

**THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE
CONFIRMED MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE of 14 OCTOBER 2025**

PRESENT: L Woods (CG and Chair, R Anderson (CG), J Castor (CG) Z Lewis (Principal), P Lynn (CG), M McClintock (CG), S Mirsalehi (CG) and Z Foster (Head of Governance).

1. **Apologies for Absence** – none
2. **Declarations of Interest** – R Anderson declared any relevant interest in respect of LSIP, the Stamp Exchange in Newcastle (as the NECC are NSG's landlord) and Place Leaders Partnership.
3. **Minutes of Meeting of 09.06.2025** – approved as a correct record
4. **Matters Arising** as detailed in the tracking sheet.
5. **Verbal Update on Strategic Risks**
Z Lewis drew particular attention to the External Board Review and progress against the action plan which had been generally positive (except for attendance). She also referenced feedback from the 1:1 meetings including further refinement to the induction process over the coming year and further adaptations to improve board papers.

Committee Activity Update

Committee Chairs updated on their respective committees with some themes around ensuring good attendance, maintaining a balance between strategic and operational reporting across the committees, and developments this year to support Committees including meeting SLT leads annually to discuss agendas etc., and Chairs meeting ahead of GB meetings where appropriate.

Agreed that S Lane, as Chair of Employer Voice and Engagement be invited to join the Committee and that this be recommended to the Governing Body.

6. Composition and Membership

Z Foster gave a very brief overview of composition with a full Governing Body in place (subject to the appointment of Katie Marshall as student governor).

The Committee considered the following elements in turn:

Composition– a good spread of skills, and experience was in evidence, as was a better balance with male and female (which had previously been a challenge), and it was also acknowledged that a positive age range was forming with recent appointments over the past year or so.

Attendance which had decreased overall last year and was below 80% ideal target with the Committee discussing the various approaches used/which could be used to support governors. It was confirmed that all meetings had been fully quorate.

Annual Individual Meetings- feedback was given to the Committee (having been shared with Z Foster and Z Lewis on 13 October) which included key themes around the following:

- Overall positive feedback with a general consensus of an excellent SLT, a good College and that the Governing Body worked well and got on well as a team
- Reports and presentations – whilst governors acknowledged improvements further recommendations were given which would be actioned over the coming year which Z Foster had presented to CMT on 13 October. Z Lewis detailed some trial changes proposed for the upcoming Governing Body meeting which would assist with some of the recommendations for improvement and which she had added to her report to the Governing Body
- Inductions for new Governors – further personalise and offer a 'pick and mix' style of induction to suit the varying skills, knowledge and time availability of new governors, alongside greater detail of the FE sector itself for those unfamiliar
- Committees – involve Chairs further in determining dates, Chairs to meet SLT officers and Chairs to meet up before board meetings
- Governor annual individual meetings – extend proforma process to seek SLT perceptions and input from Chair of Committee (with Chair or Vice Chair) in meetings themselves to create a more rounded 360 approach

The Committee discussed the upcoming governance review and considered the positives in the evolving nature and resulting developments of the committees, board and governors and the wider mechanisms to support good governance.

College Governors – the final term of office for J Castor was discussed (end of Sept 26) and of plans for both replacing skills and experience (namely accountancy, then HR) and succession planning for Chair of Corporate Services.

After discussion, it was **agreed** that Accountancy would be the first area to be recruited to, followed by HR (and this could be co-opted in the first instance). In relation to the future Chair of the Corporate Services Committee, it was agreed some re-organisation of Committee members may be required.

Co-opted Governors – Caroline Cannon's resignation was confirmed with agreement that a replacement be sought as soon as possible for High Needs (and associated link role) with some discussion on a possible candidate which Z Foster would progress.

Student Governors – Z Foster updated the Committee on the resignation of M Lonsdale Marr and recommendation for Katie Marshall (also VP of Student Union) to replace her. She also updated on a possible second student governor vacancy which may be required.

Committees

- **Review of the Employer Voice Committee** was postponed until the next meeting.
- **Remuneration Committee membership** – Z Foster reminded the Committee that as Chair of Audit and Risk Committee, R Anderson should join the Remuneration Committee and have her membership to Search and Governance Committee formally confirmed by the Governing Body and it was **agreed** that this would be recommended to the Governing Body at its October meeting.

Governor Recognition was discussed against the information provided on those governors since 2010 who had served at least a four year term of office, including general recognition, possible award/room recognition for Chairs; and potential alumni activities.

The greater use of social media for new and also outgoing governors and general activities was also noted.

It was **agreed** that Z Lewis and Z Foster would consider a similar roll of honour as created for past principals and Chairs, that social media recognition would continue/be extended, and some consideration given to an award/room being named for the outgoing Chair.

Vice Chair of the Governing Body – Z Foster reminded the Committee that P Lynn's two year term ended on 31 July 2026. As per the Instrument and Articles, a formal process would be instigated in the Spring term.

The Committee **recommended** the following to the October 2025 Governing Body meeting:

- Appointment of Katie Marshall to Student Governor from 22 October 2025 until 31 July 2026
- Appointment of Rachel Anderson to the Remuneration Committee with immediate effect and confirmation of membership of the Search and Governance Committee (as Chair of Audit and Risk Committee)

7. Governance Self-Assessment Areas for Improvement

2024-2025

The updated document was considered particularly progress for the 4 Areas for Improvement as outlined:

- 1 '**Achieved**' (succession planning including Chair)
- 2 '**On Track**' 1) Chairs of Committees' role in understanding and contributing to the agenda setting process to aid SLT in presenting appropriate items and reports/Regular Governing Body feedback on improvements on reports and agenda setting to enable immediate and consensual change as appropriate
- 2) Consider and monitor the College's Net Zero Strategy
 - and the final **Off Track Increase** attendance – including an appropriate meeting schedule to ensure high attendance (ideally 80% overall target)

The Committee discussed attendance in the round as it cut across Composition and Membership (**Item 6**), Performance Indicators (**Item 8**) and Progress against the External Review Action Plan (**Item 9**) and **agreed**, that the target should remain at 80% despite this not being achieved over the past two years.

The spreadsheet, with revisions as discussed, was **agreed** to be recommended by the Governing Body at its October 2025 meeting, subject to the final approval at the Governing Body meeting of 17 December 2025, within the Governance Self-Assessment report (SAR).

2025-2026 Draft

The Committee considered an initial draft, and after discussion **agreed** to continue to have attendance as a primary area for improvement, alongside reports and appraisal improvements as outlined in the annual meeting feedback.

The updated document was **agreed** for recommendation for initial consideration and approval by the Governing Body at its October 2025 meeting.

P Lynn left the meeting at 6.12pm

8. Governance Performance Indicators 2024-2025 Update.

The updated document was discussed with progress detailed as below:

- 8 areas have been '**achieved**'.
- 6 areas remain '**on track**' – these being mainly due to timing and/or determination of final outcomes etc. during the Autumn term.
- There is one area '**off track** - Attendance/Participation

It was **agreed** that the general attendance PI have quoracy removed as this was an independent indicator on its own, and that the overall attendance target remain at 80%.

9. External Governance Review Update

9.1 Progress Against the 2023 Action Plan

This was briefly discussed by the Committee with progress **agreed**.

9.2 Planning for Spring 2026 Review

Z Foster updated the Committee as a result of the scoping meeting. The Committee discussed the process and **approved** the scope.

Action by Z Foster– to invite S Collier to the lunch or dinner on Friday 6th February 2026.

The Committee also **agreed** to recommend to the Governing Body the updated fees as outlined below acknowledging that this may increase should additional activity be agreed.

External Governance Review updated fees

Overall fees	AoC fee (+ VAT)	Shirley fee (+ expenses 45ppm)
£6,300	£1,500	£4,500
Additional meeting on 17 th March	No fee	£225
£600	£150	£450
Deliver key findings on 7 th May		
Total	£1,650	£5,175

10. Governance Documents and Procedures

Z Foster presented the following policies and procedures, which were reviewed as per the usual cycle:

- Standing Orders
- Access to Meetings
- Governing Body GDPR Notice

The Committee **agreed** to recommend all three documents and procedures to the Governing Body on 22 October 2025 for approval.

11. Code of Governance Mapping Exercise

Z Foster gave an overview of the mapping exercise which differed from previous years, as it now conformed to the revised Code of Governance in operation since 1 August 2024 with the recommended template being used.

Some updates were suggested to align with Areas for Improvement actions, with Z Foster to make those additions to the final version of the mapping document.

After consideration, it was **agreed** that the Governing Body continued to fulfil its obligations regarding the Code which would be reported to the Governing Body on 22 October 2025 with a recommendation to confirm the adherence to the AoC Code of Governance.

12. Training and Participation Update

A general update was shared by Z Foster in respect of inductions, and activity early in the term. It was noted that governors requested earlier note of participatory events – Action by Z Foster who would work with the Marketing team to address this.

Link Governors were discussed in light of the current cohort with agreement that a replacement for High Needs was to be progressed, and that Laura Woods be the Link Governor for Leadership and Management going forward.

Planning for Strategic Planning weekend – an initial discussion took place with confirmation that Redworth Hall had been chosen for the venue.

Topics for the sessions may include Ofsted training; Strategic plan update with the consultant and testing emerging thoughts via workshops; policy update, a possible guest speaker, possible TVCA update, and a discussion on HE. There would also be a dinner on the Friday evening.

Agreed that Z Foster and Z Lewis would provide a draft agenda for both days by the end of the term (December) and share this with the Committee.

13. Review of Top Risks

The Committee **agreed** that the top risks remained, but that membership (accountancy then HR led skills base) and future Chair of Corporate Services Committee also be added.

14. Dates of 2025-2026 Meetings

Confirmed post meeting as

- 14.1 Monday 26 January 2026 3.30-5.30pm
- 14.2 Thursday 14 May 2026 4-6pm

15. Any other Urgent Business –

None taken.

The meeting closed at 6.34pm