

Further Education Corporation

Meeting of the Search and Governance Committee

MINUTES

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| Date and timings: | Monday 7th February at 16.30 to 17.25 |
| Location | By teleconferencing |
| Present (Governors): | Dr Roderic Gray (Chair of Committee) Gerry Bender Andy Ray Elizabeth Sipiere (Chair of the Board of Governors) Gwynn Williams Denise Brown (Principal and CE) |
| In attendance | Melissa Drayson (Clerk to the Corporation) |
| Apologies for absence | None |
| Quorum (3) | The meeting was quorate throughout |

| Item | Action lead |
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| 1. Preliminary items | |
| 1.1 Apologies for absence As above | |
| 1.2 Declarations of interests All previously declared interests were carried forward. There were no new declarations of interests | |
| 1.3 Urgent other business There was none | |
| 2.i Minutes of the meeting on 27 September 2021 The Minutes were approval as an accurate record. | |
| 2.ii. Matters arising from the Minutes There was discussion of the action to introduce post-meeting evaluations. This had been included as a final agenda item at the | |

October and December Board meetings but, due to shortage of time, had not been taken. Although there was some support for an anonymous post-meeting questionnaire, governors preferred the openness of the current approach.

The Clerk reported that all governors had completed the standard online Safeguarding training, but records were still being updated regarding the new Safeguarding quiz. Governors commented that the question assigning responsibilities to names was difficult for governors.

The schedule of pre-Board briefings would now be developed by the Clerk and new PCE.

AGREED:

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| i) | That the meeting evaluation item should be retained on the Board agenda with steps taken to ensure that it is covered. | Clerk/Chair |
| ii) | That the schedule of pre-Board briefings would be developed. | Clerk/PCE |

3. Governance Self-Assessment

Supporting papers presented by the Clerk

3.1 Board Self-Assessment outcomes 20-21 and priorities 21-22

The outcomes were noted. Comment was made that there had been some large changes during the period not least in personnel, so it was hard to compare scores with previous years. It was also recognised that the survey represented a snapshot and the score for governance oversight of finance might be lower now if the same question was asked.

A key priority going forward was to ensure the right balance of support and challenge for the senior team, so that the Board's confidence was clearly expressed whilst exercising rigorous scrutiny.

The Committee agreed that some of the previous year's priorities should be rolled forward and stressed that it was important to focus on fewer high priority areas rather than dilute them with a larger number.

AGREED: That the following be recommended to the Board as governance priorities for 2022:

- 1. Close monitoring of the financial position**
- 2. Improving the accuracy of learner numbers and financial forecasting**
- 3. Continuing to develop an integrated monitoring mechanism for the strategic plan, with a manageable set of KPIs and linked risks and assurance framework**
- 4. Governor engagement with student body.**
- 5. Supporting the transition to the new Principal and SLT, and establishing and strengthening the new team and ways of working;**

6. Enhancing the college strategy and position in the light of the Skills Bill and Levelling Up agenda, the development of Local Skills Improvement Plans (LSIPs) and other emerging policy

4.2 Governance KPI Review

Governors agreed the addition of the following to the existing KPIs and targets:

- Mandatory training completion
- Each governor to undertake at least one other learning opportunity a year
- Each governor to undertake at least two link governor visits a year
- Governance graded good or better across all areas

It was considered that, given the difficulties that some governors had experienced accessing the online mandatory training, it would be unwise to set a completion target of 100%.

4.3 External governance review

The Committee discussed the new requirement to commission an external review of governance every three years. The Principal shared the experience from her previous college and advised on the need to be clear about the purpose and terms of reference of the review from the outset.

It was agreed that a tickbox review of compliance and process would be less helpful than a holistic review that evaluated how governance worked as a whole and identified issues that governors and the Clerk were not already aware of.

The background experience of the individuals involved in conducting the review would be very important although they need not come from the FE Sector. Price should not be the primary consideration in order to achieve the value needed.

AGREED: that terms of reference for the external review be drafted and discussed at the next committee meeting, and possible providers researched in order to commission the review in September/October.

Clerk

4. Corporation and Committee membership

Supporting paper presented by the Clerk

The Clerk advised that the Articles still allowed membership to increase to 18. Although 16 was currently the optimum Board size, this would allow flexibility to ensure smooth succession and recruit to skills and diversity gaps.

Committee membership was noted. It was agreed that there was no longer a need for a co-opted member on the Policy and Resources Committee unless the business needs of the college required it.

Governors welcomed the new format of the skills audit. It was noted that this showed a good spread of experience, and that there was a greater diversity of backgrounds and thought among governors. However, cultural and racial diversity had not been widened as much as had been wished, especially with the recent departure of two members.

It was agreed that diversity on Boards was a national issue, and that sector bodies such as the AOC and ETF should be asked to take a lead on this.

AGREED: That a letter on behalf of the Corporation should be sent to the AOC, ETF and Black FE Leadership Group to encourage a national drive to improve diversity on College Boards.

5. Governor Links review

The Committee considered current vacancies for link governors created by recent departures.

It was agreed that the Principal and SLT needed to undertake a further review of Engineering before a new link governor was assigned, as the department was already experiencing a large amount of scrutiny and was under considerable pressure to implement the detailed and lengthy Quality Improvement Plan.

In terms of other vacancies, it was proposed that:

- Sarah Stone would be invited to be link governor for Service Industries, Apprenticeships and Logistics
- Louise Parr-Morley would be invited to be link governor for International

6. Terms of reference

Supporting paper by the Clerk

The terms of reference had been changed to reflect the reduction in Committee size agreed at the Board meeting in January and were **APPROVED**

7. Forthcoming Events

The Committee discussed the timing and focus of the next Board Development Day. It was agreed that the primary focus would be the requirements of the new 'Skills Bill' legislation and the implications for the College and its governance. As discussed, the strategic plan would be assessed for any enhancement in the light of these requirements.

In addition, the Chair asked that governors receive a refresher on their fiduciary duties and college insolvency.

8. Dates of forthcoming meetings

Monday 16th May at 16.00

There being no further business, the Meeting finished at 17.25

Signed.....Dated.....