

**Minutes of the Governance Committee Meeting held Tuesday 18th June 2024 at 1pm
Southport College Board Room**

Present: Paul Walker (Committee and Corporation Chair)
Michelle Brabner (Principal)
*Roderic Gillespie (Independent Governor)
Mo Kundi (Independent Governor)
Diane Hutchinson (Independent Governor)
Tom Rowe (Staff Governor)

In Attendance: Laura Bell (independent Member – Board Vice Chair)
Lisa Farnhill (Clerk to the Corporation)

Apologies Rob Firth (Independent Governor)

* indicates attendance via videoconferencing facilities.

Minute No.	Minutes	Action
G.24.35	<p>ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE</p> <p>With apologies accepted, the meeting was confirmed as quorate. The Chair thanked everyone for their time, confirming everyone had read the documents.</p> <p><u>Item 1 - Noted</u></p>	
G.24.36	<p>ITEM 2: DECLARATIONS OF INTEREST</p> <p>Standing interests were noted, with it clarified Mo Kundi would abstain from commenting or voting on his re-appointment as Committee Chair. Members indicated there was no need for him to withdraw for this discussion as the plan for reappointment had already been agreed within previous succession planning discussions.</p> <p><u>Item 2 – Noted:</u> <i>The Committee noted the interest declared.</i></p>	
G.24.37	<p>ITEM 3: MINUTES OF THE PREVIOUS MEETING</p> <p>The Chair presented the minutes from the meeting held on 7th February 2024. Members confirmed there were no inaccuracies, beyond a date error which had been subsequently corrected. The Chair requested confirmation that all actions were either addressed in the report circulated under item 4 or included on the agenda.</p> <p>The minutes were approved as an accurate record of the meeting and no additional matters were raised for discussion.</p>	

Item 3: Approved - The Committee approved the minutes of the meeting held on 7th February 2024.

G.24.38 ITEM 4: REVIEWING THE IMPACT AND ACTIONS OF THE PREVIOUS MEETING

The Actions Summary was presented by the Clerk, with members updated on the actions undertaken, it was highlighted that an action previously completed, relating to the set up of an events calendar, has been raised again as this was concluded under the previous PA and had not been carried through to the new post holder. Members were informed that the Clerk had since raised this with the new PA, who has agreed to collate this and circulate it monthly.

**PA to the
Principal**

Members reiterated why this was considered important, in ensuring they could support the college whilst balancing personal and work-related priorities, with the Principal advising that the recent event attendance requests were new events that had not previously been a part of the College's calendar, therefore had been shorter notice than is normally provided.

Item 4: Noted – The Committee noted the updates relating to outstanding actions and matters arising.

G.24.39 ITEM 5: CONFIDENTIAL BUSINESS

With the consensus of the Committee, the Clerk confirmed that at the time of drafting, it was considered to be necessary to redact details relating to the Ofsted feedback, asking if members still felt the highlighted paragraph required redaction. Members agreed that now the Ofsted report had been published, and the review of provision types had concluded and been communicated, with action plans in place to improve areas of concern, the highlighted text no longer needed to be considered as sensitive.

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

G.24.40 ITEM 6: MEMBERSHIP MATTERS

Item 6.1 Attendance:

The Clerk highlighted the positive data, confirming additional data had been included as requested, which evidenced the impact of the Extraordinary Meetings on overall attendance.

Members asked what 'good' looked like, discussing the targets and expectations around attendance. Members agreed that although Extraordinary Corporation Meeting attendance was lower than the target, it remained preferable to a Written Resolution, to ensure discussion and debate could be facilitated ahead of key decisions.

Members discussed risks relating to low attendance, linked to recent resignations and leave requests, highlighting key areas of concern, particularly in relation to the Audit Committee, where lower membership exaggerated the impact of absences. Members discussed specific skills needs, including financial expertise, confirming that overall, the Board maintained sufficient skills and expertise, with a need for attendance to evidence this was well utilised. It was suggested the Audit Committee Chair could offer between meeting support to new members to ensure there are no barriers to attendance and there is full understanding of the Committee's work to facilitate a smoother transition into the Committee and maximise

Audit Chair

Minute No.	Minutes	Action
	<p>the impact of individuals from their first meeting. The Clerk agreed to share new member’s details to facilitate contact. The Clerk provided supporting detail, around specific absences, highlighting how attendance in the first few months of appointment were often low, with members having unavoidable diary conflicts, with this usually easing in the second year, once diary dates are then circulated well in advance.</p>	Clerk
	<p>Item 6.2 Resignations and Leave Requests: The Committee noted the intention of Alex Gamil to step down at the end of her four-year term, which would be at the end of December, with Carla Kennaugh not wishing to renew her term as an associate, which would end on 31st August. Members highlighted the significant contributions made by both members throughout their terms of office, agreeing to ensure the skills and experience lost would underpin any future recruitment activity and be reflected upon when reviewing Committee memberships.</p>	
	<p>Members were informed of the request by Alex Barton to take a break from his role as a governor due to additional time pressures in the coming year. Members were given an overview of the impact of approved leave of absence, including on accountability and attendance, agreeing this would be minimised through regular updates, including being provided with key updates and papers, as well as removal from Committee membership during his period of leave. The Clerk agreed to make regular contact with Alex throughout his absence to ensure he remained connected, without being overburdened.</p>	Clerk
	<p>Item, 6.3, 6.4 and 6.5 were discussed together, this covered: 6.3: Forthcoming Terms of Office and Succession Planning 6.4: Member and Chair reappointment 6.5: Committee Membership Update</p>	
	<p>The Clerk suggested that the colour coding of the Committee membership document had served to highlight key risks as detailed in the succession plan, which provided the supplementary detail including proposed actions. Members considered at length the need for succession into key roles to be addressed at the earliest opportunity to prevent extending terms of office beyond sector based good practice, whilst acknowledging some extensions were permissible, with grounds for justification should this be necessary.</p>	
	<p>In reflecting on the risks relating to the Audit Committee membership, it was suggested that all Board members, as well as the outgoing associate Audit Member, Carla, should be asked to consider if they know anyone who would be considered as suitable candidates for a role on the Committee, or full Board. Members also considered the possibility of moving members between Committees, or any potential capacity for members to serve on two Committee’s, with the Clerk reminding them of the Audit Committee Terms of Reference, which prevented members serving Resources and Audit, in line with guidance and good practice.</p>	Full Board
	<p>Recent increases to the membership of the Standards Committee was considered to potentially offer some flexibility, highlighting how some members within the Standards Committee had broader skills beyond quality in FE, that would benefit all of the Committee’s of the Board. In acknowledging Standards Committee membership had purposefully increased to ensure sufficient scrutiny and oversight of the quality of education, members asked that any suggested movements, as opposed to additional Committee memberships carefully consider the ongoing needs of the Standards Committee. Following in depth discussion, it was agreed all members should be given the option to review Committee membership during their one-to-one meeting with the Chair and Vice Chair in early September, highlighting how exposure to more than one Committee was good for the Board. It was agreed there would be a specific focus during discussions on improving the membership of the Audit Committee, asking Standards members if they</p>	Full Board – VC/Chair to raise during 121 meetings

had the capacity to serve Audit in addition to Standards, with the option available for this to be as a temporary one-year opportunity.

Members suggested in addition to considering Committee membership, one to one meetings should also be used to highlight succession opportunities, asking members about future plans and linking these to forthcoming opportunities. When reflecting on the post of Audit Committee Chair, noting recent changes to the Committee's membership, Members agreed that the current Audit Chair should continue in post, with this to be appointed as a one-year term, as opposed to the usual two-year term, in line with Mo Kundi's overall membership of the Board. Members were informed that this resulted in Mo's second four-year Board membership and Chair position both ending in September 2025, providing the Board with 12 months to ensure a successor is in place. Options for succession were discussed, including current members of the Committee, members of other Committee's, as well as the option to externally recruit to the role, with costs discussed, with the Principal indicating it would be unlikely the college would receive any further funding for recruitment, having already benefitted from funding.

Chair/VC

In considering the role of the Resources Committee Chair, members were made aware of the limited potential to extend the term of the current post-holder, which although not best practice, due to nearing the end of a second four-year term, could be justified due to changes to overall Board and SLT membership, reducing the risks of overfamiliarity and provided justification.

Members considered this at length, expressing their gratitude for the support and expertise of the current post-holder, asking if the role holder could continue in other Committee's or other roles at the end of the maximum term, with the Clerk confirming they could serve as an associate to a Committee, an advisor or friend of the College, but not as a full Board member. Members considered and acknowledged the risks in extending the term, which would result in a need to recruit two Committee Chair's in a tight timeframe, and the potential of extension leading to an overreliance, as seen in the Board previously, leading to extended terms of office due to there being no need, or pressure on others to occupy senior roles.

In line with good practice, members agreed that any extension should be done on a need's basis, therefore approached in stages, to cover the time required for succession planning activity, and not relied upon, with a need to accelerate succession planning activities as opposed to relying on goodwill. Members proposed it was unlikely a successor would be in place and have had a sufficiently supportive handover by the end of the role holders' term of office in November, noting this would also be a difficult time for change, due to the financial statements needing to be reviewed in November, then recommend to the Board in December.

It was therefore recommended by the Committee to extend the term of office of Rob Firth, Resources Committee Chair to January 2025 (from November 2024), in line with Rob's two-year appointment as Committee Chair, with members reiterating the need to use this time for active succession planning. The Committee suggested this then provided the option for further short-term extensions if necessary. The Clerk highlighted the impact of short-term extensions on individual's, with the Corporation Chair agreeing they would ensure effective communication and support to all involved throughout the process, agreeing to manage this personally, to ensure the rationale, along with the gratitude of the whole Board is effectively conveyed. The Corporation Chair confirmed that subject to the Board agreeing to this approach, he would begin direct communication with the current Committee Chair and Resources Committee members at the earliest opportunity, with members agreeing this should not wait until the September review meetings.

Chair

Chair

The Clerk highlighted how extensive and detailed discussions had been throughout item 6 and supported in summarising key points and actions to ensure clarity of next steps.

Item 6: Resolved – The Committee resolved to:

- ***ask the Board to approve the re-appointment of Mo Kundi as Chair of the Audit Committee for a one-year term***
- ***support new members through a meeting/call with the Committee Chair ahead of their first meeting***
- ***ask the Board to approve an extended period of absence to the start of 2025/2026 for Alexander Barton, removing him from Committee membership during this time***
- ***ask the Board to extend the membership term of Rob Firth to January 2025 to be in line with the end of his Chair post***
- ***through the Chair, commence active succession planning (internally) for the Resources Committee Chair role***
- ***ensure alternate Committee membership and future aspirations are embedded into the one to one meetings with the Chair and Vice Chair***
- ***ask the Board and former associate, Carla Kennaugh if they know any suitable candidates to support the work of the Audit Committee***

G.24.41 ITEM 7: LINK GOVERNOR SCHEME

The Clerk summarised the report, inviting members to provide commentary and personal insight to support the evaluation of the scheme's effectiveness and propose any changes ahead of the new academic year.

Members agreed the scheme had been more effective, with evidence of the dual benefit, to the college and members of the increased activity, suggesting that if staff felt supported, and members had an awareness of college life, it should be considered effective.

When reflecting on the documented scheme and associated feedback form, members acknowledged previous feedback indicated a need for more consistency, however, proposed simplification and flexibility, dependent on the link role, may be a beneficial approach.

It was suggested that having scheduled meetings ensured activity happened, and had supported the increase in activity, however, felt this may have been as a result of improved relations, rather than the documented scheme, with discussions held around the level of detail and prescriptive nature of the current scheme. When considering potential simplification, it was proposed that although there needed to be fluidity and adaptability, accepting there was benefit in ad hoc meetings at times when needs arise, and no benefit to meeting without purpose, there was a risk that without outlining the responsibility for arranging meetings, and a basic requirement for frequency, there was a risk they would not be prioritised.

There was unanimous support for the learning walk days, with it proposed these could be broadened, to embed link activity, with it clarified that although link activity could coincide with learning walks, with link meetings built into a governors time onsite, the two activities needed to be treated as different activities, with the learning walk days more around general governor engagement and insight, and were not considered to be link activity, with link activity being about a specific curriculum or business area.

Members discussed the benefits and purpose of link activity, with individuals outlining their different experiences and approaches, with it further highlighting that there continued to be a range in terms of frequency and type of visit.

Minute No.	Minutes	Action
	<p>It was agreed that wider feedback was necessary to fully evaluate the effectiveness and consider whether there needed to be consistency, or flexibility, with it suggested wider input could be sought during members reviews, however, additionally, it was prudent to clarify the purpose of the scheme. Members agreed that without understanding what they were trying to achieve, they could not recommend how to improve the scheme with the Clerk asked to approach the Governor and SLT links to establish the key aim of the scheme.</p>	<p>Chair/VC Clerk</p>
	<p>Areas of link were briefly considered, noting the statutory, recommended and beneficial linked areas, with it agreed that these could not be reviewed, without knowing first the aims of the scheme and feedback of those involved in it. When considering the benefit and format for documenting meeting activity and providing feedback, there was unanimous support for simplification, with a range of views on effectiveness and necessity, depending on experience of the scheme to date, and purpose. It was proposed that if the purpose was deeper insight and oversight, feedback forms were essential, however, suggested that if the scheme's aim was to deepen and strengthen relationships, then documenting the visit was not necessary.</p>	
	<p>In concluding, the Committee agreed they were satisfied there had been improvements, and impact was evident, which had been noted by Ofsted as well as feedback indicating where activity had taken place, it was mutually beneficial. Members agreed the next step would be to establish a goal for the scheme, to ensure evaluation was fair and improvements sought to work towards the goal. Members agreed this would make it clear whether consistency or flexibility would be the priority and identify if simplification was necessary, dependant on the aims, recommending the existing scheme and link areas would remain in use until a more detailed review concludes.</p>	
	<p><i>Item 7: Resolved – The Committee resolved to recommend the Corporation continue with the existing scheme until aims and further feedback are provided.</i></p>	
G.24.42	ITEM 8: EFFECTIVE GOVERNANCE	
	<p>The Clerk opened the item by providing an outline of the process used for documenting the evidence of the interactive self-assessment, with a decision made to simplify the detail following a review with the Chair of the Corporation, with the initial format considered to have been counterproductive as the level of information making it difficult to read.</p>	
	<p>The Clerk invited feedback on how to further improve the report, highlighting that although simplified, was still lengthy. Members confirmed they liked the layout, stating the level of detail met their needs, with the only area to be reconsidered was the use of red for some issues. Members proposed using red where something had been considered and a decision made that it was not a priority or necessary to either meet their strategic objectives, or a statutory requirement, was misleading. It was agreed these areas should instead be coded grey, as not applicable.</p>	Clerk
	<p>The Clerk asked if members felt the interactive self-assessment process as used during the Strategy Event could be improved upon for the following year, with members agreeing the timing and format had been effective, with a suggestion made that next year, it would be beneficial to include the previous year's outcomes.</p>	Clerk
	<p>The Clerk drew the attention of members to the Governance Development Plan as generated by Governance4FE as part of the External Review of Governance, highlighting how the areas for development were in line with the outcomes of the self-assessment. Members were reminded of the key recommendations, being advised the Clerk had reviewed these following the feedback and prioritisation activity within the strategy event,</p>	

asking if members agreed with the timeframes applied. Members were reminded they had three years in which to action the recommendations, agreeing the intention to complete all actions within two academic years, was sensible and achievable.

Members discussed the external review process, commending and thanking the Clerk for her diligence in the scoping and tendering process. Members highlighted how the reviewer had understood the context of the organisation, working hard to establish their challenges and strengths, resulting in a review that not only highlighted specific and actionable improvements, but had also documented their strengths, with the presentation of findings done in a digestible and supportive way. Members noted the requirement was statutory, to be completed every three years, and reported in the annual accounts. Members were informed the expectation was that the sector-wide themes would be analysed by the DfE and underpin the centralised training offers, with a number of webinars already held by the AOC and SFCA drawing out key themes, noting some college's experiences of the review process had not been as positive.

Members discussed the key themes as drawn out from the review, with progress detailed on some recommendations, including succession and budgeting for a portal. When reflecting on improving communication, report writing and delivery, it was suggested that providing governors and staff maintained focus on meeting the core objectives of good governance, including improving outcomes and managing resources, focusing on the 'so what', improvements would naturally follow. Consideration was given to the benefit of the follow up offered by the reviewer. It was agreed that this should be used if there was any concern, resistance or difficulty in actioning the suggestions, however, may not be necessary if it was felt they had been implemented without issue.

Item 8: Resolved – The Committee resolved to recommend the self-assessment and Governance Development Plan for approval.

G.24.43 ITEM 9: CONSTITUTIONAL DOCUMENTS

9.1: Instruments and Articles

The Clerk summarised the report, which presented a number of areas for consideration, including the removal of the Parent Governor post, and the process for nomination and appointment of Staff, Student and Parent Governors.

Members discussed at length the Parent Governor post, including how the role is advertised, benefits, previous post holders, interest in the position and how governors could support recruitment. Members proposed parental perspective provided valuable insight, however, agreed that this was captured through other mechanisms, including compliments and complaints, as well as the general perspectives of all members, many being parents with their children at varying points in their educational journey. After considerable debate, members agreed to remove this from their determination, noting how the Stakeholder Strategy to be drafted as a recommendation of the self-assessment, would outline how these perspectives are captured as well as how governors can and do considerer parental perspective.

Members discussed the current process for staff and student elections, discussing the benefits and risks associated with voting and interviews, with the purpose of the role clarified. The Principal outlined the proposed process for student elections, highlighting how student representatives were voted in, therefore met the recommendation for having been appointed by the student body. The Principal confirmed that those in these positions had already demonstrated commitment and reliability as well as dedication to college life and an interest in wider college matters. Members agreed the Student process for 2024/2025 should focus on inviting applications from the student representatives, with the

representatives voting for their chosen candidate, minimising the risk of wider known or students from larger courses being voted in and seen as a popularity based result. Members discussed the timeframe for recruiting students, with it clarified this would start in the new academic year, once student representatives are in place.

Members considered the staff appointment process, confirming the risks relating to staff voting was minimised, as staff were more pragmatic, and had more experience of demographic processes, with it agreed the process for staff would remain unchanged, inviting applications from all staff, with all staff able to vote.

9.2 Standing Orders

It was clarified that the updates associated with the updated appointment processes and parent governor removal would be amended in line with the instrument and article updates.

Members suggested including a Committee Chair role description, alongside that of the Corporation Chair and Vice Chair role descriptions, to ensure the role requirements and expectations were clear. The Clerk confirmed these were available and used in recruitment and induction processes, however, were currently role specific, outlining the skills and knowledge specific to each Committee. The Clerk confirmed they did include common cross-committee expectations and requirements, agreeing to draft a general Committee Chair role description, and agree this with the Corporation Chair ahead of inclusion.

Clerk / Corp
Chair

Members discussed one of the cross-committee requirements being communication skills, highlighting how effective Chairing resulted in contributions to meeting discussions being different to when attending as a general Committee member. It was noted that communication styles needed to adapt, dependant on membership and group dynamics, with this also changing again when chairing online and hybrid meetings, asking that this is built into the role requirements. In response to a question about training for Committee Chairs and aspiring Chairs, the Clerk confirmed this was provided via the AOC and SFCA, with details circulated regularly to all members.

When considering the benefits and drawbacks of online and hybrid meetings, Members were informed there was a 'Teams Meeting Protocol' included in the Standing Orders, to ensure meetings were compliant and the correct and appropriate behaviours were adhered to when joining a meeting online. Members were then informed that there was a separate protocol drawn up towards the end of the Pandemic, which had outlined the process for returning to onsite meetings, that included a process for deciding when future meetings would be onsite, online, or hybrid and how and when permissions for this should be granted, however, this detail was not captured in the Standing Orders. The Clerk agreed to pull out the key points from this earlier protocol and put them either in the Committee Chair role description, Teams Meeting Protocol, or the Committee Meeting requirements depending on where it seemed most appropriate.

Clerk

Item 9: Resolved – The Committee resolved to recommend the Corporation approve amendments to the Instruments and Articles of Government and Standing Orders that includes:

- ***Removal of the Parent Governor post from the determination***
- ***an updated student governor election process***
- ***the inclusion of a general Committee Chair role description***
- ***updates to the Standing Orders that outlines processes for agreeing meeting type (onsite/online/hybrid)***

10.1: Cycle of Business

In reviewing the Committee work schedule against the Terms of Reference, it was agreed there were no KPI's on the whole College scorecard relevant for review at this Committee, and no benefit in duplicating the review of the whole college scorecard, with this reviewed at Corporation, following scrutiny by the relevant Committees.

When considering the time and frequency of meetings, frequency was considered appropriate, however, it was suggested that the time was challenging for working members. It was clarified that the time had been set to allow for two meetings in one day, aligning to a Committee to prevent some members needing to come onsite twice in quick succession, and also to reduce the impact on the staff and student members allocated to Governance.

Members agreed to maintain the time, however, to approach the year with an element of flexibility, reviewing the suitability of the time on a meeting by meeting basis to ensure members availability and work commitments are considered.

Terms Of Reference

The Clerk summarised the recommended updates, which included minimum membership and clarity around membership and quoracy.

The Clerk summarised suggested minor wording updates which included:

- amending the quorum to ensure independent members make up the majority should there only be three in attendance.
- removal of an outdated reference to quality statements

Members again confirmed there was no need to reference KPI's within the Terms, focusing on membership, skills and effective Governance.

Item 10 - Approved: The Committee resolved to recommend the updates to the Terms of Reference are approved by the Corporation.

G.24.45 ITEM 11: TRAINING PLAN FOR 2024/2025

Members discussed the proposed plan and areas of focus, noting the change to how the strategy events are planned and structured. Members were advised there would still be two events however, the first would be the shorter event, held much earlier in the year. The Chair explained the intention was for this first event to be held early in October, to cover strategy only, with no training or developmental aspects, and would be used to review outcomes and progress against the previous year's strategic aims. The Clerk explained the second would still be held in May, as a full day, and renamed as a Governor planning and development day, to include self-assessment, training and a review of the accountability statement and any shifting priorities for meeting local needs.

Members supported the change and endorsed the areas of focus for face to face training. The Principal outlined experience of the diversity of personality type activity, offering to facilitate this to prevent costs incurred with utilising an external provider. This was endorsed by the Committee, with members highlighting the benefits in understanding one another, to support more effective communications and interactions.

Members were advised of the launch of the new governor development platform from the ETF, and asked if there should be directed modules, with it agreed, this should still be completed on an individualised self-selective basis.

Item 16 – Approved: The Committee approved the work plan, agreeing to remain agile to any necessary changes.

G.24.45 ITEM 12: ANY OTHER BUSINESS

All issues raised with the Clerk ahead of the meeting were in relation to agenda items, therefore there was nothing to be raised under any other business.

Item 12 – Noted:

G.24.46 ITEM 13: ITEMS TO BE REPORTED TO THE CORPORATION

It was noted that the Committee Chair was unable to attend the next meeting of the Corporation, therefore the Clerk agreed to meet with the Committee Chair to review the minutes and highlight the key points for presentation to the Corporation.

Members agreed to report the following to the Corporation for approval:

- Approving an extended period of leave for Alex Barton
- The continuation of Mo Kundi Audit Committee Chair for one academic year
- The Governance Self-Assessment and Governance Development Plan
- Updates to the I&A and Standing Orders
- Updates to the Terms of Reference
- The updated Training Plan

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

G.24.47 ITEM 14: DATE OF NEXT MEETING AND CLOSING COMMENTS

The Chair thanked the Clerk for the work done preparing reports and information for the meeting, and members for their active participation throughout the meeting.

Members noted the date of the next meeting was subject to Corporation approval of the proposed calendar of meetings.

The meeting closed at 3.15pm