



GOVERNANCE COMMITTEE

WEDNESDAY 2 NOVEMBER 2022 – MEETING MINUTES

Governors	Type	Initials	Attendance	Apologies
Sarah Stewart	Chair / Independent	SS	X	
David Alexander	Principal / CEO	DA	X	
Michael Wood-Williams	Vice Chair / Independent	MWW	X^	
Martin Gannon	Independent	MG	X*	
Claire-Jane Rewcastle	Independent	CJR	X	
Attendees				
Emma Moody	External - WBD	EM	X	
Nicola Taylor	Director of Governance & Compliance	NT	X	

*Attended via Teams / ^Attended for part of the meeting

G/081 1) Chair's Welcome, Apologies and Conflict of Interest

SS welcomed the attendees and noted that this would be EM's last meeting. The Committee noted their thanks and appreciation to EM.

No conflicts of interest were declared. Members were reminded to declare any conflicts that arose during the discussions in the meeting.

G/082 2) Minutes of the previous meeting dated 8 June 2022

The minutes of the meeting on 8 June 2022 were agreed as a correct record.

G/083 3) Matters arising

The action log was noted.

G/084 4) Feedback and follow up from the Board Autumn Conference – October 2022

The Chair presented the Board Autumn Conference survey results and highlighted the following:

- The positive responses to the agenda, structure, small group sessions and the opportunities to hear from staff and students.
- The timings of the sessions did not suit all governors, noting that the 2nd day attendance was disappointing.

The Committee discussed the following:

- The value of visiting different campuses, including the chance to speak with staff and students along with the opportunity to see learning in real time.
 - The Committee agreed that there needed to be value in sessions held at alternative sites to ensure visits are meaningful. It was discussed

that future sessions could continue to include presentations / sessions with staff and students to strengthen staff and student voice.

- The diversity of thought in relation to some of the sessions, and the benefit of sharing papers in advance to allow governors to digest the information, be prepared with questions and be clear as to the purpose.

MWW joined the meeting.

- The timings of future sessions, with the possibility of hosting the future conferences over 1 day, including a Dinner, to try and best facilitate attendance.

The Chair confirmed that the survey results and notes from the conference would be shared with all Board members along with seeking preferences as to timings of future sessions.

Action: NT to share survey results and notes from the conference, along with seeking preferences as to timings of future sessions.

The report was noted.

G/085 5) Board Evaluation

a) Board Self-assessment 21/22

The Chair confirmed that governor one to one sessions had been held throughout October and that all governors were asked to complete a Board self-assessment survey. The Chair noted that the sessions had been beneficial in terms of identifying key themes and building relationships.

It was agreed that the Board evaluation documents provided to this Committee would be shared with all Board members ahead of the December meeting, for information, with a summary report to be submitted to the Board in December 2022.

Action: NT to circulate Board self-assessment documentation to all Board members.

Action: NT to create a Board self-assessment summary report for the December 2022 Board meeting.

NT presented the reports and highlighted the following:

In relation to the Board self-assessment survey results:

- Responses were largely positive.
- Areas for improvement included:
 - Ensuring the Board have clear targets in relation to EDI which they can measure against.
 - Ensuring there is more time / more opportunities to allow the Board to develop greater working relationships with each other.
 - Meeting time to enable a focus on discussion and debate, rather than only presentation of items.
 - Further work around risk, ensuring there is sufficient time for Committees to scrutinise the risk register in detail to ensure they are confident in the mitigating actions and scoring.

The Committee discussed the following:

- Online training modules, noting that there may have been some confusion around which modules needed to be completed and that some governors had some initial access issues.

Action: NT to check the training modules available to governors.

The Committee also discussed if there could be more specificity for some of the modules and whether they could be more focussed around the role of a governor, however it was also acknowledged that this may not be possible as the tailoring of the subject training to a more granular level may not provide a high level of added value in terms of the subject areas.

- The sharing of meeting documentation, noting that the portal was not actively used, and the move away from using personal email addresses. The Committee agreed that training would need to be implemented in relation to both areas.

Action: NT to work with IT regarding the creation and guidance for College email addresses for all governors.

In relation to the One to One summary:

- NT had attended each of the governor one to ones and collated common themes within the document. Attending the sessions had been beneficial and the comments from governors were hugely positive. The paper focussed on the areas of improvement, however NT highlighted the following key strengths:
 - Strength of the Board.
 - Strength of the Executive Team.
 - Performance and improvement over the last year.
- A number of suggested actions had been proposed to address the areas for improvement. NT had met with SS and DA to discuss the suggested actions earlier in the day.

The Committee discussed the following:

- The need for governors to understand metrics to measure trajectory, which would come from the KPIs currently being agreed.
- The benefits of the conferences throughout the year, providing updates such as a helicopter view of performance, strategic updates, changes within the FE landscape etc.
- The opportunities linked to staff and student voice, including the potential of a Board Annual Report, setting out who the Board are, their remit and key areas considered throughout the year, and the possibility of governors attending staff roadshows.

Action: NT to include the creation of a Board report in the Governance Self-Assessment Report to Board.

In relation to the review of the Committee mapping against remit:

- NT had completed the exercise and implemented a summary of the review which highlighted some areas for review, including a full review of the Terms of Reference to fully correlate with the work of the Committees. Some areas were not specifically mentioned, such as, Risk (aside from the Audit Committee), Safeguarding and Learner Voice. Terms of Reference would also to be clearer in terms of delegation, for example, receive and monitor, endorse ahead of Board approval.

Action: NT to factor in Committee mapping findings within the planned Terms of Reference review ahead of July 2023.

In relation to Board and Committee attendance:

- The overall attendance was at 87.50%.
- Committee attendance was as follows:
 - Audit – 100%
 - Curriculum & Quality Standards – 75%
 - Finance & General Purposes – 90%
 - Joint Audit and F&GP – 100%
 - Governance – 93.33%
 - People & Remuneration – 100%
 - It was noted that due to number of Committee meetings per year, 1 occurrence of apologies could have a large impact on the figures.

b) *Early discussion on plans for an External Governance Review in 22/23*

NT presented the paper and highlighted the following:

- An external governance review was required every 3 years. Following participation within the pilot in December 2020 (report published January 2021), the Board had agreed for this to take place at the end of the 2023 calendar year, in line with requirements.
- Following the review, the Board should publish and maintain a summary of the outcomes and highlights from the action plan on the College website.
- Further information and discussion would take place at the March 2023 Governance Committee, with a recommendation as to which organisation should be contracted for this work.

Action: External Governance Review to be included on the March 2023 Governance Committee agenda.

It was noted that there was due to be an Internal Audit focussed on Governance in February 2022. The Committee asked for the scope of work to be circulated once available.

Action: NT to circulate scope of work for Governance Internal Audit once available.

The report was noted.

G/086 6) Student Governor Update

NT provided a verbal update confirming the following:

In relation to recruitment of the Student Governor (19+):

- 5 students had nominated themselves for the role.
- Following a meeting between each of the nominees and the Director of Governance & Compliance and Student Engagement Manager, it was highlighted that none of the nominees would be able to attend the scheduled Board Meetings due to conflicts with lessons / external commitments. Board members had been contacted with regard to rearranging the 3 remaining Board Meetings for 22/23 to a later time (4pm to 6pm) to allow the students to attend.
- Students were in the process of writing their personal statements and the vote was due to take place the week commencing 7th November, running for 1 week.
- Approval of the Student Governor (19+) would be sought at the start of the December 2022 Board Meeting.

- This meeting was due to start at 3.30pm to allow time for a 30-minute Board discussion on Student Voice.

In relation to the Student Governor (16-18):

- A paper to revise the Standing Orders to allow for Student Governors to be appointed for a term in line with their length of studies was being recommended for endorsement. This would allow the current Student Governor's (16-18) appointment to be extended until July 2023.
- The revision of the Board meeting timings allowed for the current Student Governor (16-18) to attend future meetings.

The updates were noted and the Committee endorsed the extension of appointment of the current Student Governor (16-18) ahead of seeking Board approval in December 2022.

G/087 7) Board Training and Development Needs 2022/23

NT presented the report and highlighted the following:

- The 21/22 training and development log had been updated.
- The 22/23 plan had been created, noting that this would remain a live document and be updated throughout the year, specifically following the agreement of actions relating to the Board self-assessment process.

The Committee discussed and queried the following:

- The Governance Development Programme – it was confirmed that this was offered by the Education and Training Foundation (ETF), was an online system which allowed governors to complete modules within their own time (with a range of different modules being available) and was currently free of charge.
- Collection of development activity – it was suggested that it was best practice to collect development activity to evidence that governors regularly refresh their skills and knowledge through development activities.

The Committee **requested** for the document to be updated in due course.

Action: NT to keep the Board Training and Development Log 22/23 updated.

The report was noted.

G/088 8) Standing Orders Review

NT presented the report and highlighted the following:

- The Standing Orders were last reviewed in December 2020.
- The external governance review noted that the Standing Orders were clear.
- A review had taken place, with a number of small amendments suggested, this included:
 - Governors to not hold office for more than 8 consecutive years (unless there are exceptional circumstances), as per the AoC guidance.
 - Student Governors to be appointed for the period in which they are due to study at the College (noting that the Board may wish to appoint for an initial 1-year term with the option to extend).
 - Removal of gender terms.
 - Clarification that attendance at meetings shall include attendance via electronic means (such as video conferencing).

- The inclusion of the addition to the Committee Terms of Reference relating to the option to co-opt governors where there is a lack of quorum to allow meetings to proceed as planned.
- Removal of some out-dated terms / organisations.
- Clarification of Senior Post Holders (SPH).
- Suggestion to remove the Complaints Procedure from the Standing Orders and instead for this to be amalgamated with the College wide Complaints Procedure.

The Committee suggested the following:

- In relation to SPHs, the use of Director of Governance & Compliance rather than Clerk.
 - Clarity of the Clerk dealing with complaints as appropriate.
- Action: NT to amend Standing Orders in relation to the use of Clerk and clarity of complaints.**

The Standing Orders were endorsed, subject to the above amends, ahead of seeking Board approval at the December 2022 meeting.

G/089 9) FE and Sixth Form College Corporation Governance Guide – Compliance Template

NT presented the report and highlighted the following:

- A paper on the changes to the FE and Sixth Form College Corporation Governance Guide had been presented at the October 2022 Board meeting and it was agreed that NT would carry out a compliance checking exercise.
- Findings would be reported back to the Governance Committee in March 2023.

Action: FE and Sixth Form College Corporation Governance Guide – Compliance Checking Exercise Results to be added to the March 2023 Governance Committee agenda.

The report was noted.

G/090 10) Any Other Business

The Committee noted their thanks to NT for the creation and presentation of reports.

The Committee reiterated their thanks and best wishes to EM.

G/091 11) Date of Next Meeting

The next meeting was scheduled for Wednesday 1st March at 12pm.