

Search and Governance Committee Minutes

Meeting held on Wednesday 15th February 2023 at 4.30 pm, via Teams

Governors: Fabienne Bailey (Committee Chair), Stuart Blackett (FE Corporation Chair), Grant Glendinning (Chief Executive and Group Principal) and Dot Smith (Chair of Standards Improvement Committee)

Apologies: None

In attendance: For Agenda Item 2 only: Elliot Gale (Student Governor) and Hope Ubertalli (prospective Student Governor)

Officials: Sarah Thompson (Clerk to the Corporation) and Sam Young (Governance Support Officer)

Minutes of the previous meeting, an action progress log and reports for agenda items 2, 4, 5, 6, 7 and 8 had been circulated in advance of the meeting.

S23/1 Agenda Item 1 – Welcome, apologies, declarations of interest, notification of items of other business

The Chair welcomed governors to the meeting and noted that there were no apologies for absence. The following declarations of interest were recorded:

- Agenda item 2 - Fabienne Bailey, as Group Director for Business Transformation and Growth for Aim Awards, the awarding body for the student governor accreditation;
- Agenda item 5 - Stuart Blackett confirmed that he would leave the meeting for discussion of and decision on his reappointment.

There were no notifications of items of other business.

S23/2 Agenda Item 2 – Student Governor recruitment and retention

The Chair welcomed Elliot Gale and Hope Ubertalli and thanked them for joining the meeting to talk about their experiences as current and prospective student governors. The following areas of student governor recruitment, retention and engagement were discussed:

- *How did students first become aware of the opportunity to become governors?*
 - Through a message on the Year 13 Teams group, noting that they had been unaware of the opportunity in Year 12.
 - At a Students' Union meeting.
- *What information was provided in the advert?*
 - Nothing specific, just that the college was looking for student governors but already knew about the governor role as their parent was a school governor.

- It explained the role of the governor.
- *What attracted them to the role?*
 - Hoped to gain better understanding of the rules and regulations and how and why decisions were made.
 - Thought it would boost their confidence.
- *What barriers were there?*
 - Felt that the majority of students would not be interested in the role due to the level of detail; it could be helpful to give students more opportunity to sign up and more information about the role.
 - Felt there tended to be a certain stigma when taking a leap and putting yourself forward but would encourage other students to take the initiative.
- *What support should be provided for student governors?*
 - The things already offered, such as training and accreditation, had been really helpful; it also felt like a big deal to gain accreditation from being a student governor.
 - Appreciated being included in all the event invitations.
 - Being aware of current affairs had helped a lot and appreciated the opportunity to contribute towards their college.
- *Was there anything governors or the Governance Team could do?*
 - Had to make initial contact with lots of people they did not know which created some anxiety and suggested using staff already known to prospective student governors for initial conversations.
- *A governor noted that it had been quite daunting for them initially and how pleased they were that the student governors had put themselves forward; he commented on the important role of student governors and added that all governors simply needed a challenging brain and good questions. How did students think that it could be made less daunting?*
 - Found it helpful to have other student governors at meetings, someone their own age, as it was quite hard being the youngest and least professional person in the room.
 - Perhaps create a community for student governors, even if just a Teams group.
- *Who would students be more comfortable with for the initial contact?*
 - Personal progression coaches at Bede would have been helpful – easier to talk to someone you know, would make it less scary, perhaps have someone at each site.
 - Both students acknowledged that they no longer felt anxious.
- *Would it be helpful for student governors to have a crash course in what would be covered in meetings?*
 - Yes, perhaps guidance before the first meeting; commented that there were lots of acronyms.
- *Governors acknowledged that all governors had topics they understood less well, for example finance, but this this did not matter due to the range of expertise*

across the governing body. Did students think that student governors might have left because of the amount of reading?

- Perhaps, but also commented that they could be quite tired with meetings held at the end of a full day in college and that attendance would become harder as exam time approached.

Governors thanked Elliot and Hope for their time and they left the meeting.

Fabienne Bailey outlined the format of the student governor accreditation validated by Aim Awards and confirmed that students would be registered through Etc., with the accreditation not currently offered through any other college. The accreditation involved an evidence and knowledge based portfolio and could be completed flexibly in up to 60 hours, normally over a year though completion could be fast tracked. The Clerk agreed to re-circulate the award information to committee members. Governors felt that accreditation would give students valuable supporting evidence and validation.

Governors commented on how useful the student feedback had been; they acknowledged that the Board could appear aloof to students and that actions could be taken to make the board seem more human and break down initial barriers. It was suggested that the Group Director of Marketing could be consulted on developing events to encourage student governor engagement; initial ideas included governor sessions with students and one to ones with student governors, either in person or on Teams. Governors also commented that student workload needed to be considered and whether the Corporation's 80% attendance benchmark had the unwanted potential to interfere with students' studies.

The Clerk confirmed that both Elliot and Hope had expressed interest in accreditation, though noted that Elliot would need to complete before leaving Bede at the end of this academic year. It was also noted that only five Corporation meetings were held over the year, with student governors often missing the July meeting due to having already completed their college studies. She highlighted that governors already engaged with students particularly through their attendance at learner forums but that a termly governors' update to students, and staff, could be introduced to increase the visibility of governance and break down stereotypical perceptions of the Board.

Governors:

- i) **agreed** that the Clerk should capture student governor suggestions and committee discussions to develop a student recruitment and engagement action plan;
- ii) **noted** progress in relation to student governor accreditation;
- iii) **recommended** to the FE Corporation that consultation should commence in relation to amending the Instrument and Articles to reduce the required number of student governors to one.

S23/3 Agenda Item 3 – Minutes of Previous Meeting

Minutes of the Search and Governance Committee meeting held on 22 September 2022 had been circulated and were **approved** as an accurate record of the meeting.

The action progress log had been circulated and was noted. The following additional updates were provided:

- Adding a meeting effectiveness review to future agendas would be considered under agenda item 7;
- Fabienne had recorded a promotion video shared on the group's social media channels and it was agreed that Stu Blackett would record a second video.

Governors **agreed** deletion of the action with respect to learner behaviour frameworks, noting that this was being considered through existing channels.

S23/4 Agenda Item 4 – Governor equality, diversity and skills data

Governors discussed the governor data as of 31 January 2023; it was noted that the older age profile remained, with 93% of governors aged 35 or above, and, though this was in line with national trends, would remain a focus for governor recruitment. Governors commented that it was important to collect ethnicity, disability and sexual orientation data and provide comparisons against Etc. student data but felt that data on religion, faith or belief was less critical, particularly given almost 40% of students either did not or preferred not to give this information.

It was acknowledged that, as it was impossible to recruit to every criterion, the focus should be on those measures prioritised by the Board; a governor commented how pleasing it was that almost 60% of Board members were female. Governors supported expanding the governor data collection to include the National Governance Association (NGA) board diversity indicators and noted that completion of all questions remained voluntary.

Governors also agreed that it was important to continue to analyse governors' skills and experience, acknowledging that some skills would be crucial at different stages of the group's development and, though it would be impossible to cover every skill, identified gaps should be prioritised accordingly for recruitment.

Governors debated whether Technology / IT skills incorporated simply the ability to use technology or systems expertise. Referencing a slide shared at the recent Governors' Strategic Conference on 10 Predictions for 2040, governors felt that the Board should be looking for a governor with a growth mindset and expertise on such sectors and delivering the future skills needed. It was noted that business development awareness would also be useful particularly as support for the Group Director of Marketing in 'turning up the volume'; entrepreneurial expertise was also felt to be lacking. Governors agreed that the skills categories should be updated according to the board's future direction and the group's new strategic priorities.

Governors:

- i) **noted** the diversity and skills information and characteristics to be taken into account when considering governor recruitment activity and appointments;
- ii) **agreed** to expand governor data collection to take account of the NGA Board Diversity indicators;
- iii) **agreed** to align skills, experience and business background information data collected to the group's new strategic objectives.

S23/5 Agenda Item 5 – Corporation and committee membership, recruitment and succession

Stuart Blackett left the meeting.

Governors considered the reappointment analysis for Stuart Blackett and noted his current role as Corporation Chair; they unanimously agreed to recommend his reappointment to the FE Corporation.

Stuart Blackett re-joined the meeting and the Chair informed him of the committee's decision.

Governors then discussed the two governors next approaching the end of their terms of office. Subhash Chaudhary would be completing his second term of office in October 2024 and would only be eligible for reappointment in exceptional circumstances; governors noted that his departure would leave a gap in respect of employer and business engagement and specifically the group's strong links with FujiFilm. Anne Vickers would complete her first term of office in May 2024 and would be eligible to serve a second term; it was noted that, though not a formal requirement for board constitution, Anne was the Sir William Turner Foundation's representative on the governing body.

The Clerk outlined current governor recruitment activity; the vacancies had been registered with Governors for Schools which, though having had variable success in the past, was felt to be worthwhile. There had been some interest following publication of Fabienne Bailey's video on social media channels but the Clerk confirmed that, as yet, and having discussed the role with those interested, no formal applications had been received. Governors noted that Amanda Olvanhill from Redcar & Cleveland Borough Council had expressed an interest and the Clerk would be meeting with her later in the week. The Chief Executive added that there had been some interest in the governor role from Teesside University and that he had highlighted that the Board was specifically seeking a governor with professional finance skills.

The Clerk confirmed that, as agreed by the Corporation, an application had been submitted to the Department for Education's (DfE's) free governor recruitment service

provided through Peridot with the outcome expected to be confirmed by the end of February. Noting that all avenues were worth exploring as long as the board's skills needs were made clear, governors agreed that the Clerk should pursue a governor's suggestion to approach the Ministry of Defence Education Policy Team.

Following discussion of the potential costs of using a commercial recruitment agency such as Peridot, the Association of Colleges (AoC) or Nurole, it was agreed that the Clerk should obtain costings if the DfE application was unsuccessful.

The potential use of reverse mentoring was then discussed; governors had limited personal experience of its use though one governor confirmed that it had proved successful in their own organisation, with senior managers benefiting from being paired with younger members of staff. The Chief Executive and Clerk agreed to take the proposal forward and both the Corporation Chair and Committee Chair expressed an interest in being involved if it was introduced.

The Governance Support Officer suggested updating the information for prospective governors to make it less text-heavy and bring it in line with the branding used in the suite of Etc. annual reports and strategies; more digital resources such as governor videos and quotes from governors about the role and its benefits for their own personal and professional development could also be incorporated. Governors agreed that the Governance Team should investigate ideas with the Marketing Team.

Governors:

- i) **noted** the membership update;
- ii) **agreed** to recommend the reappointment of Stuart Blackett as a governor;
- iii) **agreed** to utilise military contacts for governor recruitment and that the Clerk should seek costs from recruitment agencies if the DfE application was unsuccessful;
- iv) **agreed** to progress the 'reverse mentoring' initiative.

S23/6 Agenda Item 6 – External Governance Review

The committee discussed the proposals and costings received from the AoC, Stone King and the Education Training Foundation (ETF). In initial discussions, governors noted that all three proposals seemed similar in their approach to the review though, on balance, the AoC proposal was considered to be the most engaging and reflected their sound knowledge of the sector. The Clerk then outlined her experiences with the three providers and highlighted that Tom Morrison from Stone King had taken time to tailor the offer based on an initial conversation and had then arranged a further discussion with the proposed reviewer, Rachel Robson.

Governors commented favourably on Stone King's approach to identifying a suitable reviewer and also noted the Chief Executive's positive feedback on the external review undertaken by Stone King at his previous college group which had resulted in useful

and comprehensive outputs. The Clerk added that Stone King had been offering external governance reviews before they became statutory and that, having been involved in the pilot reviews, the AoC and ETF proposals took a very similar approach. Having considered this additional information, governors agreed that Stone King was their preferred supplier.

Governors then discussed Stone King's proposed work plan and noted that the review could be completed within the current academic year. In their proposal, Stone King had suggested observing an Audit Committee meeting as well as a full Board meeting and the Clerk confirmed that the decision on any additional committee observations would be based on governance priorities and where feedback would add most value. It was noted that, with the highest workloads, observations of both the Finance and Employment and Standards Improvement committees could also be of value.

Governors:

- i) **agreed** to appoint Stone King as external review provider;
- ii) **agreed** the timescale for the external governance review for completion in the current academic year and **agreed** to delegate agreement of the final review scope to the Corporation Chair.

S23/7 Agenda Item 7 – Governance Self Assessment

Governors considered progress in relation to the Governance Action Plan, noting that the majority of actions were not yet due. Governor recruitment activities were currently RAG (red, amber, green) rated Red which reflected that, despite some expressions of interest, no formal applications had been received; recruitment activities had been discussed during the meeting. The Clerk confirmed that she had met with the recently appointed College Principal Bede to discuss the role of governors and stressed the value in both taking a more proactive approach to explaining the governance role to, particularly new, senior managers and in ensuring governors understood their role.

A governor commented on the potential cyber and information security risks resulting from the small number of governors requesting emailed PDFs of meeting packs and stressed the importance of seeking ways to avoid this. The Clerk advised that the Governance Team would be providing guidance for those governors experiencing difficulties accessing online meeting packs such as the use of incognito mode in web browsers.

Governors noted that there was no expectation for a separate self assessment exercise in any year where there was an external governance review and that the Chair and governors had commented on the value of one to one meetings as useful forums for open and honest dialogue. The Corporation Chair added that he would be happy to hold governor one to ones again.

The introduction of meeting effectiveness reviews was discussed and the Chair of the Standards Improvement Committee highlighted the useful feedback from the Group Director of Quality at their last meeting which had taken a reverse mentoring approach. The Committee Chair added that, in her role as a school governor, meetings ended with governors asking themselves two questions – ‘How have we challenged?’ and ‘How have we improved outcomes for students?’. Governors agreed that it would be useful to seek the views of both governors and senior managers on meeting effectiveness and felt that the initiative would be supported by all committee chairs. The Clerk agreed to advise other committee chairs who were not members of the Search and Governance Committee in advance of the next FE Corporation meeting.

Governors:

- i) **noted** progress in relation to the Governance Action Plan;
- ii) **agreed** to recommend to the FE Corporation that the Corporation and governor effectiveness survey should not be used in summer 2023 given that the external governance review would take place this academic year;
- iii) **agreed** that the Corporation Chair should hold governor one to ones in the autumn term 2023;
- iv) **noted** continuation of a range of self assessment activity and **agreed** to recommend to the FE Corporation the formal introduction of meeting effectiveness reviews at Corporation and committee meetings.

S23/8 Agenda Item 8 – Appraisal of Corporation Chair and Vice Chair

Governors discussed the annual appraisal process for the Corporation Chair and Vice Chair and commented that they had liked the option in the AoC’s external governance review proposal to include a review of the Chair’s performance. Not only would it avoid confusion if an external review survey was taking place at the same time as an internal Chair’s effectiveness survey but would also provide external assurance. The Clerk agreed to approach Stone King about whether they could offer this service.

Governors felt that there had been a strong rationale for Vice Chair appraisal in 2022, given that the Vice Chair had been Chair Designate, but agreed that there was little need if the current Corporation Vice Chair was not intending to stand for appointment as Corporation Chair.

Governors **agreed** to recommend to the FE Corporation that, for 2022-23, the Chair’s appraisal be incorporated into the external governance review and that no Vice Chair appraisal would take place.

S23/9 Agenda Item 9 – Any Other Business

There were no items of other business.

S23/10 Agenda Item 10 – Approval of Documents for Public Inspection

It was **agreed** that the agenda and supporting documents should be made available for public inspection, with the exception of the costs of and proposal documents for the external governance review under agenda item 6. Minutes would be published following committee approval.

S23/11 Agenda Item 11 – Date, time and venue of next meeting

Thursday 25 May 2023, 1.30 pm via Teams

S23/12 Agenda Item 12 – Key Themes and Meeting Effectiveness

The following items were identified as key themes:

- Discussion with student governors about their motivation in and barriers to applying for the role, and further support and training that would be helpful
- Consideration of three external governance review proposals and agreement to appoint Stone King, with final scope delegated to the Corporation Chair
- Recommendation to Corporation to reappoint Stuart Blackett for a second term of office

Governors assessed the meeting as extremely effective:

- Better outcomes: student engagement
- Challenge: self-assessment process; governor recruitment priorities; external review provider discussion led to a change in governors' initial perception of the proposals, demonstrating good governance; EDI data collection and indicators

(The meeting ended at 6.00 pm)

Approved at a meeting held on 22 June 2023