

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	10 October 2023			
Members Attending	Cllr S. Gordon (SG)	-	Chair	
	Ms K. Driver (KD)			
	Mr R. Foulston (RF)			
Attendee	Mr P. Mayhew-Smith (PM-S)	-	Group Principal / CEO	
	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 - all members were present.			
1.2	DECLARATION OF INTEREST			
	Members confirmed that they did not have any pecuniary or other interest in any agenda item.			
2.	MINUTES OF MEETING OF 23 MAY 2023 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.			
	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		A possible governor conference is being discussed as part of the LSIF bid
	Further updates from ONS reclassification to be brought to future meetings	HM	Oct 23	Actioned
	Safer Recruitment training to be offered to all governors. The Corporation Chair and vice-chairs initially should be encouraged to undertake this	RF/K D/ JS	Summer 23	KD completed this so far
	HM to approach SR-R and Chris Dodd who have contacts at the Kingston and Wandsworth Chambers of Commerce to advertise the skills-based vacancy through those Chambers of Commerce	HM	June 2023	Actioned – adverts & shots sent by Chambers
	BF to approach non -white councillors at Merton with experience of local business management re the nominated vacancy role.	BF	June 2023	Approached – no interest
	Plan the following governor training next term: <ul style="list-style-type: none"> New governor induction training Induction session for the role of link governors / meet your link governor event Ofsted preparation – if there has not been an Ofsted inspection this term	HM	Summer	On agenda - Agenda Item 6.3
	JB offered to mentor Lisa Austin GW offered to act as a mentor for Sam Axbey. KD also offered to act as a mentor for both as a continuing governor.	JB/ GW/ KD	Autumn 23	RF also offered to mentor LA re chairing RemCo
	SG suggested capturing evidence of ambassador role of governors in annual review meetings with governors and the Corporation Chair.	RF	Summer 24	
	College Business Partnerships team to create a crib sheet to guide governors as to who best to direct any of their contacts to within the Business team at STCG.	HM/ SRR/ CD	July 23	SRR off sick and CD leaving college
	Encourage Committee Chairs to be more involved in agenda setting and pre-meeting briefings	SG/ HM	Ongoing	HM to encourage chairs to do this
	Update Corporation on progress on concluding new Code of Governance for FE Colleges – for possible adoption of new Code if finalised in time	HM	July 2023	Only published Sep 23 - See Agenda Item 5.4
	Add agreeing the scope of the External Board Review and going out to providers to tender / quote for undertaking this to the work schedule of this Committee for its next meeting	HM	June 23	Added to work schedule. Also see Item 5.6
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 8.			
5.	GOVERNANCE IMPROVEMENT PLAN 2022-23			
5.1	The Committee reviewed the Action Plan rag-rated to show progress along with governors' attendance statistics.			

	<p>GOVERNORS' ATTENDANCE STATISTICS 2022-23</p> <p>The Committee reviewed and discussed the attendance statistics for governors for 2022-23 noting</p> <table border="0"> <tr> <td>Average attendance by governors across all committees and GB meetings</td> <td>69%</td> <td>Target 80%</td> </tr> <tr> <td>Average attendance governors & co-opted member across all meetings</td> <td>71%</td> <td>Target 80%</td> </tr> <tr> <td>Average attendance per meeting across all 32 committee & GB meetings</td> <td>77%</td> <td>Target 80%</td> </tr> </table> <p>Only 56% of governors (13 out of 23) achieved the target of attending a minimum of 80% of governors' meetings last year. The committee were concerned that 2 governors had attendance of only 33% and one student governor failed to attend any meetings. HM reported on action taken to facilitate student governor attendance including booking taxis to collect them—reporting however that on one occasion last year a taxi was turned away by a student governor who had forgotten an exam clash. The Committee reviewed Benchmarking data collected from 83 FE colleges for governors' attendance for 2022-23 showing that governor attendance at STCG last year was at the bottom of that for the colleges who responded to the survey.</p> <p>It was agreed that improving Governors' attendance should be in the Action Plan for 2023-24.</p> <p>The committee discussed governors' engagement with students and how this is increasing year on year through link governor visits, governor attendance at student council meetings and other events such as the governor visit to the Kingston CIC (November 2022), governors attending the STCG Student Conference in May 2023 and plans for governor engagement with students at the November 2023 'awayday' at South Thames College, Wandsworth.</p> <p>The Committee resolved to add a Student Voice item to each Corporation Agenda either to hear from Student Governors or from governors' discussions with students each term.</p> <p>It was resolved to note the progress update which is also included in the Governance SAR.</p>	Average attendance by governors across all committees and GB meetings	69%	Target 80%	Average attendance governors & co-opted member across all meetings	71%	Target 80%	Average attendance per meeting across all 32 committee & GB meetings	77%	Target 80%
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<p>5.2</p> <p>5.2.1</p> <p>5.2.2</p> <p>5.2.3</p>	<p>COMMITTEE TERMS OF REFERENCE AND SELF ASSESSMENT</p> <p>Members reviewed the committee's Terms of Reference and the Committee's work schedule.</p> <p>The Committee reviewed the checklist of questions as suggestions for reviewing the effectiveness of the committee last year. Points discussed:</p> <ul style="list-style-type: none"> • The decision to extend the remit of the committee to include governance a few years back was appropriate and the committee keeps good oversight of this as well as its 'search' role • The 'search' role is effective as evidenced by the number of governor vacancies filled over the last few years • It was 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. • The committee decided that another governor member would be helpful to fill the vacancy and asked HM to ask HH to join the committee • The TOR were reviewed and an amendment agreed as highlighted on the attached version <p>It was resolved to recommend the revised Terms of Reference (at Appendix 1) for approval.</p>									
<p>5.3</p> <p>5.3.1</p> <p>5.3.2</p>	<p>ANNUAL REPORT SEARCH AND GOVERNANCE COMMITTEE FOR 2022-23</p> <p>The Committee received and reviewed the draft Annual Report for the work of the South Thames Colleges Group Search and Governance Committee for 2022-23.</p> <p>It was resolved to recommend the Annual Report for approval by the Corporation.</p>									
<p>5.4</p> <p>5.4.1</p> <p>5.4.2</p> <p>5.4.3</p>	<p>DRAFT GOVERNANCE SAR 2022-23</p> <p>The Committee reviewed and discussed a draft Governance SAR prepared by HM incorporating feedback from governors, from their one to one review with the Chair and SAR checklists.</p> <p>The Committee concluded that the correct assessment for governance should now be 'Outstanding' and to revise the draft SAR and improvement plan to reflect this.</p> <p>It was resolved to circulate the revised Governance SAR and improvement plan to the committee by email for further revision and agreement following discussion at the meeting.</p>									

<p>5.5 5.5.1</p>	<p>FURTHER EDUCATION CODE OF GOOD GOVERNANCE - Published September 2023 The Committee reviewed the new Code based on six fundamental governance principles below:</p> <ol style="list-style-type: none"> 1. Determination of organisational aims and strategic oversight. 2. Responsibility and accountability. 3. Leadership and integrity. 4. Collaboration and stakeholder engagement. 5. Regulatory compliance. 6. Board and organisational effectiveness. <p>5.5.2 It was resolved to recommend that the Corporation adopt this for the current academic year.</p>
<p>5.6 5.6.1</p>	<p>EXTERNAL REVIEW OF GOVERNANCE HM advised the Committee that a decision was needed on the choice of external provider to undertake an External Board Review (EBR) for STCG to take place by 31st July 2024. EBR providers were reaching full capacity for undertaking any more reviews this year and it is a condition of funding that the college has a review completed by the end of July 2024. HM presented a paper summarising proposal from a number of suppliers along with their brochures summarising the work proposed by each firm and profiles of the reviewers available to undertake an EBR for STCG.</p> <p>5.6.2 After discussion it was resolved to choose AoC as the supplier on grounds of cost, FE sector experience and the number of reviewers available but that further consideration should be given to the choice of individual reviewer following the meeting</p>
<p>6. 6.1.1</p>	<p>GOVERNORS - GOVERNOR VACANCIES Members noted:</p> <ul style="list-style-type: none"> • Two current vacancies for skills-based governors, ideally one with links to or nominated by LB Merton • Vacancies for 1 Student Governor and 2 Student Governors Elect. An election was underway to fill these roles.
<p>6.2 6.2.2.1</p>	<p>GOVERNOR SUCCESSION PLANNING The Committee noted that there are 2 governors whose term of office ends on 31 July 2024 (Alison Holt- RBK nominee and Keith Shipman). They will be invited to apply for consideration for re-appointment at the next meeting – review of attendance is part of the consideration of re-appointment applications.</p> <p>6.2.2.2 The Committee discussed the skills needed to fill the vacancies particularly on the F, P & R committee, the List of Skills that a Corporation should have and Succession Plan (agreed at its last meeting) and the findings from the March 2023 Skills Audit (discussed last meeting) which identified the following factors to focus on in governor recruitment:</p> <ul style="list-style-type: none"> • The diversity of the board including ethnicity of governors noting that the percentage of non-white governors has dropped to 21% (from 37% a few years ago). BAME and male governors are currently under-represented on the board. • Governors' skills and experience should mirror the strategic direction of the College E.g. IT and digital industries, expertise in new learning, knowledge of staff and student wellbeing, environmental sustainability, knowledge of the skills needs of the local community E.g. governors from local large employers or employer representative boards or chambers of commerce
<p>6.2.3 6.2.3.1</p>	<p>REVIEW OF COMMITTEE MEMBERSHIPS AND LINK GOVERNORS 2022-23 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"> • Harriet Harper to become Link Governor for Outcomes <p>6.2.3.2 It was resolved to note that remaining committee vacancies will need to be filled once the remaining governor vacancies are filled.</p>

<p>6.2.4</p> <p>6.2.5</p>	<p>NEW PROSPECTIVE GOVERNOR APPLICATIONS FOR SHORTLISTING</p> <p>The Committee noted current activity to recruit replacement governors including:</p> <ul style="list-style-type: none"> • Adverts on Reach volunteering and direct invitations to candidates with financial management experience • E-shots with local Chambers of Commerce • Advert on College Website • Adverts on the following online job boards: AoC, FE Week, FE Jobs, FE Careers, The Guardian, Career Builder, CV Library, Fish 4 Jobs, Jobsite, Monster, Reed, Total Jobs, Indeed Sponsored, find a Job, Adzuna and sent to the Black Leadership Group. • Advert being promoted by some governors to their networks and contacts (Kemi Akinola) <p>This had resulted in six applications which were reviewed by the Committee against the skills needs identified above. It was resolved to short-list two of the candidates to interview.</p>
<p>6.3</p> <p>6.3.1</p> <p>6.3.2</p> <p>6.3.3</p>	<p>GOVERNOR TRAINING 2023-24</p> <p>The Committee reviewed the latest training records of governors and HM.</p> <p><u>Mandatory Online Annual Safeguarding Refresher Training</u></p> <p>Governors had been asked to complete mandatory online annual safeguarding refresher training. The Corporation Chair and Vice-Chairs had been asked to complete Safer Recruitment Training; - completed by one of the vice-chairs at the date of the meeting.</p> <p><u>Governor Training updates</u></p> <ul style="list-style-type: none"> • Update on the London LSIP, its process and impact by Mark Hilton of Business LDN – joint session with GLT agreed to take place on Friday 26th January 11.00 followed by lunch • New governor induction training- sessions lead by HM took place over the summer for both new governors. A more specific induction programme relating to their committee roles is to be set up, and dates have been offered for AoC on-line Governor Induction Training • Induction session for the role of link governors / meet your link governor event- yet to be planned instead focus by HM has been on making individual introductions between Link Governors and their linked leads • Update on Ofsted preparation – to be included at Governors’ Awayday in November • Update on KCSIE– to be included at Governors’ Awayday in November • Webinars/ Regional Governance Online Conferences for Governors- a number of free online webinars and governance conferences for Governors are being offered by the DfE, AoC and ETF and details are circulated to governors and committee members by HM. <p>It was resolved to note this update.</p>
<p>7.</p> <p>7.1</p> <p>7.2</p>	<p>REMUNERATION COMMITTEE TERMS OF REFERENCE</p> <p>The Remuneration Committee decided earlier in 2023 that an external member should be appointed to join the Committee in time for its meeting in November 2023 to add a level of independence to its decision making. The Corporation noted that proposal on 4 July 2023. However, the existing Terms of Reference of the Remuneration Committee do not include any provision for the appointment of co-opted members.</p> <p>It was resolved to recommend to the Corporation that the Remuneration Committee’s Terms of Reference should be amended, as per the revised version presented to the committee, to allow the appointment of external Co-opted member(s) with full voting rights in time for them to attend the November 2023 Remuneration Committee meeting.</p>
<p>8.</p> <p>8.1</p> <p>8.2</p>	<p>REVIEW OF BOARD ASSURANCE RISK AREAS</p> <p>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</p> <p>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)</p>

Severity of Risk	Minor	Medium	Critical
	< 19	20-34	>35
Level of Assurance	High	Medium	Low

Risk Areas	Risk Assessment		Overall Assessment of Assurance Level	Risk Area Responsibility: Governing Body Committee
	Cross Reference to Risk Register	Net		
Governance and senior leadership arrangements are not effective	19a	4		SEARCH (Governance)
	19b	8		REMUN (Leadership)
	Total	12		

The Committee noted that the updated (August 2023) version of the **DfE Governance Guide for FE Governors** is available at the following link; <https://www.gov.uk/government/publications/further-education-corporations-and-sixth-form-college-corporations-governance-guide--2>

NEXT MEETING
The next meeting of the committee will take place on Tuesday 23 January 2023 at 5.30pm

The meeting closed at 7:08pm
Signed..... Date.....

ACTION LOG		Responsible	Deadline	Signed off
1.	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- A possible governor conference is being discussed as part of the LSIF bid	PMS		
2.	Safer Recruitment training to be offered to all governors. The Corporation Chair and vice-chairs initially should be encouraged to undertake this	RF/ JS	Dec 23	KD completed this so far
3.	SG suggested capturing evidence of ambassador role of governors in annual review meetings with governors and the Corporation Chair. College Business Partnerships team to create a crib sheet to guide governors as to who best to direct any of their contacts to within the Business team at STCG.	RF HM/ Business Team	Summer 24 Ongoing	
4.	Encourage Committee Chairs to be more involved in agenda setting and pre-meeting briefings	SG/ HM	Ongoing	
5.	Add a Student Voice item to each Corporation Agenda either to hear from Student Governors or from governors' discussions with students each term.	HM	Dec 23	
6.	Invite another governor member to join the committee	HM	Nov 23	
7.	Circulate the revised Governance SAR and improvement plan to the committee by email for further revision and agreement	HM	Nov 23	
8.	Further consideration should be given to the choice of individual EBR reviewer following the meeting	HM / PM-S	Oct 23	
9.	Invite two prospective governor candidates to interview.	HM	Nov 23	
10.	New governor induction training- A more specific induction programme relating to their committee roles to be set up	HM for LA and SA	Dec 23	

APPENDIX 1

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.
7. To review ~~from time to time~~ the Corporation's Code of Conduct, **not less frequently than every 3 years**, 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

<p>October 2023</p>	<p>Committee Memberships and Link Governor allocations– review and recommendation for any changes</p> <p>Governance SAR and Governance Improvement Plan</p> <p>TOR review and self-assessment of work of committee including review of Governance Improvement Plan for last year</p> <p>Governor Training– to discuss topics</p> <p>Governor Elections – to receive updates on any Student governor elections</p> <p>Governor Succession Planning for Governors with 2024 end of office</p> <p>Agree process for choice of provider to carry out External Board Review by July 2024 and agree scope of review and shortlist for tender</p> <p>Governance Code of Conduct – to review updated Code if published</p>
<p>January 2024</p>	<p>Progress update on Governance Improvement Plan</p> <p>Governance policies for review / development</p> <p>Board Risk Assurance – review of allocated risk areas</p> <p>External Board Review – progress update on appointment of provider and timetable for work</p>
<p>May 2024</p>	<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 - 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 following year</p> <p>Committee Memberships – review and recommend any changes for following year</p> <p>[Arrangements for Election of Corporation Chair and Vice-Chair- next election not until 2025]</p> <p>Board Risk Assurance – review of allocated risk areas</p> <p>External Board Review – any feedback from external reviewer / first draft Board Review report for review and discussion</p>