

MILTON KEYNES COLLEGE

SEARCH & GOVERNANCE COMMITTEE

Minutes of the meeting held on 9th June 2020, MS Teams, 10:00 – 11:10

Committee Members	Attendance Record 2019/20	Present at this meeting
Julie Mills	2 of 2	Julie Mills
Charlynn Pullen	2 of 2	Charlynn Pullen
Stephen Norrish	2 of 2	Stephen Norrish
Manish Verma	1 of 1	Manish Verma
<i>Dotun Adeoye (resigned)</i>	0 of 1	
Total Percentage attendance (this meeting)	100 %	4/4
Total percentage attendance (year to date)	88%	7/8

In attendance: Karen Brown

PROCEDURAL

- 1.1 Manish Verma was welcomed to his first meeting. There were no apologies as everyone was present.
- 1.2 Declaration of Interests: None

BOARD PERFORMANCE & EFFECTIVENESS

2.1 Board Composition (*previously circulated as Paper 2.1*)

Board Membership

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 14 Independent Members.

There is a Staff Governor vacancy and a Student Governor vacancy; both vacancies will be addressed in the autumn term.

Vice-Chair 2019/20

The Committee's role is to consider nominations and make a recommendation to the Board. Liz Marr was nominated as Vice-Chair by ten independent governors and there were no other nominations. The Vice-Chair is not a succession role.

Board re-appointments.

Two governors have applied to serve a third term. When making a recommendation on appointments and re-appointments the Board takes into account the balance of skills and experience, diversity of current Members, any selection criteria agreed by the Board and the Board's strategic priorities. Three new Members were appointed in the last twelve months so there has been a rotation of skills.

Having reviewed the application forms and supporting information on attendance, committee membership and Link Governor roles, the Committee agreed to recommend to the Board that Peter Cox and Gwynneth Tan be appointed to serve a third term.

Four governors complete their current terms of office in the next cycle including the Chair and Vice-Chair. In accordance with standard practice, the Head of Governance was asked to contact these governors to ask if they would consider applying to serve a further term.

Action 1: Karen Brown

The current standing orders states that 'Independent Members may apply to serve three terms (usually nine years). The Board may vary the term of office for a Member in exceptional circumstances e.g. to align to his / her term of office as a Member with his / her term of office as Chair. In exceptional circumstances, members may be re-appointed for a fourth or in very exceptional circumstances, a fifth term of office. Exceptional circumstances could include the member's particular area of skills and expertise and the specific needs of the Corporation and the College at a point in time. Very exceptional circumstances could mean that the loss of that Governor's experience and skills could create a significant risk to the College. The Search & Governance Committee will clearly define these exceptional circumstances in any recommendation to the Board'.

The Head of Governance will draft some criteria for serving a fourth or fifth term of office e.g. if a member uniquely provides critical skills or input, which is not provided by another member.

Action 2: Karen Brown

When succession planning, potential governors can be tested through co-option to a committee.

Skills and Diversity

The Board has a good range of skills and there are no identified gaps.

When considering the diversity profile of independent members, there are some imbalances:

- BAME – the profile is 22% BAME compared to the student profile of c33%
- Gender: 64% are male and 36% are female
- No information is held on disabilities

The Committee Chair and CEO will follow up two BAME leads.

Action 3: Stephen Norrish / Julie Mills

The Head of Governance was asked to survey Independent Members on equality and diversity and the Committee will consider a strategy at the next meeting.

Action 4: Karen Brown

The Committee:

- **Noted the current Board composition**
- **Agreed to recommend to the Board that Liz Marr be elected as Vice-Chair for 2020/21**
- **Agreed to recommend to the Board that Peter Cox be re-appointed to serve a third term**
- **Agreed to recommend to the Board that Gwynneth Tan be re-appointed to serve a third term**

2.2 Board Self-Assessment (previously circulated as Paper 2.2)

- Thirteen out of fourteen (93%) independent governors, completed the self-assessment questionnaire (which is an excellent response rate); the questionnaire is part of the blended approach to assessment of the Board's performance and effectiveness and is based on a sector template.
- The majority of responses are positive (agree or strongly agree) and overall, there is an improvement in scores since last time the survey was carried out (in 2018).
- There are favourable responses relating to governance during the pandemic / lockdown with some governors commenting that online meetings should be a feature of governance longer term.
- The Committee reviewed the proposed follow up actions and had a further discussion on the following:

1) **Mandatory training for governors**

The Committee agreed that although there will be mandatory governor training, governors will not be required to complete the College online training (which is aimed at staff). The Head of Governance will research better options designed specifically for governors e.g. ETF or AoC training.

Action 5: Karen Brown

2) **Briefings**

At the end of every Board meeting, governors will be asked if they require additional information / a follow-up session on any topic. Depending on the response, the ELT/SLT member could offer a discussion or a group briefing. There is also an open invitation for governors to attend any committee meeting.

3) **Governor Reviews / Board Effectiveness**

The Chair and Vice-Chair of Governors will resurrect the biennial review with every governor to discuss governance and Board effectiveness; the self-assessment questionnaire and response will be a basis for those conversations. The Chair of Search & Governance Committee will conduct the review meeting with the Chair of Governors.

- A collated and anonymised copy of the survey, with comments and actions, will be circulated to the Board for information.

Action 6: Karen Brown

- The Committee asked the Head of Governance to seek feedback from the ELT on the effectiveness of governance (to be discussed at the next meeting).

Action 7: Karen Brown

The Committee noted the analysis and agreed further actions

2.3 Board Standing Orders (*previously circulated as Paper 2.3*)

- Legitimacy of the Board's actions depends upon compliance with powers and procedures established in the Corporation's Instrument & Articles of Government (I&A) and Standing Orders. The Standing Orders, which are reviewed every two years, include both statutory rules and procedures laid down in the I&A and those agreed by the Board since incorporation
- The Committee reviewed updates to the Standing Orders relating to role title changes.

The Committee agreed to recommend the Standing Orders to the Board for approval

2.4 Governor Role Specifications (Independent, Staff, Student, SEND, Safeguarding & Prevent, Chair/Vice Chair) (*previously circulated as Paper 2.3*)

- Governor role specifications were last reviewed / approved, as a set, by the Board in 2013. The respective role specification is issued to governors pre-appointment and on appointment.
- The Committee reviewed updates to the Role Specifications relating to role title changes.

The Committee agreed to recommend the Governor Role Specifications to the Board for approval

CONSENT AGENDA

3.1 Minutes of the last meeting (*previously circulated as Paper 3.1*)

The Committee approved the confidential minutes of the meeting held on 30th September 2019. There were no matters arising.

NEXT MEETING: TBC (New Cycle)