

Minutes of Search and Governance Committee

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

Meeting Title	Search and Governance Committee			
Date	17 May 2022			
Members Attending	Dr J. Brumwell (JB) Ms K. Driver (KD) Cllr B. Fraser (BF) Mr R. Foulston (RF) Cllr S. Gordon (SG) - Chair Mr P. Mayhew-Smith (PM-S) - Group Principal / CEO Mr G. Willett			
Attendees	Mrs H. Meredith (HM) - Head of Governance			
Items for discussion				
	The meeting was held remotely.			
1.	WELCOMES, APOLOGIES AND DECLARATION OF INTEREST			
1.1	Members were welcomed to the meeting. There were no apologies as 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 MEETINGS OF SEARCH AND GOVERNANCE COMMITTEE & MATTERS ARISING			
2.1	Accuracy. The minutes of meeting held on 18 January were amended to show that JB attended the meeting and as amended were accepted as an accurate record to be signed.			
2.2.1	Matters arising The Action Log was reviewed and the following updates noted with outstanding matters to be rolled over to the next action log and those actioned to be removed from the log.			
	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	Ongoing	
	PM-S will follow up progress on the development of a central CRM system – progress to be reviewed by the Corporation	PM-S	Ongoing	No progress yet
	HM to change the format of the skills audit next year to an electronic form / survey	HM	March 22	Actioned
	Next cycle of Governor reviews to take place during 2021-22	RF	March 22	Completed
	Report writers to spend time identifying in Executive Summary sheets the key strategic issues or risks from the paper on which governors should focus.			
	Dates of Student Council meetings to be shared with governors so that they can attend	HM		Actioned
	PM-S to explore whether governors’ networking activity could be recorded on the Group’s new CRM system	PM-S	Ongoing	No progress yet
	HM to set up a separate section for Link Governor Reports on the Governance Portal	HM	March 22	Actioned
	HM to review the data for governors appointed last year compared to the percentage of governor applications received from non-white applicants.	HM	May 22	Actioned – see Item 2.2
	HM to investigate how other colleges record this. HM offered to add additional questions about the other protected characteristics to the skills audit completed by governors annually.	HM	March 22	Actioned on skills audit
	Need to carry out succession planning in preparation for the ends of terms of office of a number of long standing governors who are also committee chairs in July 2023.	HM	Sep 22	See Agenda Item 3.2
	Experienced governors will be invited to become mentors for new governors JB, KD and RF offered to become mentors- to be allocated to new governors.	HM	March 22	Actioned See Item 3.3.2
	RAG rating for gross score for Risk 19b to be referred back to the DCEO	RG	March 22	Actioned
	Executive Cover Sheet for Board Assurance report summarised the process rather than providing an Executive Summary of the content. PM-S agreed to discuss this RG	PM-S / DCEO	March 22	

2.2.2	EDI REVIEW FROM GOVERNOR INTERVIEWS 2020-21
2.2.2.1	The Committee reviewed a report analysing the ethnicity of governors appointed last year comparing the percentage of non-white governors appointed against the number of applications received. The Committee had requested this analysis to check that the governor appointment process was fair and transparent and SG thanked HM for a very good paper.
2.2.2.2	<p><u>Ethnicity of governors appointed to STCG Corporation 2020-21</u></p> <p>3 white governors were appointed in 2020-21 from a pool of 29 applicants – 9 BAME and 20 white and 1 other white governor was nominated by Kingston University. This Committee shortlisted and interviewed candidates for 3 of the roles. Unsuccessful candidates were rejected for a number of reasons including: candidates looking for paid employment (instead of a governor role) or lack of essential skills and qualifications, (E.g. financial qualification for Chair of FP & R Committee). None were rejected because of any protected characteristics. 2 BAME governors were also re-appointed during the year.</p>
2.2.2.3	<p><u>Ethnicity of governors elected to STCG Corporation 2021-22</u></p> <p>Of the 5 governors elected by staff and students during 2021-22 one is BAME and the 2 Student Governors Elect who will become Student Governors for 2022-23 are both BAME.</p>
2.2.2.4	<p>The Committee discussed the report findings and <u>resolved</u> that:</p> <ul style="list-style-type: none"> • The governor recruitment process in 2020-21 was fair and transparent; • The Corporation should expand the pool from which it recruits to maintain the diversity of the board, prioritising recruitment of governors from underrepresented age groups and communities
3.	GOVERNORS
3.1	SKILLS AUDIT 2022
3.1.1	The Skills Audit adopted an electronic survey format with questions updated to reflect the DfE's work on developing a competency framework for FE Governors. Most governors found the new format quick and easy to complete and the results were easier to illustrate pictorially using graphs and pie charts which the committee found very helpful.
3.1.2	Findings from the Skills Audit are used to identify skills gaps on the Corporation and to inform governor recruitment. It is therefore important that all governors complete this each year and the Committee expressed disappointment that over a third of governors had not completed this. The Corporation Chair agreed to follow up governors yet to complete this.
3.1.3	The 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 " <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 currently.
3.1.4	<p>The findings indicated less knowledge and experience in the following areas – subject to the caveat that some of these are specialist areas of governors who had not completed the audit:</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
3.1.5	<p><u>Diversity of Corporation Membership</u></p> <p>71% of the governors who completed the skills audit are aged 55 and over – future recruitment should continue to try to recruit younger governors.</p> <p>Of the governors who completed the skills audit 64% are white British, heterosexual and either</p>

	<p>identifying as male or female with one governor declaring a longstanding illness or health condition. Figures in brackets show the figures for last year. The Corporation membership as at May 2022 is:</p> <p>11 (8) female 11 (11) male</p> <p>of whom there are 5 (7) BME governors equating to 23% of the Corporation</p>
3.1.6	New governor appointments should include as diverse a range of governors as possible as the ratio of BAME (23%) to White British governors has fallen from 37% last year to currently below that of the College's student population.
3.1.7	The Committee agreed the need to be mindful that in future the Corporation should mirror the strategic direction of the College E.g. focus on IT and digital industries, expertise in new learning, knowledge of staff and student wellbeing, environmental sustainability and knowledge of the skills needs of the local community.
3.2	GOVERNOR VACANCIES, SUCCESSION PLANNING, SIZE OF BOARD
3.2.1	<p>The Committee reviewed a paper noting:</p> <p>Vacancies</p> <ul style="list-style-type: none"> • In September 2022 a vacancy will arise for an external member of the Audit Committee • There are no governor vacancies currently- 22 governors and 2 Student Governors Elect • Next July (2023) 8 governors including committee chairs and vice-chairs end their term of office and a succession plan is needed to address replacing those not being re-appointed <p>The 4 councillor governors were recently re-elected to their council seats. JC is no longer in the majority party on Wandsworth Council but the Labour party do not propose to nominate a replacement for JC on the Corporation. The Committee noted that JC will remain a governor.</p>
3.2.2	Review of size of the Corporation – number of governors
3.2.2.1	<p>HM presented a paper proposing that the Corporation review its size next year before the start of a governor recruitment campaign to fill governor vacancies arising in July 2023- the large number of governors ending their term of office then provides an ideal opportunity for the Corporation to reduce its size rather than fill all of the vacancies. SG asked what size HM would recommend for the Corporation, why and how to achieve this. HM suggested reducing this to 17 governors for reasons including:</p> <ul style="list-style-type: none"> • The STCG Corporation is larger than most college Corporations • A recent AoC survey¹ found that the most common size for College Corporations was 17 to 19 governors. • Smaller boards can be more effective for allowing participation at meetings by all governors and for decision making • The large number of governors who missed the December 2021 and March 2022 Corporation Meetings may be indicative of governors feeling less valued or finding it harder to contribute at meetings since all governor positions have been filled for the first time. • STCG governor recommendation for a review of the number of governors (see Item 4.4)
3.2.2.2	The Committee discussed the proposal to review the size of the Corporation next year. KD felt that with 22 governors there is insufficient time for all governors to contribute during a 2 hour meeting. RF reported that the Deputy FE Commissioner (at the annual Strategic Conversation) had commented that the STCG board is large. HM suggested reducing the number of governors by ending informal governor nomination arrangements (with Local Authorities and KU) and reviewing the composition to address the new statutory duty to ensure that the College meets local needs. That could involve the Corporation recruiting governors from local employers, Chambers of Commerce or designated LSIP Employer Representative bodies.
3.2.2.3	<p>After discussion it was <u>resolved not to recommend</u> carrying out a review of the Corporation composition for the following reasons:</p> <ul style="list-style-type: none"> • Corporation Committees provide effective scrutiny and a large number of governors are

¹ AoC Report "The Current Status of Equality, Diversity and Inclusion in the FE Sector in England" November 2021

3.2.3	<p>needed to service 8 committees</p> <ul style="list-style-type: none"> • Partnership with Local Authorities is part of the Strategic Plan and Local Authorities are also large local employers for whom the college provides staff training • Previous attempts to engage employers as governors has not been productive. The College plans to set up an Employers' Forum/ Advisory Group. It may be sensible to appoint an Employer Link Governor. • A large number of governors allows a breadth of experience which helps the Corporation to understand the complex environment in which STCG operates • Non-attendance at Corporation Meetings by governors should be addressed as a performance issue. The Committee agreed that new governors should be mentored and supported to help them to engage and integrate into the Corporation. <p>Succession Planning Action</p> <p>It was resolved to develop a succession plan to fill the governor vacancies arising next year including the following initial steps:</p> <ul style="list-style-type: none"> • HM to find out in September 2022 whether governors whose term ends July 2023 (apart from those who have served 2 terms of office) will be applying for re-appointment. • New governors with education experience will be needed to fill 3 vacancies arising on the QL&S Committee. • As FE Colleges can no longer use the Inspiring Governance website to recruit governors (due to withdrawal of funding) SG suggested using the college's retained recruitment consultant to assist with governor recruitment.
3.3.1	<p>GOVERNOR TRAINING</p> <p>The Committee reviewed development activities taken to date by governors and HM. The ESFA Conditions of Funding include a new requirement for reporting in the Group's annual Financial Statements on activities undertaken to develop governors and heads of governance this year. The Committee commended governors for undertaking an impressive range of governor training.</p> <p>It was resolved to note the training and development opportunities open to all governors.</p>
3.3.2	<p>GOVERNOR MENTORING SCHEME UPDATE</p> <p>The Committee reviewed details of the governors who have volunteered to become mentors for new governors and the mentor / mentee matches already set up</p> <p>It was resolved to note scheme and to promote this to all newly appointed governors.</p>
4.	<p>GOVERNANCE IMPROVEMENT</p>
4.1	<p>GOVERNANCE IMPROVEMENT ACTION PLAN</p> <p>The updated Action Plan was omitted in error from the meeting papers and was circulated following the meeting rag-rated to show progress. The only action not yet commenced was the development of a plan to increase governors' use of networking activity.</p>
4.2	<p>LINK GOVERNOR REPORT LEADERSHIP AND MANAGEMENT</p> <p>The Committee resolved to note this report.</p>
4.3.1	<p>COMPLIANCE REVIEW RE CODE OF GOOD GOVERNANCE</p> <p>The Committee reviewed the Compliance Review and RAG rated Action Plan and asked about the lack of action in relation to Section 8 - Environmental Sustainability. HM confirmed that reports on this will be presented to the June FPR Committee meeting and July Corporation meeting. PMS confirmed that the ultimate goal is to move the College to becoming carbon neutral.</p> <p>It was resolved to note the progress update on the Compliance with the Code</p>

4.3.2	INTERNAL AUDIT REVIEW OF COMPLIANCE RE CODE OF GOOD GOVERNANCE The review had not been completed by the Internal Auditors at the date of the meeting.																																								
4.4	GOVERNORS' RECOMMENDATIONS / SUGGESTIONS FROM REVIEWS WITH CHAIR																																								
4.4.1	The committee reviewed and discussed comments and suggestions from governors from reviews with the Chair. The report summarised these highlighting the following suggestions: <ul style="list-style-type: none">• More focus on reports about overall Group results and less focus on individual colleges• More review and understanding of the Group growth strategy• Officers need to be concise when presenting reports to allow time for governor input / discussion• More work needed to streamline reports and volume of paperwork• Continue to offer more opportunities in college for governors to talk to students• Encourage committee chairs to hold pre-meetings with lead officers• Review number of governors on Corporation – consider reducing number• More work by college on work with employers to develop a curriculum to meet local needs and involvement in development of LSIPS to be reported to governors• Appoint a more diverse senior management team																																								
4.4.2	The recommendation to review the number of governors was discussed under Item 3.2.2.3. Action is being taken on many of the other suggestions and they will also be reviewed by the Corporation on 26 May at the Strategic Plan review meeting.																																								
4.4.3	JB asked why HM had not completed the Human Resources implications section on Executive Cover Sheets for this meeting. HM thought that this covered employee related issues rather than governor / governance issues. JB asked for this section to be completed showing the 'people' issues involving governors.																																								
4.5	EXTERNAL GOVERNANCE REVIEWS The Committee <u>resolved</u> to note <ul style="list-style-type: none">• the new requirement to commission external reviews every three years;• that STCG does not need to commission an external review until the academic year 2023-4 having volunteered to take part in the pilot ETF reviews last year;• that it needs to instruct the Finance Team when budget setting in June 2023 to allow for the cost of this external review in the college budget for 2023-4.																																								
5.	CORPORATION ANNUAL BUSINESS CYCLE – FOR APPROVAL																																								
5.1	KD asked HM to add Environmental Sustainability reporting to the Business Cycle. Subject to this addition, it was <u>resolved</u> to approve the Annual Corporation Business Cycle for 2022-23 – as attached to these minutes, amended to include Environmental Sustainability.																																								
6.	REVIEW OF BOARD ASSURANCE RISK AREAS																																								
6.1	The paper was discussed and reviewed the risk areas allocated to the committee and the assessment of the level of risk for each in the Board Assurance Framework as below:																																								
	<table><tr><td>Severity of Risk</td><td></td><td>Minor</td><td>Medium</td><td>Critical</td></tr><tr><td></td><td></td><td>< 19</td><td>20-34</td><td>>35</td></tr><tr><td>Level of Assurance</td><td></td><td>High</td><td>Medium</td><td>Low</td></tr></table> <table><tr><th rowspan="2">Risk Areas</th><th colspan="3">Risk Assessment</th><th rowspan="2">Overall Assessment of Assurance</th><th rowspan="2">Risk Area Responsibility: Governing Body Committee</th></tr><tr><th>Cross Reference to Risk Register</th><th>Gross</th><th>Net</th></tr><tr><td rowspan="3">Governance and senior leadership arrangements are not effective</td><td>19a</td><td>8</td><td>4</td><td></td><td>SEARCH (Governance)</td></tr><tr><td>19b</td><td>12</td><td>10</td><td></td><td>REMUN (Leadership)</td></tr><tr><td>Total</td><td>20</td><td>14</td><td></td><td></td></tr></table>	Severity of Risk		Minor	Medium	Critical			< 19	20-34	>35	Level of Assurance		High	Medium	Low	Risk Areas	Risk Assessment			Overall Assessment of Assurance	Risk Area Responsibility: Governing Body Committee	Cross Reference to Risk Register	Gross	Net	Governance and senior leadership arrangements are not effective	19a	8	4		SEARCH (Governance)	19b	12	10		REMUN (Leadership)	Total	20	14		
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6.2	<p>It was <u>resolved</u>:</p> <p>The Committee has assessed the Risk Areas relating to the effectiveness of governance and is satisfied that the risk level is correct and that sufficient controls and/or actions are being taken to manage the risk.</p>									
7.	<p>The schedule of meeting dates for the Committee for 2022-23 was agreed as:</p> <table><tr><td>Tuesday 11 October 2022</td><td>5:30 -7:00pm</td><td>Virtual Meeting</td></tr><tr><td>Tuesday 24 January 2023</td><td>6:30 -8:00pm</td><td>Virtual Meeting</td></tr><tr><td>Tuesday 16 May 2023</td><td>5:30-7:00pm</td><td>Virtual Meeting</td></tr></table>	Tuesday 11 October 2022	5:30 -7:00pm	Virtual Meeting	Tuesday 24 January 2023	6:30 -8:00pm	Virtual Meeting	Tuesday 16 May 2023	5:30-7:00pm	Virtual Meeting
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Tuesday 24 January 2023	6:30 -8:00pm	Virtual Meeting								
Tuesday 16 May 2023	5:30-7:00pm	Virtual Meeting								
	<p>The meeting closed at 7:00pm</p> <p>Signed..... Date.....</p>									

ACTION LOG	Responsible	Deadline	Signed off
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		
PM-S will follow up progress on the development of a central CRM system – progress to be reviewed by the Corporation	PM-S		
Report writers to spend time identifying in Executive Summary sheets the key strategic issues or risks from the paper on which governors should focus.			
PM-S to explore whether governors' networking activity could be recorded on the Group's new CRM system	PM-S		
Need to carry out succession planning in preparation for the ends of terms of office of a number of long-standing governors who are also committee chairs in July 2023.	HM	Sep 22	
The Executive Cover Sheet for the Board Assurance report summarised the process rather than providing an Executive Summary of the content. PM-S agreed to discuss this with the DCEO.	PM-S / DCEO	March 22	
Internal Audit Compliance Review against Code of Good Governance to go to next Search & Governance Committee Meeting	HM	Oct 22	
Corporation Chair to follow up those governors yet to complete the skills audit	RF	June 22	
HM to contact governors whose term of office ends in July 23, apart from those who have already served 2 or more terms of office, to find out whether they plan to apply to be re-appointed in 2023.	HM	Sep 22	
SG suggested making use of the college's retained recruitment consultant to assist with governor recruitment.	HM	Dec 22	
Complete the Human Resources implications section of the cover sheet for reports for this meeting.	HM	Ongoing	
Add Environmental Sustainability reporting to the Corporation Business Cycle	HM	June 2022	

SOUTH THAMES COLLEGES GROUP CORPORATION CYCLE OF BUSINESS 2022-2023

	AUTUMN 2022	SPRING 2023	SUMMER 2023
GROWTH	Review of performance against strategic growth objectives (previous year) at Annual Conference Away day	Monitoring of strategic plan objectives - in-year enrolments against target	Strategic Plan Annual review- and setting growth targets for following year
	Review Enrolments to date for current year		
	Review of curriculum development and new courses for following year	Review update on applications received for new courses	Receive updates on forecast enrolments for September
DIGITAL TRANSFORMATION	Monitor progress DTF	Monitor progress DTF	Strategic Plan Annual review- and setting DTF targets for following year
PARTNERSHIPS	Monitor strategic partnerships with schools, HE institutions, employers and employer responsive programmes	Monitor strategic partnerships with schools, HE institutions, employers and employer responsive programmes	Strategic Plan Annual review of strategic partnership development and setting targets for following year
QUALITY	Away day conference for Review of performance Curriculum data (inc Success rates) from previous year		
	Approve Group Self-assessment Report (SAR) and Quality Improvement Action Plan (QIAP)	Mid –year review of SAR and QIAP	SAR Planning
		Review curriculum developments (for next year) and Curriculum Strategy	Curriculum Strategy update
	IQAR preparation	IQAR	
	Inspection Reports	Inspection Reports	Inspection Reports
	Quality Monitoring and Performance Matrix (QMAP)	Quality Monitoring and Performance Matrix (QMAP)	Quality Monitoring and Performance Matrix (QMAP)
	Termly sub-contracting reports	Termly sub-contracting reports	Termly sub-contracting reports
	HE update and HE Quality Report and action plan and any assurance statement required by OFS	HE update	HE update
	Review Curriculum risks from Risk Register	Review Curriculum risks from Risk Register	Review Curriculum risks from Risk Register
	Link Governor Reports	Link Governor reports	Link Governor reports
FINANCE AND RESOURCES	Away day conference for Review of financial outturn from previous year and Financial data inc Enrolments to date, and funding update and review financial strategic objectives	Budget assumptions for following year	Review Funding Allocation and Approval of Budget (for following year)
	In year budget revisions if necessary	Plans for Institutional Review	Institutional Review update
	Group year-end audited accounts previous year including financial statements and regularity auditor's management letter		
		Fees Policy (Annual)	
		Treasury Management Policy (Annual)	Subcontracting & Supply Chain Policy (annual)
	Monthly Management Accounts	Monthly Management Accounts	Monthly Management Accounts

	Termly sub-contracting reports	Termly sub-contracting reports	Termly sub-contracting reports
	Estates Strategy- update review	Estates Strategy- update review	Estates Strategy- update review
	Environmental Sustainability –update report	Environmental Sustainability –update report	Environmental Sustainability –update report
	Review financial risks from Risk Register	Review financial risks from Risk Register	Review financial risks from Risk Register
WELLBEING AND SAFEGUARDING	Wellbeing Strategy Audit	Review of findings from Wellbeing Audit	Wellbeing Strategy and progress review
	Safeguarding Policy and Annual Report (annual)	Review Health and Safety and Safeguarding risks from Risk Register	
	Review Health and Safety and Safeguarding risks from Risk Register	Health and Safety Policy (Annual)	Review Health and Safety and Safeguarding risks from Risk Register
	Health and Safety Annual Report	Health and Safety Reports	Health and Safety Reports
	Review HR risks from Risk Register	Review HR risks from Risk Register	Review HR risks from Risk Register
	Keeping Children Safe in Education - Statutory Guidance updates		
	Remuneration SPHs		Mid-year review SPH appraisals
EQUALITIES	Monitor progress re EDI Action Plan	Monitor progress re EDI Action Plan	Monitor progress re EDI Action Plan
	Equality and Diversity Policy	Public Sector Equality and Diversity Annual Report	
SYSTEMS AND GOVERNANCE	Termly Letters from FE Commissioner	Termly Letters from FE Commissioner	Termly Letters from FE Commissioner
	Annual Report Search & Governance Committee	Corporation skills Audit (Annual)	Review Skills Audit and use this to recruit new governors to fill identified skills needs
	Governance Constitution Matters including governor resignations and appointments. Succession planning for governors end of term of office	Governance Constitution Matters including governor resignations and appointments	Agree Governor Committee Memberships and Link Governors (for following year) Election of Chair and vice-chairs every 2 years (next 2023)
	Governance Self-Assessment – agree SAR for previous year		Governance Self-Assessment checklist – governors to complete for preparation of Governance SAR
	Every three years commission an external review of governance (first review needed 2024)		
	Annual Report on Risk Management and Board Assurance & Annual Report of Audit Committee	Audit Committee review Risk Register	Annual Review of Risk Register and Risk Management Policy including risk appetite
	Annual Report Internal Audit Service	Internal Audit Report on Governance	Agree Internal Audit Strategy (following year)
	Board Assurance Reports from committees	Board Assurance Reports from committees	Board Assurance Reports from committees
		Financial Regulations and Fraud Policy (Annual)	
	Annual Review Committee Terms of Reference	Scheme of Delegation (Annual) Review	Agree Schedule of Meetings (for next year)
	Standing items: Corporation Minutes and written resolutions; Ratify Chair's Action, Committee Minutes and recommendations, Reports from Governor Training events, Reports on College Developments, Risk Register, Contact from Funding Bodies, Strategic items to be included as required including Review and Update of Group Strategic Plan. Estates Strategy review and decisions as required, Policies for review as per the College cycle of Policy Review.		

