



**CONFIRMED MINUTES OF THE
GOVERNANCE & SEARCH COMMITTEE MEETING
HELD ON WEDNESDAY 12th FEBRUARY 2020**

Present:	Sue Higginson	Principal/CEO
	Tim Kelly	Independent Governor
	Phil McKeown	Independent Governor
	Jayne Winders	Independent Governor (Chair)
In attendance:	Lesley Venables	Clerk to the Governors
	Louise Scott-Kelly	Administrator to Governors

APOLOGIES FOR ABSENCE

32. There were no apologies for absence.

DECLARATION OF INTERESTS

33. There were no declarations of interest.

MINUTES FROM THE PREVIOUS MEETING

34. **Resolved** That the minutes of the meeting held on 18th September 2019 be approved as a correct record and signed by the Chair

MATTERS ARISING

35. Governors received a report on the actions arising from the previous meeting and noted that the majority of items were in progress or had been completed.

2018/2019 actions

36. Under Minute 65, the Clerk confirmed that following the Governor Performance Review outcomes an induction booklet would be created for new governors.

37. In relation to minute 67 it was noted that all Governor Performance Reviews had been completed for 2018/2019. However, the Clerk and the Chair of Governors highlighted that some amendments to the process were required which would be implemented for the 2019/2020 cycle.

38. The action from minute 70 suggested that an Annual Remuneration Report be prepared in line with guidance from the Association of Colleges (AoC). The Board had agreed that this was covered in the Remuneration Committee Report presented at the December 2019 meeting, which included AoC pay benchmark data from colleges of a similar size in the North West.

39. The Committee discussed the action on mandatory governor training on Safeguarding and Equality, Diversity & Inclusion (minutes 16-17) It was agreed that a further reminder would be sent to governors, together with details of how to access the electronic training materials.

40. The Committee also discussed governors receiving further education news bulletins to keep up-to-date on sector issues. It was agreed that the Clerk would circulate relevant articles from publications such as the Times Educational Supplement.

41. The Chair also suggested that the Board should receive details of any external training events for governors (such as AoC). It was agreed that the Clerk would identify any relevant training opportunities and forward these to governors.

42. The Clerk tabled a recent article from Further Education (FE) Week for discussion. This commented that approximately 20% of colleges had not published their board minutes on the website in over 12 months. The FE Commissioner had stated that this was poor governance practice in terms of accountability and transparency.

43. At the last Committee meeting it was agreed that there would be a 12-month delay when publishing non-confidential minutes on the website to preserve the commercial and strategic position of the College. The Committee considered the article, but ultimately agreed that the 12-month lag effectively balanced both factors.

ATTENDANCE

44. Governors received information on attendance for Board and committee meetings during the first term of 2019/2020 against the agreed target of 75% and compared to the full-year figures for 2018/2019, which were as follows:

	2019/2020 Term 1	2018/2019 full year
Board	70%	66% *
Audit Committee	67%	68%
Governance & Search Committee	100%	88%
Quality & Standards Scrutiny Committee	78%	90%
Remuneration Committee	100%	50%
Strategy Day	60%	66%
Overall Performance – Board + Committees	76%	69% *
Overall Performance – Board + Committees + Strategy Day	73%	69%

45. Attendance at the Strategy Days had been disappointing and below the target. The Principal felt that the management team had put in significant effort into organising the event and arranging for external speakers to address governor training and knowledge gaps, whilst appreciating that Governors' were mostly employed in demanding roles and suggested that

the Chair check whether the date of the sessions would be better changed, to support better attendance.

46. The Committee discussed a variety of strategies to improve governor attendance at the Strategy Days such as holding them on a different working day or at a weekend.

47. The proposed 2020/2021 meeting dates would be presented for approval at the next Board meeting and the Chair and Vice Chair of the Board agreed to reiterate the importance of attending Strategy Days at that meeting.

48. The attendance report also highlighted the considerable work of governors outside of Board and Committee meetings.

MEMBERSHIP ISSUES

49. The Clerk presented a report on current and future membership issues.

50. The terms of office for two external governors (Richard Mawdsley and Gary Doyle) were due to expire at the end of the 2019/2020 academic year. This issue had been raised with both individuals during the performance review process and both wished to pursue another term of office of 4 years.

51. Gary Doyle was currently in his first term of office. However, Richard Mawdsley had already served 3 consecutive terms of office, which was above the suggested maximum of two terms of 4 years in total (Nolan Committee recommendations).

52. The Committee discussed the individual's overall contribution and skills, concluding that his knowledge of the local economy and role in the regeneration of the area, made his membership of the Board invaluable. In addition, Richard Mawdsley also provided significant input to employer-led aspects to inform and develop the College's curriculum which supported the employer-link required for regeneration and Gatsby standards, within the governance structure. It was agreed that this could be logged for governance purposes.

53. The Clerk also advised that an external governor, Sandra Johnson, would be retiring from her role in the health sector and relocating over the next few months. Following discussions on her future plans with the Chair and the Clerk, it had been proposed that she should step down from the full Board, whilst remaining on the Quality and Standards Scrutiny (QSS) Committee as a co-opted member.

54. The Committee agreed that Sandra Johnson's expertise on apprenticeships and traineeship programmes and the level of scrutiny that she brought to the role, complemented the skills of other individuals on the Committee and should be retained.

55. This would mean that there were two external governor vacancies to fill.

56. The Committee reviewed the outcomes of the governor skills matrix to identify any skills gaps on the Board. The results indicated that, despite not yet recruiting an individual with finance/risk management/audit expertise for the main Board, on average, governors had a good knowledge of financial issues. The Audit Committee had a co-opted member with

extensive knowledge in finance and risk management, but it was acknowledged that it would be prudent to seek at least one external governor with these skills, particularly given the implications of the Insolvency Regime for Further Education colleges.

57. Therefore, the Committee would prioritise the recruitment of individuals with audit/financial expertise and experience in the health sector (as a replacement for Sandra Johnson).

58. **Resolved**
1. That the Board be **RECOMMENDED** to approve the reappointments of Richard Mawdsley and Gary Doyle for a further 4-year term of office.
 2. That the Board note Sandra Johnson's resignation as a full governor and be **RECOMMENDED** to appoint Sandra Johnson as a co-opted member of the Quality and Standards Scrutiny (QSS) Committee.

COMMITTEE MEMBERSHIPS

59. The Clerk presented for information an amended schedule of committee memberships.

60. The Remuneration Committee constitution had been updated to reflect the agreed practice of a 'floating' membership.

GOVERNOR PERFORMANCE REVIEWS

61. The Committee received a progress report on the areas for improvement identified during the Governor Performance Review process.

62. The outcomes included a request for reports to be more consistent in their format and presentation of data. This action had already been implemented at the last Quality and Standards Scrutiny Committee, where governors had received revised reports that could be built upon each term, allowing governors to clearly track progress throughout the year.

63. The Principal added that Ofsted was currently creating a top-level dashboard of information, which was less detailed than the QSS reports and would be tracked against the QSS reports so that governors can understand the College's progress against sector benchmarks.

64. The Committee discussed the potential for the Board and Committee papers to be sent out more than the current target of 7 days in advance. The Principal explained that the current target provided governors with the most up-to-date information and it was agreed that this should be maintained.

65. There was discussion around the timing of the July Board meeting. Due to the end of year activities, celebrations and staff annual leave there had been instances when the papers were sent to governors later than the 7 days' target. Governors asked whether the timing of the July Board was still appropriate.

66. The Principal explained that at the July Board meeting the College was required to inform governors of the College's financial position and to seek Board approval of the budget for the forthcoming year and the three-year forecast. These reports must then be submitted to the Education Skills and Funding Agency (ESFA). It was suggested that approval of the budget and three-year financial forecast could be a single item agenda in July, with the remaining academic close-down items presented at the first meeting of the academic year. The Principal agreed to investigate this further and to report back at the next Committee meeting.

67. Another point that had been raised during the Governor Performance Reviews was the use of acronyms in Board and Committee reports. As a result, the Principal gave an assurance that the management team would make every effort not to use acronyms in their reports and where this was inevitable, to explain them after first use within a report.

68. The Chair recommended consideration of using specialist software as an alternative way for governors to access Board papers electronically and support the College's green agenda. The Principal and the Clerk would review the options in this area and report back at the next Committee meeting.

69. The Principal concluded that several of the actions that were raised from the Governor Performance Reviews could be addressed at the Governor Strategy Days. Training needs could be addressed by inputs from external speakers to brief governors about issues such as the different funding streams, bodies and current issues in FE, which was why a concerted effort to attend the events was imperative.

AMENDMENT TO INSTRUMENT OF GOVERNMENT

70. An action raised as part of the Governor Performance Review process was to enable remote attendance at Board and Committee meetings. The Clerk presented amendments to the Instrument of Government to enable governor attendance via telephone or video-conferencing. A further amendment to enable the Board to approve items remotely was also proposed.

71. The Committee agreed that remote attendance was only required in exceptional and reasonable circumstances such as when a meeting would otherwise be inquorate. Any governor wishing to use this facility would need to gain the agreement of the respective Chair and to inform the Clerk at least 5 days in advance.

72. The Clerk had also amended the Instrument of Government with regards to written resolutions. In the rare instance where the Board were required to make a decision quickly to be compliant with an external deadline, it was proposed that governors could review paperwork and vote electronically and remotely via their College email account rather than arrange a quorate Special Board meeting.

73. A governor enquired about the wording of the resolution in writing and suggested "a remote written resolution" which specified that governors were required to vote either in favour or against the proposed resolution. Furthermore, it should stipulate that in the event of any

disagreement, all governors would be required to attend a meeting as soon as possible. The Clerk was asked to redraft the wording accordingly.

74. **Resolved**
1. That the Board be **RECOMMENDED** to approve the amendment to the Instrument of Government which stipulates that governors can attend meeting by electronic methods in exceptional circumstances.
 2. That, subject to the amendment of the wording as outlined above, the Board be **RECOMMENDED** to approve the amendment of the Instrument of Government on remote written resolution.


ANNUAL REVIEW GOVERNANCE CODE

75. The Committee received information on recent governance developments:
- The Financial Reporting Council (FRC) Annual Review of UK Corporate Governance Code
 - The Department for Education (DfE) Further Education Bodies: Insolvency Guidance
76. Governors acknowledged that the sector updates reinforced the importance of recruiting a governor with financial expertise.
77. The Further Education (FE) Commissioner had sent all college principals and chairs a letter summarising current issues in the FE sector. The Principal had already shared the letter with Unions and would be presenting it at the next Board of Governors.

ITEMS TO BE REPORTED AT THE BOARD

78. The Chair summarised the discussions and identified the following items to be reported to the Board at its meeting on 18th March 2020:
- Attendance for Term 1 noted. Importance of governor attendance at the Governor Strategy events was highlighted
 - Reappointment of Gary Doyle and Richard Mawdsley for a further 4-year term of office was recommended, together with Sandra Johnson joining the QSS Committee as a co-opted member
 - Prioritise the recruitment of at least one governor with financial and risk management expertise.
 - The purposeful 12-month lag of publishing non-confidential Board and Committee minutes on the College's website to protect commercial sensitivity.
 - Report on progress against the outcomes of the Governor Performance Reviews was noted
 - The updated Committee Membership schedule was received for information.
 - Proposed amendments to the College's Instrument of Government for alternative methods of attendance and written resolutions were recommended for approval

DATE OF NEXT MEETING – To be arranged.

Signed:  Date: 16th October 2020

Chair