

Minutes of the Governance Committee Meeting held via MS Teams on Wednesday 11 November 2020 at 3pm

Present: Christine Bampton (Chair)
Michelle Brabner
Veronica Fell
Rob Firth
Vickie Hayes
Kathy Passant

In Attendance: Joanne Platt (Interim Director of Governance)

Minute No.	Minutes	Action
G.21.18	<p>Item 1: Apologies for absence</p> <p>There were no apologies for absence.</p> <p>The Interim Director of Governance confirmed the meeting was quorate.</p>	
G.21.19	<p>Item 2: Declarations of Interest</p> <p>A standing declaration of interest was received from Veronica Fell (Chair of the Corporation) as she is married to John Fell (Independent Governor).</p>	
G.21.20	<p>Item 3: Minutes of the Previous Meeting of 14 September 2020</p> <p><i>The Committee resolved to approve the minutes as an accurate record.</i></p>	
G.21.21	<p>Item 4: Matters Arising / Actions Summary</p> <p>There were no matters arising from the minutes.</p> <p>The Interim Director of Governance presented the Actions Summary from the meeting on 14 September 2020 from which it was noted that all actions were either complete or on the agenda for further discussion at this meeting.</p> <p>G.21.08 Governors were advised that there had been an excellent response to the advert for new Governors and that interviews were taking place during week commencing 9 and 16 November.</p>	

G.21.22 Item 5: Confidential Business

None.

G.21.23 Item 6: Governance Statement and Members' Report 2019/20

Governors considered the Corporate Governance Statement and Members' Report contained within the Financial Accounts for 2019/20.

It was noted that the membership table and attendance data had been updated since the report was compiled.

Governors asked for the section in relation to Future Developments be amended to weave strategy development into the story. They also asked for the reference to regular monitoring returns (which don't help to achieve targets) be re-worded to state that performance will be reviewed with relevant parties to measure against agreed targets and that a sentence be added to reflect that the impact of COVID on the employment market will require further developments to be explored to maximise opportunity.

In relation to risk, Governors noted that stating that the College has a well-developed strategy suggests we are not doing anything more and asked that this section be amended to reflect the fact that risk assessment is dynamic and that risks and the strategy are reviewed and developed on an ongoing basis. Governors also asked for a statement on the College's Risk Appetite (which has been agreed by the Board) be added.

Governors also asked that the data on declining numbers of 16-19 year olds in the area is checked. The Principal advised Governors that this demographic was starting to see some change with small increases in numbers and agreed that it was important that governors had the latest information in relation to this.

Governors asked that the reference to the LGBT Award in the equality and diversity section be amended to highlight how much work was done and to reference that the College is proud to be the first nationally to achieve this.

It was also noted that the section is headed up as the Strategic Report but elsewhere it references the members report and asked that this is checked for consistency.

Governors also asked for the reference to maximising income be developed to reflect the impact of COVID on external activity and to say what we are doing to mitigate against this.

One governor queried why the College carries forward the discretionary support fund and the Principal agreed to confirm the position in relation to this outside the meeting.

Principal

One governor asked if we should include governors in the list of stakeholders although it was acknowledged that they are part of the College

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	rather than a stakeholder albeit that so are staff.	
	It was noted that the report refers to SMT which should be changed to SLT and governors asked that wording throughout the report be changed to be gender neutral i.e. in relation to the Principal and the Chair and any other member or member of staff referred to.	
	<i>The Committee resolved to refer its comments on the report to the Resources Committee.</i>	
G.21.24	Item 7: Governor 1-1 Evaluations	
	The Chair of the Corporation updated the Committee on the progress with Governor 1-1s, which were in progress and the Committee agreed to consider a written report on the outcome at the next meeting.	Dir. of Gov.
	<i>The Committee resolved to note the current position</i>	
G.21.25	Item 8: Skills Audit	
	The Chair of the Corporation updated the Committee on the progress with the Skills Audit for 2020/21, which was in progress and the Committee agreed to consider a written report on the outcome at the next meeting. It was noted that the ongoing governor recruitment would seek to address skills gaps identified in the Skills Audit undertaken in February 2020.	Dir. of Gov.
	Governors noted the need to link this work to training and development activity and succession planning.	
	<i>The Committee resolved to note the current position</i>	
G. 21.26	Item 9: Attendance Report 2019/20 and Year to Date 2020/21	
	The Interim Director of Governance presented the Attendance Report for 2019/20 and Year to Date Data for 2020/21. Governors noted that some changes had been made to attendance data since the report was compiled (which had been fed into the Corporate Governance Statement considered above at Item G.21.23). Changes made include the addition of two extraordinary meetings of the Corporation in August 2019, together with an error in relation to the attendance of Juliette Cosgrove who had resigned as a Governor at the end of March 2020 and yet had been shown in the original report as attending the meeting on 1 July 2020.	
	The Committee noted that the impact of adding the two additional meetings to the table (which were very well attended) was to improve overall attendance at Corporation meetings to 92% which was a significant improvement from the previous year.	
	Governors noted that attendance generally had improved and considered the impact on attendance of the move to virtual meetings arising from the	

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	Pandemic.	
	It was noted that virtual meetings were more effective and easier to manage when there were fewer attendees and that it was much more difficult to manage when number were above about seven attendees.	
	Moving forward (post COVID) it was agreed that a strategic approach should be developed comprising a blended approach of face to face and virtual meetings and to inform this development, the Chair of the Corporation agreed to seek feedback on governor preferences during the 1-1 meetings taking place.	Chair
	<i>The Committee resolved to note the report</i>	
G.21.27	Item 10: Code of Governance	
	The Interim Director of Governance advised governors that whilst a formal review of the Code hadn't taken place since February 2018, the actions arising from that review had in fact taken place.	
	Governors considered whether it was necessary to do a formal review against the Code on an annual basis and agreed that a biennial review underpinned by a robust action plan to capture all agreed activity and regular monitoring was more appropriate.	
	It was noted that a full review would be done in 2020/21 as part of the Governance section of the whole College SAR which was already underway and the outcome of this with an action plan will be reported to the Committee.	
	The Principal agreed to ask the Assistant Principal (Quality Support and HE) to send the SAR self-assessment form to the Interim Director of Governance for sharing with Governors.	Principal
	<i>The Committee resolved to note the position.</i>	
G.21.28	Item 11: Instrument and Articles and Standing Orders	
	The Committee considered a report proposing to extend the period for which the Addendum to the Instruments and Articles and Standing Orders in relation to quorum for meetings and urgent business applied, to at least the end of the academic year.	
	It was agreed that reference to the Addendum be made prominent on the relevant section of the College website	Dir. of Gov.
	Governors also noted the intention to undertake a full review of the Instrument and Articles and Standing Orders early in 2021.	
	<i>The Committee resolved to recommend the extension of the period to which the addendum applied to the Corporation.</i>	

G.21.29 Item 12: Annual Assessment of Committee Performance

The Committee considered a report on its performance in relation to its terms of reference in 2019/20 and noted that it had performed well against all its responsibilities.

Although a full review against the AoC Code of Governance hadn't been undertaken in 2019/20, it was agreed that actions arising from the previous review had been completed and that a full review would be done in 2020/21 as part of the Governance section of the whole College SAR.

The Committee resolved to note and accept the report.

G.21.30 Item 13: Membership Issues

The Chair advised the Committee that four interviews had been held for two new Student Governors on 23 October and 2 November and that Loange Da Silva was proposed as the new HE Student Governor and Victoria Fenner as the KGV Student Governor.

Governors were keen to enable the two new student governors to attend the next meeting of the Corporation on 14 December 2020 and it was agreed that they should be invited to attend the meeting as observers.

**Dir. of
Gov.**

Vicky Hayes confirmed that she will act as mentor to the two new student governors and the Interim Director of Governance agreed to provide some form of 'virtual' induction once their appointment has been confirmed by the Corporation.

VH

Governors discussed how to engage with apprentices. Governors suggested inviting apprentices to a meeting comprising of members of the Standards Committee and it was agreed that an approach to address this will be developed by the new Assistant Principal (Student Experience and Welfare) once appointed.

Principal

The Committee also noted the resignation of Mark Grutters with effect from 11 November 2020. As this leaves a gap on the Audit Committee, the Committee was advised that the Chair had agreed with the Chair of the Audit Committee (via Chair's action) that Christine Bampton would sit on the Committee for its next two meetings.

The Committee also considered the need for the Chair and the College Principal to attend December meetings of the Committee annually, when the Financial Statements Auditor presented its report.

The Committee resolved to recommend to the Corporation the appointment of Loange Da Silva and Victoria Fenner as student governors for 2020/21 assigned to the Standards Committee.

The Committee resolved that the Chair of the Corporation and the

College Principal should be invited to attend the December meeting of the Audit Committee each year.

G.21.31 Item 14: Items to be reported to the Corporation

The Chair summarised the actions from the meeting and identified the following items to be reported to the Corporation at its meeting on 14 December 2020:

- I. Corporate Governance Statement – comments to Resources Committee which will then report to the Corporation
- II. Attendance Report
- III. Active recruitment of governors aligned to the February 2020 Skills Audit is ongoing
- IV. Student Governor appointments (Loange Da Silva – HE and Victoria Fenner – KGV)
- V. Proposal for members of the Standards Committee to undertake engagement with apprentices
- VI. Approval of the extension of the Addendum to the Instruments and Articles and Standing Orders

G.21.32 Item 15: Date of Next Meeting

Tuesday 2 February 2021 (scheduled). Extraordinary to be scheduled for early December 2020

Meeting ended at 4.20pm.