



Search and Governance Committee minutes

Meeting	Search and Governance Committee	Date	Tuesday 22 November 2022
Location	Folkestone Executive Board Room	Time	9.00am
Membership	Miranda Chapman (Chair), Charles Buchanan (CB), Gail Clarke (TK), Peter Cheney (PC) and Graham Razey (CEO)		
In Attendance	Sharon Hollingsworth (SH) - Director of Governance Nicole Leader (NL)- Minutes Clerk Chris Lang: item 10		

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed members to the meeting. No apologies were received.	
2	Declarations of Interests	There were no further declarations other than those previously declared.	
3	Minutes of the meeting held on 8 March 2022	The minutes of the 8 March 2022 were agreed as an accurate record of the meeting and will be signed by the Chair following the meeting.	
4	Matters arising not covered by this Agenda:	There were no matters arising.	
5	Terms of Reference for the S&G Committee	The terms of reference for the Search and Governance (S&G) Committee were reviewed, and the Committee had no further amendments to make.	

		AGREED: The Terms of Reference for the Search and Governance Committee	
6	FGB, Committee, LCB Membership and Terms of Office update	<p>The Committee reviewed the current FGB membership, Local College Board (LCB) membership, vacancies and terms of office.</p> <p>Chandrika Narayanan had applied for an independent LCB member role at Ashford College, it was noted that Chandrika is still registered as a student with the Group. SH was asked to check to see if under the Instruments and Articles (I&A's) a student could become an independent member. It was thought not and suggested that the I&A's are silent on this matter, however despite the outcome it was agreed that Chandrika would be a suitable Student Representative on the Ashford LCB. The committee's endorsement of the proposed appointment to be fed back to the College.</p> <p>The Committee discussed the possibility of Tammy Mitchell, CEO of EKC Schools Trust being a Governor of EKC Full Governing Body. The CEO suggested that this would form a firm link both ways between the Group and the Trust. The CEO further informed the Committee that the Trust aims to move away from the Group and become independent on the 1 March 2023.</p> <p>The Committee discussed the need to strengthen the teaching and learning skills set on the Local College Boards as this is prominent in the reported skills matrix. It was suggested that Local Chairs and Principals target their educational links to encourage applicants to come forward. Referrals to be provided to the Director of Governance.</p> <p>RECOMMEND: Local Chairs and Principals to focus on strengthening the teaching and learning skills set of their membership.</p> <p>NOTED: The following Local College Board Member e-appointments:</p>	<p>SH</p> <p>SH</p> <p>LCB Chairs</p>

		<table border="1"> <tr> <td>William Hicks</td> <td>Canterbury LCB</td> <td>Appointed 01.04.22 - 2-year term</td> </tr> <tr> <td>Simon Storey</td> <td>Canterbury LCB</td> <td>Appointed 01.04.22 - 2-year term</td> </tr> <tr> <td>Daniel Sangiuseppe</td> <td>Folkestone LCB</td> <td>Appointed 01.09.22 - 2-year term</td> </tr> <tr> <td>Kathryn Lammas</td> <td>Dover Technical LCB</td> <td>Appointed 01.09.22 - 2-year term</td> </tr> <tr> <td>Patrick Cantellow</td> <td>Sheppey LCB</td> <td>Appointed 01.09.22 - 2-year term</td> </tr> <tr> <td>Peter Heritage</td> <td>Ashford LCB</td> <td>Appointed 01.09.22 - 2-year term</td> </tr> <tr> <td>Roxan Kamali-Sarvestani</td> <td>Canterbury LCB</td> <td>Appointed 14.10.22 - 2-year term</td> </tr> </table> <p>NOTED: Governor Terms of Office to be reviewed at the next S&G meeting.</p> <p>AGREED: Move the next Search and Governance meeting to February 2023</p>	William Hicks	Canterbury LCB	Appointed 01.04.22 - 2-year term	Simon Storey	Canterbury LCB	Appointed 01.04.22 - 2-year term	Daniel Sangiuseppe	Folkestone LCB	Appointed 01.09.22 - 2-year term	Kathryn Lammas	Dover Technical LCB	Appointed 01.09.22 - 2-year term	Patrick Cantellow	Sheppey LCB	Appointed 01.09.22 - 2-year term	Peter Heritage	Ashford LCB	Appointed 01.09.22 - 2-year term	Roxan Kamali-Sarvestani	Canterbury LCB	Appointed 14.10.22 - 2-year term	SH
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7	Governor and LCB Member Skills Audit 2022	<p>SH presented the findings from the recent Governor and LCB Members Skills Audits. This item had been partly discussed under agenda item 6.</p> <p>The results from the Governors skills matrix identified that when compared to the results from last year the Governing Body (GB) had increased its level of skill across all GB skill areas.</p> <p>The Committee is mindful of the mix of diversity on the board and its Local College Boards and will continue to make a conscious effort to increase its diversity at every governing body appointment opportunity.</p> <p>The results from the independent LCB Members skills matrix identified the need to strengthen the teaching and education skills of the local boards. This will be taken forward with the Local Chair and Principals.</p> <p>NOTED: The Governor and LCB Member Skills Audit 2022</p>	SH																					
8	Local Board considerations:	<p>The Committee discussed the new EKC Group Training Unit, it was suggested that the business of this unit be overseen by the Education Committee.</p> <p>The Committee discussed creating a Local Board for the EKC Training unit. The membership of</p>																						



	<ul style="list-style-type: none"> - Local Board for EKC Group Training unit - Local Board Self-assessment - Local Board/Group Board Communications 	<p>this local board must include a strong teaching and learning representative. When the Managing Director is in place the recruitment and selection process for local board members should commence. A Governor suggested that Alan Baillie be approached to be Chair of this local board. CB to consult with Alan to establish his willingness and availability.</p> <p>A Governor questioned if representation from another college could sit on this Board. There were no objections to this suggestion and the Committee agreed for the Group Chair to look at options within his FE network.</p> <p>The Committee discussed the process of communications between the LCB's and the main Board. It was noted that the local boards have an item on the Education Committee agenda to feedback matters arising from LCB's and likewise the LCB's have an agenda item for the local chair to update the LCB on main board business. The CEO suggested circulating a copy of the CEO's updates to LCB Members.</p> <p style="text-align: center;">AGREED: Group Training Unit Local Board to be formed to commence from 1 August 2023</p> <p style="text-align: center;">AGREED: Local College Board members to receive a copy of the CEO updates moving forwards</p> <p style="text-align: center;">AGREED: Remind Local College Chairs to communicate what is happening at the main board level</p>	<p>CB</p> <p>CB</p> <p>ALL</p> <p>SH</p> <p>SH</p>
9	Recruitment to LCB Member Roles:	<p>The Committee was presented with four potential applicants for independent LCB member roles. The Group Chair and the Director of Governance had met with each applicant to discuss the role further and were comfortable to recommend their appointment to the Committee. It was noted that Kate Cable had withdrawn her application. After consideration of the applications put forward, the Committee concluded:</p> <p>Terry Botfield – decided not to appoint to the Local College Board, but to offer the opportunity to work together with Folkestone College Leadership Team looking at ways of working together on employer engagement in the community.</p>	

		<p>Catherine Bartlett – agreed to appoint to Folkestone College Local Board.</p> <p>Owen Balmont – agreed to appoint to Folkestone College Local Board.</p> <p>AGREED: The Committee agreed the above appointments.</p>	
10	Results from the High-Level Governance Diagnostic Survey	<p>Chris Lang (CL) – joined the meeting at 9.36am</p> <p>CL presented the findings from the recent high level governance survey undertaken by governors. There had been 17 responses.</p> <p>Governors agreed with the findings from the review, that the strengths and areas of development highlighted reflected the current position of the Board.</p> <p>A Governor asked how the results compare to a typical FE Sector College Group within the pilot. The survey revealed that the Group proved stronger on corporate Governance.</p> <p>The AoC recognises that there will be a need for a further, more wide-ranging review of the Code and this will be undertaken once the changes from the Skills and Post-16 Education Bill have been implemented and there is an understanding of how these changes impact on governance forms and college board duties.</p> <p>CB suggested conducting a deep dive into the responses to the survey to gain an understanding of Governors view of information being shared at meetings.</p> <p>CL was thanked for the presentation and left the meeting at 9.58am.</p> <p>NOTED: Results from the High Level Governance Diagnostic Survey</p>	CB
11	Self-Assessment against the Code of	<p>The self-assessment exercise against the AoC Code of Good Governance was presented by SH. The Committee discussed the gaps in the assessment. SH confirmed that she is working with the Group Leadership Team to fill those gaps.</p>	

	Good Governance Sept 2021	GR suggested that gaps are discussed at the monthly CEO/Chairs catch ups. CB offered to meet with SH to review the gaps prior to the Full Governing Body meeting on 13 December 2022. NOTED: Self-Assessment against the Code of Good Governance Sept 2021	CB/CEO/ SH
12	Governor Development Programme 2022- 23	The Director of Governance presented the draft Governor Development Plan for 2022/23. It was reported that some Governors have undertaken training on the ETF programme on Futurelearn platform. SH to check the reports available to ascertain which governors had undertaken training It was noted that the programme is reliant on governors self-studying. All Governors are required to complete at least one module per year. It was suggested that using external facilitators to deliver development sessions to the full governing body should be included in the Plan, where possible. The Committee felt this would be worthwhile and informative. RECOMMEND: The Governor Development Programme be adopted by the Full Governing Board for 2022/23	SH
13	External Governance Review	SH reminded the Committee that there is a requirement for the Group to commission an external accredited firm to undertake an external Governance board review every three years. SH noted three accredited firms had been invited to discuss their External Review Service with the Group Chair and SH over the summer period, the outline service offer alongside their respective costs were presented to the Committee for discussion. The Group Chair and SH provided feedback to the Committee from the meetings. After careful consideration the Committee agreed that the service offer from the Education & Training Foundation (ETF) and Institute of Directors (IoD) was most favourable. The Committee	

		<p>debated the appropriate time for the external review and agreed to plan for the beginning of the next Academic year mid-October-December subject to Ofsted.</p> <p>CB informed the Committee that he is working with the ETF and IOD on delivering external Board reviews and have completed one so far. The ETF and IoD are aware of CB's position should they be successful in being appointed to carry out the review. CB would not be the reviewer and they are content that his position with them is not a conflict of interest.</p> <p>A governor noted that the Board needs to own the review and what they want to achieve from this review.</p> <p>It was suggested that some members of the Committee and SH meet with ETF and IoD to discuss the scope of works and associated costs.</p> <p style="text-align: center;">RECOMMENDATION: The Committee recommends ETF and IoD to conduct the External Governance Review with the scope of the review to be discussed further.</p>	SH
14	<p>Governing Body Appointment Procedure</p>	<p>The Committee was presented with the Governing Body Appointment Procedure and the following was confirmed:</p> <ul style="list-style-type: none"> - Change the procedure to state that the Board can co-opt a student in the absence of a volunteer or if a student leaves. Propose update to the Student Union Constitution document to reflect the change. - Selection of the Chair – internal reference only in the absence of a candidate should the document include an external selection process - Under the AoC Code of Good Governance the Board must have a Vice Chair. The Committee agreed that a Vice Chair will be appointed. <p>SH to update the procedure in line with the above recommendations.</p>	SH

		<p>AGREED: The Chair of the S&G Committee to discuss with members of the board a candidate for vice chair.</p> <p>NOTED: Governing Body Appointment Procedure</p>	Chair
15	<p>Performance review of the Senior Post Holders including DoG [DoG, NL not present]</p>	<i>This item was deferred to the next meeting</i>	
16	<p>Performance review of the CEO [GR, DoG, NL not present]</p>	<i>This item was deferred to the next meeting</i>	
17	<p>Performance review of the Group Chair [CB, CEO, DoG, NL not present]</p>	<i>This item was deferred to the next meeting</i>	
18	<p>Governor Attendance Annual Report 2021-22</p>	<p>The governor attendance record for 2021-22 identifies that the Governing Body attendance is higher than average sector comparison statistics.</p> <p>NOTED – Members noted the Governor Attendance Annual Report 2021-2022</p>	
19	<p>Gifts and Hospitality Annual Report 2021-22</p>	<p>NOTED - The Gifts and Hospitality Annual Report for 2021-2022</p>	
20	<p>Any Other Business</p>	<p>There was no other business.</p>	

