

**Minutes of the Governance Committee Meeting held Wednesday 25th September 2024 at 5pm
Southport College Board Room**

Present:	Paul Walker (Committee and Corporation Chair) Michelle Brabner (Principal) Rob Firth (Independent Governor) (up to and including item 9) Roderic Gillespie (Independent Governor) Mo Kundi (Independent Governor) Diane Hutchinson (Independent Governor) Tom Rowe (Staff Governor)
In Attendance:	Lisa Farnhill (Dir. Governance and Compliance) Mark Burrows (Deputy Principal (up to and including item 7 only)
Apologies	Laura Bell (Board Vice Chair – invited as an Attendee)

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G.25.01	ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE Members noted that the Board Vice Chair had a standing invitation but would not be able to attend today. <i>Item 1 – Resolved: Members resolved to accept the apologies of Laura Bell, who has a standing invitation as an attendee.</i>	
G.25.02	ITEM 2: DECLARATIONS OF INTEREST Standing interests were noted, with it clarified Rob Firth and Diane Hutchinson would withdraw for their reappointment decisions and the Chair would withdraw for item 16. <i>Item 2 – Noted: The Committee noted the interest declared.</i>	
G.25.03	ITEM 3: APPOINTMENT OF A COMMITTEE VICE CHAIR Members approved the continuation of Mo Kundi as Vice Chair for 2024/2025. <i>Item 3 – Approved: The Committee approved the appointment of Mo Kundi as Committee Vice Chair for 2024/25.</i>	
G.22.04	ITEM 4: MINUTES OF THE PREVIOUS MEETING The Committee Chair presented the minutes from the meeting held on 18 th June 2024. Members confirmed there were no inaccuracies. Following confirmation all actions were either addressed under item 4 or included on the agenda, the minutes were approved.	

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	<u>Item 4 Approved - The Committee approved the minutes of the meeting held on 18th June 2024.</u>	
G.25.05	ITEM 5: REVIEWING THE IMPACT AND ACTIONS OF THE PREVIOUS MEETING	
	The Actions Summary was presented by the Dir. Governance and Compliance, with members updated on the actions undertaken.	
	The Audit Committee Chair confirmed he had received the contact details for the new member in his Committee and intended to reach out to offer support It was noted he had attended virtually at eh September meeting, asking some pertinent and insightful questions.	AC Chair
	It was confirmed that the conversations regarding changing or adding additional Committee membership for some members still needed to take place, with the Dir. Governance and Compliance offering to undertake these discussions on behalf of the Chair.	Dir. G&C
	The Dir. Governance and Compliance clarified how the events were being circulated in the meeting date section and by calendar invite from the Executive PA.	
	<u>Item 5: Noted – The Committee noted the updates relating to outstanding actions and matters arising.</u>	
G.25.06	ITEM 6: CONFIDENTIAL BUSINESS	
	With the consensus of the Committee, it was confirmed nothing within the minutes needed to be redacted.	
	<u>Item 6: Resolved - The Committee resolved to maintain the full minutes as a public record without redaction.</u>	
G.25.07	ITEM 7: LINK GOVERNOR SCHEME	
	The Deputy Principal confirmed that the scheme had been revised taking into account the feedback of the Committee, highlighting how the previous scheme had been set up at a time when it was felt the Board would benefit from additional scrutiny in a broad number of areas due to the circumstances at that time. Members were advised of the improvements to outcomes, and accuracy of predicted grades, as well as the improvements in reporting and other formats for triangulating information, reducing the need for close scrutiny.	
	In reviewing the information presented, members agreed that the scheme needed simplifying, with agreement that the suggested two-tier approach, with statutory and high risk areas receiving more frequent visits and other business areas having annual visits could work well, reducing the burden on staff and governors. A member suggested only visiting annually would make it difficult build relationships and to gain a full understanding of the area linked to. It was clarified that this was a minimum expectation, with flexibility maintained to allow this to be tailored between the governor and link area.	
	Members discussed the benefits of other activities, including celebratory events, learning walks and working parties, with it agreed it would be beneficial to have these brought together in one document, as a Governor Engagement Strategy, as opposed to having the Link Governor Scheme as a stand-alone scheme.	

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	<p>In considering which link areas should be maintained and which removed, it was agreed that the Deputy Principal should put together a proposal, reducing the number of areas, maintaining key high risk and relevant business areas. A suggestion was made to include a community link to ensure insight and oversight of the considerable community engagement work and linking the strategic intention of being at the heart of the community. Members were given an overview of the community engagement and support work done over the summer following the incident in the town, with the College approach commended for being appropriate and sensitive.</p>	
	<p>A member indicated how it had been disappointing that only a small number of governors had attended the Learning Walks, which had received exceptional feedback. It was suggested that those who had attended and found it beneficial should feed this back to ensure members knew what a worthwhile activity it had been and encourage a higher take up for the next sessions. It was suggested that the engagement strategy should outline an expectation of a minimum number of engagement activities, with this to be supported by having a full map of opportunities at the start of the year. A member asked if there would be the possibility to have an evening session, noting that this would be beneficial to the working governors, as well as providing insight to a different provision type. It was agreed that this would also be made available this academic year, with the Deputy Principal advising it linked with discussions held within the Standards Committee meeting about the need to bring to the fore the outstanding work done with non-regulated provision.</p>	<p>Members /Res Com Chair</p> <p>Deputy Principal</p>
	<p>The Principal and Deputy Principal reflected positively on their experience of feeling supported, able to reach out to governors when they need to, with the Chair confirming feedback from the Governor reviews mirrored the feedback of staff, with Governors feeling the Board is engaged and well connected to the College.</p>	
	<p>A member suggested that although college activity had increased and governors were more connected, some pre-covid activities, including attendance at focus groups, had not resumed. This was discussed at length, establishing the purpose and benefits of governor attendance at these groups, with it established it was governor interaction with students, but also the ability to observe genuine feedback in an unobtrusive way that resulted in genuine insight and not staged or guarded responses, or limiting the types of students that governors were able to interact with.</p>	
	<p>In recognising processes had changed since the previously observed activities took place, the Principal and Deputy Principal considered how this could be built into current focus groups, forums and governor link opportunities. Following a review of a range proposals, it was agreed that the relevant link governor would be invited to attend the forums with student focus groups built into learning walk days to maximise the benefits of these days.</p>	<p>Deputy Principal</p>
	<p>To conclude, members confirmed that the feedback should be captured to ensure impact could be evidenced, however insisted this should be simplified and reformatted as a survey, asking what activity had taken place, and 'two likes and a wish' with it clarified this would outline two positives, and either a suggestion or improvement.</p>	
	<p><i>Item 7: Resolved - The Committee resolved to support a redevelopment of the link governor scheme into a broader Governor Engagement Strategy, to include link activity in two tiers, with less frequent contact required for non-statutory areas.</i></p>	

G.25.08 ITEM 8: COMMITTEE SELF-EVALUATION

The Dir. Governance and Compliance explained how her review, alongside comments and feedback from the external review, found that the Committee, and Governance generally within the college, was effective. Having met their Terms of Reference and having made a

number of improvements in recent years, it had been difficult to identify anything specifically for the Committee to work on. The Committee agreed to adopt the Governance Development Plan (GDP) as their own development plan, and support in the execution of the overall improvements. A member acknowledged the ongoing commitment to self-improvement but highlighted that there was also benefit in acknowledging when improvements had been made and targets hit.

The Dir Governance outlined progress to date in achieving the first year’s targets of the GPD, with the Stakeholder Engagement Strategy included on the agenda, and initial exploration of portals having commenced. This had focused on researching portals with AI features, as considered to be a significant factor in making this a cost-effective decision. The Committee noted formal and informal research had begun, having reached out to those using the products, as well as having attended some webinars. Members were advised the next step was to arrange trials and demonstrations with the Committee asked what elements they thought were important, with the Dir. Governance and Compliance having told the first company that usability, support and AI were key factors.

A member suggested the reason for implementing the portal should be used to gauge its value, including time saved for members, through dissemination of large volumes of information, therefore the quality of the AI was pivotal, with another suggesting the AI being open or closed should be taken into consideration. Intuition of use, technical support and training were also considered to be important, to ensure the governors and staff using it can get the most from the available technology, with an example given of how AI has been used to analyse feedback in a recent consultation by Ofsted.

Item 8: Approved - The Committee resolved to approve the self-evaluation and committed to the improvements as those outlined in the Governance SAR and ERG GDP.

G.25.10 ITEM 9: MEMBERSHIP MATTERS

9.1 - Attendance Report

Members reviewed the information, acknowledging the impact of measures to improve attendance with members thanked for their commitment and engagement. Members agreed that although hybrid meetings were not the preference, it allowed for working members to be present when work commitments would have otherwise prevented it.

9.2 - Resignations and Leave Requests

Members noted the information.

9.3 Forthcoming Terms of Office and Succession Plan

Members reviewed the risk rated succession plan and acknowledged the need to continue to be proactive to maintain the skills mix of the Board.

The Committee noted the early review of the forthcoming terms of office due to there not being another Governance meeting before December Corporation, agreeing once received, they could review Susannah Porter’s application by email, with members highlighting the value of her knowledge of the local area and College.

Members asked about the process for electing a Chair of the Corporation, with the Dir, Governance and Compliance confirming this would be done by the corporation and was not a responsibility of the committee. The Dir. Governance and Compliance confirmed she would contact them ahead of the meeting to discuss their intention to continue in the position.

Members discussed the application from a prospective member, noting the high calibre and significant experience of the application, thanking the Director of Governance and Compliance for linking the skills audit outcomes of the applicant to the skills audit analysis, agreeing that the proposed member would fill the gaps from the terms ending in December. A member expressed concern over the potential conflict of interest with serving on two other local education Boards. Although some recognised the conflict, they also proposed it could be managed and may serve as a benefit, supporting the college and promoting it within the local area. Members also highlighted that at present, due to there being no issues or concerns due to the improving performance of the College, the conflict and risk to the college was minimised, however, suggested it could pose an issue if the College was underperforming, and may impact the positive relationship with the local schools. It was agreed this would be considered further ahead of taking the application further, with it agreed that if taken to interview, this would be a matter raised in the interview.

**Principal
and Dir.
Gov. &
Comp.**

It was agreed that should the Chair, Principal and Dir. Governance and Compliance feel that the conflict could be managed, then an interview panel could be formed, with the outcome to be circulated to members for consideration by Written Resolution or by an Extraordinary Meeting, with a view to making any decision regarding appointment at the Board meeting in December.

When reviewing the risks relating to Audit Committee membership, a member advised the Committee that they had spoken with a prospective candidate that was serving on a local charity Board, with significant local government financial experience. The Dir Governance and Compliance confirmed she had sent out a pack of information to them and would provide any relevant updates.

9.4 – Member (and Cttee Chair) re-appointment

The Committee was advised of the expression of interest from Margaret Boneham for the role of Resources Committee Chair. The Committee considered the proposal, suggesting her experience from the education sector and on the Committee would make her the ideal successor for the role, with it agreed this would be put to the Corporation for approval.

Rob Firth withdrew.

Members reviewed the application for associate membership, acknowledging the benefits of retaining corporate memory within the Board, recognising the significant number of new appointments.

Members agreed that this would be of benefit to the incoming Committee Chair, however, proposed following this, Rob could offer ongoing support to the audit committee, noting his financial expertise would be beneficial to their work, and this change in committee would evidence ongoing independence and objectivity whilst maintaining his support.

Rob Firth returned to the meeting

Diane Hutchinson left the meeting.

Members noted the value of Diane's engagement and experience, being active in her capacity as link for HR, which had been appreciated by the Dir. HR. Having recently taken over as the Remuneration Chair, it was noted that Diane was now a member of three Committee's, with excellent attendance and regular contributions to all the meetings she attended. It was unanimously agreed that Diane's should be recommended for reappointment.

Diane Hutchinson returned to the meeting

9.5 - Committee membership for 24/25

Members considered the current structure of Committee's. They agreed that should those being contacted to either move or take up an additional Committee agreed to the changes, this would not need to be brought back for review and could be considered as approved.

The Committee resolved to defer any decision relating to Committee appointments for the prospective new members until after interview, agreeing this could be done as part of the appointment process, whether by Written Resolution or Emergency Meeting.

9.6 - Member Reviews Feedback (Verbal)

The Committee Chair outlined IT issues which had hindered the process, proposing more would be done to test the process ahead of the reviews next year. Members considered the benefits of alternative formats, including onsite, however, following discussion, it was agreed that online was more convenient and worked well when the systems were working, and reduced the time burden as online meetings were considered to be more efficient, without the need for the formalities expected when meeting face to face.

The Committee noted the themes from the reviews had been positive, providing valuable feedback, evidencing good engagement and enjoyment of the role, however, the timing meant members had not been onsite or attended a meeting for a number of months, and it was felt that this impacted the depth of the feedback.

In reviewing the process, members were asked for their thoughts on reducing the burden of the activity on those in attendance through a rolling programme of reviews, potentially termly, linked to the appointment date of members, suggesting that reviews at different times of the year may bring different insight and raise different issues.

Members considered this at length, concluding that having all reviews conducted around the same time, linked to the self-assessment process remained the preference. Members did however ask for the timing to be reconsidered, with it agreed that the process worked best in the spring/summer. Members suggested additional work could be done to support members in preparing for the reviews, potentially through a review of the pre-meeting form, to help it guide members through what would be discussed, to ensure they are prepared and bring to the discussions constructive feedback and potential areas for improvement.

**Dir. Gov. &
Comp.**

Item 9: Resolved – The Committee resolved to:

- recommend the reappointment of Diane Hutchinson as an Independent Governor for a further four-year term***
- recommend the appointment of Rob Firth as an associate to the Resources Committee for a term of two years***
- receive and review the reappointment questionnaire of Susannah Porter by written resolution***
- delegate the consideration of the application for a new independent governor to the Chair, Principal and Dir. of Governance and Compliance who will convene an interview panel in accordance with the standing orders if the conflict of interest is considered to be manageable***

G.25.11 ITEM 10: SKILLS AUDIT

The Dir. Governance and Compliance outlined the process used to review and update the format for the skills audit. Members noted how this now grouped questions into themes

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	<p>to reduce the risks associated with analysing individual questions, which had in the past resulted in operational rather than strategic analysis of skills needs.</p> <p>The Chair informed the Committee of how he had used this to direct his discussions with members during the annual reviews, with some members having scored themselves down in some areas as their skills and knowledge, although extensive, were not sector specific, and although the process had improved it remains subjective.</p> <p>Members highlighted the benefit of the heat map in identifying gaps and supporting succession planning. Members agreed this would be beneficial for use with succession planning and future recruitment activity.</p> <p><i>Item 10: Resolved – The Committee resolved to approve the ongoing use of the new format, agreeing to use the information to support their work in the coming year.</i></p>	
G.25.12	ITEM 11: ANNUAL REPORT	
	<p>The Dir. Governance and Compliance summarised document, indicating this had been created as an annual report of the committee, to be similar to annual reports generated by other Committee's to summarise their work to the Corporation. Members were advised this was not a statutory requirement and asked if they found the report beneficial, advising it was time-consuming to collate all of the data and information.</p> <p>Members acknowledged that everything within the report was held elsewhere and could be collated if needed and did not necessarily need to be created for the Committee in this format or at this time. A member suggested that this is where a portal with inbuilt AI may be helpful in bringing together all of this information should it be needed. It was agreed that this document would not be included in the calendar of reports for the following year however could always be reinstated if when on reflection in October 2025 it was felt it had been beneficial.</p> <p><i>Item 11: Resolved – The Committee resolved to</i></p>	Dir. Gov. & Comp.
G.25.13	ITEM 12: GOVERNANCE STATEMENT AND MEMBERS REPORT 23/24	
	<p>The Dir. Governance and Compliance summarised the report, confirming it followed the Casterbridge model, with minimal changes this year.</p> <p><i>Item 12: Resolved – The Committee resolved to recommend the Corporation approve this section within the Financial Statements when presented following review by Resources and Audit.</i></p>	
G.25.14	ITEM 13: GOVERNORS TRAINING	
	<p>Members reviewed the information, proposing that the increase in logged training was further evidence of improved governor engagement.</p> <p>The Chair informed the Committee that members who had outlined specific training needs had been directed to information provided by the Dir. Governance and Compliance relating to training courses.</p> <p>When considering requests made in either the skills audit or annual reviews for training, members noted that there were no themes that could be addressed by full Board</p>	

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training. IT support and confidence in navigating the available systems was discussed, with it agreed the most appropriate approach for this was individualised support.

Item 13 – Noted: The Committee resolved to continue to monitor training needs and training completion

G.25.15 ITEM 14: GOVERNORS HANDBOOK AND POLICIES

The Dir. Governance and Compliance summarised the content and format of the handbook with attention drawn to the areas for approval as follows:

14.1 Code of Conduct: reminding members that in approving this, governors are reaffirming their commitment to the Code of Conduct. Members noted there was no amendments to the Code.

14.2 Conflict Of Interests Policy: Members were informed of an update within the Financial Handbook that meant a policy was now required, noting this had previously been embedded into the Standing Orders, however, the process was now formalised into a policy.

14.3 Stakeholder Engagement: The Committee was advised that the Dir. Governance and Compliance had been asked to draft a Social Values Policy to support with LCR funding and grant applications. The Dir. Governance and Compliance confirmed that the examples reviewed had content that aligned with the action form the External Review of Governance relating to drafting and reporting against a Stakeholder Engagement Policy, therefore the two actions had been combined into one policy. Members were informed there would be an annual report on policy compliance, outlining engagement activity and key themes to support the Board with the triangulation of stakeholder feedback, which had been difficult when it had been reported at different times of the year.

14.4 Policy Writing and Approval Policy – Members noted that this had been included for information and assurances of the actions undertaken to strengthen the oversight of policy compliance.

Item 14 – Approved: The Committee resolved to recommend the Corporation approve:

- ***the format of the handbook***
- ***The conflicts of interests' policy***
- ***The stakeholder engagement policy***

G.25.16 ITEM 15: ITEMS TO BE REPORTED TO THE CORPORATION

Members were advised that the Corporation meeting was embedded into the Strategy Event, preventing the opportunity for a detailed committee update, however, would provide the opportunity for approval of timely information, with all other assurances carried forward to December.

Members agreed to report the following to the Corporation for approval in October:

- Handbook format and content including:
 - Code of conduct
 - The conflicts of interests' policy
 - The stakeholder engagement policy

The following would be deferred to December

- Approval of governance statement (as part of the overall accounts as reviewed and recommended by Resources and Audit)
- Ask for approval for appointment as Rob Firth as an associate
- Ask for approval for reappointment of Diane Hutchinson
- Advise the cttee of the appointment of Margaret Boneham as Resources Committee chair

Item 15 – Resolved: The Committee resolved to recommend that the Corporation's attention is drawn to key information and approvals sought as outlined above.

G.25.17 ITEM 16: APPRAISAL OF THE CHAIR

Members noted that due to the change in format of the self-assessment, there was no longer the opportunity to provide confidential feedback via the SAR questionnaire. Members were advised the Chair and Vice Chair carry out the same annual review as completed by all members, with the continued opportunity to feedback after each meeting, including about how a meeting was Chaired. Members however concluded it was essential to provide an opportunity to give thanks and appreciation for the significant additional responsibilities undertaken by the Chair, as well as acknowledging the need to have a mechanism for raising concerns should there be any.

Members were advised by the Dir. Governance and Compliance that there had been positive feedback to the Chair during the annual member review she attended to support when the Vice Chair had not been available, as well as comments made during follow up surveys following meetings and Strategy Events. The Committee acknowledged this provided some information, however, agreed there should be a review process specifically for the Chair as had been used in the past.

The Committee discussed options, concluding a survey would be the most appropriate, with it agreed this should include the senior team, confirming this should be the SLT and associate SLT. A range of questions were considered, with the benefits of direct, open or leading questions discussed, concluding only one was necessary, with the Board and SLT to be asked to provide any comments or suggestions relating to Paul Walker as Chair of the Corporation. Members indicated this should provide the opportunity to provide positive or constructive feedback, with it hoped this would focus on the Chair's capacity in the role, and not lead to any personal comments. Members proposed there should be a fixed period for responding, indicating anyone who wished to respond would be compelled by the time limit, with the Dir. Governance and Compliance confirming no names or roles would be requested.

In considering who should collate and feed this back, it was acknowledged that there was a conflict relating to those line managed by the Chair, therefore it would be more appropriate for this to be the Vice Chair, along with the Chair of the Audit Committee.

Item 16 – Resolved: The Committee resolved to circulate a one question survey to the Board and SLT to ensure the opportunity to provide confidential feedback is provided.

G.25.18 ITEM 17: DATE OF NEXT MEETING AND CLOSING COMMENTS

In closing the meeting, members were thanked for their time and contributions. A member reflected on the earlier item of self-assessment, proposing the improved efficiency and impact of the Committee could be due to how it is constructed, being made up of Committee Chair's.

Members noted the next meeting of the Committee was 11th February 2025, however, that there may be a requirement to convene or review items by Written Resolution ahead of this as outlined throughout the meeting.

The meeting closed at 7.17pm