

Minutes

Meeting of the SEG Governance Committee

Governor Meetings

Date	17/06/2025
Time	5:00 PM - 6:00 PM
Location	Board Room - Southport College Campus (Mornington Road, Southport, Merseyside, PR9 0TT)
Present	Paul Walker (Committee and Corporation Chair) Michelle Brabner (Principal) Margaret Boneham (Independent Governor) Mo Kundi (Independent Governor) Diane Hutchinson (Independent Governor)
Apologies	Tom Rowe (Staff Governor) Laura Bell (Vice Chair of the Corporation - Invited to be in attendance) Roderic Gillespie (Independent Governor)
In Attendance	Lisa Farnhill (Dir. Governance and Compliance)

Agenda

1 - Welcome & Apologies for Absence

The Chair welcomed the attendees and invited the Dir. Governance and Compliance to outline any apologies for absence.

Apologies for Tom Rowe were detailed and accepted, with it noted Laura Bell was not a member, but had a standing invitation to attend but was unavailable for this meeting. Members were advised that Roderic Gillespie was working away and hoped to join them online, with it agreed apologies would be accepted should he be unavailable as he had given forewarning that he was working away and internet connectivity may be limited.

Item 1: Accepted

2 - Declaration of Interests

The Chair asked if there were any declarations of interest related to the agenda items. The Chair of the Audit Committee advised he would leave for discussions relating to his reappointment.

The Committee considered this, and suggested that as no successor had been found, the current Chair of the Audit Committee's contributions to discussions relating to handover, time frame and potentially suitable internal candidates would be beneficial, therefore it was agreed he should remain for those discussions.

Item 2: Noted

3 - Approval of Minutes from 11th February 2025

The Chair presented the minutes from the last meeting. The minutes were reviewed and accepted without any amendments or comments.

Item 3: Approved – The Committee approved the minutes of 11th February 2025

4 - Impact and Actions from the Previous Meeting

The Dir. Governance and Compliance provided an overview of the impact and actions from the last meeting, noting that there had been a significant number of actions and matters arising. Members agreed that this evidenced the thorough approach and impact of the Committee on improving Governance.

The Committee noted the updates and accepted the impact statements as presented.

Item 4: Approved – The Committee noted the update and approved the impact statements.

5 - Confidential Business

The Committee reviewed the minutes from the February 11th meeting. It was decided that sections detailing personal attendance issues, particularly relating to an identifiable governor, should be kept confidential.

It was noted that nothing on the agenda was considered to be confidential, however, it was noted that some items may require redaction from the minutes depending on the detail of the discussions, agreeing this would be decided when the minutes are reviewed.

Item 5: Resolved – The Committee resolved to redact the minutes regarding the individual circumstances around absence.

6 - Membership Matters

6.1 Attendance Report

The year-to-date attendance data was reviewed and discussed, noting that the Corporation was the lowest performing group. The Dir. Governance and Compliance explained the reasons and details behind the attendance, one off issues, including holidays as well as long-term issues relating to sickness absences and personal circumstances that prevented attendance. The Committee considered the impact of individual absences on Committee performance and the importance of offering the opportunity for hybrid meetings to accommodate members who could not attend in person.

Members discussed the decline in attendance at the Resources Committee, with it noted this had been a combination of individual unavoidable absences as well as one individual that had not attended any meetings for almost a year.

It was highlighted that although attendance had dropped, it was contextualised, noting it remained above target overall, with no meetings having been cancelled due to having failed to meet quorum. Members discussed how the role was voluntary, with a shift in the demographic of governors, to ensure working governors from a range of sectors are represented, resulting in members needing to balance a range of responsibilities, including work and families, therefore it was to be expected that there would be absences.

In considering the benefits of allowing hybrid attendance, members discussed the challenges in ensuring online members are fully involved in discussions. The Principal confirmed that as this had been raised at the Development Day, an action had been taken for the SLT to support with facilitating the online attendees. Members were assured that during the recent meetings, the team had monitored for raised hands and comments on behalf of the Chair during meetings. Whilst agreeing that hybrid attendance should be permitted where necessary, the Committee confirmed this should only be by exception, with onsite attendance the preference. The Dir. Governance and Compliance advised she had recently contacted a number of colleges to discuss auditor presence and onsite attendance, and each college she spoke to had all of their Committee meetings fully online.

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6.2 Resignations

Members were advised of the resignation of independent governor, Rebecca Matchett and Catherine Durr, who had been a staff governor, but would be leaving the College. Members also noted that Katy Robinson's term as

an associate member of the Standards Committee was due to end at the end of the academic year, and she had decided not to apply for reappointment.

6.3 Appointments and reappointments and 6.4 Forthcoming Terms of Office (to include Chair posts, succession plan and Committee membership considerations)

Members reviewed the application of Anita Holt, an associate governor on the Standards Committee and agreed that she should be reappointed, noting strong attendance and continued valuable contributions to meetings.

Members discussed the staff governor vacancy and application and appointment process. Members reflected on where the appointed staff governor could add most value and considered whether he should replace Catherine on the Standards Committee, however, it was agreed that his skills and experience as well as his cross-campus work, would be more beneficial to the Governance Committee.

In considering the position of Audit Committee Chair, members reflected on the extensive succession planning activity undertaken, including bolstering the Committee with new and existing Board members, as well as the overall refresh of Board membership. Members asked the current Committee Chair for his thoughts on appropriate successors, with the benefits of an internal appointment outlined. Members discussed the expectation that a Committee Chair would also serve on Governance and Remuneration, with it possible that this additional commitment may prevent some from being able to commit to the additional responsibility. The Dir. Governance and Compliance reminded them of the clause in the Terms of Reference that would allow the Audit Chair to appoint a representative to attend the additional Committee meetings on their behalf, noting that Diane Hutchinson could represent them, as she was on Audit and attended Governance as she was the Remuneration Committee Chair.

It was highlighted that there were members of the Audit Committee that would be suitable, however, their existing commitments may be prohibitive, with some perhaps feeling their limited time on the Board may prevent them from stepping into the role. Members asked assurances are given regarding time served, noting that external appointments have been made to Chair roles. It was agreed this should be circulated as an opportunity, and discussed in the annual Governor reviews, with members of audit and other Committees. It was agreed that if no one was able or willing to undertake the role, an external campaign would be necessary. Members recognised the need for a clear handover period and support from the existing Chair, whether the appointment was internal or external, with it noted that the current Chair had offered to continue for a short additional period if needed.

The Committee considered the guidance around maximum terms ahead of considering the reappointment of Mo Kundi. They concluded that there was an audit trail to support evidence of active succession planning, and a need for a short term extension. It was therefore agreed that Mo Kundi should be reappointed, but not full a full term, only the time needed to conclude the succession activity. Members agreed that 12 months would be suitable, allowing for a full hand over and support for the incoming Chair, with Mo Kundi confirming he was willing to serve for this additional period.

In looking ahead at forthcoming terms of office, members noted that in November, the term of staff governor Tom Rowe would come to an end. Members noted the later item to consider process and agreed to consider further discussions to that item.

Item 6: Resolved - The Committee agreed to recommend that the Corporation reappoint Anita Holt as an associate governor for a further term of two-years and Mo Kundi as an independent member for a term of 12 months, with a view to recruiting a new chair externally if necessary. The Committee resolved to recommend the Corporation appoint the new staff governor, John Sheldon, to the Governance Committee.

7 - Effective Governance

The Committee reviewed the first draft of the annual self-assessment report, which had been redesigned to be more succinct and user-friendly, mirroring the format of the Code they had self-assessed against. In response to questions, the Dir. Governance and Compliance explained it had not been a template but was based on the AOC's Governance document, and not their template for self-assessment, as she had felt this was not easy to read and follow. Members noted it included the RAG rating for behaviours and recommended practices and incorporated comments and suggested areas for improvement as fed back during the Development Day.

Members asked about the areas for improvement, with the Dir. Governance and Compliance confirming these were lifted directly from the feedback given to each Principle during the Self-Assessment session on the Governor Development Day. It was explained that the documents circulated in the session had provided spaces

for each group to document their two areas for improvement and three areas of excellence, however, very few had any writing on. Therefore the transcript and notes taken on the day had been used, with it confirmed areas for improvement were lifted directly from these notes. It was suggested that although the session format had worked well, the follow up could be streamlined by asking for a scribe to be nominated in each group to ensure they document, as well as verbally feeding back their thoughts.

Members discussed the comments around the Board straying into operational details, acknowledging the need for strategic focus, questioning the frequency. The context of the comment was discussed, suggesting this may have been related to an isolated incident or Committee. Members recalled the conversation, noting it had also highlighted the effectiveness of the Corporation Chair in steering conversations back to strategic matters when necessary, and outlined circumstances under which it had been necessary to delve into operational detail, discussing the importance of understanding operational events to make strategic decisions and the need to balance between operational and strategic focus where there were areas of concern. Members agreed that as it had been raised and fed back, it should be included to ensure members remained mindful of their strategic role.

Members noted that although they had been drawn to the areas for improvement, it was important to highlight the progress made, drawing attention to an increase in the number of areas marked as green, whilst also praising the format. Members agreed that the presentation ensured the document was reduced to a manageable length, yet still captured key details, ensuring important aspects were embedded and presented in a user-friendly way. The Dir. Governance and Compliance was thanked for her work on this, with it agreed this would be presented to the Corporation for approval.

Item 7: Resolved – The Committee resolved to recommend the Governance self-assessment to the Corporation for approval.

Task – ensure a scribe is nominated from each table during the next self-assessment session.

8 - Constitutional Documents

8.1 - Instruments and Articles of Government

The Committee reviewed the College's Instruments and Articles of Government for potential amendments, reviewing those recommended within the paper, as well as the advice circulated that morning by the FEC.

The discussion on constitutional documents was extensive and focused on several key amendments, including those required by recent directives and legal developments presented as a verbal update. The Committee was reminded of previous discussions regarding voting rights on contractual and financial matters where student governors were under the age of 18. Members noted the College's Instruments and Articles of Government stipulated that individuals under 18 could not vote on financial decisions, with consideration given to removal of this clause some time ago when the Charity Commission had first highlighted the incompatibility with Charity Law. Members noted the Committee had agreed to defer a decision until the AOC came back with further advice, as the AOC had challenged the request by the DfE to mandate Colleges remove this. The AOC had proposed as under 18's are not legally able to enter contracts, they should not be expected to vote or be held to account for decisions they did not have the capacity to make. Members were advised that earlier that day, the non-compatibility with Charity Law had been reiterated by the FEC with FAQ clarifying this position and mandating the removal, stating it is permissible as the Corporation, not the individual is entering into the contract.

The Committee expressed concerns about the implications of this change, particularly the potential liability of underage trustees in cases of insolvency. The discussion highlighted the need to protect younger trustees from such responsibilities, which they were previously shielded from, however, conceded that as the communications from the Department for Education (DfE) mandated the removal of this clause, it needed to be agreed.

The Committee reviewed the other recommended changes, which included replacing references to the Education and Skills Funding Agency (ESFA) with the DfE and correcting duplicated terms regarding staff appointments and agreed these.

The Committee then reviewed the items for consideration, including the size of the board, with it agreed they should maintain the increased number of independent governors, currently set at 17, increased from 15 in the previous year to accommodate additional members.

The composition of the Board, particularly the nomination and election processes for staff and student governors, was debated at length. Concerns were raised about the potential for disciplinary issues among elected governors and the 'popularity contest' nature of elections, noting this may prevent some staff or students from applying. It was suggested that governors should not be under any investigation or capability concerns at the time of their nomination, however, discussed that this could be restrictive, particularly where investigations are ongoing at the

time of the application window, later found to be without case to answer. Members discussed the benefit of responsibility in helping students make better decisions, and agreed that whilst they needed the best candidate, that would add value and contribute to meetings, they did not want narrow criteria for application. Members proposed student governors, may benefit from an interview process, to ensure suitability and commitment, rather than relying solely on elections.

Members considered the benefits, including the opportunity to ensure attendance was highlighted as essential to students ahead of appointment, as well as noting that the experience of an interview would be beneficial for students, who may have never had the opportunity to be interviewed before. In considering staff, it was agreed that the process worked well, however, accepted that knowing there may be a vote, could have prevented some governors from putting themselves forwards. Members also highlighted how interviews for these positions would ensure all roles across the Board had a consistent recruitment process, noting that independent and associate governors were recruited by an interview. It was agreed that the Principal should not be involved in staff and student interviews to maintain objectivity.

Item 8.2: Standing Orders

Members endorsed the inclusion of an associate governor role description as well as the policy on obtaining legal advice and removal of parent governor references. Members noted that the updates to the Instruments and Articles regarding staff and students not being elected would result in the relevant sections of the Standing Orders being updated, delegating this work to the Dir. Governance and Compliance in line with their recommendation to update the process to one of interviews.

In considering the documentation updates required for the forthcoming staff governor vacancy, members asked if there were restrictions or requirements for representatives from each campus, or across teaching and support staff. It was explained that when the determination was reduced from 3 staff members to 2, this had been considered, with the recommendation at that time, being to allow this to be open to all. It was explained that some staff work cross-campus, and some had support contracts, yet had some teaching responsibility, making it difficult to distinguish. Members agreed not to restrict or limit applications and continue to allow any staff member with a permanent contract to apply. It was proposed that the start of the year was likely to generate the most interest, with it agreed it should be advertised late in August and kept open through to the end of September to generate the widest interest.

Item 8: Resolved - The Committee resolved to recommend the Corporation approve the proposed changes to the Instruments and Articles of Government, including the removal of the clause restricting under-18 voting rights and changes to the selection process for staff and student governors. The Committee endorsed the recommended updates to the Standing Orders, including the Associate Governor role description and policy on advice for the Board, delegating the development of the recruitment literature to the Dir. Governance and Compliance.

Task: Revise the student and staff governor selection process to include an interview stage while ensuring compliance with governance regulations.

9 - Committee Planning for 2025/2026

The Committee reviewed and approved the proposed schedule of business for the 2025/2026 academic year. They considered amendments to the Committee's Terms of Reference, noting the existing term that mandated the Committee complete the Self-Assessment should be amended to supporting and overseeing, not completing this work.

The Committee agreed to maintain the structure of three meetings per year, with the flexibility to add an extra meeting if necessary. The timing of these meetings was debated, with a preference for holding them at 5pm, with the Committee considering the practical implications of this timing, particularly for members who might have other commitments, as well as ensuring that meetings do not conflict with evening activities at the college.

Item 9: Resolved –The Committee approved the proposed schedule of business for the 2025/2026 academic year and endorsed the minor changes to the terms of reference, to be recommended for approval by the Corporation.

10 - Training & Development Plan

The Committee discussed priority areas and formats for training in the 2025/2026 academic year. Emphasis was placed on continuous development for members to enhance their governance skills and knowledge.

It was suggested the outline plan, which incorporates a variety of training formats, such as workshops and online modules, as well as face to face activity, is maintained to accommodate different learning preferences and schedules.

The Dir. Governance and Compliance provided an overview of the proposed face to face topics, which included a presentation to address recurring issues identified in the self-assessment around understanding student perspectives and engagement strategies. Members noted the intention was to ensure all governors are fully aware of the college's efforts in this area, and how this feeds into Governance, and to prevent the issue from being raised again in the self-assessment of 2025/2026. Members discussed the issue, and it was proposed that in addition to the expectation that data and issues are presented to the Board, members also had a responsibility to ensure that they take action for ensuring that they are hearing student voice, by engaging in the available opportunities which include learning walks, awards ceremonies, shows, presentations and open events. The Corporation Chair suggested this could be included as a topic for discussion in the annual reviews with members. The Dir. Governance and Compliance advised the Committee that the pre meeting paperwork was currently under review, therefore this would be added as an area for discussion.

In summarising the rationale for other topics, members agreed to an outline plan which included training on the new Ofsted framework, the importance of understanding the systems and techniques used to measure teaching quality and further training on EDI.

The proposal for the training and development plan was approved tentatively, with the understanding that it may be adjusted based on feedback from the skills audit and evolving needs throughout the year.

Item 10: Resolved - The proposal for the training and development plan was approved tentatively, with the understanding that it may be adjusted based on feedback from the skills audits and evolving needs throughout the year. The Committee agreed to recommend this as an outline plan for Corporation approval.

Task - Dir. Governance to ensure the annual review paperwork has a section about governor engagement to allow the Chair to discuss this with members.

11 - Items to be Reported to the Corporation

The Committee identified key items from the meeting to be reported to the Corporation. It was agreed that only items for approval would be included in the summary as there had been considerable information and documentation covered.

Item 11: Approved - The Committee identified key items from the meeting to be reported to the Corporation, limiting this to those to be presented for approval.

12 - Closing Comments

The Chair brought the meeting to a close, noting that the date and time for the next meeting would be circulated after agreement by the Board. The members were thanked for their participation and contributions, and the meeting was closed at 6.10pm.