



MidKent College

GOVERNING BODY

SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting of the Search & Governance Committee held on Tuesday 18 May 2021 at 1700hrs via Zoom.

Present: Mr C Reynolds Chairman
 Mr S Cook
 Mr M Cook
 Mr C Reeves
 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 21 January 2021

The minutes of the meeting held on 21 January 2021, Paper GBS&G20/402, were accepted as a true record and electronically signed by the Chair.

4 Matters Arising

Matters arising were taken in the Clerks report.

	Item from the last meeting	Action	Complete
1	Mandatory training log to be maintained and reminders sent.	Clerk continues to send reminders to Governors who have not completed the training.	Update log noted. Outstanding training noted.

Chair 

Date 14 October 2021

2	Annual Update	Equal Opportunities form - Advice sought from the College's Information Security Team and HR.	Completed and Annual update at item 7.7
3	Recruitment	Members agreed to re-visit the Board membership at the next meeting.	Complete
4	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.	Complete
5	F&GP Committee membership	Co-opted members: N Davies – May 2021 (poss ask to stay longer – F&GO Chair to decide) N Swain – July 2021	Complete
6	QTL Committee	Claire Richardson David Gagie Christine Locke	Agreed at GB March 2021
7	M Blanning	End of third term - 18 December 2021 Chair GB to speak to re end date	Complete
8	S&G Committee	C Reeves invited to join Committee	Agreed
		Review C Locke for Committee	Complete
9	Remuneration Committee	S&G to recommend A Woodhouse to join in 2021/22.	Agreed at GB March 2021
		BF - Succession for Chair of Rem Com	TBC
10	Deputy Chairs on all Committees	S&G to review the option of deputy Chairs on all Committees: QTL – M Woolston – agreed F&GP – D Gagie S&G – A Woodhouse R&A –TBC	Partially complete

Chair



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11	Link Governors	New Link Governors to be contacted and advised.	Complete
12	Mentoring Guidance	Agreed	Complete
13	C Reeves second term of office	Recommend to GB 24/3/21	Agreed
14	S&G terms of reference	Recommended to GB 24/3/21	Agreed
15	Governor Development	AW/CB to work up the model with C Hare	Proposal to be amended
16	Chair evaluation	Consideration at the May S&G	Complete
17	Governance MKCTS	MKCTS to present their Commercial Strategy to the Governing Body at the March meeting and Budget in July annually.	Complete
18	Virtual meeting recommendations	Annex is added to Standing Orders re virtual meetings. It was agreed this would be drafted	Agreed

5 Clerk's Update

Members discussed Paper GBS&G20/403 and supporting papers.

6 Search Items

- 6.1 Members noted the upcoming vacancies. They noted the Student Governor elections will take place before the end of term. S Cook informed members that the current Student Governor, J White is going to be contracted for 12 months to work on projects including leading on the development of the FE environmental roadmap strategy and mentoring his successor. The Committee **recommended** that Jordan White be co-opted on the Governing Body during this period.

Action: Chair recommend to GB

Members were encouraged by having three strong nominations for the Staff Governor vacancy. Elections are taking place with a deadline of 25 May 2021 after which the new Staff Governor will be eligible to join the Governing Body for the 9 June 2021 meeting.

Members decided that there is no urgency to recruit further external Governors at the present time, allowing the current Board members to settle as the College and governance returns to a more normal state. However, they were not averse to considering applications if current members put forward any recommendations from their own networks. This will be revisited at the next meeting.

Action: Next meeting

Chair



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- 6.2 Skills Audit GBS&G20/404 – members reviewed the skills audit form and agreed it was a comprehensive format. They agreed there were no skills gaps but felt the log should be refreshed. The form will be recirculated to all Governors for update.

Action: Clerk

Members discussed the succession planning for Vice Chair – The current Vice Chair, Michael Blanning will leave the Board in December 2021. It was confirmed that the Governing Body must have a Vice Chair to support the Chair and the nomination process is set out in the Standing Orders. It was agreed that this should be a Governor who will complement the current Chair and offer a balance of skills and outlook. Members discussed possible candidates and agreed to speak to various members with a view to nominations and possible election in the new term.

Action: C Reynolds/A Woodhouse

Remuneration Committee Chair – it was felt that once the succession to Vice Chair was finalised they would consider further the succession to Chair to the Remuneration Committee.

- 6.3 Committee Deputies – it was agreed that there would be a discussion with the Chair of F&GP but subject to that, the following Governors would be approached to become Deputies in the following Committees:

F&GP – David Gagie

S&G – Chris Reynolds when he steps down from Chair

R&A – Chris Reeves or Claire Richardson

Action: C Reynolds

- 6.4 Link Governor – members noted the current Links and the following new Links agreed:

Data Information – Angela Woodhouse

ICT – Ade Orhiere

Members agreed that if Governors came forward and expressed an interest in linking with a particular area, it would be considered, but that there was not a need for link Governors for every single area of the College.

Members noted there is a vacancy for a Governor with special responsibility for EDI but noted the College EDI Group has been established and has engaged the expertise of Christine Locke.

- 6.5 New Governor Update – Members agreed that the new Governors are engaging well in the Board during an unusual time and looked forward to meeting them face to face.

C Reeves informed members that following the last S&G Committee, he contacted C Locke to establish any difficulties. She subsequently requested to take a sabbatical for 12 months with the aim to re-engage in 2022. She agreed to remain engaged with the EDI College Group. Members agreed to this requested.

Action: Clerk/Chair 2022

Chair



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Members discussed lessons to be learned and agreed to consider both better information to candidates about the demands of being a Governor and also a 'cooling off' period. M Cook will discuss with Chairs of other Colleges what they do.

Action: M Cook

7 Governance Items

7.1 AOC Code of Good Governance for English Colleges (GBS&G20/405) – members were informed that a revised Code had been put out for consultation and will soon be reissued. They noted that previously the Board only complied with the 'must' conditions in the Code but agreed that to improve governance further there was a strong case in principle to comply with "should" conditions as well. It was agreed that once the revised version is finalised, the Clerk will conduct a review and report back to the Committee with the gaps between current practice and complying with the Code on this basis.

Action: Clerk

7.2 Governor Development Plan Proposal - Paper GBS&G20/406 – the Clerk and A Woodhouse explained the proposal which incorporated all the core modules of the ETF training for Governors. Members discussed the proposal and agreed the principle but asked that there is a provision to be able to cross reference other FE specific training undertaken and that established Committee members focus on the relevant Committee training modules. It was agreed that this will be refined.

Action: Clerk/A Woodhouse

It was agreed that all Governors must be updated annually on their duties of Safeguarding, EDI, GDPR and Keeping Children Safe in Education. These will be conducted by bespoke face to face training for Governors before a Governing Body meetings and presented by College staff with the relevant expertise. This bespoke training needs to be arranged.

Action: Clerk/A Woodhouse

7.3 Chair evaluation/appraisal – C Reynolds informed members that he had reached out to all Governors for feedback regarding the new Governing Body Chair. He reported that no concerns were raised.

Members held a full discussion regarding the option of seeking permission to remunerate the Chair, taking into account previous action taken regarding this option. It was agreed that establishing the principle of remuneration for the Chair should be pursued to recognise the increase responsibility of the role and number of hours required to conduct the role effectively.

Members agreed that specialists should be sought to advise the Board and complete the application to the Charity Commission. Members considered the amount of remuneration should be about £20k – 25k per year. It was felt that a joint meeting of the S&G Committee and Remuneration Committee should be held (without M Cook present) to agree a final figure

Action: Clerk

Chair



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It was agreed that a specialist would be identified and appointed after which C Reynolds and A Woodhouse would engage with them to gain advice regarding the process.

Action: C Reynolds/A Woodhouse

7.4 Skills for jobs – white paper – GBS&G20/407 & 407a members noted the expectations and requirements set out in this document and agreed the following:

- Annual Board Assessment – GSAR process to continue as normal with reference to any additional requirements of the white paper as they are confirmed.
- External Governance Review – members agreed to conduct a review after the Board had settled back to physical meetings allowing the new Governors to get established. This will be further considered by the Committee January 2022.

Action: S&G Committee Jan 2022

Members noted that further actions may be required as the Skills for Job paper is finalised. They noted the additional requirements in the Annual accounts and the need to continue to review practice to ensure good governance.

Members noted the Governor Training log paper GBS&G20/408 and the Mandatory Training log paper GBS&G20/408a.

7.5 Virtual Meetings – members noted that if virtual meetings were to continue post-Covid, protocols should be in place. They agreed the proposed annex to the Standing Orders paper S&G20/409 with additional wording to clarify that virtual meetings will be utilised as required. This annex will be **recommend** to the Governing Body.

Action: Clerk/C Reynolds

7.6 Governors Expenses – members noted that from September 2021 there will be separate budget of £25K for the Governing Body. This will be managed by the Clerk and monitored annually by the S&G Committee.

7.7 EDI Annual Update paper GBS&G20/410– members noted the data and agreed the characteristics collected on the form should reflect those collected from College staff. Therefore, the following will be added to the form:

- Nationality
- Sexual orientation
- Marital Status
- Change of gender

It was agreed the form will be updated and circulated to all members for annual completion.

Action: Clerk

The proposed changes to the Governor Job description, paper GBS&G20/411, will be taken out of Committee due to time constraints.

Action: Clerk/C Reynolds

Chair



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7.8 Confidential Minutes Annual Review, paper GBS&G20/412 – members noted the 16 sets of minutes that had been deemed confidential over the last 12 months. As they all contained either personal information regarding pay, financial information or commercially sensitive information, it was agreed that none of the minutes would be disclosed or published.

7.9 Committee Self-assessment 2020/21, paper GBS&G20413 – members noted the compliance with all the duties in the terms of reference.

Improvement Plan 2021/22 – members agreed to consider further improvements and communicate these to the Chair for inclusion in the plan. It will then be circulated out of Committee for agreement.

Action: All Members

8 College Risk Register

Members noted the current risk and agreed its risk rating remains low.

They noted however that with when A Start and M Blanning leave, the Board will lose much historical memory and it was felt this should be captured in some way in the risk register. It was agreed further that S Cook would speak to both Governors and establish a way to capture their reflections and knowledge as best as possible.

Action: S Cook

9 Governance Improvement Plan (GIP) – Paper GBS&G20/414

Members were reminded of the Committees responsibility to monitor the GIP. They agreed it has progressed well considering the unusual year. They noted that following the self-assessment for 2020/21 the GIP will be amended.

10 Any Other Business

There was no any other business.

11 Meeting Dates for 2021/22

It was agreed there will be four meetings in 2021/22 to be confirmed.

Action: Clerk/A Woodhouse

The meeting closed at 19.45.

Chair



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