



GOVERNANCE COMMITTEE

WEDNESDAY 9 JUNE 2021

Report: Minutes of the meeting held on Wednesday 10 March 2021
Author: Clerk
Action: Approve
Status: Open

Present: Sarah Stewart (Chair)
Andy Cole (Interim Principal / CEO)
Martin Gannon
John Hogg
Claire-Jane Newcastle

In attendance: Emma Moody (Clerk)
Suzanne Clark (Minutes)

G/019 Chair's Welcome, Apologies and Conflict of Interest

The Chair welcomed everyone to the meeting. No apologies were received. It was advised that the Interim Principal / CEO would be a little late joining the meeting due to a previous meeting over-running.

The Clerk declared a conflict of interest in relation to the report on clerking requirements. The Chair suggested that this item be considered as the final item of the meeting to enable the Clerk to leave prior to this discussion. No further conflicts of interest were declared at the start of the meeting. Members were reminded to declare any conflicts that arose during the discussions in the meeting.

The Chair reported that an email will be circulated to governors later in the day to seek Board approval of the new Principal and CEO. The Chair gave an overview of the candidate being recommended by the selection panel, advising that he has an accountancy background and a wealth of experience. The Chair was delighted to make the recommendation to governors and hoped that as many members as possible will be available to convene on Friday 12 March to ratify the panel's decision. As part of the interview process there had also been a very good stakeholder panel who were fully supportive of the decision. The successful candidate has a 3 month notice period but was confident that they will be able to engage prior to formally joining the College.

G/020 Minutes of the previous meeting dated 18 November 2020.

The minutes of the meeting on Wednesday 18 November 2020 were agreed as a correct record.

G/021 Matters arising

The Clerk confirmed that an augmented briefing was provided to support staff in relation to the appointment of a new support staff governor. Robin Bailes was successfully appointed.

The Clerk confirmed that the ETF report on governance was received and has been finalised.

The Clerk reported that the College website has been updated with the revised committee terms of reference and standing orders. The governor page has been updated with photographs for all new governors.

The Clerk confirmed that the current governor recruitment process has now concluded.

Members discussed whether the recruitment firm had been as thorough as they could in response to the request for information on actions taken to reach a wider pool of candidates, in respect of equality and diversity. This will be fed back formally to them and considered for future appointments. The Chair agreed with this approach. Equality and diversity was on the Board agenda and further discussion would take place in due course around this subject.

G/022 Current Board and Committee Membership

The report was presented by the Clerk.

The Clerk requested endorsement of the proposed successors identified for both the Chair of Audit and the Chair of Curriculum and Quality Standards. Members confirmed that they very much supported this decision.

The Chair recognised the time commitment for the former chair as he is currently a member of three committees. He confirmed that he would find it very difficult to travel to meetings when normality resumes and there is a move away from virtual meetings.

A member felt that in relation to the proposed Chair of Curriculum and Quality Standards, there was a need to consider the understanding of this from an FE perspective. The planned successor has an HE background and the member expressed a view that FE experience is currently missing from the committee. Whilst this was not a matter of urgency the member felt some priority should be given to securing this. The College had previously had individuals from education and a former Ofsted inspector on the Board and the member suggested that this approach could be considered. It may be that a member could be co-opted onto the committee rather than being a full Board member. The Chair welcomed this suggestion and indicated that the committee will look to pursue. The Clerk added that she had spoken recently to the Interim Principal / CEO with a view to potentially supporting the work of the Board once a permanent Principal is in post. It was felt that this may be a good solution to increasing the level of FE experience, especially at C & Q committee level.

It was confirmed that as a member of the Audit Committee, Aneela Ali would not be eligible to sit on any other finance related committees

Members discussed the staff governors and agreed that the Teaching Staff Governor should sit on the Curriculum and Quality Standards Committee and the Support Staff Governor, with an IT background, was probably best suited for the Finance and General Purposes Committee.

Martin Gannon confirmed he was comfortable to continue as a member of the Governance Committee.

John Hogg indicated that as a priority, he would want to continue as a member of the People and Remuneration Committee. He added that once the Finance and General Purposes Committee had been strengthened he would be happy to step down. The Clerk suggested that there was potential to add either Sara Vening and David Brind who both have financial expertise to the Finance and General Purposes Committee, but that audit committee would benefit from an additional appointee with accountancy experience and Sarah may be the right candidate for this role.

John Hogg will remain a member of the Governance Committee.

The Chair felt it important to recognise Chris Macklin's retirement from the Board at the end of March and suggested that she and the Clerk agree a suitable way to mark this.

Andy Cole joined the meeting at 11.30am.

The Committee discussed the inclusion of one of the student governors on the Curriculum and Quality Standards Committee. It was felt that due to the level of sensitive information presented to the People and Remuneration Committee this would not make for a good experience as the student governors would be required to leave for confidential items. Following suggestion from the Clerk it was agreed to include a student governor on the Governance Committee. A member commented on the importance of placing student governors on committees that are of interest to them so they can and want to contribute.

The Committee discussed the inclusion of Michael Wood-Williams on the Governance Committee and agreed that this would be of benefit.

The Chair concluded that she would speak with all Board members to clarify committee membership, ensuring that they were placed in areas of individual specialism and interest. The Clerk suggested that governors be asked to endorse the suggestions made. The Chair also reiterated comments made earlier in relation to the need for FE experience on the Curriculum and Quality Standards Committee

The report was noted.

Action: The Chair and the Clerk to agree a suitable way to mark Chris Macklin's retirement.

Action: The Chair to contact individual members to clarify committee membership.

G/023 Skills Analysis and Matrix

The report was presented by the Clerk.

The Clerk asked members whether they felt health and safety should be added in addition to safeguarding – the skill was similar but not the same.

The Chair indicated that David Mitchell had been a key link for safeguarding and this needs to be considered in light of his intention to step down and the Clerk suggested that safeguarding oversight be improved at committee level. A discussion took place around whether these should be two separate specialisms. The Clerk also suggested

the inclusion of skills in information governance, IT and cybersecurity and data protection be considered. The Chair agreed this approach and the Clerk confirmed that she would ask all governors to confirm the experience they have in relation to these particular areas.

The Clerk confirmed that there are currently 16 Board members including herself, the Interim Principal / CEO and student governors. A member asked whether there would be two vacancies when Chris Macklin and David Mitchell retire from the Board. The Clerk confirmed that the College can have up to 16 elected governors so there is still potential for up to 6 additional governors. A member suggested that the important aspect was to ensure that there is adequate oversight and skills rather than quantity of members. The member felt that 16 was a good size and recognised that there is still the option to have co-opted members.

The Clerk advised that both she and the Chair have been approached by individuals who may wish to join the Board indicating that a formal process would be needed to manage this. An overview of the individuals was provided to the Committee. The Chair confirmed that the purpose of the discussion was to agree the process for appointments, not to seek approval to appoint at this stage. Individuals could be asked to provide updated CVs and attend interview. The Clerk outlined that the Committee could choose to interview the two individuals and then, following interview, make a recommendation to the Board for appointment. It was agreed to form an interview panel and use a similar process to the one used in December 2020. The Committee will consider any skills and knowledge gaps as part of the recruitment process. The Committee can then consider the inclusion of co-opted members.

Martin Gannon left the meeting at 12.00pm

The report was noted.

Action: Clerk to contact all members to seek confirmation of their experience in relation to health and safety, safeguarding, information governance, cybersecurity and data protection.

Action: Recruitment process for the two individuals who have made approaches to commence.

G/024 Vice Chair Appointments

A verbal update was provided by the Clerk.

The Clerk reported that the corporation can have up to two vice chairs. There is not a current vice chair following Sarah Stewart's appointment as Chair. The Committee can design the process and make a recommendation to the Board for appointment. It was felt that it is currently too early to establish whether any of the newly appointed governors are ready for this step and the Committee recognised the need to ensure that the vice chair would work well with the current chair and that they should complement each other's areas of skill. The Committee were asked whether they would wish to consider this at the next meeting. It was confirmed that no current governors have expressed an interest in the role of vice chair. The Chair commented that, in relation to compatibility of skills, she would find it useful to have a vice chair with a finance specialism. The Committee felt it appropriate to give some time to determine which of the newer governors could provide this financial oversight and all approved this approach. The item will be included on the agenda for the next meeting.

The report was noted.

Action: Appointment of vice chair to be added to meeting agenda for 9 June 2021.

G/025 Board Capability Action Plan

The report was presented by the Clerk.

The Chair felt that the report gave a good summary and the items identified were agreed as areas for focus.

The report was noted.

G/026 Confidentiality Protocol

The report was presented by the Clerk.

The Clerk reported that the standing orders of the corporation already include a section on confidentiality. A number of suggested changes have been proposed to this with a shift of emphasis to ensure openness and transparency. The Chair agreed that there was a need to consider how sensitive items are and suggested that this then be reviewed, perhaps on a 6-monthly basis. A member commented that they felt that this was a sensible approach and that redaction should be the exception rather than the norm. The member felt that the report presented gives clarity on what should be redacted and recognised the need for an element of chair or clerk discretion. The Interim Principal / CEO agreed that the default position should be that papers are open. He indicated that there may be a need to review these where items are timebound and guidelines for this could possibly be required. The Clerk confirmed that she would update the paper to include guidance on quality of confidence and recirculate. The Committee welcomed this and confirmed that the protocol should be part of the standing orders but felt it would be useful to share with other committee chairs and Board members.

The report was approved subject to updating.

Action: Clerk to update the protocol to include guidance on quality of confidence and recirculate to the Committee prior to sharing with chairs of committees and other Board members.

G/027 Template Board Reporting

The template for Board reporting was presented by the Clerk.

A member indicated that they had been very surprised that there was no set format for reporting when joining the Board. The member was supportive about the template and welcomed the purpose, background and recommendation sections, along with clarification of whether a decision is required. The Interim Principal / CEO advised that he would share a template he had previously used which also showed any impact on a RAG rated scale. The Chair was welcoming of this adding that she expected that the new Principal will also have some thoughts on this. She felt it would be very helpful to have this available to share once they are in post. The Committee agreed to move to a standardised approach, depending on the new Principal's input. The Clerk confirmed that she would work with the Interim Principal / CEO to refine the proposed template and share.

The template was approved subject to being refined.

Action: Interim Principal / CEO to provide a reporting template for consideration.

Action: Clerk to work with the Interim Principal / CEO to refine the template.

G/028 Student Governor Support and Training

A verbal update was provided by the Clerk.

The Clerk reported that student governors are inducted and have a meeting with team members to outline the role of student governor. The former Support Staff Governor had previously spent time with the student governors to brief them on meetings and reports. Student governors are sent details of any AOC student governor events. The Clerk confirmed that there was no barrier to them being on committees of particular interest. There was a recommendation from the ETF report around student governor involvement in training. The Clerk has looked at Unloc training and indicated that she would be happy to look into this further. She felt that it was important to make governors aware of the support given and seek feedback from the Committee on areas for further development. The Chair recognised that the training via Unloc is an annual process and would provide new student governors with a development opportunity. She highlighted that there are also e-resources that the current student governors can access. The Chair felt that engagement with Unloc should be encouraged as part of the induction process. The Clerk indicated that she could also look to seek feedback from other clerks. The Chair welcomed this and recognised that there would be an additional time commitment for student governors. The Interim Principal / CEO advised that he had previous experience of a buddy system where student governors were paired up with an established governor. He also had experience of the Chair and Principal meeting with student governors prior to each meeting to brief them. The Chair felt that it would be beneficial to get feedback from the current student governors on what they feel would be useful for supporting new student governors. In response to a question from the Clerk, the Chair suggested that mentoring and supporting of student governors be opened up to all Board members. The Chair added that in addition to student governors, there is a need to consider student voice and student engagement and how this is reported to the Board.

The report was noted.

Action: Clerk to seek feedback from other clerks on their approach to student governor training.

Action: Clerk to seek feedback from current student governors on future support and training.

Action: Board members to be contacted to confirm interest in mentoring and supporting student governors.

G/029 Training Needs Generally

A verbal update was provided by the Clerk.

The Clerk reported that induction and training on responsibilities of being a governor is mandatory and delivered on appointment and periodically after that. Safeguarding training is delivered by the Director of Student Experience annually. Other training is currently ad-hoc. The Clerk advised that she is looking to understand whether there

are any other core training needs that the Committee would want the Board to undertake on an annual basis. She asked that the Committee consider the gaps discussed earlier around health and safety, information governance and data protection. The Chair felt that these were all relevant topics to be considered. She added that the finance training delivered as part of the Board Winter Conference was intended to give all board members a general view and asked whether members had found this useful. Did it need to be revisited? A member responded that they had found the training useful and would welcome something more focused. The member added that they had found the AOC Conference very useful and would encourage other governors to participate with this. The Clerk indicated that she would be working with colleagues to implement and maintain a governor training log. The Interim Principal / CEO commented that Winter Conference feedback suggests that governors would welcome further detail on FE funding. He confirmed that the information from the AOC conference is all available and could be downloaded and put onto a portal for governors to access. The Chair indicated that the new Finance Director, once appointed, would be relooking at the format of the College's management accounts and how they are presented to governors. This could be used as the basis for a separate session with governors. The Clerk suggested that a different approach be taken to publicising AOC sessions in the future. All governors will be made aware of sessions as they have been previously but suggestions will be made on specific topics of interest to individual members. The Clerk confirmed that training will be undertaken, logged and reported to the Committee on an annual basis. The Chair welcomed this approach.

The Clerk referenced training on equality and diversity which was included in the governance action plan suggesting that a guest speaker be engaged as part of a Board Summer Conference. The Chair agreed that further investigations be undertaken in relation to this. A very good speaker would be required to make this an inspirational and energising session.

The report was noted.

Action: Training log to be implemented.

Action: Guest speakers on equality and diversity to be researched.

G/030 Feedback from the Winter Conference

The report was presented by the Clerk.

The Chair expressed concern in relation to the low response to the survey. Feedback received was overall however good. The Clerk added that feedback suggests that the conference was impeded by not being able to meet in person. A member indicated that whilst they had not been able to attend the full event, due to other commitments, the sessions they had attended were very good. The member agreed with the point made that conferences lose impact by not having the opportunity to meet in person. Other members agreed with this view and felt it would be an overwhelming improvement to be able to meet in person. Members felt that the content was great with a breadth of information covered and that some sessions had worked well from being online. The Clerk felt a good variety of topics had been included with a good balance of external speaking. In hindsight, she indicated that she would not have included the Board meeting directly afterwards. It was confirmed that the annual cycle for the Board includes an annual conference. The Interim Principal / CEO suggested that governor training be separated from conference activity. The Chair and the Clerk recognised the need to work with the new Principal on development of the new strategy and suggested

that an appropriate time for this may be either July or September. The Chair was hopeful that the next conference would allow members to attend in person.

The report was noted.

G/031 Update on New Governor Induction

A verbal update was provided by the Clerk.

The Clerk reported that dates are currently being co-ordinated for the next stage of the induction for new governors. The Chair indicated that consideration should be given to how the induction for the new Principal includes governors. The Clerk suggested that perhaps the People and Remuneration Committee could consider this further or discuss in a joint meeting with the Governance Committee.

The report was noted.

G/032 Final Committee KPIs and Board KPIs

The KPIs were presented by the Clerk.

The Clerk reported that each of the committees recognised that agreed KPIs would always be subject to further development. The Head of People and Organisational Development has been asked to include KPIs on safeguarding and safe recruitment within the People Committee KPIs. David Mitchell currently meets with the Director of Student Experience termly and there is an annual report on safeguarding presented to the Board.

The Clerk felt that there was a piece of work to be done on what safeguarding information is reported to the Board and Committees. This work should also consider reports to the Board on health and safety compliance and statistics on data protection. The Chair questioned whether it would be appropriate for this to be reported to a committee or the Board. The Interim Principal / CEO advised that conversations have taken place around the hierarchy of some of the KPIs. At the last Curriculum and Quality Standards Committee meeting a point was raised around the inclusion of student satisfaction which is being reviewed. The Chair recognised that KPIs are still in development and confirmed the Committee will continue to provide challenge in relation to these. The Clerk added that the Board may indicate that there is not a need for a KPI and that instead, members would prefer a termly report. The Clerk confirmed that she would look at the operational aspects of these items and report back to the Committee at a future meeting. A member endorsed that it is good practice for the Board to have a clear understanding of health and safety suggesting that this should be a standard item for the People and Remuneration Committee. The member confirmed that they would welcome either a quarterly or annual report to the People and Remuneration Committee with an executive summary to the Board. Another member suggested that the reporting of health and safety could also potentially sit with the Audit Committee. The Clerk confirmed that health and safety is included on the College's risk register and indicated that she will consider this when speaking with operational leads.

The KPIs were received.

Action: Clerk to provide feedback on additional operational items to be reported to the Board.

G/033 Review of Clerking Requirements

The report was presented by the Chair.

A member recognised that the role of Clerk has changed dramatically over recent years. The member stated that the College has received incredible service from the current Clerk. The Chair advised that the report was very much about understanding the role of the governance professional and determining how this is best provided to the College. The review of clerking requirements was a recommendation from the ETF governance review. The ETF report recognised the support provided by the Clerk with a view that the College should seek to maintain or recreate this. The Chair felt that there was a need to consider how a review of clerking is undertaken and who is best placed to do this. The Interim Principal / CEO advised that he could share details of a contact he has worked with previously who he felt could give some advice in relation to the review.

Emma Moody and Suzanne Clark left the meeting at 1.00pm

The report was noted.

G/034 Any other business

There was none.

G/035 Date of Next Meeting

The date of the next meeting was confirmed as Wednesday 9 June 2021 at 10.00am.