THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE
CONFIRMED MINUTES OF THE MEETING OF SEARCH AND GOVERNANCE COMMITTEE
26 SEPTEMBER 2022

PRESENT: R Davies (CG and Chair, Z Lewis (Principal), P Lynn (CG), M McClintock (CG); S Shepherd (EM), P Studd (CG), and Z Foster (Head of Governance).

KEY: CG – College Governor, EM – External Member

1. **Apologies for Absence** – H Ashton (CG); I Wright (CG).

2. **Minutes of Meeting of 13.06.2022 –** approved as a correct record

3. **Declarations of Interest** – none

4. **Matters Arising -** in relation to strengthening Student Voice (*Item 5.3*) to support a direct outlay for all things Higher Education with a primary focus of process and governance, the Committee ***agreed*** to propose to the Governing Body a Higher Education Committee which would meet annually in the first instance. Membership would include: M McClintock (Chair), P Lynn (Vice Chair), R Davies, Z Lewis and officers B Robinson, P Stone, O Rodley and an HE student rep.

   Action by Z Foster – to set up the first meeting once approved by the Governing Body.

5. **Composition and Membership**
   Z Foster gave an update to the current skills and competencies graphs; EO data collection; attendance for 2021-22; committee membership, link governors, vacancies including staff and student governors.

   R Davies and P Lynn gave an update on the annual individual meetings which detailed the following top three common themes: i) improvements to Board papers (volume and structural changes) and delivery to aid better informed discussion and challenge ii) methods to increase consideration of key risks by the wider Governing Body iii) cyber knowledge and communication of updates etc through the Committee structure and Chairs.

   Governors discussed: College governor terms of office and further recruitment and movement, external members review and proposal, strengthening FE knowledge on the Governing Body going forward and in relation to Ofsted prep; replacement for Health and Safety link; and a full debate on the best methods of addressing the three key themes from the individual meetings.

   In terms of key risks dissemination and involvement the following was ***agreed:***
   a) devoting time at the beginning of Search and Governance meetings for SLT to present risk register
   b) at Governing Body meetings creation of a separate report summarising strategic risks which governors would review at the end of the meeting
   c) Z Lewis to continue to verbally identify top risks for sub-committees (excepting Audit and Risk Committee which considered risk in detail) with committees verbally reviewing confirming and/or updating risks
   d) governor link attendance at SLT risk management meetings with an Audit and Risk Committee member and Chair and /or Vice Chair of Governors where possible

   The Committee ***agreed*** to seek approval by the Governing Body at its 17 October 2022 meeting of the recommendations as outlined below.
   - Rachel Anderson to become Vice Chair of Audit and Risk Committee with immediate effect
   - Phil Sharp to take over as Link Governor for Health and Safety (after the resignation of Lee Holdsworth) with immediate effect
   - Emma Rennison to move from College Governor to External Member with immediate effect on a four year term and for Emma to retain the Link role for ITE and Teaching and Learning.

<u>Second Terms of Office – College Governors</u>:
- Rachel Anderson to start a second four year term of office as College Governor from 21 March 2023
- Sara Mirsalehi to start a second four year term of office from 15 July 2023
- Michael Laidler to start a second four year term of office from 15 July 2023

6. **Chair of Governing Body Succession Planning Discussion**

   R Davies and P Lynn updated the Committee on conversations from 1:1 meetings regarding succession planning and options relating to the upcoming Chair vacancy.

   R Davies left the meeting for the remainder of the item.

   After consideration, the Committee *agreed* to consider the offer of extending R Davies' term of office for a further 2 years (until 31.07.2025) particularly in light of seeing through the TTE relocation, supporting the new Vice Chair and supporting the Governing Body through Ofsted. It was also *agreed* that this would be with the proviso that should a suitable candidate be found ahead of time, R Davies would relinquish the position of Chair.

   R Davies returned to the meeting and agreed to the ***recommendation proposed by the Committee for approval by the Governing Body on 17 October 2022*** to extend the term of office for Rob Davies as College Governor and Chair of the Governing Body until 31.07.2025 (with the proviso that this would end sooner should a suitable replacement be found).

7. **External Governance Review Update and Planning**

   Z Foster updated the Committee on progress with the review process including the update meeting on 27 September 2022 with R Davies, the AoC lead and External Reviewer.

   P Lynn also updated the Committee on the session at the AoC which had considered the pilots.

   The Committee considered the additional two phases suggested by the External Reviewer i) feedback to the Governing Body ii) six month review. They *agreed* that they would want feedback to the Governing Body but would defer a decision on the six month review until the report came out as per the recommendations below:

   To be recommended for approval by the Governing Body:
   - Inclusion of an additional day for the External Reviewer to report back to the Governing Body at a cost of £600 plus any expenses
   - An additional 0.5 day's cost (plus any expenses) for the moderator of the final report
   - A later decision on a possible six month review update

8. **Governance Self Assessment Areas for Improvement**

   8.1 **2021-22 Update -** The updated document was considered and *agreed* that the following be recommended by the Governing Body on 17 October 2022:

   That the Governance Self-Assessment Areas for Improvement 2021-2022 be considered and approved subject to final approval at the Governing Body meeting of 15 December 2022, within the Governance Self-Assessment Report.

   8.2 **2022-23 Planning Discussion**

   A considered discussion took place about what might be included in this document with a number of areas highlighted including:
   - succession planning
   - diversity of the Governing Body
   - Student Voice
   - Higher Education
   - monitoring the improvement of Board papers
   - Risk Management triangulation
   - Governor involvement with the Teaching and Learning process
   - preparation for Ofsted and identification of key governors to be involved in any process

    -   training and development needs for governors (both new and experienced)
<u>Post meeting</u> – the Committee considered and approved for recommendation to the Governing Body at its 17 October 2022 meeting an initial draft for 2022-2023.

9. Governance Performance Indicators Update

The updated document was discussed by the Committee ahead of inclusion in the Corporate Governance Annual Report (March 23).

10. Governance related Documents and Policies for Review

10.1   **Standing Orders Review -** subject to improvements suggested, the Committee ***recommended*** the Standing Orders for adoption by the Governing Body at its October meeting.

10.2   **Access to Meetings and Publication of Minutes Policy** - minor changes were highlighted ahead of recommending for adoption by the Governing Body at the October meeting.

11. Code of Governance Mapping Exercise

The Committee considered the annual mapping exercise against the Code and subject to removal of some out-of-date references and replacement ***agreed*** the document. The Committee also considered that the document could be used for new governors and those involved with Ofsted as an aide memoir.

It was **agreed** that the Governing Body continued to fulfil its obligations regarding the Code with 100% compliancy which would be reported to the Governing Body on 17 October 2022.

Z Foster reminded the Committee of the newly adopted Code which would be mapped against for 2022-23.

12. Governor Training, Development and Participation Update

Z Foster presented the update and there was a discussion on training for 2022-23. It was ***agreed*** that feedback would be sought after the strategic training session and SARs about possible areas of focus.

In addition, it was ***agreed*** that a brief teams meeting would be arranged ahead of a future Governing Body meeting to assist with SharePoint and use of the College email system. Governors would also be encouraged to meet with IT for 10-15 minute appointment to set up their IT needs if they hadn't already done so.

13. Dates of Meetings 2022 -2023– R Davies

13.1   Wednesday 15 February 2023 at 2.30pm (amended post meeting)
13.2   Monday 12 June 2023 at 2.30pm

14. Any other Urgent Business – R Davies

None taken.

The meeting closed at 12.25pm