

Minutes of the Governance Committee Meeting held via MS Teams on Tuesday 15th March 2022 at 1pm

Present: Mo Kundi (Chair)
Christine Bampton
Tom Rowe
Paul Walker

In Attendance: Lisa Farnhill – Clerk

Apologies Michelle Brabner

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G.22.27 ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE

With the meeting confirmed as quorate, the Chair thanked everyone for giving up their time to attend. The apologies of Michelle Brabner were presented and accepted.

Item 1 - Accepted

G.22.28 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. Christine Bampton confirmed she would withdraw for the decision relating to her reappointment.

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

G.22.29 ITEM 3: MINUTES OF THE PREVIOUS MEETING

The Chair presented the minutes from the meeting held on 16th November 2021, inviting members to highlight any inaccuracies for amendment. The Clerk confirmed that there had been an error in relation to the resolution for item 6 that had since been amended. The Chair requested confirmation that all actions were either addressed in the report circulated under item 4 or included on the agenda.

The minutes, inclusive of the update to the resolution for item 6 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 November 16th 2021.*

G.22.30 ITEM 4 – ACTIONS AND MATTERS ARISING

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The Actions Summary was presented by the Clerk, with members updated on the actions undertaken, including completion of safeguarding training, with only one outstanding.

A member highlighted the importance of reading the DfE KCSIE guidance and suggested that it is taken to Corporation, with all members being asked to confirm they have read KCSIE, with the minute then providing evidence of completion. The Clerk agreed to add this to the agenda.

Clerk

Item 4: Noted – The Committee noted the updates relating to outstanding actions and matters arising, resolving to raise completion of the reading of KCSIE at the next Corporation meeting.

G.22.31 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 clarified that they had noted in the November meeting that it may be necessary to redact the minute relating to the Chair’s appraisal. Members, however, agreed that the minute note did not include any information that was considered sensitive, with the discussion points raised and included elsewhere, including actions for improvement, which were considered Governance matters which should be kept within the minutes for transparency.

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

G.22.32 ITEM 6: MEMBERSHIP MATTERS

Attendance: The Clerk summarised the report, advising members that at the halfway point, attendance was good and above target. Members discussed the impact of student attendance, noting that the students had not attended the last Standards meeting, asking if the meeting timing meant studies prevented attendance. The Clerk confirmed that as students were not yet appointed to Committees, this had not affected attendance. The Committee members were reminded that students were permitted to miss lessons to attend governor meetings provided the lesson in question was not considered essential by their teachers, however, this had not been the reason, with the students having had prior engagements. The Clerk highlighted that first year attendance was often reduced for in-year appointments where meeting dates are already pre-determined. Members discussed meeting timings, agreeing that this should be discussed at annual conversations, whilst being mindful not to have all evening meetings due to the impact on staff.

Resignations: The Clerk summarised the detail of terms that had ended, reminding members of the ERG action to reduce overall membership, with some independent vacancies not recruited to. The Corporation Chair informed the Committee that further recruitment should focus on bringing in additional educational experience as per the advice of the FEC Team.

Committee members were informed of an at risk member due to work commitments. Members discussed the benefits of hybrid meetings and virtual attendance, agreeing that this would prevent resignations for employed members with essential skills, however conceded that it should be by exception only. Members noted how it was considered more difficult for those with virtual presence to interject and have input into an onsite meeting. It was

agreed that for onsite meetings, virtual attendance would only be granted by the Committee Chair. And with good reason and not for convenience.

Forthcoming Terms of Office: The Clerk informed the Committee there were two terms ending in this review period, and none forthcoming at the next review period.

Members were asked to consider the reappointment of Alex Kenny, with the reappointment form tabled, highlighting the contributions of Alex during his term. This was unanimously approved.

Christine Bampton left the meeting whilst her position was reviewed.

Members reviewed the reappointment form, agreeing that Christine was a vital member of the Corporation, providing unanimous support for her reappointment.

Christine Bampton returned.

Appointments and Reappointments: Members were informed of the staff election process and subsequent election of Catherine Durr. The Clerk highlighted the information within the report relating to terms of office, asking members to consider whether all members should be appointed for a four-year term.

Members considered the proposal and agreed that shorter terms reduced members effectiveness and risked losing vital skills. Members discussed incorporating an option for a parent member to reconsider their position as their child left college, with it agreed that this could form part of the appointment discussions and welcome letter rather than the standing orders. Members agreed it was important to highlight that the extended term was optional, with members able to resign earlier if they felt that they were not having stakeholder impact.

It was agreed to ask the Corporation to approve a four-year term of office for Catherine Durr and to consider updating the terms of Tom Rowe and Jennifer Pullin for parity.

Members considered the benefit of making clearer the instruments and articles of government around parent members, to include the wording 'on appointment' relating to being a parent of a child aged between 16 and 18 attending the college, with it agreed to add this at the review in summer.

Clerk

Member Mo Kundi informed the Committee that his son had been friends with the brother of the new staff governor. Members considered whether this presented any conflict, concluding that as there had been no contact for close to ten years, this did not need to be declared, with the member thanked for his transparency.

Committee Membership Update: Members were reminded that to improve attendance and give new members a broader understanding of Governance, newly appointed members had not been appointed to a Committee on appointment, instead invited to attend all meetings. The Clerk explained that since other members terms had ended, this had affected Committee minimum numbers and quoracy. It was suggested that this needed to be reconsidered, with new members allocated to a Committee on appointment, maintaining an open invitation to other Committees and having the opportunity to review their Committee option during the annual conversations.

Members were advised of Chair's action to address membership and quoracy, with Margaret Boneham appointed to Standards and Tome Rowe appointed to Governance, with a review of all new members Committee memberships due to be reviewed under item 7.

Members acknowledged the negative impact of withholding Committee membership, considering that appointing and lowering attendance was preferable to cancelling meetings for not being quorate. Members were advised that the other option was to reduce minimum membership requirements, however, this was considered to undermine the structures and collective accountability element of Governance and was dismissed.

Item 6: Resolved – The Committee noted the details of the update and resolved to revert to appointing new members to Committees, whilst maintaining the option to observe other Committees. The Committee resolved to recommend for reappointment members Christine Bampton and Alex Kenny. The Committee would recommend a term of four years is offered to new staff governor Catherine Durr, with consideration for updating that of Jennifer Pullin and Tom Rowe to four years.

G.22.33 ITEM 7: COMMITTEE MEMBERSHIP

The Committee members were given a summary of the skills and experiences of the new members which had underpinned the recommendations, agreeing to ask the Corporation to approve appointments as discussed in November as follows:

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

The Committee discussed the appointments made under Chairs action, with Tome Rowe appointed to the Governance Committee and Margaret Boneham appointed to the Standards Committee, and agreed to ask for ratification of the decision by the Corporation.

It was agreed that once appointed, the option to observe other Committees would be maintained.

Members asked Tom if he was happy with the Committee selection and he agreed that it removed any conflict between his position as a governor and as an employee based on the reports reviewed at Standards.

Item 7: Approved – The Committee resolved to recommend the Corporation approve the updated Composition of the Committees.

G.22.34 ITEM 8: GOVERNANCE SELF-ASSESSMENT

8.1 – Review of progress to date

The Clerk summarised the report and progress to date, advising the Committee that the only action to be considered red was out of the control of the Corporation, requiring operational implementation to support and improve Governance with more effective reporting through the use of Corporate dashboards. This was in progress, however considered 'red' due to being overdue.

Staffing changes for the lead person had caused the delay, with assurances that progress is now being made at pace. Members raised concern at there not being a new target date, with it agreed that the Clerk would ask for an updated target date. Members agreed to maintain the action as red once the target date is updated on the plan, to ensure that it was clear the initial implementation date had passed and to maintain focus on oversight of completion.

Clerk

The Committee discussed at length the recommendation and subsequent comments of the FEC team in relation to risk appetite. The Clerk advised that the last record of review was at the Strategic away day in May 2019, with reference to it in the agenda with the PowerPoint detailing the breakout groups, however, the notes do not detail the outcome. The Clerk confirmed she had checked the review of the Risk Management Plan in July 2019, with this also not making any reference to the discussions, despite minutes evidencing a detailed interrogation of the risk appetite statement.

Members were asked to consider if a low risk approach continues to accurately reflect the Corporations attitude to risk, or whether they felt that this needed to be reviewed. Members agreed that irrespective of the detail of the previous discussions, the Board, SLT and context and operating environment had all altered therefore, any previous discussions could not be relied upon.

Members considered that the reflection in the statement and FEC Team comments of a low tolerance towards risk was possibly not accurate. Members highlighted evidence of calculated risks taken, being those of updates to the curriculum and discussions underway to review and revive the HE strategy. Members concluded there needed to be consideration for the attitude to risk for each aspect of the business rather than a sweeping and overarching statement. It was noted that the financial position and Pandemic had restricted the Corporations ability to tolerate risk and had automatically reduced the Corporations risk appetite which could now be reconsidered. Members again highlighted how mitigations and calculated risks had continued, however, were reviewed against a backdrop of value for money and meeting student and employer need rather than as risk based decisions, with risks mitigated by research and evidence.

Members agreed training on risk appetite was necessary followed by a full review of the Corporations attitude to risk for each area of the business, however, this was not considered to be an immediate requirement, agreeing for this to form part of the first strategy day in 2022/2023.

Clerk

Item 8.1: Resolved – The Committee resolved to accept the report and recommend that risk appetite training be provided with a full review of the Corporations attitude to risk in the first 2022/23 strategy day.

G. 22.35 Item 8.2: Planning for the Review of 2021/2022

The Clerk asked the Committee to consider the most appropriate format for self-assessing against the Governance Code. The Committee members were reminded that the Code had been updated, with an expectation for College's to have due regard to the updated Code, with the Financial Statements requiring a statement to confirm whether the College considers itself to have self-assessed as compliant with the Code.

Members considered the self-assessment template as used across the sector to be lengthy and off-putting for member completion, agreeing that any survey of this length would need to be adapted and contextualised with members to ensure that the process had impact for improvements and did not become a compliance exercise.

Members noted that due to the length of the Code, it would be difficult to achieve confirmation of compliance without methodically working through the must and should elements. Members discussed the impact of assessing an area as green and compliant, risking overlooking any opportunity for further improvements in this area, with it considered important to still invite comments and suggestions for improvements for compliant areas, with this essential to move to outstanding.

The Clerk shared her screen to demonstrate an example of how the self-assessment reporting form would be converted into an MS Form survey with members agreeing that this made it clearer to see how it would work, with care needed over which aspects needed to be included, removing questions where evidence was already available to demonstrate compliance.

Members discussed the balance between shortening the survey enough to ensure it was manageable for members against reviewing and gaining insight for all areas. Members were reminded that completion, in terms of self-assessing was mandatory, however, the format for input was open to interpretation. The Clerk indicated that the value and impact came from the comments, however, in making these mandatory it became a bigger task and may put members off completing it, with it considered more beneficial to gain responses from all participants, with the comments sections optional, but encouraged.

The time frame was discussed, noting annual member reviews would take place in the summer term with this information feeding into the self-assessment process, which would not be finalised until after the year had ended. The Clerk confirmed the survey of Code compliance would be discussed and approved at the final meeting of the year, with circulation immediately after, with a two week window for completion. The outcomes would be analysed over the summer break and presented to the Board in September, for inclusion in the whole college SAR in December.

Discussions concluded with members agreeing that the short form as used in 2020/2021 was beneficial to support individual annual conversations with the Chair and Vice Chair, with this to be put to the Corporation for approval then immediately circulated. The Clerk was asked to amend the survey for self-assessment with the code ahead of the next meeting for further scrutiny and amendment ahead of Corporation approval.

Members considered the skills audit, with the update to include sustainability was comprehensive and did not require any additional amendments and should be put to the Corporation for approval.

Item 8.2: Approved – The Committee resolved to recommend that the Corporation approve the skills audit and short form for use with the annual conversations with a further full self-assessment survey to be developed for review by the Committee in June ahead of Corporation approval and circulation in July.

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G.22.36	<p>ITEM 9: TRAINING UPDATE</p> <p>The Committee members were provided with the full record of training undertaken, and discussed the variation in completion. The Clerk stated that there was no benchmark or set format detailed as yet for the presentation of training information to be included in the financial statements, therefore as much information as possible was being recorded.</p> <p>Members noted how impressive the range of training was and agreed the update to the Corporation agenda, to include training feedback and link activity would increase awareness and participation.</p>	<p><i>Item 9: Resolved – The Committee noted the update and supported the inclusion of training discussions as part of the Chairs update to Corporation.</i></p>
G.22.37	<p>ITEM 10: SKILLS BILL REQUIREMENT</p> <p>The Clerk summarised the requirement, with the heavy focus on Governors responsibilities for ensuring the collaborative reviews take place, incorporating the views of stakeholders, with particular emphasis on employers. Members were advised that although draft, it was unlikely there would be any amendments to the guidance, which would come into effect two months after the Skills Bills receives Royal Assent.</p>	<p><i>Item 10: Resolved – Members resolved to recommend the report and guidance to the Corporation as essential information.</i></p>
G. 22.38	<p>ITEM 11: COMMITTEE EVALUATION</p> <p>The Clerk summarised the report, reminding the Committee that oversight of the improvements to other Committees was a new process introduced this academic year.</p> <p>Members discussed the for succession planning, highlighting the benefit of Vice Chairs for Committee succession planning, with concern noted that the number of Vice Chairs had reduced, linking this to questions within the self-assessment relating to overreliance on individual members. Members agreed that having a number of new members had affected succession, with those with less experience in governance less willing to put themselves forward for additional responsibilities.</p> <p>It was agreed that this would be covered in the annual discussions with members, having been raised at the FEC DA, acknowledging that it is not considered good practice to have the Chair of the Board as Chair of Standards.</p>	<p><i>Item 11: Resolved – The Committee noted the update, acknowledging the need to have succession planning in place, to be discussed with all members at the individual member conversations in spring.</i></p>
G.22.39	<p>ITEM 12: ANTI-FRAUD PLEDGE</p> <p>The Clerk informed the committee of the Charity Commissions endorsement of the pledge, designed to support charities in stopping fraud, with the pledge a public demonstration that the charity in question was taking its responsibilities of protecting its assets seriously.</p>	

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The Clerk advised the Committee that this was brought to the Committee following training and with it being an issue that affects Governance overall, however, more detailed discussion and recommendations in relation to accepting and signing the pledge may more appropriately sit with Audit.

Members agreed that raising awareness with the governors was essential and felt that the Audit Committee should be asked to consider whether they felt it was something the College should undertake, agreeing to recommend the Committee considers this at their meeting in May.

Item 12: Approved – The Committee resolved to recommend the Audit Committee reviews the information and considers whether a recommendation to the Corporation in relation to the anti-fraud pledge.

G.22.40 ITEM 13: 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
- Re-appointment of Christine Bampton and Alex Kenny for a further term of office
- Updated Composition of the Committees including ratification of the appointments made under Chair's action
- SAR Planning including the initial short forms for approval and completion
- Recommend that the Corporation takes note of and begins to plan for the skills bill requirements

The Committee would also recommend that the Audit Committee considers whether the College should take the anti-fraud pledge

Item 13 – Resolved: The Committee resolved to recommend that the Corporation's attention is drawn to key information and approval sought as outlined above.

G.22.41 ITEM 14: DATE OF THE NEXT MEETING AND CLOSING COMMENTS

The next meeting was confirmed to be onsite on 23rd June and as a lunchtime meeting, lunch would be provided. Members were thanked for their time and contributions.

The meeting closed at 2.35pm