Search and Governance Committee Minutes

Meeting held on Thursday 22nd June 2023 at 5.30 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

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 all agenda items had been circulated in advance of the meeting.

S23/19   **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. There were no declarations of interest or notifications of items of other business.

S23/20   **Agenda Item 2 – Minutes of Previous Meetings**

Minutes of the Search and Governance Committee meetings held on 15 February and 3 May 2023 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:

- The Governance Team would progress development of *Becoming a Governor* materials
- Arrangements for the Corporation Chair's One to Ones with governors were in progress
- The Corporation Chair confirmed that he still wished to contribute to a promotional video; the Clerk agreed to coordinate arrangements

S23/21   **Agenda Item 3 – Governor equality, diversity and skills data**

The Clerk confirmed that the governing body composition data had been updated to include newly appointed governors; now at 58%, the percentage of female governors and co-opted members had increased slightly from January 2023. The recent governor appointments had also resulted in one governor recorded in the 25 – 34 age range, with the average age of the board falling. As the number of governors in their first year of office was relatively high, the Clerk highlighted that this would require time for additional

support and explanations during meetings. Governors commented that, given the size of the board, the data represented a balanced picture.

The Clerk also outlined proposed changes to the governor data collection questionnaires for 2023 following discussions at the previous meeting about incorporating indicators from the National Governance Association (NGA) Board Diversity evaluations; these included questions around Free School Meal eligibility, experiences of care and of further education. The new strategic objectives had also been reflected in the skills questionnaire, with the intention of asking governors how they could support their achievement. The committee was asked whether the questionnaires would provide the right information for governor recruitment considerations.

Governors supported the proposed changes, adding that they would be happy to answer any of the questions but noted that all responses remained optional.

The committee discussed whether a governor's marital status would have any impact on decision-making, given that someone could be in a long-term relationship though not married, and whether this should necessarily be a consideration in governor recruitment. It was agreed that, as a protected characteristic, data on marital status should be collected and that it was useful to know that governors brought differing perspectives, given the potential for bias if all governors were, for example, married.

Governors also supported the addition of the section on Strategic Objectives, noting that this would highlight gaps if responses were light in any areas.

A governor commented that the spread across cognitive skills was interesting, with few governors mostly following hunches and most governors approaching decision making systematically step by step, though wondered if more active use could be made of the rich variety of perspectives. It was agreed that this information was not used as productively as it could be; a governor commented that in the most recent round of governor appointments it had been clear that one candidate would definitely bring a different way of thinking to the board.

Governors:
   i) **noted** the diversity and skills information and discussed data which could be considered during governor recruitment activity and appointments;
   ii) **agreed** the proposed templates for governor data collection, noting that the completion of all questions would be optional

S23/22   Agenda Item 4 – Corporation and committee membership, recruitment and succession

The Clerk gave an update on governor recruitment; two applications had been received through Peridot for the independent governor vacancy, with shortlisting taking place the following day. One of the student governors, Elliot Gale, had submitted their resignation

having completed their studies at Bede and also as they were unable to attend the July Corporation meeting.

In terms of succession planning, Anne Vickers was approaching the end of her first term of office; the Clerk and Chief Executive had arranged to meet with Anne on 26th June to discuss a query she had raised about the commitment required as a governor. Subhash Chaudhary's second term of office would end in May 2024 and the committee was asked to consider succession planning in relation to his particular sector experience and role as Chair of Audit Committee.

In response to a question about whether there was a formal requirement to have a Sir William Turner Foundation representative on the board, the Clerk confirmed that it was not a formal requirement in the Instrument and Articles of Government but a more informal understanding reflecting the Foundation's support to Redcar and Cleveland College (RCC).

Referencing the board composition data, it was noted that most governors' previous experience of education was academic and that, when considering recruitment activity in 2024, an area of focus could be on appointing a governor with an apprenticeship background. The Committee Chair added that she and the Chief Executive would be meeting with NextGen the following day, building on the emerging links with new sectors, such as gaming.

Governors:
   i) **noted** the membership and recruitment update;
   ii) **agreed** the focus for future recruitment activities (the upcoming ends of office of Anne Vickers and Subhash Chaudhary and potential strengthening of links with new sectors)

S23/23   Agenda Item 5 – Committee membership and link governor appointments

The Clerk explained that the Corporation Chair had proposed a review of governance structures following approval of the Strategic Plan and completion of the external governance review. Suggestions included discontinuation of the Governors' Capital Group, given it would have a limited remit following completion of the major capital project at Stockton Riverside College (SRC), with monitoring potentially absorbed by the Finance and Employment Committee; consideration would, however, then be needed to balance this committee's workload. The Clerk highlighted that there was currently a good balance of committee membership though noted that Dot Smith wished to reduce her committee commitments by stepping down from the Search and Governance Committee. In addition to addressing this vacancy, the committee had been asked to comment on Link Governor roles and appointments; the Clerk confirmed that she had discussed the T Level link arrangements with the Executive Principal SRC & Higher Education and the two T Level link governors; all felt that it was working well.

The committee agreed that the need for a Capital Group had probably run its course though could potentially continue for a short period to consider solutions for NETA relocation; it was noted that, though Finance and Employment Committee was the most relevant committee to take on capital project oversight, this would add to their already heavy agendas. A proposed solution of a Finance and Capital Committee and a separate Employment and Remuneration Committee was discounted as the Chief Executive could not be a member of a committee considering remuneration. The Clerk also confirmed that the Audit Committee was a statutory committee and had a defined remit and a specific role in compliance. A proposal to add people related issues to the Search and Governance Committee's terms of reference was discussed and the Clerk agreed to develop proposals focusing on best fit and agenda structures.

The committee then discussed suitable governors for the Search and Governance Committee vacancy; the Clerk agreed to approach Vanessa Housley to join Search and Governance in addition to the Standards Improvement Committee, building on her role as Equality, Diversity and Inclusion (EDI) Link Governor. As staff governors had previously served on the committee, it was agreed that Lorraine Preston should be approached if Vanessa felt unable to take on additional commitments.

It was agreed that, as well as establishing if any governors were interested in taking on link roles, the Corporation Chair would discuss more effective feedback and evidence of their impact with existing link governors during One to Ones, as well as discussing whether they wished to continue in these roles.

Governors **agreed** that:
   i)   the Clerk should continue to work on the potential split between Finance and People matters;
   ii) the Clerk should approach the agreed governors about membership of the Search and Governance Committee;
   iii) the Corporation Chair should investigate better reporting mechanisms for link governors and current and potential link governors.

S23/24   **Agenda Item 6 – Student Governor engagement**

The Clerk confirmed that no objections or concerns had been raised in response to the student consultation in relation to amending the Instrument and Articles of Government to permit a minimum of one student governor to be appointed; there had also been no negative feedback from Student Union representatives across the group. As the consultation had now closed, it was proposed that the committee recommend approval of the proposed change of wording to the FE Corporation.

The Clerk also outlined a proposal, resulting from discussions at a recent North East Governance Professionals' Network meeting, to trial an appointment period for student governors from January to December. This would allow recruitment activities and observation of an autumn term Corporation meeting before appointment in December;

the drawback would be that only students moving into a further year of study would be eligible to apply but it was felt that the benefits of a clear timescale and full year term of office would outweigh this. Other student governor engagement approaches and responses to suggestions from the student governors' presentation to the last Search and Governance Committee meeting had also been outlined in the report.

A governor wondered whether student governors would lack the chronological flow of the academic year or could feel less a part of the team if they joined the board in January. The Chief Executive explained that this model had been used at Newcastle College Group (NCG) and had been introduced in recognition that post-enrolment recruitment activity resulted in student governors not being appointed until January anyway. He added that both student governors had been engaged this year but governorship could be quite abstract for students so following the academic year was perhaps not so crucial. The autumn term could be used to concentrate on targeting the right cohorts, with a campaign specifically focused on first year students.

A governor suggested a pool of three or four students who could take it in turns to attend meetings as this would take pressure off just one individual whilst engaged in full-time education. The Clerk explained that legally the post had to be filled by a single named student governor but that other students could be invited to observe meetings.

A governor commented on how confident the Students' Union (SU) President's presentation at a recent Corporation meeting had been and wondered if it would be possible to appoint the SU president as a student governor. The Clerk explained that this had been discussed following the successful introduction of a SU at Bede but had been considered too much of a commitment for the SU President, though noted that Elliot Gale had been a SU committee member. She added that, as part of the Student Services' restructure, there would be less staff resources to support the SU in future. The committee supported the trial and noted that governors could give some time to help with student governor recruitment.

The Clerk explained that student governors had identified barriers particularly to applying for the role and that the College Principal Bede was happy to be a named contact for student governors at Bede; the Chief Executive agreed that it would be feasible to extend this to other college sites and supported any initiative to help students become part of the Corporation and then support them in the role. Whilst recognising that principals might not be able to answer every governance question, it was agreed that the Clerk should contact college principals to discuss the proposal.

Governors:
   i) **agreed** to recommend amendment of the Instrument and Articles of Government to permit a minimum of one student governor to the FE Corporation;
   ii) **agreed** to trial an appointment period for student governors from January to December;

iii) discussed barriers to student governor engagement and **agreed** that the Clerk should contact college principals regarding support for student governors.

S23/25   **Agenda Item 7 – Governance review**

The Clerk provided an update on the external governance review; Rachel Robson from Stone King had requested a range of governance documents for review and attended several committee meetings via Teams but, as yet, had provided no feedback. The Clerk and Chief Executive would meet with her before the FE Corporation meeting on 6 July, with the Corporation Chair meeting with her the following day.

An update on the Governance Action Plan had also been provided, with two actions marked as 'red'. One related to guidance for senior managers on report writing but, as the report template was under review, it was requested to defer this action to the 2023-24 academic year; changes to the template would incorporate changes to the front sheet and stronger linking of risks back to the Strategic Risk Register. The second related to governor development in relation to Poverty Proofing and Greener Governance; it was also requested to defer this to 2023-24 when it would be considered as part of the governor training cycle.

The Governor Role Description had also been reviewed, including the addition of references to Managing Public Money; a further review would take place following conclusion of the external governance review. A governor had put forward a suggestion for governance accreditation; having consulted with the Search and Governance Chair, it was also proposed to defer consideration of this pending outcomes of the external review. Governors noted that the updated Association of Colleges' (AoC) Code of Good Governance had not yet been released and, if not available for Corporation in July, would be considered for adoption by the Corporation in the autumn term.

Governors supported the changes to the role description and commented particularly on the inclusion of meeting skills needs. The Corporation Chair offered to share examples of report templates from his own organisation, adding that papers needed to be concise with a good executive summary and effective use of reference documents, especially for financial information. It was also noted that there was a specific skill in focusing on what governors actually need to know.

Governors:
  i) **noted** progress in relation to the external governance review;
  ii) **noted** progress against the Governance Action Plan and **agreed** the proposed amendments to the Governor role description;
  iii) **noted** the potential for governance accreditation and **agreed** to defer implementation;
  iv) **noted** that the final version of the AoC Code of Good Governance had not yet been released.

S23/26   **Agenda Item 8 – Any Other Business**

There were no items of other business.

S23/27   **Agenda Item 9 – Approval of Documents for Public Inspection**

It was **agreed** that the agenda and supporting documents should be made available for public inspection; minutes would be published following committee approval.

S23/28   **Agenda Item 10 – Dates, times and venues of future meetings**

The following meeting dates for 2023-24 were **agreed**:
- Thursday 21 September 2023, 12.30 pm
- Thursday 1 February 2024, 3.30 pm
- Thursday 23 May 2024, 3.30 pm

All to be held remotely on Teams

S23/29   **Agenda Item 11 – Key Themes and Meeting Effectiveness**

Governors assessed the effectiveness of the meeting and noted that:
- the meeting had been exceptionally efficient;
- committee members had challenged the status quo through consideration of a different committee structures, committee membership, student governor engagement and improving the efficacy of governance, whilst noting that they did not always need to be challenging;
- the committee was cognisant of board composition in order to serve students and communities better.

The following items were identified as key themes:
- Discussed changes to governor skills and diversity data collection, including governors' ability to support the group's new strategic objectives 2023-26, and productive use of data, such as cognitive and thinking skills, in governor recruitment
- Succession planning for governors approaching the end of their terms of office
- Discussion of committee structure and responsibilities, possible approaches to managing extensive agendas for committees such as Finance and Employment Committee, and best use of governors' skills and experience
- Potential new members for Search and Governance as Dot Smith steps down from the committee
- Considered ideas to improve Student Governor engagement including a trial to change the timing of student governor appointments, with promotion activities and recruitment to take place during the autumn term and appointment from January
- Governance Action Plan update including ongoing work on report templates and amendments agreed to the Governor Role Description

(*The meeting ended at 6.25 pm*)

Approved at a meeting held on 4 October 2023