Minutes

SEG Governance Committee Meeting

Governor Meetings

Date	03/11/2025
Time	3:00 PM - 5:00 PM
Location	SC Boardroom
Present	Paul Walker (Committee and Corporation Chair) (except item 15) Michelle Brabner (Principal) Margaret Boneham (Independent Governor) Mo Kundi (Independent Governor) John Sheldon (Staff Governor)
Apologies	Diane Hutchinson (Independent Governor) Roderic Gillespie (Independent Governor) Tom Rowe (Staff Governor)
Absent	
In Attendance	Lisa Farnhill (Dir. Governance and Compliance)

Agenda

1 - Open and Apologies for Absence

The meeting commenced with a welcome to the attendees. Apologies for absence were noted and accepted.

Item 1: Resolved – The Committee resolved to accept the apologies detailed.

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2 - Declaration of interests

The Chair confirmed he would withdraw for item 15 and asked if there were any declarations of interest related to the agenda items. It was confirmed the staff governor would abstain in relation to the approval and recommendation of the appointment of the new staff governor.

Item 2: Resolved – The Committee resolved to note the declarations made.

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3 - Vice chair appointment

The appointment of the Vice-Chair for the Committee for 2025/26 was discussed. Members appointed Diane Hutchinson to the role as Vice-Chair.

Item 3: Resolved – The Committee resolved to approve Daine Hutchinson as Committee Vice Chair for 2025/26.

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4 - Minutes for approval

The minutes of the previous meeting held on 17th June 2025 were reviewed and approved.

Item 4: approved – The Committee resolved to approve the minutes as an accurate reflection of the meeting held on 17th June 2025.

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5 - Matters Arising, Actions Summary and Impact Statements

The Committee reviewed the actions summary and impact statements from the previous meeting. An outline of actions marked as completed was provided, with details around the process related to student and staff appointment changes discussed. Members were assured that all documentation related to the recruitment process and amendments to the instruments and articles had been completed.

Members agreed that all actions were completed, noting that no items were carried forward.

Item 5: approved – The Committee resolved to approve the impact statements and noted the update in relation to actions and matters arising.

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6 - Confidential business

The Committee reviewed the suggested redactions and agreed that the proposed sections, which discussed and identified individual members should be redacted from the public copy of the minutes.

Item 6: approved – The Committee resolved to approve redaction of sections of the minutes relating to individual governors.

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7 - Membership Matters Update

7.1 Attendance

The Director of Governance & Compliance provided a comprehensive overview of Committee and Board attendance for the previous year. Attention was drawn to the overall attendance figure, noting they had not achieved the 80% attendance target. A member highlighted how the target had only been narrowly missed, detailing actions already taken to address concerns over student members, with it expected that this should improve the position. It was highlighted how no meetings were cancelled for failing to be quorate, and overall, attendance, particularly in Committee meetings, remained good.

The Committee discussed the underlying reasons for the lower attendance rates, recognising that some absences were due to unavoidable personal circumstances, asking if this could and should be taken into account when calculating attendance, in the same way that student attendance could be authorised, or unauthorised, with some codes used impacting attendance, and others not. It was explained that governor attendance did not have the same flexibilities, due to needing to demonstrate the impact of Governors in influencing, challenging and supporting decisions made, which is not possible when governors do not attend, irrespective of the reasons for absence. Members noted the only variation in attendance related to being accepted or not, which only affected the Board's ability to act over persistent non-attendance, as opposed to affecting the data. A member commented that the target of 80% allowed for the unavoidable absences and asked if there was a difference in data for long- and short-term absence reporting, as would be the case for staff absence, noting this was not separated out.

It was suggested that the Board should consider a stricter approach where absences would be longer term. The Committee reflected on the balance between supporting members through challenging periods and maintaining the effectiveness and accountability of governance. It was recognised that while prolonged absences may eventually require the appointment of a replacement to maintain Board's effectiveness, the current skills and representation on the Board allow for this flexibility at present.

When reviewing individual attendance rates, members discussed the difference in the number of required attendances from member to member, thanking the Dir. Governance and Compliance for including raw data alongside the percentage. The Director of Governance and Compliance highlighted that attendance figures should be contextualised, highlighting how some members may have a lower overall attendance rate, however, had attended more meetings than those with a higher percentage of attendance. Members agreed they should take into account the individual's overall contribution and the voluntary nature of the role when reviewing attendance. The Committee agreed that while targets are important, they must be applied with an understanding of individual circumstances and the broader context of each governor's involvement.

Members agreed to continue to monitor attendance rates and consider appropriate action where lower attendance may be impacting governance.

7.2 Resignations and leave requests

The Committee considered the current approach to long-term absences. The Director of Governance & Compliance advised that, in cases where a member is unable to attend for an extended period, they had always considered whether it would be appropriate to approve an extended absence for the period, with the alternative being resignation, with the potential for reappointment at a later date. Members agreed the size of the Board had enabled them to do this, to support members and demonstrate understanding and compassion, whilst maintaining their support and skillset for when they are able to return, without impacting the effectiveness of the Board.

Members did however reflect on the length of time this could be approved for, agreeing that absences of more than an academic year should no longer be considered as appropriate or granted in the future, with resignation and reappointment more appropriate where it is known that an absence will extend beyond an academic year.

7.3 Forthcoming Terms of Office and Succession Planning
Proactive succession planning was discussed at length, noting that Mo Kundi would not be able to extend his term beyond this academic year as an independent member and Audit Committee Chair, with succession planning for the role of Audit Committee Chair having been a priority over the last year.

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The Committee emphasised the importance of maintaining a pipeline of potential successors for key roles, ensuring continuity and stability in governance leadership. Members discussed other potential candidates for future roles as Committee Chair's, with it considered that a number of members had the potential to positively impact the work of the Board by undertaking additional responsibilities, provided these could be balanced with their other commitments.

The Committee noted the forthcoming end of Tom Rowe's term as Staff Governor. Members asked that their gratitude is passed onto Tom for his contributions throughout his term as a Governor.

7.4 Appointments and Reappointments
The Director of Governance & Compliance reported on the recent staff governor recruitment process, which involved interviews with three candidates. The panel, comprising Margaret Boneham, Resources Committee Chair, and Paul Walker, Corporation Chair, noted that while all candidates brought valuable qualities, the candidate recommended for appointment, had demonstrated a better understanding of governance, with their responses more accurately answering the questions asked. Their ongoing engagement and communication throughout the process, including research of the role was also highlighted as a strength. The Director of Governance & Compliance outlined the process for informing successful and unsuccessful candidates, ensuring that recommendations are communicated confidentially until board approval is received. In reviewing the timing, it was agreed a Written Resolution should be issued to ensure the appointment could commence ahead of the next round of meetings, and to coincide with the ending of Tom Rowe's term of office.

The interview panel highlighted potential improvements to the new interview and appointment process. The Committee reflected on the interview questions, agreeing that those used had been challenging, with it proposed future questions should be refined to better assess candidates' understanding of governance, and ensure the Panel could get the best from the candidates. Whilst agreeing the questions had been difficult for candidates to answer, the panel confirmed it provided valuable insight and feedback. The Panel also highlighted a lack of awareness generally of the work of the governors. Ideas to improve visibility were outlined, with it agreed an article could be put into SEGWay, whilst also trialling the opportunity to ask questions of the Board via a survey to be overseen by the Director of Governance and Compliance.

The Committee also discussed the revised process for student governor recruitment, which had also now been updated to replace the vote with interviews. Members were advised that 13 applications had been received, with the Committee asked if a sift should be used to reduce the number of interviews. The Committee debated this at length, concluding that all applicants should be offered interviews to provide valuable experience, with support from the wider team of governors to manage the high volume.

The Committee considered how the enthusiasm and interest of students could be used to support the work of the Board beyond the governor roles, ensuring all those who wanted to gain experience and insight could be supported. The Committee proposed a Shadow Board, as successful in supporting the success of the Town Deal application could be trialled.

7.5 Committee Appointments
It was agreed to recommend the new staff governor, Sophie Kinnear, should be appointed to the Standards Committee to ensure continued staff representation on that Committee.

Item 7.6 Governor Reviews
The Corporation Chair advised the meetings had been valuable opportunities for providing feedback and interacting with members. Key themes included improved reporting, however, members still felt packs and reading was in excess of what is manageable, whilst highlighting the benefits of learning walks to those able to attend.

Item 7: Resolved – The Committee agreed to recommend the appointment of Andy Bridson as Audit Committee Chair for 2026/2027, and Sophie Kinnear as a staff governor with effect from 20th November 2025, for a term of fours years, appointed to the Standards Committee.

Task:
- Issue a Written Resolution for the Staff Governor appointment
- Issue a short article and option to ask questions to governors in SEGWay
- Seek governor support beyond the Governance committee for student governor interviews
- Discuss the Audit VC role with Diane Hutchinson and then Kevin Burke

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8 - Skills audit

The annual governor skills audit was reviewed, focusing on its impact and value in planning training and recruitment for 2025/26. The Committee noted how the audit evidenced a diverse set of skills and experience, with no areas of concern. Members highlighted the improvements, particularly the significant reductions in over-reliance on one or two individuals. Members commented on the success of the proactivity and succession planning work of the Committee, ensuring resilience. Areas of risk were discussed, with it agreed that the forward planning for other key roles should commence well in advance of terms ending.

In reflecting on areas where members indicated reduced knowledge, it was noted that this largely related to areas where there had been significant changes, particularly Ofsted and other areas of FE Policy, which are subject to continuous change. The importance of staying updated with changes in FE policy and Ofsted frameworks was emphasised, noting this had been built into the training plan, with updates available via the AOC and SFCA.

Item 8: Noted – The Committee agreed to note the reassurances of the information, agreeing to use this to support with training and recruitment decisions.

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9 - Governor Engagement Strategy 2025/2026

The updated engagement strategy was reviewed, and members were invited to suggest amendments for Corporation approval. Members noted that following the resignation of Katy Robinson, the English and Maths link area was vacant. Members confirmed this was not a statutory link role, but one included as a priority area of focus. Members considered if this was still needed and agreed, if possible, the position should be filled and supported the approaching of Tracey Woods to consider whether she felt able to fulfil this link role.

The Chair emphasised the need for governors to be visible and engaged in college activities, such as award ceremonies and events, to triangulate information and improve connectivity to the organisation. There was a consensus that while visibility is important, the primary focus of Learning Walks and visits should remain on teaching and learning.

Item 9: Resolved – The Committee agreed to recommend the Corporation reapprove the Governor Engagement Strategy, with Tracey Woods to replace Katy Robinson as the English and Maths Link (subject to her agreement).

Task: Dir. Governance and Compliance to ask Tracey Woods about the English and Maths Link role.

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10 - New Ways Of Working

The Dir Governance and Compliance summarised the progress made with developing and then reviewing the Scheme of Delegation. The Committee endorsed the format and agreed to present this, along with the revised delegated authority to the Corporation. The Committee discussed the importance of clear delegation to ensure efficient governance. The timeline for implementation, subject to approval was detailed, with members noting this included a review and reissuing of Terms of Reference for each Committee to ensure they aligned with the delegated approvals as indicated by the updated Scheme of Delegation.

The Corporation Chair was then invited to outline the new approach to Corporation meetings. The Chair explained the rationale, linked to member feedback around enhancing the strategic focus of Corporation meetings, and reducing duplicated information. It was proposed the approach would ensure a better understanding of key data in a more digestible, high-level format, explaining that the meeting would be divided into distinct sections, of Committee updates, compliance matters, and then strategic updates. The Chair explained it was intended this format would enable regular challenge of the strategic intentions, a better understanding of progress against the strategic action plan, whilst stimulating discussion, ensuring meetings were interactive.

Following discussion, it was acknowledged that the assurance of key statutory items, as reviewed by a Committee would always result in some duplication, with members discussing at length the most effective way to manage assurance from Committee's, to minimise duplication but maintain collective accountability and compliance. It was proposed that the format, with Committee updates focusing on Committee discussions, with items for approval or reassurance presented under a strategic intention, would minimise duplication. The Dir. Governance and Compliance confirmed she had also begun discussing the format for updates with the SLT, asking that the presentation to Corporation focused more on the action plan and future mitigations and improvements, with the Committee's having reviewed past performance.

Members discussed how this would ensure all members fully understood progress against the Strategic Intentions and progress against KPI's, with different data points and external data sources outlined. It was agreed this should be trialled in December, with an overview of all action plans, KPI's and targets, but a deeper dive into two Strategic Intentions, with the Principal and Chair to confirm the Strategic Intention to be focused on in each meeting when the agenda is set.

Item 10: Resolved – The Committee resolved to recommend the Scheme of Delegation, including the updated delegated authorities of the Committee's to the Corporation for approval. The Committee endorsed the updated structure for Corporation meetings and agendas, to be trialled in December and reflected on at the next meeting of the Committee.

Task: Review effectiveness of the updated format for Corporation meetings at the next Committee meeting.

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11 - Committee Self-Evaluation

The Committee reviewed its performance against its Terms of Reference and planned improvements for 2025/26. Members reflected on the effectiveness of their actions and discussed areas for enhancement. The importance of proactive succession planning and maintaining high attendance standards were reiterated.

Item 11: Resolved – The Committee resolved to accept the self-evaluation report and continue to work towards improving areas as outlined in the Governance Development Plan.

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12 - Governance Statement And Members Report 24/25

The governance extracts of the financial statements were reviewed, and the Committee agreed to recommend them for approval. The Committee noted these would be embedded into the financial statements to be reviewed and endorsed by the Resources Committee and then reviewed and recommended for approval by the Audit Committee.

Item 12: Resolved – The Committee resolved to endorse the approval of the Members Statement section of the Financial Statements.

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13 - Governor's Training

A summary of governor training completed in 2024/25 was presented. The Committee considered adjustments to the 2025/26 training plan based on annual reviews, however, noted that many of the individual requests, could be accommodated by the completion of relevant modules of the Governors Development Program on the ETF platform.

In reviewing training to be completed in 2025/26, members confirmed Ofsted should remain the topic of focus in the December Board meeting.

Members discussed the need to monitor and demonstrate the impact of professional development to ensure governors are well-equipped to fulfil their roles effectively. The Committee confirmed that all governors have access to mandatory and optional training, with participation tracked. It was noted that completion rates had increased, with the Dir. Governance and Compliance highlighting the impact of new governors on the statistics, noting the requirement to complete a number of modules on appointment. The Committee agreed to continue to track and monitor completion and the impact, to ensure that statutory and in-house training is provided as required.

Item 13: Resolved – The Committee resolved to note the update.

Task: Plan and schedule Ofsted-related training for governors in December, incorporating insights from upcoming senior team planning sessions.

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14 - Governor's Handbook and Policies

The updated Governors Handbook for 2024/25 was reviewed, and members endorsed the content and format.

Members were advised that in approving the Code of Conduct, they were reaffirming their commitment to it. In reflecting on discussions relating to maintaining strategic focus, members asked if elements such as the Code of Conduct needed embedding within a meeting pack. It was suggested that this could instead be circulated between meetings. The Dir. Governance and Compliance explained that the Corporation needed to approve this when changes were made, however, confirmed that in years where the requirement was only to reaffirm their commitment, with no changes made, this could be removed from a meeting and added to the list of items circulated for summer review.

Item 14: Resolved – The Committee resolved to recommend Corporation approval of the Governor's Handbook, including updates to the Code of Conduct.

Task: Remove the Handbook and Code from Corporation packs when no updates to be approved.

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15 - Chair's Evaluation

The format for the evaluation of the Chair of the Board was reviewed. The Committee discussed the criteria and process for the evaluation, ensuring it aligned with the overall goals and standards of governance. Members proposed the opportunity to feedback anonymously to the Dir. Governance and Compliance after every meeting via the MS Form, ensured the effectiveness of the Chair, Vice Chair. Discussions indicated the Corporation took a positive approach to self-improvement, with feedback welcomed, noting all aspects of Governance were constantly under review. Members noted that this was in addition to the Vice Chair holding an annual review meeting with the Chair, offering the opportunity for him to reflect on his own performance and the VC to provide feedback.

The Committee was asked if they wanted to circulate a survey specifically on the performance of the Chair, however, it was proposed this was not necessary, noting that the previous survey had generated limited feedback, with no actionable feedback, proposing the current process was effective, with no additional action to be taken.

Item 15: Resolved – The Committee resolved to confirm the current process for reviewing the performance of the Corporation Chair remained appropriate.

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16 - Items to be reported to the Corporation

The Committee summarised the key discussions and agreed on key decisions and updates from the meeting that need to be reported to the Corporation. The discussion focused on ensuring transparency and effective communication whilst not creating unnecessary additional reading for Board members. The items to be reported included the approval of appointments, the governor engagement strategy, the scheme of delegation, and the refreshed handbook. The Committee emphasised the importance of freeing up time for strategic discussions and ensuring that statutory requirements are met efficiently.

Item 16: approved – The Committee agreed items for presentation to the Corporation.

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17 - Date of next meeting

The date of the next meeting was confirmed as Tuesday, 10th February 2026. Members were thanked for their time and contributions.