



**Confirmed Minutes**

**Present: Ms M Boryslawskij (Chair), Ms L Summers, Mr J Dawson (attendance: 60%)**

**Clerk: Mrs C Coupland**

**1. Apologies for Absence/ Declaration of Interest**

Apologies were received from Ms A Williams and Mr A Nelson.

**2. Minutes from Meeting held on 29<sup>th</sup> November 2019**

- **That the minutes be received as a true record.**

**3. Matters arising**

- **SAR Validation process: Critical friends**

The Clerk confirmed that this item is to be addressed at the committee's next meeting in May 2020 alongside the scheduled review of the corporation's self-assessment & skills audit framework.

- **EDI monitoring information all of the protected characteristics Governors**

Members noted that this item was to be addressed under agenda item 4 : Membership Determination, succession planning and vacancies.

- **Governor succession planning from academic year 2021/22.**

Members noted that this item was to be addressed under agenda item 4 : Membership Determination, succession planning and vacancies.

- **Remuneration & Personnel Committee – NORVIC Feedback.**

The Committee recalled that at its meeting on 8th November 2019, Members were of the opinion that the remit and membership of the Remuneration and Personnel Committee should remain under review throughout the remainder of this academic year. At the time, quick consideration was given to reverting back to having a separate Remuneration Committee that met annually to concentrate solely on all matters relating to senior postholders with a different committee structure to oversee all wider staffing systems, policies and procedures. The Clerk was therefore tasked with providing an options paper to members at a future meeting on possible committee structures going forward.

The Committee took the time to consider supportive opinions on retaining the current committee structure – it was noted that evolving the remuneration to become a broader people and culture committee – as per current practice – helps governors focus on and gain a deeper understanding of the organisational, cultural and people aspects of the college business and the opportunities and risk they pose.

Members also reflected on the other possible structures which could be introduced, it was noted from responses made via a NORVIC enquiry by the Clerk that wider staffing matters at other institutions are either considered by the Finance and Resources Committee or by a HR and Personnel committee. Members present were of the opinion that introducing a further committee at this stage would be unnecessary and that the remit of the F&R committee was already comprehensive and that it would be too burdensome at this stage to incorporate staffing policies into already full agendas.

After due consideration, the Committee acknowledged that the extended remit of the Remuneration and Personnel committee better supports the Corporation in fulfilling its responsibility of setting a framework for the pay and conditions of service of all other staff as well as for the Principal and the Clerk. Members of the R&P Committee, present at tonight's meetings also acknowledged that the changes to the R&P's committee's terms of reference were,

from their perspective, adding real value to deliberations with the consideration of wider staff terms and conditions and related policies better informing decisions regarding senior post holders.

All present were however of the opinion that the Chair of the Corporation should not continue to be chair of the Remuneration and Personnel committee and that this should be a delegated role for an alternative member of the Committee, ideally from the start of new academic year. Conversations were therefore to be had between committee members and the chair of the corporation during the pending one to one annual reviews. Further it was considered useful going forward to split meeting agendas into clear sections distinguishing general staff related frameworks and policies for members and attendees with senior post holder remuneration matters marked for members only.

**Resolved:**

- **That the report be received**
- **For the current committee structure to continue subject to a new Chair being recruited for the Remuneration and Personnel Committee ideally as of September 2020.**

#### **4. Membership Determination, Succession Planning and Vacancies**

Corporation and Committee attendance:

The Clerk confirmed that at present the Corporation comprises of 15 Governors – there remains one external governor vacancy. The Clerk continues to pursue all lines of enquiry. Opportunities for co-opted members also continue to be advertised on the college's website and via its newsletters.

The Clerk advised the Committee that Ms Williams and Mr Dawson met with an individual on 20<sup>th</sup> January 2020 who had submitted an application to serve the F&R committee. Additional information was shared with the committee to support Mr Dawson's and Ms Williams' recommendation for appointment. Members endorsed his appointment.

In addition – the committee was notified by the Clerk that Mr Cropper (co-opted member of the Finance and Resources) wished to be considered for a final term of office for up to four years given that his current term of office was to expire as of 3<sup>rd</sup> April 2020. Members endorsed his re-appointment for a further four years.

Time was also taken by the committee to consider the changes to membership for the remainder of the academic year as well as for 2020-21; to gain a sense as to the impact of individual Governors' pending retirements on the corporation's composition and that of its committees (including anticipated skills gaps - namely risk management, financial audit, Safeguarding and SEND).

In particular it was noted that due to personal circumstances Mr Dawson's retirement from the Corporation had been brought forward to July 2020 (from July 2022). The Clerk confirmed that Ms Needham (external governor and member of the F&R Committee) was willing to assume role of Chair for the F&R Committee as of September 2020 subject to committee recommendation to the Corporation. All members agreed that this appointment was necessary. It was noted however that expressions of interest would need to be sought for the Vice Chair of the corporation role vacancy. Further consideration was to also be given as to the membership of the Remuneration and Personnel committee as well as the Search & Governance Committee given that historically the Chair of Finance and Resources had also been a member of these committees. This will be revisited at the next S&G committee meeting.

Furthermore, members were advised by the Clerk that Ms Drury (external governor) had expressed an interest in being reappointed to serve her final term of office for 4 years as an external governor and to continue to serve on the R&P Committee. Her current term of office is to expire as of 31<sup>st</sup> December 2020. Members endorsed her reappointment for a further four years.

The Clerk advised the committee that the pending vacancies for the Parent and Student Governor positions as of Easter 2020 had been advertised amongst each stakeholder group. Expressions of interest had been received but no formal nominations had been submitted to the Clerk. Ms Richards, the existing Parent Governor, had however informed the Clerk that she as she is eligible for reappointment she would like to continue in her role should it be uncontested to ensure that there is no vacant position. The committee welcomed this news but asked for the Clerk to explain to Ms Richards that she was not to feel obliged to offer to continue to serve given the changes to her personal circumstances.

It was noted at this point that Governor attendance at the recent Parent Evenings had been well received. Feedback garnered from students and their parents were extremely positive and constructive and had been shared with the Corporation as well as with the Senior Leadership Team and wider staff body. It was agreed that Parents evenings should continue to feature on the stakeholder calendar with all governors encouraged to attend at least one evening.

Link Governors:

The Clerk explained that she had again been approached by leading staff within Careers to create a Link Governor role for Careers Education, Information, Advice and Guidance (CEIAG). With approval from the Chair of the Corporation, Mr Webb, In January 2020, was appointed as CEIAG Link Governor with immediate effect to provide strategic leadership and advice to support the College in undertaking and complying with statutory duties, recommended professional standards and Ofsted requirements for the quality of provision of Careers Education, Information, Advice and Guidance (CEIAG) on behalf of the Corporation. The Clerk also reminded the Committee that Mr Sturdy – Careers Lead for HNC – is to present to the Corporation at its meeting on 30th April 2020 to brief Governors on the Gatsby Benchmarks and how the college complies with its statutory responsibilities within this area.

The Clerk shared all role responsibilities and additional information summaries for all Link Governor Roles (including CEIAG) which have been reviewed and updated where necessary. It was noted that prompt questions for Link Governors have also been introduced the summaries to ensure that strategic overview is given to all areas in order to provide assurance that the college remains compliant with its statutory duties, recommended professional standards and Ofsted requirements in CEIAG, SEND, Safeguarding & Prevent and EDI.

The Clerk also explained that it was evident at the SFCA's clerks' conference that the appointment of Link Governors varies amongst colleges however best practice recommends for the appointment of a Health and Safety Link Governor also. Consideration was given to the proposed outline of role responsibilities within this area. The committee agreed however that at this moment in time it was not necessary to appoint a H&S link Governor given that estates management, development and compliance was reported at each F&R Committee meeting alongside annual and mid-year Health and Safety reports.

#### Equality & Diversity Monitoring Information

The Clerk confirmed to the Committee that the equality and diversity monitoring information form includes questions on 8 of the 9 protected characteristics:

- Age
- Disability
- Gender reassignment
- Marriage and civil partnership
- Race
- Religion or belief
- Sex
- Sexual orientation.

Pregnancy and maternity – the final protected characteristic – requires governor disclosure and is therefore not included within the E&D monitoring form. It was noted that all Governors are entitled to maternity leave from role responsibilities. Parental leave would also be granted upon request. Members of the committee asked the Clerk to include this information within the Corporation's Standing Orders when next undertaking the annual review.

#### **Resolved:**

- **For the Committee to recommend to the Corporation that Mr Watson be appointed as a co-opted member of the Finance & Resources Committee for 4 years as of 20<sup>th</sup> April 2020 .**
- **For the committee to recommend to the Corporation the reappointment of Mr Cropper as a co-opted member of the Finance & Resources Committee as of 20<sup>th</sup> April 2020 for a period of 4 years.**
- **For the committee to recommend to the Corporation for Ms Needham be appointed as the Chair of the Finance & Resources Committee as of September 2020**
- **For the Committee to recommend to the Corporation the re-appointment of Ms Drury as an external Governor and as a member of the Remuneration and Personnel committee as of 31<sup>st</sup> December 2020 for a period of 4 years.**
- **For Governors entitlement to maternity leave and parental leave from role responsibilities to be stipulated within the Corporation's Standing Orders at point of next review.**

#### **5. Governance Quality Improvement Plan 2019/20 – Progress Review**

The Clerk reminded members that the Quality Improvement Plan has derived from the areas for improvement identified through the self-assessment process. The targets agreed are founded on what the Corporation believes it needs to address in its efforts to maintain outstanding. Key development priorities have also been identified for 2019/20 and incorporated into the Quality Improvement Plan.

The Committee was satisfied that good progress was being made on the actions agreed as necessary to enable the corporation to maintain its high performance.

#### **Resolved:**

- **To receive the report**

#### **6. Governance Policies and Procedures – Annual review.**

The Clerk confirmed that the following policies have been reviewed and that all have been deemed to be comprehensive and appropriate. No changes are therefore required:

- Access to Corporation Information
- Guidance for Clerk on public access to meetings of the Corporation
- Procedure for the removal of a Governor from office for reasons other than statutory disqualification.
- Selection of Governors
- Succession Planning
- Governor Induction Policy
- Mentoring Policy

The Clerk also confirmed to the Committee that all corporate policies and procedures had been sense checked for compliance with the General Data Protection Regulation (GDPR).

**Resolved:**

- **To record that the annual review of the above policies and procedures have been undertaken by the Clerk, and that no recommendations on changes to Policies are necessary.**
- **To note that all policies available on Moodle**

**7. Any other Business.**

National Leaders of Governance: Framework Checklist

Ms Summers advised the Committee that Ms Williams, as part of her National Leaders Induction, had been made aware of an additional Governance Framework Checklist that corporations could use to inform self-assessment. Ms Summers informed members that she and the Clerk were to undertake an honest and robust assessment of current practice against this framework. The committee endorsed this approach and asked for feedback to be presented at the next meeting.

**Resolved:**

- **For feedback to be presented to the committee at its next meeting on May 2020.**

**8. Learner Impact Reflection**

The impact of discussions and scrutiny of the Committees work in improving the outcomes and experience for all learners was considered and the following agreed:

**Resolved:**

- **Maintaining high performance amongst Governors enables the Corporation to continue to provide strategic leadership and accountability**
- **A high performing corporation is able to support the college to achieve its aims and objectives and secure positive outcomes for students**
- **The Corporation is committed to ensuring the effective control and due diligence takes place and that systems of delegation and accountability are in place**
- **The Board continues to conduct its affairs as openly and as transparently as possible**
- **This self-critical approach enables the corporation to provide a strong level of assurance to all stakeholders of the Corporation's high standards and continued commitment to conduct its business in the best interest of its students and stakeholders.**
- **By reviewing Membership and agreeing succession planning strategies; the Committee ensures that the Corporation continues to have the required mix of skill sets to effectively undertake its business in improving the quality of Teaching, Learning and Assessment.**
- **Assurance received that the governing framework is compliant with statutory responsibilities and regulations.**
- **Assurance that the Corporation continues to seek out best practice initiatives as well as to inform/lead best practice within the sector in order to remain outstanding in its performance.**
- **Maintaining high performance amongst Governors enables the Corporation to continue to provide strategic leadership and accountability.**
- **A high performing corporation is able to support the college to achieve its aims and objectives and secure positive outcomes for students.**
- **The pursuit of excellence in all of the Corporations activities is demonstrated by an uncompromising and highly successful drive to contribute to the colleges success and ambition**
- **Systems for rigorous evaluation and analysis are embedded within Governance with a clear focus on continuous and ongoing improvement**

**9. Determination of confidentiality**

The supporting papers for agenda item 4 are deemed confidential.

**7. Date of next meeting: 14<sup>th</sup> May 2020 at 5pm.**