

**Minutes of the Governance Committee Meeting held on
Tuesday 10th September 2019 at 10.00am**



**KING
GEORGE V
COLLEGE**

Present: John Clarke - Principal
Veronica Fell (Chair)
Mo Kundi
Kathy Passant

In Attendance: Caroline Jenkinson – Assistant Clerk to the Corporation

Action

G.20.01 Item 1: Apologies for absence

The Chair welcomed members to the first meeting of the reconstituted Governance Committee comprising of committee Chairs.

Apologies for absence were received from John Fell.

G.20.02 Item 2: Declarations of Interest

A standing declaration of interest was received from Veronica Fell (Chair of the Corporation) as she is married to John Fell (Independent Governor).

G.20.03 Item 3: Minutes of the Previous Meeting – 20th June 2019

The Board resolved to approve the minutes as an accurate record.

G.20.04 Item 4: Written Resolutions

The Assistant Clerk noted the written resolutions obtained since the previous meeting on 20th June 2019, being the appointment of:

- Lisa Owens, appointed as HE Governor on 15th May 2019 for a one year term of office
- Mark Grutters, appointed as Independent Governor on 23rd August 2019 for a four year term of office
- Juliette Cosgrove, appointed as Independent Governor on 23rd August 2019 for a four year term of office
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G.20.05 Item 5: Matters Arising/Actions Summary

There were no matters arising out of the minutes.

The Assistant Clerk presented the Actions Summary from the meeting of 10th June 2019:

19.107 E&D online training. The Assistant Clerk agreed to send an email reminder, to include a completion date, to governors.

**Asst
Clerk**

19.109 The Assistant Clerk confirmed Marketing had forwarded the press release to the local papers and were awaiting publication.

**Asst
Clerk**

	The Principal confirmed the University of Cumbria had been approached with regards to a potential HE governor for the College, however, no candidates had been put forward to date, he would continue to pursue.	Principal
19.110	The Assistant Clerk confirmed a selection of dates for the termly lunches would be forwarded to the Chair as soon as possible. Approximately 6 governors, 6 staff and 6 students will be invited to each lunch.	Asst Clerk
19.111	It was agreed there would be two student governors on the Board this year, as we already have one student from HE a student from FE would be sought from either Southport College or KGV.	Asst Clerk
19.113	The Chair confirmed the Clerk was currently progressing an update to the Instrument & Articles (I&As) which would involve the consideration of whether any items could be moved out of the I&As and in to the Standing Orders. Recommendations to be brought to the next meeting.	Clerk
19.114	The Chair's Report, to accompany the Evaluation and Job Description previously circulated, would be emailed to governors this week.	Asst Clerk
G.20.06	Item 6: Confidential Business	
	It was agreed to redact governor names from the previous minutes.	Asst Clerk
G.20.07	Item 7: Vice Chair Approval	
	The Vice Chair of Corporation agreed to take on the role of Interim Vice Chair of Governance	
	<i>The Committee resolved to approve the above appointment.</i>	
G.20.08	Item 8: Annual Report 2018/19	
	The Assistant Clerk presented the Annual Report for 2018/19. Attention was drawn to the increase in governor attendance at Corporation and committee meetings, from 78% in 2017/18 to 89% in 2018/19. It was also noted that a recent survey undertaken by the FE-Clerks group had shown a mean average attendance rate of 79 colleges at 81.74%.	
	Governors discussed the Board's current membership as set out in the table at 2.2.1. The Vice Chair suggested adding a 'target' column to the table for future ease of reference. It was agreed that moving forward the Board would include 2 rather than 3 staff governors, one being from HE and one from FE (Southport College or KGV).	Asst Clerk
	With regards to current vacancies, the recruitment of new independent governors from a variety of backgrounds was discussed. The Principal agreed to follow up the links he had established to date for a school head or deputy head. The Clerk to progress the recruitment of a parent governor and FE student governor and work with the Chair to secure board representation from the Finance and Estates sectors.	Principal Clerk
	The Chair advised the committee that a director from KPMG had expressed an interest in joining the Board which was being progressed as their skillset was in Finance and Audit and it is recommended they be appointed to the Audit Committee.	

The E&D profile of the Board was reviewed and would be updated to reflect the recent governor recruitment. It was agreed to actively encourage applications from a diverse background when advertising for new governors.

**Asst
Clerk**

Governors discussed the self-evaluation process with the Chair of Corporation and noted that the Chair/Governor 1:1 meetings should form part of the self-assessment process.

The Principal commended the strength and high level of governor involvement during the year, particularly at the two strategic events. It was agreed to progress the engagement and involvement of student governors this year.

The Committee resolved to accept the report

G. 20.09 Item 9: Membership Issues

Governors discussed the proposal for an associate member currently serving on the Audit Committee to be appointed as an independent board member and to continue to serve on the Audit Committee due to them having a regulatory and legal background.

The Chair of Audit agreed to approach the associate member to discuss the matter further.

**Chair of
Audit**

The Committee resolved to accept the report and await further progress.

G.20.10 Item 10: Committee Memberships

The Chair presented a revised schedule of committee memberships. It was agreed that staff governor, Vickie Hayes, would move from the Governance Committee to the Resources Committee.

The Committee resolved to recommend the revised schedule of committee memberships to the Board.

G.20.11 Item 11: Governor Links

The Assistant Clerk presented the table of governor links from 2018/19. The Vice Chair suggested a review of the effectiveness of the current link system be undertaken. With regards to this the Chair reiterated the importance of governors feeding back from their link meetings via the 'Governor Visit Record'.

Suggested amendments to the table for 2019/20 were made reflecting those governors who had stood down from the Board and those newly appointed. It was agreed to review the links during this current term as new governors settle in to link roles and ensure the skills profile is adequately matching the various departments.

The Committee resolved to recommend the updated Governor Links for 2019/20 to the Board.

G.20.12 Item 12: Self-Evaluation 2018/19

The self-evaluation process for 2018/19 was deferred, to consider at the next meeting.

G.20.13 Item 13: Training & Development Plan

The development of a governor training and development plan for 2019/20 was discussed with completion deferred until the next meeting.

The Vice Chair requested a Calendar of College Events be circulated to governors to enable them to check their availability for attendance in advance.

**Asst
Clerk**

G.20.14 Item 14: Terms of Reference and Timetable of Business for 2019/20

The Clerk presented the updated Terms of Reference and Timetable of Business for 2019/20.

The Committee resolved to accept and approve the updated Terms of Reference and Timetable of Business for 2019/20.

G.20.15 Item 15: Items to be Reported to the Corporation

The Chair summarised the meeting and identified the following items to be reported to the Corporation at its meeting on 16th October 2019:

Chair

- To recommend for approval the revised schedule of committee memberships
- To recommend for approval the updated Governors Links for 2019/20

G.20.16 Item 16: Update on Recruitment Process

The Chair confirmed the recruitment process with Rockborn , as discussed at the Special Corporation meeting on 23rd August 2019, had commenced.

G.20.17 Item 17: Clerking Arrangements

The Chair updated the Committee on the clerking arrangements moving forward and confirmed a written resolution for approval would be circulated to governors.

Clerk

G.20.16 Date of Next Meeting

Wednesday 6th November 2019