

Minutes
SEG Governance Committee Meeting
Governor Meetings

Date	10/02/2026
Time	5:30 PM - 7:30 PM
Location	Southport College Board Room/Microsoft Teams Meeting
Present	Paul Walker (Committee and Corporation Chair) (except item 15) Michelle Brabner (Principal) Margaret Boneham (Independent Governor) *Roderic Gillespie (Independent Governor) *Diane Hutchinson (Independent Governor) Mo Kundi (Independent Governor) John Sheldon (Staff Governor)
In Attendance	Andy Bridson (Independent Member) Lisa Farnhill (Dir Governance and Compliance)
Apologies	None
Absent	None

*indicates attendance via videoconferencing facilities

1 - Welcome & Apologies for Absence

The Chair welcomed members and attendees, and noting there were no apologies for absence and confirming those online could hear and be heard.

Item 1: Noted

2 - Declaration of Interests

The Chair confirmed there were no conflicts of interest related to the agenda items.

Item 2: Noted

3 - Approval of Minutes from 3rd November 2025

The Committee Chair presented the minutes from the meeting held on 3rd November 2025. Members were asked if they had any questions, queries, or issues that would prevent approval of the minutes. No concerns were raised, and the minutes were approved.

Item 3: Approved – the minutes from the meeting held on 3rd November 2025 were approved as an accurate reflection of the discussions held.

4 - Impact and Actions from the Previous Meeting

The Director of Governance and Compliance summarised the impact statement from the last meeting and provided updates on matters arising. Members noted most actions had been completed, with a few highlighted for discussion. The updated format for Corporation agendas was briefly discussed, with members agreeing it was too early to judge its effectiveness after just one meeting. The Chair emphasised the need to give the new format time to settle before assessing and considering whether it should remain in place. The updated Terms of Reference for the Committee were reviewed, noting the changes to their delegated authority had already been approved in the scheme of delegation, with the changes now made to reflect the updated delegations.

Item 4: Approved – the impact statements from the meeting held on 3rd November 2025 were approved, and action updates noted.

5 - Confidential Business

The Chair sought confirmation that the suggested redactions from the minutes of February 11th meeting should be held as confidential, drawing attention to the areas highlighted. It was agreed that personal details of individuals discussed in membership matters should not be published on the website.

Members agreed no items from the proposed agenda required any members or staff to withdraw from the meeting.

Item 5: Resolved – the Committee resolved to agree the redactions and confirmed no withdrawals from the meeting were required.

6 - Membership Matters

The Director of Governance and Compliance presented a detailed paper on membership matters, highlighting the significance of the item in relation to the work of the committee. Attendance was reviewed at length, noting that while overall attendance was satisfactory, Audit and Governance had experienced higher rates of absence, contextualised by the lower number of meetings year to date.

Minimum attendance requirements were discussed, noting the statutory nature of the Audit Committee, with SEG having set higher expectations and minimum requirements than the DfE guidance. The importance of maintaining a quorum was emphasised, and the need to monitor attendance closely was acknowledged. The committee discussed the challenges of maintaining consistent attendance and the potential impact on the effectiveness of meetings. It was noted that an individual member's level of required attendance varied dependant on Committee placement, highlighting how some members with 100% attendance had the same number of meeting attendances as those with low attendance, highlighting the benefit of reviewing numbers alongside percentages.

Resignations and leave requests were reviewed, with long-term absences reviewed and considered, noting an approved absence was now approaching a second year of absence. The Director of Governance and Compliance suggested formally asking the member to stand down unless they could commit to returning imminently. Members agreed this was a sensible approach, protecting the individual, and the Board, noting it was unfair to expect them to be held collectively accountable when they were unable to attend.

The forthcoming terms of office and succession planning were discussed, noting that some terms were coming to an end, and the need to ensure continuity and maintain expertise was highlighted as already actioned. Members noted the details of the application received from a former student, commenting on the strengths of the skills and experience detailed, with it agreed the applicant should be invited in for interview, with several members offering their time to support with the interview process.

The Director of Governance and Compliance outlined the rationale for the introduction of a succession policy, confirming this was presented for approval. Members noted it documented the proactive management of succession planning within the committee. Members were informed that a dashboard to monitor risks and highlight upcoming needs had also been developed, as a summarised alternative to the detailed succession plan, with the committee agreeing it provided a useful 'at a glance' snapshot of the key information.

Members noted there were two new student governors with plans progressing for a Shadow Board to be made up of the other student governor applicants, with Terms of Reference drafted and included for approval. The Committee noted and supported the proposed approach and approved the Terms of Reference, with members discussing appointments, governor attendance and engagement, with additional offers of support for the process.

The item concluded with further discussions and reflection on the attendance data, with it proposed there should be a formal policy, with clear triggers supported by a process for early intervention when attendance falls below a certain percentage, or number of absences. The committee acknowledged the difficulty in setting metrics, due to the impact of absences on attendance early in the year, with it suggested the previous year's attendance and RAG rating should be included on the attendance summary. The Committee agreed to monitor attendance closely and have conversations with members who consistently miss meetings to understand their circumstances and potentially make accommodations where possible, with the time of meetings discussed, as a potential barrier.

Item 6: Resolved – The Committee resolved to approve the Shadow Board Terms of Reference and the Succession Policy. The Committee resolved to commit to proactive monitoring of attendance data, with low attenders to be contacted by their Committee Chair. The Committee agreed to interview the prospective new governor.

Task: Formally ask AB to stand down from the committee due to prolonged absence, making clear the door remains open for future return if circumstances change.

Task: Audit Committee Chair to have a conversation with Committee Members regarding ongoing attendance and commitment to the Audit Committee and determine commitment to continuation and consider if timing or alternative Committee would support improved attendance.

Task: Add previous year's attendance data to the attendance summary. Develop and propose a clear process or policy for intervention when a governor's attendance percentage or number of missed meetings reaches a concerning threshold, to be discussed and agreed at the next meeting.

Task: Invite applicant to interview.

7 - Training & Development

The data was summarised by the Dir. Governance and Compliance, highlighting the range of training opportunities and formats available for governors.

The statutory requirement for maintaining oversight of training was acknowledged, with it deemed valuable to utilise the time in the meeting to focus on impactful training for the development day, with members asked to propose ideas for topics and activities. Members agreed there needed to be an emphasis on prioritising meaningful activities for the governor and Governance Development Day, balancing SEG insight with broader member development. Members emphasised the need for the day to be engaging and enjoyable, with suggestions for mandatory training such as health and safety to be handled separately. The inclusion of students in training sessions was suggested, providing positive insight and connection to the core purpose of the College. Inclusivity initiatives were considered to be a priority and a key focus area for governance development activities. Members considered the benefits of incorporating a tour, noting the Bridge would be completed, offering the opportunity to provide governors with a look at the facilities, gaining a deeper understanding of its intended impact on the students and wider community.

Members reflected on how beneficial the previous risk appetite exercise had been, noting this was last done in 2022. It was suggested this would be a valuable activity to repeat, reflecting on changes in membership in the Board and SLT, with a review ensuring understanding and alignment of risk tolerance in all key areas of the organisation. The exercise was praised for its past impact on strategic discussions and decision-making.

Members proposed the inclusion of a session on artificial intelligence (AI) asking for the potential adverse impacts of AI on the organisation to be identified, with a suggestion the awareness of risks with is balanced with the positive uses of AI. The importance of educating governors and staff on AI to better handle threats and opportunities was emphasised. Acknowledging the benefits and opportunities, members indicated they were reflecting on the wider risks in terms of the sophistication of phishing attacks, and cyber crime related to AI, with an understanding needed to enable effective oversight and governance.

Noting the detail within the next agenda item, self-assessment was also proposed for inclusion. Members concluded that the suggestions could be formulated into a suitable agenda by the Dir. Governance, Principal and Chair, asking that they ensure the day is not overfilled to allow for meaningful discussions and interactions, noting feedback from the previous day positively reflected on the time allocated for building relationships.

Item 7: Resolved – The Committee reviewed options for inclusion in the forthcoming Governor and Governance Development Day, asking that options focus on understanding core purposes and culture of the organisation, and risk are included alongside the Self-Assessment.

8 - Effective Governance

8.1 Progress against the Governance Development Plan

The committee received an update on the progress made against identified Areas for Improvement (AFI) from the Self-Assessment Report (SAR) and External Review of Governance (ERG). Attention was drawn to extensive work in improving stakeholder interactions and other areas of proactive work to address areas identified in the last SAR. Members were asked to note the progress and highlight any additional actions needed. With nothing raised, the progress report was noted.

Item 8.1: Resolved – The Committee noted the assurances provided by reviewing work done to improve identified areas for improvement.

8.2 SAR Planning

The Committee reviewed the previous year's SAR process and format, providing feedback and suggesting amendments. Whilst acknowledging that the past two external reviews and the internal audit provided assurances that there are no identified weaknesses, with many aspects of effective good practice, members highlighted the benefits of refocusing on the basics of governance and their responsibilities as trustees. Recent failures in financial governance in a range of sectors, including some examples in the education sector, were discussed at length. Whilst noting the assurances and risk mitigations in place, with scrutiny within the Resources Committees evident, and three qualified accountants on the Board to provide technical insight, it was agreed that there were opportunities to potentially strengthen further the financial oversight, through additional spot checks on the accounts.

Acknowledging webinars and training were available through the ETF and AOC, it was suggested a reminder of governor roles and responsibilities, and areas of accountability would frame discussions around self-assessment and governance priorities. It was also proposed this could also have a positive impact on attendance, reminding members they are collectively accountable for decisions when they are not present, ensuring they are aware of the risks of non-attendance, resulting in prioritisation of attending and ensuring they fully understand decisions being taken and the organisation they are governing.

Members reflected on the plans for the Governor and Governance Development day, agreeing training on responsibilities should be incorporated, perhaps in place of AI, suggesting this could be embedded into or run just ahead of the self-assessment session. Members discussed timing, and agreed this should be early in the day, to frame the remainder of the discussions. It was suggested it would be beneficial to have an external provider for the delivery of this session, with the Governance department of the AOC to be contacted for support in delivery.

Item 8.2: Resolved – The Committee resolved to have a similar structure and approach to self-assessment, to be complemented by external training on governor responsibilities, including those as a charity trustee.

Task: Investigate and select an appropriate method or provider for training on charity trustee and governor responsibilities, prioritising in-person options, looking to embed this training into the next Governor Development Day agenda.

8.3 ERG Planning

The Committee was reminded of the requirements to review governance every three years, reflecting on the positive experience of the previous review, considered to be as a result of considerable work done to plan and scope the review. Members noted the next review was due to conclude by summer 2027, therefore, field work needed to commence in January 2027.

Discussions focused on the prioritisation of areas for review, with a member suggesting this should include areas considered effective, even good, but where members felt could be developed even further with the support of external insight. It was agreed the scoping and prioritisation of focus areas needed to be done ahead of considering the appointment of a consultant, to ensure they could demonstrate skills and experience in the areas to be defined within the scope of the review.

Following a review of the possible priority areas, consideration was given for how this should be determined, with it agreed the wider Board and senior team should feed into the decision.

Members asked for a survey to be used, sent to all members and the SLT, to determine the priorities of the whole team when approaching the external review.

Item 8.3: Resolved – The Committee resolved to incorporate wider Board and SLT opinions on areas of focus to support with the scoping and consultant selection for the external review.

Task: Send out a survey to the whole Board and SLT to rank priorities for the external governance review and use the results to inform the scope of the review.

8.4 Internal Audit Review of Governance

The Committee was informed that the review had concluded, however, the report was not yet available, with the scope of the internal audit review included for information. Members acknowledged the comprehensive nature of the review and the substantial volume of information collected and shared, which ensured the review was thorough, and an accurate reflection of the controls and oversight in place.

The Committee was assured by the outcome, which provided 'substantial assurance', noting feedback had indicated there were many examples of exemplary practice, and effective controls in place, providing comfort regarding the governance processes. Members proposed this freed up capacity within the external review of governance to focus on developmental aspects, with evidence provided by the internal audit service of effective controls and compliance.

Item 8.4: Noted – The Committee noted the assurances provided by the outcome of achieving substantial assurance from the IAS review.

9 - Ofsted Readiness

The Chair led a verbal discussion on governance expectations and preparations ahead of the imminent Ofsted inspection. Members were reminded of the training provided by the Principal on the new framework and asked if they felt prepared and supported as they approached inspection, reflecting on the previous inspection experience.

Members expressed concerns about over-preparing and the potential time inefficiencies in preparing briefing documents and crib sheets, which would quickly become outdated should the inspection not be held for some time. Members considered the benefits of producing regular briefings, acknowledging the need to feel prepared, and mitigate against the potential stressful impact of the inspection. In reflecting on this, the committee proposed their approach to governance should be influenced by their governance code, and continued focus on achieving the strategic intentions through effective oversight, not developed to respond to or impress during an inspection. Members agreed the business as usual approach, with effective, transparent and regular reporting through committees should provide them with all the data, detail and insight needed for an inspection, agreeing that if additional information was needed, it should be embedded into the cycle of business as opposed to developing an Ofsted preparation framework for governors.

Members discussed the limited available information in terms of college experience of inspection under the renewed framework, with few published reports. The importance of being responsive and fluid in preparing was emphasised, with it confirmed governors felt supported and did not require any additional specific training or information. The Committee resolved to adopt a proactive strategy by only preparing briefing materials and confirming the presence of governors at the point of inspection.

Item 9: Resolved – The Committee endorsed the approach to inspection preparations for governors, resolving to ensure all data and insight needed for governors to support in an inspection is embedded into the reporting cycle.

10 - Local Needs Duty - Statutory Requirement for the Board to Review How Well the College is Meeting Local Skills Needs

The Committee discussed the statutory duty to review how well the college meets local skills needs, noting this was due in twelve months, and similar to the external review, required time to plan and undertake the review. To support with triangulating and assessing internal information, a consultant known to the organisations was proposed to lead the review, leveraging her consultancy experience and understanding of the organisation.

Members supported the approach, noting timing meant it was likely the review would conclude ahead of the release of the new LSIP, which would trigger a further review, with it hoped this would then be a light touch follow-up if the local skills improvement plan changes the priorities.

Item 10: Resolved – The Committee resolved to endorse the approach to reviewing skills needs, commissioning external, independent, objective insight to support and lead the review.

11 - Items to be Reported to the Corporation

The Committee identified key items to be reported to the Corporation as part of the verbal update, agreeing that their focus on attendance, Board development, Ofsted preparations, and considerations for strengthening financial oversight in response to issues identified in other colleges must be highlighted, however, agreed the reports did not need to be presented and included.

It was agreed that the succession policy and Terms of Reference for the Shadow Board, as approved by the Committee could be made available as essential information.

Item 11: Approved – The Committee approved items for presentation to the Corporation.

12 - Closing Comments

The Chair brought the meeting to a close, expressing gratitude to all attendees for their participation. The Chair noted the date and time for the next meeting, which is scheduled for Tuesday 23rd June 2026. Members highlighted the depth of discussions held during the meeting as evidencing effective governance practice.

Item 12: Noted
