

**Minutes of the Governance Committee Meeting held Monday 3<sup>rd</sup> July 2023 at 1pm  
Southport College Board Room**

**Present:** Paul Walker (Committee and Corporation Chair)  
Michelle Brabner (Principal)  
Rob Firth (Independent Governor)  
Mo Kundi (Independent Governor)  
Tom Rowe (Staff Governor)

**In Attendance:** Lisa Farnhill (Clerk to the Corporation)  
Diane Hutchinson (Independent Governor)

**Apologies** Roderic Gillespie (Independent Governor)

Minute No.	Minutes	Action
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**G.23.46 ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE**

With the meeting confirmed as quorate, the Chair thanked everyone for their time and attendance. Members noted one member was unable to be onsite, however, would join virtually once their earlier meeting concluded, with apologies tentatively accepted should they not be able to attend. Members were informed the Vice Chair of the Corporation had been invited to attend as an observer, however, was unavailable.

**Item 1 - Noted**

**G.23.47 ITEM 2: DECLARATIONS OF INTEREST**

Standing interests were noted, with nothing to be declared relating to items on the agenda.

**Item 2 – Noted:** *The Committee noted the interest declared.*

**G.23.48 ITEM 3: MINUTES OF THE PREVIOUS MEETING**

The Chair presented the minutes from the meeting held on 7<sup>th</sup> March 2023. Members confirmed there were no inaccuracies. The Chair requested confirmation that all actions were either addressed in the report circulated under item 4 or included on the agenda.

The minutes were approved as an accurate record of the meeting and no additional matters were raised for discussion.

**Item 3: Approved -** *The Committee approved the minutes of the meeting held on 7<sup>th</sup> March 2023.*

Minute No.	Minutes	Action
G.23.49	<p><b>ITEM 4 – ACTIONS AND MATTERS ARISING</b></p> <p>The Actions Summary was presented by the Clerk, with members updated on the actions undertaken, including updating the student governor types, removing the separated roles for FE and HE, adding in the additional diversity question to the self-assessment, work towards the skills bill and external governance review requirements and the creation of a calendar of events.</p> <p>The Chair of the Committee added detail of discussions he'd held around the events calendar, confirming the intention would be for this to be circulated with every Corporation pack to assist with forward planning and support more governor engagement.</p> <p><b><i>Item 4: Noted – The Committee noted the updates relating to outstanding actions and matters arising.</i></b></p>	<p><b>PA to the Principal</b></p>
G.23.50	<p><b>ITEM 5: CONFIDENTIAL BUSINESS</b></p> <p>With the consensus of the Committee, the Committee Chair proposed that nothing within the reviewed minutes should be considered as confidential. Members also agreed that no item on the agenda was considered to be confidential.</p> <p><b><i>Item 5: Resolved - The Committee resolved to maintain the full minutes as a public record without redaction.</i></b></p>	
G.23.51	<p><b>ITEM 6: LINK GOVERNOR SCHEME</b></p> <p>The Vice Principal Curriculum and Performance summarised work to update the link governor scheme, to ensure it delivered impact, whilst having a more consistent approach across all areas, thanking the governors involved for their support in updating the scheme, associated processes and documentation.</p> <p>The new approach was described as aligned to the EIF, with the inclusion of additional key areas of the organisation.</p> <p>Members were advised of the introduction of standardised timing and meetings for feeding into some areas, to be aligned to key work on intent, implementation and impact of curriculum delivery.</p> <p>Members commended the reintroduction of the learner walk days, with it agreed that consistency and evidencing impact were the elements missing from the previous scheme, with feedback from visits currently lacking structure and depth. Members noted some disappointment at the lack of feedback obtained through the survey evaluating effectiveness and inviting suggestions for improvement.</p> <p>Members highlighted how success would come from a balanced approach, without placing too much pressure on staff or governors through increased workload, with some concern raised over the need to provide written evidence of visits. Members were assured that the documentation was brief, intended to be completed on site as part of the visit, with the interactions planning the visit considered to be key in ensuring the visit was focused with clear objectives. Other benefits included ensuring the key points are quickly established and not miscommunicated, with alignment between the thoughts</p>	

of the SLT and Governors when considering what their key outcomes and impact of the visit had been.

Members discussed some of the additional areas, agreeing HR was critical and could include CPD.

In reviewing the revised visit form, members considered the appropriateness of asking how good the college is and how they know, with it acknowledged the interpretation and detail to respond to this would vary between governors and areas. The question was contextualised and justified on the basis of it being a question often asked by Ofsted, with it considered good practice for governors to ask themselves this regularly to support with triangulation of evidence from reports, external data and their own insight from visits. Members considered alternative phrasing, and whether this should be more specific relating to the area of the visit, however, concluded this could be trialled in its current form with the responses reviewed as part of the ongoing work of the committee in overseeing the scheme's effectiveness. Members asked that a review of progress and impact was added to the calendar of work for the second meeting of the academic year.

**Clerk/  
Ctee**

The Chair suggested that in presenting the scheme for approval to the Corporation, it needed to be positively framed for maximum impact and member buy-in, with members highlighting recent feedback about the expertise and support available through the governing board that needed to be maximised.

In summarising, members agreed that the visits were an opportunity to, engage and connect with the college, as well as identify good practice and deepen their understanding of areas that require improvement.

***Item 6: Resolved - The Committee resolved to recommend the Corporation approve the updated approach for initiating and recording Link Governor visits.***

**G.23.52****ITEM 7: SKILLS AUDIT AND ANNUAL GOVERNOR REVIEWS**

The Clerk summarised the outcomes, highlighting how overall, the results evidenced an excellent balance of skills across all key areas. Members discussed at length the lowest scoring areas, how the information should be used and possible actions to address the concerns raised.

Members discussed targeted recruitment, additional training, and the use of a consultant to provide reassurance, however, concluded, whilst acknowledging concern that two of the lowest scoring areas were education related, considered to be alarming when governing education, it was noted that the scores were lower, not low. Members noted that SEND, the lowest scoring area, had two members identified as skilled and experienced in that area with some formal training, and 8 scoring their skills base as 'good' meaning they had some training and experience with application in a personal, professional, or voluntary capacity.

Members noted the agenda already included two actions to address and mitigate any risks relating to the skills audit outcomes, with the training plan incorporating face to face SEND training for all members and a Governor Interview Panel recommendation to appoint a governor who had knowledge and skills in that area. Finance and competitive tendering was also flagged as low, with the other recommended governor expected to bring considerable knowledge in that area.

Members agreed to reassure the Board that the outcome of the skills audit was positive, highlighting the Corporation has the necessary skills and experience to exercise its functions, with plans to monitor and improve the outcomes of the lowest scoring areas.

***Item 6: Resolved - The Committee resolved to note and accept the outcomes and use the information to inform training and recruitment decisions.***

## **G.23.53 ITEM 8: MEMBERSHIP MATTERS**

### **Item 8.1 Attendance:**

The Clerk highlighted the positive data with members advised of the outcome and plans to offer alternative membership types to those struggling to fully commit as a full Independent Governor. Members agreed that this was a sensible approach, to ensure skills and experience and strong community and school links were maintained whilst reducing the pressure on members to attend more than they were able. Members highlighted how this was also evidence that the Corporation is being seen to take action where there are persistent attendance issues.

Members discussed barriers to attendance, noting that meeting times had been adjusted previously with little impact. It was pointed out that dates are sent in early July, with advanced notice from calendar invitations sent out before the year commences and the option to attend virtually.

### **Item 8.2 Member appointment:**

The Interview Panel presented their recommendation to appoint two applicants, summarising their skills and knowledge, highlighting how both were committed to the college and community, having proactively contacted the college to offer their support.

The Panel indicated there would be added value gained from the applicants differing experiences of the education system, bringing new and alternative perspectives as well as their extensive experience of their respective fields, noting how both applicants had benefitted from the opportunities provided by Further Education colleges and were keen to use this to support and direct the Board.

Members were advised that the third applicant was due to be interviewed on the day of the Corporation, agreeing that the panel could make their recommendation directly to the Board.

Members resolved to recommend the Corporation approve the appointment of Elaine Small and Alex Barton as independent governors for a term of 4 years.

### **Item 8.3 Committee Membership Update:**

Members agreed the most appropriate Committee for the student governor would be the Standards Committee, with it agreed Vickie Hayes as the student mentor could attend meetings with the student governor to provide support and guidance, if this was something the student governor wanted. Reviewing the skills and experience of the new applicants, it was agreed that subject to Board approval of their appointments, Elaine would also be most suited to the Standards Committee, with Alex's skills and experience able to complement and support the work of the Audit Committee. Members noted

**Clerk**

that as a Committee Chair, Diane Hutchinson would be added to this Committee for the next academic year in line with its Terms of Reference.

Members agreed that there were no other updates required to the Committee structures for 2023/2024.

**Item 8.4 Link Governor Updates:**

Members reviewed the proposals and agreed that these covered the key areas and played to the strengths of members.

Members asked for updated wording for some areas, to more accurately reflect Board priorities, including changing environment to estates, and adding environment to sustainability, with the IT link to expressly cover cyber security.

The Committee suggested that newly appointed members should be assigned a link role with immediate effect, to support them with gaining a deeper understanding of the organisation and facilitating an immediate impact. It was agreed Alex would be effective as the link for 'Risk', with Elaine well placed to support the link area covering Differing Provision Types - Adult Programme & Apprenticeships / Programmes for Young People.

**Item 8.5 Resignations:**

Members noted the decision for Katy Robinson to transfer from a full independent member to an associate of the Standards Committee as discussed under attendance.

**Item 8.6: Succession Planning:**

The Clerk thanked the Chair for his support and input in developing the succession plan. Members agreed it highlighted priority areas and at-risk skills and posts, ensuring the Committee could plan ahead.

***Item 8: Resolved – The Committee resolved to recommend the Corporation approve the appointment of Elaine Small and Alex Barton both for a term of four years, with effect from the start of the new academic year. The Committee resolved to recommend the Corporation appoint Elaine and the new student governor, PJ (Paul) to the Standards Committee, with Alex to be appointed to the Audit Committee. The Committee resolved to recommend the Corporation approve the link governors, subject to the minor wording updates outlined above and the inclusion of Elaine to differing provision types and Alex to risk.***

**G.23.54 ITEM 9: EXTERNAL REVIEW OF GOVERNANCE 2022/2023**

The Clerk summarised the process undertaken to date, providing a high-level summary of the quotes received. Members reiterated their priorities, including value added impact, based on the principle of the review offering value for money, addressing the statutory requirements, whilst bringing about improvements to the effectiveness of the Governing Board.

Members asked the Clerk which companies had been effective in their communications and had reflected the college's priorities in their offer. In considering the benefits of each offer, the Committee unanimously agreed that the varied experience within and beyond the FE Sector, tailored approach and low base price inclusive of a follow up to the review offered by Governance4FE was the most suitable provider with the most comprehensive and cost effective offer.

***Item 8: Approved – The Committee resolved to recommend Governance4FE as the preferred provider for the completion of the External Review of Governance.***

#### **G.23.55 ITEM 10 CODE OF GOVERNANCE**

The clerk summarised the proposed updates. Members indicated their support for the new principle-based approach, noting the proposed structure and reduction in length made it easier to follow and adhere to.

Members suggested the code could be adopted in principle, subject to the final version being similar to the draft circulated for consultation, to be adopted with immediate effect upon release, but to be reviewed at the first meeting of the academic year.

***Item 10: Resolved – The Committee resolved to recommend that the Corporation continue to adopt the AOC Code of Good Governance for English College 's subject to the release being similar to that consulted upon.***

#### **G. 23.56 ITEM 11: GOVERNOR TRAINING AND INDUCTION**

The Clerk advised there were no changes to the structure of the training plan, however, the sessions had been tailored to meet the needs of the Board, based on the skills audit outcomes and member requests.

Members were asked if they wanted to incorporate any sessions into the Strategy Events, with these usually being any area that may need a longer, more in depth training session. It was agreed that this would be reviewed closer to the Strategy Events, as priorities may change, particularly dependent on the timing and outcome of an inspection, which was considered to direct the training needs of the Board.

The Principal advised the Committee of some minor updates to how inspections will be carried out, confirming that this would also be shared with the Board as part of the Principal's briefing.

Training record completion was discussed with the Clerk confirming that all entries on SmartLog were automatically collated, needing only training outside of this service to be declared through the survey.

***Item 11: Approved – The Committee resolved to recommend that the Corporation approve the training plan for 2023/2024.***

#### **G.23.57 ITEM 12: CONSULTATION ON NAME CHANGE**

The Committee members were provided with a comprehensive update from the Principal on the consultation process to date and plans to collate and submit the required evidence to the Secretary of State. Members were given details of the concerns raised, which included cost considerations and misunderstanding relating to the continued use of the campus names and some suggesting the change could be more ambitious. The Principal outlined how these concerns were being alleviated and responded to.

Members discussed the themes within the responses and clarified the reach of the consultation and considered the comparably low response rate to be indicative of stakeholders being largely in favour or without opinion.

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	<p>The Clerk outlined the guidance, confirming the Board was responsible for responding to any unfavourable responses to the consultation, which would need to be incorporated in the evidence submitted. Members agreed that based on the information to date, the Principal could respond on their behalf, with clarification of the college response provided to the Committee by email to prevent delays, with a view to having the changes in place for the start of the new academic year. However, members noted the consultation had not yet closed, and agreed that should there be any significant changes in the themes or tone of feedback, they would consider a meeting to review and discuss ahead of responding and reporting to the Secretary of State.</p>	
	<p><b><i>Item 12: Approved – The Committee resolved to note the feedback to date and approved the responses to unfavourable feedback, with additional communication to support wider understanding around the rationale and limited cost implications. Members resolved to delegate to the Principal the authority to respond to any further negative feedback within similar themes, with anything new or contentious to be reviewed by the Committee ahead of submission to the Secretary of State.</i></b></p>	
G.23.58	<p><b>ITEM 13 and 14: INSTRUMENTS &amp; ARTICLES &amp; STANDING ORDERS</b></p>	
	<p>The Clerk informed the Committee that further amendments would be required following the name change, therefore, it was agreed to defer the review and approve changes at the next meeting.</p>	
	<p><b><i>Item 13: Deferred</i></b></p>	
G.23.59	<p><b>ITEM 15: TERMS OF REFERENCE</b></p>	
	<p>The Clerk summarised the recommended updates, which included minimum membership and clarity around membership and quoracy where a member is required to step in and clerk a meeting in the absence of the Clerk.</p>	
	<p><b><i>Item 14 - Approved: The Committee resolved to recommend the updates are approved by the Corporation.</i></b></p>	
G.23.60	<p><b>ITEM 16: COMMITTEE SCHEDULE OF BUSINESS</b></p>	
	<p>Members noted the plan of works reflected that undertaken in 2023/2024, with three scheduled meetings, with the option to call additional meetings as required.</p>	
	<p>Members requested a change of date for the first meeting of the year, with this brought forward to 2<sup>nd</sup> October to accommodate member availability.</p>	
	<p><b><i>Item 16 – Approved: The Committee approved the work plan, agreeing to remain agile to any necessary changes.</i></b></p>	
G.23.61	<p><b>ITEM 18: CORPORATION SELF-ASSESSMENT TEMPLATE</b></p>	
	<p>Members noted the update, which included the additional question inviting comments around improving Board diversity. Members were informed of the intention to fully revise the format in 2023/2024 to align with the updated Code of Governance, accepting that although this would prevent comparisons</p>	

being drawn against previous outcomes, it was essential to ensure the Board was able to self-assess accurately against their adopted Code.

***Item 18 – Resolved: The Committee resolved to recommend that the Corporation approve and complete the Self-Assessment of 2022/2023.***

**G.23.62 ITEM 19: ITEMS TO BE REPORTED TO THE CORPORATION**

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

- The revised Link Governor Scheme and associated links
- The appointment of Elaine Small and Alex Barton for a term of 4 years
- The appointment of Alex Small and PJ (Paul) McGreggor to the Standards Committee, and Alex Barton to the Audit Committee
- The appointment of Governance4FE as the provider to undertake the External Review of Governance
- The 23/24 training and induction plan
- Updates to the Terms of Reference
- The Self-Assessment questionnaire

***Item 19 – Resolved: The Committee resolved to recommend that the Corporation’s attention is drawn to key information and approvals sought as outlined above.***

**G.23.62 ITEM 20: DATE OF NEXT MEETING AND CLOSING COMMENTS**

Members were thanked for their time and attendance. It was noted that subject to Corporation approval of the proposed calendar of meetings, the next meeting of the Committee would be 2<sup>nd</sup> October at 1pm.

**The meeting closed at 3.15pm**