

**Minutes of the Governance Committee Meeting held Monday 2<sup>nd</sup> October 2023 at 1pm  
Southport College Board Room**

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

**In Attendance:** Lisa Farnhill (Clerk to the Corporation)

**Apologies**

**Absent** Roderic Gillespie (Independent Governor)

Minute No.	Minutes	Action
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**G.24.01 ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE**

With the meeting confirmed as quorate, the Chair thanked everyone for their time and attendance.

**Item 1 - Noted**

**G.24.02 ITEM 2: DECLARATIONS OF INTEREST**

Standing interests were noted, with nothing to be declared relating to items on the agenda. The need for the Chair to withdraw for item 14 was considered, however, members agreed as this was relating to processes, it was unnecessary.

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

**G.24.03 ITEM 3: MINUTES OF THE PREVIOUS MEETING**

The Chair presented the minutes from the meeting held on July 3<sup>rd</sup>, 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 3<sup>rd</sup> July 2023.*

#### **G.24.04 ITEM 4 – ACTIONS AND MATTERS ARISING**

The Clerk presented the action summary, with members updated on the actions undertaken. Members asked for clarification on the process for advising of events whilst the PA post was vacant, with the Clerk confirming staff were circulating these via the Clerk, with the next full update to be included with the Corporation agenda in December, to detail events through to March.

Members noted the support being offered to the student governor. The Resources Chair confirmed he had been contacted regarding the review of the Financial Statements, with it hoped a pre-circulation review could take place this year.

***Item 4: Noted – The Committee noted the updates relating to outstanding actions and matters arising.***

#### **G.24.05 ITEM 5: CONFIDENTIAL BUSINESS**

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.

***Item 5: Resolved - The Committee resolved to maintain the full minutes as a public record without redaction.***

#### **G.24.06 ITEM 6: CODE OF GOVERNANCE**

Members were informed that the Code had been released after paper circulation, noting that although the final version reflected the draft as seen previously, it required a full review, which would now be deferred to the next meeting.

**Clerk**

***Item 6: Deferred - The Committee resolved to review the new Code, including plans to self-assess against it at the next meeting of the Committee***

#### **G.24.07 ITEM 7: COMMITTEE SELF-EVALUATION**

Members acknowledged the cross-over between Committee performance and performance of governance overall, agreeing that the actions for Committee improvement should reflect those outlined within the Governance Development Plan.

***Item 7: Approved - The Committee resolved to approve the report and committed to working towards the improvements as indicated within the Governance Development Plan.***

#### **G.24.08 ITEM 8: MEMBERSHIP MATTERS**

Members reviewed the report, noting the attendance overall was in line with targets, with appropriate actions to address Corporation and Standards attendance.

Members acknowledged the resignation of Mark Aberdein, agreeing that although Standards had seen a number of recent appointments, Committee membership needed to be kept under review in light of a further resignation.

Members reviewed the suggested updates to the Link Governor scheme, agreeing these were appropriate. In response to a question about the effectiveness of the new scheme and paperwork, it was considered too early to review, agreeing the process will have been fully embedded by the time the Committee meets in February, with sufficient time to use and reflect on its effectiveness.

#### **Item 8.1 Appointments:**

On behalf of the recruitment panels, the Principal summarised the application and interviews of two potential governors.

Noting only one vacancy and the strength of one applicant, with high level skills and experience that would be beneficial to a number of Committees, it was agreed Rebecca Matchett would be recommended for appointment as a full Board member, appointed to the Resources Committee, with Louise Clare recommended as an associate to the Standards Committee.

**Corporation**

Members discussed the benefits of associate members, with the Clerk outlining research of Board sizes and examples of how associates are more widely used in other colleges. Members agreed that the number of associates per committee did not need to be limited to two, asking that the Corporation approve an amendment to the Terms of Reference of the Standards Committee to facilitate the use of associates to support its work, and allow less experienced applicants to gain Board experience ahead of becoming full Board members.

Members questioned the locality and availability of the candidates, confirming that they would be available to commit to onsite attendance, which was considered critical to understanding of the college and impact as a member. The Principal confirmed this had been discussed at interview, with suitable reassurances provided by both applicants

Members acknowledged the need to consider succession planning for the Committee Chair roles, and a need to strengthen the financial knowledge of the Board, with the Principal advising an application had been submitted for DfE funded support from Peridot for two further members. Suggestions were made for alternative options for securing suitably experienced members. Which the Committee agreed to explore further if the Peridot application was not successful.

Members were given a summary of a third applicant, noting they had not yet attended interview. Members considered the strength of the application, asking if this would bridge any current skills gaps. Members noted the Board had a broad range of skills and knowledge, with the priority currently to focus on upskilling newer members and recruiting for future gaps as identified in the succession plan, with it suggested this application did not need to be proactively pursued at this time, however, should the applicant request an interview, and be considered appointable, the Committee could consider the application further.

***Item 8.1: Resolved - The Committee resolved to recommend the Corporation appoint Rebecca Matchett as an Independent Member of the Board for a 4-year term. The Committee recommended Louise Clare is appointed as an associate member of the Standards Committee, asking the Terms of Reference are amended to allow for additional Committee associates.***

#### **Item 8.2: Member re-appointment**

The Committee noted the ongoing value added to the Standards Committee by associate member, Anita Holt. In considering visibility and attendance, it was noted that only one meeting had been missed in each of the last two years,

both with apologies provided. The Clerk highlighted the excellent between-meeting communication by Anita, with all returns completed on time. Members proposed online attendance resulted in the member being less well known, agreeing on site attendance should be encouraged wherever possible.

***Item 8.2: Resolved - The Committee resolved to recommend the Corporation re-appoint Anita Holt for a two-year term of office as an associate member of the Standards Committee.***

#### **G.24.09 ITEM 9: GOVERNANCE COMMITTEE ANNUAL REPORT 2022/2023**

The Clerk summarised the report, with members agreeing it provided a useful summary of Governance changes and activities in 2022/2023.

A member noted the extensive CPD undertaken by the Clerk, thanking her on behalf of the Board for ensuring her knowledge remained up to date allowing for the support of effective governance.

***Item 9: Noted – The Committee resolved to note the report.***

#### **G.24.10 ITEM 10 GOVERNANCE SELF-ASSESSMENT**

##### **Item 10.1 – review of actions undertaken in 2022/2023**

The Clerk highlighted the progress made, noting all items still in progress, or where progress had been made, but further improvements had been identified, were maintained as amber and carried forward.

In response to a question about progress made, the Clerk highlighted evidence relating to improved papers, development of a succession plan, better communication from Committee's to Board and an improved link governor scheme.

***Item 10.1: Resolved – The Committee resolved to note the update, commending the improvements made.***

##### **G.24.11 Item 10.2 – review of performance in 2022/2023**

The Clerk summarised the information, highlighting how there was evidence of full compliance, however, as reflected last year, there was disparity with member knowledge of compliance.

Members discussed at length the level of knowledge and awareness of Committee members versus the wider Board, agreeing that this impacted responses. When considering if questions could be tailored to members Committee membership, members noted the need for collective accountability and reassurance from Committee's that they were reviewing and challenging information within their delegated authority on behalf of the Board. It was therefore agreed that, for example, not asking Standards members about finance, and Resources members about quality, did not provide members with the opportunity to reflect on what they needed reassurance on, and whether they had received it. It was agreed the process for positioning the questionnaire could be updated to ensure members understood the flow of information and governance processes along with how this could be reflected in responses.

Members considered the benefits of a presentation on compliance and areas of the code ahead of asking for completion, perhaps even delivering this as an interactive session at a strategy event rather than as a survey. Members highlighted how absence from key meetings would also distort survey responses and proposed the new Code of Governance offered the opportunity

to undertake a full review of the self-assessment process, asking that this is discussed further at the next meeting of the Committee.

Clerk/ Cttee

Members noted the assurances from the Clerk around compliance, acknowledging that areas for improvement related to understanding and evidencing compliance, which would be addressed by reviewing how the self-assessment process is undertaken as well as the ongoing commitment to improving communication flow.

Members agreed that the focus for improvements in 2023/2024 should include continuing with those already in progress whilst overhauling the process, with it expected that the external review would provide objective insight and further actions to improve governance.

***Item 10.2: Resolved – The Committee resolved to accept the information, focusing the developments in 2023/2024 on areas flagged as red, committing to reviewing how the SAR is delivered in 2023/2024.***

**G.24.12 Item 10.3 – External Review of Governance Update**

The Clerk summarised the preliminary discussions held with the external consultant appointed to undertake the review. Members noted the focus on understanding and improving impact through effective relationships and the intention to add value through a series of recommendations. Members endorsed the intention to generate commitment to the actions from an interactive session with Governors and the SLT, that would ask them to ascertain priorities from the list of recommendations presented alongside the review findings.

In response to a question around timeframe, the Clerk summarised the proposed timetable of activities, with members advised dates for individual and focus group dates would be circulated once available.

***Item 10.3: Noted – The Committee resolved to note the update.***

**G. 24.13 ITEM 11: GOVERNANCE STATEMENT AND MEMEBRS REPORT**

The Clerk assured the Committee that the section had been drafted taking into account the latest release of the Casterbridge Template and Post 16 Audit Code of Practice. Members noted some areas were to be finalised following the Audit Committee meeting, agreeing that the information as presented was approved for inclusion.

Members clarified the process for review and approval, with the Clerk advising that the Resources Committee would review the full set of financial statements in November, followed by the Audit Committee in December, with Corporation approval on December 14<sup>th</sup>, in time for submission by December 31<sup>st</sup>.

***Item 11: Approved – The Committee approved the Governance Statement and Members Report for inclusion within the Financial Statements.***

**G.24.14 ITEM 12: TRAINING UPDATE**

The report was summarised with members noting the higher response rates year to date when compared with the previous year, whilst acknowledging that there was still a gap between training completed and training logged.

Members asked for the link to be circulated as a stand-alone email monthly or half-termly, proposing the current format may result in the request being lost within the detail of the training update or newsletter.

Clerk

In considering whether the Strategy Event needed to include any training, members agreed that the Skills Bill requirement and understanding the new Governance Code could be included, and delegated detailed discussions and planning to the Clerk and Principal in consultation with the Chair.

***Item 12: Resolved – The Committee resolved to note the update, delegating the planning of the Strategy Events to the Clerk and Principal in consultation with the Chair of the Corporation.***

**G.24.15 ITEM 13 GOVERNORS HANDBOOK**

Members agreed that the contents, as updated to include more guidance on effective membership, questioning skills, and impact, met the needs of new and existing Board Members.

**G.24.16 Item 13.1. Instruments & Articles Of Government**

Members accepted the recommendation of the Clerk to make the required updates, to change the name of the College, and remove the outdated clause relating to Secretary of State appointments.

Members discussed the proposal, as an action from the previous Corporation Chair, to have a follow-up review of Board size. Whilst agreeing that succession planning was essential, members considered the research around smaller Boards being more effective and concluded they did not feel that increasing independent membership was necessary. Members highlighted earlier discussions around the value of using associates of Committees to bridge knowledge gaps and offer the opportunity to gain Board experience ahead of becoming a full member, whilst also offering members an opportunity to continue to offer support after the end of a term as a full member. In response to a question around the difference between independent (full) membership and associate membership, the Principal explained about voting rights and accountability.

**G.24.17 Item 13.2 Standing Orders**

The Clerk summarised the suggested update relating to the Secretary of State appointments, and outlined recommended areas for review, which included recruitment processes and meeting attendance.

Members acknowledged the points raised relating to member availability for interviews, and the impact of potentially cancelling interviews with prospective members at short notice. A member suggested a third panel member could be invited to be on standby for interviews, however, agreed this would be logistically difficult. It was suggested that processes did not need to be reviewed as a result of an isolated incident, however agreeing instead to ensure that all Governor Interview Panels have 3 members invited, to ensure the minimum of two is met. It was suggested this only needed to be a procedural update, rather than needing to update the standing orders, which indicated a requirement for a minimum of two. In response to considering if this would be over facing for an applicant, noting this would result in 4-person team to include the Clerk for support and guidance, it was agreed that for appointments to positions at Board level, it was not unusual for candidates to face a four-person panel.

The Clerk summarised the context surrounding the request to review meeting attendance, outlining the changes that had been proposed by previous Chair's or discussed in the Committee since her appointment, confirming she sought clarity on the Committee's preference, and to ensure that the Standing Orders reflected those preferences. The Principal reiterated the need to protect staff time, whilst ensuring succession planning and offering staff the opportunity to prepare for progression into roles requiring Board meeting attendance. Members agreed that Board attendance for those looking to progress could be

beneficial, however, did not want this to impact the transparent and open discussions held in meetings. Members highlighted how there were already processes in place to protect transparency and openness, including meetings without management presence, and Part B discussion for confidential matters.

Following a detailed debate, members concluded the process as outlined in the Standing Orders remained their preference, that staff should only be present to deliver a paper, and that any additional attendance for personal development purposes, was permitted, however, this would be at the discretion of the Chair of the meeting, to be arranged through the Clerk. Members proposed on a practical level, this needed to be arranged at the time the agenda was drafted, to allow the Chair to consider the request when reviewing meeting content and approving the agenda.

The Principal agreed to remind the SLT of the process.

**Principal**

**G.24.18 Item 13.4: Code of Conduct for Board Members**

The Clerk confirmed there were no proposed updates to the Code of Conduct, however, reapproval was requested to reaffirm commitment to the conduct code.

***Item 13: Approved – The Committee resolved to recommend the Governors handbook to the Corporation for approval, including reaffirming commitment to the Code of Conduct and seeking approval for updates to the Instruments and Articles of Government and Standing Orders to reflect the name change and removal of the secretary of State clause.***

**G.24.19 ITEM 14: EVALUATION OF THE CHAIR**

The Committee confirmed as this was a review of process and not reviewing the outcome of the evaluation of the Chair, the Corporation Chair did not need to withdraw.

The Clerk summarised the process, highlighting earlier points in the self-assessment that indicated members were not aware of the positive impact the Chair had. The Clerk outlined examples of improved processes, suggestions to support greater connection between governors and the college, as well as a more even distribution of work, to prevent overreliance on individuals, reminding the Committee that the Chair had been instrumental in supporting the development of an effective succession plan for the Governing Board.

Members suggested that the impact and work could be incorporated into the standing item at Corporation meetings, whereby the Chair currently outlines activities undertaken and attendance at events on behalf of the Board, with this to now include successes and impact since the last meeting.

**Chair**

A member suggested the Committee Chairs' were well placed to evidence the impact of the Corporation Chair, with it agreed that their input would be sought by the Vice Chair as part of the annual member review process.

**Vice Chair**

***Item 14 - Approved: The Committee resolved to update the process for Chair's evaluation, to include Committee Chair feedback, with it suggested successes and impact could be highlighted to the Corporation as part of the Chair's standing item to Corporation.***

**G.24.20 ITEM 15: ITEMS TO BE REPORTED TO THE CORPORATION**

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

- The reappointment of Anita Holt for a term of 2 years as an associate member of the Standards Committee
- The appointment of Rebecca Matchett as an Independent Member for a term of 4 years, appointed to the Resources Committee
- The appointment of Louise Clare as an associate member of the Standards Committee for a term of 2 years
- The Governors Handbook for approval, including amendments to the Standing Orders and Instruments and Articles and commitment to the Code of Governance

***Item 15 – Resolved: The Committee resolved to recommend that the Corporation’s attention is drawn to key information and approvals sought as outlined above.***

**G.24.21 ITEM 16: DATE OF NEXT MEETING AND CLOSING COMMENTS**

Members were thanked for their time and attendance. Members noted the next Committee meeting would be on Tuesday 7<sup>th</sup> February.

**The meeting closed at 2.50pm**