



GOVERNANCE COMMITTEE

WEDNESDAY 9 MARCH 2022

Report: Minutes of the meeting held on Monday 22 November 2021
Author: Clerk
Action: Approve
Status: Open

Present: Sarah Stewart (SS – Chair)
David Alexander (DA – Principal and CEO)
Martin Gannon (MG)
Claire-Jane Rewcastle (CJR)
Michael Wood-Williams (MWW)

In attendance: Emma Moody (EM – Clerk)
Sandra Prail (SP)

G/048 Chair's Welcome, Apologies and Conflict of Interest

SS welcomed everyone to the meeting. No apologies were received, but it was noted that DA would join slightly late following an external event.

SS welcomed Sandra Prail to the meeting, Sandra was currently mentoring the Chair as part of the National Leader of Governance programme.

MWW's conflict of interest for agenda item 6(c) was noted. He would leave the room at this point in the discussion.

EM declared an interest in agenda item 7 (clerking review). CJR declared that her husband was a Partner at WBD, did not directly advise the College, but this created a potential conflict of interest in the event of any future engagement of WBD (for legal services or otherwise). The Clerk would leave the meeting at agenda item 7.

No other 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.

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G/049 Minutes of the previous meeting dated 9 June 2021

The minutes of the meeting on Wednesday 9 June 2021 were agreed as a correct record.

G/050 Matters arising

The action log was noted, and substantial items would be covered on today's agenda.

G/051 Board Self-Assessment Report

The report was presented by the Chair and the Clerk.

DA joined the meeting at 2.15pm.

Survey

EM reported that she felt the survey responses were largely positive, based on her experience of other organisations and Board self-assessments. The areas identified in the cover paper were those identified as emerging or common themes and she would welcome feedback and observations from Governors. It was noted that 12 out of 16 had completed the survey.

MWW was encouraged by the feedback generally. The narrative was more interesting than the scores per question and interesting to see some common themes emerging. He said generally it was evident that people had taken the time to complete the questionnaire. There was not 100% completion rate, but nevertheless relatively good engagement by Governors.

DA felt the survey was very thorough, responses broadly consistent and also informative in terms of outcomes and key themes emerging; many similar to those that arose from the strategy day.

Regarding the length of the survey, EM said that whilst it was long, it was largely reflective of the governance code and the important focus on College governance generally.

SK did not think the survey in itself was too long, it was not one size fits all in terms of length and content, it was what was right for the College. SK suggested the Committee could seek feedback from Governors as to the length and content of the survey, to inform future surveys. Going forward, she said the emphasis on culture, values and impact will be very important, and will likely result in varying the survey questions slightly.

1-2-1s

SS had found this process very useful. One of the overriding responses was that Governors commented about the College having reached a turning point, survived crisis, coming out of intervention and the consensus that this was a significant point in the College's journey.

Consistent feedback was that Governors had found it difficult to respond to the appraisal form and the form should be reviewed going forward.

Governors are keen to understand how the Board can support the Executive Team in shaping and taking forward the College on the next phase in its journey.

The Chair had also undergone her appraisal with Chair of Curriculum & Quality and the Principal/CEO. This had highlighted some positive areas for development.

Reviews of Committee business

The desk top review was a simple exercise to review the discharge of business throughout the year as against the terms of reference of each committee. In the future, the chairs of each meeting would look to meet annually to holistically review the discharge of (whole) committee business.

In terms of taking this work forward, the Committee would report on the process to the Board in December, the general outcomes and the plan for delivering any required actions.

It was agreed that the Board Development Plan would consolidate the feedback from the self-assessment and be the document this Committee uses to oversee the delivery of actions. The outstanding actions from ETF would be incorporated into that document, and anything arising from the review of the AoC Governance Code (see below).

Actions – it was agreed that:

- **Committee Chairs would meet annually to review the discharge of committee business**
- **The Committee would report on the process to the Board meeting on 15 December**
- **The Board Development Plan would be consolidated into one document for review going forward**

The report was noted

G/052 Board Development Plan and New Governor Induction Update

The report was presented by SS and EM.

SS recognised there was a balance to be struck between ensuring training and development was in place, but also commitment of time from Governors.

The College was already consolidating training into days that the Board and committees were due to meet, so as to optimise opportunities and make good use of time. The Board would also meet students and have opportunities for informal networking throughout the year.

EM reported on where the categories of training had originated: a) key compliance/regulatory; b) emerging themes and sector developments; c) committee specific – for Governors who have a particular function.

EM also reported that the development plan should be live – with up to date links to documents contained therein, and also populating to reflect additional development needs throughout the year.

Regarding induction, EM reported on the process thus far for Governors appointed in July. Their remaining sessions would be delivered alongside new Governors appointed in December – so the induction would be delivered in January.

Action: The content of the induction would be refined by the Clerk, Principal/CEO and Chair, and final schedule circulated to the Committee in readiness for January 2022.

MWW commented the importance of ensuring that training and reports were written in plain English, especially for student governors. Regarding mentoring, MWW

cautioned he felt it would only be useful for those who would find such mentoring type engagement useful.

Regarding the Governor Portal, MWW mentioned the IT tool known as "convene" and questioned if this would be useful.

Action: Clerk and Principal/CEO to look at the "convene" tool.

SS commented on the mentoring suggestion, in that it would be flexible in terms of approach, and could be as simple as ensuring that new Governors had someone with whom they could speak and raise questions before meetings.

SK commended the approach generally, and felt it was positive that the plan was live and could be adapted. It was good to ensure the Portal was up to date and covered relevant themes. Board mentoring could be better described as "buddying" rather than mentoring and could be tailored accordingly.

DA would like to see the plan extended to 2022/23.

Action - It was agreed that the Board would be updated at its meeting on 15 December with the approach to the Development Plan being presented for approval, with detailed work on the Portal to be undertaken thereafter in time for February conference.

The report was approved.

G/053 Recruitment and Appointment

Update on Peridot Process

Updates were provided by EM.

a) Peridot update

There were currently 8 applications for Digital/Tech Governor and 4 for the Curriculum & Quality Chair. Shortlisting was due to take place on 1st December, with interviews scheduled on 6 and 9 December. A recommendation for appointment would hopefully be taken to the Board on 15 December.

CJR highlighted the need to ensure the process undertaken reported on the approach taken to maximising diversity of candidates. EM confirmed that Peridot had been given a specific brief in relation to maximising diversity amongst candidates and were reporting on this as part of their work.

b) Student Governor

THIS ITEM IS CONFIDENTIAL AND NOT FOR PUBLICATION, it was suggested that the election for the 19+ Governor be re-run. This meant that the position would remain vacant.

EM reminded the Committee that new Governors would be inducted and reminded of their role as Governor and their role as a student. This would be delivered in plain English and tailored to the user.

EM confirmed that the third vacancy, Sabbatical President, was currently vacant and therefore the Board vacancy remained likewise.

MWW spoke very positively about the engagement of young people on the Board, and how to ensure they remained engaged throughout the tenure and possibly after that.

It was agreed to propose the 16-18 candidate to the Board for appointment, to take effect immediately at the start of the Board meeting so as to ensure they could take part in the meeting. The 19+ election would be re-run.

SK commented on looking at informal ways of engaging students and increasing visibility of Governors through different forums. SK also mentioned obtaining feedback and providing references for students who had served on the Board, demonstrating the value to them.

c) Current teaching staff Governor

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c) Appointment of Vice Chair

MWW left the room at this point.

Committee noted that expressions of interest had been sought. Current thinking was to have two vice chairs; one with financial acumen/expertise, and one with curriculum and FE knowledge, so only one would be appointed at this juncture.

It was confirmed that MWW and DB had expressed an interest in the role.

The Committee was asked to agree the creation of a panel to interview both candidates with a proposed candidate to be put to the Board for approval at its meeting on 15th December.

The Committee agreed to set up a panel for the recruitment of the Vice Chair on this basis, and Committee members were asked to confirm their availability.

It was also noted that the safeguarding governor role would be replaced following the retirement of David Mitchell at the end of the year. MWW had put himself forward for this role, it being part of his experience in his current role at the Scouts, he was passionate about this area.

It was agreed this would be put the Board for approval on 15 December, and consideration would be given as to MWW's appointment to the Curriculum & Quality Committee, this being the Committee with delegated authority to oversee the adequacy of safeguarding on behalf of the Board. There would also be further consideration of MWW's membership of committees and consider his continuation on the same.

The report was noted.

G/054 Clerking Review (TAKEN AT THE END OF THE MEETING)

EM withdrew from the meeting.

The report was presented by SS.

SS introduced the independent review of clerking provision, which has been fed back in the report presented to the meeting.

It has been previously agreed to undertake this review once the new senior leadership team was in place and Jennifer Foote was appointed to assist, with the funding for this being provided by the FEC.

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The Committee agreed to recommend that the Board support recruitment of an in-house Director of Governance and Compliance.

G/055 ETF Action Plan

The report was presented by EM and duly noted, with actions progressing well and several complete.

Action: It was agreed to consolidate the remaining actions on the action plan in the Board Development Plan.

The report was noted.

G/056 AoC Governance Code 2021 Revision

The report was presented by EM.

CJR queried how the Board would set targets which could be measured by the Committee – in a tangible way. CJR was interested in how the speaker in February would support with this.

SK referred to the Code as ensuring compliance, with board behaviours layered on top of that.

The Code adopted a "Comply or explain" approach. So the standards were not an absolute.

EM highlighted the direction of travel in the Charity Governance Code (by analogy) and said how the Code had been strengthened in the areas of EDI and safeguarding. The "apply or explain" concept had often been wrongly used by Boards to explain why "doing diversity" was just too hard. However, EM commented that the Board should consider what value could be added to *this* Board through widening access and participation to a wider diversity of person. It needed to be linked to the College's EDI strategy – what were the key aims of the College and how would their delivery be supported by the Board's approach to diversity.

DA commented that this complemented the College's existing and ongoing work. It was an area where the College could look at its focus/priorities, and highlight how governance practices could support this.

Action: The Committee agreed this was such a significant and important piece of work that the committee should revisit the Code and this report at a

subsequent (March) meeting and consider how the College would respond substantively through governance processes/structures. It needed to be informed by regional priorities and the College's strategic plan.

The report was noted.

G/057 Any Other Business

There was no other business.

G/058 Date of Next Meeting

The date of the next meeting was confirmed as Wednesday 9 March 2022 at 12.00pm.