

**EASTLEIGH COLLEGE BOARD
MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE
WEDNESDAY 29TH JUNE 2022 AT 1700 HRS HELD in AO18, EASTLEIGH COLLEGE**

Present:

Mr Paul Cox
Phil Harris-Bridge Chair (in JS absence)
Rupert Goodman
Alison Caplin

In Attendance: Fiona Chalk, Interim Governance Advisor

S.11.22 GOVERNORS MEETING TIME WITHOUT SMT

No issues were raised.

MEMBERSHIP & BOARD MATTERS

S.12.22 APOLOGIES

Jon Sendell and James Heaton-Smith gave their apologies.

S.13.22 DECLARATION OF INTERESTS

AC declared an interest in 3i – membership. No further declaration of interests, financial or otherwise, in any items on the agenda were made by those present.

S.14.22 MINUTES OF THE LAST MEETING HELD ON 9th FEBRUARY 2022

The minutes were agreed and signed as a correct record of the meeting.

S.15.22 MATTERS ARISING

A governor role description been established and is in the pack.

COMMITTEE BUSINESS

S.16.22 REVIEW OF BOARD AND COMMITTEE MEMBERSHIP AND SUCCESSION PLANNING

The committee reviewed membership terms and for those approaching their final year and that the chair would be asked to consider discussing this at the annual governor 121 meeting.

The chair and vice chair terms of office were also reviewed with the committee requesting options from the governance adviser given the strategic options currently available to the Board.

Governors requested an item at the next S&G meeting be on the continuance of governance and board leadership up to and through any potential merger.

FC to action

Governors noted the Board diversity information. It was noted that in the recent board recruitment process, no expression of interest to be considered or any interest to be pursued, was received from candidates with protected characteristics, including BAME. Peridot Partners, who ran the recruitment exercise, are signed up to pledges on diverse recruitment and are committed to greater board diversity. Governors asked if the College diversity data might be skewed due to the EAL courses the college runs as the diversity of the locality is less than the college community. It was noted that the College has invested a lot of resource in Investors In Diversity and is a Top 100 organisation for diversity, as listed by the National Centre for Diversity. It was noted that the college does not engage in

positive discrimination at recruitment, and governors agreed that this is not a methodology it wants to follow for governor recruitment.

Governors noted that there are a significant number of terms of office that end at same time in 2024. This could be mitigated through merger, as not all candidates will go forward to any new board, and also at renewal, extensions of terms of office could have 2 /3 /4-year terms of office limits to stagger the expiry of terms of office.

It was agreed that there should be an annual recruitment process for new governors, reporting to the February Search committee, considering skills needs, with a recommendation to the March Board for any appointments. Any suitable candidates for which there are not Board places, could be considered for co-opting to a committee in order to build a pipeline of governors. This routine to be established in the annual agenda planning for search and governance.

FC to action

Governors asked if there should be a merger steering group, with governors and management on it to take forward this process, if required. It was suggested that if required the whole Board could meet half-termly on Teams, for a short period with a single item board meeting agenda, namely merger update. This would give authority to those members on the Shadow Board to take forward the requests of Eastleigh college Board.

Governors asked for a refresh of the governors' link areas and the new report format to be circulated at the Board meeting.

FC to action

The committee recommend to the Board, that Alison Caplin and Fiona Stilwell complete a full 4-year term of office.

FC to action

S.17.22 SELF-ASSESSMENT OF THE COMMITTEE'S PERFORMANCE

It was noted that Item 10 on board diversity, was discussed in the previous agenda item – and that recruitment organisations supporting the college of recruitment of governors, must target local organisations and community groups.

Item 15 refers to a Governance Improvement Plan, for which this and other items on the agenda, will contribute to.

Governors noted that the committee has not done a whole cycle of these new Search & Governance meetings, so it needs to go through a full cycle before a full judgement can be made as to the committees' effectiveness.

It was acknowledged that the college is operating from a strong platform, proven through the 5 external audits and 7 internal audits, all of which give good or reasonable assurance. Building strong governance contributes to strengthening that platform, so the college is in a position of strength going forward.

Governors questioned whether the quorum should be increased. It was recommended that it be 3 external members and the CEO. Ideally, there should be a spread of membership from across all the other committees.

Governors discussed the role of Committee Vice-Chairs. It was agreed there should be an expansion of the role of Committee Vice-Chairs, for example to check attendance ahead of the meeting, touch base with members to discuss any issues in up-coming meetings etc. A

discussion will take place with the Chairs, with a view to drawing up a brief and not onerous, role description for Committee Vice-Chairs.

PHB to raise the matter with the Chairs and propose a role description

With the minor amendment to the quorum, the Terms of Reference are recommended to the Board for approval.

The committee reviewed its own performance and considered it adequately meets the requirements of its terms of reference. The committee restated its commitment to seek to recruit governors that reflect the local and regional communities and the college's learners.

S.18.22 ANNUAL GOVERNANCE CALENDAR 22-23

The dates proposed for 22/23 were noted and recommended to the Board for approval noting some minor edits to locations.

FC to action

The Committee agreed to seek board members' opinion on whether committee meetings should be on Teams or Face to Face. It was agreed that hybrid was not optimal.

GOVERNANCE IMPROVEMENT

S.19.22 BOARD SELF-ASSESSMENT QUESTIONNAIRE

Governors noted that there is an important role for assessment of governance, given the current sector focus on governance, as highlighted in the recent White Paper and Skills Bill, including the oversight of meeting the needs of employers. It was agreed that any assessment has to be meaningful in a way that will help move the Board forward. The need for the exercise to be developmental, requires all participants to be open and honest in completion of the questionnaire.

Due to different demographics of those people who are completing the questionnaire, it was agreed that data should be collected on how long the member has been on the Board - under 1 year, 2-4, 4-8, and over 8, and which committee the member responding, sits on. This data will only be used by the person collating the data in order to inform/explain nuances in responses and will not appear in the report. It was agreed that giving your name is optional, and each section should have a free text box.

PC advised governors that SMT responses could be more from expectation than experience, as this is a new experience for colleagues, and their experience of FE governance to date is limited largely to the Eastleigh Board. Free text boxes should be added to this questionnaire too.

The committee agreed the self-assessment questionnaire for use by all Board members and the Executive, which will feed into the Governance SAR and contribute towards the governance SAR judgement.

FC to action

S.20.22 CODE OF GOVERNANCE REVIEW UPDATE

Governors asked how exactly the Board is assured with regards to item 3.1 – the college is a safe environment. There are Safeguarding audits, annual training on KCSIE & Prevent for governors, a link governor for Safeguarding, the monthly governor report includes safeguarding issues and actions, and it is discussed as CQS. All this gives assurance to governors.

The standard link governor report template is to be adjusted for Safeguarding to promote assurance to the Board, including deep dives and checks on the Single Central Record

PS / TMc to action

It was noted that Health & Safety is reported in the governors' monthly report, as is cyber security. It was agreed to give consideration in the future, to having a link governor for cyber security. It was agreed that both Health & Safety and Cyber Security contribute to the college being a safe environment, and there should be more oversight of this.

PHB to become link governor for Health & Safety and attend the Health and Safety Committee similarly to audit member attendance at Risk Management Board

KJ / JS to action

The committee recommend to the Board, the action plan for the revised Code of Governance, which notes compliance with all areas, and details where compliance can be improved further in order to exceed the minimum requirements.

FC to action

S.21.22 CHAIRS APPRAISAL REPORT

SEE CONFIDENTIAL MINUTE

TRAINING & DEVELOPMENT

S.22.22 GOVERNOR TRAINING & DEVELOPMENT UPDATE

Fiona Chalk gave an update on training and development provision, as follows:

- There has been circulation of training materials from the Annual Governance Conference, on topics such as Climate Action Road Map, the Code of Governance, and Ofsted
- There has been circulation of training materials from the Annual Governance Professional's Conference, on topics such as The FEC's role, self-assessment, LSIPs, and Ofsted
- Training materials on the Role of a Trustee have been circulated.
- The ETF has now moved all governor training materials to Future Learn and governors have received an email allowing them to access and complete training modules.
- New governors have received induction from the senior team and interim governance advisor or have such planned to be completed within the next month.
- Governors have continued to undertake link visits and attend college events
- Some governors have undertaken training externally that is relevant to their governor role at the college i.e., safeguarding

FC to produce a training pathway on the ETF Governance Development Programme, for each governor to consider (focusing on Musts and Could's)

GOVERNANCE POLICIES

S.23.22 i. Governor Appointments

ii Succession Planning

iii Scheme of Delegation

iv Conflicts of Interest

v Code of Conduct

vi Attendance at Meetings

vii Policy for obtaining legal advice

viii Governor Expenses

The Committee recommended to the Board all policies be adopted.

FC to action.

S.24.22 CONFIDENTIAL ITEMS

The Chair's appraisal report.

S.25.22 DATE OF NEXT MEETING

12 October 2022 at 1700 hours at Eastleigh College.

There being no further business the meeting closed at 1930 hours.