

Non Confidential Minutes of the meeting of the Search, Governance and Remuneration Committee on Wednesday 25 June 2025 from 4.00pm – 6.00pm via Microsoft Teams

1/25 Apologies and welcome

Apologies were received from Mrs Sara Weech. The Chair welcomed Members to the meeting.

2/25 Declarations of Interest

The Director of Governance and the Principal declared interests for the items considered at Part C of the meeting.

3/25 Approval of the Non-Confidential Minutes of the meeting of 20 November 2024

The non-confidential minutes of the meeting held 20 November 2024 were approved as a true record.

4/25 Approval of the Confidential Minutes of the meeting of 20 November 2024

The confidential minutes of the meeting held 20 November 2024 were approved as a true record.

5/25 Matters Arising from the Minutes

The Director of Governance reported on Matters Arising and invited any questions.

The Committee commended the progress made.

The Committee NOTED the report for ASSURANCE to Corporation.

The Principal joined the meeting at this point.

6/25 Annual Report of the Committee and Review of Governance Report 2024/25

The Director of Governance presented the Annual Report of the Committee and Review of Governance Report 2024/25. She gave an overview of the report's coverage including: Committee membership and number and dates of meetings during the period; a review of Governor attendance; a review of the Governance Compliance Register; a review of governance key performance indicators (KPIs) and alignment with the Governance Action Plan; a progress report on the External Governance Review and Governance Action Plan and consideration of objectives for 2025/26; a review of Governor training during 2024/25 and consideration of the Governor training programme for 2025/26; a briefing on the FE Commissioner's review of Weston College and self-assessment against the FE Commissioner's recommendations; a briefing on a letter from the Department for Education (DfE) regarding amendments required to the Instrument & Articles of Government; reporting on the consideration of the appraisal and remuneration of senior postholders and the approach taken; a review of the Committee's effectiveness against its Terms of Reference (ToR) and self-assessment review (SAR) for 2024/25 against the *FE Code of Good Governance*; and a review of the Committee's ToR.

She highlighted the following: a new KPI was proposed to reference the External Governance Review and align with the Governance Action Plan; a Task & Finish Group was proposed to consider options and functionality for the implementation of a Board Portal; equality, diversity and inclusion (EDI) principles for Governors were proposed for the setting and monitoring of key diversity indicators for Board recruitment and diversity; it was recommended that Governors were surveyed during Summer 2025 to consider progress in implementing objectives during 2024/25 and objectives setting from the remaining recommendations from the External Governance Review of 2023/24 and that these were incorporated into the Governance Action Plan for 2025/26 as part of the SAR for 2024/25; to consider the effectiveness of the 2024/25 Governor training programme which saw participation rise from 71% to 78% and recommend that the mode of webinar training continue in 2025/26 alongside the in-person Governor Strategy Day

and Contact Day events; to recommend that a performance review of the Chair is implemented in-line with the Effective Practice Guide on *Senior Postholder Appraisal and Chair Performance Review* and added to the Governance Action Plan for 2025/26; consideration of whether an External Governance Review should be repeated in advance of the 3-year cycle deadline; amendments required to the Instrument & Articles of Government and recommend that these were revised accordingly and recommended for approval at the start of the 2025/26 academic year; a review of the Committee's effectiveness and its contribution to the Governance SAR against the *FE Code of Good Governance* with a Committee focus on Principle 3: Leadership and integrity, and Principle 6: Board and organisational effectiveness; and a proposed change to the Committee's ToR to ensure consistency with other Committee ToR with reference to Co-opted Members.

A Member raised a question regarding the amendments required by the DfE to the Instrument & Articles of Government. The Director of Governance clarified that the amendment required concerning quoracy was separate to the normal quoracy for meetings and related to cases where there were an insufficient number of Governors on the Board. She added that this would be dealt with by good succession planning and that there should not be occasion for the provision in the Articles which the DfE was now requesting be removed. She also confirmed that guidance had now been received from the Corporation's legal advisors, Eversheds Sutherland, advising that this clause and any cross-references to it should be removed. In response to a further question, she clarified that if a meeting were inquorate it would not go ahead but that this was a different issue to that being referred to by the DfE in which there were insufficient Governors to form a quorum.

There was some discussion regarding the implementation of a Board Portal. In response to a query from a Member, the Director of Governance confirmed that this was a recommendation of the External Governance Review to increase Board and governance effectiveness. She outlined some of the potential functionality a Board Portal could offer and its impact on governance, and concluded that it was important for the proposed Task & Finish Group to consider the benefits a Board Portal could offer. The Chair shared his experience of finding the existing use of Teams folders to be 'clunky' and outlined some of the benefits of a Board Portal from his own experience. A Member asked whether Governors would require training on a Board Portal. The Director of Governance responded that it would be beneficial to offer training or user guides but commented that an effective Portal would be designed to be user friendly and intuitive. Another Member concurred with the Chair's comments regarding the benefits of a Board Portal which he had found easy to use in his experience. The Committee agreed that establishing a Task & Finish Group would be the best way forward and asked the Director of Governance to seek volunteers for this, encouraging those with interest, knowledge or expertise in the area to participate.

Mr Brooks commented that his name was spelt wrongly in the report and that there was an error on the listing of his Committee memberships. An error was also noted regarding the number of years of service for the Principal. The Director of Governance would make corrections accordingly.

There was some discussion on the proposed EDI Principles for Governors. In response to a query from a Member, the Director of Governance clarified that there wasn't currently a baseline and that it would be beneficial to record this in considering any decision to propose targets. There was some discussion on baseline and targets and different EDI categories that could be considered and how these would be measured. The complexity of measuring, for example, socioeconomic background was discussed. The Principal suggested a headline focus on inclusion and diversity of thought. She also cited the importance of considering the Island community's baseline which would vary from other communities. A Member considered that it was important to have a measure so that the Corporation could assess if it was improving. The Committee requested that a paper was tabled for a future meeting looking at the issues and complexities discussed before recommending EDI Principles for Governors to the Corporation. The Principal commended the significant recruitment of Governors over the last 2 years and the diversity of the Corporation that had resulted. It was considered that the current baseline if recorded would be an appropriate baseline.

There was some discussion regarding the issues highlighted in the FE Commissioner's Review of Weston College and consideration of whether the Isle of Wight College should bring forward its own External Governance Review ahead of the 3-year cycle. Members expressed confidence in the College's External Governance Review, noted that the review was undertaken quite recently in 2023/24, and that an assessment against the FE Commissioner's

recommendations had been undertaken and considered by the Audit & Risk Committee. Governance at the College, and the considerable progress made in implementing the External Governance Review recommendations was commended. It was not considered necessary to bring forward review ahead of the 3-year cycle.

There was some discussion on the review of Committee effectiveness and contribution to the SAR against the *FE Code of Good Governance*. The Committee was satisfied that there was sufficient evidence that it was meeting its ToR effectively. The Chair requested that the Director of Governance arrange for a separate meeting during the summer for as many as were able to attend from the Committee to consider its contribution to the self-assessment against the *FE Code of Good Governance*.

A Member suggested that the report on Governor attendance include the number of meetings as well as an attendance figure as a percentage.

The Committee CONSIDERED the report and:

- NOTED the Governor Attendance Report for ASSURANCE to Corporation;
- NOTED the Governor Compliance Register for ASSURANCE and ALERT to Corporation;
- NOTED progress on the 2024/25 Governance KPIs ASSURANCE to Corporation and RECOMMENDED the 2025/26 Governance KPIs for APPROVAL by Corporation;
- NOTED progress on the External Governance Review and Governance Action Plan for ASSURANCE to Corporation;
- RECOMMENDED consultation with Governors on current progress on the External Governance Review recommendations and the setting of 2025/26 objectives;
- RECOMMENDED the establishment of a Task & Finish Group to consider options and functionality for the implementation of a Board Portal;
- RECOMMENDED that a further paper considering EDI Principles for Governors is tabled for a future Committee meeting;
- NOTED the effectiveness of the Governor training programme during 2024/25 and RECOMMENDED the 2025/26 programme for APPROVAL by Corporation;
- NOTED an assessment, considered by the Audit & Risk Committee, against the FE Commissioner's recommendations following the review of Weston College for ASSURANCE and ALERT to Corporation;
- RECOMMENDED that a performance review of the Chair is implemented in-line with the *Effective Practice Guide on Senior Postholder Appraisal and Chair Performance Review*;
- RECOMMENDED that the Instrument & Articles of Government are amended in-line with the 17 June letter from the Department for Education;
- CONSIDERED the effectiveness of the Committee against its Terms of Reference and plans to contribute to the self-assessment against the *FE Code of Good Governance* and NOTE the report for ASSURANCE and ALERT to Corporation;
- CONSIDERED the Committee's terms of reference and RECOMMENDED them for APPROVAL by Corporation.

7/25 Corporation and Committee membership and structure

The Director of Governance reported on Corporation and Committee membership and structure. There were currently two external Governor vacancies. She outlined Governor recruitment activity since November 2024. There was currently a vacancy for a Designated Lead Governor for Information, Advice and Guidance (IAG), however since her written report was submitted, Mrs Teresa Gaudion had expressed an interest in serving in this role, and the Director of Governance had arranged for her to meet with College personnel in this area. The Director of Governance also outlined Governor terms of office coming to an end in the next 12 months and drew attention to Nolan Committee recommendations that Governors serve no more than two terms and that any renewal of term of office is subject to 'real scrutiny'.

The Committee considered the renewal of Mrs Jessica Garbett's term of office. The Director of Governance drew attention to Mrs Garbett's record in terms of length of service, attendance and contribution noting that Mrs Garbett had served for a total of 9 years which comprised one completed 4-year term, and a second term that she resigned after 1 year, followed by a 4-year gap before she was reappointed in 2017. The Committee discussed the issue and

were satisfied that given the 4-year gap in terms, the attendance and contribution of the Governor, and the significant recruitment that had been made to the Governing Body in the last 2 years they were satisfied to recommend Mrs Garbett's term for renewal.

The Committee also considered the renewal of Mr Matthew Bateman's term as Student Governor and recommended this for approval by Corporation.

The Director of Governance advised that since she had submitted the written paper, the Support Staff Governor, Mrs Bev Burgess, had indicated that she wished to renew her term as Support Staff Governor. The Director of Governance advised that she would prepare a paper for Corporation's consideration of this at its meeting in October 2025 when Mrs Burgess's term was due for renewal. The Committee were happy with this approach.

The Director of Governance presented the revised College Corporation Structure Chart for 2025/26 following conversations with Governors regarding Committee composition and Designated Lead Governor roles.

The Committee CONSIDERED the report and:

- NOTED and ALERT Corporation to the terms of office ending by June 2026;
- RECOMMEND the reappointment of Mrs Jessica Garbett for a 4-year term from 1 August 2025 – 31 July 2029 for APPROVAL by Corporation;
- RECOMMEND the reappointment of Mr Matthew Bateman for a 1-year term from 1 August 2025 – 31 July 2026 for APPROVAL by Corporation;
- RECOMMEND the revised College Corporation Structure Chart for 2025/26 for APPROVAL by Corporation; and
- RECOMMEND the appointment of Mrs Teresa Gaudion as Designated Lead Governor for IAG.

8/25 Review of Corporation roles and Designated Lead Governor descriptions

The Director of Governance presented the review of Corporation roles and Designated Lead Governor descriptions. She reported that Corporation roles including a summary of the respective roles of Chair, Committee Chairs, Governors, Student and Staff Governors had been reviewed and updated. In addition, Designated Lead Governor descriptions had been reviewed and refreshed for the role Designated Lead Governor for Safeguarding and Young Carers; and the now merged role for Designated Lead Governor for EDI and SEND (Special Educational Needs and Disabilities). She had consulted with the relevant senior leadership team (SLT) leads and the respective Designated Lead Governors in these areas on the refreshed documents. She outlined feedback received since the submission of her written report from the Assistant Principal (Education, Progress and Student Support). In particular, it was recommended that the latter role should be renamed as Designated Lead Governor for Inclusion to include SEND/ High Needs and EDI. It was recommended that the feedback from the Assistant Principal was incorporated into the refreshed role descriptions. The Director of Governance also drew attention to the remaining Designated Lead Governor roles and that descriptions would need to be developed for roles in the following areas: Health & Safety; IAG; and Skills.

The Committee CONSIDERED the report and

- RECOMMEND Corporation role descriptions for APPROVAL by Corporation; and
- RECOMMEND the Designated Lead Governor role descriptions for Safeguarding and Young Carers; and Inclusion (SEND/ High Needs and EDI) for APPROVAL by Corporation subject to the incorporation of feedback from the Assistant Principal.

9/25 Draft 3As report to July Corporation

The Director of Governance explained that this would form the Committee's report to Corporation of those items that the Committee wished to alert Corporation to, assure Corporation on, and recommend for approval or action. The report would be drafted in consultation with the Chair and SLT lead and circulated to Members for comment and approval prior to inclusion in the board pack.

10/25 Any Other Business

There was no other business.

11/25 Date of Next Meeting

19th November 2025

12/25 Senior Post Holder Appraisals and Objectives (CONFIDENTIAL)

13/25 Senior Post Holder Policies (CONFIDENTIAL)

14/25 Senior Post Holder Pay Award Benchmarking 2024/25 (CONFIDENTIAL)

15/25 Succession Planning for Senior Post Holders and Governors (CONFIDENTIAL)

16/25 Principal Recruitment (CONFIDENTIAL)

17/25 Self-assessment of meeting

The Chair led Members in a self-review of the meeting. It was considered that a large volume of necessary business had been dealt with and that there had been good discussion. The Chair thanked the Director of Governance for her hard work in arranging and submitting papers for the meeting.