

Search and Governance Committee Minutes

Meeting	Search and Governance Committee	Date	19 November 2024
Location	Broadstairs Executive Boardroom	Time	9.30am
Membership	Miranda Chapman (Chair) (MC), Charles Buchanan (CB), Gail Clarke (GC), Peter Cheney (PC) and Graham Razey (CEO) (GR)		
In Attendance	Sharon Hollingsworth [SH] – Group Director of Governance Georgia Shelton [GS] – Minute Taker Jack Collison [JC] - Observer		

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed members to the meeting.	
2	Declarations of Interests	There were no further declarations other than those previously declared.	
3	Minutes of the meeting held on 11 March 2024 and 3 September 2024	The minutes of the meeting held on the 11 March and 3 September were agreed as an accurate record and will be signed by the Chair following the meeting.	
4	Matters arising not covered by this Agenda:	There were no matters arising.	
5	Terms of Reference for the S&C Committee	<p>The terms of reference for the Search and Governance Committee were reviewed, and the following suggestions were made:</p> <p>It was queried whether it would be beneficial to be more specific within the Terms of Reference regarding membership. It was noted how important it is to have the right skills and experience on the board; however, it is useful to have flexibility in regard to membership.</p> <p style="text-align: center;">AGREED: The Membership within the Search & Governance Terms of Reference to reference the Chair of Audit Committee, but not the Vice-Chair of Governors.</p>	SH

		APPROVED: The Terms of Reference for the Search and Governance Committee on the basis that the suggested changes are made.	
6	Governor Skills Audit 2024	<p>The Group Director of Governance presented the findings from the recent Governor Skills Audits.</p> <p>It was explained that this is reviewed on an annual basis, and that the presented format had been updated following action at the previous meeting; this new format has been RAG rated to highlight governors' strengths and weaknesses.</p> <p>Governors noted how useful the RAG rating is and agreed that this gives governors confidence that there is experience in all areas across the Full Governing Body. It was suggested that, as the skills audit is a self-evaluation task, it would be beneficial for there to be a validation activity.</p> <p>AGREED: Skills Audit results to be discussed during Group Chair one-to-one sessions with governors.</p> <p>It was agreed that it would be beneficial to see skills audits broken down across Committees to ensure that the correct skills and experience are on each Committee.</p> <p>AGREED: Skills Audit Document to be broken down into Committees.</p> <p>Following the reclassification, it was questioned whether any training is in place to target areas of concern within the skills audit. The Group Director of Governance suggested that training is passed on to all governors, as shown within the governor development plan, but it was agreed that a more directed internal training session could take place for areas of concern.</p> <p>AGREED: Online directed internal training sessions to take place for governors; the first of which to be a legal refresher session, followed by a session on finance.</p> <p>NOTED: Governor Skills Audit 2024.</p>	<p>CB</p> <p>SH</p> <p>JC</p>
7	FGB, Committee, LCB Membership and Terms of Office update	<p>The Group Director of Governance summarised the FGB, Committee, LCB Membership and Terms of Office update, and the following was noted:</p> <p>Peter Troke has stepped down from his role on the Full Governing Body (FGB) and Broadstairs Local Board</p>	

<p>Appendices:</p> <ul style="list-style-type: none"> - 7i FGB & Committee Membership November 2024 - 7ii LCB Membership November 2024 - 7iii Potential candidate - LCB member roles - 7iv Terms of Office updated November 2024 	<p>due to illness. He has been in touch to inform the Group that he is doing well and will continue to be a Trustee of the EKC Schools Trust. FGB membership currently sits at seventeen, with a maximum of twenty members.</p> <p>Helen Hammond has informed the Group that she will be stepping down as governor at the end of the academic year and has given notice of her retirement. Some potential governor candidates are Annette Buss (Ashford LCB member) who has been contacted by the Chair of Search & Governance and is yet to contact the Group Director of Governance with interest, Siobhan Phillips (Broadstairs LCB member), and Damian Green (former MP).</p> <p>Governors queried whether the appointment of Damian Green to the FGB could be considered a political concern. It was suggested that as he is not currently a serving MP, this should not be a concern, but in his appointment, it would be important to consider any overlap with the next election. While he would be valuable in the new CEO transition period, it would be in the Group's best interest to avoid political tension.</p> <p style="text-align: center;">AGREED:</p> <ul style="list-style-type: none"> - Establish the willingness of Annette Buss and Siobhan Phillips to join the Full Governing Body and if willing, invite to the next Search & Governance (SG) Committee meeting to discuss role - Explore fully the FGB membership, vacancies and Governor Terms of Office at the next SG Committee, with the intention to appoint based on improving the skills audit result, in particular, public relations and policy. <p>The Group Director of Governance made members aware of the ongoing vacancy on the Audit Committee following Allan Baillie leaving. It was suggested that this be discussed further at the next SG Committee meeting.</p> <p>With the departure of Peter Troke, there is a vacancy as the Broadstairs LCB Chair, and member of the Education Committee. CB agreed to continue in the role as interim Broadstairs LCB Chair until new governors had been appointed to the Full Governing Body following the next meeting.</p> <p style="text-align: center;">AGREED: Charles Buchanan to continue as interim Broadstairs Local Board Chair until discussed further in March.</p> <p>EKC Training is currently being chaired by the CEO, however this role will need to be filled by an</p>	<p style="text-align: center;">SH/CB</p> <p style="text-align: center;">SH</p> <p style="text-align: center;">CB</p>
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8	Review of Property Sub Committee within EKC Governance Model	<p>The Group Director of Governance informed members that, following a previous action, it was agreed a discussion would take place regarding the future of the Property Sub-Committee.</p> <p>It was agreed that the Property Sub-Committee would be disbanded and absorbed by the Business Committee, with John Oliphant joining the Audit Committee.</p> <p style="text-align: center;">AGREED: John Oliphant to be invited to become a member of the Audit Committee.</p> <p style="text-align: center;">AGREED: Property Sub-Committee to be disbanded and absorbed by the Business Committee.</p>	<p style="text-align: right;">SH</p> <p style="text-align: right;">SH</p>
9	AoC Code of Good Governance 2024	<p>The Group Director of Governance informed the Committee that the AoC Code of Good Governance has been updated, and the board were asked to recommend the adoption of the new code to the Full Governing Body, with the suggestion that a self-assessment exercise be completed against this in the New Year.</p> <p>The code was scrutinised by governors, and it was suggested that there is no limit within the Code regarding membership terms of office. It was requested that this be investigated further and fed back to the Committee in March.</p>	<p style="text-align: right;">SH</p>

		<p>Governors noted no great change from the previous Code and were happy for this to be recommended to the Full Governing Body, with a self-assessment taking place during the summer and presented to the Search & Governance Committee in November 2025.</p> <p style="text-align: center;">RECOMMEND: AoC Code of Good Governance 2024 to the Full Governing Body for adoption.</p>	<p>JC</p> <p>SH</p>
10	<p>Senior Post Holders Disciplinary, Capability, Redundancy, Grievance and Sabbatical Policies</p>	<p>The Group Director of Governance presented the Senior Post Holder Policies and summarised the updates made.</p> <p>Following action from a previous meeting, the Senior Post Holder Policies were reviewed and amended by an independent HR Specialist.</p> <p>Governors noted the following changes needing to be made within the Sabbatical Policy:</p> <ul style="list-style-type: none"> - The first and eleventh lines of item 4, Policy Details, need to be amended to read 'senior post holder' in place of 'partner'. - Policy Details, line 4, should reference the Chair of Governors in regard to approving CEO sabbatical leave. - The Policy needs to be explicit in that a sabbatical can only be taken 'in any given year' and cannot be accrued. <p>The Disciplinary Policy was discussed, and governors suggested that it would be beneficial to have further legal clarification on all senior post holder policies. The term 'serious offense' is too subjective, and it is important that the policies are updated to ensure that processes are in place to allow the Governing Body to act quickly to make decisions in the best interest of the Group.</p> <p style="text-align: center;">AGREED: A legal firm to be commissioned to review the Senior Post Holders Disciplinary, Capability, Redundancy, Grievance prior to the appointment of the new CEO, and to be presented at the March SG meeting.</p> <p style="text-align: center;">RECOMMEND: Senior Post Holders Disciplinary, Capability, Redundancy, Grievance and Sabbatical Policies to the Full Governing Body for approval on the basis that a legal firm are commissioned to review these against legal and sector compliance, ahead of the appointment of a new CEO.</p>	<p>JC</p> <p>SH</p>

11	Governor Development Programme 2024-25 - Draft Governor Development Plan	<p>The Group Director of Governance presented the draft Governor Development Plan for 2024/25 and asked for comment:</p> <p>Governors requested that a report be presented at the end of the academic year to summarise what training has been completed. It was explained that this is broadly reported within the end of year accounts, but the Group Director of Governance agreed to extract this data and present annually at the November Search & Governance Committee.</p> <p style="text-align: center;">AGREED: A report on completed governor training to be presented at the November Search and Governance Committee each year.</p> <p>It was noted how beneficial the Governor Observation and Engagement Schemes have been for understanding the inner workings of the Group.</p> <p style="text-align: center;">RECOMMEND: The Governor Development Programme be adopted by the Full Governing Board for 2024/25</p> <p>CB left the meeting.</p>	<p>JC</p> <p>SH</p>
12	Future role of Group Chair / Succession Planning CB not present	<p><i>This item was considered confidential and will form the Confidential Minutes PART A.</i></p>	
13	Governor Attendance Annual Report 2023-24	<p>CB re-joined the meeting.</p> <p>The Group Director of Governance presented the Governor Attendance Annual Report for 2023/24.</p> <p>It was explained that governor attendance has improved from the previous year and is higher than others in the sector, however the Groups target of 90% is not being met.</p> <p style="text-align: center;">AGREED: Attendance to be discussed and challenged during the Group Chair one-to-one meetings with governors.</p> <p>The CEO explained that governor attendance will be reported within the Key Performance Indicators (KPIs), and it was queried what the target should be. It was agreed that the attendance KPI should match the</p>	<p>CB</p> <p>GR</p>

		<p>Groups target of 90%.</p> <p>AGREED: The Key Performance Indicator for governor attendance to be 90%</p> <p>NOTED: The Governor Attendance Annual Report 2023-2024.</p>	
14	Gifts and Hospitality Annual Report 2023-24	<p>The Group Director of Corporate Services summarised the Gifts and Hospitality Report and asked for comments.</p> <p>It was explained that in the 2023-2024 period, there were 2 gift declarations received by the Group with a total value of £60. These were not accepted as personal gifts and were donated to fundraising events.</p> <p>£100 was offered by an awarding body for EKC Group Staff who were willing to engage in feedback with them; this offer was rejected, following escalation to the Senior Leadership Team.</p> <p>Governors noted how few declarations there have been. It was explained that this is likely due to a lack of reporting, and it was agreed that training for Senior Leadership would be beneficial to ensure that all approaches are being reported.</p> <p>AGREED: The process for reporting on the Gifts & Hospitality Register to be clarified and training sessions to take place with Senior Leadership Teams.</p> <p>NOTED: The Gifts and Hospitality Annual Report 2023-24.</p>	JC
15	Any Other Business	<p>The CEO suggested to members that the Group has been too relaxed in its approach towards Equality, Diversity, and Inclusion (EDI) and to challenge this, the EDI Committee will be reinstated.</p> <p>An external expert will Chair the meetings, and regularly liaise with the EDI Lead Governor, Sam Lawrence-Rose, and EDI Group Leads, Kerry Hickmott and Victoria Copp-Crawley, to produce annual reports that will be presented to the Full Governing Body.</p> <p>AGREED: The Equality, Diversity, and Inclusion Committee to be reinstated and EDI reporting to be added to the Governing Body Cycle of Business</p>	GR/SH

16	Matters Considered Confidential	Item 12, Future role of Group Chair / Succession Planning, was considered confidential and will form the Confidential Minutes PART A.	
17	Date and time of next meeting	The next meeting will take place on Monday 10 th March 2025 at 9.30am, Folkestone Executive Boardroom.	

There being no further business the meeting closed at 11.27am.

Signed: *miranda*

Print: Miranda Chapman

Date: 10 March 2025