

Minutes of the Governance Committee Meeting held via MS Teams on Thursday 24th June 2021 at 1pm

Present: Kathy Passant(Chair)
Michelle Brabner
Alex Gamil
Vickie Hayes
Vipin Trivedi (from item 6.5)

In Attendance: Christine Bampton – Vice Chair of the Corporation
Lisa Farnhill – Clerk
Mo Kundi – Independent Member

Minute No.	Minutes	Action
G.21.57	<p>Item 1: Welcome and Apologies for Absence</p> <p>The Committee Chair welcomed members and attendees, and asked if the member and invited attendee not yet present were expected. The Clerk confirmed that there were no apologies received, adding that attendee Mo Kundi was struggling to gain entry so the joining link had been resent to support in gaining entry to the Teams Meeting, with the link having been resent the previous evening to Vipin Trivedi who was also not yet present.</p> <p>The Clerk advised that Staff Governor Vickie Hayes may need to leave at 1.30pm due to a tentative meeting scheduled with a student.</p> <p>With the meeting confirmed as quorate, the Chair thanked everyone for giving up their time for this meeting, welcoming Christine Bampton, Vice Chair of the Corporation and Mo Kundi, Corporation member as attendees.</p> <p><u>Item 1 - Noted</u></p>	
G.21.58	<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. On behalf of attendee, Mo Kundi, who was due to arrive imminently, the Clerk declared his interest in item 6.3, confirming he would leave for this item.</p> <p><u>Item 2 – Noted:</u> <i>The Committee noted the interests declared and the intention for attendee MK to exit for item 6.3.</i></p>	
G.21.59	<p>Item 3: Minutes of the Previous Meeting</p>	

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	<p>The Chair presented the latest set of minutes from the extraordinary meeting held on 29th April, inviting members to highlight any inaccuracies for amendment. The Committee offered approval for the minutes with no amendments.</p> <p>The Chair requested confirmation that all actions were addressed under item 4, with members confirming that most actions were included within the agenda, with nothing further to raise as a matter arising.</p> <p><u>Item 3: Approved</u> - The Committee resolved to approve the minutes as an accurate record.</p>	
G.21.60	<p>Item 4: Matters Arising / Actions Summary</p> <p>Item 4.1 – Actions and Matters Arising</p>	
	<p>The Clerk presented the Actions Summary from the meeting on 29th April, noting that the report had been reissued the previous evening due to item numbers having been absent from the original. The Clerk confirmed that the only ongoing items were the handbook, which would be finalised once all terms of reference, calendars of reports and meeting dates were agreed by each committee, scheduled to be issued to members in September.</p> <p>The other item noted as completed but not included in the agenda, was the update to the SAR and QIP. The Clerk confirmed that actions had been monitored and implemented as seen in the report annexed to the actions summary. The Clerk informed the Committee that there would be a new SAR and QIP drafted over the summer following the outcome of the external review of governance and would incorporate the outcomes of the skills audit and governor reviews.</p> <p><u>Item 4: Noted</u> – The Committee noted the updates relating to outstanding actions and matters arising.</p>	
G.21.61	<p>Item 5: Confidential Business</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 they did not consider any items within the agenda to be confidential.</p> <p><u>Item 5: Resolved</u> - The Committee resolved to maintain the full minutes as a public record without redaction.</p>	
G.21.62	<p>Item 6: MEMBERSHIP MATTERS</p> <p>Item 6.1: Attendance Report</p>	
	<p>The Clerk summarised the report, noting that the decline in Resources attendance had only been slight and remained above target, with only one member providing apologies to one extraordinary meeting. They Clerk highlighted that the main cause for concern was the attendance of student members, impacting attendance rates for Corporation and Standards, inviting Vickie Hayes as Student Mentor to comment on the interactions with the Student Governors between meetings.</p>	

Vickie indicated that there had previously been good communication and felt the decline was in part down to the format of meetings on Teams. Pre-meetings were still arranged to take place over MS Teams, with students initially committing to attend, with this subsequently met with last minute apologies and failure to attend. It was considered that when student's lessons and meetings were both onsite, there was a less significant barrier to attending. It was considered likely that the attendance of adult Student Governor was further impacted by additional commitments in relation to work and childcare during the pandemic.

Members suggested strategies for improvement, including a return to face-to-face pre-meetings even whilst the formal meetings continue to take place online. **A member asked** if the time of the meetings could present a barrier to attendance, with the students perhaps being unavailable due to part time work. The Clerk advised that the appointment process would usually include an explanation of the meeting schedule as a fixed timetable and an expectation of attendance, with applicants asked to consider the meeting times and location in relation to transport and part time work ahead of progressing with their application.

The Clerk informed the Committee that this was a sector-wide issue which the College had addressed well in terms of the support offered with a mentor and pre-meetings and that communication and support from the outset seemed to have the biggest impact in relation to improving attendance of student governors. It was noted that virtual attendance for student voice had also declined and it was evident that this format for meetings had exaggerated the problem. **A member suggested** that this was problematic before the pandemic. The Clerk reiterated that this was the case across the sector, with recruitment being the best opportunity to build the bond and encourage attendance.

Vickie advised that all recent communication attempts had failed, with consideration for whether students would access the college email account once term had ended. The clerk indicated that she had used both personal and college email addresses without any responses by some student members. An action was noted to share the additional contact details with Vickie to facilitate further the contact.

Clerk

A member raised concern for the number of student members, suggesting that three was more than at most colleges, asking for consideration to reduce this to two. The Clerk advised that this was one of the recommendations made as part of the update to the Instruments and Articles, which would have been done in consultation with student members, however, they had not been in attendance to consult.

A member suggested that any none attendance should be followed up, ensuring that students were made aware their absence was noted and that they were missed, asking for any reason to be put forwards. It was proposed that this would be a supportive measure to provide an opportunity to remove any barriers to attendance and encourage future attendance. **A member added** that after the second failure to attend, they should be contacted to ask if they wished to continue in the role, with the clerk reminding the Committee of the clause that allows for removal after the third failure to attend. The Clerk advised that this would only be permissible if apologies had not been accepted, noting that apologies, even when provided, do not have to be accepted if members feel the reason is not sufficient.

Clerk

Clerk

A member suggested it was disrespectful to take on the role, offering to represent the student body and then failing to attend, both failing to represent those that the opportunity has been taken from and preventing others from having that opportunity.

The Chair confirmed that discussions had been held with the Vice Chair regarding the independent member with low attendance, noting that they had been unable to have a review with them as they were called away to deal with an incident just as the meeting began. The member had provided apologies on each occasion and whilst confirming that they remained committed to the role, were willing to step down due to the low attendance if that was what was required. The Chair suggested that the low attendance was unavoidable due to the nature of their role, with the skills and experience they brought to the corporation considered vital, concluding no further action was necessary other than continuing to monitor the situation. The intention to hold the review in September was noted, at which point barriers to attendance would be discussed.

The clerk clarified the actions, to provide the email addresses to Vickie as student mentor, to acknowledge each failed attendance and ask for a commitment of continuation in the role after two consecutive non-attendances.

Item 6.1: Noted – The Committee noted the details of the update.

G.21.63 Item 6.2: Outcomes of Governor One to One Reviews

The Chair summarised the process, noting that it had been a positive experience, providing the opportunity to get to know members and discuss priorities and plans on a one to one basis, thanking the Vice Chair for supporting her throughout the process.

The Chair suggested the impact of the reviews centred around the actions, noting common themes including the length of Corporation papers. This had been followed up with the Principal, with SLT committing to writing meaningful analysis and summaries of no more than two sides for each report.

Meeting timing had also caused some concern, with the Chair noting how difficult it was to meet the needs of every member; however, the timings would be adjusted slightly to try to find a balance to suit most members.

The format of meetings had also been raised, with divided opinion regarding the return to face-to-face meetings with the Chair having provided clarity to all members that the meetings would be kept remote until January. The Chair advised that every attempt would be made to capitalise on the improved attendance and flexibility of video conferencing, with the intention being to enlist the support of IT staff to facilitate attendance via a large screen for those who still need to access meetings remotely.

The Vice Chair reiterated how useful the opportunity had been to exchange views and ideas and ensure that members were confident with their role and to discuss new opportunities and link roles.

Item 6.2: Noted – The Committee noted the details of the report.

G.21.64 Item 6.3: Member Re-appointment

Mo Kundi left the meeting for this item

The Chair informed the Committee that as part of the review process, Mo had confirmed that he wished to undertake a second term of office and expressed an interest in taking on an additional responsibility as a committee chair. The Chair informed the Committee there was a vacancy as Chair of this Committee, with her appointment being only as an interim measure, with Mo confirming he would be keen to be considered for this opportunity in addition to maintaining a place on the Audit Committee. The Chair confirmed that the process had been outlined, with Mo aware that this would need to be recommended by the Governance committee to the Corporation for approval.

The Clerk summarised the content of the reappointment form, highlighting that the high overall Corporation membership was the only consideration against the reappointment. The Clerk highlighted that in support of the reappointment was the commitment, knowledge and experience of the member, in addition to membership of the Audit Committee. It was noted that the Audit Committee had seen two recent resignations, with a further reduction in membership considered a risk to the performance of the Committee and placing unnecessary pressure on the Committee Chair.

Members agreed that Corporation membership needed to reduce, however, noted that one member would retire in July, and another in February, concluding that Mo was an asset to the Corporation and essential to the effective performance of the Audit Committee, voting unanimously in favour of recommending his reappointment to the Corporation.

Item 6.3 – Recommended for Approval – The Committee resolved to recommend to the Corporation the reappointment of Mo Kundi for a further 4-year term of office.

G.21.65 Item 6.4 – Committee Membership for 2021/22

The Clerk summarised the detail of the report, with changes drafted to take account of members skills as analysed in the skills audit, and preferences as discussed in the one to one reviews. The Clerk advised that the Governance Committee needed strengthening, suggesting membership should reflect all Committees of the Corporation to ensure that the needs of each Committee were represented when considering recruitment, skills, training and Committee structures.

The Clerk advised the Committee that John Fell had already stated his intention to step down at the end of this academic year, therefore this was not noted as a resignation in the agenda, however, suggested the Committee should consider how to formally recognise his length of service and thank him for his contributions over the years. The Chair and Principal confirmed that plans were in place to ensure John felt the full gratitude of the college and that his service was appreciated. The Chair asked the Clerk to look for the relevant records relating to his appointment with the Clerk advising that the records pre 2017 were not filed in a way that made this easy, with the financial statements having been used to find the original appointment date of 1994.

Clerk

A member asked if the Committee Vice Chairs could be reintroduced more widely, noting that at present, only the Resources Committee had appointed Vice Chair. The Clerk confirmed that this had been included in the Standing Orders and Terms of Reference for each Committee, with appointment annually at the first meeting of the year.

Discussions were held regarding the intention for Committee Chairs to be appointed to the Governance Committee, asking if this would then fall to the Vice Chair if they were unable to attend. Members concluded that this should always be offered to Committee Chairs in the first instance, with them able to delegate to a member if they were unable to take on the additional responsibility, however, this did not necessarily have to be the Vice chair of the Committee.

Members accepted the recommended changes, concluding they were a balanced use of the skills and expertise of the Corporation and unanimously agreed to recommend the updates for approval.

Item 6.4: Recommended for Approval - The committee resolved to recommend the updated Committee Structures to the Board for approval.

G.21.66 Item 6.5: Governor Links 2021/22

The Chair informed the Committee that link roles had been reviewed as part of the annual governor review process, revising some links, with new opportunities presented relating to new priorities, which included risk, GDPR and sustainability.

Members were asked to give consideration to the vacancies for Sustainability and Teaching and Learning, Learner Voice with Learning Support, with the Clerk advising the first was a new position, suggested due to the requirement of the Governance Code for a sustainability strategy, and the second only vacant as the member was yet to confirm they wished to continue with this role due to being unable to attend their review.

Members discussed the meaning and expectations for the sustainability strategy and role, with the Clerk confirming that she had collated information relating to the requirements, and arranged external training for the strategy day, however, felt that the Corporation needed to begin to review and consider the requirements ahead of the formal training.

A member indicated that this was a broad concept, which could support having more than one link, perhaps a group of governors working together as links for this area. The Clerk confirmed that the road map suggested by the AOC required Corporations to obtain views from all stakeholders when drafting their strategy. **A member suggested** allowing Student Governors to take up a link role, which would provide more opportunity to have a stronger voice and be more involved with Board business that was relevant to them, where their ideas could be seen to have a direct impact. Members supported this suggestion, agreeing more involvement would empower students to be more vocal in meetings. **A member asked** for this to be included as part of the Student Governor role description.

Clerk

Alex indicated that she had experience in a number of aspects of sustainability and would undertake this additional link role if, when reviewed, it was considered to be within her area of expertise. The Clerk agreed to send the collated information for Alex to review, and to update the link role sheet to reflect this, noting that this could be amended if Alex did not feel it was suitable on review.

Clerk

The Chair confirmed that if the member awaiting review did not wish to continue with their link role, she would undertake it with the support of the Vice Chair.

Item 6.5: Recommended for Approval - The Committee would recommend the Link Roles to the Corporation subject to the revisions outlined above, with Alex Gamil as Sustainability Link and Kathy Passant and Christine Bampton supporting Teaching and Learning, Learner Voice and Learner Support.

G.21.67 **Item 6.6: Governor Training and Induction Plan 2021/22**

The Clerk summarised the proposals for the 2021/22 training plan, including the rationale for separating the induction plan and not being prescriptive with the allocation of the ETF Training Modules, due to a number of members having completed them in recent months. **A member supported** the notion for flexibility in choosing the most relevant module each half term, stating they had accessed the programme and completed some modules, noting how useful they had been.

A member suggested that members who had completed them in previous years may need to refresh, and may need support in accessing their accounts. The clerk confirmed that the final newsletter of the year would include a reminder of how to access the programme, and each subsequent newsletter would include a reminder to complete a termly module with a survey link to provide details of module completion.

A member asked if governor completion could be seen centrally by the college or clerk, noting that this would highlight knowledge gaps. The Clerk advised she could not access individual portfolios, therefore the onus would be on the governors to inform the clerk, which would be made as easy as possible with the survey link, which would collate the information centrally.

The Clerk asked if members felt there would be benefit in having training feedback as a standing item at the Corporation meetings, with **a member suggesting** that a table of completion could be provided and that this would also support with the annual one to one governor reviews as well as feeding into the SAR and QIP. The clerk agreed that the information would be available for these purposes and as with the skills audit graphs, would be collated for the reviewers ahead of the reviews as well as reported to the Governance Committee regularly.

A member suggested there would be considerable value in providing in meeting feedback at Corporation level, to generate interest and ensure completion was encouraged and seen to be expected.

The Clerk informed the Committee of the outline plans for the strategy day, to include sustainability and diversity. The Clerk provided further details, noting that the diversity element was to cover divergent thinking and the encouragement of inclusivity and individuality, with external support sought from the AOC for the delivery of sustainability training, asking if any other areas were considered to need external support.

A member suggested that there needed to be a team building element, perhaps to the diversity slot and that the practicalities could be considered closer to the time, with no suggestions for external support beyond sustainability.

The Clerk was thanked for the plan with a member commenting on the level of progress made towards forward planning the training for 2021/22.

Item 6.6: Recommended for Approval – The Committee resolved to recommend the training plan to the Corporation for approval.

G.21.68 Item 7: Review Of The Instruments And Articles Of Government

The Clerk summarised the changes as highlighted in the report, confirming that these were as included in the draft presented in April.

The clerk highlighted the move to two Vice Chairs, Student Governors and Staff Governors, with members offering support for these changes.

The Clerk summarised discussions with the FEC team relating to the allocation of the Vice Chairs, detailing their suggestion to automatically appoint the Chair of Standards and Chair of Resources as Vice Chairs of the Corporation. The Clerk asked the Committee if this was something that they wished to consider, noting that the Standing Orders would need to be amended as the revision included the traditional opportunity to vote in a Vice Chair.

A member suggested that this was too prescriptive and limited opportunities for members to become involved and undertake different opportunities. The Clerk summarised the discussion with the FEC Team, noting she had suggested the Corporation may not wish to restrict opportunities for other members to take on additional responsibility and raising concern that it may not be appropriate for the Resources Chair to become the VC, having been newly appointed and not wanting to overburden him. The Clerk advised the Committee that the FEC team had suggested that the position did not always include additional responsibilities, with the Clerk having provided detail of how actively involved and supportive the present Vice Chair was, whilst acknowledging that due to the need to have succession planning in place, the Corporation should now consider appointing a second vice Chair.

Item 7: Approved – The Committee resolved to recommend the Instruments and Articles of Government to the Corporation for Approval.

G. 21.69 Item 8: Review Of The Corporation's Standing Orders

The Clerk advised that the format and the content of the Standing Orders had been fully revised to ensure that procedures and protocols were both documented and easy to locate.

A member noted that the appendix relating to papers and minutes was for 20/21, asking if this would be updated. The Clerk advised that all annexes and appendices would be updated annually, to include updated dates and information, adding that the protocol for meeting papers could only be revised once meeting dates were approved by the corporation, to enable the paper and minute dates to be set around them. The Clerk stated that she had considered whether this may have been better placed in the handbook, which is not reviewed until all annual items are approved, however, had included was well placed in the Standing Orders as they highlight the need to provide

Minute No.	Minutes	Action
	<p>papers 7 days in advance, and this procedure that supported that requirement.</p> <p><u>A member suggested</u> also including it in the handbook, with the Clerk advising that although it could be added in, it was used predominantly by College management and Chairs, therefore may be less relevant to all members, although the handbook would include a link to the Standing Orders where it could be seen.</p> <p>The Clerk was thanked for the time and effort that had been put into the revision, with the Standing Orders given the unanimous support of the Committee</p> <p><u>Item 8: Approved – The Committee resolved to recommend the Standing Orders to the Corporation for approval.</u></p>	
G. 21.70	<p>Item 9: Review Of The Committee’s Terms Of Reference</p> <p>The Clerk summarised the changes, including reiterating the updated membership structure. Members supported the changes and provided their support for their recommendation to the Corporation.</p> <p><u>Item 9: Approved – The Committee resolved to recommend the Terms of Reference to the Corporation for approval.</u></p>	
G.21.71	<p>Item 10: Recommended Calendar of Reports for the Committee for 2021/22</p> <p>The Committee noted the updated calendar, with the Clerk explaining that this fitted with the Governance review cycle.</p> <p><u>A member suggested</u> that the calendar should include meeting times, with the Clerk agreeing to add these, noting that the annual meeting schedule as presented to the Corporation included all Committee meeting dates and included times.</p> <p><u>Item 10 – Approved: The Committee approved the work plan and schedule of reports.</u></p>	Clerk
G.21.72	<p>Item 11: Any Other Business</p> <p>No items were raised as any other business.</p> <p><u>Item 11- Noted:</u></p>	
G.21.73	<p>Item 12: Items To Be Reported to The Corporation</p> <p>The Chair thanked members for their attendance and support in finalising considerable changes, thanking the Clerk for having given so much time to producing them to ensure everything was in place for the new academic year.</p> <p>The items to be reported to the Corporation were noted as:</p> <ul style="list-style-type: none"> • Revised Committee Memberships • Revised Schedule of Governor Links • Governor Training and Induction Plan 	

**Minute
No.**

Minutes

Action

- Instruments And Articles Of Government
- Standing Orders of the Corporation
- Governance Committee Terms of Reference

Item 12 – Noted: *The Committee noted the details as summarised by the Chair.*

G.21.74 Item 10: Date of the Next Meeting

The Clerk confirmed that the next meeting was tentatively scheduled for the 7th September 2021, subject to Corporation approval.

The meeting ended at 2.35pm