



MidKent College

GOVERNING BODY

SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting of the Search & Governance Committee held on Wednesday 4 October 2023 at 1700hrs via Teams.

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

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 6 June 2023

The minutes of the meeting held on 6 June 2023, Paper GBS&G22/508, were accepted as a true record by the Committee.

4 Matters Arising

1. Skills Audit – results at 6.2 – **Complete**.
2. Attendance Concerns – A Woodhouse reported under item 6.1 and will continue to make contact with Governors – **Ongoing**.
3. Rebalancing – discussed under the action plan item 7 – **Ongoing**
4. Link Governors – all current link Governors have been contacted and introduced to the manager. They have been reminded to make appointments to visit the area and inform the clerk. Discuss under item 5.4. **Complete**.
5. External Review Action plan – update at every meeting – item 7. **Ongoing**.
6. M Prentis to be invited to GB meeting – **Complete**.

7. Bespoke training re Risk – risk appetite statement is being presented to Governing Body for approval – All Governors were invited to attend GR&A Committee where the process was explained by the Internal Auditors but further training can be offered if Governors request this at GB. **Ongoing.**
8. Succession planning – Chair evaluation – **Complete.**
9. Link Governor/GIV Procedure – approved and **Complete.**
10. Third year review – N Baveystock – approved and **Complete.**
11. Scheme of Delegation/Polices – Hazel Foreman will attend the next Committee meeting to explain the new process. **Complete.**
12. External Review Action plan – remodelling of papers – update under item 7. **Ongoing.**
13. S&G Annual Report – approved and **Complete.**
14. S&G Terms of Reference – approved and **Complete.**
15. S&G self-assessment – using external review action plan and monitoring at every meeting – item 7 – **ongoing.**
16. S&G Risk this was not reported to GR&A Committee - discussed under item 8. **Ongoing.**

5 Search Issues

- 5.1 Attendance - The Committee reviewed Governors' attendance for 2022/23 in comparison with the sector average (Committee and Corporation) which was 82.68% for 2022/23 (101 colleges). It was noted that the MKC average for Committee and Governing Body combined was 88% and above the sector average.

In accordance with the Standing Orders, the Chair had spoken to Governors whose attendance had fallen below 50% and reported on the outcome. No further action was required at this time.

Members agreed the Committee should continue to monitor attendance throughout the year as some challenges may be emerging.

Action: Update Jan 2024

- 5.2 Membership

Members noted that currently the Governing Body had a full membership with 16 independents plus Principal, 2 staff and 2 students (students TBA).

They discussed the option of Mike Prentis becoming a full Governor once a vacancy arises. After consideration of M Prentis' attendance and contributions the Committee agreed to recommend this to the Board.

Action: A Woodhouse GB 19/10/23

It was agreed that M Cook would speak to M Prentis about extending his co-opted membership until a full Governor vacancy arises.

Action: M Cook

Members considered a potential Governor, Stuart Hardie, a College stakeholder and ex-student, He was employed by Baxall Construction, based locally and had shown a real interest in the College. It was agreed that M Cook would make contact with S Hardie and explain that the current membership was full, but vacancies may become available this academic year. If he was interested in joining the Board an interview process would take place.

Action: M Cook

Committee Membership – members noted the vacancies on the S&G Committee and GR&A Committee and used the responses from the Skills Audit to identify those with significant or strong expertise in these areas.

They considered several Governors and decided to approach, James Williams for S&G and to approach Mohamed Abdel-Maguid to move from QTL to GR&A Committee.

Action: A Woodhouse speak to J Williams
Action: M Cook speak to M Abdel-Maguid (agreed)

Members also noted that Claire Richardson was on sabbatical until November 2023 and that the Chair was catching up with her this month. They were also made aware of another possible sabbatical to assist a Governor with workload. The Chair will report back outside the meeting with an update.

Action: M Cook

5.3 Third Year Review

Marie Woolston – members reviewed the evaluation form and agreed to **recommend** a second term of office to the Board.

Action: A Woodhouse GB 19/10/23

Members also noted the following evaluations were scheduled:

- Alison Currie - 19 October 2023,
- Ade Orhiere – 18 October 2023; and
- David Gagie – 7 December 2023.

These will come to the January 2024 meeting. M Cook has requested feedback from the relevant Chairs of Committee and colleagues

Action: S&G Jan 2024

5.4 Link Governors

Members were informed that all Link Governors had been contacted and introduced to the relevant department and asked to contact their link area direct. A log of meetings was being kept by the Clerk and was

shared with the Committee who noted that most of the Link meetings had been held or were scheduled.

Members discussed if it was necessary and appropriate, to have a Link Governor for the Medway School of Arts (MSA). It was agreed that with the initial small numbers this year, the area can be covered under Creative Industries Link Governor but this will be review in 2024/25 as the provision grows.

**Action: M Cook to cover as part of Creative Industries Link/S&G
Oct 2024**

The following Links were also discussed:

EDI – Christina Hart was relaunching the Group's EDI Group with face-to-face meetings to re-focus and give it some fresh momentum. C Reeves has asked to continue in this role until he leaves the Board, with a handover. Members considered possible replacements, other gaps and issues and agreed to consider this at the January meeting.

Action: S&G Jan 2024

Skills – S Cook agree to discuss this with M Abdel-Maguid at their next 1:1.

Action: S Cook

S Cook clarified that KCSiE responsibilities sat with the Safeguarding Role so would be part of M Woolston's responsibilities and not a separate role. The Clerk clarified that there had been correspondence which had identified additional support needed to carry out the role. S Cook agreed to follow this up after the meeting to ensure responsibilities were clear and appropriate support in place.

Action: S Cook and M Woolston

SIG – members noted that during a confidential item at Board re the evaluation of the Governing Body Chair, members discussed the responsibilities of the SIG role and a possible alternative process for the Chair's evaluation. The Committee further discussed and agreed to recommend to the Board that the specific role of SIG was not required. It was noted that the Vice Chair was available for Governors to speak to and alongside Committee Chairs can act as a sounding board for the Chair. The Chair of GR&A could conduct the Chairs evaluation with a view to this becoming an independent position in the future, as per the external review recommendation.

Action: A Woodhouse

5.5 Student Governor Update

Members noted that the College was in the process of incorporating Student Voice with a new Student Union where the President & Vice President will automatically become Student Governors.

The application window had closed for roles in the Student Union, there had been 11 applicants, who would now campaign with voting open on 30 November 2023.

The Student Governors will then attend the Governing Body on 14 December 2023.

6 Governance Issues

6.1 General Update

AOC Code – the new Code had now been published. Members were reminded that the draft code was adopted by the Board in May 2023 and unless there were significant changes, it will not need to be re-presented.

Action: Clerk to check for significant changes

Angela Woodhouse gave members a confidential update regarding her 1:1 meetings with Governors to discuss any barriers to attendance and coming into the College. There were no significant issues to report, and she will continue to contact Governors and update at the next meeting.

Action A Woodhouse – Jan 2024

S&G Committee meetings – it was agreed the next meeting on Thursday 25 January 2024 will be in person at Medway.

Training - Members noted that Governors had been informed and reminded to sign up to the ETF/AOC Governance Development Programme (modules) on the new platform FutureLearn.

Action: Clerk to resend the email

6.2 Governor Job Description bio-annual review

Members reviewed the Governor Job Description last updated in November 2021, to ensure it was still fit for purpose. Amendments were considered via tracked changes.

Members discussed the comments from the Clerk relating to experience required to be a governor and potential impact in regard to inclusivity. The Committee agreed that no change was required, the last round of recruitment had increased diversity of the Board.

The suggested amendments were agreed, it was noted that as there were only minor changes Board approval was not required.

6.3 Skills Audit

Members noted that the results of the received skills forms had been used by the Committee to consider vacancies on S&G and GR&A Committees under the membership item. It was felt the information given by Governors at the end of the form could be useful for Exec to reach out to Governors and make best use of their expertise. Once all the forms are received and full analysis complete, S Cook will share with Exec. It was noted that Governors had a responsibility to be proactive and volunteer their expertise.

Action: S Cook

7 External Review Action Plan – monitoring update

Members reviewed the current action plan and agreed the following updates:

- 1.2 Risk – the risk appetite statement was being presented to Governing Body on 19 October for agreement. If Governors felt further training was required, it would be arranged – C Reynolds.
- 1.3 Board papers – the Principal's report had been used as a trial for the new format and members agreed it had improved. It was agreed that the cascade to Committee papers should be discussed and monitored by the Chairs and noted for the next Chairs meeting.
- 1.4 Strategic Governance – S Cook was investigating options. Remuneration Committee would consider the outcome
- 1.5 Evaluation of meetings – it was agreed that this was not consistent and a review item should be put on every agenda. **Complete.**
- 1.6 Learning sets – to be actioned in July 2024 as part of the Governing Body self-assessment, using the questions from the third-year review form – A Woodhouse.
- 2.1 Skills matrix to be shared with Exec once completed. **Green**
- 3.4 Rebalancing of roles – the GB Chair had been mindful of their workload for example the SAR/QIP had been distributed amongst Governors.

A Woodhouse agreed to attend the next Sustainability Group meeting and see if she was able to support the Group.

Members agreed that the S&G Committee were constantly monitoring this action in usual business so it can be shown as **complete.**

3.5 Meetings held at strategic level –Challenging Questioning training was arranged for 11 January 2024. It was agreed that 1.3, 3.2 and 3.3 could be merged into one action.

Action: A Woodhouse/Clerk for Jan 2024

8 College Risk Register

Members reviewed risk 16 as it was a low risk, it was not required on the operational risk register.

The Committee **recommends** to the GR&A Committee that risk 16 was removed.

Action: C Reynolds

9 Any Other Business

Members noted that the Solicitors had confirmed the Chair's remuneration agreed by the Charity Commission, was attached to the current Chair not the position and will last for the duration of their time in post.

10 Date of Next Meeting

The next meeting was scheduled for Thursday 25 January 2024 at 5pm and will be face to face at Medway.

The meeting closed at 19.02.