

**Minutes of the Governance Committee Meeting
Held in the Southport College Campus Board Room on Tuesday 7th March 2024 at 1pm**

Present:	Michelle Brabner (Principal) Rob Firth (Independent Governor) Diane Hutchinson (Independent Governor) Mo Kundi (Independent Governor) Tom Rowe (Staff Governor) Paul Walker (Independent Governor) (Corporation & Committee Chair)
In Attendance:	Lisa Farnhill – Clerk Laura Bell (Independent Governor)
Apologies	Roderic Gillespie (Independent Governor)

Minute No.	Minutes	Action
G.24.22	<p>ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE</p> <p>The Chair opened the meeting, welcoming members and attendees. The apologies of Roderic Gillespie were presented and accepted, along with retrospective apologies of Roderic Gillespie for the meeting of October 2nd 2023. It was suggested that as a Committee representing other Committees, where the Chair of a Committee could not attend, the Vice Chair should be invited, with members highlighting the importance of sufficient notice to ensure this could be facilitated.</p> <p><i>Item 1 – Accepted: Members accepted the apologies of Roderic Gillespie, agreeing to invite the VC of a Committee to future Governance meetings when the Chair could not be in attendance.</i></p>	Clerk/ members
G.24.23	<p>ITEM 2: DECLARATIONS OF INTEREST</p> <p>Rob Firth highlighted his upcoming term of office was to be discussed under item 7. Members agreed that as this was early notification, and there was no re-appointment decision being made, there would be no need for Rob to withdraw, noting that his experience would support the early discussions in relation to succession planning.</p> <p><i>Item 2 – Noted:</i></p>	
G.24.24	<p>ITEM 3: MINUTES OF THE PREVIOUS MEETING</p> <p>The Chair presented the minutes from the meeting held on 2nd October 2023. Members confirmed all actions and matters arising were included in the report under item 4, with nothing further to be clarified.</p>	

Item 3: Approved - The Committee approved the minutes of the meeting held on October 2nd, 2023.

G.23.25 ITEM 4 – REVIEW OF THE PREVIOUS MEETING: ACTIONS AND IMPACT

The actions following the matters arising from previous meetings were summarised, with it clarified the PA was settling in and work on governor invites was underway. Members noted the actions relating to the skills bill were in progress, delayed due to the postponement of the Strategy Event, with this to be covered further under the training item.

Item 4: Noted – The Committee

G.23.26 ITEM 5: CONFIDENTIAL BUSINESS

With the consensus of the Committee, the Committee Chair proposed that nothing within the reviewed minutes should be considered as confidential and nothing within the agenda needed to be reviewed as confidential.

Item 5: Resolved - The Committee resolved to

G.23.27 ITEM 6: INSTRUMENTS AND ARTICLES OF GOVERNMENT

Members considered the proposal to increase the determination of independent members to support with succession planning, agreeing that the maximum should be increased to 17. Members discussed the lower limit, agreeing this did not need to be increased.

Members were informed that the Sixth Form College's Association had sent a reminder to all colleges to remove the clause which prevents under 18's voting on financial matters, with this having been raised previously, then put on hold after the AOC challenged this with the backing of their own legal advisers. Members were informed this came from a request by the Charity Commission, who had advised this needed removing from college Instruments and Articles to make them compliant with charity law. The Clerk explained that preventing under 18's from voting on any matters was not compatible with charity law, as it prevented student governors from fully exercising their role as trustees, however, the AOC had disagreed, and this had remained unresolved. Members proposed removing the clause to ensure compliance, noting the current student governor was over 18, therefore unaffected, however, when reflecting, they decided that removing the clause failed to protect student governors. Members discussed the capacity of minors to enter into contracts and financial agreements, agreeing to maintain the position until the AOC resolved this with the DfE and Charitable Commission.

Item 6: Resolved – The Committee resolved to recommend increasing the maximum number of independent governors to 17 and recommended maintaining the current clauses relating to under 18's until the AOC had concluded their discussion with legal advisors and the DfE.

G.24.28 ITEM 7: MEMBERSHIP MATTERS

Attendance: Members discussed the validity and relevance of the data, which was skewed and lower than expected due to the number of extraordinary meetings. Members asked for future data to include the split between attendance at

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scheduled and extraordinary meetings, adding this would provide a more accurate picture, and also helped the Committee Chair's manage expectations for attendance at short notice meetings. This information was provided for each Committee verbally and members noted that all scheduled meetings had reached over the 80% target, with all meetings quorate.

Resignations: The Clerk confirmed Mark Aberdein attended his last meeting in December, and since the Committee last met in October, Alex Kenny had tendered his resignation due to a change in circumstances at work.

Members agreed both had valuable skills that would be missed, however, noted that the applications received presented broad skillsets and ensured the Board was being continually refreshed, in line with good governance practice.

Under this item, members were advised that the recommended appointment for an associate member of the Standards Committee, Louise Clare, had initially engaged well, agreeing with the Committee's suggestion of associate membership as opposed to full Board membership, however, had since been uncontactable, therefore had not completed the due diligence and induction process. Members agreed this should be considered a withdrawal of an offer of a place on the Board rather than a removal of a member as the offer had never been formally accepted.

Appointments and Reappointments: Members received the recommendation of the interview panel, noting that the three candidates had all presented as knowledgeable and skilled, with a range of experience and backgrounds. Members noted that the appointments would not only increase the Board's skillset, but also increase diversity too, including diversity of experience and background, ensuring that the Board could constructively and effectively support and challenge the SLT.

Members discussed the fee which would be applied for recruiting beyond the DfE contractual agreement, which only covered one finance appointment, and agreed this offered value for money when considering the calibre of the applicants and the time taken for the recruitment process. Members highlighted the risks within the succession plan, with two key members, the Chair's of Resources and Audit both coming towards the end of their second term of office.

Members resolved to recommend appointing all three as full members of the Board, agreeing this should be by written resolution, noting that waiting for the Board meeting would mean they could not begin to have impact until the June/July round of meetings.

Members considered the application for re-appointment by Dr Margaret Boneham, noting her broad skillset, flexibility and support, agreeing to support re-appointment for a further four-year term.

Committee Membership Update: After discussing the strengths of the applicants, members agreed to appoint them to the following Committee's:

Standards: Tracey Wood

Audit: David Mutori

Resources: Claire Moffat-Lonsdale

Governor Links: The Chair of Resources suggested that as his term would be ending soon, it would be wise to appoint a second link to the area of finance, to provide a handover period, with it agreed Claire Moffat-Lonsdale would be appointed as the second link for finance, noting in her interview she had been keen to support with streamlining and simplifying reports.

Members noted that Rebecca Matchett, as recently appointed to the Resources Committee had evidence strong data analysis skills at interview, with it agreed she should be appointed as the new MIS link. in her interview strong data analysis

Members agreed to appoint Kevin Burke as the link for T Level's and apprenticeships to utilise his extensive experience in those areas.

Members proposed David Mutori's role within the NHS gave him a broad skillset, with problem solving and troubleshooting integrated into his daily work, suggesting he could be the link for IT, noting operational knowledge was not necessary but the ability to critically analyse the information and be a critical friend to the area.

In response to a suggestion that Tracey Wood could be the link for skills and local strategy, noting how this had come across as a strength at interview, it was proposed she could shadow Roderic Gillespie in this and as link for impact, with this agreed by the Committee.

Members discussed the scheme and agreed it had improved, with more visits and more impact from visits, however, the reporting remained inconsistent, with the form difficult to read and use, with it proposed it does not meet accessibility requirements. In response to a question about the next learning walk day, the Principal advised that plans had been impacted by the two inspections in close succession, with it felt a learning walk day now would put additional pressure on staff. A member asked if there were any areas considered 'at risk' that needed additional oversight which needed to be prioritised, with it clarified this would be a different process, with learning walk days being a more general insight into college life, and targeted learning walks part of the improvement strategy. The Principal took an action to provide the Board with a date for the next learning walk day.

Principal

Forthcoming Terms of Office: The Clerk informed the Committee that Rob Firth, Chair of Resources, was coming towards the end of his second term of office. Members highlighted that although it was 9 months away, there were only two governance meetings ahead of the term end date, indicating action should be taken ahead of the next meeting to ensure that succession plans were in place. The Resources Chair outlined the importance of the work of the Resources Committee that took place in November, around the time of his term ending, with the Committee's work in that month being to review and recommend the financial statements to the Board in December, suggesting this would be an ideal handover opportunity, to have the new Chair shadow this meeting and take over after the financial year end work is concluded. It was proposed that if a Committee Chair could not be appointed in good time to have a handover, it may be prudent to offer a short extension to his term, running to the end of his two-year tenure as Committee Chair, which would expire in January 2025.

Members discussed the potential for internal succession, noting the Committee had strong membership, with a variety of skills and experience. It was agreed that at the next meeting of the Resources Committee, the Committee Chair should outline the forthcoming vacancy and offer to discuss the role with any interested members.

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Training: Members noted the improved return rate for declaring training undertaken and agreed with the positive feedback relating to the SFCA webinar series, considered to be well pitched, useful, and offer good value for money. Members were advised that as an FE college, they had considered whether maintaining membership with the SFCA was necessary, with it highlighted that the webinar series cost was not significant, however, when also considering the annual

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membership fee, this brought into question whether overall, the membership was offering value for money as the other events and support had not been relevant to the college team, having a narrow SFC focus.

When considering priority areas for the rest of the year, the Clerk informed the Committee there had been a few requests for cyber security training, with a member providing details of someone who worked in that field that would be able to offer a brief training session, whilst also reminding the Committee of the low scores in the skills audit for SEND knowledge. Members noted SEND training had been planned for December, then deferred to the Strategy event to allow for the Board to utilise the time in December to receive Ofsted feedback, then deferred again when the Strategy Event was postponed allowing staff to focus on the second inspection. This was discussed at length, with it agreed the Cyber Security training had most relevance for members of the Audit Committee, with it suggested this should take place after a meeting of the Audit Committee, enabling that Committee to receive the relevant update with the option for other Board members to attend if they were able to do so. The Clerk noted an action to follow up the training offer and check availability for the summer term Audit Meeting.

Clerk

Members discussed the Ofsted visit, outcome and implications at length. Members were assured by the approach by the team, to own and act upon the outcome, whilst challenging the process and impact of the visit, with the Chair and Principal leading on these aspects to ensure staff were not distracted or preoccupied by the failings of the inspection team during their first visit. The Chair outlined his involvement and response to Ofsted, agreeing to circulate a draft of the stakeholder response for Committee comments.

Chair

Members asked about the timescale for re-visit and considered this against the possibility for improving the apprenticeship provision within this time, highlighting the continued impact on other provision types of underperformance in that area. The scale of interest in apprenticeships, and benefit to the community and different learner types was discussed, with evidence provided from a recent school visit, where destinations had been discussed, noting although currently less awareness, with low uptake and interest from school leavers in apprenticeships, it is increasing year on year. Members discussed the central drive to raise awareness of the benefits of apprenticeships and increase numbers, acknowledging evidence there was a similar push from the careers service. Members discussed the local priority skills needs, highlighting the benefits of apprenticeships to the local workforce and alignment to the college's strategic objectives, agreeing any decisions taken needed to consider all angles, input from stakeholders, alongside the financial implications.

Members asked the Principal for examples of alternative delivery models for apprenticeship provision, including examples where the impact on overall provision and Ofsted outcomes is not affected. Members were given details of an example where a college moved their provision to a wholly owned subsidiary. The Clerk highlighted that this was ahead of the ONS reclassification of college's, with any consideration for changing the operating model which included a subsidiary, or buying a training provider would now require DfE approval.

Members further discussed the inspection outcome at length, noting the impact on staff of the dual inspection, and considering how apprenticeship provision, as a small proportion of the college's provision, had impacted the overall college grade, agreeing that this was a matter for the whole Board proposing a Strategy Event to look solely at this issue. Members revisited the timescales required for improving the provision, noting data can take up to three years to change due to the length of

some apprenticeships, highlighting that the monitoring visit would be in 18 months, ahead of the time needed to influence the data.

Members asked about course costing, income, staffing and room utilisation, suggesting all this information should be available within the focused Strategy Event to enable a strategic review of the implications of the Ofsted outcome by all Board members. Members proposed this should be a half day event as soon as possible after the release of the report looking at only this topic, with sufficient time for data review, discussion and decisions. Members agreed all items from the postponed January event should be embedded into the May event, which should be extended to a full day to be considered alongside the ERG outcome. Members considered whether there would be sufficient time to incorporate the SEND training, concluding that as an essential area of oversight for the Board, they would ensure time was set aside within the May event for this.

The morning of 13th March was allocated for the half day strategy event, with members emphasising the importance of active participation in discussions, and the need to progress discussions to decision, with it suggested members should be asked what information they need in advance of the meeting to enable decisions to be made swiftly. Consideration was given to the need for stakeholder consultation and input, with it agreed that this could not be obtained until members had reviewed the potential options and made a decision on which to take forward, to ensure there to be something to consult upon.

When considering the priority for the March Corporation training slot, it was proposed that this may be needed for a final update on the Ofsted outcome and to feedback on any actions taken following on from the Strategy Event.

In concluding, members reiterated the need for a full strategic review of provision, with the opportunity to review the current position, consider examples of best practice and analyse potential options to facilitate an evidence based decision, with plans for the March Event to be finalised by the Principal, Chair and Clerk, with the support of the Deputy Principal.

Item 7: Resolved – The Committee resolved to:

- ***improve attendance reporting.***
- ***recommend the reappointment of Dr Margaret Boneham (4-year term)***
- ***recommend the appointment of Tracey Wood, David Mutori and Claire Moffat-Lonsdale (4 years with relevant Committee appointments)***
- **Update governor links.**
- **Begin succession planning for the Resources Chair role.**
- **Defer January Strategy event items to May, extending this to a full day and hold a half day event in Marh to review the Ofsted outcome and strategic implications from this.**
- **Rearrange the SEND training, provide Cyber security training May and set aside the March training slot for essential updates.**

**G.24.29 ITEM 8: COMMITTEE STRUCTURES Incl. KPI Distribution
Item 8.1 Committee Communication with the Board**

The Clerk provided the background to the item, with the Corporation Chair outlining the intended impact from having a structured format for Committee Chair's to follow when feeding back to the Corporation. Inconsistencies in format, content and

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detail were highlighted, with it clarified the intention was not to dictate the information to be provided but provide a consistent format.

Members were given the opportunity to suggest what should be included. Following debate, which included the need to highlight achievements as well as risks, with it suggested the impact statement can be used to support this, members agreed it was critical the Chair used this as an opportunity to verbalise key discussions relating to the work of their Committee's for the Corporation to provide assurances and highlight areas of concern.

The Chair offered to formulate a template, around the suggested ideas of 'need to know' for statutory items, 'want to know' for the top three discussion points, to include progress against KPI's and risks, which could include successes or challenges.

Chair

8.2 Review which Committees are responsible for each KPI and 8.3 Consideration for a Personnel Committee

Members considered the suggestion from the recent Corporation meeting to set up a Personnel Committee, which had been as a result of discussions around duplicating the review of risks and KPI's, particularly around staffing. Members agreed this was a key resource and risk, however, concluded this was adequately covered by the existing structure, and raised concerns that in having this as a standalone committee, there was a risk members would stray into operational matters. The HR link confirmed she had discussed this with the Dir for HR, who had recently began producing more regular and data focused reports for Resources, with members agreeing this need to be given the opportunity to be embedded.

It was suggested that the HR link, a member of Audit, and not Resources, could be invited to attend the Resources meeting for this item, with the Clerk agreeing to circulate an invitation. Members reiterated the need for the Standards Committee to be aware of staffing issues due to the impact on the quality of provision, highlighting a second review considering this angle, as opposed to the financial and HR perspective was not duplication, but supplementary to the discussions that take place in Resources.

Members highlighted earlier discussions regarding the value of the feedback of Committee Chair's to ensure the whole Corporation understands the impact of issues, with staffing being a key aspect that affects all areas of the business, and therefore needs to be explored and fed back from the respective Committee's in a way that summarises committee discussions in a ways that is understandable to all Corporation members.

Item 8: Resolved – The Committee resolved to support the roll out of a standardised format for delivering Committee information to the Corporation and agreed a Personnel Committee was not necessary at this time, instead inviting the HR lead to be present for the review of HR at the meetings of the Resources Committee.

G.23.30 ITEM 9: GOVERNANCE OVERSIGHT OF RISK

Members agreed this tied in with the earlier review of feedback to the Corporation. Members highlighted the need for effective risk management and discussed the suggestion from Standards to cover risk twice, at the start to highlight the risks related to the Committee, and again at the end to review how the reports and discussion may have changed the risk rating or mitigations. Agreed this should be trialled by Resources too.

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The suggestion to include the risk register at this committee was considered, with an update to the Committee from the Principal of the most recent review of the risk register. It was agreed that the updated feedback process from Committee's should be trialled in March, to include an update on risks, and the Committee Chair could then consider for the next Governance meeting whether it would be appropriate to have risks considered at Governance, noting that the oversight of risks remained within the Terms of Reference for the Audit Committee, with none specifically aligned to Governance.

Item 9: Resolved – The Committee resolved to maintain the

G.24.31**ITEM 10: GOVERNANCE CODE**

The Clerk reminded the Committee of the finalisation of the new Code, which had been issued just after the last meeting of the Committee, and was in line with the draft previously reviewed.

Members received an overview of plans to utilise the January Strategy Event to explore the Code's principles and undertake an interactive self-assessment exercise, with a view to addressing any gaps ahead of the end of the academic year. Members noted the postponement of the Strategy Event did not delay the adoption of the Code, or self-assessment process. Members agreed the self-assessment process could still be embedded into the May Strategy Event, agreeing there was no reason to defer adoption as the principles aligned with the college's approach to governance and strategic priorities.

Item 10: Resolved – The Committee resolved to continue with their adoption of the Governance Code and plans to self-assess against it through an interactive event.

G.24.32**ITEM 11: EFFECTIVE GOVERNANCE****11.1 SAR UPDATE**

Members noted progress against the governance development plan, with most actions complete, or in progress.

11.2 ERG UPDATE

The Principal and Chair of the Corporation confirmed they had both met with the reviewer, expressing confidence in her ability to complete an effective review, with purposeful review meetings, highlighting areas of focus.

The Chair informed the Committee that he had requested an honest appraisal, having outlined priorities and felt assured the reviewer would offer value for money by providing actionable ideas and best practice examples for improving in areas of need.

Item 10: Resolved – Members resolved to accept the updates.

G.24.33**ITEM 12: ITEMS TO BE REPORTED TO THE CORPORATION**

The Committee resolved to report the following items to the Corporation:

- Via written resolution, request approval for the amendment of the determination of the Corporation, increasing independent membership to a maximum of 17.
- Via written resolution, request approval for the reappointment of Dr Margaret Boneham, and the appointment of David Mutori, Claire Moffat-

Lonsdale and Tracey Wood, as independent members, appointed to Audit, Resources and Standards respectively.

- Inform the Corporation of the personnel and staffing discussion, the review of KPI and risk processes resolving to invite Diane Hutchinson to attend the relevant sections of the Resources Committee meetings.

Item 12 – Resolved: The Committee resolved to recommend that the Corporation’s attention is drawn to key information and approval sought as outlined above.

G.24.34 ITEM 14: DATE OF THE NEXT MEETING AND CLOSING COMMENTS

The Chair thanked everyone for their input, clarifying, as mentioned under the planning of the Strategy Event, that there was draft communication for stakeholders relating to the Ofsted process and outcome, asking that members provide feedback on this at their earliest convenience. Members asked who the communication was aimed at, clarifying the college had prepared press releases to highlight the successes of the inspection, including the grade two for quality of education.

Members endorsed the approach, to focus on the positives, with the Chair, supported by the Corporation Vice Chair, leading on the complaints process to ensure the staff could focus on their work. The Committee thanked the Chair for his support throughout the Ofsted process, including for his franc and honest email to Sir Martyn Oliver, the Chief Inspector of Ofsted, with it hoped he would respond and listen to the concerns raised, noting he had commenced his role with a campaign to engage and listen to stakeholders, it was hoped he would use this opportunity to listen to the college’s story.

A member asked to raise a point of additional business, in relation to the website, noting that whilst looking for a form, he found considerable out of date and no longer relevant information. The Clerk confirmed that the form, as an internal document, was not on the website, but could be found within the Governor Handbook, as circulated by email and updated with in the Governors MS Teams site, adding the issue relating to maintaining the website, was one that had been raised before, resulting in a report on compliance.

Members were advised that the review of compliance was due to be presented to the Audit Committee at their next meeting, however, that would not cover general content, with the Clerk agreeing to raise this with the Committee and SLT lead as part of the compliance review.

The next meeting was confirmed to be onsite on 23rd June and as a lunchtime meeting, lunch would be provided. Members were thanked for their time and contributions.

The meeting closed at 2.55pm