



Confirmed Minutes

Present: Ms L Summers, Mr J Dawson Mr A Nelson, Ms A Williams, Ms M
Boryslawskyj (100%)

Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

There were no apologies received.

There were no declarations of interest.

2. Minutes from Meeting held on 5th December 2017.

Resolved:

- That the minutes be accepted as a true record.

3. Matters arising

- E-Governance.

The Clerk informed the committee that Dr J Norton was unable to attend tonight's meeting due to unexpected family commitments. It was agreed for this item to be considered in full at the next committee meeting.

- Stakeholder Mapping and Engagement.

The Clerk presented her initial analysis of stakeholder mapping. It was recognised that the impact and materiality of different stakeholder groups identified will not always remain static over time but that the mapping exercise had provided the committee with a process for being able to better review the groups identified as the Corporation's key stakeholders and to make sure that engagement continues to remain appropriate for the relevant audience.

The Committee stated that the Clerk had presented comprehensive stakeholder analysis; members however asked for the mapping to be broken down further into more granular detail for local (and regional) FE providers to better inform stakeholder prioritisation and engagement method for each different organisation.

The committee tasked the Clerk with developing an annual engagement calendar building upon the stakeholders identified and the methods of engagement determined. Consideration was given as to how stakeholder engagement developments could also promote opportunities for governor recruitment by building upon (local, regional and national) businesses' corporate social responsibility.

Members welcomed wider governor input on identifying any other stakeholder groups omitted from the initial analysis; it was therefore agreed useful for this supporting paper to be circulated along with the unconfirmed committee minutes for the next corporation meeting.

Resolved:

- **That the report be received.**
- **For the Clerk to develop an annual stakeholder engagement calendar and to present it at the next committee meeting.**
- **For the stakeholder mapping and engagement paper to be shared with the Corporation.**

- **Membership Determination and vacancies (Committee membership).**

Ms Summers reminded the Committee that Ms Fleming has agreed to serve the Audit Committee with immediate effect and that her committee membership was ratified at the last Corporation meeting.

- **AOB: The Student Union Executive**

The Committee asked for an update on alternative arrangements and innovations being considered by the Senior Leadership Team with the loss of the Executive.

Ms Williams informed members that consideration is being given to introducing two head students for the start of the Autumn Term 2018. This is to be an open application process for the whole student body with appointment on merit. Student voice continues to be promoted via student ambassadors, student focus curriculum groups, tutor group forums and cross college surveys. Ms Williams confirmed that a proposal paper will be presented to the committee once details are finalised.

4. Clerk's Report : Membership Determination and Succession Planning.

Corporation Membership

The Clerk confirmed that at present the Corporation comprises of 16 Governors. There are no vacancies; given the recent appointment of the Parent Governor. One External Governor Vacancy shall arise however for September 2018. Ms A Thompson's second term of office shall cease on 13th July 2018 (end of the academic year). Ms A Thompson has been reminded of the date of the end of her tenure as governor. An expression of interest has recently been received by the Clerk from an individual who is interested to serve as a Governor. No formal application has however been submitted to date.

Committee Membership

The Clerk explained that as stated within the HM Treasury Audit and Risk Assurance Committee handbook; the Audit Committee should comprise of at least three members with no executive responsibilities. At present there are five members; including one co-opted member – reduced to four whilst Ms Haigh is on maternity leave. Mr Uppal serves the Audit Committee as a co-opted member. Mr Uppal's current term of office is to expire at the end of the Autumn Term for 2018/19. Mr Uppal has expressed a willingness to continue to serve as a co-opted member for a further period of up to 4 years.

The Committee continues to recognise that it would be beneficial to bolster the Audit Committee's Membership by recruiting co-opted members from financial audit background – in turn also securing succession plans for when future external governor vacancies occur. The Clerk confirmed that the opportunity for co-optees continues to be advertised via national governor recruitment websites and services and local organisations.

Link Governors.

The Clerk advised members that it had been intended for Ms Wright (Safeguarding Link Governor) and Ms McGuire (Safeguarding Link Governor Designate) to undertake a formal handover of the role at the start of Spring Term. Ms McGuire has since explained to the Clerk; who subsequently informed the Chair, that she is unable to commit to the role given current

work commitments. Ms Wright has therefore agreed to continue to serve as the Safeguarding Link Governor.

The Clerk reminded the committee that Ms Haigh continues to express an interest in taking up the Equality, Diversity and Inclusion (EDI) Link Governor Role upon return from her planned maternity leave in September 2018. Ms Thompson (EDI Link Governor) is happy to continue to serve as the Corporation's EDI Link Governor until the end of her term of office which ceases on 13th July 2018.

Members have previously acknowledged that it would be beneficial for handover for each link area to be staggered. It has also been noted that at present there is no fixed term of office assigned to each of the link governor roles. The Clerk was therefore tasked with proposing a rolling programme with fixed terms of renewal; which was considered and supported by the committee. In addition to the Link Governors job descriptions; the Clerk has produced additional briefing papers for each link area to better support the assigned governors in undertaking key strategic role responsibilities. This initiative was welcomed by members.

Student Governor.

Scott Buckley's term of office is to expire at Easter 2018. The opportunity to serve as the next Student Governor has been advertised amongst the student body. The Clerk advised the committee that to date two expressions of interests have been received.

Staff Governor.

The Clerk confirmed that Mr Jonathon Hood is the current Staff Governor and that his term of office ends in August 2018. All staff will however be alerted to the up-coming opportunity to serve as staff governor by the end of the Spring Term.

Resolved:

- **For Mr Nav Uppal to be re-appointed as a Co-Opted Member of the Audit Committee as of 7th January 2019 for a period of up to 4 years (term of office to expire at the end of the Autumn Term 2023).**
- **For Ms Kate Fleming to be appointed as SEND Link Governor as of 4th September 2017 for a period of up to 2 years (term of office to expire at the end of the summer term 2019)**
- **For Ms Hannah Haigh to be appointed as EDI Link Governor as of 3rd September 2018 for a period of up to 2 years (term of office to expire at the end of the summer term 2020)**
- **For Ms Til Wright to be appointed as Safeguarding Link Governor as of 3rd January 2018 for a period of up to 3 years (term of office to expire at the end of the summer term 2021).**

5. Policy reviews

The Clerk confirmed that annual reviews had been undertaken for the following policies and procedures:

- Access to Corporation Information
- Guidance for Clerk on public access to meetings of the Corporation
- Policy for nomination and election of Chair and Vice Chair 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 informed the Committee that no amendments were deemed necessary. Members asked whether the policies and procedures had been sense checked for compliance with pending implementation of the GDPR. The Clerk confirmed that the policies complied with current legislation, best practice and regulatory frameworks and that all policies concerning corporation constitution and succession planning had also been scrutinised and approved by the Internal Auditors. Members subsequently endorsed the Clerk's opinions.

Resolved:

- **For the Corporation to note that annual reviews of the listed policies had been undertaken and that no amendments are deemed necessary.**
- **For the Corporation to note that the existing policies continue to be available via Moodle and the College's website.**

6. Governance Quality Improvement Plan: Mid-Year 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 2017/18 and incorporated into the Quality Improvement Plan.

A key task for the Search & Governance Committee is to review & monitor the specific areas for improvement during 2017/18:

- To continue to effectively respond to, monitor and review the impact of local, regional and national changes as well as financial and political challenges on the college's strategic direction and business performance.
- To continue to explore and establish appropriate collaborative arrangements with a wide range of partnerships and other education providers within the area.
- To further improve methods for the corporation to engage with stakeholders and be informed of their views.
- To retain an effective corporation during a time of significant local, regional and national changes and opportunities for the college.

The Committee was satisfied that the majority of actions agreed as necessary were already achieved or near to completion and that progress to date enabled the corporation to maintain its high performance; the committee in particular noted the variety and timeliness of governor training events that had taken place so far this academic year; for example Prevent, GDPR.

The Clerk confirmed that Chris Lang (National Leader in Governance) has agreed to facilitate training for HNC Governors on strategic financial oversight - financial planning / management / assurance. Mr Lang has been made aware that from the 2016/17 Self-Assessment Review it was noted that Governors are keen to brush up their skills to give them assurance that they can (as a predominately non-financially skilled board) continue to confidently oversee financial management and have assurance in their scrutiny. This funded training opportunity is to take place before 31st March. It was originally planned for the training to take place on 15th March but is to be rescheduled in order to maximise on Governors availability. The Committee thanked the Clerk for securing this training opportunity.

Resolved:

- **To receive the report**

7. Any other Business.

Appraisal Review of Structure and Process.

The Clerk presented the draft appraisal review report from Tiaa (The College's internal Audit Auditors) to the committee for initial consideration.

The Committee was satisfied to note that substantial assurance had been assigned to the audit with the overall conclusion being that the college has appropriate controls in place to facilitate the effective operation of the Corporation, Committees and Senior Leadership Team. No action points were identified or operational effectiveness matters.

The Clerk briefed governors on discussion points considered with the auditor in terms of good practice; the committee was satisfied with current systems and procedures but asked for the Audit report to capture such dialogue. It was also agreed that the final draft of the report should better describe the breadth of the scope of the audit undertaken

The Clerk confirmed that the report will also be presented and considered by the Audit Committee; as per the committee's terms of reference.

Resolved:

- **That the report be received**
- **For the final draft to be resubmitted to the committee at its next meeting.**

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.**
- **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.**
- **The annual review of all Governance Policies ensures the effective running of the Corporation and that of its Committees and Governors ability to confidently provide oversight and scrutiny of college and governing activities.**
- **The pursuit of excellence in all of the Corporations activities is demonstrated by an uncompromising and highly successful drive to contribute t the colleges success and ambitions**
- **Systems for rigorous evaluation and analysis are embedded within Governance with a clear focus on continuous and ongoing improvement**

8. Determination of confidentiality

No items were deemed confidential.

9. Date of next meeting: Tuesday 22nd May 2018.