



MidKent College

GOVERNING BODY

SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting of the Search & Governance Committee held on Tuesday 26 January 2021 at 1700hrs via Zoom.

Present: Mr C Reynolds Chairman
 Mr S Cook
 Mr M Cook
 Mrs A Woodhouse

In attendance: Ms C Burkin Clerk to the Governing Body

1 Declaration of Interests

None declared.

2 Apologies for Absence

No apologies for absence were received.

3 Minutes of the Meeting held on 29 September 2020

The minutes of the meeting held on 29 September 2020, Paper GBS&G20/391, were accepted as a true record and electronically signed by the Chair.

4 Matters Arising

| | Item from the last meeting | Action | Complete |
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| 1 | Mandatory training log to be maintained and reminders sent. | Clerk continues to send reminders to Governors who have not completed the training. | Ongoing in 2020/21 and will be noted at each GB meeting. Update log noted. Clerk to send reminders. |

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| 2 | Charities Commission - permission to remunerate the Chairman. | The Chairman has written to CC for permission and is expecting a reply in May. | Complete – permission was not granted and it was agreed this would not be pursued. Confirmation has been received from the Charities Commission. |
| 3 | Vacancies – Chairmanship | Exec Search company to be deployed | Complete |
| 4 | Specialist Governors Finance | Governor recruitment continues in this area. A Specialist organisation could be considered if required. | Complete |
| 5 | Governance Audit: Re-appointment form | Review to include formal approval by the GB and S&G justification as recommended by Internal Auditors. | Complete |
| 6 | Committee membership | Chairs to consider new Governors for Committees. | Complete |
| 7 | Recruitment | This continues and two applicants are being interviewed. | Complete |
| 8 | Executive Search Company - Chair | Peridot Partner - 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. | Complete |
| 9 | Student Governor Update | Members agreed that this stipend should be recommended to GB in line with previous practice. Members asked that evidence is gained from the Mentor and QTL Committee Chairman regarding his contributions. | Complete |

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| 10 | Phase Recruitment | 3 | The panel agreed they would recommend to the Governing Body that N Swain is co-opted onto the F&GP Committee Peridot Partners will be asked to search for two qualified finance Governors. | Complete |
| 11 | Committee Membership | | 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 (now superseded) F&GP Committee – Nikki Swain (Co-opted) Remuneration Committee – F&GP Chairman (C Reeves) | Complete |
| 12 | Annual Update | | Equal Opportunities form - Advice sought from the College's Information Security Team and HR. | Options noted in item 6.6 – to be updated. |
| 13 | Committee Governance Self-assessment and Improvement plan | | Amendments made and recommended to Governing Body for approval. | Complete |
| 14 | Confidential Minutes Review. | | 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. | Complete |
| 15 | Mandatory Training Log. | | Members noted that some of the training is out of date and individuals will be contacted to update. | Complete but the training is ongoing |

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| 16 | GIV visits. | 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. | Complete |
| 17 | Recruitment | Members agreed to re-visit the Board membership at the next meeting. | Item 6.1 - Complete |
| 18 | Skills Audit form | They agree the Skills Audit form, paper GBS&G20/386 needs to be reviewed in line with the required skills, to be agreed. | Item 6.6 – to be updated. |

All the completed actions can be removed.

5 Clerk’s Update

Members discussed Paper GBS&G20/392 and supporting papers.

6 Search Items

6.1 Recruitment Update

Members noted that David Gagie and Christine Locke have joined the Governing Body.

6.2 Committee Update

Members considered the current membership and terms of each Committee and agreed to recommend the following additional members:

F&GP Committee – It was noted that Alison Currie will become Chair from the March meeting and has undertaken a handover from the current Chair who will then leave the Committee. David Gagie will be asked to join the Committee.

The current co-opted members of the Committee are reaching the end of their one year term N Davies – May 2021; N Swain – July 2021. Members discussed whether the co-opted members of the Committee should be invited to extend for another year and agreed to consider again at the next meeting. The new Chair of F&GP may then have formed a view about the need to retain the co-opted members given the immediate issue about lack of accountancy qualifications amongst the Committee membership had been

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resolved. Members noted the current Committee Chair's support for the co-opted members to be invited to do another year. Members also noted that C Reeves leaving the Committee and M Blanning also leaving at the end of the year, it might be valuable to retain N Davies to provide some stability to the Committee and the new members time and space to settle.

Action: S&G May 2021

QTL Committee – Ed Sallis to become Chair when M Blanning leaves the Board. Marie Woolston has agreed to be the Deputy. Members agreed to ask Claire Richardson, David Gagie and Christine Locke to consider joining the Committee. They also noted the interest of the Staff Governor in this Committee but felt it could be a difficult for her to be fully comfortable due to the remit of the Committee.

Members agreed to **recommend** these membership changes to the Governing Body but with the option to monitor and amend as the Committee settles.

Action: Chair

Members noted M Blanning would complete his term at the end of 2021 and discussed whether to consider inviting him to continue for a third term noting his excellent commitment and contributions and how he has enabled other Governors to grow into role. On balance, however, the Committee felt there were no exceptional reasons to go against the strongly worded advice in the Charity Commissions and AoC materials against a third, four year term. Instead they recognised the vital role he would play in this his last year in handing over to his successors as the new Board fully settled in.

Action: MC to speak to MB

S&G Committee – A Woodhouse has agreed to become Chair in the next academic year 2021/22 and shadow the current Chair for the remainder of this year. This still leaves a vacancy and members discussed asking C Reeves to join. M Cook agreed to speak to C Reeves. It was noted that C Locke's skills in EDI would also be an asset to this Committee in its search function. They will keep this under review.

Action: M Cook to speak to CRv

R&A Committee – members agreed the current membership would remain, noting that J Williams has not been able to attend due to work commitments. They discussed succession planning for the Chair (2023).

Remuneration Committee – A Currie will join the Committee in her capacity as F&GP Chair. There will be a vacancies in 2021/22 as M Blanning and A Start leave the Board. It was suggested that A Woodhouse join this Committee in 2021/22 and this will be **recommended** to the Governing Body.

Action: Chair

It was noted that the M Blanning is both Vice Chair to the Board and Chair of the Remuneration Committee and therefore succession to both posts this will need to be addressed in the future.

Action: S&G May 2021

Members noted for future discussion the possibility of deputies on all Committees to shape succession planning.

Action: S&G May 2021

6.3 Link Governors / Governors with special responsibilities.

Members considered the current Link Governor and approved the following volunteers:

- | | |
|-------------|---|
| J White | Additional Learning Support and Foundation Education & ESOL |
| B Jossi | Student Engagement and Marketing |
| D Gagie | Science & Animal Care |
| A Orhiere | Hair, Beauty, Hospitality (later in 2021) |
| A Woodhouse | Sport, Lifestyle, Public Services & Tourism |

All the above will be contacted and asked to contact the area Director to initially meet and discuss the link. They will all be sent the guidance and given the opportunity to speak with M Blanning/E Sallis to gain advice.

Action: Clerk

Members also discussed Mentoring and **agreed** the guidance. They agreed mentors are appointed for only 12 months so some mentors can now be removed from the list.

Action: Clerk

The following mentors were agreed:

- D Gagie – Ed Sallis
- C Locke – the Chair of the Committee on which she joins.

Action: MC to inform

Members also discussed the importance of having two student Governors and two staff Governors on the Board. J White is in the process of recruiting a second student Governor. It was agreed a second staff Governor election will be held.

Action: Clerk

6.4 Upcoming Vacancies:

C Reeves – end of first term - 28 March 2021 – members agreed to **recommend** a further four year term of office.

Action: Chair

A Start – agreed leaving date July 2021 – to be discusses at the next S&G Committee.

M Blanning – end of third term - 18 December 2021. The Committee agreed to consider succession planning for Vice Chair and Remuneration Committee Chair at the next S&G Committee.

Action: S&G May 2021

6.5 Skills Audit

Members noted that at the last meeting they had agreed the process of recording skills needed to be reviewed. They felt it was fit for the current purpose but agreed to consider this again at the next meeting.

Action: S&G May 2021

6.6 Equal Opportunities data

Members discussed the current EO form and its use. They agreed this need to be reviewed and noted the update from the Clerk and Security Information officer. They agreed the form should continue to be used and collected at appointment but the title changed to Equality, Diversity & Inclusion. The data will continue to be collected and stored securely by the Clerk.

Action: Clerk

7 Governance Issues

7.1 Term of Office Review – members noted the amendments and **agreed** the new Terms for **recommendation** to the Governing Body with the addition of wording to describe the S&G Chair as *‘Senior Independent Governor’*, using *the Senior Independent Director role in the private sector as an analogue.*

Action: Chair

7.2 Third Year Evaluation & Re-appointment – members noted the content of the evaluation and re-appointment form. They **agreed to recommend** Chris Reeves for a second four year term of office.

Action: Chair

7.3 Governor Development – members reviewed the proposal for changes to governor training and development.

A Woodhouse informed members of the process at her organisation and how she felt the Annual Strategic Away Day is good development.

Members agreed that the ETF eLearning modules were a useful tool as basic training and all Governors should complete the core modules on appointment, but bespoke face to face training should be tailored to the Board with sessions led by the member of College management with the expertise in the area

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such as Safeguarding and GDPR. It was agreed this would not commence until physical meetings are able to take place. It was agreed this model would be worked up between the Clerk, A Woodhouse and C Hare.

Action: Clerk/AW/CH

- 7.4 Chair Evaluation/appraisal/feedback – members discussed the options and proposed that the Chair of S&G Committee would speak to all Governors, Clerk and Executive re the Governing Body Chair and summarise feedback in discussion with him. It was agreed this would be considered and a decision made at the next meeting as to the exact timing and whether it was to be an annual event. It was noted that the Chair had agreed not to press for remuneration in taking up the role. Despite that option being in train, and that too much of a formal appraisal process seemed inappropriate for an unpaid voluntary role.

Action: Chair/S&G May 2021

The GB Chair stated he was happy with any process agreed by the Committee but added that he will continue to expect feedback anyway in his meetings and discussions with individual Governors.

- 7.5 Governance MKCTS – it was proposed that the Training Services would present their Commercial Strategy and Budget to the Governing Body at the July meeting annually but the Principal noted that the Strategy would be better seen in March. The decision was deferred until S Cook can discuss with the MKCTS MD. It was agreed the Governing Body need to receive the strategy and budget together with time to consider before the final Group budget is presented in July.

Action: S Cook

8 College Risk Register

Risk 32 – Failure of effective Governance – current Risk Priority low - The Clerk had updated the Risk Register on behalf of the Committee, presented in paper GBS&G20/401.

It was agreed this is not a strategic risk and no concerns were raised or amendments required. The Clerk will continue to update and raise at each meeting.

9 Governor Improvement Plan (GIP)

Members recognised their responsibility to monitor the GIP on behalf of the Governing Body and reviewed the improvements noted.

Members agreed the improvements were ongoing:

- 9.1 Mission & Strategy - these will be addressed at the Strategic Away Day.

9.2 Student outcomes - considering the current situation the College has done well to maintain this.

10 Any Other Business

White paper – this includes Governance proposals. It was agreed the Clerk would extract, review and present at the next meeting.

Action: Clerk May 2021

Virtual meeting recommendations – members noted that it is recommended that an annex is added to Standing Orders re virtual meetings. It was agreed this would be drafted.

Action: Clerk

Members noted that virtual meetings may continue, even when restrictions have been lifted, for committee meetings as it has aided attendance.

11 Date of Next Meeting

The next meeting is scheduled for Monday 4 May 2021 at 5pm (venue/platform TBC).

The meeting closed at 19.05.

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