

Search and Governance Committee Minutes

Meeting	Search and Governance Committee	Date	10 th March 2025
Location	Broadstairs Executive Boardroom	Time	9.30am
Membership	Miranda Chapman (Chair) (MC), Charles Buchanan (CB), Gail Clarke (GC), Peter Cheney (PC) and Graham Razey (CEO) (GR)		
In Attendance	Lucy McLeod [LM] – Deputy Chief Executive Officer Sharon Hollingsworth [SH] – Group Director of Governance Claire Banks [CB] – Minute Taker Jack Collison [JC] – Group Director of Corporate Services		

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed members to the meeting with CB attending via TEAMS.	
2	Declarations of Interests	There were no further declarations other than those previously declared.	
3	Minutes of the meeting held on 19 November 2024	The minutes of the meeting held on the 19 November 2024 were agreed as an accurate record and will be signed by the Chair following the meeting.	
4	Matters arising not covered by this Agenda:	<p><u>Legal refresher training</u></p> <p>The Group Director of Corporate Services (GDCS) suggested that a legal expert from an external provider would be the best option to provide legal refresher training.</p> <p>The GDCS explained that Tom Morrison, Joint Head of Education at Stone King LLP, would be able to provide a 45-minute session at a cost of £500, and the GDCS confirmed the governance budget would allow for this cost.</p> <p>Governors agreed this would be an acceptable option and suggested a session delivered by an</p>	

		<p>external provider may encourage attendance. It was also noted that it would be advantageous if the refresher training could precede a Full Governing Body Meeting.</p> <p>AGREED: Governor legal refresher to be delivered by an external provider.</p>	JC
5	<p>FGB, Committee, LCB Membership and Terms of Office update</p> <p>Appendices:</p> <ul style="list-style-type: none"> - 5.1 FGB & Committee Membership - 5.2 LCB Membership - 5.3 Potential candidates for governor roles - .4 Governor terms of Office 	<p>The Group Director of Governance (GDG) updated the committee on the current Full Governing Body (FGB), Committee, and Local College Board (LCB) membership, as well as vacancies and terms of office:</p> <p><u>Governor vacancies</u></p> <p>Governors were made aware that the current FGB membership is at 17 members, and soon to become 16 with the upcoming retirement of Helen Hammond. The maximum membership of 20 being allowed.</p> <p>GDG informed members of several recommendations to pursue:</p> <ul style="list-style-type: none"> • <u>Siobhan Phillips</u> Currently a member of Broadstairs LCB. Siobhan has expressed an interest in the Governor role but queried if she would be able to continue the strategic project work with Broadstairs College. <p>Governors confirmed this would be acceptable.</p> <p>Governors noted the positive feedback received for Siobhan but suggested a further meeting with LM prior to formal recommendation.</p> <p>GDG queried whether this would be an appointment to a committee and / or to a Local College Board.</p> <p>Governors confirmed that the Search and Governance (SG) Committee recommendation would be for appointment to the Business Committee, and moving an existing Business</p>	

		<p>Committee Governor to an LCB Chair. The Chair confirmed she would be prepared to relinquish her role on Business Committee and move to Canterbury LCB as Chair, but with a caveat that a review be carried out in a year.</p> <p>GDG explained that the Canterbury LCB Chair is likely to remain in role until June, so the move would not be required until September. There would be an opportunity to observe the current Chair at the next meeting.</p> <p>Moving forward, growth in educational expertise is essential on the Board.</p> <ul style="list-style-type: none"> • <u>Janet Hill CBE</u> A recommendation from Peter Troke and was previously recommended by the Search and Governance Committee as a potential candidate in March 2024. • <u>Denise Everitt</u> Former Senior Deputy Vice Chancellor and Chief Operating Officer at the University of Kent. <p>GDG has approached Denise Everitt and is waiting for an expression of interest.</p> <p>Governors suggested the appointment of a governor with a background in Higher Education (HE) would be a useful connection, particularly for the Education Committee.</p> <ul style="list-style-type: none"> • <u>Rebecca Smith</u> CEO of Social Enterprise Kent. <p>GDG does not have contact details for Rebecca Smith, but may be able to find a colleague link to obtain details.</p> <p>The CEO noted that Rebecca Smith has relevant educational experience, despite having a background in the voluntary sector.</p> <ul style="list-style-type: none"> • <u>Tim Kent</u> 	<p>GDG</p> <p>GDG</p> <p>GDG</p>
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		<p>Vice President Business Development at Pfizer and a previous FGB member.</p> <p>CB will meet with Tim Kent to establish his interest and level of commitment. He may be a suitable candidate to chair an LCB but noted there are a minimum of 10 meetings to attend, so this would need to be a factor for him to consider.</p> <ul style="list-style-type: none"> • <u>Geoff Miles</u> GDG queried the current role of Geoff Miles as she had been unable to clarify this. <p>The CEO confirmed Geoff Miles was the Chair of Maidstone Studios and would be a strong candidate.</p> <p>The Chair agreed with the recommendation, particularly as a local candidate, but noted he may be reducing current commitments rather than looking to undertake more.</p> <p>It was agreed the Chair would provide contact details and CB would approach Geoff Miles to confirm his interest in the governor role.</p> <ul style="list-style-type: none"> • <u>Ray Johnson</u> The Chair agreed to approach Ray Johnston to confirm interest in the governor role. <p>Governors agreed with the proposed recommendations but noted that further candidates with educational expertise are required. The Group should continue to investigate suitable candidates.</p> <p>The Chair suggested approaching Jan Post of the RIFT Group who may have recommendations for suitable candidates. Governors agreed with this suggestion, but advised a focus on candidates with an educational background is critical.</p> <p>The Chair agreed to have an informal conversation with Jan Post about potential recommendations.</p> <p>The Chair suggested looking at local schools for prospective candidates. The CEO explained this</p>	<p>CB</p> <p>CB</p> <p>Chair</p> <p>Chair</p>
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		<p>would not be a suitable option to provide the required level of expertise to the Group. The Deputy CEO noted that there may also be a conflict of interest in having a neighboring Multi Academy Trust (MAT) CEO on the Education Committee.</p> <p>Governors queried if this would be the case with a MAT CEO from a different area, but it was concluded the distance would prove an obstacle to attending meetings.</p> <p>Governors questioned whether there are any non-competitive training providers that would be suitable for the governor role. The CEO confirmed this was an area to investigate further.</p> <p>The Chair recommended a deadline be set for establishing interest from the proposed candidates and final recommendations to be made at an ad hoc Search and Governance Committee meeting in May.</p> <p>Governors agreed and suggested the end of April as the deadline for responses to JC.</p> <p>AGREED:</p> <ul style="list-style-type: none"> ▪ Governors to establish firm responses from the proposed candidates and make recommendations to the ad hoc Search and Governance Committee meeting in May. ▪ Governors to explore further candidates with educational expertise ▪ Governors to ascertain if proposed candidates have any other suggested colleagues for governor roles. <p><u>Committee Vacancies</u></p> <p>GDG reported there is one current vacancy and one upcoming vacancy on the Education Committee.</p> <ul style="list-style-type: none"> • Charles Buchanan continues to fill the vacancy left by Peter Troke on Broadstairs LCB • EKC Training Board will have a vacancy for Chair with the departure of the CEO. GDG confirmed this was a priority due to the impending agenda setting and Local Board meetings. 	<p>JC</p> <p>CB / LM / Chair</p>
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		<p>Governors agreed that EB would be offered the position for the remainder of the academic year, with a view to continuing the role going forward.</p> <p>Governors confirmed a meeting will be scheduled with EB to discuss the offer and the GDG suggested providing EB with dates of the forthcoming meetings.</p> <p>AGREED:</p> <ul style="list-style-type: none"> • CB to meet with John Oliphant to discuss committee membership • CB to meet with Ella Brocklebank to discuss being Chair of EKC Training Board <p><u>Governor Terms of Office</u></p> <p>GDG reported the following governors had previously been approached to establish their willingness to be re-appointed when their current term of office expires on 31 August 2025:</p> <ul style="list-style-type: none"> • John Korzeniewski has agreed to continue for a one-year term of office commencing 1 September 25 – 31 August 2026. • Ella Brocklebank has agreed to continue for a four-year term and expressed an interest to chair Canterbury LCB if the opportunity became available (in place of Folkestone). Ella would like to deepen her experience of a larger college within the Group. • Miranda Chapman has agreed to continue. • Jason Howard has deferred a decision until nearer the time of re-appointment due to an increase in workload supporting the Trust. <p>RECOMMEND:</p> <ul style="list-style-type: none"> • Re-appointment of John Korzeniewski for a one year term • Re-appointment of Miranda Chapman for a four-year term • Re-appointment of Ella Brocklebank for a four-year term • Re-appointment of Jason Howard for a four-year term 	<p>CB CB</p>
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		<p>The Chair questioned whether Carmel Togher could be assigned to any additional committees as her current membership is for Audit and FGB. The CEO explained that the specialist knowledge required to be a member of Audit committee makes it difficult for governors to be assigned to other committees.</p> <p>NOTED: FGB, Committee, LCB Membership and Terms of Office update.</p>	
6.	FGB Skills Audit	<p>GDG presented the updated FGB Skills Audit, and the following was noted:</p> <p>At the previous meeting it was agreed that the GDG would present the skills audit data for individual committees rather than for the Full Governing Body as a whole. This would make it easier to review the criteria and ensure expertise is correctly distributed.</p> <p>Governors agreed the data was more useful in this form and it gives assurance that each committee has the appropriate experience to operate effectively.</p> <p>Governors queried if the data was self-assessed and the GDG confirmed this was the case.</p> <p>Governors suggested clarification to scoring is given prior to the completion of the next skills audit as it had been noted that several governors had perhaps been overly critical in self-assessment.</p> <p>The Chair of the FGB confirmed he will discuss the skills audit data in individual governor meetings.</p> <p>Governors commented that it is good to see there are scores of 6 in all categories which confirms the Group have an expert governor in every area.</p> <p>NOTED: Updated FGB Skills Audit</p>	JC

7.	Calendar of Governance Meetings 2025-26	<p>The Annual Calendar of Governance Meetings was presented by the Group Director of Corporate Services, and the following was noted:</p> <p>The calendar has been compiled using the same formula as the previous year, except for the agenda setting meetings for October and May. These meetings have been brought forward so they do not fall in the half term holidays.</p> <p>Governors commented that it is important to plan next year's schedule well in advance to ensure members have adequate notice to attend meetings.</p> <p>APPROVED: The Annual Calendar of Governance Meetings 2025-2026</p>	
8.	<p>8.0 Senior Post Holders Policies</p> <p>Appendices: 8.1 Disciplinary 8.2 Capability 8.3 Redundancy 8.4 Grievance</p>	<p>The Group Director of Corporate Services presented the updated policies to governors and asked for comments.</p> <p>The GDSCS reported that the Senior Post Holder Policies had been submitted to the Group's Employment Solicitor for review against legal and sector compliance. Minor amendments have been made but no material changes required. No amendments were made to the redundancy policy.</p> <p>Governors noted the following points: <u>Disciplinary Procedure</u> - '(ii) inform the Senior Post Holder in writing of the reasons for the suspension, as soon as possible and within <u>at least</u> five working days.'</p> <p>This should be amended to 'and within <u>at most</u> 5 working days'</p> <p><u>Capability Procedure</u> – '2.3 Senior post holders should have a minimum of a monthly one to one documented meeting with their <u>line manager</u> in order to provide ongoing support and feedback.'</p> <p>Governors queried who is the Line Manager, as Senior Post Holders are appointees of the Board. The CEO confirmed that the Line Manager responsibilities are delegated to the Chief Executive by the Board.</p>	JC

		<p><u>Redundancy Policy</u> - throughout the policy, reference is made to 'Senior Post Holders', however CB suggested this should be 'Senior Post' as it is the post that is made redundant, not the post holder.</p> <p>RECOMMEND: The Senior Post Holder, Disciplinary, Capability, Redundancy, and Grievance policies subject to the amendments above.</p>	
9.	<p>Performance review arrangements for outgoing CEO and incoming Group CEO</p> <p>CEO and Group staff not present</p>	<p>This item was considered confidential and will form Confidential Minutes Part B (1). CEO, LM, C.Banks left the meeting</p>	
10.	<p>Group Chair succession Planning update to include:</p> <p>10.1 Performance Review of the Group Chair</p> <p>CB not present</p>	<p>This item was considered confidential and will form Confidential Minutes Part B (2). CEO and LM rejoined the meeting</p>	
11	Any Other Business	No other business	
12	Matters Considered Confidential	Items 9 and 10	
13	Date and time of next meeting	Date and time of next meeting: Thursday 15 May 2025 at 10:30, Online via TEAMS	

There being no further business the meeting closed at 11am.

Miranda

Signed:

Miranda Chapman

Print: Miranda Chapman

8.7.25

Date: 15 May 2025