

## CORPORATION/COMMITTEE PAPER

### Search and Governance Committee 16 September 2021

<b><i>TITLE</i></b>	Minutes of the previous meeting held on 20 May 2021
<b><i>PURPOSE</i></b>	To receive, agree and approve the minutes of the previous meeting held on 20 May 2021
<b><i>RECOMMENDATION</i></b>	Governors are recommended to note the minutes and agree their accuracy

<i>No. of pages in main paper</i>	8
<i>Appendices (with no. of pages)</i>	None
<i>Risk Register Reference</i>	-
<i>Operating Statement Reference</i>	-
<i>Financial Implications</i>	None
<i>EDI Implications</i>	None
<i>Other Risk Implications</i>	Failure to follow agreed and proper practices
<i>Paper Previously Considered by</i>	-
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# MINUTES OF A MEETING OF THE BOARD OF LEICESTER COLLEGE CORPORATION:

## SEARCH AND GOVERNANCE COMMITTEE HELD ON 20 MAY 2021 VIA TEAMS.



Present: Jonathan Kerry (Chair)  
Verity Hancock  
Simon Meakin  
Chan Kataria  
Shaun Curtis

In Attendance: Louise Hazel      Director of Governance and Policy  
Fayaz Chana      Governance and Policy Officer

### **1. DECLARATIONS OF INTEREST**

- 1.1. Jonathan Kerry declared an interest in item 5.
- 1.2. Chan Kataria declared an interest in item 4.

### **2. APOLOGIES FOR ABSENCE**

- 2.1. There were no apologies.

### **3. MINUTES AND MATTERS ARISING FROM THE LAST MEETING HELD ON 11 FEBRUARY 2021**

- 3.1. The minutes of the meeting held on 11 February 2021 were **received** and **agreed**.

### **4. SUCCESSION PLANNING**

- 4.1. The Director of Governance and Policy presented a paper on the current board membership. The following points were highlighted:
  - 4.1.1. Following approval by the Committee at the last meeting, four new governors had been appointed and had started their terms of office.
  - 4.1.2. Brigitte Heller had resigned from the Governing Body which left a vacancy for one governor. This vacancy would not immediately be filled as the College wanted to identify the ideal skills required by a candidate to maintain an effective board.
  - 4.1.3. Roger Merchant's term of office was due to expire on 22 May 2021. The Committee agreed to reappoint Roger for another term if he was willing to continue; he had confirmed he was content to serve another term as external member of the Audit Committee.

- 4.1.4. There was now a broad range of skills and recent appointments had strengthened the curriculum and student voice expertise on the Board. There was a gap in manufacturing skills.
  - 4.1.5. In terms of diversity measures, the Board was reasonably well balanced in terms of age and gender. The ethnic diversity of the Board, however, remained an area for development and something to consider in respect of the current vacancy. There were no governors with disabilities.
  - 4.1.6. A recent survey run by the Association of Colleges collected a range of information about the diversity of college boards including their ethnic, age, skills, socio-economic and cognitive diversity. The result of this were awaited and would provide some interesting benchmarking information.
  - 4.1.7. With Brigitte Heller's resignation, there was now a vacancy for Vice Chair of the Search and Governance Committee. Following discussion, Chan Kataria had been approached and had indicated that he would be willing to take on the role of Vice Chair of the Committee.
  - 4.1.8. A Vice Chair for CSQI was still needed. It was proposed to review how the Committee operates with the new members and come to a view, with the Chair of CSQI, later in the year as to who might be a suitable Vice Chair.
  - 4.1.9. Following on from recent governor meetings, two other committee changes were proposed. Louisa Poole had indicated a wish to stand down from CSQI but join the Student Liaison Committee. Anne Frost had indicated that she would be interested in joining CSQI so it was proposed that she stood down from the Student Liaison Committee and that she and Louisa swap their roles.
  - 4.1.10. Attendance for 2019/20 was 78% overall for Corporation and Committees, 71% for Corporation and 85% for Committees; the target expected level of attendance was 80%. To date, attendance is at 86% overall (81% for Corporation). It appeared the ability to attend meetings online had improved attendance.
  - 4.1.11. The first hybrid committee meeting was held on 5 May with some members and staff on site and some joining the meeting remotely via Teams. While the intention would be to return to face to face meetings from September 2021, retaining the option to join a meeting virtually would enable some governors to attend who might not otherwise be able to.
  - 4.1.12. One governor had undertaken a virtual learning walk during 2020/21. Three governors had been on site since the College re-opened, with two more visits planned.
- 4.2. Governors **commented** it was ideal to hold the vacancy until the right skills could be found. It would be beneficial to focus on candidates with skills in areas such as technology and textiles as opposed to academics or finance. The gender and age of the Board were good however the ethnicity of the Board was an area which needed to improve, an ideal scenario might be to recruit an Asian business person in the textile trade.

- 4.3. Governors were asked for **feedback** on the recent hybrid meeting. It was **commented that** the meeting worked well and the usual debate was able to take place. The blended approach would work well and governors joining remotely did not feel excluded. The only issue was people joining in remotely were not able to see all participants on site due to the camera positioning. These logistical issues would be addressed.
- 4.4. **Governors noted the current membership of the Corporation and committees.**
- 4.5. **Governors approved the appointment of Chan Kataria as Vice Chair of the Search and Governance Committee.**
- 4.6. **Governors approved the changes to membership of CSQI and Student Liaison Committee.**

## **5. FEEDBACK FROM GOVERNOR 1:1s WITH THE CHAIR**

- 5.1. The Chair and the Director of Governance and Policy presented a paper highlighting feedback from governor 1:1s with the Chair. The following points were mentioned:
  - 5.1.1. The Chair had met with all governors apart from one. This included three of the new governors.
  - 5.1.2. The issues raised from these meetings were similar to the ones raised in previous years. These centred around a desire to return to the College.
  - 5.1.3. These would be resolved by arranging more social opportunities for governors to visit the College and interact with other governors and students.
  - 5.1.4. The return to face to face meetings would also resolve some of the other issues governors had raised. This would also benefit the new governors in getting to know the other governors.
- 5.2. Governors **commented** being onsite helped them to reconnect with the College and allowed them to see the changes that were being made which were discussed at previous meetings.
- 5.3. **Governors noted the feedback.**

## **6. CHAIR'S PERFORMANCE REVIEW**

- 6.1. Chan Kataria was asked to chair this item. The Director of Governance and Policy highlighted the following points:
  - 6.1.1. The survey was undertaken during the early spring term of 2021. Members of the Board (excluding the Chair and newly appointed governors) and the College's Senior Leadership Team were invited to participate anonymously; 15 out of a possible 19 responses were received.

- 6.1.2. The results were overwhelmingly very positive. Particular strengths included, the Chair of Corporation ensured that the business at Board meetings was conducted efficiently and effectively and lead discussion to satisfactory consensus or conclusion, the Chair of the Corporation ensured that discussions and decisions in Corporation meetings were properly summarized and recorded and the Chair of Corporation had the skills and experience necessary to represent the College and the Board externally.
- 6.1.3. The survey also raised some areas for improvement which were similar to previous years. These included encouraging opportunities for more informal social interaction, providing a summary of the Chair's meetings with senior leaders and undertaking reviews with governors more than once a year.
- 6.1.4. A social session was currently being arranged for September 2021 to allow governors to attend the College and interact with other governors and students over afternoon tea. Sessions were also being planned into the governance programme for 2021/22. The ability to meet face to face and hold strategic sessions and the away day should also help.
- 6.1.5. A Chair's annual report was already planned and would be produced at the end of the academic year.
- 6.1.6. Undertaking reviews more than once a year would be attempted although given that there were 19 governors, the time commitment this required did need to be acknowledged. Governors were able to request time with the Chair whenever they needed to.

## 6.2. **Governors asked a number of questions including:**

- 6.2.1. **Whether governors could attend if they were in the area and if there was a hot desk for them?** The College had created a boardroom with the intention that governors could use it. The boardroom did get used for College meetings therefore it was ideal for governors to let the College know when they were planning on visiting. This would allow governors to be fully supported during their visit. The College also had protocols for viewings of lessons which included informing the curriculum area of visits.
  - 6.2.2. **What was the rationale behind compiling a report on the Chair's meetings?** People wanted to understand the role of the Chair and the involvement required. There was a governor who had previously seen these reports at another College and another governor who wanted to see how much contact there was between the Chair and the College. The report would provide assurance there was regular contact and dialogue between the Chair, Principal and the Director of Governance and Policy.
- 6.3. Governors **agreed** the onus should be on the governors to get in contact if they required additional time to speak with the Chair. Social interactions would increase gradually and it would also be good to hold the governor Christmas meal if restrictions allowed.
- 6.4. Governors **recommended** the next cycle of the annual 1:1s be held in the Autumn term and be spread out. This would allow the new governors to have a

conversation with the Chair earlier. Also the annual 1:1s could be held virtually if governors were not able to travel to the College due to time constraints.

6.5. **Governors noted the report.**

**7. AGENDA FOR GOVERNORS' JUNE SESSION**

7.1. The Principal introduced the proposed agenda for the June Strategic Session. The following points were mentioned:

- 7.1.1. The session would be held virtually over Teams and would be kept short, sharp and interactive.
- 7.1.2. The aim of the session was to review the progress with the current plan, consider the current context and environment the College was in and to review the Mission, Vision and Values and discuss if any changes were required. Key themes such as sustainability and the black lives matter movement for the new plan would also be discussed.
- 7.1.3. The College Values would be looked at; staff and students had completed a survey on whether the Values needed to be changed and the governors would be asked to complete the same survey.
- 7.1.4. Data would be looked at during the session to identify and recognise curriculum patterns. These would show who the College catered for and what the College currently offered.
- 7.1.5. Breakout rooms would be used to consider questions around the College Mission and Values.
- 7.1.6. Time would also be spent on talking about funding and policy, education skills and looking at the curriculum.

7.2. Governors **mentioned** the breakout rooms would be beneficial as it would enable increased interaction.

7.3. Governors **commented** the key difference about this session was that there would be no external speaker. It was mentioned most topics which were usually covered in an away day had been covered during the extra sessions held throughout the year. An external speaker attended a special session held earlier in the academic year to talk about the Black Lives Matter movement.

7.4. **Governors approved the agenda.**

**8. SELF-ASSESSMENT QUESTIONS FOR 2020/21**

8.1. The Director of Governance and Policy introduced a paper setting out the self-assessment questions for the Corporation and Committees. The following points were highlighted:

- 8.1.1. It was mentioned at the last meeting the self-assessment questions would be reviewed and this had now been done.
- 8.1.2. The Committees survey had been working well and therefore it was not proposed to make any significant changes to the questions for

Committees for this year, although there was one minor addition proposed for all Committees: being able to identify the College's strengths and weaknesses.

- 8.1.3. Some questions from the Corporation self-assessment had been removed as these did not provide helpful responses or were duplicated. Questions around the diversity of the Corporation had been included and also around the quality and standards of teaching and learning.

## **8.2. Governors made the following comments:**

- 8.2.1. **The number of questions had been an issue but the questions were still relevant.**
- 8.2.2. **The strengths and weaknesses question was open ended and a good question to include.**
- 8.2.3. **Governors suggested the question relating to the diversity of the board be amended as the question would not provide value. Governors recommended questions around the board actively addressing EDI was a more suitable question.**
- 8.2.4. **Governors asked when the self-assessment would be sent out.** All self-assessments would be sent after all meetings had been completed. Governors would receive an email with a link to the self-assessments relevant to them.

## **8.3. Governors approved the self-assessment questions for 2020/21.**

## **9. CONFLICTS OF INTEREST POLICY**

- 9.1. The Director of Governance and Policy presented the revised Conflicts of Interest Policy. The following points were highlighted:

- 9.1.1. The Committee last approved the policy in February 2020. Since then, it had become a requirement of awarding organisations that the College had a more detailed policy to cover potential conflicts arising from curriculum and qualification.
- 9.1.2. The revised policy now included a section on curriculum and qualifications. A process was now in place to ensure curriculum areas checked for conflicts of interest.

## **9.2. Governors asked a number of questions including:**

- 9.2.1. **Whether this was a big problem for the College?** The College did not know if this was a big problem. This policy would help monitor and manage any issues. It would have staff who had children or relatives undertaking exams. However, it was rare for staff members working in curriculum to have children or relatives taking exams in their curriculum area.
- 9.2.2. **How did people know about potential conflicts and how was it reinforced?** Some staff already completed conflicts of interests forms. The next stage was to identify and raise awareness of potential conflicts. The College Leadership Team were being briefed shortly to

raise awareness on this. All directors would then be asked to cascade the information to their teams to make people aware of the potential issues. The College were also asking all budget holders to complete a register of interests to identify any conflicts, this would be introduced shortly.

**9.3. Governors approved the revised Conflicts of Interest Policy.**

**10. FEEDBACK FROM GOVERNORS' COUNCIL**

10.1. The Chair provided a verbal update, the following points were mentioned:

- 10.1.1. The Council had not met since the last Committee meeting.
- 10.1.2. There were two areas which were currently being worked on. These included the AoC Code of Governance and work around the FE White Paper.
- 10.1.3. In a recent AoC Midlands Chairs' meeting it was mentioned a number of colleges had been subjected to cyber-attacks. Governors should be asking questions around whether all was being done to mitigate the risks of an attack and whether the College would be able to withstand such attacks.
- 10.1.4. The Skills Bill which was mentioned in the Queen's Speech had also been published but would take some time to get through Parliament. There were opportunities to have things added to the bill. Slides from the recent AoC Midlands Chairs meeting would be shared with governors.

**10.2. Governors noted the verbal update.**

**11. COMMITTEE TERMS OF REFERENCE AND WORKPLAN 2021/22**

11.1. The Director of Governance and Policy presented a paper setting out the Committee's Terms of Reference (ToR) and suggested workplan for 2021/22. The following points were highlighted:

- 11.1.1. Two changes were proposed to the ToR; these reflected current practice in terms of the annual report to Corporation and also the tightening up of the Code of Good Governance for English Colleges which indicated that the Search and Governance Committee should consider board performance. They also reflected the references to board review and indications of increased expectations about governor development in the recent FE White Paper.
- 11.1.2. The suggested workplan was similar to previous years but now also included an item on the Code of Good Governance revision. Internal auditors would check compliance with the Code and a report would be provided. A report on the work undertaken by the Chair had also been included on the workplan.

**11.2. Governors asked a number of questions including:**



**11.2.1. When did the Board last have an independent external review?**

The Board had not had an external review for several years although it had been visited by the FE Commissioner and Ofsted which both looked at governance and no issues were raised.

**11.2.2. Who ensured the safeguarding and EDI training for governors was completed?**

The Director of Governance and Policy and the Governance and Policy Officer ensured governors completed mandatory training. The EDI training package would be arranged for governors to complete in the next academic year.

**11.3. Governors approved the workplan for 2021/22**

**12. GOVERNANCE IMPROVEMENT ACTION PLAN**

12.1. The Director of Governance and Policy presented the Governance Improvement Action Plan for 2020/21. The following points were raised:

12.1.1. One governor had not completed the Prevent training.

12.1.2. 18 governors had taken part in training and development. Most of the training had been completed online. Positive feedback had been received from governors on most of the training courses.

12.1.3. The Governance SAR would be worked on to tie closely to the EIF. This should also aid governors should Ofsted visit.

**12.2. Governors mentioned all governors should be encouraged to participate in learning walks as there was a lot to be gained from them. It was mentioned more learning walks would be arranged for governors in the next academic year.**

**12.3. Governors noted the plan.**

**13. DATES OF NEXT MEETING**

- 16 September 2021
- 10 February 2022
- 12 May 2022

**14. ANY OTHER ITEMS**

14.1. There were no items.