

**Minutes of the Governance Committee Meeting held in the Board Room  
Wednesday 14<sup>th</sup> December 2022 at 4pm**

**Present:** Christine Bampton (Chair)  
Michelle Brabner (Principal)  
Mo Kundi (Independent Member)  
Tom Rowe (Staff Member) (from item 5)  
Paul Walker (Independent Member)

**In Attendance:** Lisa Farnhill – Clerk

Minute No.	Minutes	Action
<b>G.23.18</b>	<p><b>Item 1: Welcome and Apologies for Absence</b></p> <p>The Committee Chair welcomed everyone, giving thanks to the members for giving up their time during this busy period.</p> <p><b><u>Item 1 - Noted</u></b></p>	
<b>G.23.19</b>	<p><b>Item 2: Declarations of Interest</b></p> <p>No interests were declared.</p> <p><b><u>Item 2 – Noted:</u></b> <i>The Committee noted the position.</i></p>	
<b>G.23.20</b>	<p><b>Item 3: Minutes of the Previous Meeting</b></p> <p>The Chair reminded the Committee that as an extraordinary meeting, there was no requirement for the Committee to review and approve the minutes, confirming that these would be reviewed at the next scheduled meeting of the Committee.</p> <p><b><u>Item 3: Deferred</u></b></p>	
<b>G.23.21</b>	<p><b>Item 4: Actions and Matters Arising</b></p> <p>The Chair confirmed that only the matters the meeting had been called to review would be discussed, with all other matters deferred to the next scheduled meeting of the Committee</p> <p><b><u>Item 4: Deferred</u></b></p>	

**G.23.22 Item 5: Confidential Business**

With the consensus of the Committee, the Committee Chair proposed that nothing within the agenda was deemed confidential, however, matters relating to recruitment, particularly in relation to the unsuccessful candidate should be reviewed carefully ahead of publication.

***Item 4: Resolved - The Committee resolved to review the minutes relating to item six and consider redaction ahead of publication.***

**G.23.23 Item 6: Membership Matters****Item 6.1: New member appointment to the position of Standards Committee Chair**

The Committee were given a summary of the application and interview process, with an overview of the strengths of the candidates taken to interview. The panel commended Peridot for the high standard of those proposed, with it noted the recommended candidate was considered a better cultural fit with the College Corporation, bringing extensive skills and experience to the role. The Panel confirmed both were appointable, however, the funding restrictions around the use of the agency prevented the Corporation being able to offer roles to both applicants.

Members offered their support to the recommendation of the panel, agreeing to recommend the Corporation appoint Roderic Gillespie as a member of the Governing Board for a term of 4 years, subject to the relevant checks being undertaken. It was agreed that the appointment should commence in January, allowing sufficient time for the Clerk to conduct due diligence checks that would usually form part of the colleges own recruitment and selection processes, which had not been possible due to the use of the agency.

Members agreed that the skills and experience of Roderic were compatible with the role of Committee Chair and agreed that the recommendation should include appointment to the Standards Committee as Committee Chair for a period of two years.

***Item 6.1 - Approved: The Committee resolved to recommend the appointment of Roderic Gillespie to the Corporation for a term of 4 years. The Committee agreed this should include appointment to the Standards Committee, undertaking the role of Committee Chair for a period of two years.***

**G.23.24 Item 6.2: Committee Structure Updates**

The Clerk summarised the recommended changes, highlighting that this included the appointment of Roderic to the Standards Committee as Chair, updating the Chair of Remuneration to Diane Hutchinson, allowing Mo Kundi to relinquish the additional interim role he had undertaken. Members noted that in addition there were contingency plans for the role of the Resources Committee Chair, only to be implemented subject to Paul Walker becoming Chair of the Corporation, with Rob Firth having confirmed he would undertake this responsibility. Members noted that the Governance Committee would be Chaired by the Corporation Chair.

The Committee agreed this provided a strong and balanced Committee structure and prevented individuals taking on too much additional responsibility.

Members were reminded that the role of Chair to a Committee would also include the offer of a place on the Remuneration Committee and Governance Committee, which had been discussed with Rob, who was happy to become a Governance and Remuneration member, however, Diane was not yet able to add the additional commitment of the Governance Committee. Members noted the clause that allowed members to nominate a Committee member to represent them on the Governance Committee, noting all those on Remuneration would sit on Governance, and therefore it was well represented.

Members noted this had not yet been discussed with Roderic, with the Clerk confirming this would form part of the induction discussions, again, allowing a member to represent the Standards Committee if Roderic was unable to undertake this additional responsibility.

Members discussed at length the membership of the Audit Committee, which exceeded the regulations within the Audit Code of Practice, however, only met the minimum requirement in their own Terms of Reference. Members considered the benefits of recruiting a member or associate to the committee, noting the current terms of reference stated Board Members should outnumber the associates, which was unnecessary, with it highlighted how the objectivity of associates was beneficial to the Audit Committee, which was intended to provide independent assurance to the Corporation. The Audit Chair confirmed discussions within the Audit Committee were challenging based on a broad skillset as evidenced in the annual report, with members flexible in relation to dates to prevent quoracy issues.

Members agreed the Audit Committee should consider a review of this clause to allow for additional associates, however, concluded additional active recruitment at this time was unnecessary, based on assurance by the Audit Committee Chair, and the time taken to recruit using the agency. Members noted that a further search for Standards Committee members scheduled to commence in January which would take up considerable time and suggested that the marketing team could be asked to place an open advert on the College's website and social media.

Clerk/  
marketing

Members noted that the reduced overall size of the Corporation was impacting availability for Committee appointments, with it agreed this should be reviewed in the coming year to ensure there was diversity of opinion alongside broad experiences and general diversity.

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***Item 6.1: Approved – The Committee resolved to recommend the updated Committee Structure to the Corporation for approval.***

#### **G.23.25 Item 6.3: Link Governor Updates**

The Clerk summarised the requested change and vacancies. The Chair of the Corporation informed the Committee that she had recently undertaken link visits in the areas she was vacating, therefore, suggested, as none statutory roles, a decision on replacements did not need to be made in haste.

It was agreed that Mark Aberdein would take up the Careers role, with the Principal providing reassurance around the inspection of this and link to the

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	<p>Accountability Statement. It was agreed Rob Firth would maintain the support elements of his previous link role, as well as risk and the overall Lead Link Governor role, noting his experience and commitment made him ideally suited to offering support to other members.</p>	
	<p>Members concluded that no further changes were necessary, with it suggested annual meetings with members could be undertaken earlier in the year to allow for a more detailed full review of the link scheme ahead of implementation for 2023/2024</p>	<p>Chair/ Vice Chair (Clerk to support)</p>
	<p><b><i>Item 6.3: Approved – The Committee resolved to recommend the updated link governor proposal to the Corporation for approval.</i></b></p>	
G.23.26	<p><b>Item 7: Governance SAR</b></p>	
	<p>Members thanked the Clerk for her work in producing the comprehensive report that accurately reflected the strengths and areas for improvement of the Corporation. Members noted how gratifying it was to read the progress and improvements of the Corporation, concluding they would recommend that the Corporation approve its publication.</p>	
	<p><b><i>Item 10: Approved – The Committee resolved to recommend the Corporation approve the publication of the final Governance Self-Assessment Report.</i></b></p>	
G. 23.27	<p><b>Item 8: ONS Reclassification of Colleges as a Public Body</b></p>	
	<p>The Clerk summarised the report, including implications of reclassification, urging members to listen to the webinar or attend one of the available sessions to ensure they were fully appraised of the implications.</p>	
	<p>The Principal confirmed that along with the Corporation Vice Chair and VP Finance and Facilities, they would be attending a briefing by a law firm in the new year.</p>	
	<p>Members noted the information circulated by the VP Finance and Facilities had provided a useful overview, however, due to the way in which the reclassification had been immediate, the full implications for the sector were still unclear. The Principal confirmed she had included this within her Principal’s report, drawing on the information provided by the Clerk, which was drawn from a number of updates to the sector by law firms and the AOC.</p>	
	<p>Members concluded by agreeing no action should be taken until further clarity on the implications and expected college responses were clearly defined by the DfE, to ensure any response or actions were fully compliant and not hastily implemented ahead of full understanding being gained.</p>	
	<p><b><i>Item 8 - Resolved: The Committee resolved to recommend the report as essential information to the Corporation.</i></b></p>	
G.23.28	<p><b>Item 9: Items to be Reported to the Corporation</b></p>	
	<p>The Chair confirmed item six, membership matters and item seven, the Governance Self-Assessment were to be recommended to the Corporation for approval, with item eight, the ONS reclassification information to be</p>	

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presented as essential information. The Clerk confirmed that these had been circulated in the pack provided to the Corporation.

***Item 9 – Approved: The Committee approved the information to be presented to the Corporation.***

**G.23.29 Item 10: Closing Comments and the Date of the Next Meeting**

The next meeting was confirmed to be the scheduled meeting on 7<sup>th</sup> March 2023. The Chair was thanked for all of her time and dedicated service, with the Committee stating her expertise alongside her warm and friendly approach would be greatly missed.

***Item 10- Noted:***

**The meeting ended at 4.30pm**