

## SOUTHPORT COLLEGE

### MINUTES OF GOVERNANCE COMMITTEE MEETING HELD ON WEDNESDAY 3<sup>RD</sup> OCTOBER 2018

|                       |                   |                              |
|-----------------------|-------------------|------------------------------|
| <b>Present:</b>       | Christine Bampton | Independent Governor         |
|                       | John Clarke       | Principal/CEO                |
|                       | Veronica Fell     | Independent Governor         |
|                       | Rob Firth         | Independent Governor (Chair) |
|                       | Mo Kundi          | Independent Governor         |
| <b>In Attendance:</b> | Lesley Venables   | Clerk to the Corporation     |

#### APOLOGIES FOR ABSENCE

1 Apologies for absence were received and accepted from Vickie Hayes (Staff Governor).

#### DECLARATIONS OF INTEREST

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

#### MINUTES

3 **Resolved -** That the minutes of the meeting held on 3<sup>rd</sup> July 2018 be approved as a correct record and signed by the Chair

#### MATTERS ARISING

4 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.

5 Under minute 183 the Principal/CEO reported that there had still been no response from the University of Cumbria regarding potential candidates for governorship. It was agreed that this action would be left open until December, after which time alternative strategies would be discussed.

6 The Clerk advised that a small number of governors had not yet completed their Disclosure & Barring Service Checks (minute 185). The Committee asked that these should be followed up by 31<sup>st</sup> December 2018 and that any governor who did not comply within a reasonable timescale would need to be escorted around the College's premises.

7 At the previous meeting the Committee had requested that a progress report on the actions identified by the Internal Auditor's report on Corporate Governance should be presented for information (minute 192). The Clerk provided an update against all of the points raised and governors were satisfied with the level of progress that had been made since the audit. In relation to the recommendation on the length of the terms of office of a small number of governors which exceeded the sector norm of 8 years in total, the Committee asked for the management response to be amended to reflect that the Corporation was working towards the standard, but this had not yet been achieved for all governors.

8 The Clerk reported that she would be meeting with the Director of Teaching & Learning shortly to discuss the delivery and recording of the proposed governor training plan for 2018/2019.

9 It was agreed that the follow-up report on the level of compliance against the Association of College's Code of Good Governance would be deferred to the next meeting (minute 219 refers). The revised document would be circulated to members and any comments would be fed back to the Clerk.

#### **APPOINTMENT OF VICE-CHAIR**

10 **Resolved -** That Mo Kundi be appointed as Vice-Chair of the Committee for 2018/2019

#### **CONFIDENTIAL ITEMS**

11 The Clerk advised that a review of the minutes of Governance Committee meetings in 2017/2018 had been undertaken and felt that no matters should be classified as confidential. The Committee noted that there were no confidential items on the agenda for this meeting.

#### **ANNUAL REPORT 2017/2018**

12 The Clerk presented the annual report on search and governance issues during 2017/2018 and set out a number of priorities for 2018/2019.

13 A target level of attendance of 75% had been set for Board and committee meetings for the 2017/2018 academic year. Overall attendance at Board meetings was 80% and the target had been achieved for all committees.

14 It was agreed that the individual attendance statistics would be circulated to the Committee and brought back to the November 2018 meeting to consider their influence on the overall position. The Clerk would also provide an ongoing report on attendance to each committee chair in order that any issues could be addressed with individual members in a timely manner.

15 The timing of meetings had already been reviewed to maximise attendance, but would be monitored to ascertain whether, for example, changing the timing of the first Standards Committee in the academic year would improve the attendance of the newly-appointed student governors.

16 As part of the self-evaluation process, some governors had been offered the opportunity to participate in meetings via tele- or video-conferencing, on a by exception basis.

17 It was important for all governors and associates to recognise the impact of consistently high levels of attendance and for them to take responsibility for attending meetings or providing apologies in sufficient time.

18 Governors were reminded of the appointments, re-appointments and resignations that had taken place in 2017/2018. There were currently 2 vacancies for independent governors.

19 The Committee received information on the equality and diversity profile of the Board. The Clerk was asked to measure this data against that for the local community and report back to the next meeting.

20 A number of governance processes and procedures had been reviewed during the year. Developments for 2018/2019 included a revised skills audit to be undertaken in February 2019 at the same time as the Chair would be evaluated, reducing the amount of paper for meetings and using technology more to support the Corporation's function.

## **MEMBERSHIP ISSUES**

21 Governors received a report from the Clerk on membership issues. The Committee was advised that there were currently 5 vacancies on the Corporation for 2 independent governors and up to 3 student governors.

22 In line with reports issued by the FE Commissioner on the need for the board to have a high level of financial expertise, an individual with such experience had been identified and interviewed recently by the Chair and Vice-Chair of the Corporation, the Principal/CEO and the Clerk. It was felt that this person would strengthen the Corporation's existing skills and could provide some succession planning in future.

23 A further individual with a similar skillset had been approached but this contact had proved to be unsuccessful.

24 Processes for the nomination and election of two student governors had now been completed, with one individual from each campus. The constitution also allowed for a further student governor to be appointed and this would enable the Corporation to seek a student from the College's higher education provision in the future.

25 The Committee was reminded of previous discussions regarding the parent governorship. The current parent governor's child finished their course at KGV in July 2018. During the self-evaluation meetings the Chair of the Corporation and the Clerk had discussed with the parent governor whether he now wished to continue in this role or to transfer to an independent governorship. He had opted for the latter and a nomination and election process was underway at KGV to bring forward a suitable candidate for approval by the Corporation.

26 Governors were advised that since the last meeting, one independent governor (Keith Millington) and one associate member (Philip Porter) had resigned from the Corporation.

27 The Committee considered the gaps that had been identified in the overall skills profile and noted that some of these would now be addressed by the appointment of the new independent governor. The Clerk reported that a new style of skills audit, which focused on both skills and experience, would be carried out in 2018/2019.

28 It was noted that an advertisement could be placed on the College's website for expressions of interest to generate a waiting list of suitable candidates for governorship.

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

Paul Cochrane as an independent governor for a 4 year term of office

Liam Gaskell and Lily Irvine as student governors for a 1 year term of office

The transfer of Jim Turner from Parent to Independent Governor for the remainder of his 4 year term of office

### **COMMITTEE MEMBERSHIPS**

30 Governors received a revised list of committee memberships, which took account of recent appointments and resignations.

31 The Clerk was asked to add the expiry dates for individuals' terms of office to the schedule, together with the tenures of committee chairs and vice-chairs, and that the revised document be presented to the next meeting.

32 It was felt that currently there was a lack of consistency on the appointment of committee chairs and vice-chairs. Previously, this had been carried out at the June meeting in each year, but this process had not been followed in all cases due to the transition in the clerking arrangements. The intention was to move all committee chair and vice-chair appointments to be effective from the beginning of the 2019/2020 academic year. Any appointments made in-year would only run until the end of that academic year.

33 Veronica Fell advised that she had completed her term of office as chair of the Remuneration Committee and it was agreed that the vacancy for the chair should be circulated to the independent governors. She also offered to step down from the committee, having stepped up to be the Chair of Corporation, to provide opportunity for other independent members to serve and for the same reason, the Vice Chair of Corporation also offered to step down from the committee.

34 The Association of Colleges had recently published a consultation document on senior postholder salaries, in line with the Office for Students requirements, which proposes that the Chair of the Corporation should not be the Chair of the Remuneration Committee, to maintain a high level of independence, and a model already adopted by this board.

35 **Resolved -** 1 That the schedule be updated to include terms of office

2 That the Corporation **be RECOMMENDED** to approve the revised schedule of committee memberships

- 3 That the Clerk notify independent governors of the vacancy for the chairship of the Remuneration Committee and to invite nominations for a new chair

### **GOVERNOR LINKS 2018/2019**

36 The Clerk presented proposals for the governor link scheme for 2018/2019. Paul Cochrane would be added to the schedule following a discussion as to any areas of interest and the protocol on the purposes of the scheme would be circulated to all governors and associate members.

- 37 **Resolved -**
  - 1 That the Corporation **be RECOMMENDED** to approve the Governor Link scheme for 2018/2019
  - 2 That the protocol for the scheme be circulated to governors and associates as a reminder of the underlying purpose

### **SELF-EVALUATION 2017/2018**

38 Governors received for information a report by the Clerk which summarised the outcomes of the self-evaluation meetings with individual governors, together with some areas for improvement which would be addressed during 2018/2019.

39 The Committee agreed that meetings of the committee chairs should take place on a regular basis to provide a forum for discussion on common themes and to achieve consistency of approach to procedural issues. There also needed to be a greater sharing of responsibility amongst members of the Corporation rather than having a small group of governors undertaking the majority of the work.

40 Although it had been suggested that having mentors for new and inexperienced governors would be beneficial, no volunteers had yet come forward to undertake this role. However, it was felt that governors may naturally find their own mentor amongst their peers and those who had identified the need for a mentor would be encouraged to use this strategy.

41 A further session on trustee training would be delivered during 2018/2019 to ensure that all governors had completed this. The Committee noted that this would also be touched upon at the induction training on 10<sup>th</sup> October.

42 A tour of the whole College would be arranged once the current building works had been completed.

### **INSTRUMENT & ARTICLES OF GOVERNMENT**

43 The Committee received an updated version of the Instrument & Articles of Government. These had been updated following a recent amendment on the number of student governors and the addition of a paragraph on academic freedom. Once approved by the Corporation, the new documents would be uploaded to the College's website.

- 44 **Resolved -** That the Corporation **be RECOMMENDED** to approve the updated Instrument & Articles of Government

## TRAINING & DEVELOPMENT PLAN 2018/2019

45 The Clerk presented proposals for governor training and development activities in 2018/2019.

46 In relation to the suggestion that a pre-meeting between the relevant committee chair, senior manager and the Clerk should take place prior to each committee, governors felt that this would only be successful if these meetings were timed such that the full set of papers was available for discussion. The purpose of any such meeting would be to clarify any issues arising from the agenda or papers, rather than for decisions to be made in advance of the committee meeting itself.

47 The Clerk reported that the Education & Training Foundation had produced a number of training packages suitable for governors on topics such as safeguarding, equality and diversity and the Prevent Agenda. A list of these sessions would be circulated to all governors.

- 48 **Resolved -**
- 1 That the Corporation **be RECOMMENDED** to approve the training plan for 2018/2019
  - 2 That the Clerk circulate a list of ETF training packages to governors

## COMMITTEE SELF-EVALUATION

49 Governors received a draft proforma for assessing the performance of the Committee in 2017/2018.

50 A proposal for the evaluation of the Chair and Vice-Chair of the Corporation would be submitted for discussion at the next meeting and it was agreed that the process itself should take place once the current incumbents had been in post for a full year, ie February 2019.

51 The Committee was of the view that the individual experience of the Committee needed to be considered as part of the evaluation process. Although some governors were highly experienced in such roles, as a collective the Corporation was relatively inexperienced.

## TERMS OF REFERENCE & TIMETABLE OF BUSINESS

52 The Clerk presented updated terms of reference for the Committee and the proposed timetable of business for 2018/2019.

53 After discussion it was agreed that paragraph 4.2 should be amended to reflect the fact that any appointments made in the category of parent governor did not need to be recommended to the Corporation by the Committee, in line with the process for staff and student governors. A further amendment was made to take account of the previous agreement that committee vice chairs should only be appointed for one academic year.

- 54 **Resolved -**
- 1 That the updated terms of reference be noted
  - 2 That the Committee's timetable of business for 2018/2019 be approved
  - 3 That both documents be kept under review by the Clerk

## **ITEMS TO BE REPORTED TO THE CORPORATION**

55 The Chair summarised the meeting and identified the following items to be reported to the Corporation at its meeting on 16<sup>th</sup> October 2018:

- Governor appointments recommended for approval – Paul Cochrane (independent), Liam Gaskell (student), Lily Irvine (student)
- Change of category for Jim Turner from parent governor to independent governor
- Discussion on current membership issues, noting that a process for the nomination and election of a new parent governor was underway
- Corporation was recommended to approve: revised Instrument & Articles of Government, training plan for 2018/2019, governor link schedule, revised committee memberships
- Vacancy for the chairship of the Remuneration Committee to be notified to independent governors

## **DATE OF NEXT MEETING**

14<sup>th</sup> November 2018, 10.00 a.m.

Signed: .....

Date: .....