

Minutes of the Governance Committee Meeting held in the Board Room Monday 10th October 2022 at 1pm

Present: Christine Bampton (Committee (and Corporation) Chair)
 Michelle Brabner (Principal)
 Mo Kundi (Independent Member)
 Tom Rowe (Staff Governor) (From item 5)
 Paul Walker (Independent Member, appointed as Committee Vice Chair under item 3)

In Attendance: Lisa Farnhill – Clerk

Apologies: None

Minute No.	Minutes	Action
G.23.01	<p>Item 1: Welcome and Apologies for Absence</p> <p>The Committee Chair welcomed members and attendees,</p> <p>With the meeting confirmed as quorate, the Chair thanked everyone for their time.</p> <p><u>Item 1 - Noted</u></p>	
G.23.02	<p>Item 2: Declarations of Interest</p> <p>The Corporation Chair declared an interest in item 14, the evaluation of the Chair.</p> <p><u>Item 2 – Noted:</u> <i>The Committee noted the position.</i></p>	
G.23.03	<p>Item 3: Vice Chair Appointment</p> <p>The Clerk advised the Committee no one had come forward ahead of the meeting, with it confirmed that Paul Walker had been the Vice Chair in 2021/2022. Paul indicated he was happy to continue, and this was unanimously approved by the Committee.</p> <p><u>Item 3: Approved -</u> <i>The Committee resolved to approve Paul Walker as Vice Chair of the Committee for the 2022/23 academic year.</i></p>	
G.23.04	<p>Item 4: Minutes of the Previous Meeting</p> <p>The minutes from the meeting held on 23rd June 2022 were presented and approved as an accurate record of the discussions held without amendments.</p>	

Item 4: Approved - The Committee resolved to approve for the minutes of the meeting of June 23rd, 2022.

G.23.05 Item 5 – Actions and Matters Arising

The Clerk presented the Actions Summary from the meeting on 23rd June. The Clerk informed the Committee that there had been no interest in the HE student Governor post despite targeted advertising, highlighting how low interest was common in the sector. Members highlighted the small cohort, advising that the position should remain open, however, targeted advertising should not recommence until the following year at the launch of the revised HE offer.

The Clerk reminded members of the commitment to risk appetite, noting this would be discussed further under item 15.

Item 5: Noted – The Committee noted the updates relating to outstanding actions and matters arising.

G.23.06 Item 6: Confidential Business

With the consensus of the Committee, the Committee Chair proposed that nothing within the reviewed minutes should be considered as confidential. The Committee agreed that they did not consider any items within the agenda to be confidential.

Item 6: Resolved - The Committee resolved to maintain the full minutes as a public record without redaction.

G.23.07 Item 7: Committee Self-Evaluation

The Clerk was thanked for the thorough report, which was summarised, highlighting the suggested improvements for 2022/2023. It was noted that the actions were in relation to improving governance, rather than the Committee, with the Committee having met all the requirements as laid out in the Terms of Reference.

Item 7: Noted – The Committee noted the details of the update.

G.23.08 Item 8: MEMBERSHIP MATTERS

The Clerk summarised the report, summarising and highlighting the action required by the Committee.

Appointments: Members considered the application, with feedback from the interview panel. It was agreed the skills outlined within the application indicated the applicant would be a strong addition to the Corporation. Members resolved to recommend membership to the Standards Committee. Members suggested a suitable mentor to support with understanding governance in education, with Paul Walker agreeing to act as a mentor.

Members discussed the application process, with applicants in the last year invited to observe meetings ahead of formal appointment. It was suggested this could lead to applicants assuming they would be appointed ahead of the application being reviewed and approved by the Board. Members highlighted the risks in relation to confidentiality and conduct as pre-appointment

observations would mean that the induction process and acceptance of the code of conduct would not have been completed. It was agreed that the process would be updated to only allow meeting attendance after appointment and induction.

Resignations:

Members noted the resignation of parent member, Jennifer Pullin. The Clerk confirmed there was no requirement to have a parent governor in a GFE college, however, members agreed parental perspective was valuable and attempts to replace the position would continue.

Members expressed concern over the loss of knowledge and experience when Christine Bampton retires in January. The Committee was assured by the engagement of Peridot to find a suitably skilled Chair for the Standards Committee, with the process already underway. Members agreed that the position of Board Chair would be difficult to recruit to externally, however, acknowledged that although resigning for personal reasons, the Chair proposed the Board would benefit from increased objectivity within the role, with this observation having supported her decision, highlighting her extensive association with the College. Whilst members suggested the in-depth knowledge of the organisation, FE sector and local area had been beneficial, with this insight and experience unlikely to be replicated, they accepted objectivity may be beneficial at this stage in the Corporation's journey to 'Outstanding'. It was agreed that the role holder should not hold multiple positions of responsibility, highlighting professional clerking support had reduced some of the pressure, however, having more than one additional role was not best practice and should be avoided. The Committee proposed the Corporation should consider term of appointment when appointing a Chair, noting there had been three Corporation Chair's in a three-year period. Members highlighted how all resignations had been for valid, personal reasons, however, accepted this may be perceived negatively externally. Members agreed consideration should be given to only appointing those that could serve a minimum of three years.

Members reviewed the current role description for the Chair and agreed it remained relevant for the advertisement, subject to a minor amendment in relation to SLT not SMT.

The Committee agreed to put this to the Board in October, with a view to an appointment being made in December, although acknowledging there may need to be interim arrangements put in place if recruiting externally, as it would be unlikely to conclude by December.

Members asked that any external recruitment process ensured a strong, committed candidate, and that the advert highlights the college's progress in recent years, particularly with transparency and open honest dialogue between the Corporation and senior team, emphasising how the personal attributes of the appointee will be as important as their skills and experience to continue to carry this forward.

Attendance:

The Committee noted the decline and proposed this was linked to the return to onsite meetings. The Clerk advised one meeting had a large impact, where there had been significant absence, mostly with COVID and all with valid reasons. The Clerk confirmed reasons were now being tracked.

Minute No.	Minutes	Action
	<p>Members asked for numbers in addition to percentages, with this having a significant impact when looking at smaller numbers, whilst noting it was the larger meetings where attendance had been lowest.</p> <p>Members noted the excellent skills balance of the Board and quality of discussion at meetings, being key to effective governance, with a continued commitment to tracking and improving attendance, yet acknowledging that having a diverse Board with a high proportion of employed members had resulted in lower attendance, yet, this was offset by the range of current skills and experience they brought.</p> <p><i>Item 8: Approved – The Committee resolved to recommend the appointment of Paul Hamnett to the Corporation and agreed the ongoing use of the Chair’s role description when recruiting a new Chair of the Corporation, subject to updating the word management to leadership.</i></p>	

G.23.09 Item 9: Annual Report

The Clerk summarised the report, which outlined the activities and changes in 2021/22. Members noted that this was an overview of internal activity and sector information and changes, intended to support the committee with drafting the SAR and Governance Development Plan, therefor was for internal use only.

Members discussed at length the issue in relation to manageable papers. It was agreed to separate out the executive summaries, with these at the top of the pack, with any supplementary reports collated at the end, hyperlinked to the executive summaries.

Members proposed this would support SLT in refining and improving executive summaries, knowing some members would only be reading their analysis and proposed key points, evidencing their strategic analysis of the information. Members suggested this allowed for a snapshot of information, yet still provided the full report data and the opportunity to confirm that the information had been correctly interpreted, with examples given of areas and managers that were already effective in this.

Members considered if this would be appropriate for all committees, with a particular focus on the resources committee, and agreed that provided the full reports were still included, the solution could be trialled for all committees to commence at the next round of meetings. Members agreed the exception would be the strategic action plans, which would continue to be included in full.

Members were informed of proposed improvements to the actions section of the executive summary, to be used to highlight what members needed to do with the information, rather than only being accept or approve.

Members discussed SLT attendance at governing board meetings, in relation to use of time, confidentiality and personal development. Members were reminded of Committee discussions last year around developing staff and increasing transparency and the approachability of governors and governing board meetings. Whilst agreeing that these remained a priority, members proposed that this should be through a more clearly defined process. Following discussion, it was agreed all SLT would attend throughout meetings of the Corporation, however, would only attend Committees to present their paper, with agendas structured to ensure these are delivered at the start.

It was agreed that meeting attendance for personal development would still be permitted, however, this should be recognised as a proactive request, made via their line manager or Principal and with the agreement of the Committee Chair, highlighting how different points of the year would be less time sensitive, allowing staff to be more fully engaged in the meeting.

Item 8: Resolved – The Committee noted the details of the report, resolving to change the way papers are prepared for Governors and the invitation process attendance at Committee meetings for the SLT.

G.23.10 Item 10: Governance SAR

Item 10.1 – Review of Progress Against Actions from 2020/2021 Self-Assessment

Members noted that all actions required of the Board had been completed, with aspects outstanding those outside of the control of the Corporation, whilst accepting that oversight of them and challenge may have supported more timely completion.

Members expressed their frustration at the limited scope of the recommendations as a result of the ERG, highlighting the process felt rushed, agreeing that this would be fed into the scope for the next review, whilst highlighting the improvements made by the Corporation in constructive self-assessment.

Item 10.2 – Self-Assessment of 2021/2022

The Clerk summarised the process for self-assessment, with the initial collation of data by the Clerk, presented for discussion ahead of the final draft of the Self-Assessment and Governance Development Plan. Members reviewed the highlighted areas for improvement and thanked the Clerk for the colour coding, agreeing the areas drawn out were those that needed to be prioritised for improvement.

Members proposed the initial survey outcomes, including the pie charts highlighting outliers and areas of concern would be a useful summary for the full Corporation.

Members acknowledged the rationale behind focusing on areas for improvement within the executive summary, however, insisted the final report needed to also highlight the improvements made. Attention was drawn to the large number of areas already considered to be effective and compliant which needed to be celebrated. Members indicated the effort taken by members to complete the survey and add additional comments was testament to the sense of achievement and improvement and positive association with the College and Board.

Members concluded by reiterating the importance of full feedback to all members due to the time taken by members to complete the survey. It was agreed the executive summary, along with survey outcomes would be provided in the paper pack, with any members wishing to see the compliance against the Code report directed to the Clerk.

Item 10: Approved – The Committee resolved to approve the areas for development following the analysis of the SAR information and code compliance report. The Committee resolved to present the survey outcomes to the Corporation and ask for their approval of the areas for development ahead of the Clerk drafting the final report to be approved by the Board in December.

Minute No.	Minutes	Action
G. 23.11	<p>Item 11: Governance Section of the Financial Statements</p> <p>The Clerk highlighted how all the additional funding requirement elements had been included. It was noted that there had been limited guidance around the level of detail and agreed that what had been included looked both appropriate and sufficient.</p> <p>It was suggested that within the Corporation, there were members with an exceptional eye for detail, that could support with proofreading complex documents. It was agreed that to avoid duplication of review, with this being a section of the overarching financial statements, the Dir. Finance and Facilities may wish to approach a member to proofread the full final draft ahead of presentation to the Resources Committee. The Principal agreed to discuss the proposal with the Dir. Finance and Facilities, noting how he was already proactive in approaching governors to discuss ideas and seek feedback.</p> <p><i>Item 11: Approved – The Committee resolved to recommend the Governance Statement to the Resources Committee for inclusion in the Financial Statements of 2021/2022.</i></p>	Principal
G. 23.12	<p>Item 12: Training Update</p> <p>The Clerk informed the Committee this was for information, as a final update on training completed in 2021/2022.</p> <p><i>Item 12: Noted – The Committee noted the update.</i></p>	
G. 23.13	<p>Item 13: Governors Handbook</p> <p>The Clerk summarised the process for review and approval, with members agreeing it included all necessary documents and links. The Clerk reminded the Committee of the importance of the Code of Conduct, with this being the rationale for its inclusion in full, requiring members to re-affirm their commitment to it annually.</p> <p><i>Item 13: Approved – The Committee resolved to recommend the Handbook to the Corporation for approval, including re-affirming commitment to the Code of Conduct.</i></p>	
G. 23.14	<p>Item 14: Chair's Evaluation</p> <p>The Clerk proposed this had been covered sufficiently through the inclusion of specific questions around the approach of the Chair within the Self-Assessment Survey. The Clerk reminded the Committee that the survey had been anonymised and included the opportunity to provide additional comments alongside questions. The Committee was informed that this year, the Chair had also undergone a review meeting with the Vice Chair.</p> <p><i>Item 11: Approved – The Committee resolved to propose to the Corporation that the Chair's evaluation had been completed, with no requirement for an additional form or survey.</i></p>	

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G. 23.15	Item 15: Risk Appetite	Principal
	<p>The Clerk informed the Committee that the information circulated was intended to support discussions, reminding of the decision to undertake the initial review as a committee working group rather than allocate this to the strategy day.</p> <p>Members acknowledged the committee had extensive knowledge and experience and although had representation from across the Committees, broader representation should be invited to the working group.</p> <p>Members discussed the purpose and use of the risk appetite statement, along with the process for ascertaining the Corporation's appetite for risk. The Principal agreed to work with the Dir. Finance and Facilities to update the template with the key areas of the business ahead of the working group and would look to propose dates for the working group to the Corporation, noting this needed approving ahead of the review of the strategic plan.</p> <p><i>Item 11: Noted – The Committee resolved to note the information and incorporate this into working group discussions around risk tolerance, opening the group up to any additional volunteers from the Corporation.</i></p>	
G.23.16	Item 16: Items to be reported to the Corporation	
	<p>The Committee agreed the following items to be reported to the Corporation:</p> <p>Item 8 – Member appointment (for approval) and the continued use of the existing Chair role description, with a recommendation any nominations are those intending to undertake the role for a minimum of three years.</p> <p>Item 10 – SAR executive summary and outcomes of the member survey</p> <p>Item 11 – Financial Statements Governance Extract to the Resources Committee</p> <p>Item 13 – recommend the approval of the handbook content and ask members to reaffirm their commitment to the Code of Conduct</p> <p>Item 14 – inform the Corporation of the Committee's recommendation is that the activities undertaken to date relating to the evaluation of the Chair were sufficient</p> <p>Item 16 – advise the Corporation of the recommendation to form a risk appetite working party, inviting volunteers</p> <p><i>Item 16 – Approved: The Committee approved the information for presentation to the Corporation.</i></p>	
G.23.17	Item 17: Closing Comments and the Date of the Next Meeting	
	<p>The Chair thanked members for their attendance and contributions and thanked the Clerk for the work in producing the reports.</p> <p>Members noted the next meeting would be on 7th March.</p> <p><i>Item 17- Noted:</i></p> <p>The meeting closed at 2.45pm</p>	