

**Minutes of the Governance Committee Meeting held via MS Teams on Tuesday 7th March 2023
at 1pm**

Present: Michelle Brabner (Principal)
Rob Firth (Independent Governor)
Roderic Gillespie (Independent Governor)
Mo Kundi (Independent Governor)
Paul Walker (Independent Governor) (Corporation & Committee Chair)

In Attendance: Lisa Farnhill – Clerk
Diane Hutchinson (Independent Governor)
Laura Bell (Independent Governor)

Apologies Tom Rowe (Staff Governor)

Minute No.	Minutes	Action
G.23.30	ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE The Chair opened the meeting, welcoming new members and attendees. The apologies of Tom Rowe were presented and accepted. <u>Item 1 - Accepted</u>	
G.23.31	ITEM 2: DECLARATIONS OF INTEREST The Principal declared an interest in relation to item 11.2, confirming she had been a member of the inspection team for the College that had provided information on preparing for inspection. It was clarified that the information provided came directly from the Governance Professional at the College, and the Principal, as an inspector would not comment on the inspection or outcome, with this being presented by the Clerk to provide insight into preparations. <u>Item 2 – Noted: The Committee noted the declaration made.</u>	
G.23.32	ITEM 3: MINUTES OF THE PREVIOUS MEETING The Chair presented the minutes from the scheduled meeting held on 10 th October and the extraordinary meeting on 14 th December 2022. Members confirmed no matters other than those already detailed in the report under item 4 needed to be clarified. <u>Item 3: Approved - The Committee approved the minutes of the meeting held on October 10th and the Extraordinary meeting of December 14th 2022.</u>	

Minute No.	Minutes	Action
G.23.33	<p>ITEM 4 – ACTIONS AND MATTERS ARISING</p> <p>The actions following the matters arising from previous meetings were summarised, with it clarified that a number of long standing actions were now completed or superseded, including around HE governor recruitment, finance training, data dashboards and risk appetite statements.</p> <p>The Clerk provided an update on the development of an open advert to be marketed by the College. It was noted this would go live once the current round of interviews concluded, with the student governor post to be advertised after Easter, with a view to appointing a year 12 before the summer break, and a new entrant early in the next academic year.</p> <p>It was agreed that the action around an early review of the financial statements by a Resources Committee member, ahead of presentation to the Resources Committee (from minute G.23.11) would not be considered complete. It was suggested this should be carried forward, with sufficient time planned in for the 2022/2023 financial statements to be reviewed before Committee presentation, to ensure errors could be addressed ahead of the meeting, allowing the meeting to focus on the content. The Resources Committee Chair agreed to own this action and would put this to the VP Finance and Facilities, to ensure sufficient time was planned in to allow for this to happen.</p> <p>Members discussed the size of the Governing Board, agreeing the determination did not need addressing due to there still being the opportunity to recruit up to three further members within the current determination. Members debated the option to appoint an additional member from the current Peridot search, agreeing this would only be considered if there were two exceptional candidates, with costs avoided where possible due to the current financial position, with particular concern raised over the impact of spending on recruitment when the HE decision has just been communicated and a communication sent to staff around redeployment and voluntary redundancies.</p> <p>Members discussed the content and purpose of the dashboards, agreeing they were operational in nature, and had only been reviewed by governors to see to what extent they could support their oversight of college KPI's. Members highlighted the importance of having sufficient, accurate data, which needed to be triangulated, highlighting the importance of the contextualisation and need to ensure governors remained strategic.</p> <p><i>Item 4: Noted – The Committee resolved to note the update, carrying forward the action relating to the checking of the financial statements and to reconsider the cost implications of additional recruitment after the shortlisting and only be considered further if the interview panel felt the candidates were exceptional.</i></p>	<p>Resources Chair/VP F&F</p>
G.23.34	<p>ITEM 5: CONFIDENTIAL BUSINESS</p> <p>With the consensus of the Committee, the Committee Chair proposed that nothing within the reviewed minutes should be considered as confidential and nothing within the agenda needed to be reviewed as confidential.</p> <p><i>Item 5: Resolved - The Committee agreed to publish the minutes as approved.</i></p>	

G.23.35 ITEM 6: MEMBERSHIP MATTERS

Attendance: The Clerk summarised the report, advising members that at the halfway point, attendance was good and above target for most committees, noting that at the time of reporting, there had only been one meeting of the Audit Committee, with one absence equating to 25%. Following a second meeting, this was now at 87.5%. It was agreed that numbers in addition to percentages would provide context to the data and would be added for future reports.

Clerk

Members noted from the apology log, there was no pattern, with meeting location and timing not having an impact, with each due to personal circumstances or work commitments. Members discussed the low attendance of one member, which had been consistently low for the past 3 years, noting it had declined when they moved into a more senior role, with all absences being work related.

Members agreed school links were valuable to the Board and the member brought extensive knowledge and skills, with the Corporation needing this to be balanced with contributions through attendance. Members agreed the most suitable course of action would be to raise this at the next one to one review and propose the possibility of them supporting a member of their senior management team of their school or Learning Trust to undertake the role in their place, noting this would maintain the school connection and provide progression opportunities and development.

Chair and
Vice Chair

Resignations: The Clerk confirmed the only resignation, as previously reported, was the former Corporation Chair, who had an extended notice period to ensure time for recruitment and an effective handover.

Forthcoming Terms of Office: The Clerk informed the Committee there were no terms coming to an end in the review period. Members asked if there were any restrictions on length of service for associate governors. It was clarified that by having no voting rights, as they were not full Board members, there were no specific requirements, with reappointment based on continuing impact and value for the Committee they served in terms of skills, knowledge and experience.

Appointments and Reappointments: Members noted no reappointments needed to be considered.

Members discussed the current application process being managed by Peridot and were given an outline of the process and progress of the search to date. Members noted that there was interest but no firm applications, with location and number of governor vacancies currently advertised considered to be factors impacting interest and applications. The Principal informed the Committee this had only been the first update by Peridot, with it expected there would be further progress by the closing date which had been the case when using the service previously. The Principal advised the Committee that she was supportive of those in her team who wished to take up opportunities as Governors, with it hoped other Colleges would take a similar stance.

The Clerk confirmed the last skills audit had been used to support the drafting of the current advert, asking if there were any other skills or experiences that needed to be prioritised during shortlisting, informing the Committee that they had asked Peridot to focus on enhancing the diversity of the Board in addition to focusing on the skills and experience necessary for the Standards Committee.

The Clerk informed the Committee that the Interview Panel would have operational, Committee and Board representation, with the Corporation Chair, Standards Committee Chair and Principal invited to be on the Panel, which would be supported by the Clerk. The Chair asked if any additional Committee members were available to support the process and asked how the Committee wished to proceed in terms of recommending the interview outcome to the Corporation, noting Peridot's timeframe meant it had been impossible to conclude the interviews ahead of this meeting of the Governance Committee.

Members agreed that the Panel was representative, with no further members necessary. The Committee indicated that the most appropriate way to progress the recommendation would be for the applications and CV's to be circulated to all members and for the Panel to present their recommendation straight to Corporation on March 29th.

Committee Membership Update: Members agreed to appoint the new member to the Standards Committee as the search had focused on seeking those with skills and experience in alignment with the terms of reference for that committee.

Item 6: Resolved – The Committee resolved to improve reporting around attendance through the inclusion of numbers alongside percentages and recommend a review of low attendance during one to review meetings. The Committee resolved to delegate the interviewing and recommendation of a new member of the Standards Committee to the Panel, to be recommended directly to Corporation following a circulation of information to all Committee members.

G.23.36 ITEM 7: COMMITTEE EVALUATION UPDATE

Item 7.1: Progress Against Committee Improvement Actions

Members noted the improvements made, and clarified the actions undertaken to improve diversity. The Clerk confirmed it had been discussed with the recruiting agent, however, despite having overarching diversity targets set by the DfE, were prevented within their DfE contract from ascertaining the details required to establish progress against them. The Clerk informed the Committee of the work she was doing in collaborating with other Clerks on the issue of diversity, analysing adverts, policies and collating a resource bank, including 'human' resources that could support with training and understanding.

Members agreed that whilst skills and experience were essential, the College must continue to make every effort to positively discriminate and advertise widely to ensure the Board was representative and balanced in terms of both physical characteristics as well as diversity of thought and experience, highlighting the value of varied life experiences brought about by diversity. Members advised caution in terms of assumptions around diversity. Members highlighted how the culture of the College was positive, supportive, and inclusive, with kitemark awards in this area and a senior role responsible for inclusivity and the College's positive reputation throughout community and the sector attracted applicants, for college and Board vacancies, however, was impaired by the local demographics and coastal position.

Members discussed the power of language, noting even the terminology of equality and diversity could now be seen to have negative connotations and focused on compliance over culture. Members noted that the focus on equity, inclusion, and a welcoming culture, which the college did and did well, were

at the heart of true inclusion and prevented the college adopting a compliance culture.

Members concluded by reiterating the value of diversity of experience, particularly around disadvantage, agreeing that they were already proactive in this area, however, would continue to review and discuss it to ensure it remained a priority and to minimise the impact of unconscious bias. It was agreed that any further ideas to increase diversity would be welcomed, with it suggested all Corporation members should be asked for ideas on how to do this, with this to be added to the SAR questionnaire.

Clerk

G.23.37 Item 7.2: Committee to Corporation Information Flow

The Corporation Chair summarised his idea, which had been trialled at the recent Resources Committee meeting. Members noted the intention, to reduce repetition, enhance the flow of communication between committees, Corporation and SLT as well as highlighting impact, risks, challenge and support. Members noted that improving communication was a strong area of focus from the SAR, noting previous processes introduced had not had the required impact.

The Resources Committee Chair shared his experiences of the trial, confirming it had worked well to highlight key points, suggesting it particularly benefited those with less experience of a topic, supporting them in understanding the key points and ensured governors remained strategic in their approach.

Members discussed the benefit of using standardised language to ensure consistency, whilst being careful not to standardise the statements themselves to ensure the summaries continued to have impact and purpose. Members agreed it would evolve and adapt as more Committees trialled this, with the intention being to generate the statements after each item, led by the Committee Chair as opposed to the Clerk, which had been the case in the trial. It was suggested any comments in relation to the content of the paper could be included within this, to support paper authors with providing the level of detail in a format suitable for the Committee.

Members discussed the 'impact' statement, proposing this could detail who would benefit from the paper, for example, staff, students, community, regulatory bodies or other, however, conceded this may become a 'listing' exercise that would lose value if it always contained the same information. Instead, it was agreed this box should be used to demonstrate the impact of governance, proposing without impact, the paper should not have been presented.

Members commended the idea, resolving to introduce it for the next round of meetings, with the in-meeting impact statement formulation to be trialled throughout this meeting, with the Committee returning to item six and formulating a summary to be included on the executive summary for that item.

Committee Chairs committed to supporting the process, including leading on the summarisation of the key points, to prevent it being burdensome for the Clerk, with an action noted for the summaries completed over the next few meetings to be reviewed by the Governance Committee at their next meeting in June.

Governance
Committee

Item 7: Resolved – The Committee resolved to accept the update, implementing the Committee to Corporation communication updates as suggested.

G.23.38 ITEM 8: GOVERNANCE SELF-ASSESSMENT**8.1 – Review of progress to date**

The Clerk summarised the report and progress to date, confirming most actions were in progress and close to completion, only not updated to green as feedback on progress is necessary to ensure they are completed satisfactorily.

Items as red were the Committee requesting feedback around strategies to improve diversity in recruiting senior postholders as well as the creating of an events calendar that can be shared with governors.

The Principal agreed to follow up the action relating to the events calendar, suggesting it may have been created, and only be an issue in terms of communicating this with Governors, with members noting that invitations to events had significantly increased.

Principal

Members discussed the most appropriate way to progress the action in relation to the Board requesting feedback on the effectiveness of strategies to improve diversity during SPH recruitment. Members agreed this should be fed back to the Remuneration Committee, with the most appropriate person to objectively review the strategies being the Head of Student Support and Inclusion, noting her extensive knowledge of inclusive practice would allow her to be analytical, whilst providing further suggestions for improvements in any future recruitment campaigns.

**Principal/
Head of SS
and
Inclusion**

Members agreed it was important to reflect on the effectiveness of strategies in recent vacancies, and suggested as well as looking back, this needed to be integral and embedded into every phase of the advertising and appointment process, suggesting there should be an inclusivity champion appointed to review each stage of the process. The Principal assured the Committee that adverts were EDI assessed, and monitoring forms reviewed following successful and unsuccessful rounds of advertising, with feedback about the culture of the college often being a strong indicator that the college embraced inclusive and supportive cultures, as discussed earlier in the meeting. The Clerk highlighted comments made during SPH shortlisting that demonstrated Governors had this at the forefront of their mind when shortlisting, with the member in question having referred to the EDI training they had when making the point within the shortlisting meeting.

Members reflected on improvements to communication and reporting, noting the need for continued dialogue between Committee members and the SLT and paper authors to ensure the feedback was supportive, constructive and timely. Members noted previous occasions where papers were rejected within a meeting for failing to provide sufficient information, with it made clear to Committee Chairs that the intention now was for this to be highlighted and rectified before the meeting, suggesting the updated executive summary could be used to document where further improvement can be made.

Members highlighted how the use of acronyms within reports caused confusion, particularly with the use of SAR, which had different meanings in different Committees. The Clerk confirmed there was a list of acronyms within the Governors handbook circulated annually, however, would try where possible to refrain from using them and ask the SLT to also be mindful of their use.

Item 8.1: Resolved – The Committee resolved to accept the update and remained committed to ensuring there were no barriers to recruitment.

G. 23.39 Item 8.2: Planning for the Review of 2022/2023

The Clerk suggested that the process in 2021/2022 had been comprehensive and could be used to self-assess their effectiveness in 2022/2023 with minor improvements, to include a question within the survey around Committee effectiveness, the question suggested earlier about improving diversity within the Boards, as well as including staff and students in the one-to-one interviews. Members agreed with the suggested improvements and endorsed the use of the self-assessment process as used in 2021/2022.

Item 8.2: Approved – The Committee resolved to recommend that the Corporation approve the ongoing use of the evaluation process used in 2021/2022 with the adjustments as suggested.

G. 23.40 Item 8.3: Planning for the External Review of Governance 2022/2023

The Clerk asked the Committee to consider their priorities and the process for appointing an external review service. Members had been given the opportunity to complete a survey which would score priorities, with the Clerk asking if they wished for this to be rolled out to the whole Corporation.

Members discussed the background to the requirement and insisted in the current financial climate, value for money was a key factor for consideration. The Committee suggested that areas as drawn out of the last self-assessment, and the forthcoming self-assessment should be used to direct the scope of the review, asking the Clerk to proceed with enquiries on this basis. The Principal suggested that the VP Finance and Facilities along with the Head of Finance would be able to support the Clerk with the procurement exercise.

Members asked if the scope and reviewer choice would be considered by Ofsted, with the Principal confirming they would ask if there had been a review, and about progress against recommendations, however there would be no judgment made on the choice of reviewer or scope of the review. The Clerk confirmed that although the IAS and external auditors were not permitted to carry out the review, they may pick up on the suitability of the reviewer within their work, as this was now a statutory requirement, not only within the Governance Code, but a requirement within their ESFA funding agreement, with clear guidance on the suitability of reviewers.

The item concluded with members reiterating the need in the current financial climate to ensure all expenditure added value, with costs balanced against impact, with the Clerk agreeing to research further into the areas of expertise of the reviewers detailed in the paper, and to use the support of the VP Finance and Facilities to support with the procurement exercise, feeding back regularly to Committee members.

**Clerk, VO
F&F Head of
Finance**

Item 8.2: Approved – The Committee resolved to delegate to the Clerk the next stage of the procurement process of the appointment of an external reviewer, subject to the scope incorporating areas for improvement as identified in the SAR.

G.23.41 ITEM 9: TRAINING UPDATE

The Committee members were provided with an overview of training completed to date, noting the comparison to the previous year looked

concerning, however noted that a number of modules had moved to Smart Log, therefore did not require self-certifying through the training log, with this having 41 entries year to date.

Under this item, members received the feedback from the recent Strategy Event, with it overwhelmingly positive, with some constructive feedback for further improvements.

Item 9: Resolved – The Committee noted the update.

G.23.42 ITEM 10: SKILLS BILL REQUIREMENT

The Principal summarised the requirements and the work done by the SLT to ensure these were being met. The Principal informed the Committee that she had been working closely with the Clerk to ensure that the Corporation were aware of, and able to meet their obligations, with it agreed that this Committee was the most appropriate to oversee the Corporations review of how well the College was meeting local skills needs.

Members discussed the challenges around collaboration and agreed it was an area for further development.

Members noted that there was guidance on how to complete the review, however, this was not prescriptive. Members discussed the most appropriate way to review how well local skills needs were being met, with the Clerk summarising the outcome of a recent survey, with some colleges asking their external Board reviewer, or other external agency to undertake this on their behalf. The drawbacks of outsourcing were considered, including cost and the distancing of governors from the process, however, agreeing that external experts would be able to accurately establish what the needs were and if they were being met, a skillset not necessarily held by Board members.

Members considered whether it could be done as a panel style interview, with the senior leaders responding to the questions as included in the guidance, supported by an external expert. Members proposed recently retired Principals or senior leaders, Chairs from other Colleges, former governors, or educational consultants could act as the independent expert, including those known to and used previously by the college for other exercises, including SAR validation.

**Clerk/
Principal**

It was agreed that this could be completed on the Strategy Day in May, with the Accountability Statement as drafted by the college, also being reviewed and approved in May, setting aside a small part of the Strategy Day as a Corporation meeting to ensure due process and relevant recording of the approval. Members asked if the work to date had highlighted any surprises or concerning information, with the Principal reassuring the Committee they had been consulted upon throughout the LSIP process, which had not highlighted skills gaps they were not already aware of and embedding into their curriculum planning.

Members concluded that the first review, when there were few examples to draw upon as best practice, would be difficult, however, could be used as a basis from which to further develop and improve from as the process was embedded across the sector.

Item 10: Resolved – Members resolved to embed the review of how well the College meets skills needs into the next strategy event, to be supported by an external expert.

G. 23.43 ITEM 11: OFSTED PREPARATIONS

Item 11.1: Preparing for Ofsted

The Clerk summarised the information provided by the Grade One college. The Committee agreed that their own current processes already addressed some of the best practice advice provided in the presentation. It was proposed that by embedding presentations regularly into Corporation ensured awareness and accountability, with the Committee suggesting this was more appropriate than upskilling a select number of governors in readiness for Ofsted.

Members noted key differences which would lead to different methods of preparation, with the Governing Board and SLT at their own college having all had recent experience of Ofsted, whereas the college in question had not been inspected for 12 years, meaning they may have felt less prepared, influencing their strategy.

Item 11.2: Current Position

The Chair summarised his rationale for asking for the summary to be provided to the Committee, and thanked the Principal for her transparent, and succinct report.

The Principal provided an overview of the progress, areas of strength and areas for improvement.

Members noted the previous inspection had been a grade two, however, were advised this was considered to be generous based on the direction of travel at that time. Members considered how this had supported the improvements at KGV, however presented a challenge for the new senior leadership team to ensure that the team were realistic in their current appraisal of the college and requirements to ensure the college remained good at next inspection.

The Chair asked if they were aspiring to be outstanding, with the Committee assured this was always the aspiration, however the SLT were careful to ensure communications with staff were balanced and realistic, to support them in developing in areas of need and not being complacent.

Members were provided with an overview of recent inspection activity and grades, including the new aspect around meeting skills needs. Members agreed there was more to be considered under this item, however, in the interests of time, agreed to include this at the top of the next agenda, with members wanting to ensure they know the current position to ensure they identify how governors can support the college in their preparations. It was suggested that mock interviews could be used to further support members with preparations.

**Clerk
/Principal**

Principal

Item 11: Resolved – The Committee noted the update, acknowledging the need to be prepared for inspection without carrying out activities only for Ofsted. Members agreed to review the information again at the next meeting as a priority and consider holding mock interviews.

G.23.44 ITEM 12: ITEMS TO BE REPORTED TO THE CORPORATION

The Committee resolved to report the following items to the Corporation:

- The decision in relation to processes and delegation for new member appointment

Minute No.	Minutes	Action
	<ul style="list-style-type: none"> The continued use of the current SAR process with minor amendments Recommend that the Corporation carries out a rpanel style interview review of how well the College is meeting local needs at the next Strategy Day event 	

Item 12 – Resolved: The Committee resolved to recommend that the Corporation’s attention is drawn to key information and approval sought as outlined above.

G.23.45 ITEM 13: DATE OF THE NEXT MEETING AND CLOSING COMMENTS

The next meeting was confirmed to be on 26th June 2023. Members and attendees were thanked for their time and contributions.

The meeting closed at 3.05pm