

MINUTES OF A MEETING OF THE BOARD OF LEICESTER COLLEGE CORPORATION:

SEARCH AND GOVERNANCE COMMITTEE HELD ON 8 FEBRUARY 2023



Present: Jonathan Kerry (Chair)
Danielle Gillett
Verity Hancock
Shaun Curtis

In Attendance: Louise Hazel Director of Governance and Policy
Matt Widdowson Governance and Policy Officer

1. **DECLARATIONS OF INTEREST**

1.1. There were no declarations of interest.

2. **APOLOGIES FOR ABSENCE**

2.1. Apologies were received from Chan Kataria and Nicola Gonsalves

3. **MINUTES AND MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 15 SEPTEMBER 2022**

3.1. The minutes of the meeting held on 15 September 2022 were agreed as an accurate record and approved.

3.2. As a matter arising under minute 4.4, the Director of Governance and Policy had contacted Amir Ahmed, but had not yet received a reply.

3.3. Minute 11.3, the Director of Governance and Policy had circulated the amended wording of the SAR as requested.

4. **SUCCESSION PLANNING AND COMMITTEE MEMBERSHIP**

4.1. The Director of Governance and Policy presented a paper on succession planning and Committee members.

4.1.1. There had been two resignations: John Allen and Ed Marsh. Caroline Tote had given notice that she would be resigning at the end of the academic year. There were currently three governor vacancies with two more vacancies by the end of the year. The need for new governors with FE and accountancy experience had been identified.

4.1.2. Chan Kataria and Tom Wilson's terms of office were due to expire. The recommendation was to ask them to serve another term.

- 4.1.3. It was also highlighted that Zubair Limbada would be reaching his term limit next year which would mean that a new Audit Committee chair would be required.
- 4.1.4. The Skills Matrix had been made clearer.
- 4.1.5. All Committees either had current vacancies or would soon have vacancies. When Danielle Gillett assumed the role of Chair, there would be the need to take a wider look at Committee membership. She could remain as Chair of the Finance and General Purposes Committee, although she would not be able to chair any remuneration discussions.
- 4.1.6. A potential new governor had been interviewed. Neil McDougal had a background as a mechanical engineer and had been the Chief Executive Officer of Fraser Nash, working in the nuclear industry. He had also spent time working at Cranfield University.
- 4.1.7. Other potential governors had been identified including Robert Radford.
- 4.1.8. The DfE had authorised the College to use Peridot to recruit two new governors. A scoping meeting would be taking place on 10 February 2023, and shortlisting and interviewing would follow.
- 4.1.9. There was the need to balance having the right skills with the need to increase the diversity of the Board.

4.2. Governors made the following **comments**.

- 4.2.1. **Chan Kataria and Tom Wilson should be asked to serve another term. Their reappointments could be confirmed at the next meeting.**
- 4.2.2. **Were the skills in the Skills Matrix defined?** This matrix had been used for a while and was based on one used by other colleges. The skills had no definition beyond what was written in the Skills Matrix.
- 4.2.3. **How low a level of skills was acceptable for 'Manufacturing' skills?** This could be broadened out to include engineering.
- 4.2.4. **There was the need for governors with curriculum experience to sit on the CSQI Committee. It could be quite difficult for a governor with no experience, even for staff governors who worked at the College but did not have curriculum experience.**
- 4.2.5. **There was nothing on the Skills Matrix about sustainability.** Noted; estates management could be changed to incorporate sustainability.
- 4.2.6. **As Tom Wilson would be taking up the post of Vice Chair of the Corporation, was he still allowed to remain as a member of the Audit Committee?** He could.
- 4.2.7. **There was the need to identify a Vice Chair of the Finance and General Purposes Committee who would be able to chair during remuneration discussion. Chan Kataria and Lee Soden should be considered.**
- 4.2.8. **Neil McDougal gave interesting answers during his interview and engaged well with the Student Governor. He was also keen to learn and was particularly interested in the College's aeronautical project. He also had good contacts.**
- 4.2.9. **What would happen if Peridot provided three good candidates?** The College might have to pay Peridot for the additional new governor but this could be discussed with them.
- 4.2.10. **What were the timescales for the Peridot recruitment exercise?** The advertisement would go out in March and the interviews would be held in April 2023.

- 4.2.11. **Would Caroline Tote's resignation leave a safeguarding gap and lose the link with the local authority?** Tom Wilson would remain as the safeguarding link governor. The Director of Student Services had been asked if she had any contacts who could be approached. The Peridot recruitment exercise may also identify potential governors with safeguarding experience.
- 4.2.12. **Committee attendance was low.** A couple of governors' attendance had brought the overall figures down. The return to face-to-face meetings may have also had an effect.
- 4.2.13. **Would it be useful to recruit another Ofsted inspector?** Yes. It might be useful to find a former Ofsted inspector.
- 4.3. **Governors agreed that Chan Kataria and Tom Wilson would be asked to serve another term as a governor.**
- 4.4. **Governors agreed that Lee Soden would be asked to take the position of Vice Chair of the Finance and Governance Committee.**
- 4.5. **Governors agreed to appoint Neil McDougal as a governor and ask him to join the Audit Committee and Student Liaison Committee.**
- 4.6. **Governors agreed that Danielle Gillett would contact Robert Radford to ask him if he would like to apply to become a governor.**
- 4.7. **Governors agreed that a further meeting of the Search and Governance Committee may need to be held to ratify new appointments.**
- 4.8. **Governors noted the Committee membership and current Skills Matrix.**

5. BOARD EFFECTIVENESS REVIEW RECOMMENDATIONS

- 5.1. The Director of Governance and Policy detailed the recommendations.
 - 5.1.1. Size of committees. It was noted that the College asked a lot of governors. Most governors sat on two committees, although there were exceptions due to individual governors' other commitments. Options for making changing to committee size were outlined.
 - 5.1.2. Scheme of delegation. The scheme of delegation would be looked at and brought back to the next meeting.
 - 5.1.3. Stakeholder engagement. A Stakeholder Engagement Strategy was in draft. This would set out any gaps around governor engagement with stakeholders.
 - 5.1.4. Immediate feedback. There were mixed views among governors and to whether this would be helpful. Options were outlined.
- 5.2. Governors made the following **comments**.
 - 5.2.1. **Some governors had been of the view that larger committees would have more difficulties with attendance, although there was also the view that smaller committees ran the risk of being inquorate. There was also the need to get governors involved in committees as a means of supporting succession planning. This could be something**

that was picked up in the Chair's one-to-one meetings with governors over the summer.

- 5.2.2. **Governors asked about the composition of the CSQI Committee.** It was possible that the support staff governor did not need to sit on this committee and that only one student governor was needed.
- 5.2.3. **On stakeholder engagement, the College could robustly argue that it was meeting local skills needs.**
- 5.2.4. **With regards to providing immediate feedback, there were questions as to whether governors would wish to provide feedback following a two-hour long meeting. There was also the issue of whether it would create a barrier between the executive and non-executives as it may be seen as a way of 'marking' governors or officers.** Governors had sometimes provided feedback on meetings and changes had been made due to their comments. There was also an annual self-assessment questionnaire which provided the opportunity for feedback. Committee chairs could also emphasise that feedback was welcome.

5.3. **Governors agreed that:**

- 5.3.1. **A paper would go before Corporation with the recommendation that the size of committees remained the same but that there be more flexibility in the size of committees and membership**
- 5.3.2. **The paper would also recommend no additional mechanisms for collecting immediate feedback after meetings but would remind governors of the ways in which they could feed back comments.**

6. **GOVERNANCE IMPROVEMENT ACTION PLAN**

6.1. The Director of Governance and Policy presented the Governance Improvement Action Plan.

- 6.1.1. Most governors had now had a one-to-one meeting with the Chair of the Corporation. The process was now underway to arrange meetings with the new Chair over the summer.
- 6.1.2. Governors had been sent emails detailing training opportunities including the ETF training modules. New governors would be encouraged to undertake the training modules.
- 6.1.3. There had been seven learning walks undertaken by five governors.
- 6.1.4. Louisa Poole had taken on the EDI link role.
- 6.1.5. There was still the need to consider having an SEN lead governor.
- 6.1.6. The dashboard had been delayed due to issues in the IT team. This was being progressed and a draft should be available in March 2023.

6.2. Governors made the following **comments**.

- 6.2.1. **There was training available from the FE Commissioner.**
- 6.2.2. **Governors had received the email from Boxphish and had thought that it was spam.** Boxphish were providing cybersecurity training to staff. IT would be contacted to remove governors from this email list.
- 6.2.3. **Learning Walks would need to be completed by May 2023.**

6.2.4. **Will Ofsted ask about a SEN lead governor?** Ofsted will probably ask about SEN although it is not known whether it is a requirement to have a lead governor.

6.3. **Governors noted the Governance Improvement Action Plan.**

7. GOVERNORS' AWAY DAY 2023

7.1. The Principal provided an update on the Governors' Away Day 2023

7.1.1. David Hughes and Gareth Thomas would be guest speakers on the Friday.

7.1.2. A decision on the agenda would be made after Easter.

7.1.3. Governors should have the dates and venue in their diaries.

7.2. **Governors noted the update.**

8. FEEDBACK FROM GOVERNORS' COUNCIL

8.1. The Chair of the Corporation provided feedback from the Governors' Council.

8.1.1. The Governors' Council was now the Chairs' Council. This meant that several of the members who were not chairs were no longer members.

8.1.2. An election process had started in the South-East region. There was no information about elections in the East Midlands.

8.1.3. There would be a review of the Code of Governance which should be completed by Easter.

8.2. **Governors noted the feedback.**

9. ANY OTHER URGENT BUSINESS NOTIFIED TO THE CHAIR PRIOR TO THE MEETING.

9.1. There was no further business.

10. DATES OF NEXT MEETING

- 24 May 2023, 6pm