MILTON KEYNES COLLEGE
SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting held on 24ᵗʰ June 2019, Board Room, Silbury Campus, 17:00 – 18:30

Committee Members	Attendance Record 2018/19	Present at this meeting
Dotun Adeoye Julie Mills Charlynne Pullen Stephen Norrish	2 of 4 4 of 4 4 of 4 4 of 4	Julie Mills Charlynne Pullen Stephen Norrish
Total Percentage attendance (this meeting)	*75 %*	3/4
Total percentage attendance (year to date)	*88%*	14/16

In attendance: Karen Brown, Imelda Galvin (in part)

PROCEDURAL

1.1   Apologies had been received from Dotun Adeoye

1.2   Declaration of Interests: Charlynne Pullen has an interest in item 2.1

BOARD PERFORMANCE & EFFECTIVENESS

2.7 IoT Governance

The Committee was joined by Imelda Galvin for this item. There was a general discussion on the proposed legal structure, timelines, risks for the College, role of the consortium, role of Activate Learning as a delivery partner and options for governance.

The Committee asked the IoT Task Group to consider the governance model in more detail and to assist the discussion, requested:

- Diagrams to clarify management accountability, legal connections and proposed governance
- A timeline which clearly schedules the arrival of responsibilities / accountabilities and risks
- Clarity on:
  - Legal connections including members and directors
  - Role, powers and accountabilities of the consortium / IoT Directing Board
  - The relationship with Bletchley Park Trust
  - The relationship with Activate Learning

The Committee had an initial discussion on the governance model for the IoT and gave a strategic steer.

Imelda Galvin was thanked for attending and she left the meeting.

2.1   Vice Chair of Governors 2019/20 *(previously circulated as Paper 1)*

Liz Marr is the current Vice-Chair and has been nominated to serve as Vice-Chair for 2019/20. There were no other nominations.

In making the recommendation to re-elect Liz, the Committee considered the contribution that Liz has made as Vice-Chair and asked the Head of Governance to seek approval to the re-appointment by Email, to be ratified at the Board meeting on 17th July. The Vice-Chair role is not a succession role.

The Committee agreed to recommend to the Board that Liz Marr be elected as Vice-Chair for 2019/20

2.2   Chair of Governors 2019/20 – 2021/22 *(previously circulated as Paper 1)*

David Meadowcroft is the current Chair and has been nominated to serve as Chair for 2019/20 - 2021/22. There were no other nominations.

In making the recommendation to re-elect David, the Committee considered the contribution that David has made as Chair and asked the Head of Governance to seek approval to the re-appointment by Email, to be ratified at the Board meeting on 17th July.

The Committee agreed to recommend to the Board that David Meadowcroft be elected as Chair for 2019/20

2.3   Board Composition *(previously circulated as Paper 1)*

Membership of the Board is 'up to 19' including 'between 9 and 14' Independent Members. In addition, the Standing Orders allows for two additional Independent members to be appointed for succession planning. There are currently 13 Independent Members. Silvia Vitiello will be retiring from the Board at the end of this academic year on completion of her third term of office.

Four people, who have expressed an interest in joining the Board or a committee (as a co-opted member), will be having initial informal conversations, with the CEO and Head of Governance, over the next few weeks. A meeting of the S&G Committee will be convened if any progress to the interview stage.

Louise James (Staff Governor) completes her term of office in August and Emily Daniell (Student Governor) completes her term of office at the end of this current academic year. Staff and Student Governor Elections will be organised in the autumn.

The Committee noted that the Board has a good breadth of skills and depth of skills in finance and education. With current governors and potential governors / committee members in the pipeline, there are no skills gaps.

The BAME profile of independent members has improved to 31% and is closer to the student BAME profile (33%). There is a gender balance currently.

There are no vacancies on committees.

Board re-appointment *(previously circulated as Confidential Paper 2)*

(Charlynne Pullen was not in attendance for this item)

The Committee considered the application from Charlynne Pullen to serve a second term of office.

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In making a recommendation to re-appoint, the Board considered Charlynne's contribution to the Board, her knowledge and skills and exemplary attendance record. As with all reappointments, the Committee also considered the balance between continuity and bringing in new skills.

The Committee asked the Head of Governance to seek approval from the Board by Email, to be ratified at the Board meeting on 17th July.

<u>Board Leave of Absence</u>

Rebecca Carrington will be commencing maternity leave in the autumn and has requested leave of absence from the Board for six months (1st September 2019 to 1st March 2020). The guidelines concerning leave of absence are set out in the Board's Standing Orders.

The Committee considered the circumstances and agreed to recommend to the Board that the request be approved. In making the recommendation, the Committee considered Rebecca's contribution to the Board, CQG and Finance Group. The Committee asked the Head of Governance to agree with Rebecca how she will keep in touch e.g. receiving copies of minutes.

The Committee asked the Head of Governance to seek approval from the Board by Email, to be ratified at the Board meeting on 17th July.

The Committee:
- ***Noted the current Board composition***
- ***Agreed to recommend to the Board that Charlynne Pullen be reappointed to serve a second term of office.***
- ***Agreed to recommend to the Board that Rebecca Carrington be granted leave of absence from the Board from 1st September 2019 to 1st March 2020***

2.4   Governance Audit June 2019 *(previously circulated as Papers 1 and 3)*

An audit of 'governance – strategic control' was completed by the internal auditors in June 2019. The opinion given was 'satisfactory assurance' (which is the highest level of assurance) and there were no recommendations.

Several areas of good practice were noted including:
- Well defined management and governance structures
- An Accountability Framework (newly implemented) which maps out all of the accountabilities across the College
- Well defined Scheme of Delegation with powers reserved for the Board clearly defined and documented;
- Committee Terms of Reference and Financial Regulations are regularly reviewed and maintained up to date.

The Committee noted the Audit Report on Governance and was pleased to note the highest level of assurance

2.4   Governors' Code of Conduct (previously circulated as Papers 1 and 4)

The College subscribes to the Eversheds-Sutherland Governance Plus Service and the current Code of Conduct (posted on the Governors' Intranet) is based on the Eversheds-Sutherland model (fifteenth edition). Eversheds-Sutherland has published a revised model (sixteenth edition).

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The Code of Conduct, which sets out the duties and responsibilities of Governors, including reference to Charity Law, is issued to governors on appointment and reappointment.

Changes are minor and relate to references to OfS (which replace references to HEFCE) and new references to the ESFA Funding Agreement (which replace references to the ESFA Financial Memorandum).

In accordance with the Standing Orders, governors will be advised that the Code has been updated and the new version will be circulated by email and uploaded to the Governors Intranet site. Governors are asked to sign a copy of the Code of Conduct on appointment and reappointment.

The Committee approved the Eversheds-Sutherland Model Code of Conduct (sixteenth edition) for circulating to governors and uploading to the Governors' Intranet

2.6 **Senior Post Holder Remuneration Code** *(previously circulated as Papers 1 and 5)*

A new Senior Post Holder Remuneration Code (the Remuneration Code), has been introduced which forms part of the AoC Code of Good Governance in England (AoC Code). The Board adopted the AoC Code at its meeting on 16th December 2016 and this Committee reviews a self-assessment against the Code at its autumn meeting.

The adoption of the Remuneration Code is voluntary and is to be used on an 'apply or explain' basis. The Remuneration Code requires an annual report to the Board.

For the purposes of the Remuneration Code, the senior post holders are the CEO & Group Principal, Principal: Milton Keynes College, Group COO and the Head of Governance. The ELT have been consulted on the proposed adoption of the Remuneration Code and endorsed its adoption.

The Committee agreed to recommend to the Board the Senior Post Holder Remuneration Code is adopted from the start of the 2019/20 academic year.

AOB

3.1 **Governor Training & Development** *(previously circulated as Paper 1)*

The Committee noted that all governors have been sent information on the new ETF Governor Development Programme.

The Committee discussed the previous decision requiring all governors to complete the College's mandatory training (Health & safety, E&D, GDPR and safeguarding & prevent) annually. This online training is not specifically aimed at the responsibilities of governors. The Committee resolved that:
- Governors should complete the mandatory training on appointment and re-appointment (i.e. every three years)
- Additional development opportunities will be provided on safeguarding (e.g. the ETF role specific training and Board development sessions annually).

The Committee noted the update and made a decision on mandatory training.

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MINUTES OF THE LAST MEETING

4.1 **Minutes** *(previously circulated as Papers6.1 and 6.2)*

***The Committee approved the minutes of the meetings held on** 25th February 2019 and 11th April 2019 and noted the update on matters arising.*

Date	Actions arising	Action Owner	Current status
25th February 2019	Follow up the expert in teaching & learning innovation contact	DA	Carry Forward
	Where possible, alternate Finance and Quality to allow sufficient time at Board meetings for discussion and presentations.	KB	Complete
	Board self-assessment questions which scored lowest will be repeated	KB	Carry forward

NEXT MEETING: 12th November 2019

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