

Search and Governance Committee Minutes

Meeting	Search and Governance Committee	Date	21 November 2023
Location	Folkestone Executive Boardroom	Time	9.30am
Membership	Miranda Chapman (Chair), Charles Buchanan (CB), Gail Clarke (GC), Peter Cheney (PC) and Graham Razey (CEO)		
In Attendance	Sharon Hollingsworth [SH] – Group Director of Governance Georgia Shelton [GS] – Minute Taker		

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed members to the meeting. There were no apologies received, with GR due to arrive shortly to the meeting.	
2	Declarations of Interests	There were no further declarations other than those previously declared.	
3	Minutes of the meeting held on 28 February 2023	The minutes of the meeting held on the 28 February were agreed as an accurate record 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 SG Committee	The terms of reference for the Search and Governance Committee were reviewed, and the following suggestions were made: Section 2.1 should state that the membership of the committee 'shall be' 3 independent members, rather	

		<p>than 'at least 3' independent members.</p> <p>It was suggested that Search and Governance Committee have a role in deciding Local College Board Chairs; while this is in the Local College Board's terms of reference, it is not stated within the Search and Governance Terms. This responsibility should come under section 5, delegated responsibilities of the Committee.</p> <p>Within section 2, membership, it was agreed that this section should include vice-chair of the Governing Body, given that the Committee is in the process of appointing to this new role.</p> <p>AGREED: The Terms of Reference for the Search and Governance Committee subject to the above changes and the updated version being circulated amongst Committee members for approval.</p>	<p>SH</p> <p>SH</p>
6	Governor Skills Audit 2023	<p>The Group Director of Governance presented the findings from the recent Governor Skills Audits.</p> <p>The results from the audit identified that when compared to the results from last year, there has been a decrease in business development and customer service. This is likely due to governor's retiring from the Board.</p> <p>It would be beneficial to identify within the skills matrix the number of governors that have a high level of expertise in an area and similarly areas that have low expertise. This will assist when allocating governors to relevant committees.</p> <p>NOTED: The Governor and LCB Member Skills Audit 2023.</p>	<p>SH</p>
7	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><u>Full Governing Body (FGB) & Committee Membership</u> The current FGB membership number is nineteen. Allan Baillie is due to retire in December 2023. It was also noted that John Korzeniewski's term of office comes to an end August 2024, it is therefore important to</p>	

		<p>look at the recruitment of new members. Members agreed that the best course of action would be to look at gaps within committees and skill sets.</p> <p><u>LCB Membership</u> Members questioned why each board had student vacancies. SH suggested that boards struggle to get student engagement, and that it has been clarified that all local boards must include their local Student President in their membership, as well as one of the local Student Union (SU) Officers; the SU Officers may take turns in attending board meetings.</p> <p>GR joined the meeting at 9:49am.</p> <p>Folkestone are looking to recruit John Foster from Otterpool Park onto their board. All Committee members were comfortable with the referral.</p> <p style="text-align: center;">AGREED: John Foster to be appointed an independent member of the Folkestone Local Board.</p> <p>It was suggested that local authority/council engagement within the local boards would be beneficial to the Group. It was suggested that the Chair discuss this with the boards lacking council representation. The Chair offered to share the Committees concern with the Principals of Folkestone and Dover College.</p> <p><u>Terms of Office</u> The Group Director of Governance suggested that there is a peak in governor terms of office coming to an end in 2025, causing a concern for loss of knowledge and expertise among the Board membership.</p> <p>It was suggested that there be further conversation regarding terms of office exceeding 8 years, and necessary succession planning.</p> <p>The Committee requested SH to liaise with those governors whose term of office expires in 2025 to establish their intentions and to report back to the Committee.</p> <p>The date of governor appointment to be included in the Terms of Office document.</p>	<p>SH</p> <p>MC</p> <p>SH</p> <p>SH</p>
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8	Local Board for EKC Group Training unit update	<p>The Chief Executive Officer updated the Committee on the development of an EKC Group Training Local Board.</p> <p>A letter has been sent to local stakeholders asking for their voluntary involvement in the Local Board. Once responses are received, the Board will be formed and the first meeting will take place in the new year, with a second taking place within term 5.</p> <p>GR will take on the role of interim chair until the board is fully established.</p> <p style="text-align: center;">NOTED: The Local Board for EKC Group Training update.</p>	

9	Succession Planning Group Chair incl. Role description for Vice-Chair	<p>The Chair of the Committee updated members on the succession plan of the Group Chair, and the role of a vice-chair.</p> <p>It had been suggested previously that the Committee Chair contact governors regarding this opportunity, and investigate governor aspiration for the role, with the intention of appointing a vice-chair from among the current membership.</p> <p>Members agreed that the role would need to be filled by an experienced and objective chairperson. It was noted that the role could not be filled by a staff or student governor, the Group's Instruments and Articles of Government clarify that position.</p> <p>The Committee Chair to report back to the Committee when the position is clear regarding any expression of interests for the role of vice-chair.</p> <p style="text-align: center;">NOTED: The Group Chair Succession Plan.</p>	
10	Instrument and Articles of Government	<p>The Group Director of Governance summarised the changes made to the Instruments and Articles of Government.</p> <p>The temporary change in the number of members, to a maximum of twenty, was highlighted and it was questioned whether this change should remain. Members noted that this change was to accommodate the inclusion of the CEO of the EKC Schools Trust, and that this would benefit the board and organisation.</p> <p style="text-align: center;">RECOMMEND: The Group's Instrument and Articles of Government to the Full Governing Body for approval.</p>	
11	Code of Conduct for Governors 2023	<p>The Group Director of Governance summarized the changes made to the Governors Code of Conduct, and clarified that the changes were made in line with the Eversheds Sutherland version. The key changes take account of the introduction of accountability agreements and the ONS decision to reclassify colleges as part of the public sector.</p>	

		RECOMMEND: The Code of Conduct, to be taken to the Full Governing Body for final approval.	
12	New Code of Good Governance 2023	<p>The newly updated AOC Code of Good Governance was summarised by the Group Director of Governance.</p> <p>It was suggested that it may be beneficial to defer adopting the new Code until the new academic year, when the FE Handbook is published. This will ensure that the Code of Good Governance corresponds with the FE guidelines.</p> <p>The Committee drew their attention to the External Board Review which is in progress, noting that External Reviews are required every third year. In the interim period the Board will need to carry out an annual self-assessment. It was suggested that enquires are made with the previous self-assessment provider to establish if a similar method of self-assessment against the new Code is being developed.</p> <p>AGREED: Defer adoption of the Code of Good Governance 2023 until publication of the new FE handbook.</p>	SH
13	Terms of Reference for GB Committees	<p>The Group Director of Governance reminded the Committee that it had been agreed that the areas identified within the Governance Improvement Plan were to be included within the respective Committee's Terms of Reference. However, it was suggested that it would be beneficial to defer amending the Committees Terms pending a review of the new AOC Code of Governance 2023 and the FE Handbook when published.</p> <p>NOTED: The Terms of Reference for Governing Body Committees to be updated following review of the Code of Good Governance 2023 and the publication of the new FE Handbook</p>	
14	Governor Development Programme 2023-24	<p>The Group Director of Governance presented the draft Governor Development Plan for 2023/24.</p> <p>It was explained that all governors are expected to undertake at least one module each year offered within the Education and Training Foundation's Governance Development Programme. Once Future Learn is in place, which is expected to be live in December, governors will have access to a number of modules and</p>	

		<p>webinars.</p> <p>Members questioned whether governors are booking the correct training sessions based on their gaps and expertise. It was suggested governors are directed to training sessions based on their skill sets and roles within the Group, but it was advised that unless certificates are being sent to the Group Director of Governance, there is no other way to record governor CPD.</p> <p>It was questioned whether the Group provide refreshers on the topics covered within mandatory training. The CPD Hub contains refresher sessions on these topics, however most governors are required to take this training due to their occupation or other committees that they are members of.</p> <p>The importance of Safeguarding and PREVENT training was noted, and it was suggested that all governors be asked to complete this training as a refresher in the New Year and thereafter every 3 years.</p> <p style="text-align: center;">RECOMMEND: The Governor Development Programme be adopted by the Full Governing Board for 2023/24</p>	SH
15	Governor Attendance Annual Report 2022-23	<p>The Group Director of Governance presented the Governor Attendance Record for 2022/23.</p> <p>The decrease in attendance within the Full Governing Body was noted, and it was suggested that the culture change from hybrid and Microsoft Teams meetings to in-person meetings may have had an impact on this. While the dip in attendance is unfavorable, in-person meetings will create more meaningful conversation.</p> <p style="text-align: center;">NOTED: The Governor Attendance Annual Report 2022-2023.</p>	
16	Gifts and Hospitality Annual Report 2023 incl. Anti-Bribery and Fraud Policy	<p>The Group Director of Governance summarised the Gifts and Hospitality Report, as well as the included policy.</p> <p>It was questioned whether the Anti-Bribery and Fraud Policy is explicit in its relevance to governance, and it</p>	

		<p>was suggested that this needs to be captured clearly within the policy in relation to governor declaration.</p> <p>AGREED: The Anti-Bribery and Fraud Policy to be amended to reflect that the Policy relates to governors, also.</p> <p>NOTED: The Gifts and Hospitality Annual Report.</p>	SH/AG
17	Any Other Business	There was no other business.	
18	Matters Considered Confidential	No matters were considered confidential.	
19	Date and time of next meeting	11 March 2024 at 9.30am	

There being no further business the meeting closed at 10:56 am.

Signed: 

Print: M L Chapman

Date: 10/3/24