

Minutes

Meeting of the SEG Governance Committee

Governor Meetings



Date 11/02/2025
Time 17:00 - 19:00
Location Board Room - Southport College Campus (Morningside Road, Southport, Merseyside, PR9 0TT)
Present Paul Walker (Committee and Corporation Chair) (online to item 6)
Michelle Brabner (Principal)
Margaret Boneham (Independent Governor)
*Roderic Gillespie (Independent Governor)
Mo Kundi (Independent Governor)
*Diane Hutchinson (Independent Governor)
Tom Rowe (Staff Governor)

In Attendance: Lisa Farnhill (Dir. Governance and Compliance)

Apologies: Laura Bell (Corporation Vice Chair)

Agenda

1 - Welcome & Apologies for Absence

With it confirmed that those joining online could hear and be heard, the Director of Governance and Compliance informed the Committee that the Chair was currently online but would be arriving to Chair the meeting in person shortly.

The Committee noted there were no apologies for absence from Members, however, the Vice Chair of the Corporation, who had a standing invite as an attendee, was unable to be in attendance.

Item 1: Noted

2 - Declaration of Interests

The Director of Governance and Compliance highlighted that she also occupied the role of Data Protection Officer, however, it was determined that there was no conflict with any items on the current agenda.

The Dir. Governance and Compliance confirmed that the Chair would not participate in the discussion regarding his reappointment, agreeing to withdraw for this part of the meeting. When considering whether the Chair needed to withdraw for the item related to their own appraisal, it was noted that the focus was on assessing if the updated process and format complied with the new guidance from the FEC office rather than on the outcome. It was therefore determined by the Committee that the Chair's input on the process and new guidance would be beneficial, so it was agreed that the Chair did not need to withdraw.

Item 2: Noted

3 - Minutes

The Chair requested approval of the previous meeting's minutes. After a brief discussion with no questions or significant issues raised, the minutes were approved unanimously.

Item 3: Approved

4 - Previous Meeting Actions and Impact

The Chair, supported by the Director of Governance and Compliance, reviewed the actions and matters arising from the previous meeting. It was noted that all actions were either completed or in progress. The Director of Governance and Compliance highlighted a specific action concerning the Audit Committee membership, with the Committee informed that Kevin was considering taking on an additional Committee. There was a discussion about the potential overlap of Committee memberships and the importance of avoiding conflicts of interest, with it noted that although you cannot serve on Audit and Resources, there was nothing to prevent membership of Standards and Audit.

The Chair of the Audit Committee informed the Committee that following a discussion with the Vice Chair, he would follow-up on the Chair's evaluation survey outcomes with the Chair, with members noting feedback had been positive, and no action points required.

Item 4: Noted

5 - Confidential Business

The Director of Governance and Compliance confirmed that upon review, they had not felt that there was any need to redact any sections of the minutes. Members were advised that the previous set of minutes had been marked as confidential, however, on reflection, it was not felt any sections necessitated redaction, with it proposed that they were marked as such due to discussions about new member appointments and the potential conflicts of interest. Upon review, the Committee agreed that the discussions were not commercially sensitive, private, or personal, instead highlighted the due diligence of the Committee when considering appointing new members. The Chair proposed that the minutes be made public, provided they were worded appropriately to reflect the board's consideration of conflicts of interest and were not about the candidate. There was a consensus that transparency was important, and the minutes would be reviewed once more before being published.

Item 5: Resolved – The Committee resolved to publish the minutes following a further review by the Dir. Governance and Compliance to ensure no personal information was included.

Action: Dir. Governance to review the minutes and reword, if necessary, the information relating to member appointments.

6 - Membership Matters

Attendance

The Director of Governance and Compliance provided a comprehensive update on membership matters, covering attendance, resignations, reappointments, and succession planning.

Members noted that attendance was generally good, but there were concerns about the Resources Committee, with it highlighted that although most absences were singular for individual members, one member had not attended a Committee meeting for twelve months REDACTED.

The Resources Committee Chair confirmed they would make contact with them to introduce themselves and discuss their ongoing availability, with an action noted for the Dir. Governance and Compliance to pass on the contact details to facilitate this contact.

It was noted that, due to their location or changes in circumstances, some members were attending online more frequently. The Director of Governance and Compliance confirmed that while onsite attendance is preferred, the option for online attendance remains available for those who cannot attend in person. Members discussed the benefits of in-person attendance at length, while acknowledging that in some instances members need to participate online, onsite attendance and engagement should be encouraged. It was also observed that some members were only attending Committee meetings online, with considerations made regarding whether their contributions might be limited by this mode of participation.

Resignations: Members noted that there had not been any in the review period, however, as detailed earlier, one member was considering whether they could continue in the role due to a change in circumstances. The Committee was also advised another member had informed the Director of Governance and Compliance of what they hoped would be a temporary change in circumstances that would mean their engagement may be limited over the next six months.

Succession Planning and Appointments: Succession planning for the role of Audit Chair, and also more widely for the Resources Committee was identified as an issue needing action. The Committee discussed the need to recruit new members with the necessary skills and experience to ensure continuity and effectiveness. In response to a question relating to extending the term of the current Audit Committee Chair, the Committee was advised by the Dir. Governance and Compliance that extension beyond the maximum recommended terms could only be used in exceptional circumstances and should not be in place of active succession planning.

The discussion emphasised the importance of active participation of current and prospective members, effective succession planning, and the need to recruit members who could contribute meaningfully to the work of the Board both in and between meetings.

The Dir Governance and Compliance confirmed there were no applications to be considered for appointment, however, were advised that the person put forward by the Chair of Audit Committee had met with the Dir. Governance and Compliance, with their background, qualifications, skills and experiences aligning well to the work of the Resources Committee, with it hoped they would put in a formal application.

The Dir. Governance and Compliance advised that they had also been contacted by someone interested in a role as a governor, however, they had not provided any information on their own background or suitability, only their location and an email address that indicated affiliation with an organisation that supported Non-Executive Directors. Members noted a meeting had been arranged to discuss roles with the interested party, with a member asking if a CV could be requested ahead of

the meeting. The Dir. Governance and Compliance advised that under UK GDPR and data minimisation principles, there was no lawful basis to request additional personal information from the interested party at this stage, as they were not yet applying, more enquiring about the role and College priorities. It was agreed that the Principal should attend to support the meeting to provide any operational information required relating to priorities and progress of the College KPI's.

In considering actions to underpin active succession planning, members discussed and debated the importance of having local members who could regularly attend and contribute effectively, with the use of recruitment agencies having resulted in a number of the newer members being located outside of the area of the College community. A member highlighted the Strategic Intention to be at the heart of the community, suggesting this should be central to any further recruitment activity. A number of options were considered that would generate interest from local professionals, with some considered to be more appropriate than others, with a view to attracting new members that live and work in the area. It was agreed the Principal would contact the Southport Bid and Southport Learning Trust to seek their support in generating interest in roles on the Board. In considering the need to highlight the time commitment and requirement to engage actively with the college, the Dir. Governance and Compliance advised she had created an information pack. It was agreed a shorter version would be needed for this purpose, which could include a link to the additional detail. The Principal agreed to work with the marketing team and those organisations they were seeking to advertise with to ensure they created the right information and level of detail for their purposes.

In discussing whether these active advertisements with the local community should focus on a particular skill, or role, it was agreed that it could highlight key professions, but not roles. It was agreed that initially the position of Audit Chair should be considered by current members of the Committee and Board. In response to a question about succession discussions in annual reviews, the Corporation Chair confirmed options for progression and additional responsibility was discussed in broader terms, rather than focusing on particular roles. In considering current members that may be able to undertake the position, members noted the Corporation Vice Chair was an experienced member of the Audit Committee, with the Corporation Chair agreeing to proactively contact the Corporation Vice Chair to see if she would be interested in undertaking this additional role.

Reappointments: Noting that the Corporation Chair withdrew for the reconsideration of his reappointment, the Committee agreed that Laura Bell and Paul Walker were active, committed members of the Board, that added value and unanimously recommended both for reappointment due to their significant contributions and roles within the Board. The committee acknowledged the support the Chair, Paul, had provided during the Ofsted inspection. His leadership as Chair of the Corporation, was commended, with members noting that the Vice Chair, Laura was active in her capacity as Vice Chair, supporting with appraisals, and stepping in when the Chair was unavailable.

Item 6: Resolved – the committee resolved to recommend Paul Walker and Laura Bell for reappointment for a further 4-year term.

The Committee resolved to continue to support proactive recruitment of new members with skills and experience that aligned with succession priorities through the use of local organisations. The Committee resolved to look to internally promote the role of the Audit Committee Chair ahead of considering any external recruitment to this position.

Task: Email the Resources Committee Chair the contact details for members with reduced attendance.

Task: Email the interested party to confirm the Principal would be joining them for their meeting to cover operational content.

Task: The Dir. Governance and Compliance to email the recruitment literature to the Principal with a view to creating a concise version, to be issued to including the Southport Learning Trust and BID.

Task: Corporation Chair to contact the Corporation Vice Chair to see if she would be interested in undertaking the role of Audit Committee Chair

Task: Continue to review the number of instances of online attendance.

7 - Governor Engagement Strategy

The discussion on the Governor Engagement Strategy was comprehensive, focusing on the transition from the previous link governor strategy to a more robust engagement strategy. Members emphasised the importance of the new strategy in capturing the diverse activities and ensuring active engagement from governors, with discussions focusing on the purpose and impact.

The Dir Governance and Compliance highlighted the structure of the strategy, including the introduction, rationale, areas of focus, and how it maps to different opportunities. There was a consensus that the new strategy was stronger and more comprehensive, although some members proposed the introduction was lengthy, with it confirmed this mapped to the priorities within the Ofsted Framework. The Principal gave an overview of the proposed changes to the Ofsted Framework, highlighting how expectations on governors remained largely unchanged, therefore, this content was likely to remain relevant should the version being consulted upon be agreed upon unchanged. Members proposed alignment to the framework could be considered coincidental, with changes from a link scheme to the engagement strategy driven by their own governance self-assessment and desire to improve governance and oversight.

Members reviewed the link areas and those self-selecting the roles, with no recommended amendments, it was agreed this could be presented for approval and reviewed on an ongoing basis, noting how circumstances and availability often changed.

The feedback mechanisms were also a significant point of discussion. Members noted the previous approach of the feedback form had not been widely used, often resulting in this being completed by the staff member and not the governor. Members commented on how this diminished the value and impact of the link visit and feedback, as it was not the governor's opinion. The proposal for 'three stars and a wish' for feedback was debated, with some members suggesting more structure and specific questions would help members to focus on what was needed, with the simple and broad terms potentially considered overwhelming for some. Members were asked if a two-tier approach, with more detailed feedback for in-depth link visits would be considered beneficial. Members suggested simplification was essential to ensure completion, with a suggestion made that feedback for all engagement activity could simply ask for impact and actions, allowing for the capture of both positive and negative aspects, dependant on the governor's perspective of the visit. The need to capture and share positive feedback was highlighted with it proposed that the inclusion of a specific question around positivity would encourage this. A member suggested feedback is a skill and might require some filtering before being presented to the staff to avoid potential issues, with it confirmed the intention was for the forms to go directly to the Dir. Governance and Compliance. It was confirmed that the purpose was to identify themes, triangulate data, and engage governors, rather than to feedback to staff. It was suggested that there could be a brief training session for governors on how to give effective feedback, possibly during the Governor Development and Strategy Event.

In considering some of the detail within the link protocol, it was suggested this would not be read or referred to ahead of a visit, with others indicating some members, particularly those less experienced, or those wanting guidance and structure, may benefit from the detail. It was agreed

that the section would be re-titled guidance, not protocol, with the wording softened to highlight how it can be used to provide structure to a visit but was not a requirement. The Committee unanimously agreed that joint verbal feedback from the staff and link was not necessary to a Committee or the Corporation, however, the governor could and should comment where appropriate about how their visit supports or contradicts what is detailed in reports.

Following extensive discussions on processes for arranging visits and capturing feedback, members were reminded that during the relaunch of the link scheme a few years earlier, the Executive PA was allocated the role of logging and monitoring visits and checking feedback had been completed, however, this had not been initiated as the role holder moved on. Members agreed this could be reinstated now the post had been filled and the role holder had settled into her duties. It was suggested that the follow up and feedback could be verbal rather than a survey, with one member suggesting the link manager could complete this with the governor at the end of the visit. Whilst endorsing the approach to complete this verbally, to steer the discussions and ensure information captured was sufficient and relevant, with the benefits of discussion in drawing out detail, it was agreed that the manager would not be the most appropriate person to do this. Members suggested the Director of Governance and Compliance could do this, with the Principal suggesting the Executive PA would have the capacity and necessary skills to support with the provision of verbal feedback, beneficial as they were independent of the staff involved in the process. The Dir. Governance and Compliance offered to provide support and guidance in the setting up of this new process. In discussing how this feedback would be used and where it would be shared, it was agreed this would be presented to the Governance Committee by the Dir. Governance and Compliance.

In considering the proposals to stipulate engagement levels, the discussion highlighted the need for a balanced approach that encourages active participation while providing clear guidance and support for governors in their engagement activities. After discussion, the Committee agreed that the engagement strategy should encourage, if not insist, on governors participating in at least one learning walk per year. Members proposed that the need to have insight into the organisation and education offered was essential to facilitate effective governance and oversight. It was suggested this would ensure that governors are actively engaged and familiar with the college's environment, culture, and activities, being essential for all members, irrelevant of their experience or background. Members proposed that principles within the engagement scheme should be embedded into the induction program, to ensure new governors were aware of the expectations from the outset.

In conclusion, the Committee agreed it could not be insisted upon but would remain outlined as an expectation that members would come to the college and observe learning through learning walks and other forms of engagement activity at least annually, noting three dates would be available, including an evening.

Item 7: Resolved – The Committee resolved to recommend the approval of the scheme subject to the amendments as detailed, which would be drafted by the Dir. Governance and Compliance and reviewed by the Committee Chair and Principal ahead of presentation.

Task: Consider the provision of a brief training session for governors on how to give effective feedback during the Governor Development and Strategy Event.

Task: Re-write the link protocol, including the link protocol as guidance and the feedback section to highlight the process for logging and monitoring visits and discussing the outcomes.

8 - Training & Development

Following an outline of governor training completion, members discussed the concern raised regarding the reduction in logging of training activities. The Dir. Governance and Compliance highlighted the wealth of opportunities available, with the introduction of a number of networking and training opportunities for specific areas and roles, including EDI, SEND, aspiring chair forums, and Committee specific networks. The availability of these sessions at different times was highlighted, aiming to accommodate governors' schedules. It was noted that while there are many opportunities, not all are being utilised, and where they are, the value is being lost as its impact is not always captured if the survey is not completed.

Members acknowledged the statutory requirement to report governors' training completion within the financial statements. They concurred that reinstating the half-termly newsletter was unnecessary; however, agreed that a reminder email containing the link to the survey could be sent to encourage governors to document their training activities.

Members discussed the statutory safeguarding training, with the Dir. Governance and Compliance advising there had been a significant increase in member feedback regarding the length, format, and content of the document. Members indicated that the material was overly operational, and the length and format made it challenging for them to complete. Members fed back that as volunteers who often prefer to work in stages, they found the 80-page presentation with questions at the end difficult to manage. Concern was also raised that despite the length and detail, it failed to include information essential to governors relating to their oversight of Safeguarding, instead focusing on content relevant to those working directly with children and young people. There was a consensus that while initial comprehensive training is necessary, annual updates should be more focused on local contextual safeguarding issues and information necessary for governor oversight rather than repeating the in-depth initial training aimed at staff. It was proposed that a differentiated training package for governors be developed, which would include a requirement to complete the all-staff module on appointment, which was comprehensive, followed by annual updates that are more contextualised and relevant to their governance role. Members all agreed that attending this onsite, delivered by the Southport Education Group Safeguarding Team had been beneficial, asking that this is developed into a recording for those that cannot attend, or join part way through the year.

To close the item, there was a brief discussion about the Governor Development and Strategy Event. Members were advised that throughout the year, the Dir. Governance and Compliance had captured and listed items proposed for this full day event as suggested by the SLT or members. Members noted this was now a comprehensive list, with it not feasible to cover all of them in one day. The Committee decided to delegate the task of selecting the most important topics to the Chair, Director of Governance & Compliance, and the Principal to ensure that the event remains focused and productive. It was agreed all other items should be carried forward to the next event or captured in the pre-meeting training plan for 2025/2026.

Item 8: Resolved – The Committee resolved to reintroduce half-termly reminders to log training and delegate the prioritisation of Strategy and Development items to the Principal, Chair and Dir. Governance and Compliance.

Task: Dir. Governance and Compliance to reinstate the half termly reminder email to governors to prompt them to log their training activities.

Task: Principal to advise the VP Curriculum and Support that the safeguarding requirements for governors will be updated to completing the all-staff training on appointment, but not annually.

Task: Safeguarding team to be asked to develop a short training package aimed specifically at governors, providing local context. This will supplement the annual reading of KCSIE and be

delivered in person, with a recorded version available for those unable to attend or that start part way through the year.

9 - Effective Governance

Item 9.1 – Progress against the Governance Development Plan

The discussion on effective governance began with an update on the progress against the Governance Development Plan (GDP). Members noted significant progress had been made in addressing the areas for improvement identified by the external review of governance. In discussing the first of the three areas highlighted for review within this meeting, members proposed substantial progress had been made in ensuring committee chairs provide sufficient assurance to the board through their verbal reports, with this further supported by the impact statements. The Committee suggested that no further action was needed at this time, with this now to be considered completed.

In reviewing the recommendation for balancing the need for information with the practicality of managing workloads, the committee asked for clarification of what this meant, with an example given of when this had happened recently. Members agreed that this dynamic was currently well-managed, with the senior team feeling comfortable to push back when necessary, proposing that no further action was necessary, and although this should always be kept under review, in terms of actions and progress, the recommendation could be marked as completed.

The concept of the three modes of governing: fiduciary, strategic, and generative, was debated. The committee agreed with the Dir. Governance and Compliance's understanding, that this linked to their focus on improving executive summaries in Board papers to prompt strategic thinking and questioning from governors, agreeing formal training on these modes was not necessary. It was agreed the action under this recommendation could be updated to be linked to recommendation five around paper writing and improving executive summaries.

Item 9.1 – Resolved – The Committee resolved to update the governance development plan, marking recommendations three and seven as complete, and updating the actions against recommendation nine to reflect the link to recommendation five.

Item 9.2: The Self-Assessment of Governance

The process for self-assessment was reviewed and agreed to be streamlined. It was agreed that a summary of progress and areas for improvement would be presented, as opposed to a detailed review of each principle, with an opportunity for governors and the SLT to provide feedback.

Item 9.2 – Resolved: The Committee resolved to endorse a streamlining of the interactive self-assessment process this year, presented as summary of progress and areas for improvement, with an opportunity for feedback.

Item 9.3: Appraisal of the Chair

The Committee reviewed the section of the new guidance from the FEC team that related to the appraisal of the Chair and concluded that the current processes were effective. Members noted that feedback mechanisms were in place, that allowed for continual feedback after each meeting, as well as a specific request for feedback relating to the Chair circulated annually, with the option for confidential reporting. In reflecting on the suggestion for linking feedback to the Competency

Framework, members proposed that the open-ended way in which the feedback form was structured allowed members to reflect on and use the framework for the provision of feedback, without being prescriptive, or lengthy, which may reduce response rates. Members concluded there was no need to change the existing approach.

Item 9.3 – Resolved: The Committee resolved to maintain the current processes for the Chair's performance review, concluding they are effective and comprehensive, and in line with the new guidance.

10 - Governance Code

The Director of Governance & Compliance advised the Committee of impending changes being introduced by the DfE which will reduce the available Governance Codes a College can adopt, with the Corporate Code being removed from 2026. The Committee noted that the Board adopted the AOC Governance Code, therefore, there would be no immediate impact. Members were advised of minor revisions to the adopted Code, primarily updates to associated links, not the content. Members were reminded that a paper on Code adoption, 'Exploring Codes of Governance' by Dr Ron Hill, was recommended reading for the Committee and included in the supplementary information pack.

Item 10: noted – The Committee noted the update

11 - Items to be Reported to the Corporation

The Dir. Governance and Compliance summarised the key items that need to be reported to the Corporation. Members noted that the reappointments and Governor Engagement Strategy, once updated, needed to be presented for approval. Other key discussion points suggested included providing assurances on the progress made with the Governance Development Plan and effective governance measures, as well as discussions and priorities in terms of succession planning, and advising them of the new approach to safeguarding training.

Item 10: agreed

12 - Date of Next Meeting and Closing Comments

The Chair confirmed that the next meeting would be held on Tuesday, 17th June 2025. In the closing comments, the Chair thanked everyone for their contributions and emphasised the importance of continuing the progress made in the areas discussed. The meeting closed at 7.01pm.