April 2020. They noted that all Governors, with the exception of one new member, had completed the mandatory training. Some updates have been requested and new Governors sent the link to be able to complete. Members noted that some of the training is out of date and individuals will be contacted to update.

Action: Clerk

7.7 GIV visits.

Members noted the Governor visits made since the last meeting, noting the visits have been limited due to the College closure (Covid-19).

- Ed Sallis – HE 14/2/20 – feedback given to QTL Committee for follow up

Members agreed that Governors can remain in touch with the College even during closure and encouraged Link Governors to contact and speak to their respective areas.

Action: Link Governors

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7.8 Third Year Evaluations

Members noted the following evaluations have been completed with no concerns raised:

- Rohin Aggarwal - 14/2/20 – notes of the meeting presented as paper GBS&G19/381.
- Pim Baxter - 21/2/20 – form presented as paper GBS&G19/382 captures the discussion held during the evaluation.
- Neil Davies - paper GBS&G19/383 captures the discussion between the Chairman and N Davies.

8 College Risk Register

Risk 32 – Failure of Effective Governance is allocated to the S&G Committee and is in regard to effective Governance. The Clerk monitors and updates this risk as required.

Members noted that this risk is currently scored medium as recruitment of new Governors progresses and **agreed** no adjustment is required.

Members noted that the Risk Register is being reviewed at the next R&A Committee meeting where the risk may change.

9 Any Other Business

There was no any other business.

10 Date of Next Meeting

Meetings for 2020/21 to be agreed.

The meeting closed at 16.55.

Chair Signature



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