

Minutes Search and Governance Committee Meeting held on 23 May 2023

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

Meeting Title	Search and Governance Committee		
Date	23 May 2023		
Members Attending	Ms S. Gordon (SG) - Chair Dr J. Brumwell (JB) Ms K. Driver (KD) Mr R. Foulston (RF) Cllr B. Fraser (BF) Mr P. Mayhew-Smith (PM-S) - Group Principal / CEO Mr G. Willett (GW)		
Attendees	Mrs H. Meredith (HM) - Head of Governance		
Items for discussion			
1.	WELCOMES, APOLOGIES AND DECLARATION OF INTEREST		
1.1	Members were welcomed to the meeting. There were no apologies as all members were present.		
	DECLARATION OF INTEREST		
1.2	Members confirmed that they did not have any pecuniary interest in any agenda item		
2.	MINUTES OF MEETING OF 24 JANUARY and INTERVIEW PANEL Of 16 MARCH 2023 AND MATTERS ARISING		
2.1	Accuracy. The minutes were accepted as an accurate record to be signed by the Chair.		
2.2.1	Matters arising The Action Log was reviewed and the updates below were discussed.		
	1.	Reports from Bids and Opportunities Group on high-level pipeline of key partnerships and funding bids to be reviewed by the Q, L and S Committee	PM-S /SRR Bids & Opps Group to meet before half term to focus on the LSIF. New funding bids to be reported to QLS Committee and capital bids to be reported to Estates Sub-Committee.
	2.	PM-S will follow up progress on the development of a central CRM system and explore whether governors' networking activity could be recorded this	PM-S PM-S reported that the software supplier has withdrawn the product that the college was going to purchase. Reports on this should go to QLS Committee as part of business partnership reports
	3.	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 Summer 2023
	4.	Increase governors' engagement with students-	HM See Agenda Items 4.5 and 4.7
	5.	Ambassador role of governors	HM See Agenda Item 4.6
	6.	Further updates from ONS reclassification to be brought to future meetings.	HM See Agenda Item 2.2
	7.	Safer Recruitment training to be offered to all governors. The Corporation Chair and vice-chairs initially should be encouraged to undertake this	HM / RF/KD KD and JB had completed this training After election of new Chair and vice chairs all 3 to be asked to undertake this training
	8.	Committee requested a list of skills that the Corporation Membership should ideally include	HM See Agenda Item 4.2.2
	9.	RF agreed to ask John Stone whether he would consider becoming Corporation Chair to encourage him to stand for election for Vice-Chair this summer.	RF Actioned- RF reported that JS had agreed to stand for election
2.2	ANY FURTHER IMPACT ON GOVERNANCE FROM ONS RE-CLASSIFICATION OF COLLEGES TO THE PUBLIC SECTOR HM reported that the possible change of colleges' financial year-end from 31 st July to 31 st March is being discussed . If changed, this would have a significant impact, as the funding year and academic year would be out of alignment. It was resolved to note this update.		
3.	RISK REGISTER (PART 1) The Committee noted the risk allocated to it for review is the risk that governance arrangements are not effective – which is on the agenda for review at Agenda Item 7.		

4.	GOVERNORS
4.1	SKILLS AUDIT FINDINGS 2023
4.1.1	<p>The skills audit found an excellent range of areas in which a significant proportion of governors have detailed knowledge and that there are no significant gaps in governors' collective experience- however governors have less specialist knowledge and experience in relation to:</p> <ul style="list-style-type: none"> • Oversight of curriculum development • Oversight of the Estates Strategy and environmental sustainability • Monitoring compliance with statutory/ regulatory requirements • Legal qualification and knowledge of charity law/ trustee experience
4.1.2	<p><u>Diversity of Corporation Membership</u></p> <p>When considering governor applicants, the Search and Governance Committee were reminded that the ethnic and gender mix of the Corporation should as far as possible reflect that of the student population.</p>
4.1.3	<p>Of the 13 governors who completed the skills audit 62% were aged 55 and over – younger governors have however been recruited to help increase the diversity of the board with the impact that after 1st August nearly half of governors at SCTG will be aged under 55.</p>
4.1.4	<p>Of the governors who completed the skills audit 69% are white British, all heterosexual and all either identifying as male or female with two governors declaring a longstanding illness or health condition. Figures in brackets show the figures for last year. The Corporation membership from 1 August will be:</p> <p style="padding-left: 40px;">11 (11) female 8 (11) male</p> <p>of whom there are 4 (5) BAME governors equating to 21% (23%) of the governors. The Committee noted the success achieved towards the target of increasing the percentage of female governors noting that from 1st August 2023 there will be more female than male governors for the first time.</p>
4.1.5	<p>The Committee is aware that the Corporation membership needs to reflect all of the protected characteristics. Particular focus is needed to the ethnicity of governors as the percentage of non-white governors will drop from August 2023 to 21% (from 37% a few years ago). BAME and male governors will be under-represented on the board from August 2023.</p>
4.1.6	<p>The Committee discussed how 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>
4.2	GOVERNOR VACANCIES, SUCCESSION PLANNING
4.2.1.1	<p>1.Current Vacancy for one Student Governor Elect</p> <p>There is currently a vacancy for one Student Governor Elect from Carshalton College. For a temporary period until 31.7.23 there are 23 governors in total. This will return to 22 governors from 1 August 2023.</p>
4.2.1.2	<p>2. Governor vacancies from 1 August 2023</p> <p>The skills-based governors leaving the Corporation on 31st July 2023 are:</p> <ol style="list-style-type: none"> 1. Janis Brumwell 2. Danny Cheema 3. Brenda Fraser 4. Tim Monger -Godfrey 5. Graham Willett <p>(There was a 6th vacancy from the resignation of Jenny Tatum last year.)</p> <p>The following appointments have already been made towards filling 4 of these 6 vacancies:</p> <ol style="list-style-type: none"> 1. Harriet Harper – already on board 2. Kamal Mohamed – already on board 3. Samantha Axbey – to start 1 August 2023 4. Lisa Lopez – to start 1 August 2023 <p>3. Student Governors / Student Governors Elect</p> <p>The two Student Governors will come to the end of their term of office this summer when Tobin Plarre will become a Student Governor leaving a vacancy for one other Student Governor and two more Student Governors Elect.</p>

4.2.1.3	<p>LIST OF SKILLS WHICH A CORPORATION SHOULD INCLUDE</p> <p>HM presented a suggested list as requested by the Committee at its last meeting. SG reminded the committee of her marketing background. The skills gaps identified by this exercise were green environmental / sustainability experience.</p> <p>It was <u>resolved</u> to agree the suggested list.</p>
4.2.2	<p>COMMITTEE MEMBERSHIPS AND LINK GOVERNORS FOR 2023-24</p> <p>The Committee reviewed the table of Corporation committee memberships and Link Governor roles following recent governor appointments noting in particular the need to recruit suitably qualified governors to fill vacancies arising on F, P and R committee and an external independent member for the Remuneration Committee.</p> <p>It was <u>resolved</u> to recommend to the Corporation for approval :</p> <ul style="list-style-type: none"> • Tim Monger -Godfrey to be appointed as a co-opted member of the Estates Sub-Committee from 1 August 2023 ; • John Stone to Chair the QLS Committee if he agrees • Harriet Harper to Chair the HE Committee if she agrees • Lisa Lopez to Chair the Remuneration Committee with some mentoring to continue from Janis Brumwell
4.2.3	<p>CVs FROM PROSPECTIVE GOVERNORS FOR SHORTLISTING FOR INTERVIEW</p> <p>4.2.3 The Committee received and reviewed one application. The committee considered the application against the skills needs identified in the Succession Plan and agreed not to invite the applicant to interview but agreed that HM should ask to keep the applicant's details for future, should a vacancy arise for which the applicant's skills set was suitable.</p>
	<p>The Committee discussed the skills/ experience gaps for the two governor vacancies considering:</p> <ol style="list-style-type: none"> 1. the findings from the Skills Audit and diversity of the board- see Item 4.1 2. the list of skills that they think a Corporation should include – see Item 4.2.2 3. That one of the vacancies should be for a governor linked to / nominated by LB Merton 4. skills needed to fill committee and link governor vacancies: <ul style="list-style-type: none"> • vacancies on the F, P and R Committee requiring experience of monitoring and reviewing budgets, finances and management accounts; • business management experience • environmental / sustainability experience <p>It was <u>resolved</u> to take the following action to fill the remaining governor vacancies</p> <ul style="list-style-type: none"> • HM to approach SR-R and Chris Dodd (Head of Employability, STCG) to ask them to advertise/ approach contacts to fill the skills-based vacancy via Kingston and Wandsworth Chambers of Commerce and Wandsworth Business District- ideally to find a BAME governor with business management or environmental experience; • BF to approach non-white councillors at Merton with experience of local business/ financial management re the LB Merton nominated vacancy role.
4.3	<p>GOVERNOR AND HEAD OF GOVERNANCE TRAINING</p> <p>4.3.1.1 Since the last meeting the following training activities to develop governors had taken place:</p> <ol style="list-style-type: none"> 1. A face to face Training session on Safeguarding for all governors on 23 February 2023 2. An Ofsted preparation session for governors took place on 21 April 2023 <p>4.3.1.2 The Committee reviewed details of other development activities attended by governors and HM along with governors' completion of mandatory Safeguarding and Prevent duty training. Other suggestions for training for governors were discussed.</p> <p>4.3.1.3 It was <u>resolved</u> to plan the following governor training next term:</p> <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

4.3.2	<p>FE GOVERNANCE PROFESSIONALS' COMPETENCY FRAMEWORK</p> <p>The Committee noted the introduction of a new Competency Framework and Level 5, 6 and 7 Qualifications for FE Governance Professionals. HM already holds Level 5 FE Clerks' qualification.</p> <p>It was <u>resolved</u> to note this update.</p>
4.3.3	<p>GOVERNOR MENTORING SCHEME UPDATE</p> <p>A Mentoring Scheme or buddy scheme for new governors was set up last year – providing new governors the opportunity to be paired with a more experienced governor for advice and support and to help them to get up to speed with the role.</p> <p>For incoming governors Janis Brumwell offered to mentor Lisa Lopez and Graham Willett offered to act as a mentor for Sam Axbey. Katie Driver also offered to act as a mentor for both as a continuing governor.</p> <p>It was <u>resolved</u> to note this update.</p>
4.4	<p>CORPORATION CHAIR AND VICE-CHAIR(S) ELECTION UPDATE</p>
4.4.1	<p>HM reported that the election process was underway following the timetable agreed at the last meeting for these roles to start from 1 August 2023 and that two applications for vice-chair had been received by the date of the meeting.</p> <p>It was <u>resolved</u> to note this update.</p>
4.5	<p>GOVERNOR ENGAGEMENT WITH STUDENTS</p> <p>The Committee noted that there has been increased engagement by governors with students this year both through Link Governor visits, the creation of a new Link Governor role for learner voice, governors attending student council meetings and the recent STCG Student Conference. There was discussion on how to increase engagement further and it was <u>agreed</u> to further develop the steps already taken to increase this further.</p> <p>It was <u>resolved</u> to note this update.</p>
4.6	<p>ROLE DESCRIPTION FOR LINK GOVERNOR LEARNER VOICE</p> <p>It was <u>resolved</u> to approve the Role Description for Link Governor Learner Voice.</p>
4.7	<p>AMBASSADOR ROLE OF GOVERNORS</p> <p>The ETF Board Review (2021) recommended that Governors could do more to spread STCG's message among their networks. A number of governors make very helpful introductions to local employers and community groups largely unseen. SG suggested capturing evidence of this ongoing work in annual review meetings with governors and the Corporation Chair.</p> <p>KD suggested that the College Business Partnerships team create a crib sheet to guide governors as to who best to direct any of their contacts to within the Business team at STCG.</p> <p>It was <u>resolved</u> to develop these suggestions next year.</p>
5.	<p>GOVERNANCE IMPROVEMENT</p>
	<p>GOVERNANCE IMPROVEMENT ACTION PLAN - PROGRESS UPDATE</p>
5.1.1	<p>HM presented a progress update on the Governance Improvement Action Plan highlighting the following areas requiring more progress:</p> <ul style="list-style-type: none"> • Increase the percentage of non-white governors – this will reduce further from August 2023 • develop an action plan to increase and capture evidence of governors' role in apprenticeship/employer engagement. • encourage Committee Chairs to be more involved in agenda setting and pre-meeting briefings
5.1.2	<p>It was <u>resolved</u> to note the progress update.</p>

5.2	AOC CODE OF GOOD GOVERNANCE – PROGRESS UPDATE ON NEW CODE																													
5.2.1	HM presented the consultation version of the new AoC Code of Good Governance for Colleges. This was a wholesale review to reduce the code to six main principles (from 10 principal governance responsibilities detailed over 32 pages currently) which provide an overview, but do not attempt to be too prescriptive, duplicate or repeat what is already set out in legislation or statutory policies. The new Code is intended to demonstrate a balance between behaviours, relationships, policies and processes and allow a degree of flexibility in the way it is used across the FE sector.																													
5.2.2	The Committee noted that the DfE were yet to comment on this. The intention is for the Code to be finalised in time to be adopted by College Corporations in July 2023 for use from September 2023																													
5.2.3	It was resolved to note the new Code and that HM will update the Corporation in July 2023.																													
5.3	GOVERNORS' RECOMMENDATIONS/ SUGGESTIONS FROM REVIEWS WITH CHAIR																													
	RF reported from having carried out a significant number of one to one review with Governors. All had been very positive. The one area identified for further governance development next year was to continue to increase governor engagement with students.																													
5.4	EXTERNAL GOVERNANCE REVIEWS																													
	The Committee discussed a paper on this from HM and resolved to note the following :																													
	<ul style="list-style-type: none">That the Corporation has to commission an External Board Review to take place in 2024 (every 3 years and the ETF Pilot review took place in 2021)The need to instruct the Finance Team when budget setting in June 2023 to allow for the cost of an external review in the college budget for 2023-4To add agreeing the scope of the Review and going out to providers to tender / quote for undertaking this to the work schedule of this Committee for its next meeting.																													
6.	CORPORATION ANNUAL BUSINESS CYCLE																													
6.1	It was resolved to approve the updated Annual Corporation Business Cycle for 2023-24 - as attached to these minutes.																													
7.	REVIEW OF BOARD ASSURANCE RISK AREAS																													
7.1	Under the Board Assurance Framework and Risk Management Policy the Risk Area delegated to this Committee is that Governance arrangements are not effective																													
7.2	Members reviewed these risk areas and the assessment of the level of risk as shown below																													
	<table><tr><th rowspan="2">Assurance Risk Areas</th><th colspan="3">Risk Assessment</th><th rowspan="2">Overall Assessment of Assurance Level</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>18</td><td>8</td><td></td><td>REMUN (Leadership)</td></tr><tr><td>Total</td><td>26</td><td>12</td><td></td><td></td></tr></table>	Assurance Risk Areas	Risk Assessment			Overall Assessment of Assurance Level	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	18	8		REMUN (Leadership)	Total	26	12						
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	Total	26	12																											
7.3	It was resolved that the Committee was satisfied that the risk level is correct and that sufficient controls and/or actions are being taken to manage the risk.																													
	NEXT MEETING DATE- to be published in the annual schedule of meetings																													
	The meeting closed at 7:05pm																													
	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			PMS																										
2.	Further updates from ONS reclassification to be brought to future meetings.			HM	Oct 23																									

3.	Safer Recruitment training to be offered to all governors. The Corporation Chair and vice-chairs initially should be encouraged to undertake this	RF/KD / JS	Summer 23	
4.	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	
5.	BF to approach non -white councillors at Merton with experience of local business management re the nominated vacancy role.	BF	June 2023	
6.	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 23	
7.	JB offered to mentor Lisa Lopez 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	
8.	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/ SRR/ CD	Summer 24 July 23	
9.	Encourage Committee Chairs to be more involved in agenda setting and pre-meeting briefings	SG/ HM	Ongoing	
10.	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	
11.	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	

SOUTH THAMES COLLEGES GROUP CORPORATION CYCLE OF BUSINESS 2023-2024

	AUTUMN 2023	SPRING 2024	SUMMER 2024
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 and how the college is meeting local needs	Monitor strategic partnerships with schools, HE institutions, employers and employer responsive programmes and how the college is meeting local needs	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 Achievement 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 Assurance Summary Report (QASR)	Quality Assurance Summary Report (QASR)	Quality Assurance Summary Report (QASR)
	Termly sub-contracting reports	Termly sub-contracting reports	Termly sub-contracting reports
	HE update & HE Quality Report & action plan & 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
	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 2025)
	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 Agree scope of review and firms to ask to tender	Tender panel to choose external board review provider	External Board review to take place and to report to the Committee Committee to agree an action plan from any recommendations from the review
	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.		