

MINUTES OF THE GOVERNANCE PANEL MEETING
HELD ON MONDAY 1 OCTOBER 2018

PRESENT:

Phil Watson CBE	Chair
Mark Allanson	Member
Garth Hodgkinson	Vice Chair of the Corporation Board
Graham Towse	Interim Principal and Chief Executive

IN ATTENDANCE:

Jean Tracy	Clerk to the Corporation
Caroline Wilson	Board Administrator

It was noted that the meeting commenced at 16:05 and was quorate.

PSW welcomed all present to the meeting, including Graham Towse to his first meeting of the Governance Panel in his role as Interim Principal and Chief Executive.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Paul Levet.

2. DECLARATION OF CONFLICTS OF INTEREST

The Chair advised those in attendance that should members of the Governance Panel become aware of any potential conflicts of interest, they should be disclosed at the earliest opportunity during the meeting.

3. MINUTES OF THE GOVERNANCE PANEL MEETING HELD ON 4 JUNE 2018

The minutes of the Governance Panel meeting held on Monday 4 June 2018 were accepted as a true and accurate record and signed by the Chair.

4. MATTERS ARISING

There were no matters arising which would not be covered through the agenda.

5. GOVERNOR SELF-ASSESSMENT AND APPRAISAL OF THE CHAIR FOR 2017/18

The Clerk to the Corporation presented a Report which provided an update on the current position relating to the Governor Self-Assessment and Appraisal of the Chair for 2017/18.

The Chair declared a conflict of interest at this point in the meeting in relation to the Appraisal of the Chair.

The Governance Panel was reminded that the Corporation Board had previously agreed a sequence and timeline for the Governor Self-Assessment Process; this included Chairs of each of the Board Committees meeting with their members, however due to the Board's involvement in the

appointment process for two Senior Post Holders, the Governor Self-Assessment for 2017/18 had been delayed.

The Chair had agreed that for 2017/18, Governors would be asked to complete and return the Self-Assessment Form and the Chair's Appraisal document. At the time of the meeting, three Board Members and one Co-opted Member had returned their Self-Assessment Form and two responses had been received for the Chair's Appraisal. The Clerk to the Corporation confirmed that a reminder would be sent out to Board and Co-opted members for the return of these forms. Members were advised that a full Report, including the updated overall Board Development Plan, would be presented to the Corporation Board at its meeting on 9 November 2018.

Action: Clerk to the Corporation

The Governance Panel **RATIFIED** the Governor Self-Assessment process for 2017/18 and noted the update that had been given.

6. **SUCCESSION PLANNING**

Board Vacancies – current and at 31 March 2019/Review of Committee Membership

The Clerk to the Corporation advised the Governance Panel that there were currently two vacancies for External Members on the Corporation Board and thus one vacancy on the Audit Committee and one vacancy on the Policy and Resources Committee. The Panel noted that the appointment of the FE Student Governor was underway and this appointment would be ratified at the Corporation Board meeting on 9 November 2018.

Members were further advised that the term of office for five Governors would end on 31 March 2019 and all but one member had indicated that they would wish to be considered for re-appointment. The Governors' whose term of office would end on 31 March 2018 included:

The Governance Panel **AGREED** to recommend the re-appointment of Garth Hodgkinson to the Corporation Board as a Board member and noted that an election for the post of Vice Chair would be required.

Garth Hodgkinson returned to the meeting and Mark Allanson left the meeting.

The Governance Panel **AGREED** to recommend the re-appointment of Mark Allanson to the Corporation Board as a Board member and also as Chair of the Standards, Quality and Student Experience Committee.

Mark Allanson returned to the meeting.

The Governance Panel further **AGREED** to recommend the reappointment of Shaheen Gul and Roger Spensley to the Corporation Board.

It was noted that the Term of Office for all the above – Garth Hodgkinson, Mark Allanson, Shaheen Gul and Roger Spensley would be 1 April 2019 to 31 March 2022, the 3-year Term being as previously agreed by the Corporation Board.

The Chair advised that he had held initial discussions with [REDACTED] who had indicated that he would like to join the Corporation Board and in doing so, would also become a member of the Policy and Resources Committee. The Governance Panel **AGREED** to recommend this appointment to the Corporation Board. The Clerk to the Corporation would arrange for [REDACTED] to visit the College to meet with the Chair, Vice Chair and Principal and Chief Executive.

Action: Clerk to the Corporation

In terms of the other two vacancies, one member expressed the need to triangulate back to the skills to identify what skills were required on the Corporation Board. The Clerk to the Corporation had suggested in her Report a number of options for Board recruitment which the Panel may wish to consider, including advertising Board vacancies. It was **AGREED** that advertising the position of Chair for the Corporation Board, when the vacancy arose, would need to be considered and at that time, recommended to the Board. One member explained that he felt this would be necessary as he did not feel there was anyone who could fulfil this role, who was already serving as a Board member.

A further suggestion made by the Clerk to the Corporation was to review the School Governor One-Stop Shop website. Whilst the Clerk did not know how well used the site was, this was a potential tool to identify potential Governors.

After a detailed discussion, suggestions on potential Board members were made and it was **AGREED** that the Chair would approach [REDACTED] and [REDACTED] regarding potential Board membership.

Action: Chair

It was further **AGREED** that the Clerk to the Corporation would contact the Head of Marketing to identify potential Alumni who may wish to be considered as Co-opted members to the Audit Committee.

Action: Clerk to the Corporation

7. STREAMLINING OF BOARD PAPERS

Members were advised that the Chair had previously asked the Clerk to the Corporation to look at how the Board papers could be streamlined, including the balance of items which were reported to the Corporation Board; what the Board was legally obliged to receive; and whether any items on the Board agenda could be delegated to the relevant Committee, taking account of the Instrument and Articles of Government.

It was **AGREED** that as this was work in progress, the Clerk to the Corporation would provide a further Report at the next meeting of the Governance Panel.

Action: Clerk to the Corporation

8. REVIEW INTO:

The Clerk to the Corporation presented a Report which provided an update on voting by Written Resolution and Teleconferencing.

i) Voting by Written Resolution – The Clerk reported that she had requested information via the Clerks' Network to identify whether other Colleges used postal voting and if so, asked whether there were any restrictions on when it could be used. Members were advised that nine responses had been received and it was clear that the use of email voting or voting by written resolution was only used in exceptional circumstances with what constituted 'exceptional circumstances' being clearly defined.

The Clerk to the Corporation advised that should the Board agree to Voting by Written Resolution then advice from the College's solicitors should be sought on the amendments required to the Instrument and Articles and on the circumstances in which it would be used.

ii) Teleconferencing – Members were advised that under the current Instrument and Articles, meetings could not be held via telephone conferencing.

The Governance Panel discussed the benefits of teleconferencing which would provide increased flexibility to deal with urgent unexpected items of business in circumstances where it was not possible to convene a special meeting.

The Chair advised that he wanted the opportunity for members, in exceptional circumstances, to have the ability to use teleconferencing and requested that the Clerk to the Corporation provide a Report to the Corporation Board requesting a change to the Instrument and Articles and to also outline the safeguards for the use of Voting by Written Resolution and Teleconferencing in exceptional circumstances.

Action: Clerk to the Corporation

9. ROLE OF GOVERNORS RE ENGAGEMENT WITH STAFF

The Clerk to the Corporation advised members that the [REDACTED] had requested remission from his teaching commitments to undertake Board duties. Whilst Staff Governors can ask for reasonable adjustments, the College did not provide remission under these circumstances. This view was supported by members of the Governance Panel.

10. CORPORATION BOARD MEETING DAY/TIME

It was **AGREED** that the day and time of the Corporation Board meetings would be discussed as part of the Corporation Board Strategic Seminar. It was noted that the Clerk had spoken to Dr Fazal Dad and had explained the reasons for the Board meetings being held on a Friday afternoon. Dr Dad had indicated that he had no objections to the current day and timing of Board meetings.

Action: Clerk to the Corporation

11. ANY OTHER BUSINESS

The Governance Panel received a briefing document ahead of the Support and Challenge visit by Ofsted on 10 October 2018. JT to send a revised copy to the Chair.

Action: Clerk to the Corporation

12. REVIEW OF MEETING

The Chair thanked members for their attendance and input into the meeting.

13. DATE AND TIME OF NEXT MEETING

Monday 12 November 2018 at 4.30pm.

Signed:

Date: