EKC East Kent Colleges Group

Search and Governance Committee Minutes

Meeting	Search and Governance Committee	Date	10 March 2026
Location	Folkestone Executive Boardroom	Time	9:30
Membership	Miranda Chapman (Chair) (MC), Charles Buchanan (CB), Gail Clarke (GC), and Lucy McLeod (CEO) (LM)		
In Attendance	Camilla Etheridge (CE) – Group Director of Governance Claire Banks (CSB) – Governance Officer Tim Kent (TK) - Observer		

Italics denotes absence

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed Members to the meeting, and noted TK joined as an observer as part of the Chair shadowing process. TK will join as a full member of Search and Governance Committee once CB has left at the end of the academic year. Gail Clark joined the meeting online via Teams.	
2	Declarations of Interests	There were no additional declarations to the meeting other than those declared as standing.	
3	Minutes of the meeting held on 13 November 2025 and 26 January 2026	Minutes of the 13 November 2025 meeting were signed as a true record of the meeting, subject to a correction confirming CB's attendance. Minutes of the 26 January 2026 ad hoc meeting were approved as a true record and will be duly signed by the Chair following the meeting.	CSB
4	Matters arising not covered by this agenda	No matters arising were identified beyond those already scheduled on the agenda.	
5	5.0 FGB, Committee, LCB	The Director of Governance (CE) presented the FGB, Committee and LCB membership and Terms of Office update and the following was noted:	

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	Membership and Terms of Office update
	
	5.1 FGB & Committee Membership
	5.2 LCB's Membership
	5.3 Potential candidates for governor roles
	5.4 Governor Terms of Office
	5.5 Link Governor review
		<u>FGB & Committee Membership</u>
		• MC and TK will interview Kelly Huntingdon on 16 March.
		• Jane Kendal has completed her induction.
		• Kayleigh Hutchings has been appointed as Audit Committee Chair via e-resolution on 27 February. An induction programme is being developed for her, and she has been invited to attend the FGB meeting on 24 March and the AoC Audit Committee Masterclass, subject to availability.
		• Daniel Cope, Audit Committee Chair candidate is happy to be involved with the Group in another capacity.
		• Stuart Jaenicke, Audit Committee Chair candidate:
		  o CE reported that an alternative appointment cannot currently be offered due to restrictions under the FE Recruitment Service terms.
		  o Governors expressed interest in retaining his involvement if possible and queried whether there is a required waiting period or alternative engagement route (e.g. Local College Board (LCB) membership or paying the additional engagement fee).
		  o Governors agreed not to act contrary to the FE Recruitment service rules, however suggested seeking clarification on whether he could join a LCB without breaching terms or whether payment would still be required.
		  o Governors agreed to proceeding proactively acknowledging his strong candidacy and passion for the Group's values.
		
		<u>Local College Board Membership</u>
		<u>Huma Mirza:</u>
		• Huma was interviewed by the Chair who reported she was strongly community focused in Ashford and no longer working in the NHS. MC felt she had valuable experience and could contribute significantly.	

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		Whilst no vacancy exists in Ashford, Governors agreed that adding an additional member to Ashford LCB would be acceptable. AGREED: Huma Mirza to be appointed to Ashford LCB. <u>Leanne Taylor:</u> • Interview to be arranged. <u>Peter Fleet (Sheppey LCB):</u> • Referred by Alex Syrotiuk, Principal of Sheppey College - currently a member vacancy exists for Sheppey LCB. Governors agreed that he appears to be a strong candidate. They noted that although his permanent address is in Norfolk, he also maintains a residence in Eastchurch. Following discussion, Governors concluded that this makes him part of the local community and therefore an appropriate and valid member. AGREED: MC and TM to interview Peter Fleet. <u>LCB Membership Overview:</u> • No other membership changes were proposed. Following earlier discussion regarding Stuart Jaenicke, Governors suggested Dover LCB would benefit from increased membership. Governors agreed Dover LCB would be a good option for additional capacity, subject to negotiating terms of Stuart Jaenicke with the FE Recruitment service. Governors proposed increasing LCB member terms from two years to four years. This would provide stability and reduce the burden of continual rolling appointments. AGREED: Extension of Local College Board membership from two to four years.	CSB CSB / MC /TM CE

Potential Candidates for Governor Roles

Georgina Randsley de Moura (GRdM):

- LM is scheduled to meet with GRdM on 19 March. GRdM has expressed interest in being considered for FGB membership.
- CE confirmed there is capacity for one additional FGB member.
- LM will hold an informal discussion to determine her current interest and whether she can commit to the role, given recent changes in her circumstances.
- Outcome of the conversation will determine next steps.

Changes to FGB and Committee Terms of Office

Membership Updates:

- Peter Cheney has now stepped down as Chair of Audit Committee and Full Governing Body Member.
- Ray Bryce has been elected as the new Staff Governor. FGB to confirm eligibility to serve as Staff Governor at meeting on 24 March.
- CE confirmed FGB and Committees are now near full capacity.

Governors noted that the recent one year Governor appointments (RS, SB, TK) should be recommended for extension to four year terms, subject to completion of the Chair's one-to-one meetings. TK's appointment as Chair of Full Governing Body has already been established as a four-year term of office from 1 September 2026.

- CE reported John Korzeniewski has chosen not to renew his term of office as Chair of Education Committee and FGB member at the end of this academic year.

Governors agreed the recruitment for Chair of Education Committee should target individuals with specific education sector experience, ideally retired FE professionals.

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		Governors noted GRdM would not be suitable as Chair of the Education Committee, due to her existing university leadership roles, but could contribute valuably as a committee member (HE and FE experience). Governors discussed recruitment routes including possible use of the FE Recruitment Service. Governors emphasised the importance of securing the right candidate, and that the EKC Group advert should specify post-16/FE experience. Geography is not a barrier, with expertise being the priority. Governors noted Jo Worby is approaching the end of her term of office, commenting on her valuable contributions and the need to check her willingness to continue given existing commitments. Governors highlighted the importance of retaining experienced Governors for continuity. Governors agreed to renew JWs term of office, subject to confirmation she is happy to continue. AGREED: Extension of Rebecca Smith and Siobhan Phillips membership to a four-year term (from September), subject to one-to-one meetings with the Chair. AGREED: Appointment of Jo Worby for a further four-year term of office. <u>Canterbury LCB – Chair Succession:</u> • CE noted the Chair role for Canterbury LCB will be vacant once TK takes up the role of Chair of the FGB in September. Governors confirmed attendance at Canterbury has improved significantly and suggested Simon Storey may be a strong candidate for Chair. Simon Storey, Bill Hicks and Vanessa Nedderman are nearing the ends of their current terms of office. Governors noted a wish to retain those members for a further term if possible.	CE/CSB CE/CSB

		AGREED: TK to have an exploratory conversation with Simon Storey to assess his Interest in LCB Chair role and suitability for FGB membership. <u>Staff governor election update</u> • CE reported that, following an all staff ballot, Ray Bryce, Head of College Services and Support at Broadstairs College, has been elected as Staff Governor. • Subject to confirmation of eligibility by the FGB on 24 March, Ray Bryce will undertake a joint induction with newly appointed Governor Kayleigh Hutchings. <u>Link Governor Review</u> Governors agreed that following CE's investigation, the new incoming Chair of the FGB (TK) will undertake a review of the Link Governor roles as part of his transition into the chairship. It was noted that increasing the number of Link Governor roles may be challenging due to existing Governor workloads. The Chair will discuss a potential successor to the Health and Safety Link Governor role during his upcoming one-to-one meetings with Governors. The Committee agreed that an ad hoc Search and Governance Committee meeting will be required later in the year to consider recruitment and appointments. AGREED: TK to undertake a review of link Governor roles	TK TK
6	FGB Skills Audit	The Director of Governance (CE) presented an update to the Governor Skills Audit and the following was noted: • A review of Skills Audit outcomes has been carried out and there were no concerns, with adequate numbers of levels 5 and 6 across the range of required competencies. Governors noted that self-assessment can vary widely due to differing levels of self-awareness.	

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		Some governors tend to underrate their skills, while others rate themselves more confidently. A discussion was held on the potential value of introducing a peer-validation approach to provide balance. This would allow a Governor's self-rating to be lightly checked or explored by another Governor. The Chair recognised there may be practical challenges with peer-validation, particularly for Governors who work closely together, and suggested any approach would need to be simple and proportionate. Governors suggested a review of the Skills Audit criteria should be carried out, as the current framework does not reflect emerging areas such as AI, cyber security, and other evolving governance competencies. It was noted that when updating the FGB and LCB membership table, the Committee should consider the shifting profile of the governing body, including the growing number of highly experienced governors contrasted with others who are still developing breadth and depth in governance. Governors also reflected on membership turnover, observing that many Governors who leave tend to do so within their first one to two years, before progressing to higher levels of responsibility. Governors agreed this pattern should be analysed further. A broader discussion took place regarding the pathway between LCBs and the FGB. Historically there has been no expectation of progression from LCB to FGB, but members questioned whether this remains appropriate given the maturity and stability now seen within LCBs. AGREED: Governor / LCB Member turnover data to be analysed. AGREED: Review and update of the Skills Audit criteria.	 CE/CSB CE
7	Calendar of Governance Meetings 2026/27	The Director of Governance presented the proposed 2026/27 calendar of Governance meetings for approval to recommend to FGB on 24 March. Governors agreed to the proposed calendar of Governance meetings for 2026/27, noting there is no need for Committee meetings to accommodate the shortened term six in 2027.	

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		AGREED: Calendar of FGB and Committee meetings 2026/27 to be recommended for approval at FGB on 24 March 2026.	
8	Risk Register	The Director of Governance (CE) presented the Risk Register for recommendation to Audit Committee, noting the Committee are requested to review the scores, mitigations and consider any missing aspects for risk 8. Governors queried whether the Director of Governance had any additional mitigation requirements to support her new role. CE confirmed nothing additional is required. Governors agreed an additional mitigation should be added to reflect the six-month transition programme for the new Chair of FGB. CE to agree an update to risk 8 with Jack Collison. AGREED: Additional mitigation added to risk 8 to reflect transition period for new Chair of FGB.	CE
9	Instrument and Articles of Government – Update 2026	The Director of Governance (CE) presented an update to the Instrument and Articles of Government for recommendation to FGB. The update relates to timescales for e-resolutions. Governors suggested specifying a clearer wording for the timeframe for e-resolutions: 'no shorter than 48 hours and no longer than 2 weeks'. Governors queried whether a non-response within the designated window should be considered an abstention rather than a non-approval. CSB confirmed that the current wording counts non-responses as non-approval. Governors agreed the wording should be changed so that a non-response is treated as an abstention, not a vote against. CE will confirm with Eversheds whether the proposed changes (including the treatment of nonresponses) are acceptable. If confirmed, the amendments will be incorporated into the document for approval at 24 March FGB meeting.	CE

		Governors queried whether governors must sign a physical form or whether email confirmation is sufficient for an e-resolution. CE will seek clarification from Eversheds on whether email responses meet the required standard. **AGREED: Instrument and Articles of Government Update 2026, to be recommended for FGB for approval, subject to amendments to e-resolution wording and further clarification from Eversheds.**	CE
10	EKC Governor Code of Conduct	The Director of Governance (CE) presented an update to the EKC Governor Code of Conduct for recommendation to FGB. CE noted the last update of the EKC Governor Code of Conduct was in 2023. Proposed changes are minor grammatical amendments and corrections. The Code will be reviewed in more details in advance of the External Board Review in the Autumn. **RECOMMEND: Updates to EKC Governor Code of Conduct**	CE
11	External Board Review – Autumn 2026	The Director of Governance presented the proposals for the EKC Group External Board Review, with options from AoC, Stone King and Rockborn. Governors noted that there was no significant price difference between the providers. Following discussion, Governors agreed that the proposal from Stone King was the preferred choice, noting the strength of their EKC Group personalised plan. **AGREED: Stone King LLP to conduct the External Governance Review**	CE
12	Arrangements for the Performance Review of the CEO	This item is considered confidential and will form Part B of the confidential minutes.	

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	Restricted - LM/Group staff not present		
13	Any Other Business	No other business was raised.	
8	Matters considered Confidential	Item 12	
9	Date and time of next meeting	Date and time of next meeting: TBC	

There being no further business the meeting closed at 10:58

Signed: [signature] Print: Miranda Chapman Date: