

Minutes Search and Governance Committee

(All resolutions passed were the unanimous decision of the Search and Governance Committee members present unless otherwise stated)

Meeting	Search and Governance Committee																																			
Date	11 October 2022																																			
Members Attending	Cllr S. Gordon (SG) - Chair Dr J. Brumwell (JB) Ms K. Driver (KD) Mr R. Foulston (RF) Cllr B. Fraser (BF) Mr P. Mayhew-Smith (PM-S) - Group Principal / CEO Mr G. Willett (GW)																																			
Attendees	Mrs H. Meredith (HM)	-	Head of Governance																																	
Items for discussion																																				
1.1	WELCOMES, APOLOGIES AND DECLARATION OF INTEREST Members were welcomed to the meeting. There were no apologies.																																			
1.2	DECLARATION OF INTEREST Members confirmed that they did not have any pecuniary or other interest in any agenda item.																																			
2.	MINUTES OF MEETINGS OF 17 MAY 2022 AND MATTERS ARISING																																			
2.1	<u>Accuracy</u> . The minutes were accepted as an accurate record to be signed by the Chair.																																			
2.2.1	<u>Matters arising</u> The Action Log was reviewed and updates below noted. <table><tr><td>The College will produce a high-level pipeline of key partnerships and funding bids which will be reviewed by the Q, L and S Committee</td><td>PM-S /SRR</td><td>The College is setting up a Bids and Opportunities Group which could report to QLS committee</td></tr><tr><td>PM-S will follow up progress on the development of a central CRM system – progress to be reviewed by the Corporation</td><td>PM-S</td><td>No update-PMS to follow up with SR-R</td></tr><tr><td>Report writers to spend time identifying in Executive Summary sheets key strategic issues or risks from the paper</td><td></td><td>Ongoing</td></tr><tr><td>PM-S to explore whether governors' networking activity could be recorded on the Group's new CRM system</td><td>PM-S</td><td>No update – PMS to follow up with SR-R</td></tr><tr><td>Need to carry out succession planning in preparation for the ends of terms of office of a number of long-standing governors in July 2023.</td><td>HM</td><td>See Item 6.2</td></tr><tr><td>Internal Audit Compliance Review against Code of Good Governance to go to next Search & Governance Committee Meeting</td><td>HM</td><td>See Item 5.4</td></tr><tr><td>Corporation Chair to follow up those governors to complete skills audit</td><td>RF</td><td>Actioned</td></tr><tr><td>HM to contact governors whose term of office ends in July 23, to find out whether they plan to apply to be re-appointed in 2023.</td><td>HM</td><td>Actioned</td></tr><tr><td>SG suggested making use of the college's retained recruitment consultant to assist with governor recruitment.</td><td>HM</td><td>Dec 22</td></tr><tr><td>Complete the HR implications section of the cover sheet for reports .</td><td>HM</td><td>Actioned</td></tr><tr><td>Add Environmental Sustainability reporting to Corporation Business Cycle</td><td>HM</td><td>Actioned</td></tr></table>			The College will produce a high-level pipeline of key partnerships and funding bids which will be reviewed by the Q, L and S Committee	PM-S /SRR	The College is setting up a Bids and Opportunities Group which could report to QLS committee	PM-S will follow up progress on the development of a central CRM system – progress to be reviewed by the Corporation	PM-S	No update-PMS to follow up with SR-R	Report writers to spend time identifying in Executive Summary sheets key strategic issues or risks from the paper		Ongoing	PM-S to explore whether governors' networking activity could be recorded on the Group's new CRM system	PM-S	No update – PMS to follow up with SR-R	Need to carry out succession planning in preparation for the ends of terms of office of a number of long-standing governors in July 2023.	HM	See Item 6.2	Internal Audit Compliance Review against Code of Good Governance to go to next Search & Governance Committee Meeting	HM	See Item 5.4	Corporation Chair to follow up those governors to complete skills audit	RF	Actioned	HM to contact governors whose term of office ends in July 23, to find out whether they plan to apply to be re-appointed in 2023.	HM	Actioned	SG suggested making use of the college's retained recruitment consultant to assist with governor recruitment.	HM	Dec 22	Complete the HR implications section of the cover sheet for reports .	HM	Actioned	Add Environmental Sustainability reporting to Corporation Business Cycle	HM	Actioned
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3.	ELECTION OF CHAIR AND VICE-CHAIR OF SEARCH AND GOVERNANCE COMMITTEE																																			
3.1	Election of Chair: Cllr Gordon was elected to serve as Chair for the year.																																			
3.2	Election of vice-chair: Ms Driver was elected as Vice-Chair for the year.																																			
4.	RISK REGISTER (Part 1) HM reminded the Committee of the risk allocated to it for review under Agenda Item 7.																																			
5.	GOVERNANCE IMPROVEMENT PLAN 2021-22 The Committee reviewed the Action Plan rag-rated to show progress. It was resolved to note the progress update which is also included in the Governance SAR.																																			
5.2	COMMITTEE TERMS OF REFERENCE AND SELF ASSESSMENT																																			
5.2.1	Members reviewed the committee's Terms of Reference and the Committee's work schedule. It was agreed to remove reference to the Public Sector Equality Duty since governance oversight of that duty was moved to the SW& E Committee and to tighten up the wording relating to oversight of the Corporation's community links as revised in the TOR -Appendix 1 to these minutes [Subsequent note: TOR also revised following the meeting to include the duty under the Code of Good Governance to commission external board reviews every 3 years].																																			

5.2.2	The Committee agreed to continue to hold meetings at once a term and keep these as virtual, meetings which the committee find an efficient and effective use of time.
5.2.3	It was resolved to recommend the revised Terms of Reference (at Appendix 1) for approval. <i>PM-S left the meeting briefly at 5.45pm</i>
5.3	ANNUAL REPORT SEARCH AND GOVERNANCE COMMITTEE FOR 2021-22
5.3.1	The Committee received and reviewed the draft Annual Report for the work of the South Thames Colleges Group Search and Governance Committee for 2021-22.
5.3.2	It was resolved to recommend the Annual Report for approval by the Corporation subject to one amendment to record that Ms Driver was the Committee Vice-Chair.
5.3.3	SG thanked HM for preparing this.
5.4	INTERNAL AUDIT COMPLIANCE REVIEW AGAINST CODE OF GOOD GOVERNANCE
5.4.1	The Committee reviewed this advisory internal audit review (also reviewed by Audit Committee June 2022). As an 'advisory' review there was no internal audit opinion but this made one Low level recommendation for the Group to develop a long-term strategy for improving environmental sustainability.
5.4.2	The Environment and Sustainability Policy was approved by the Corporation (July 2022) including aims and objectives for working towards CO2 reductions. The Group Strategic Plan contains a strategic ambition to achieve at least "Emerging" status in the College Environmental Sustainability Roadmap. The Committee noted that further development of a long-term strategy for environmental sustainability will be monitored by the F, P and R Committee.
5.4.3	It was RESOLVED to note the Report
5.5	DRAFT GOVERNANCE SAR 2021-22 <i>PMS- re-joined the meeting at 6.05pm</i>
5.5.1.1	The Committee reviewed a draft Governance SAR incorporating feedback from RSM (Internal Auditors) and from governors, through feedback from their one to one reviews with the Chair and SAR checklists completed by governors.
5.5.1.2	The Committee concluded that 'Good' is the correct assessment for governance. RF asked what was needed to achieve Outstanding governance. GW offered to work with HM to develop a gap analysis to be shared with the committee by email following the meeting to identify what is needed for governance to be outstanding and to revise the SAR and improvement plan following that work.
5.5.1.3	It was resolved to delay finalising the Governance SAR until the conclusion of the gap analysis.
5.5.2	GOVERNORS' ATTENDANCE STATISTICS 2021-22
5.5.2.1	The Committee reviewed and discussed the attendance statistics for governors for 2021-22 Overall during 2021-22 all 33 governors' meetings were quorate and the overall governor and co-opted committee member attendance level was 82% across all Committee and Corporation meetings (87% in 2020-21, 83% in 2019-20 and 77% in 2018-19) This exceeded the target of a minimum of 80% overall attendance. 10 governors (18 in 2020-21, 10 in 2019-20) achieved personal attendance of 80% or higher.
5.5.2.2	The Committee commended the 3 governors who achieved the outstanding achievement of 100% attendance at Corporation and Committee meetings (11 in 2020-21) noting that this was particularly difficult to achieve in 2021-22. when some additional meetings were fixed at short notice. Action: HM to correct an error on GW's attendance statistics.
5.6	PROCESS OF APPOINTMENT FOR NOMINATED GOVERNORS
5.6.1	HM described the current informal (unwritten) nomination arrangements under which the Corporation allows Kingston University and four local authorities in which the colleges are situated each to nominate a governor for STCG Corporation.
5.6.2	HM had drafted some guidelines for the committee to review highlighting the following key points: <ul style="list-style-type: none"> nominated governors have to meet the Corporation's usual eligibility criteria for new governors and have appropriate skills and experience; the appointment of nominated governors is made by the Corporation;

	<ul style="list-style-type: none">the right is reserved for the Search and Governance Committee to interview a nominee although in practice this is not normally donethe Corporation can reject a nomination if the nominated candidate does not have the necessary skills, experience or meet eligibility requirements.																					
5.6.3	It was RESOLVED to recommend that the Corporation approve this guidance for sharing with nominating bodies and amended Corporation Standing Orders incorporating these provisions.																					
5.7	NEW DUTY ON GOVERNORS TO REVIEW HOW WELL THE COLLEGE PROVISION MEETS LOCAL NEEDS, AND TO CONSIDER WHAT ACTION THEY COULD TAKE TO MEET THOSE NEEDS BETTER																					
5.7.1	HM drew the Committee’s attention to the new duty for FE College Governors detailed in the Statutory Guidance for FE Colleges: “Review how well the education or training provided meets local needs”. HM drew attention to prompt questions for governors in the Annex to the Guidance.																					
5.7.2	The Duty has been added this term to the Ofsted Inspection Framework and will be inspected as a sub-judgment at Ofsted Inspections. The QL& S Committee will monitor the duty. All governors need to be aware of this and the work being done by the College to meet local skills needs and there will be a session on this for all governors at the Governors’ Awayday on 7 th November 2022.																					
5.7.3	KD asked how the Corporation / Group will collaborate with other college governing bodies in the local area as required under this duty. PMS reported that the South London Partnership is the main local collaborative vehicle -although this does not cover Wandsworth. PM-S offered to consider how best to address collaboration at governing body level.																					
5.7.4	It was RESOLVED to note this duty.																					
6.	GOVERNORS - GOVERNOR VACANCIES																					
6.1.1	Members noted: 1. One current vacancy for a skills-based governor (following the resignation of Ms Tatum) 2. Vacancies for 2 Student Governor Elect . An election will be organised for these roles.																					
6.1.2	<u>New Governor Nominee from Wandsworth Council</u> The Committee considered the CV of Cllr Kemi Akinola nominated by Wandsworth Council to replace Cllr Jonathan Cook. Cllr Akinola is the Deputy Leader and Cabinet member of Wandsworth, Councillor for Tooting Broadway and Speaker for Wandsworth Council on the Voluntary sector, Business and Culture and works in the voluntary sector for charities involved in the relief of food poverty in Wandsworth, Lambeth and Brixton and is trained in Youth Advocacy. Her appointment brings a currently unrepresented area of experience to the board (third sector), and she is very well connected with the local communities which the college serves. Her appointment will increase the diversity of the Corporation in terms of age and ethnicity.																					
6.1.3	It was RESOLVED to recommend to the Corporation the appointment of Cllr Kemi Akinola as a Governor from 7 November 2022 to 31 July 2026 without the need to carry out an interview.																					
6.2	GOVERNOR SUCCESSION PLANNING																					
6.2.1.1	The Committee noted that there are 7 governors whose term of office ends on 31 July 2023 <table><tr><td>Dr J. Brumwell</td><td>31.07.2023</td><td>Chair RemCo, Vice-Chair Corporation, Vice-Chair SWE, FPR men</td></tr><tr><td>Mr D Cheema</td><td>31.07.2023</td><td>Vice-Chair FPR, member QLS, RemCo</td></tr><tr><td>Cllr B. Fraser</td><td>31.07.2023</td><td>Vice-Chair Rem Co, Member QLS</td></tr><tr><td>Mr R. Foulston</td><td>31.07.2023</td><td>Chair Corporation, member FPR</td></tr><tr><td>Mr T. Monger- Godfrey</td><td>31.07.2023</td><td>Member FPR</td></tr><tr><td>Mr M. J. Stone</td><td>31.07.2023</td><td>Vice-Chair QLS, Vice-Chair HE Committee, member Audit & HE</td></tr><tr><td>Mr G. Willett</td><td>31.07.2023</td><td>Chair QLS Committee, Chair HE Committee</td></tr></table>	Dr J. Brumwell	31.07.2023	Chair RemCo, Vice-Chair Corporation, Vice-Chair SWE, FPR men	Mr D Cheema	31.07.2023	Vice-Chair FPR, member QLS, RemCo	Cllr B. Fraser	31.07.2023	Vice-Chair Rem Co, Member QLS	Mr R. Foulston	31.07.2023	Chair Corporation, member FPR	Mr T. Monger- Godfrey	31.07.2023	Member FPR	Mr M. J. Stone	31.07.2023	Vice-Chair QLS, Vice-Chair HE Committee, member Audit & HE	Mr G. Willett	31.07.2023	Chair QLS Committee, Chair HE Committee
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6.2.1.2	Of these, the following 4 governors will not be seeking re-appointment: <ul style="list-style-type: none">Dr J. BrumwellMr D CheemaCllr B. FraserMr G. Willett																					
6.2.1.3	The three governors who are seeking re-appointment will be invited to submit their applications for re-appointment and CVs for consideration at the next meeting.																					

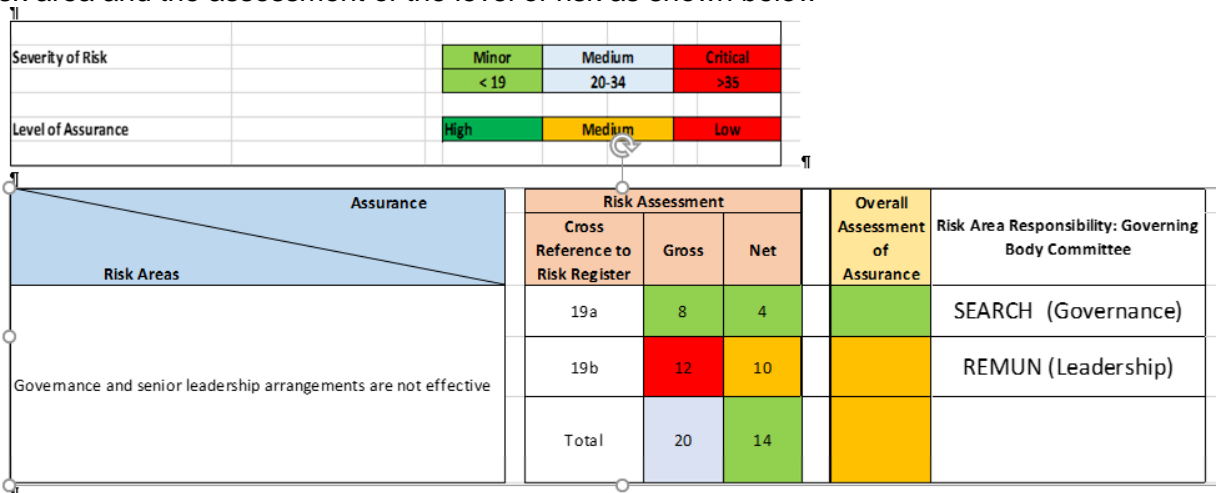
6.2.1.4	<p>The Committee discussed the skills needed to fill the vacancies arising including</p> <ul style="list-style-type: none"> • Specialist Human Resources Director level knowledge and experience including experience of hearing appeals and grievances from senior level staff, workforce planning, employee relations/engagement • Experience of the decision-making process for Senior Staff Remuneration - performance and reward, and conducting appraisals and the acumen / gravitas needed for chairing the Remuneration Committee • Safeguarding and child protection experience / willingness to undertake additional safeguarding and/or safer recruitment training to take over role as lead Governor for Safeguarding • Strategic commercial and operational business management skills and change management • Highly experienced education leadership, ideally a qualified and experienced teacher / headteacher able to understand and interrogate curriculum data and to monitor education performance and support college improvement and with the appropriate experience and acumen to chair the QLS Committee • Teaching/ lecturing experience at school or in FE colleges and/ or interest in curriculum and quality monitoring to fill vacancies on the QLS Committee • Nomination from LB Merton • Regulatory and compliance experience
6.2.1.5	<p>The Committee reviewed CVs of new and previous governor applicants (6.2.4, 6.2.5) noting that there was already a good pipeline of potential new governors.</p>
6.2.1.6	<p>The Committee agreed the following as the succession plan for recruitment in Spring 2023 to replace three of the governors leaving in July 2023,</p> <ul style="list-style-type: none"> • one Director level HR specialist with the experience needed for chairing the Remuneration Committee and hearing senior level grievances and appeals ; • one governor nominated by LB Merton; • one or two governors highly experienced in education leadership ideally a qualified teacher to fill vacancies on the QLS Committee. Two headteachers highly recommended by GW should both be encouraged to apply for these roles.
6.2.2	<p><u>Updated Skills Audit Report</u></p> <p>The analysis of results from this year's Skills Audit found an excellent range of areas in which a significant proportion of governors have detailed knowledge, as confirmed by the ETF Board Review last year which found that "<i>The board has an impressive mix of governors from a good range of backgrounds.</i>" There are no significant gaps in governors' collective experience- however governors have less specialist knowledge and experience in relation to:</p> <ul style="list-style-type: none"> • Oversight of curriculum development • Considering labour market intelligence and how skills needs are met • Oversight of the Estates Strategy • Environmental sustainability • IT and digital industries • Marketing/ communications • Monitoring compliance with statutory/ regulatory requirements • Legal qualification and knowledge of charity law/ trustee experience
6.2.2.1	
6.2.2.2	<p><u>Diversity of Corporation Membership</u></p> <p>When considering governor applicants, the Committee noted that it should aim for the ethnic and gender mix of the Corporation as far as possible to reflect that of the student population (approx. 54% BAME) The non-white membership of the Board has dropped since 2020 (37%), although it improved slightly since 2021 (23%) with Corporation membership at 31st July 2022:</p> <p style="padding-left: 40px;">10 (11) female 11 (11) male</p> <p>of whom there were 6 (5) BME governors equating to 29% of the Corporation. (Figures in brackets show previous year.). 71% of the board are aged 55 and over – the committee noted the need to continue to try to recruit younger governors.</p>
6.2.3	<p>UPDATE ON DfE GOVERNOR RECRUITMENT SERVICE FOR COLLEGES</p>
6.2.3.1	<p>After the DfE withdrew funding for the 'Inspiring Governance' website a replacement governor recruitment service was set up run by Peridot Partners Ltd. However, this service is not available to STCG as colleges have to meet at least one of the following criteria to use the service:</p> <ul style="list-style-type: none"> • a difficulty in filling the role of chair, deputy chair or committee chair • a significant skills gap on your governing board • a significant need to increase diversity on your governing board • a strong recommendation from a recent external review to recruit to a key governor role.
6.2.3.2	<p>It was RESOLVED to note this update.</p>

6.2.4	<p>New prospective governor applications for shortlisting</p> <p>The Committee received and reviewed three applications. The committee considered the applications against the skills needs identified above and agreed to invite two of the candidates to interview.</p> <p>GW had approached two highly recommended headteacher contacts and both had agreed to join the board, if considered suitable. At the date of the meeting neither had applied for the current vacancy and so the committee were unable to consider them for the current vacancy but asked that they should be encouraged to apply for the vacancies arising next July.</p>
6.2.5	<p>Previous applications from prospective governors</p> <p>HM supplied the Committee with applications received in the last 2 years where the applicants had agreed to their details being kept in case a future governor vacancy arose. The committee considered the applications against the skills needs identified above and agreed to invite one of the previous candidates to interview.</p>
6.3	<p>GOVERNOR TRAINING 2022-23</p>
6.3.1	<p>ESFA Conditions of Funding require reporting in the Group's annual Financial Statements on activities undertaken over the year to develop governors and the Head of Governance. Last year this Committee reviewed training records of governors and HM.</p>
6.3.2	<p>UPDATE TO KCSIE (SEP 2022) RE GOVERNOR SAFEGUARDING TRAINING</p> <p>The Committee noted that a new paragraph has been added to Keeping Children Safe 2022 (KCSIE) about Governor Training:</p> <p><i>"81. Governing bodies and proprietors should ensure that all governors and trustees receive appropriate safeguarding and child protection (including online) training at induction. This training should equip them with the knowledge to provide strategic challenge to test and assure themselves that the safeguarding policies and procedures in place in schools and colleges are effective and support the delivery of a robust whole school approach to safeguarding. Their training should be regularly updated.</i></p>
6.3.3	<p>Whilst "regularly updated" is not defined, the suggestion is that governor safeguarding training should be updated at least every two years and, ideally, every year. The Committee discussed this and agreed that the more engaging and interactive the training, the better the outcomes. It was therefore RESOLVED to run an in-person Safeguarding training session for governors.</p>
6.3.4	<p>SUGGESTED APPROACHES/ SUBJECTS FOR DELIVERING TRAINING TO GOVERNORS</p> <p>It was RESOLVED that HM should send out a new Training Needs Questionnaire to governors and RF, PM-S and HM should review this and plan a programme of training activity based on that, possibly to include renewing membership of the ETF Governance Development programme.</p>
6.4	<p>REVIEW OF COMMITTEE MEMBERSHIPS AND LINK GOVERNORS 2022-23</p>
6.4.1	<p>The Committee reviewed existing committee memberships and Link Governors allocations and resolved to recommend that the Corporation make the following appointments:</p> <ul style="list-style-type: none"> • Jim Marshall to become Link Governor for Personal Development and Careers • Miranda Pottinger to join the Audit Committee • Cllr Kemi Akinola to join the Audit Committee • The Link Governor role for 19+ Adult to be extended to cover future skills needs • The creation of a Link Governor for Environmental Sustainability - inviting a governor to volunteer for this role
6.4.2	<p>It was resolved: to note the table at Appendix 2 of these minutes showing the committee memberships with these recommended appointments highlighted.</p>
6.5	<p>INCREASE GOVERNORS' ENGAGEMENT WITH STUDENTS</p> <p><i>Discussion of the paper for Item 6.5 was deferred to the next meeting due to lack of time</i></p>
6.6	<p>AMBASSADOR ROLE OF GOVERNORS</p> <p><i>Discussion of the paper for Item 6.6 was deferred to the next meeting due to lack of time</i></p>

7.
7.1

REVIEW OF BOARD ASSURANCE RISK AREAS

Under the Board Assurance Framework and Risk Management Policy the Risk Area delegated to this Committee is Risk 19a- Governance arrangements are not effective. Members reviewed this risk area and the assessment of the level of risk as shown below



7.2

It was **RESOLVED** that the Committee has assessed the Risk Area 19a and was satisfied that the risk level is correct and that sufficient controls and/or actions are being taken to manage the risk. The net risk relating to the effectiveness of governance is a very low net risk (score 4)

NEXT MEETING

The next meeting of the committee will take place on Tuesday 24 January 2023 at 6.30pm

The meeting closed at 7:15pm

Signed..... Date.....

ACTION LOG

		Responsi ble	Deadli ne	Signed off
1.	Reports from Bids and Opportunities Group on high-level pipeline of key partnerships and funding bids to be reviewed by the Q, L and S Committee	PM-S /SRR		
2.	PM-S will follow up progress on the development of a central CRM system and explore whether governors' networking activity could be recorded this	PM-S		
3.	Agreed to revise para 6 of the Committee Terms of Reference and share with the committee by email	HM		
4.	Revise Annual Report of the Committee to show KD as Vice-Chair	HM		
5.	GW and HM to develop a gap analysis to be shared with the committee by email to identify what is needed for governance at STCG to be outstanding Finalising of Governance SAR delayed until the conclusion of the gap analysis.	GW / HM		
6.	Correct an error on GW's attendance statistics.	HM		
7.	PMS to consider how to address requirement that Corporation / Group will collaborate with other college governing bodies in the local area re reviewing how well the Group meets skills needs	PMS		
8.	Governors who are seeking re-appointment to be invited to submit applications for re-appointment and CVs for consideration at the next meeting.	RF, TM-G, JS		
9.	Invite three prospective governor applicants to interview	HM		
10.	This year run an in-person Safeguarding training session for governors	HM/ DW		
11.	HM to send out a new Training Needs Questionnaire to governors Then RF, PM-S and HM to review findings and agree a programme of governor training activity following the meeting.	HM HM/ RF /PM-S		
12.	Increase governors' engagement with students- <i>deferred to the next meeting</i>	HM		
13.	Ambassador role of governors - <i>deferred to the next meeting</i>	HM		

Terms of Reference, Membership and Delegated Authority Search and Governance Committee

Duties

1. To advise the Corporation on the appointment or re-appointment of members of the Corporation (other than the Principal, staff members and student members);
2. To determine selection criteria and procedure to ensure that candidates of appropriate merit are attracted and that due consideration is given to achieving a balance of skills, interests, gender, ethnicity, age and experience amongst the membership;
3. To be responsible for determining the process for, and for nominating candidates for positions on the Corporation;
4. To make recommendations on the induction, training and professional development for governors and the Head of Governance; and
5. To consider and report to the Corporation on matters affecting the determination of the Corporation and the membership of its committees.
6. To oversee the Corporation duty to undertake a review at least every 3 years (or when a new LSIP is published) of how well the college education or training meets local needs, in collaboration with other governing bodies serving the local area. ~~communication with local community and business links and to comply with the Public Sector Equality Duty.~~
7. To review from time to time the Corporation's Code of Conduct and to ensure that arrangements exist for identifying potential conflicts of interest between Governors' business or private concerns and their responsibilities as a Corporation member.
8. To recommend ways in which the Corporation can enhance its efficiency and effectiveness.
9. To consider the performance of the Corporation's Committees during the preceding academic year, making recommendations to the Corporation as to the content of the Governance element of the College's annual Self-Assessment Report.
10. To be responsible for monitoring and advising the Corporation on its compliance with all Corporate Governance Codes adopted by the Corporation and governance duties and responsibilities required by law or by Regulatory Bodies including oversight of the duty, at intervals of no more than three years, to commission an external review of governance by using a suitable external facilitator with the skills and experience to evaluate the board's performance.

Meetings

The committee shall meet as required with at least one meeting per annum.

Board Assurance & Risk

To provide an annual opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Authority

The Search and Governance Committee makes recommendations to the Corporation, which alone has the power to approve the appointment of a new Governor.

Proposed Membership

The Committee to consist of up to 5 nominated members to include the Chair of the Corporation, Group Principal / CEO and up to 3 other Corporation members.

In addition, the Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the process of search and or to verify that the process is independent and free from any form of patronage. In addition, where necessary to enable the appointment process to take place either Vice Chair of the Corporation may be called upon to serve on an appointment panel.

External Advice

The Committee may seek the services of such external advisers as they consider necessary to fulfil their responsibilities.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Procedural Rules

The procedural rules will be those, which govern the proceedings of the Corporation.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Reporting Responsibilities

The Chair of the Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

The Committee shall provide an opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Reviewed October 2022
Next review October 2023

October 2022	<p>Committee Memberships and Link Governor allocations– review and recommendation for any changes</p> <p>Governance SAR and Governance Improvement Plan for 2022-23</p> <p>TOR review and self-assessment of work of committee including review of Governance Improvement Plan 2021-22</p> <p>Governor Training 2022-23 – to discuss topics</p> <p>Governor Elections – to receive updates on any Student governor elections</p> <p>Governor Succession Planning for Governors with 2023 end of office</p>
January 2023	<p>Progress update on Governance Improvement Plan</p> <p>Governance Code of Conduct – to review updated Code if published</p> <p>Governance policies for review / development</p> <p>Board Risk Assurance – review of allocated risk areas</p>
May 2023	<p>Governance SAR checklist for Governors to complete – for review / updating</p> <p>Governor PDR meetings</p> <p>Governors' Skills Audit - Review analysis and recommendations arising</p> <p>Governor Succession planning work for 2023-24 - to replace any retiring governors, based on findings from skills audit</p> <p>Progress update on Governance Improvement Plan</p> <p>Governor training – planning for 2023-24</p> <p>Committee Memberships – review and recommend any changes for 2023-24</p> <p>Agree Arrangements for Election of Corporation Chair and Vice-Chair</p> <p>Board Risk Assurance – review of allocated risk areas</p>

SOUTH THAMES COLLEGES GROUP CORPORATION COMMITTEE MEMBERSHIP 2022-23				From August 2022		
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Governors:	End of term	Category	Current	Vacancies	Total
Cllr K. Akinola Tbc	7.11.2026 tbc				
Mr J Azah	31.07.2025	Members	16	1	17
Dr. J Brumwell	31.07.2023	Staff	2	0	2
Mr D Cheema	31.07.2023	Students	2	0	2
Ms K. Driver	31.07.2025	Group Principal	1	0	1
Cllr B. Fraser	31.07.2023	Total	21	1	22
Mr R. Foulston	31.07.2023				
Ms S. Francis	31.07.2023				
Ms D.Garwood	31.07.2023				
Ms S. Gordon	31.07.2025				
Cllr A Holt	31.07.2024				
Prof H. Laville	31.07.2025				
Mr J. Marshall	31.07.2025				
Mr P. Mayhew-Smith	CEO(ex officio)				
Mrs W. Miles	27.09.2025				
Mr T.Monger-Godfrey	31.07.2023				
Ms M. Pottinger	31.07.2025				
Mr K. Shipman	31.07.2024				
Mr M. J. Stone	13.05.2023				
Ms C. Streliaev-Pivett	27.09.2025				
Mr G Willett	31.07.2023				

Link Governors 2022-23	Matrix Link Area	Matrix Lead
Brenda Fraser	Outcomes	John O'Shea
Miranda Pottinger	Teaching Learning and Assessment	Jane Morrison
Jim Marshall	Personal Development and Careers	David Williamson
Janis Brumwell	Safeguarding	Jason Pemberton-Billing
Katie Driver	Leadership and Management	Peter Mayhew-Smith
Alison Holt	16-19 Study Programmes	TBC
John Stone	19+ Adult and future skills needs	David McClymont
Rob Foulston	Apprenticeships	Sharon Muncie
Keith Shipman	High Needs Learning	Julie Percival
Helen Laville	HE	Stella Raphael-Reeves
Miranda Pottinger	Digital	Jane Morrison
Keith Shipman	Mental Health	David Williamson
John Azah	Equality, Diversity and Inclusion	Jane Morrison

**Special
Committee**
J. Brumwell(Chair)
D. Cheema
K. Driver
2 Vacancies

Audit Committee	Finance Planning & Resources	Higher Education Committee	Quality, Learning & Standards	Remuneration Committee	Search and Governance Committee	Safeguarding Wellbeing and Equalities	SPH Selection Panel
K. Driver (Chair)	J. Brumwell	D. Cheema	D.Cheema	J Brumwell(Chair)	J. Brumwell	J. Azah	R. Foulston
K. Akinola	D. Cheema	H. Laville	B. Fraser	D Cheema	K. Driver	J. Brumwell	J. Brumwell
M.J.Stone	R. Foulston	CEO	H. Laville	B. Fraser	R. Foulston	S. Gordon(Chair)	J. Cook
M Pottinger	A. Holt	M.J. Stone	CEO	R. Foulston	B.Fraser	W. Miles	K. Driver
External Co-opted:	J. Marshall(Chair)	G. Willett(Chair)	M. Pottinger	J. Marshall	S. Gordon(Chair)	K. Shipman	CEO
L.Linton	CEO		M.J Stone		CEO	CEO	M.J Stone
N. Ratnavel	T Monger-Godfrey	External Co-opted	C. Streliaev-Pivett	By invitation:CEO			
	Estates Sub-Committee	A.Mortby G. Parry	G. Willett (Chair)				
	Same as FP& R						

(KINGSTON COLLEGE CHARITABLE TRUST: TRUSTEES: Dr J Brumwell, Principal, Mrs J Wackett (To be appointed 7.11.22 H. Cavanagh, J, Murphy, C. Stead)

(KINGSTON COLLEGE TRADING COMPANY (KCTC Ltd): DIRECTORS: J. Brumwell D. Cheema, R Greena

(KINGSTON AND SUTTON EDUCATION PARTNERSHIP (KSEP Ltd): DIRECTORS: Dr J Brumwell, D. Cheema.-P Mayhew-Smith