

Minutes of the Governance Committee Meeting held via MS Teams on Thursday 29th April 2021 at 6pm

Present: Kathy Passant(Chair)
Michelle Brabner
Alex Gamil
Vickie Hayes
Vipin Trivedi

In Attendance: Christine Bampton – Vice Chair of the Corporation
Lisa Farnhill – Clerk

Minute No.	Minutes	Action
G.21.43	<p>Item 1: Welcome and Apologies for Absence</p> <p>The Committee Chair welcomed members and attendees, gaining agreement for a finish time of 7.15 to account for the delayed start due to the additional time allocated to the training within the meeting of the Corporation. The Chair confirmed any business that could not be concluded by 7.15pm would be carried forward to the next scheduled meeting in June</p> <p>The Clerk advised that there were no apologies, with all members in attendance and the Chair thanked everyone for giving up their time for this additional extraordinary meeting, welcoming Christine Bampton, Vice Chair of the Corporation as an attendee.</p> <p><u>Item 1: Noted</u></p>	
G.21.44	<p>Item 2: Declarations of Interest</p> <p>The Clerk declared an interest in relation to her employment as the Clerk to the Board of Governors at St Mary’s College in Blackburn.</p> <p><u>Item 2: Noted</u></p>	
G.21.45	<p>Item 3: Minutes of the Previous Meeting</p> <p>The Committee Chair confirmed that the minutes of the previous meeting, held on 2nd February had been circulated and were presented for approval, asking that they were reviewed for accuracy and confirmation that all actions were addressed under item 4. The Committee offered approval for the minutes with no amendments or additional matters arising.</p> <p><u>Item 3: Approved - The Committee resolved to approve the minutes as an accurate record.</u></p>	

G.21.46 Item 4: Matters Arising / Actions Summary

Item 4.1 – Actions and Matters Arising

The Chair confirmed that there were no additional matters arising from the minutes.

The Clerk presented the Actions Summary from the meeting on 2nd February 2021 from which it was noted that all actions were either in progress, on this agenda or complete. **A member asked** why some items were scheduled for completion in June when they were included on the agenda for this evening. The Clerk advised that due to the level of changes recommended for the items in question, the Instruments and Articles of Government and the Standing Orders, it is proposed that they are reviewed and discussed today, with the changes formulated into a final draft for approval for June, with it being considered difficult to approve them in their current form due to the number of aspects requiring consideration.

The Clerk was thanked for the explanation with the Committee agreeing that due to the importance of the items, a two-step approach to their approval was accepted as best practice.

Item 4.2 – Ratification of Written Resolutions Issued Since the Last Meeting of the Committee

The Clerk thanked members for their prompt response to the Written Resolution in relation to the appointment of Paul Walker. The Clerk confirmed that all members had responded offering approval to the appointment, enabling the Clerk to present this to the Corporation, with the appointment subsequently approved.

Item 4: Noted – The Committee noted the updates relating to outstanding actions and matters arising and ratified WR 2021-06.

G.21.47 Item 5: Confidential Business

The Committee Chair proposed that no items within the agenda should be considered confidential, however, the content of the CV's included within the pack of papers for the meeting should be maintained as confidential.

Item 5: Resolved - The Committee resolved to maintain the content of the applicants' CV's as confidential.

G.21.48 Item 6: The External Review of Governance

The Chair informed the Committee of the context under which the External Review of Governance had been recommended by the FEC Team's visit. The Committee Chair highlighted the level of change within the organisation, noting the new Principal, Corporation Chair, Clerk and management structure, with altered membership and responsibilities within the SLT. The Chair indicated how changes in governance and in particular processes and procedures had not maintained the pace of change expected, therefore the accelerated need now resulted in a level of change that could be considered uncomfortable. The Chair noted that this meeting had been called to begin the process of reviewing and approving the necessary changes, asking the Clerk to provide further detail relating to the process for the review and context for the requested changes to documents included in the agenda.

The Clerk advised that she had met with the reviewer a few weeks earlier, and although had not had contact since, was aware that she was collating information and evidence in the background, including the review of the surveys completed by members of the Corporation.

The Clerk summarised actions undertaken to address all areas to be included within the review, reiterating the importance for the Committee to begin working through the recommended changes ahead of the next scheduled meeting in June.

The Clerk confirmed that the volume of changes was too great to be undertaken in a single meeting in June, highlighting how the ERG had accelerated the pace of change to ensure that the review is as beneficial as possible, to prevent the recommendations only being those that the Corporation were already aware needed to be made but had not had the time or opportunity to adopt, therefore had begun reviewing the Corporations' policies and procedures and was presenting them for discussion and input rather than approval, for final versions to be presented for approval at the scheduled meeting in June.

The Clerk summarised the sections of the review, noting 'Composition' would look at the skills mix of the Corporation, including how this was collated and analysed. The Clerk reiterated how the Chair had recognised the importance of this, asking that the process was revised with surveys reissued to members with the subsequent outcome to be reviewed under item 7.1, thanking members for their timely responses. The Clerk added that this area of review would also look at the committees and their delegated authority and membership, noting the intended actions for these to be fully reviewed in line with outcomes of the skills audit and annual appraisals, with membership amended accordingly. The Clerk advised the Committee that there were also plans to extend the assessment of the diversity of the Board, to go beyond skills and protected characteristics, and to include attitudes and mind-set, with plans to look to include this at the next strategy day, stressing the need for diversity to be on every level.

The Clerk confirmed that 'processes and interactions' had been reviewed, with meeting packs amended to include single PDF's with live links to sections, page numbers and emailed out rather than posted, to be further to include information being uploaded to MS Teams. The Clerk added that communications had increased due to the volume of changes and this had also been streamlined with the introduction of monthly newsletters to prevent overwhelming numbers of emails. The Clerk confirmed that all communications included an invitation to provide feedback, with training offered on utilising the new IT systems including MS Teams, and would include follow up one to one support.

The Clerk concluded by advising the Committee that the review of 'structures' would include the documents used by the Board, including their policies and procedures, many of which had not been reviewed for a number of years, with the Clerk having allocated a considerable amount of time to reviewing these in line with best practice, legal advice and examples and suggestions from other clerks. The Clerk confirmed that some would not be approved ahead of the review, however, the amended drafts, as reviewed by the Corporation Chair would be available to discuss with the reviewer.

The Clerk was thanked for the summary, with the Committee Chair agreeing that the timing of the review was earlier than hoped, necessitating an uncomfortable pace of change and increased workload for the Clerk, thanking the Clerk for all of the additional time allocated to supporting these changes. The Chair indicated that it was hoped that the Corporation would soon return to an even keel and more balanced workload, highlighting that the changes had been accelerated to avoid the frustration of the review only presenting recommendations that reiterated changes the Corporation had already recognised needed to be put in place, indicating that a more effective skills audit and subsequent analysis had been the first step towards that.

Item 6: Noted – The Committee noted the details of the forthcoming review of Governance.

ITEM 7: MEMBERSHIP MATTERS

G.21.49 Item 7.1 – Skills Audit Outcomes

The Committee Chair confirmed that the Clerk had been asked to review the skills of the Board, both to ensure that the Corporation was addressing any skills gaps, but also as part of a wider plan to link the skills audit to individual roles and appraisals, to ensure training needs were met and consider succession planning and further ambitions for individual members.

The Clerk was thanked for her work on converting the audit to a digital format and was invited to summarise the outcomes.

The Clerk advised that the outcomes included comparative results to the previous audit, however, noted that they were not really comparable due to the low take up for the previous review. The Clerk added that consideration was given to reviewing the data against the skills audit prior to the one with a low take up, however, concluded that the priority was to look ahead rather than backwards. This was therefore not undertaken, instead focusing on what the data showed, with plans to ensure future audits could be reflective and comparable, but only to ensure that skills gaps were closing. The Clerk highlighted areas of concern, including local government knowledge, education and FE policy and project management. The Clerk advised that training will focus on these areas and any future recruitment will be made to assess areas of need.

A member asked if it was necessary to ascertain such detail relating to financial knowledge, indicating that the questions had been more detailed in this area than the previous audit. The clerk confirmed that the exact same questions had been used to ensure that results were comparable, with the only change being the format – utilising a digital survey rather than a word document. The Clerk confirmed that this was more user friendly for the governors but also provided some data collation by the system, needing less data input, enabling time to focus on manipulating the data into a meaningful report. The Committee Chair added that the detail was necessary to ensure that the skills mix and balance across the Board was sufficient to meet the needs of the college in every area, with financial scrutiny being a key area of specific need, supporting the use of prescriptive questions in this area. The Chair indicated that the results were encouraging, to note that the Corporation had skills and experience in all areas, however, agreed that this did not mean that there was not room for improvement, and supported the recommendations to focus training in key areas and only support recruitment in areas of need.

Item 7.1: Noted – The Committee noted the details of the report.

Minute No.	Minutes	Action
G.21.50	<p>Item 7.2 – The Governor Handbook</p> <p>The Committee Chair noted how different the handbook was, thanking the Clerk for the work undertaken in collating and updating the information to provide a handbook that was beneficial to new and existing members, adding that this was illustrative as to the progress already made in improving governor processes.</p> <p>The Clerk confirmed that the structure had been in place, however, work had been undertaken to amend the components and add in more relevant detail.</p> <p>The Clerk highlighted some of the new additions, including useful Board guidance released by ICSA, including Board effectiveness and being a critical friend supported members in the behavioural aspects of governance in addition to the already included procedural information. The Clerk confirmed that the intention was for the handbook to include all key advice for new and existing members, with annual revision of the components by relevant Committees, followed by subsequent full Corporation approval, explaining that this ensured members were refreshed on their roles and responsibilities and recommitted to them each year, therefore the Code of Conduct and link governor protocol had been included.</p> <p>The Clerk noted that the previous version included the financial regulations of the College, a lengthy document that although approved by the Corporation, and with members needing an awareness of it, it was not something drafted by or managed by the Corporation, therefore did not have a place in the handbook, which included documents to support the execution of Board business rather than College business, asking for members’ support in removing this element.</p> <p>The Clerk highlighted the amended link governor scheme, which was more formal with processes that focus on staff leading and initiating the contact which should be termly, with a full visit once each academic year. The Clerk noted that the link areas had not been amended, only the processes on how link governors operate, inviting feedback on this as a new process for approval.</p> <p>The Clerk concluded that although improved, the handbook remained generic and procedural, with the hope that more personalised information that gave governors a summary of College life with more energy and insight would be beneficial. The Clerk asked if members thought a one-page summary detailing an overview of the College, its history, a summary of the educational offer, student numbers, outcomes and income streams would be appropriate to include, noting that a more all -encompassing hand book, would also make the process of induction more streamlined. The Committee agreed this would be a useful addition, with the Clerk confirming she would liaise with the Principal to collate the information needed for this section.</p> <p>The Clerk reiterated the ease of review when documents are collated enabling governors to receive and review one set of documents each year, knowing that anything they need to know, meeting dates, terms of reference or procedural matters would be included in that one place which was revisited annually, to ensure it continued to be relevant and up to date.</p> <p>The Clerk concluded by reminding the Committee of the intention for Committees to review their elements towards the end of each academic year, to be collated into a final document, issued to members at the start of each</p>	<p>Clerk/ Principal</p>

academic year. The Clerk added that in approving the finished handbook each year, members re-affirm their commitment to the handbook, and namely the code of conduct and therefore agree to abide by it. The Clerk noted that this was something that had been overlooked in previous year and omitted from the previous handbook, yet was a requirement of the Board each year in accordance with the ESFA's table of assurances under propriety 'adherence to standards of behaviour, conduct and corporate governance'. The Clerk suggested that this continued re-approval and re-issuing of the handbook would evidence the Corporations affirmation and commitment to adherence of the Corporations Code of Conduct.

The Clerk concluded by suggesting final amendments could include or at least link to a more formal approach to induction, including time frames for training, expected time commitments and the inclusion of introductions to and meetings with key staff.

The Clerk was thanked for the detailed document, with agreement for the removal of the financial regulations, with a **member suggesting** the inclusion of the more detailed strategic plan rather than the summary. The Principal agreed to circulate this to the Clerk for inclusion.

**Principal/
Clerk**

A member suggested that link roles should be reviewed and discussed with individuals ahead of allocation, adding that collation of information was important for consistency and ease of review. The Clerk highlighted that within the reports presented to the Committee, there was a recommendation for all allocated roles and committee memberships to be discussed with individuals, which was supported by the annual reviews introduced by the Chair.

The Clerk clarified that it was the link protocol being presented for approval, not the actual link roles, noting that within the document was the existing 20-21 link roles, adding that there were plans in place for the overall needs of the College to be reviewed as part of the Strategy Day and individual allocations discussed in one to one meetings, with the collated recommendations for 21-22 roles to be reviewed by the Committee in June.

In response to a question, the Clerk confirmed that following the support of the Committee, the format of the handbook could be considered as recommended for approval, therefore it would be further amended, with the final version to be approved once all of the component parts for 2021-22 were available, including meeting dates, committee memberships and link roles.

Item 7.2 – Recommended for Approval – The Committee resolved to accept the recommendation of the Clerk to further improve the handbook. Revisions would include the removal of the financial regulations, inclusion of the detailed strategic plan and a summary of the College. This would be recommended for approval by the Corporation once the component parts are approved for 21-22.

ITEM 7.3 – GOVERNOR APPOINTMENTS

G.21.51

The Committee Chair confirmed that Vice Chair of the Corporation, Christine Bampton, had been invited to attend the meeting of the Committee as she had been involved in the interviews for the new members, along with the Principal. CB thanked the Chair for offering her the opportunity to present the recommendations to the Committee.

CB advised that the recruitment agency as recommended by the FEC team had filtered the applications to 4, with 3 attending the scheduled interviews.

CB indicated that they were impressed with the calibre of the applicants, and provided an outline of their work experience and achievements. It was noted that not only were they highly skilled, they also had complimentary personalities and already displayed a loyalty to Southport, as a town and the College's place within the town. CB highlighted how both had skills and experience that were consistent with the present needs of the Board. It was noted that one applicant, as a journalist working on local matters, particularly education has a strong awareness of local government matters, good links with the local community and strong project management and cost control skills, as demonstrated in the CV. The other applicant was noted to have much needed experience in apprenticeships and FE, and again, evidencing experience of project management throughout their career, all with educational relevance including finance, working with the SFA.

CB confirmed that although the Board did not need additional members, it had been a recommendation of the FEC to refresh Corporation membership, and following discussions with the Chair of the Corporation, it was agreed that if appointed, the Corporation would remain within the limits of its determination and strengthen its skills in areas presently demonstrated as low by the skills audit. The Chair added that the skills and experience of the applicants would support the future plans of the Corporation, to work more closely with the local community.

Principal, MB thanked CB for the detailed summary, adding that they had both felt strongly that these were excellent candidates with skills and experience supportive of the plans for the College, not wanting to pass up the opportunity to offer a place to them on the Board at Southport.

The Committee Chair confirmed that the FEC diagnostic report had been clear in its recommendation for the Corporation to renew its membership, adding that it was right that the Committee should give careful consideration to any additional appointments to the Board due to the high membership, however, agreed that the skills offered were complimentary to those already on the Board.

The Committee offered unanimous support for both candidates.

The Clerk confirmed that this would need to be approved by the Board and could be included in the short meeting of the Corporation ahead of the Strategy Day. The Clerk asked if the Committee would want to invite the applicants to the Strategy Day in anticipation of the Corporation offering approval, or commence their membership at the next scheduled meeting in July. The Chair added that it was hoped that they would be available to attend the Strategy Day as their links to the community would support the discussions on the day, however, noted that at short notice, it could not be expected, asking the Clerk to extend an invitation and to provide an update to Peridot once the appointments were made.

Clerk

Item 7.3: Recommended for Approval - The committee resolved to accept the recommendation of the interview panel and recommend the two applicants to the Corporation for approval.

ITEM 7.4 - COMMITTEE MEMBERSHIP

G.21.52

The Chair informed the Committee that in addition to appointing new members to Committees, changes in Corporation membership meant the overall membership of the Committees needed to be reviewed.

The Chair suggested that this could not be done effectively until after the appraisals. The Chair asked for members to agree to delegate these discussions to the Principal, Chair and Vice Chair as part of the regular meetings. **A member indicated** that previously, new members had been asked which Committee they would like to serve on, with the Clerk confirming that discussions had been held with the Chair relating to this, with consideration being given to withholding any additional duties for the first few months. New members could instead be offered the opportunity to observe Committee Meetings, to allow the new members to gain a deeper understanding of the business of the Committees to know where their skills could best be utilised. The Committee agreed to this approach, resolving not to appoint the members to Committees until at least the new academic year.

Item 7.4: Deferred - The Committee agreed to defer the review of Committee memberships until after the appraisals had taken place. It was agreed to delegate the initial discussions and recommended allocations to the Principal, Chair and Vice Chair of the Corporation.

ITEM 7.5 - RESIGNATIONS AND FORTHCOMING TERMS OF OFFICE

G.21.53

The Committee noted the details of the resignations, with the Clerk providing details as to the reasons offered, which included increased personal and work commitments, noting that the associate member had already suggested at the last meeting of the Audit Committee meeting that he may find ongoing membership and attendance difficult.

The Clerk noted that the parent governor resignation had highlighted a lack of formal documentation relating to appointments of parent governors, and indeed, all categories of membership. The Chair proposed that the recruitment of a new parent was postponed until the start of the new academic year, with the Clerk suggesting that the process should be discussed and established in conjunction with SLT ahead of September. This was agreed **with a member commenting** on the value of parental contributions, adding that this would be amplified if the process of reviewing and choosing a College was more recent for the parent governor and would also lead to a longer period of membership. Members **discussed** the benefit of having a fixed period of membership rather than appointing on a term 'until the student leaves' agreeing to a fixed term of 2 years with the opportunity to extend the term if necessary.

The Clerk agreed to update the membership details within the Instruments and Articles to reflect the decision, however, reiterated that the process for a fair and democratic appointment was not documented, asking members if any were aware what process had previously been followed. Members stated that they were aware this was undertaken at KGV but not Southport, however, were not aware of the details. The Clerk agreed to formulate a draft recruitment process, liaising with the Principal to establish suitable communication methods and promotional opportunities for the position. This would be presented for approval in June.

**Clerk/
Principal**

The Clerk informed the Committee that Board appointments, reappointments and appraisals also did not have a formal documented process or standardised paperwork. The Clerk had adapted the documents used within her other College to meet the needs of Southport College, inviting comments and suggestions ahead of their adoption which would be included as an appendix to the Standing Order's.

A member suggested previous informal practices were outdated and needed to be formalised, offering support of the new processes, particularly the appraisal process. The suggested that inviting members to talk to about their role, strengths and continuity, would support succession planning. The Clerk added that the appraisals linked into the reappointments as the information fed into one another, along with the attendance and skills audit information, which the Clerk would collate for the reviewer ahead of the appraisal.

Item 7.5: Recommended for Approval – The Committee noted the details of resignations and forthcoming terms of office, and resolved to recommend the formalised processes to the Corporation for approval.

G.21.54 ITEM 8: REVIEW OF THE INSTRUMENTS AND ARTICLES OF GOVERNMENT AND STANDING ORDERS

The Chair extended her gratitude to the Clerk for her extensive work on the revision of the constitutional documents, indicating that many additional hours above and beyond the contractual hours had been utilised to ensure that the documents could be prepared in time for this meeting.

The Clerk confirmed that the Instruments and Articles had been reviewed alongside the annotated baseline document available from Eversheds Sutherland, but to support this, examples from other College's had been reviewed and additional guidance had been considered, including reviewing recent discussions on the Clerk's Network and all of the 'questions of the month' on the Evershed's Sutherland website, to ensure that any relevant thoughts and comments could be taken into consideration.

The Clerk reiterated an earlier point, that a number of recommendations and points for consideration were included, asking the Committee to consider their support and approval of these. The Clerk summarised the content of the supporting report, which highlighted omissions, and suggested updates, including offering the opportunity for student governors to be employed in a part time capacity at the college, and considering whether staff governors should be appointed from both sites, or if staff should be consulted on this point ahead of amending this.

The Clerk noted that the summary highlighted suggested changes, and the comments on the annotated document showed where these changes would fit, and detailed the rationale and supporting information for any recommendations. **A member commented** on the detailed supportive information, suggesting it was considered and balanced, suggesting that preliminary approval is offered, with the acceptance of all recommendations, offering members a further 5 days to contact the Clerk should there be any concerns or comments relating to the further detail.

An attendee added that they were amazed at the level of detail provided, noting the hard work that had been undertaken. They indicated that the summary was really helpful in providing clarity, adding that although there was considerable detail, it was easy to read and understand, making sense of something that is often at best misunderstood or at worse, overlooked by members due to being unable to grasp the premise, however, these notes had ensured members could fully understand the document and proposed changes.

Members

Another member thanked the Clerk for the work already undertaken, asking for additional time beyond the 5 days to review the changes and for changes to be noted in bold to ensure members know what amendments are going to happen and to know why the changes are being made. **It was noted** by members that time had been provided ahead of the meeting for a review of the documents and that the changes were already highlighted, both in the document and explained in the executive summary, indicating that 5 days should be sufficient. It was agreed that the time frame for responses should be 5 working days, however, if longer was necessary, an extension could be granted if this was requested within the 5 days, after which the Clerk would prepare a final version for approval.

Clerk

It was agreed to defer the review of the Standing Orders until after the Instruments and Articles were finalised. Members were advised the draft changes were already included in the pack and therefore available for review and comment ahead of the meeting in June should any members wish to provide any additional input ahead of a further revision that would be presented for approval in June.

Item 8: Deferred – The Committee agreed in principle the recommended changes presented by the Clerk to the Instruments and Articles of Government. The Committee were offered an additional 5 working days to provide any comments to the Clerk ahead of an updated draft being created for presentation to the Committee for approval in June along with the amended Standing Orders.

G. 21.55 ITEM 9: ITEMS TO BE REPORTED OT THE CORPORATION

The Chair thanked members for their attendance and focus during two very detailed meetings that evening. The Chair confirmed that the following would be reported to the Corporation, with confirmation that final versions would be presented for approval following the meeting in June:

- Request the approval of the Corporation for the two applicants
- Provide a summary of the outcome of the Skills Audit
- Offer details of the revisions to the handbook, including the link governor protocol and recommendations to revise and distribute the handbook annually
- Summarise the details of the resignations and terms of office and ask for approval of the formalisation of processes for appointments, re-appointments and appraisals (to be included in the SO's in June)
- Inform the Corporation of the details of the progress to date on the full revision of the Instruments and Articles and Standing Orders

Again the Chair thanked members and attendees for their time and attention and indicated that she looked forward to seeing them at the Strategy Day on 12th May.

G.21.56 Item 10: Date of the Next Meeting

The Clerk confirmed that the next meeting was scheduled for the 29th June 2021.

Meeting ended at 7.15pm.