

**Minutes of the Governance Committee Meeting held via MS Teams on Thursday 23rd June 2022 at 1pm
Southport College Board Room**

Present: Mo Kundi (Chair)
Christine Bampton
Paul Walker
Michelle Brabner

In Attendance: Lisa Farnhill – Clerk

Apologies Tom Rowe

Minute No.	Minutes	Action
G.22.42	<p>ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE</p> <p>The apologies of Tom Rowe were presented and accepted. With the meeting confirmed as quorate, the Chair thanked everyone for giving up their time to attend and opened the meeting.</p> <p><u>Item 1 - Accepted</u></p>	
G.22.43	<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> <i>The Committee noted the interest declared.</i></p>	
G.22.44	<p>ITEM 3: MINUTES OF THE PREVIOUS MEETING</p> <p>The Chair presented the minutes from the meeting held on 15th March 2022. 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.</p> <p>The minutes were approved as an accurate record of the meeting and no additional matters were raised for discussion.</p> <p><u>Item 3: Approved -</u> <i>The Committee approved the minutes of the meeting held on 15th March 2022.</i></p>	
G.22.45	<p>ITEM 4 – ACTIONS AND MATTERS ARISING</p>	

The Actions Summary was presented by the Clerk, with members updated on the actions undertaken, including progress in relation to data dashboards, with two now in draft format. The Principal confirmed they were awaiting the return of the project lead from annual leave ahead of being able to confirm if these would be ready for the July meeting of the Corporation.

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

G.22.46 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 needed to be considered confidentially.

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

G.22.47 ITEM 6: SKILLS AUDIT AND MEMBER REVIEWS

The Clerk summarised the data, which indicated a decline in skills, however, contextualised this noting some members had self-scored themselves lower than in the previous year. The Chair and Vice Chair of the Corporation confirmed that this had been raised with members during the one-to-one meetings, with a request that they consider completing the survey again, taking into account the knowledge and experiences gained through their time as a member of the Board. Members were assured by high scores overall, with every area having at least two members with expertise in that field.

The Clerk clarified that the information was for internal purposes only, to be used to influence training and recruitment, however, Ofsted or the FEC teams may request a copy of the outcomes during a visit.

Under this item, the Committee was also provided with a summary of feedback gained from the member reviews, with actions already completed to improve a number of areas, including the link governor scheme and raising awareness of college events.

Members considered how the skills analysis and annual review process could be further improved and interlinked, with consideration for completing the skills audit with members during the annual review. It was agreed this would be too time consuming, however, committed to increasing the focus on skills during the meetings, discussing the self-assessment scores and amending any inaccuracies during the meeting, with the updated skills audit to be re-submitted to the Clerk to be included in the final analysis.

**Chair/ Vice
Chair**

Item 6: Resolved - The Committee resolved to accept the update and utilise the information to inform recruitment and training to further improve governance.

ITEM 7: MEMBERSHIP MATTERS

G.22.48 Item 7.1 Attendance: The Clerk summarised the report, highlighting the year-to-date decline in attendance for all committees except Remuneration which remained at 100%. It was noted that although attendance was down compared with the previous year, all expect Corporation were above the 80%

Minute No.	Minutes	Action
	<p>target and the overall remained at 85%. Members noted that there was a preference for onsite meetings, yet evidence indicated this also presented a barrier to attendance. Consideration was given to maintaining some meetings online next year, however, it was agreed that this would be by exception only. Concern was raised over the year-on-year decline in attendance, with considerable debate around the timing of meetings, which had been amended following members requests to delay meetings to improve attendance. Meetings were now later, having moved from mid-afternoon, to 5pm to 5.30pm to allow those in work to attend, yet attendance had continued to decline. Members agreed that although it had not had the positive impact intended, the cause and effect was assumed, with no evidence to support this. An action was noted to monitor the reasons for absence in this committee going forward, with it proposed to resume a 5pm start for Corporation meetings in 2022/23, with this reviewed throughout the year. Members asked that the reasons for absence were recorded and reported to the Committee to allow for a more through analysis of route cause.</p>	<p>Clerk Clerk</p>
	<p>It was suggested that the end of year attendance position would see a further decline, with the summer meetings historically the lowest attended, particularly by staff and students. Members confirmed that those sending apologies still received the papers, with the process for requesting feedback, questions, and comments discussed. It was agreed that the opportunity for those absent to submit comments should be formally documented, with it considered to be most appropriate to confirm this when providing apologies within the meeting.</p>	<p>Clerk</p>
	<p><i>Item 7.1: Resolved - The Committee resolved to accept the update and monitor the reasons for absence whilst resuming a 5pm meeting start time for full Corporation meetings.</i></p>	
<p>G.22.49</p>	<p>Item 7.2 Forthcoming Terms of Office: The Clerk informed the Committee there were no terms ending in this review period, however, the Committee Chair posts needed to be reviewed.</p>	
	<p>Members were advised that after paper circulation, the Clerk had received confirmation from the Chair of Audit that she did not wish to serve a further term as Chair, due to external commitments, asking to continue in the capacity as a Committee associate only.</p>	
	<p>In response to a question, the Chair and Vice Chair of the Corporation confirmed the annual review process offered the opportunity for members to indicate if they wished to progress further as governors and undertake additional responsibilities, noting none had indicated they wished to take on any additional roles or responsibilities.</p>	
	<p>Members agreed that to have two 'new to Board' Committee Chair's, would not support good governance and considered a number of proposals, including external recruitment, restructuring the Committees, the Chair continuing as Standards Chair and supporting and encouraging internal candidates to step forward. The indicative costs for the Chair recruitment service were obtained and quoted as £7,000 plus VAT per vacancy. After considering the benefits and draw backs of the options, to minimise costs and maintain stability within the Board, it was agreed the proposal to be put to the Board would be for the Board Chair to step down as Standards Chair, and to take up the post of Chair of Governance, freeing up the Governance Chair to resume the role of Audit Chair, a role he had experience of. It was considered an effective solution, minimising disruption to the membership of the Audit Committee, which would maintain the experience and support of the current</p>	

Chair as an associate. Members agreed that the Board Chair as Governance Chair also reduced duplication as the Committee was responsible for effective governance, something the Chair oversaw and reviewed with the Clerk on a regular basis, only needing to extend their discussions to cover agenda development for Governance.

Members asked for internal interest for the Chair of Standards role to be encouraged further at Corporation, with members reminded that the Corporation Chair would offer full support to anyone considering the role, with the option of a short term position to be offered if that was preferable. Members agreed to seek approval from the Corporation to pursue external interest if there were no nominations after the Board meeting. Members agreed that this should be done through invitations of an expression of interest, ideally through an agency to ensure impartiality and increase the likelihood of generating interest from highly skilled applicants, noting how effective Peridot had been in 2021. It was agreed to minimise delays in the process, the Corporation should be asked to approve the delegation of the application process to the Chair and Principal, with the support of the Clerk, with the final approval remaining the responsibility of the Corporation at the recommendation of the Committee.

The Committee agreed that the candidate needed the right personal qualities to Chair a Committee, with the ability to bring together the skills and knowledge of members, ensure fair debate and encourage others to actively contribute, and did not necessarily need to be an expert in all areas. Members did however concede the Standards Committee Chair should have experience of leadership in education, preferably FE, with other priority skills being safeguarding, SEND, quality improvement and apprenticeships. Members were reminded that the FEC review had suggested the Board should look to strengthen its FE skills, with members noting how difficult it was to appoint someone with current FE skills and knowledge that did not present a conflict of interests.

The Clerk confirmed that the DfE funded FE Governor recruitment service was out for tender and currently unavailable, however, had used the schools service to successfully appoint two governors with FE experience in the past. It was agreed that this should be used ahead of instructing a costed service, with other low/no cost options also discussed and considered, noting they had provided limited success in the past. Members insisted that any fee-paying service must include clauses relating to length of service, to ensure that any short-term appointment would see a return of the fee or further support to find a replacement.

Members reviewed the final two Chair positions and agreed that the Remuneration Chair should be changed from interim, with the current post holder appointed for 12 months. Members agreed to recommend an extension to the Chair of Resources, to be in line with the standard Committee review period in summer.

Item 7.2: Resolved - The Committee resolved to recommend to the Corporation an updated Committee Chair structure as follows:

- **Standards – Vacancy**
- **Governance - Christine Bampton**
- **Audit – Mo Kundi**
- **Resources – Paul Walker, to be extended to the end of the 2022/23 academic year**
- **Remuneration – Mo Kundi (for 12 months only)**

Minute No.	Minutes	Action
	<p><i>The Committee resolved (in the absence of any internal interest) to seek the support of the Corporation to approve the delegation of any external application process for the Standards vacancy to the Chair and Principal with the support of the Clerk, with the recommendation for appointment remaining the responsibility of the Corporation at the recommendation of this Committee.</i></p>	
G.22.50	<p>Item 7.3 Committee Membership Update: Members agreed Alex Gamil should be moved to the Resources Committee, noting as link Governor for Sustainability, she should be a member of the Committee responsible for reviewing it, with this also allowing her to utilise further her knowledge and experience of estates matters.</p> <p>Members considered the impact on the Audit Committee, and whilst still meeting its minimum requirements, a further appointment would be considered beneficial to reduce the risk of any issues relating to quoracy. It was agreed that the Corporation should look to instruct a recruitment agency (cost permitting) to appoint two new members, one to Standards, to act as Chair to the Standards Committee if there was no internal interest, and another as a member of the Audit Committee to replace Alex. Members agreed that skills of interest for Audit would be finance, audit, FE and IT.</p> <p><i>Item 7.3: Resolved - The Committee resolved to recommend to the Updated composition of the Committees to the Corporation, to include Alex Gamil on Resources.</i></p>	
G.22.51	<p>Item 7.4 Link Governor Update: Members reviewed the proposals and agreed that these covered the key areas and played to the strengths of members. Areas for further consideration was that of the current Audit Chair, with the Clerk agreeing to clarify if they were happy to maintain a link role, and consideration for whether Alex Kenny would prefer to step away from marketing having covered this for over four years or maintain this as a second link area in addition to IT.</p> <p>Members highlighted concerns raised in the member reviews over the need for further improvements to the process, with the proposals for the relaunch detailed and discussed.</p> <p>Members considered ways to further improve the process, and it was suggested there could be a lead link governor appointed, to support with coordinating link visits, seeking feedback and ensuring the process is working well. It was suggested that Rob Firth, as a long-standing member who knew the college well, and had been a part of the process when it had worked more effectively in the past, would fit this role well. The Clerk agreed to discuss the opportunity with him.</p> <p><i>Item 7.4: Resolved – The Committee resolved to recommend the link program to the Corporation for approval, subject to the inclusion of a ‘Lead Link Governor’ and clarification over whether the current Audit Chair wishes to continue with a link role when their role as Chair ends and they step down as a Corporation member to become an associate.</i></p>	Clerk
G.22.52	<p>Item 7.5 Resignations: Members agreed key skills had been lost through the resignations of Rik Simms and HE governor Paul Newton. Members Committed to including these skills in the forthcoming recruitment process. The Clerk confirmed that the HE governor recruitment would commence early in the new term to generate maximum interest.</p>	Clerk

It was clarified that on ending their term as the Audit Committee Chair, the role holder indicated that this was due to the level of commitment required, with it being their request to step down as a Corporation member, becoming an associate of the Committee, to maintain support of the college. They had offered to continue until a new Chair was in place and therefore the resignation date was subject to confirmation.

Item 7.5: Resolved – The Committee resolved to note the details of the resignations and ensure the lost skills and knowledge are areas of focus during forthcoming recruitment campaigns.

Item 7: Resolved – The Committee resolved to recommend the Corporation approve the updated Committee Structure, including Chair roles, and Link Governor Plan. The Committee would seek approval from the Board to delegate the governor recruitment process and communications with any appointed recruitment agencies to a small working party, with appointments remaining the responsibility of the Corporation at the recommendation of the Governance Committee.

G.22.53 ITEM 8: TRAINING PLAN FOR 2022/2023

The Clerk summarised the detail of the proposals, highlighting how these were suggestions to open discussions, with the final proposal being the responsibility of the Committee.

Reflecting on the skills audit, members noted a number of recent papers, the Clerk's newsletter, and Principal's report continually provided updates on FE policy, therefore this area of need required re-framing rather than additional training.

Members discussed the recent announcement by Ofsted to inspect all colleges in the next three years and considered moving forward this training, however, on reflection, agreed that as this had been covered in March, with further information to be included in the Principal's report in July, therefore concluded this could remain in March.

Finance training was discussed at length. The Clerk confirmed there were modules in the Governance Development Programme, however, as a key area, members agreed it needed to be more interactive to ensure all members were aware of their responsibilities as governors and had the knowledge and skills to fulfil them. Members suggested the AOC may be able to support in providing external training to ensure it was objective and covered governor responsibilities in addition to the college aspects of financial management, which could be covered by the Dir. Finance and Facilities.

After considerable debate, members agreed that the full review of the strategy in 2022/23 would require the strategy days to focus fully on the mission, values, and review of strategic objectives, therefore no training could be included on these days. In response to a question, the Principal confirmed the ESFA had agreed to review the targets, however, despite reminders, the ESFA had not yet set a meeting to undertake this, with delays following a restructure of the ESFA.

It was proposed that the timing of the evening half day strategy event had not worked as well as intended, with it proposed this should be a morning, 9am till midday, with an optional lunch.

**Clerk/
Principal**

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	<p>Members agreed the review of risk appetite needed to be undertaken, yet not within a strategy day, with it suggested this could be undertaken by this Committee, as representatives of all Committees and fed back to the Corporation. Health and safety was also considered key, with it proposed this can be a stand-alone mandatory session or online module.</p>	Cttee
	<p>Members discussed the GDPR training, noting the DPO had initiated a review and relaunch of the whole college GDPR training, with the rationale for delaying Governor training in light of the imminent reforms following the outcome of the government consultation. The Clerk outlined the consultation outcomes and agreed to share more information with the Committee.</p>	Clerk/ DPO
	<p><i>Item 8: Approved – The Committee resolved to recommend the Corporation approve the training plan for 2022/2023, subject to the removal of training on Strategy Days and inclusion of an ‘ad-hoc’ health and safety training session/module.</i></p>	
G.22.54	<p>ITEM 9 AND ITEM 10: REVIEW OF THE INSTRUMENTS AND ARTICLES OF GOVERNMENT AND STANDING ORDERS</p>	
	<p>The clerk summarised the report, confirming that what had been anticipated to be a light touch review, had ended up being a full review due to the issuing of the updated guidance from Eversheds.</p>	
	<p>The Clerk confirmed that following the thorough cross-referencing against the guidance, only one change was made, that recommended by the Committee in March to clarify that a parent governor only needs to be a parent of a college age student at the time of appointment and not throughout their term. In addition, the standing orders were updated to add clarity around the use of Chair’s Action, to protect the Chair and uphold the value of collective responsibility.</p>	
	<p><i>Item 9 and 10: Resolved – The Committee resolved to accept the updates presented by the Clerk and would recommend them to the Corporation for approval.</i></p>	
G. 22.55	<p>ITEM 11: ANNUAL REVIEW OF TERMS OF REFERENCE</p>	
	<p>The Clerk advised there were no recommended updates following the full revision last year, asking if members wished to propose any changes. With none suggested, it was agreed that these could be carried forward for 2022/23.</p>	
	<p><i>Item 11: Approved – The Committee resolved to recommend that the Corporation approve the ongoing use of the existing Terms of Reference without amendment.</i></p>	
G.22.56	<p>ITEM 12: SCHEDULE OF REPORTS</p>	
	<p>The Committee members were provided an outline plan for the coming year, with it confirmed it would largely mirror this year, however, it was suggested that the autumn meetings are combined into one meeting.</p>	
	<p>It was noted that the Corporation Chair had proposed meetings of this committee would coincide with Remuneration for the first meeting and Standards for the remainder, to reduce onsite visits for some members.</p>	

Item 12: Approved – The Committee approved the proposed workplan without amendment.

G.22.57 ITEM 13: CORPORATION SELF-ASSESSMENT

The Clerk summarised the requirement to self-assess, with the proposal being that this combines committee performance, individual feedback from the reviews with a broader dataset from a survey, asking members to score the Board against the key criteria as laid out in the Code of Good Governance. Members confirmed they had reviewed the survey template and fed back that this was easy to follow, and was flexible in enabling either a quick response or more detailed feedback.

Members considered whether the member meetings needed to be maintained in addition to the surveys, however, concluded these were valuable in strengthening relationships and allowing the opportunity to discuss roles and responsibilities, skills, and improvements.

Members agreed that the data would hold more value with full completion, with it to be presented for approval with a plea for this to be completed without the need for this to be chased.

It was agreed that reminders and requests for information should be separated out from the Clerk's newsletter to ensure statutory requests were not lost amongst more informative items.

Clerk

Item 13: Resolved – Members resolved to recommend the format for self-assessment to the Corporation for approval.

G.22.58 ITEM 14: ANY OTHER BUSINESS

A member asked if this Committee would be the appropriate to raise issues in relation to late papers. The Clerk confirmed as part of effective governance, it was this committee, with a report planned for delivery in the Autumn meeting that would summarise the impact.

The Corporation Chair and Principal assured members there were plans in place to ensure papers would be submitted to the Clerk on time in the next academic year. A member suggested departmental budgets should be charged for the additional time taken by the Clerk to manage the late papers, however, members were advised that the areas did not have budgets, and again offered assurance that this would be resolved.

Item 14: Noted.

G.22.59 ITEM 15: ITEMS TO BE REPORTED TO THE CORPORATION

The Committee resolved to report the following items to the Corporation:

- Minutes of the Committee, detailing the work of the Committee
- Updated Composition of the Committees, to include of Alex Gamil on the Resources Committee
- Recommend the updated Committee Chair structure
- Updated Link Governor areas and responsibilities to include a new lead link governor

Minute No.	Minutes	Action
	<ul style="list-style-type: none"> • Request approval from the Corporation for the Committee to form a working group to undertake the recruitment of new Standards Committee Chair if there is no internal interest, confirming that final approval will be by the Corporation following the recommendation of the Committee • Approval of the training plan • Approval of the minor amendment to Instruments and Articles of Government and Standing Orders • Ask for approval for the ongoing use of the current terms of reference without amendment • Approval of the Self-Assessment format for 2021/22 	

Item 14 – Resolved: The Committee resolved to recommend that the Corporation’s attention is drawn to key information and approval sought as outlined above.

G.22.60 ITEM 15: DATE OF THE NEXT MEETING AND CLOSING COMMENTS

Members were advised that the calendar remained in draft and would be circulated at the Corporation meeting for approval.
The Chair thanked everyone for their time and valuable contributions.

The meeting closed at 3.10pm