

**Minutes of the Governance Committee Meeting held via MS Teams on Tuesday 16<sup>th</sup> November 2021 at 1pm**

**Present:** Mo Kundi (Chair)  
 Kathy Passant (Corporation Chair) (Up to item 10)  
 Michelle Brabner  
 Christine Bampton  
 Vipin Trivedi  
 Paul Walker

**In Attendance:** Lisa Farnhill – Clerk

**Apologies** None

<b>Minute No.</b>	<b>Minutes</b>	<b>Action</b>
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**G.22.14 ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE**

With the meeting confirmed as quorate, the Chair thanked everyone for giving up their time to attend, noting that member Kathy Passant would need to leave at 2pm.

**Item 1 - Noted**

**G.22.15 ITEM 2: DECLARATIONS OF INTEREST**

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 and as a Governor at St Barnabas primary school. The Corporation Chair, Kathy Passant, confirmed she would withdraw for Item 11, the appraisal of the Chair.

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

**G.22.16 ITEM 3: MINUTES OF THE PREVIOUS MEETING**

The Chair presented the minutes from the meeting held on 7<sup>th</sup> September, inviting members to highlight any inaccuracies for amendment. 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 September 7<sup>th</sup>.*

Minute No.	Minutes	Action
G.22.17	<p><b>ITEM 4 – ACTIONS AND MATTERS ARISING</b></p> <p>The Actions Summary from the meeting on 7<sup>th</sup> September was noted with the Clerk updating the detail relating to Safeguarding training completion, now with 12 members having confirmed completion.</p> <p><b><u>Item 4: Noted</u> – The Committee noted the updates relating to outstanding actions and matters arising.</b></p>	
G.22.18	<p><b>ITEM 5: CONFIDENTIAL BUSINESS</b></p> <p>With the consensus of the Committee, the Committee Chair proposed that nothing within the reviewed minutes should be considered as confidential. The Committee agreed that item 11, the appraisal of the Chair may need to be held as a confidential minute dependent on the content of the discussions.</p> <p><b><u>Item 6: Resolved</u> - The Committee resolved to maintain the full minutes as a public record without redaction.</b></p>	
G.22.19	<p><b>ITEM 6: MEMBERSHIP MATTERS</b></p> <p><b>Attendance:</b> The Clerk summarised the report, advising members that attendance data at this stage was skewed due to the low number of meetings, with no concerns to note for any members or Committees.</p> <p><b>Resignations:</b> The Clerk advised that there were no new resignations to make the Committee aware of, however, reminded members that the Corporation Chair had announced her resignation and would be stepping down at the end of December.</p> <p><b>Forthcoming Terms of Office:</b> The Clerk confirmed that the reappointment of Anita Holt needed to be ratified. The Committee had sought the approval of the Corporation to approach her for reappointment, this had been completed with Anita applying for reappointment. The Committee reviewed the application and agreed that the reappointment should be recommend for approval with this ratified at the December Corporation Meeting to enable continued service.</p> <p>The Clerk informed the Committee that the term of staff members Vickie Hayes and Carol Reid ended in November, with the election process for a successor having successfully concluded, with Tome Rowe securing the post. The Clerk advised that only one appointment had been made due to the updated constitution as approved in July, now allowing for up to two staff governors, with Suzanne Knowles holding the other post with a term ending in February.</p> <p>Committee members were advised that Vipin Trivedi would retire when his term ends in February. This will result in 14 independent members with the constitution allowing 10-15. The Clerk indicated that there were no skills gaps, inviting the Committee to consider whether they wished to proactively seek an additional member, with the agreement that this was not immediately necessary.</p> <p>Dr Vipin Trivedi took the opportunity to note his appreciation for and enjoyment of his time on the Board of Governors, and in particular the Governance Committee which he had found of particular interest.</p> <p>Members noted the forthcoming terms of office detailed as:</p>	

Suzanne Knowles (staff) Feb 2022 (election to be run in January)  
Christine Bampton (independent) (May 2022)  
Alex Kenny (independent) (May2022)

**Committee Membership Update:** Members were asked to consider the impact of the newly appointed students, staff and parent governor to the constitution of the Committees, with their skills and experience summarised to support with discussions relating to Committee appointments.

Concerns were raised over the impact of student attendance on the Standards Committee, and the value and impact of their contributions when attendance is not regular enough to gain sufficient insight to effectively contribute.

The Clerk informed the Committee that the actions as raised at the last meeting had been initiated, with attendance and commitment highlighted as key throughout the recruitment process. The Clerk informed the Committee that a face to face induction had been planned, to support new members to ensure they felt comfortable and understood the role and expectations. The Clerk confirmed that former staff governor Vickie Hayes would be offering her support as a mentor to staff and student governors and this was expected to have a positive impact, adding that she would attend the induction on Friday.

Members concluded that having a role or item to deliver would give them more responsibility and drive up attendance, this would be proposed during the induction, with Vickie asked to support them in considering topics and drafting the presentation. Members also agreed students and staff should be given the opportunity to support the sustainability link role alongside Alex Gamil to provide the insight required for holistic input into the sustainability roadmap.

It was suggested and agreed that to gain a rounded understanding of the work of the Corporation and how Committees feed in to the overall work of the Corporation, parent, students and staff members should be given the opportunity to observe all Committees. The Clerk agreed to extend invitations for forthcoming meetings and allow them to influence the final Committee choice, with supportive suggestions by the Governance Committee to support the new members in finding the most appropriate Committee.

Clerk

Members agreed to suggest the following:

- Audit Committee membership for Jennifer Pullin
- Resources committee membership for Paul Newton
- Standards Committee membership for Heather Austin
- Standards or Governance Committee membership for Tom Rowe

***Item 6: Resolved – The Committee noted the details of the update and resolved to recommend the new members are not yet appointed to a Committee***

## G.22.20 ITEM 7: ANNUAL REPORT

The Committee were presented with the draft Governance Statement and Members Report from the Financial Statements. The Clerk informed the Committee that this had been cross-referenced with the Casterbridge template and the Post 16 Audit Code of Practice and contained all necessary elements. Following review, members were asked to recommend this to the Audit Committee on 24<sup>th</sup> November in readiness for being recommended to the corporation for approval on 14<sup>th</sup> December.

***Item 7: Approved – The Committee resolved to recommend the Corporate Governance Extract of the Financial Statements for approval.***

#### **G.22.21 ITEM 8:AOC CODE OF GOOD GOVERNANCE**

The Clerk summarised the updates and highlighted sections of the supportive information that provided details of alternative Codes. The Committee discussed the requirements, including the benefits and drawbacks of alternative codes of governance and resolved to continue to adopt the AOC code as the most appropriate for the College Corporation. Members acknowledged that the requirements were extensive, however, considered this as beneficial as it ensured that the Corporation had the supportive detail to drive the College to outstanding.

Members discussed the requirements introduced around sustainability, with the sections only including 'should' as opposed to 'must' elements, acknowledging that this allowed an option to 'comply or explain'. Members however, agreed to work towards this as best practice, with the Clerk informing the Committee that the Climate Change Commissioner (CCC) had offered to support College's in drafting a sustainability strategy and adopting the climate change road map, with the Clerk having booked his attendance for the Strategy Day. An action was noted for the Clerk to make further contact with the CCC to ask for support for the SLT in undertaking the initial work and engaging stakeholders to begin the work towards the Climate Change Roadmap, with the Sustainability Governor to be invited to attend the meeting.

**Clerk**

***Item 8: Resolved – The Committee resolved to accept the report and recommend to the Corporation continued adoption of the AOC Code for 2021/22.***

#### **G. 22.22 ITEM 9: TRAINING PLAN REVIEW**

The Clerk asked the Committee to approve updates to the plan, which included audit training at the Corporation meeting. The Clerk invited suggestions to increase participation of training offered, noting the requirement to include this in the annual report of the Corporation.

Members discussed this at length, clarifying the requirements as approved in the annual training plan and concluded that personalised reminders should be distributed, alongside a separate training email, whilst maintaining training information in the monthly newsletter. The Committee considered that in part, it may be a recording issue rather than a completion issue.

Members agreed to maintain oversight of training, proposing an alternative could be to incorporate training sessions into Committee meetings, open to all Corporation members, which would be considered for the next academic year if online training completion does not improve. Members that had utilised the ETF Governor Training Programme shared their experiences, indicating the content and format of delivery was excellent, recommending completion to other members, concluding it was an excellent resource and that time may be the issue rather than the format. A member suggested reviewing training completion by Committee, with training summaries and discussions included at Committee meetings, to allow members the opportunity to share relevant insights including those gained through their employment.

Members concluded that the plan had not yet had time to be fully embedded, agreeing to undertake a more thorough review and consideration of alternative approaches for improvement in March.

The Clerk invited members to review the recommended topics for the forthcoming Strategy Day, with members concluding they were in line with the College priorities and skills gaps, with no suggested amendments.

**Item 9: Approved – The Committee resolved to approve the updates.**

**Kathy Passant left after Item 9**

**G.22.23 ITEM 10: PERFORMANCE REVIEWS OF THE COMMITTEE'S**

The Committee reviewed the outcomes of the Committee annual self-assessments and resolved to request a progress update in the Spring/Summer from the Committee's.

Members acknowledged that the different timing of the self-assessments and subsequent Committee meetings may impact on a Committee's ability to work towards actions. Members agreed to keep this on the agenda for March with a full review at the end of the academic year to ensure focus is maintained and actions are being addressed.

**Item 10: Resolved – The Committee noted the update and resolved to monitor progress against identified actions to improve performance.**

**G. 22.24 ITEM 11: CHAIR'S EVALUATION**

The Clerk confirmed that although there would be changes in the leadership of the Corporation, it was still important to consider what had gone well and what could be improved upon to allow the incoming Chair the opportunity to reflect on this when commencing her role in the new year.

Members acknowledged how positive the responses were noting the current Chair had been an asset to the College, making impact in a short space of time, with improvement to meetings, processes, regulations and embedding a positive shared culture.

The incoming Chair acknowledged that there were some considerations and comments included to further improve the leadership of the Board, committing to continuation of improvements in communication, paperwork and the inclusion and involvement of all members of the Board.

**Item 11: Approved – The Committee resolved to approve the Chair's evaluation and recommended the new Chair take note of points for improvement.**

**G.22.25 ITEM 12: 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 including the Chair's Evaluation and decision to defer appointment of new members to Committee's as well as plans to improve training completion

Minute No.	Minutes	Action
	<ul style="list-style-type: none"> <li>• Ratification of the reappointment of Anita Holt</li> <li>• Approval of the Governance Sections of the Financial Statements</li> <li>• Recommend that the Corporation continues to adopt the AOC Code of Governance</li> </ul>	

***Item 12 – Resolved: The Committee resolved to recommend that the Corporation’s attention is drawn to key information and approval sought as outlined above.***

**G.22.26 ITEM 13: DATE OF THE NEXT MEETING AND CLOSING COMMENTS**

Dr Vipin Trivedi asked for the opportunity to outline how it had been his pride and privilege to serve on the Governance Committee, thanking the Chair for his direction, members for their support and Clerk for her co-ordination, advice and organisation. Dr Trivedi informed the Committee that he had served on Governing Boards in education for 23 years and had thoroughly enjoyed the insight it had provided, wishing the College and Corporation members every success with their personal and professional futures.

Dr Trivedi was thanked for his long service and valued contributions throughout his time with KGV and Southport College, with the Chair wishing him a long and healthy retirement.

The next meeting was confirmed as Tuesday 15<sup>th</sup> March 2022.

**The meeting closed at 2.10pm**