

**THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE
CONFIRMED MINUTES OF THE MEETING OF SEARCH AND GOVERNANCE COMMITTEE
7 FEBRUARY 2022**

PRESENT: R Davies (CG and Chair), H Ashton (CG); A Coleman Cooke (CG), Z Lewis (Principal), p Lynn (CG – observer); M McClintock (CG); S Shepherd (EM); P Studd (CG), and Z Foster (Clerk).

KEY: CG – College Governor, EM – External Member

1. Apologies for Absence – I Wright (CG).

2. Minutes of Meeting of 14.09.2021 – subject to agreed additions, the minutes were approved as a correct record.

3. Declarations of Interest – none

4. Matters Arising - no matters arising not on the agenda

5. Composition and Membership

5.1 Current Skills and Competencies – Z Foster presented the updated skills and competency graphs for discussion and highlighted the good spread of skills. It was **agreed** that the updated diversity data would be added to the next report in June 2022.

Governors discussed: the positive skills mix; future recruitment to improve diversity (male/female, ethnicity, greater variation of experience and age (e.g. middle management, generalists) and ensuring skills mix when experienced governors leave over the next two years. It was **agreed** that strengthening the Audit and Risk Committee would be a priority for the summer.

A full discussion took place re mechanisms and various routes for future prospective governors (including greater use of the External Member route prior to potential to becoming a full governor; career development type opportunities such as shadowing board meetings (e.g. through MBA programme or big employers); access prospective candidates via parents evenings; BAME network; accountancy firms and employers advisory boards) and that these options be explored as soon as possible to ensure a smooth succession for the future. Areas of particular skills/experience required included: accountancy; multi-disciplinary (commercial/corporate); HR and teaching and learning.

It was **agreed** that succession planning would be an agenda item at the June meeting of the Committee.

The Committee **agreed** to seek approval of the following recommendations at the next Governing Body meeting of 21 March 2022:

- to extend the term of office for Caroline Cannon (initially 1 year) as External Member for a further two years up to 21 March 2024
- for Sharon Lane, at the end of her current term of office in October 2022, to take a further four year term of office until 17 October 2026
- for Petrina Lynn to join the Search and Governance Committee with immediate effect

- that Petrina Lynn, as of 1 August 2022 (at the end of Ashley Coleman-Cooke's final term of office), take Personal Development, Behaviour and Welfare link governor responsibilities

5.2 Attendance Term 1 2021-22 was received with no concerns highlighted.

5.3 Vacancies – were discussed as part of the wider discussion under 5.1.

6 Vice Chair Nomination Planning

Z Foster outlined the process and timeline which was **agreed** by the Committee ready for approval and opening of the process at the Governing Body meeting of 21 March 2022.

The Committee had a general discussion about the Vice Chair formal process and also of the future Chair process which would follow in 2022-23.

7 Skills for Jobs White Paper – Governance focussed discussion

Z Foster gave an update to the sector discussion at the AoC Governance Summit on the role of governance and expectations within the white paper drawing particular attention to the requirement for External Board Reviews as part of the two pronged approach to ensure/enable Board Effectiveness and strengthen accountability and assurance.

The Committee discussed this in some detail including: when best to have an External Board Review (ideally Spring 2023) and who to use with the Committee being drawn towards either the ETF or AoC offer in the first instance; the impact of link governors and general strengthening of impact of the governing body in the Governance Self Assessment after the summer 1:1 meetings (Autumn term).

The Committee **agreed** to discuss this further at the June meeting with some work on where the Governing Body have had impact over the last 12 months.

The Committee asked for a reviewed Link Governor form to include three areas of impact.

The Committee also considered adding a half hour to the Strategic Planning meeting in May to discuss aspects of this further including gaining the views of SLT on what governors bring to the College by way of support and what could improve.

8 Governance Self Assessment Areas for Improvement

The Committee considered the current document and the need to focus more on the impact of the Governing Body going forward and of the main challenges and areas of confidence. Governors discussed the various methods which could be used to do so including walkarounds (planned for March), greater use of link governors and triangulation.

The Committee would look at this in detail at the June meeting.

9 Governance Performance Indicators Update

It was agreed that the 2020-21 Performance Indicators could form part of the Corporate Governance Report for 2020-21 due for approval at the March meeting of the Governing Body.

2021-22 - It was **agreed** to expand the amber updates in the 2021-22 indicators document to show that the indicator was on target to be met, ahead of sharing with the Governing Body at its March meeting.

10 Governor Training, Development and Participation Update

minutes of S&G 07.02.2022

Z Foster gave a brief update from the Governance Summit including the proposed competency frameworks being worked up by ETF/AoC and their proposed linkage to External Board Reviews. She also detailed progress with the induction of the five new Governors and External Members.

The Committee **agreed** that some internal training should focus on asking open questions and when best this training could be given possibly via Teams and led/organised by Workforce Development.

11 Revised AoC Code of Good Governance

Z Foster introduced the revised Code and informed the Committee that this would be further reviewed once the Skills Bill had gone through.

The Committee discussed aspects of the code including: sustainable energy; change management; IT/data protection/business continuity; corporate social responsibility and how this was measured including the Public Value Statement. It was **agreed** that the May strategic planning session could possibly include some discussion on CSR as part of an impact of governance session.

The Committee **agreed** to recommend the revised Code for approval by the Governing Body at its meeting on 21 March 2022.

12 Dates of Meetings 2021 -2022– R Davies

12.1 Monday 13 June 2022 at 2pm – it was agreed to move the time of the Committee meeting to 3pm. S Shepherd and P Studd gave their apologies in advance.

12.2 Draft Calendar of Dates 2022-2023 – a reminder was given that this was for primarily for Governors planning purposes. **Agreed** to take to 21 March 2022 Governing Body meeting for approval.

13 Any other Urgent Business – R Davies

None taken.

The meeting closed at 4.30pm