

**THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE
CONFIRMED MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE of 26 JANUARY 2026**

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 14.10.2025** – approved as a correct record
4. **Matters Arising** as detailed in the tracking sheet.
Additionally,
 - A brief discussion took place re student representation on the Higher Education Committee which Z Lewis would progress with L McKenna
 - Acknowledgement of the recent death of J Autherson and the ability to update former governors of news with agreement that social media avenues were the most appropriate (and had been used in this instance)
 - Approval was given to the updates requested within the AoC mapping exercise (October meeting)
 - The interview of L Brothwood was detailed with appropriate recommendations to follow to the Governing Body
5. **Verbal Update on Strategic Risks**
Z Lewis drew particular attention to the requirement to add a further finance specialist to the Governing Body, particularly in light of J Castor's forthcoming end of term of office (September 2026). She gave an update on progress which was discussed with a further suggestion offered by Committee which would be followed up. Action by Z Lewis to make early contact with possible leads.

Committee Activity Update

Committee Chairs updated on their respective committees with some common themes around: staff understanding of Committee and Governor roles; training on the role of Committees particularly for new governors; oversight of changes; and attendance which was generally stronger across committees in this first term.

- Curriculum and Standards – changes to the format to the meetings were outlined, and the Ofsted framework changes and associated areas of risk and monitoring by the Committee were also discussed. Action by Z Foster to share the Curriculum Performance Review dates should committee members wish to attend. Planned presentations for Inclusion and NEETs were also outlined.
- Remuneration – after discussion, and agreement that the Remuneration Committee meeting had been detailed and robust, some adjustments for both Committee and recommendations to the Governing Body were suggested going forward which Z Foster would manage for the next cycle (actions noted in Matters Arising).
- Higher Education – an account of the recent meeting was given, and the student rep role was discussed with action for Z Lewis to discuss further with L McKenna. Possible changes to the role of the Committee related to the process of Degree Awarding Powers were briefly outlined with the HE Committee to be kept apprised of progress. Finally, it was confirmed that the current HE strategy would be extended whilst the overall College strategy was in progress.
- Audit and Risk – a positive account was given in respect of the updated Committee membership, which was working well, and detail of new staff (finance) and Internal Auditors was highlighted, all of which would take time to embed into the College and Governing Body systems, and which was being monitored by the Committee
- Corporate Services – a very positive summary account of Business Support SARs had been shared; the new finance team and system development was considered in detail with ongoing monitoring from the Committee, and some individual attendance issues were noted

6. Composition and Membership

Z Foster gave a very brief overview of composition which was at 22 out of a possible 23 strong membership to the main Governing Body. She also detailed current skills and competencies; attendance for term 1; vacancies; committee membership and the Vice Chair nomination process.

Governors discussed: whether greater representation was needed at secondary school level with the resignation of A Hassack; and strengthening of finance related experience within the Governing Body and Corporate Services Committee for the remaining College governor vacancy.

Succession Planning for Chair of Corporate Services Committee – J Castor confirmed her intention to resign at the end of her current term of office in September 2026. The Committee discussed the need to strengthen the Committee with some consideration of two prospective candidates with a solid financial background, who Z Lewis would contact in the first instance.

Support for new governors via their mentors (Chairs of Committee) was also briefly discussed.

Vice Chair of Governors Nomination Process – Z Foster drew attention to the requirement for the nomination process for Vice Chair to be activated to enable a smooth transition at the end of P Lynn's current term of office on 31 July 2026 (as per the standard two year term for Chair and Vice Chair roles). The Committee endorsed the approach.

The Committee **agreed** to seek approval of the following recommendations (*subject to agreement as appropriate by the individuals mentioned if this had not already been sought*) by the Governing Body at its March 31st meeting:

- That Lily Brothwood become a Co-opted Governor attached to the Employer Voice Committee as of 31 March 2026 on an initial four year term of office
- That Laura Woods join the Corporate Services Committee, in addition to her current committee memberships, with immediate effect
- That Helen Day join the Employer Voice Committee, in addition to her current committee membership, with immediate effect
- That Helen Day become the Safeguarding and Prevent Link Governor with immediate effect
- That Sharon Lane relinquish any Committee membership other than as Chair of Employer Voice Committee with immediate effect. Sharon also to retain Link Governor responsibilities and work with the employer advisory boards
- Second Term of Office (College Governor)
That Jon Tait be given a second and final term of office as College Governor when his first term of office ends on 25 September 2026 (and that he keeps his current link governor responsibilities and remains attached to the Curriculum and Standards Committee)
- Second Term of Office (Co-opted Governor)
That Ashley Coleman Cooke take on a second and final term of office as Co-opted Governor attached to Audit and Risk Committee, at the end of his current term (14 December 2026)
- The Vice Chair of the Governing Body Elective Process be approved and instigated as of 31 March 2026

7. Governance Self-Assessment Areas for Improvement 2025-2026

Z Foster gave a first update for the Areas of Improvement in which two of the three areas were 'on track' (increase attendance and report writing and presentations) and the third 'in progress' as the process for the Governing Body review cycle was not due until the summer term.

The Committee **agreed** to add an additional question on the pre-meeting form asking of governors' interest in becoming a future Chair/Vice Chair of Committee and/or Governing Body to support continuous succession planning.

The three areas for development (further improve the diversity of the Governing Body; further improve the induction process for new governors and better enable participation) were confirmed as being 'on track.'

Z Foster briefly reminded the Committee of the final outturn for 2024-2025 as approved in the SAR (December 2025) which had resulted in positive progress other than for attendance which had been moved into the current year's cycle.

8. Governance Performance Indicators Update.

2024-2025 final Performance Indicators – Z Foster confirmed that all areas except for two had been achieved by December 2025. These being Attendance/participation which remained 'off track' at 72% and 'Ensure good governance supports the College in its development and delivery of its 5 year strategic plan' which remains 'on track' with performance generally above national rate in most cases, and of year on year improvements where this is not the case.

The Committee **approved** inclusion of the final outturn within the Corporate Governance Annual Report due to be presented at the March 2026 meeting.

2025-2026 Performance Indicators – Z Foster gave a brief appraisal of progress at this early stage where all areas were currently 'on track'. She detailed some changes to the indicators, notably:

- Adjustment for the attendance and participation KPI which removes quoracy as this appeared in its own right elsewhere
- The KPI relating to Ofsted now has 'expected standard' as the main benchmark (rather than 'good') which would ensure that the College was meeting all of its duties (green), though there would be ambition to be of 'Strong' standard in a number of areas.

The Committee **agreed** the minor changes to the Performance Indicators for 2025-2026 and progress as identified.

9. Governing Body Training and Participation Update

Z Foster gave a brief appraisal of training and participation thus far.

Z Lewis updated the Committee on the recent successful visit by Skills England which had included meeting a number of governors over lunch.

L Woods also updated the Committee on her short introductory session on Good Governance at the Strategic Planning day. She outlined her thoughts for the May training session which would build on this introductory session, and which may involve Chairs of Committees.

A changed format to the June Curriculum Planning meeting was also highlighted, as was progress with Governor Walkthroughs which were being positively received.

The pick and mix induction sheet was shared with the Committee and would be trialled with new governors over the year.

10. Governance Related Documents and Policies for Review

Z Foster introduced the three documents which were due for review, highlighting the tracked changes.

10.1 Code of Conduct for Governors

The Committee discussed the recruitment of governors, notably the open selection process and agreed this could be strengthened by annually putting out a broad advert during the summer term (which could be tailored as required) on LinkedIn and the website (currently a general open invite was on the website).

The Committee also had a full discussion on a potential situation of necessitating a removal of a governor for poor behaviour, and whilst there was a general process within the Standing Orders, and through the Nolan Principles more widely, there was not currently an explicit system in relation to this. A number of ways this could be reinforced were discussed including through term of reference for this Committee, letters of appointment, induction and more regularly through the annual individual meetings.

It was **agreed** that Z Foster (who would liaise with the VP of HR), and M McClintock would do some further work to potentially add an addendum to the Instrument and Articles and bring this to the May meeting of the Committee for discussion.

It was noted that there had been some updates in respect of the Accountability Agreement/White Paper since the model procedure was drafted by Eversheds. Z Foster would liaise with Eversheds re a potential update. If no update were forthcoming, it was **agreed** that Z Foster and Z Lewis would correct and update accordingly prior to recommending for approval to the Governing Body.

10.2 Background Information for Governors

The Committee **agreed** to recommend for approval by the Governing Body at its March meeting.

10.3 Governors Nomination Process

The Committee **agreed** to recommend for approval by the Governing Body at its March meeting.

R Anderson left the meeting at 5pm

11. External Governance Review Update

Z Foster detailed the timetable shared with the Committee.

After some discussion, it was **agreed** that Z Foster would contact the External Reviewer to firm up governor interviews including format (i.e. face to face or via teams).

12. Review of Top Risks

The Committee **agreed** that succession planning for the Chair of Corporate Services remained the top risk for the Committee.

13. Dates of 2025-2026 Meetings

13.1 Thursday 14 May 2026 4-6pm

After a brief review of the Strategic Planning Residential, it was agreed that the start time would be 9am on the Friday, as per the original calendared appointment.

Z Foster confirmed that dates for next year's meetings would be drafted once the College Calendar had been finalised in early February.

14. Any other Urgent Business

None taken.

The meeting closed at 5.05pm