



**MidKent College**

**GOVERNING BODY**

**SEARCH & GOVERNANCE COMMITTEE**

Minutes of the meeting of the Search & Governance Committee held on Thursday 12 June 2024 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 25 April 2024**

The minutes of the meeting held on 25 April 2024, paper GBS&G23/537, were accepted as a true record by the Committee.

**4 Matters Arising**

All matters were either complete or on the agenda.

**5 Search Issues**

**5.1 Stewart Jackson – paper GBS&G23/539**

Following Martin Cook's interview of Stewart Jackson, A panel of members held a follow up interview online on 28 May 2024 the panel agreed he would be **recommended for appointment** to the Board in July.

As his skills set matched the QTL Committee but he was also keen to join an additional Committee, members discussed and agreed to **recommend** he joined the QTL and F&R Committee.

**Action: A Woodhouse**

5.2 Claire Richardson - Third year review form - paper GBS&G23/540

At the third-year review in April 2024 Claire informed the Chair that she had decided to leave the Board at the end of her term and therefore her last Board meeting would be 10 July 2024.

It was noted that she would be willing to be co-opted onto QTL Committee and continue to “hold” the apprenticeship portfolio until another Governor is ready to take this on. Members agreed to **recommend** this to the Governing Body.

**Action: A Woodhouse**

5.3 Membership Update - paper GBS&G23/541

Members discussed the vacancies on the Board and Committees noting the concerns raised by Committee Chairs about the loss of some expertise.

After some discussion members agreed the following:

- S Jackson – if appointed he will be invited to join QTL and F&R Committee.
- Seek an expert in Risk by following up a recent introduction made by Alison Currie.

**Action: C Reynolds to follow up.**

- Ask Peridot Partners to conduct a new search for governors.

**Action: S Cook to contact Peridot Partners.**

Student Governors - members noted that the President and Vice President of the Student Union automatically become the Student Governors and that the SU Constitution states the President/Vice President roles are refreshed each year, although previous candidates can apply. Members noted the election process is underway and posts will be filled ready for the October Governing Body.

Members agreed to ask Olu Omomehin to remain as Student Governor until the new Student Governors are elected to maintain student representation on the Board and conduct a handover.

**Action: Clerk to contact Olu.**

5.4 Chair Recruitment Update – paper GBS&G23/542

Members noted the recruitment timeline and actions being taken by Peridot Partners in the search for the new Chair. After considering various scenarios and certain risks associated with the timing of recruiting a new Chair, it was agreed to **recommend** to the Board that the current Chair remains in post up to the October 2024 Board meeting with the opportunity to step down sooner should a suitable candidate be recruited. This will provide continuity and time for a handover to the incoming Chair.

**Action: A Woodhouse**

As the interviews for the new Chair were after the last Governing Body meeting, the Committee agreed it would be useful for the Board to agree, prior to the July meeting, how they wish to conduct the appointment of the new Chair. They discussed two options: hold an extraordinary meeting or conduct a written resolution. It was agreed dates for the extraordinary meeting will be circulated and if it was not possible to hold a quorate meeting, written resolution for appointment of Chair would be actioned.

**Action: Clerk**

## **6 Governance Issues**

### **6.1 Committee Draft Annual Report - paper GBS&G23/543**

Members noted it was good practice for the S&G Committee to write an Annual Report for publication on the College website and reviewed the draft document which had been prepared by the Chair.

Members agreed the draft annual report for **recommendation** to the Board in July 2024.

**Action: A Woodhouse**

### **6.2 Confidential Minutes for disclosure - paper GBS&G23/544**

Members noted it was good practice to annually review the minutes that had been recorded as confidential to see if any could be disclosed and published.

They considered all the confidential minutes taken during 2023/24 and decided that due to the nature of the content, all remained confidential.

No minutes were to be disclosed.

### **6.3 Instrument & Articles (I&As) Review - paper GBS&G23/545**

The Clerk reported a thorough review of the current I&As had been undertaken with the support of a fellow Director of Governance. The document had been brought in line with the current guidance from Eversheds and updated with sector changes.

Members considered the documents provided and agreed the following amendments:

Instrument 2 b) – last sentence to become e).

Instrument 5 – appointment of Vice Chairs – members agreed to increase the Vice Chair from one to all Committee Chairs to increase resilience, assist with support and succession planning, It was agreed the document would reference this throughout as ‘Vice Chairs’. Only the Chair can be advertised externally. Members noted this is the clause that was recently amended under written resolution.

Instrument 12 – student vote – members agree to amend to say that ‘*no student governor is eligible to vote*’. Thus, protecting them from any repercussions.

Article 5 (1) a – Search Committee – amended to ‘*advise on*’ the appointment of members.

Article 10 – Senior posts – agreed these will be *advertised nationally*. S Cook assured members that this is current practice.

Members agreed the I&As, subject to the above changes and agreed they would be **recommended** to the governing Body.

**Action: A Woodhouse**

Members noted that a process for Governor and Chairs evaluation would be captured in the Standing Orders due for review to be brought in line with the I&As and which will set out processes.

**Action: Clerk**

#### 6.4 Governor Handbook update - paper GBS&G23/546

Members were reminded that following the Strategic Away Day 2024 the Board asked that the Governor Handbook was refreshed. A review of the current handbook had been conducted with Nick Baveystock and the Clerk using the Institute of Civil Engineers handbook as guidance and a suggested format was presented and agreed.

The Principal, Simon Cook agreed to write the sections required during the summer period for review at the next meeting.

**Action: S Cook**

#### 6.5 Policy for review - Mentoring Policy - paper GBS&G23/547

The Clerk presented the policy for its periodic review. Minor suggested amendments had been made as tracked changes for the Committee's consideration. It was noted that as there were only minor changes to the policy, it did not need to be approved by the Governing Body.

Members agreed the minor amendments and noted the policy will be changed to the new format and saved for reference.

**6.6 Bespoke training topics for 2024/25 - paper GBS&G23/548**

The Committee considered the training topics for next year and after discussion agreed the following will be scheduled for 2024/25:

- Safeguarding and Prevent – required annually.
- EDI - ask the Advanced Practitioners to conduct the training.
- Finance & Funding – was last presented in January 2023 and agreed to be presented biannually.
- GDPR – was last presented in March 2023 and agreed to be presented biannually.

**Action: Clerk to arrange**

Members reflected on the training over the last year and agreed to continue with the current format. They noted mainly good attendance with some Governors watching the recorded sessions.

**6.7 Update on the ETF Governance Modules - paper GBS&G23/549**

Members recalled a number of platforms had been used for the ETF Modules over the years with varied success and that ETF had now taken this in-house.

It was agreed the Clerk would re-launch this information to all Governors with clear instruction and that the Chairs of Committee would continue to encourage their members to complete relevant Committee modules and Governor's duties.

**Action: Clerk**

**6.8 Committee Terms of Reference review - paper GBS&G23/550**

Members noted it was a requirement of the Committee to periodically review their terms of reference to ensure they were fit for purpose, an amended version was presented with tracked changes with minor updates. Members were informed that a comparison had been made and these were broadly in line with another local college.

Having reflected on Committee business over the last 12 months, members reviewed and agreed the following changes:

- Some wording needed to be amended in line with the amendment of the I&As.
- Remove those rules in section 6 and 8 that apply to the Governing Body and not the S&G Committee.

**Action: Clerk**

The amended document will be **recommended** to the Governing Body on 10 July 2024.

**Action: A Woodhouse**

**7 External Review Action Plan – monitoring update - paper GBS&G23/551**

Members noted their continued responsibility to monitor the External Review Action Plan which was also the Committee's improvement plan.

They reviewed the action plan which had been updated.

They agreed the content and agreed to **recommend** to the Governing Body that the Committee continue to use this as their Improvement plan going forward.

**Action: A Woodhouse**

**8 College Risk Register - paper GBS&G23/552**

Members were reminded that the previous governance risk – Failure of Effective Governance – had been removed from the operational risk register in September 2023 and considered if, with the change of Chair and other membership, it should be re-established.

Members did not consider the current situation to be a risk and agreed to continue to manage and monitor through S&G Committee.

**9 Review of the meeting**

Members were asked to contact the A Woodhouse with any feedback on the meeting.

**10 Any Other Business**

A Woodhouse was asked to consider the membership of the Committee to fill the current vacancy.

As A Woodhouse will not be at the July Governing Body meeting, it was identified that another member of the Committee would report back.

**11 Date of Next Meeting**

**PAPER GBS&G23/553**

The next meeting was scheduled for Thursday 3 October 2024 at 5pm  
(date amended to ensure quoracy).

The meeting closed at 18.56hrs