



GOVERNANCE COMMITTEE

WEDNESDAY 2 NOVEMBER 2022

Report: Minutes of the meeting held on Wednesday 8 June 2022
Author: Clerk
Action: Approve
Status: Closed

Present: Sarah Stewart (SS – Chair)
Martin Gannon (MG)
Claire-Jane Rewcastle (CJR)
Michael Wood-Williams (MWW)

In attendance: Emma Moody (EM – Clerk)

G/070 Chair's Welcome, Apologies and Conflict of Interest

SS welcomed everyone to the meeting. Apologies were received from David Alexander.

No 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.

G/071 Minutes of the previous meeting dated 9 March 2022

The minutes of the meeting on Wednesday 9 March 2022 were agreed as a correct record.

G/072 Matters arising

The Clerk updated the Committee on the Board Portal and confirmed that it was on track for roll out by July 2022 Board meeting.

There was no substantive update on the AoC Governance Code, although the Chair noted that it was currently being reviewed by the AoC Governors' Council.

The action log was otherwise noted.

G/073 Review of Skills Matrix and Committee Composition

The report was presented by SS and EM.

Review of Skills Matrix

Members noted the significant amount of activity undertaken in relation to Board recruitment and felt the Board was currently now fully complemented.

Members commented on the continuing difficulty of engaging proactively with student governors and discussed engagement pre-election as well as during their term. There needed to be an understanding of what the role involved. Members of the Committee would like to consider: a) a student Governor champion role; b) more proactive Board promotion of the election and the role in the run up to the election period.

Action: 1. Further consideration be given at the next meeting as to means of engagement with student Governors in the future including Student Governor champion and Board promotion of the role in the run up to election. 2. In the meantime, EM would contact Carol Davenport to establish if she had appetite to act as mentor to student governors, recognising her interest in the development of young persons.

CJR expressed a concern about ensuring there was not too much representation from one employer/organisation on the governing body, to ensure that the discussion and decision making was not dominated by one particular institutional view.

Committee Composition

Members approved the appointments of the Committee as per the report to the Committee.

Action: It was agreed that the Clerk would review the ToR for the Committees and ensure that the Chair has the casting vote in the event of a tied vote on any matter and, if not, would recommend to the Board that this be added to all Committee ToR.

The report was reviewed and approved.

G/074 Code of Conduct

The report was presented by EM.

SS asked if the Further Education and Skills Act 2022 should be referenced, and whether "the Agency" should rightly still refer to ESFA in every area of the document. EM confirmed that the ESFA was still the right reference where in the context of regularity and the requirements of the College funding agreements, however, would check the remainder of the document to ensure that the DfE was appropriately referenced as the policy making body in all other areas.

The report was approved for recommendation to the Board for adoption, with the caveat that the above points be picked up by EM before doing so.

G/075 Board Effectiveness Review

The report was presented by EM and the process was summarised.

Members discussed whether to augment the process by a narrative document outlining the steps and changes that have been taken in relation to strengthening the governance of the College over the last 2 years in particular. This would be a helpful internal and external document – providing confidence in the strength of governance

now, identifying further steps to be undertaken/areas for development and also supporting the foundations of the external review next year.

The Board Self Assessment process for 2021/22 was approved.

Action: New Director of Governance & Compliance to work on production of a narrative report regarding steps and changes in governance, and developmental areas for the future.

G/076 AoC Governance Code Update

A verbal update was given by EM.

The report was noted.

G/077 Governor Training and Development

The report was presented by EM.

Committee members queried if the Governor mentoring initiative had been pursued in practice. EM said that this had been discussed at previous meeting and members agreed they would like this to be on offer to new Governors.

Re OFSTED inspection framework, EM felt this area should be part of the Governor training. Members noted that OFSTED's new framework requires governors to be responsible and demonstrate the College's contribution to local skills' needs. This requirement would be in effect from September 2022. Members agreed to keep a watching brief and raise at the Board in July as a new duty on Governors, and thereafter ensure the governance infrastructure was adequate to oversee the meeting of this requirement.

Members agreed more generally that all Governors should receive training on the OFSTED inspection framework and updates as and when it changed.

Action: new duty on Governors to take responsibility for demonstrating the College's contribution to the local skills needs to be reported to Board on 6 July in the Chair's update.

The report was noted.

G/078 Recruitment of Director of Governance and Compliance

A verbal update was given by SS.

Peridot have undertaken a successful search. Candidates have been shortlisted. 4 candidates will be interviewed next week by a panel of Governors and meet with the executive. There is a detailed interview regime next week. Members hoped to make a recommendation for appointment to the Board in July.

The report was noted.

G/079 Any Other Business

EM would circulate the draft calendar for 2022/23 to Board members after this meeting for any comment.

SS commented on the consultation by the Office of National Statistics regarding changing the FE sector from private to public sector and the consequences of this for the College, in particular the accounting consequences and other issues of being regarded as part of the public sector. EM wondered if the College could be legally considered a charity if it was also part of the public sector as this would be contradictory from a legal perspective. It was noted that this would be the subject of continuing discussion in the coming months.

G/080 Date of Next Meeting

The draft calendar proposes Wednesday 2 November 2022 at 12.00pm.