

SOUTHPORT COLLEGE

MINUTES OF GOVERNANCE COMMITTEE MEETING HELD ON 27TH FEBRUARY 2018

Present:	John Clarke	Principal/CEO
	Veronica Fell	Independent Governor
	Rob Firth	Independent Governor (Chair)
	Vickie Hayes	Staff Governor
	Mo Kundi	Independent Governor
	Keith Millington	Independent Governor
	Kathy Passant	Independent Governor (Observer)
	Ilush Bricknell	Associate Member (minutes 122 to 140)
In Attendance:	Lesley Venables	Interim Clerk to the Corporation

APOLOGIES FOR ABSENCE

122 Apologies for absence were received and accepted from Philip Porter (Associate Member).

DECLARATIONS OF INTEREST

123 A declaration of interest was received from Veronica Fell (Chair of the Corporation) as she is married to John Fell (Independent Governor).

APPOINTMENT OF COMMITTEE VICE-CHAIR

124 Following the resignation of Gill Brown as an Associate Member in December 2017, nominations were sought for the committee's vice-chairship. Mo Kundi was nominated for and accepted this role.

125 **Resolved -** That Mo Kundi be appointed as Committee Vice-Chair for a 1 year term of office

MINUTES

126 **Resolved -** That the minutes of the meetings held on 7th November 2017, 13th December 2017 and 22nd January 2018 be approved as correct record and signed by the Chair.

MATTERS ARISING

127 The Committee received a list of actions resulting from the previous meetings and noted that the majority of items were either in progress or had been completed.

128 Under minute 51 it was agreed that mentors for newly appointed governors would

need to be sought for 2018/2019.

129 It had been agreed that the Corporation's overall profile should be reviewed again after the merger to identify any skills gaps and to determine how these should be filled. The Principal/CEO reported that he would be meeting shortly with representatives from the University of Cumbria and UCLAN, with which the College had partnership arrangements. It would be prudent to try to fill one of the existing vacancies on the Corporation with an individual with senior level experience of higher education. An approach had also been made to a local firm of solicitors for prospective governors from amongst its leadership team.

130 The Committee concurred that both these options should be explored further but that, if they did not prove successful, contacts from the local media and health sector should be used to generate interest in the Corporation's vacancies.

131 The Interim Clerk reported that the Committee's timetable of business would be kept under review for the remainder of 2017/2018 to ensure that all the responsibilities set out in the terms of reference were covered (minute 77 refers).

132 Governors were advised that, to date, a total of 3 Disclosure & Barring Service forms had been returned to the College for processing (minute 81). It was affirmed that this matter would be dealt with confidentially by the Interim Clerk, as opposed to the Director of Human Resources. The Principal would advise the Director of HR that this matter would in future be handled by the Interim Clerk.

133 Under minute 92 the Interim Clerk reported that the approved self-evaluation document would be circulated to all governors in March 2018, with a summary of the outcomes presented to a future Committee meeting.

134 Copies of the proposed schedule of meetings for 2017/2018 would be provided for approval to the Corporation meeting due to take place later in the day (minute 105).

CONFIDENTIAL ITEMS

135 No items of business were deemed to be confidential.

APPOINTMENT OF GOVERNORS

136 Following separate selection processes undertaken at KGV, Suzanne Knowles had been nominated for the remaining teaching staff governor vacancy and Matthew Bousfield for the remaining student governor vacancy.

137 The Chair reported that he and the Interim Clerk had met recently with a candidate from a higher education background. However, this individual was now employed by Pearson HE and the Committee felt that this would preclude them from serving as a member of the Standards Committee due to a conflict of interest regarding student examinations. It was agreed, therefore, not to invite this candidate to become an independent governor or an associate member at this time. The Interim Clerk would write to the individual to advise them of the Committee's decision.

138 **Resolved -** That the Corporation **be RECOMMENDED** to approve the following appointments:

Suzanne Knowles as a teaching staff governor for a 4 year term of office commencing on 27th February 2018

Matthew Bousfield as a student governor for a term of office from 27th February to 31st July 2018

GOVERNOR INDUCTION & TRAINING 2018

139 The Interim Clerk presented proposals for governor induction and training for the remainder of the 2017/2018 academic year. This reflected on the Corporation's current practices, identified a number of gaps or areas for improvement and suggested how these could be addressed in line with good governance practice within the further education sector.

140 For newly-appointed governors a comprehensive induction process had been prepared. This included a formal induction booklet which would form part of new Governance Handbook and instructions on IT connectivity to enable governors to be kept informed of the latest strategic and sector developments and to receive electronic papers for meetings.

Ilush Bricknell left the meeting.

141 The induction process would also provide some familiarisation with the 2 elements of the merged college through a briefing by the College Executive Team, together with information on strategic planning, finance and the curriculum. The process would be further reinforced by inviting the Association of Colleges to deliver a session on governor induction at the College. Individual governors would receive training from the Interim Clerk on the responsibilities and operation of the committees of which they were members.

142 As discussed earlier, new governors would be mentored by a more experienced colleague and ongoing support would be provided by the Interim Clerk.

143 Training for the remainder of 2018 centred around the key themes of ensuring governors fulfilled their statutory responsibilities in areas such as safeguarding, Prevent and equality & diversity, items related to the particular committee(s) to which governors had been allocated, providing information that would improve the level of challenge and support of reports received at committee and Corporation meetings and complex issues that were subject to frequent updating. A plan had been developed for each element, along with a timescale for its delivery.

144 In previous years two strategic development days had been held in November and May, with the focus on reviewing and developing the College's strategy. It was suggested that this should be increased to 3 days in future. The November event would centre around the self-assessment report and the quality improvement plan for the College and for governance, in February there would be a review of current strategic plan, objectives and targets and the May event could assist in determining the College's medium-term (3 years) strategic plan.

145 After discussion, the Committee felt that the February development day should be reserved for governors only and that the items suggested for discussion could be addressed at the May event.

146 Governors agreed that all members of the Corporation, whether newly-appointed or existing, would benefit from a better understanding of the College operations. The Interim Clerk proposed that this could be partly achieved through the methods outlined above, but

also through attendance at extra-curricular events, governor development days/learning walks and the Link Governor Scheme. A set of guidelines would be developed for the operation of the latter to ensure that the purpose was clear to participants and a briefing meeting with the relevant staff within departments would be arranged with the Interim Clerk.

147 Greater participation in all of these elements would be encouraged and governors would be asked to report back to each Corporation meeting, with a formal record also kept of attendances at such events.

148 It was felt that raising the profile of governors within the College was important and would be enhanced by attendance at extra-curricular events (perhaps through matching governor interests and skills with opportunities available) and by making governors more visible to staff and learners. All governors would be asked to provide a recent biography or update and photograph to be uploaded to the College website.

149 Support for committee chairs and vice-chairs fell within the remit of the Interim Clerk. It was agreed that prior to each meeting the committee chairs and the Interim Clerk would meet with the relevant senior manager to discuss any significant issues from the documentation. For new chairs and vice-chairs the Interim Clerk would deliver a short training session, focusing on the role of the chair and committee management.

150 Any new governors would have access to the Clerk and/or the relevant committee chair (either in person, e-mail or telephone) to raise any questions or to seek clarification on the paperwork prior to committee and/or Corporation meetings.

- 151 **Resolved -**
- 1 That the Corporation **be RECOMMENDED** to approve the Governor Induction & Training Plan for 2018
 - 2 That regular meetings of the chairs of committees be held

INTERNAL AUDIT REPORT – CORPORATE GOVERNANCE

152 The Chair reported that the College's Internal Auditors (ICCA) had recently undertaken some work on the corporate governance processes. The report was currently being finalised and would be submitted to the next meeting of the Audit Committee. Any actions or amendments to existing governance processes would be submitted to the Governance Committee initially for discussion and, if required, recommendation to the Corporation.

SECTOR UPDATES

AoC Governors/Principals/Clerks Forum

153 The Chair reported on an Association of Colleges' event he had recently attended together with the Chair of the Corporation and the Interim Clerk. Participants had received a briefing on the ESFA's new Insolvency Regime and the implications for governors in terms of potential liability for wrongful trading if they did not take well-informed decisions and carried out their roles responsibly. This policy change was still under consultation nationally and would be published in the next few months.

154 It was emphasised that this was a reinforcement of existing charity law. Governors' key roles remained the determination of the College's mission and strategic direction, oversight of quality and performance and providing support and challenge to management.

155 The slides from the event would be circulated to governors for information.

AoC Chairs/Principals Forum

156 Veronica Fell reported on this event she had attended with the Vice-Principal (SF&US). The focus had been on interventions by the FE Commissioner and Ofsted's role in raising standards of good governance. Teaching and learning was considered to be a significant part of this, with governors expected to support and challenge performance, particularly in relation to the Self-Assessment Report or Quality Improvement Plan.

157 There had been a discussion over whether chairs should be remunerated for their role, but it was felt that this could change the dynamic of key governor relationships.

FE Commissioner's Annual Report and Teaching, Learning & Governance Research Report (particularly Chapters 6, 8 and 9)

158 It was agreed that both reports should be circulated to the full Corporation.

ATTENDANCE 2017/2018

159 The Committee was reminded that the Corporation had agreed a target level of attendance of 75% for all Board and committee meetings in 2017/2018 and had adopted an Attendance Policy.

160 The overall percentage attendance by all governors (but not associate members) were as follows:

	2017/2018 to 31st Jan 2018
Corporation	80%
Audit Committee	75%
Governance Committee	75%
Remuneration Committee	100%
Resources Committee	91%
Standards Committee	79%

161 The majority of independent governors had met or exceeded the target attendance levels. However, there was a small number whose attendance levels were below the targets for Corporation and committee meetings. This was mainly due to the additional meetings for the merger with KGV that took place between September 2017 and January 2018, some of which were called at relatively short notice.

162 Attendance amongst the staff governors was high, but the rate was variable for the two student governors, due to their course commitments and extra-curriculum activities such as university visits/interviews.

163 Although associates were not required to attend Corporation meetings, it was noted that the level of attendance amongst this group was lower than for independent governors and that this was replicated for committee meetings. It was hoped that this situation will improve in future.

164 Attendance would form part of the annual performance evaluation process for individual governors. Any instances where attendance was below the identified target would be followed up and any significant issues would be discussed with the Chair of the Corporation.

165 The current practice of asking independent governors and associate members to confirm their attendance at meetings or provide apologies in advance would continue so as to determine before the meeting whether there were any quoracy issues.

166 Future reports would include information on all governors and associate members of the post-merger Corporation. It was agreed that details of individual performance would be provided to future meetings and that further review of the data would be undertaken by the Committee Chair and Vice-Chair, the Chair of the Corporation and the Interim Clerk.

ITEMS TO BE REPORTED TO THE CORPORATION

167 The Chair summarised the content of the meeting which would be reported to the Corporation's meeting

- Appointments of Suzanne Knowles and Matthew Bousfield were recommended for approval.
- Governor Induction and Training Plan for 2018 recommended for approval.
- Information was received on a number of sector updates, which would be circulated to all governors and associates.
- A report was received on attendance for September 2017 to January 2018 with no significant concerns highlighted.

DATE OF NEXT MEETING

6th June 2018, 2.30 p.m. at Southport College.