

THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE
CONFIRMED MINUTES OF THE MEETING OF SEARCH AND GOVERNANCE COMMITTEE of 9 JUNE 2025

PRESENT: R Davies (CG and Chair, J Castor (CG) Z Lewis (Principal), P Lynn (CG), S Mirsalehi (CG) and Z Foster (Head of Governance).

1. **Apologies for Absence** – M McClintock (CG), and I Wright (CG).
2. **Declarations of Interest** – none
3. **Minutes of Meeting of 18.02.2025** – approved as a correct record
4. **Matters Arising** – after discussion, it was agreed that it would be still worth developing an employer information sheet detailing the benefits of employees being governors and P Lynn would assist Z Foster in this.
5. **Verbal Update on Strategic Risks**
Z Lewis gave a brief appraisal with all relevant strategic risks on track in relation to Governance and related compliances (with detailed consideration under Item 14).

Update by Committee Chairs was deferred for this meeting.

6. Composition and Membership

Z Foster gave an update which included: recent resignations reducing the Governing Body to 21 and of related plans to recruit; current skills and competencies (with notable gaps in younger age range and in health/mental health related skills), term two attendance; committee membership; vacancies (College Governors and Student Governor updates); link governors; and the final piece of the process for the Chair appointment.

Governors discussed: the two interviews which had taken place ahead of the meeting and associated recommendations; plans for future interviews; Audit and Risk Committee membership; EDI strengthening options; Chair of Committee mentoring; and plans for the Jan/Feb strategic overnight event; recognition plans for governors with more than 4 years service; potential strengthening of the HE committee; and attendance generally/individually/and in respect of the targets within the Afl and Performance Indicators.

The Committee **agreed** to a number of recommendations for the Governing Body at its 10 July 2025 meeting detailed below:

- the change of status for Asma Shaffi from Co-opted Governor to College Governor as of 10 July 2025 on a four year term (with option for a further four year term)
- the appointment of Peter Neal as College Governor, joining the Audit and Risk Committee, as of 1 August 2025 on a four year term (with option for a further four year term)
- the appointment of Gillian Dobson as College Governor, joining the Audit and Risk Committee, as of 1 August 2025 on a four year term (with option for a further four year term)
- the appointment of Gracie Sutton as new Student Governor (Lead) as of 1 August 2025 on a one year term
- the appointment of Millie Lonsdale-Marr as new Student Governor as of 1 August 2025 on a one year term
- the formal appointment of Laura Woods as Chair of Governors on a two year term as of 1 August 2025 as a result of the uncontested nomination process which ended in April 2025.
- The additional formal appointments to Committees associated with the Chair of Governors responsibilities for Laura Woods as of 1 August 2025:
 - That Laura become Chair of the Search and Governance Committee as of 1 August 2025 (with Rob Davies relinquishing his position on that Committee at the same time)
 - That Laura join the Remuneration Committee as of 1 August 2025 (with Rob Davies also relinquishing his position on that Committee at the same time)
 - That Laura also replace Rob Davies on any special committees (which meet only as required) these being: Selection of Senior Posts (with Laura as Chair), Settlement Committee (again as Chair), Special Committee (with Laura taking on the Vice Chair role for that Committee).
- That Rachel Anderson become Chair of the Audit and Risk Committee with immediate effect
- That Ian Wallace become Vice Chair of the Audit and Risk Committee with immediate effect

Actions for Z Foster – to share individual attendance figures (for Committee, Board and overall) with the Committee, and for use by the Chair and Vice Chairs in the annual meetings, and to compile a list for governor recognition.

7. Governance Self Assessment Areas for Improvement 2024-2025 Update

The updated document was presented by Z Foster with 3 areas outlined as 'on track' and 1 'in progress'

Some considered discussion took place regarding the 'increase attendance' area for improvement, specifically whether this was 'in progress' or 'in decline' and how this compared with the Performance Indicators relating to attendance which was more positive (which whilst measuring slightly different things did include individual attendance), and of individual discussions with governors (as appropriate) through the annual individual meetings on attendance.

Action by Z Foster to review both Afl and performance indicators on attendance to better align narrative and overall RAG rating for the next review point.

Some early discussion on the Employer Voice committee also took place with a full review due at the October meeting.

8. Governance Performance Indicators Update.

Z Foster reported on progress in which off the 15 indicators, 13 were 'on track' (with possible review of 1 as discussed above) and 2 had been achieved

9. Training and Participation Update

Z Foster updated the Committee on training and participation which had occurred during Term two.

The Committee discussed the Link Governor item at the July Governing Body meeting and continuation of Governors virtual attendance at Student Council meetings.

It was then **agreed** that the Training Plan for 2025-26 be recommended to the Governing Body for approval at its 10 July 2025 meeting.

10. External Governance Review Planning

Ahead of discussing planning for the next review due in Spring 2026, the Committee also considered progress against the action plan of the first review, which had been absorbed into the Areas for Improvement plan to ensure regular monitoring of progress. After discussion, it was **agreed** that the action plan specifics would separate back out, and be RAG rated by Z Foster and shared with the Committee before the start of the new academic year.

Z Foster then presented the updated guidance for reviews and background research resulting in three suggested offers by Rockborn, AoC and Stone King, the detail of which was in the papers.

The Committee discussed the offers in full, with **agreement** that AoC would be the preferred recommendation to the Governing Body which would give some useful comparative data from the first review. There was general consensus that Stone King might be a good alternative offer at the next review point.

It was agreed to seek approval of the appointment of AoC to perform the External Governance Review at a **fee of £6,300 (+ VAT and expenses for the reviewer/moderator)** for the main External Board Review, to take place during the Spring term (2026).

11. Policies and Procedures

Z Foster outlined the three documents due for review as part of the cycle.

Governing Body Attendance Policy – the update included more detail/focus on termly monitoring of attendance and actions in relation to poor attendance.

Conflicts of Interest Policy – the updates were minor and as per the recommendations from the Eversheds template document. Some sections were added to the 'category of interest' on the Register of Interests form in relation to consultancies and honorary positions for clarity and those changes were reflected in the Register of Interests Policy guidance document.

With some minor amendment to some wording within the Attendance Policy, it was **agreed** that the policies and procedure would be recommended for adoption via Written Resolution to the Governing Body.

12. Terms of Reference Review

Z Foster presented the updated Terms of Reference drawing attention to the minor suggested changes which better reflected current practice.

After consideration, the Committee **agreed** to recommend the Terms of Reference for approval by the Governing Body at its July meeting.

13. Annual Individual Meeting Planning 2025

Z Foster presented the updated main questionnaire and separate forms for the Chair's Evaluation and New Chair's Priorities, all of which would now be through Microsoft Forms for ease. She also detailed the supporting guidance which included a series of competency frameworks for governors, chairs and governance professionals. In addition, recent guidance in respect of Senior Post Holder and Chair appraisal was also shared, with acknowledgement that much of this related to the Remuneration Committee.

The Committee **agreed** the process and respective forms. Action by Z Foster, P Lynn and L Woods to plan the times for the meetings.

14. Risk Assessment/Actions following the FE Commissioner's Intervention Report on Weston College

R Davies gave a brief summary of the report and issues resulting from the investigation and resulting intervention report on Weston College, which had been discussed by AoC Chair and Principal/Chair and Vice Chair groups (with slides shared as part of the paper). Within Appendix 1 of the report, current and proposed practice for the College against the recommendations which had come out of the intervention report were given as an initial risk assessment basis for discussion.

The Committee had a comprehensive discussion on the issues resulting from the report including: ensuring the processes and handover for the change of Chair were robust; how a robust risk assessment by Audit and Risk Committee (whose remit this fell under) could assist with Remuneration recommendations; additions to the statement by the Chair and Principal within the Annual Financial Statements from the Director of Finance and VP of HR; the Remuneration Committee role particularly in light of additional Senior Postholders (SPH); and confirmation that all contractual changes always went through Payroll and that all payments going forward would only be operated through Payroll.

The following recommendations were **agreed** by the Committee:

- That it be confirmed in the Remuneration Terms of Reference that two members of the Audit and Risk Committee be part of the membership (this reflected current practice)
- That the Remuneration Committee receive detailed documentation from Payroll re Senior Post Holders (SPHs) with a covering report from the VP of Finance and Registry with contracts of SPHs attached to the papers
- That the Audit and Risk Committee, as part of its Risk Management, assess the decision making of the Remuneration Committee, ahead of any recommendations to the Governing Body at its December meeting
- Tightening up of the statements within the Annual Accounts to show full audit of the actions of the Remuneration Committee and of required statements of key staff (Principal, VP of Finance and VP of HR) and Chair

Action by Z Foster – to share the FE Commissioner's letter on Good Governance with the Committee and assist with the actioning of the recommendations above as appropriate.

15. Review of Top Risks

The Committee reviewed the top risks, confirming that the role of the Remuneration Committee was a key consideration for the Committee in light of Item 14 above.

16. Dates of 2025-2026 Meetings

- 16.1 Tuesday 7 October 2025 at 11.30am
- 16.2 Friday 6 February 2026 (as part of the Strategic Planning weekend – time to be confirmed)
- 16.3 Tuesday 9 June 2026 at 3pm

17. Any other Urgent Business – R Davies

None taken.

The meeting closed at 4.45pm