



Minutes of the Search & Governance Committee No.55

8th October 2021

[Virtual Meeting held via Microsoft Teams]

Chair	K. Finnigan
Present	D. Morran, I Vipond
In Attendance	J Harker (Acting Principal)
Clerk	T. Johnson

Minute

55.1

Apologies for absence

Apologies were received and accepted from governors; J. Leslie and N Gerrard.

55.2

Any other business

The Chair led thanks to N Gerrard, long serving governor and committee member who had recently tendered his resignation.

The Chair notified the meeting that although there were a significant number of supporting papers for the meeting, executive summaries had been provided. It was therefore not anticipated that the meeting would extend beyond the anticipated 2 hour timetable.¹

55.3

Declaration of interests

No governor declared a personal or financial interest in any matter on the agenda.

The Clerk confirmed there were no declarations relevant to the agenda that required notification.

55.4

Minutes of meeting no. 53

The minutes of meeting No. 53 held on 7th July 2021 were confirmed as a true record of the meeting.²

55.5

Matters arising

55.5.1

54.5 Membership: the Chair reported that a governor had requested a temporary leave of absence due to employment workload. The Clerk had advised that although across the sector such requests were not unusual, the Corporation does not currently have a formal process for this to be achieved. Within the standing orders there is provision for governors to offer apologies in advance for meetings to be missed (subject to board consideration and approval) for a maximum period. However, the work of a governor is not limited to meetings and accepting apologies medium/long term, may lead to issues, for example around quoracy and accountability.

¹ The meeting commenced at 1.30pm and closed at 2.45pm

² Draft made available July 2021

In the context that the term of office of the governor is due to expire summer 2022, the Chair agreed to speak to the governor concerned to ascertain; how long a period of leave is required and whether the intention would be to seek reappointment at the end of the term of office. Governors present indicated that in principle they were not opposed to offering either a sabbatical or leave of absence providing that it was for a predetermined period. If required the Clerk will draw up a formal protocol to be agreed by the board.

The Chair reported on the action points arising from the last meeting:

55.5.2 54.4.1 – Stakeholder engagement

Following the last meeting it was expected that the pandemic situation would improve to a point that the previously deferred meeting with union representatives could be held early in the autumn term. Union representatives were contacted with a suggestion for a meeting to take place at college w/c 20th September. However, the impact of the pandemic continues (the 2 teaching union representatives work within the same department) and in this context, it was agreed that consideration should be given to holding a meeting in the second half of the autumn term after the governor visit and strategic planning day.

Action: Clerk/Chair

55.5.3 Consideration of stakeholder engagement/ consultation re the strategic plan is ongoing. Previously, governors had agreed that the outcomes of the FE white paper underline the importance of work to be undertaken in this area and the need to better utilise the annual report as tool for engaging with stakeholders as detailed within the adopted Code of Good Governance. It was noted that governors consider in detail the content of the annual report at the December Corporation meeting. It was agreed with the Acting Principal that Unions will be asked to input into the strategic plan, after the next Corporation meeting.

Action: Audit Committee/Chair/Principal

55.6 **Membership**

55.6.1 (i) **Skills Audits:** the Clerk provided members with copies of the Corporation's skills matrices detailing current outcomes [08.10.2021], outcomes as at 30.12.2021 [following known retirements and resignations] and 01.01.2021 [without appointments / reappointments].³ The skill set and experience of members of the Corporation was considered.

The Clerk reported that the skills audit is due for completion by those governors whose current return was not completed/refreshed in the 2020/21 academic year, a guidance document will be provided which will aim to address the two areas reporting anomalous outcomes - safeguarding and pastoral matters. Several longstanding governors report 'no experience' for these skills, despite receiving in-house and online training and detailed and consistent reporting from the College.

The current skills audit requires governors to identify, using a 5 point Likert scale, their level of skill and experience against a framework of circa 30 competencies. The framework replicates the requirements of the I&As and had initially been informed by the current DfE governance competency framework and best practice across the sector.

The Vice Chair commented on the content and design of the audit and suggested that the audit questionnaire should be reduced to 7-10 generic areas against which governors could indicate where they felt competent in an area', resulting in a one paper overview of

³ Skills audits exclude the Principal and student governors

the skills covered.

The Clerk provided context to the development of the skills audit and advised the committee that in addition to supporting recruitment, the information gained from the current audit, not only provides the board with evidence of existing competencies but also those that are developing, thereby aiding; identification of training or personal development needs and highlighting areas that the board may need to focus upon subsequently feeding into the training and development plans [see also minute 55.8].

The rationale for extending beyond matching to current requirements is to ensure that the board can establish whether current knowledge, skills, and abilities are being utilised effectively and whether these match the board's 3-5 year objectives and priorities.

Governors considered the points made and asked the Clerk to work with the Vice Chair to review his concerns around the content and numerical values assigned to the current skills audit. The Clerk indicated that she would forward to the Vice Chair some example audits from other SFCs for comparison and advised that time spent on revising the audit questionnaire and matrix at this time, may be counterproductive due to the impending release of the DfE FE governor competency frameworks and the revised, statutory governance guide, which will inform /require revisions to the skills audit to be made.

Action: Clerk/Vice Chair

55.6.2

(ii) Equality, Diversity & Inclusion (EDI) Survey: the Clerk reported on the outcomes of the governor EDI survey which had been conducted via survey monkey. Governors had also been provided with the option of providing hard copy or verbal responses directly to the Clerk in order to ensure that access to technology was not a barrier to completion. The survey aimed to gather the data required for the ESFA's FE governor workforce return and up to date information on reasonable adjustments.

The Clerk expressed concern that despite reminders and where applicable offers of technical support, not all governors had completed the survey. It was noted in future years, the ESFA workforce return would be compulsory and therefore a 100% completion rate would be required.

Members of the committee discussed the outcomes of the survey in particular:

Disability: 15 respondents agreed with the statement 'I do not have a disability', 1 respondent preferred not to say.

In the context that the Corporation applies the social model to inform disability action planning and further building on the work undertaken in relation to the accessibility regulations, a question had been included within the survey regarding reasonable adjustments. It was noted that none of the respondents requested or identified any areas where adjustments were required.

Ethnicity: 15 of the 16 respondents identified as English / Welsh / Scottish / Northern Irish / British and 1 preferred not to say.

The Vice Chair requested an explanation as to why there had not been an option within the survey for black/British. The Clerk explained that the options provided replicated those in the ESFA workforce return, plus 'Roma', as per the 2021 census.

Governors agreed that the age and ethnicity profile and diversity of the board were areas that required particular focus. The Clerk reported on the actions taken to encourage persons with BAME backgrounds to apply to join the board.

The Clerk also reported that the move to virtual governance, had created an opportunity for many boards to acquire the diverse perspectives and experiences needed, by utilisation of remote governorships. Governors agreed that recruitment was not an issue for the board and therefore, remote governorships was not an area the board needed to consider at this time.

Governors agreed that the board welcomed diversity and recognised the importance of the board's membership reflecting the student body. In this context, the Acting Principal agreed to provide the committee with the ethnicity data for current students.

Action: Principal

The Clerk was asked to present EDI data at the next meeting, taking into account recent appointments and retirements.

Action: Clerk

55.6.3

Recruitment, retention & retirements

Retirements: the Chair reported that term of office of community governor, P. Barker is due to expire 31.12.2021. It is not yet known whether a reappointment request will be received. P. Barker has provided a significant and extensive contributions to the work of the board having currently served over 18 years as a governor at the College.

Appointment of community governors: the Chair reported that 2 persons had been invited to interview for the post of community governor. Both candidates were in keeping with the identified need to consider gender balance, age and ethnicity profile of the board's membership and the recruitment panel were confident that both would make a significant contribution to the work of the board.

In the context of the skills audits the committee agreed to endorse the recommendation of the recruitment panel and propose the appointment of the following persons at the next Corporation meeting:

- E. Calderbank, as a Community Governor, for a term of 4 years
- B. Liu as a Community Governor, for a term of 4 years

Action: Clerk/Chair

The Acting Principal advised that the board must ensure a sufficient number of persons with finance backgrounds are serving governors. Members reassured the Acting Principal that in addition to current members, at least two of the most recent appointments have significant financial and audit employment histories.

Volunteer mentors: volunteers have not been forthcoming, to date 3 new governors do not have mentors. Governors agreed the proposal that the standing orders be modified to include a written expectation that governors will become mentors following 2 years of continuous service, to be called on by the Chair, as and when appropriate.

Action: Clerk

55.7

Self-Assessment [Strengthening Governance - Enabling Board Effectiveness]

55.7.1

2020 -2021 Key Efficiency Indicators

The Clerk's report on progress made towards the 2020 -2021 key efficiency indicators was presented for governor information and discussion. Throughout the year, the pandemic had impacted the ability of the Corporation to achieve some of its key efficiency targets

The 2020 -2021 targets had been set by the Corporation prior to the pandemic and therefore based on the assumption that two face to face governor visit days would take place as usual. The cancellation of both visit days resulted in several of the targets being recorded as 'unachievable'.

55.7.2 (i) **Attendance:** the report covering 2020/2021 individual, committee and corporation attendance analysis, benchmarked across FE and SFC Colleges and compared to Ofsted gradings was discussed. New data had been gathered to show combined meetings and training/development attendance. Overall, Corporation meeting attendance for the year was 91%.

The report also provided a continuation of the 2020 attendance analysis /trends of random sample of 8 governors. It was noted that virtual meetings had positively impacted the attendance of governors who had previously experienced difficulty in attending some of the scheduled, face to face meetings. In this context, a question has been added to the annual self-assessment questionnaire to try and establish the degree to which virtual meetings have positively influenced attendance.

Governor's noted that due to the move to virtual governance, the data for the general attendance of members and the data for governor engagement with training and development, recorded the highest levels of attendance since electronic records began in 2008 (see also minute 55.8 - training & development report).

55.7.3 (ii) **2019-2020 / 2020-2021 Action Points:** during the 2019/2020 year, efficiency action points were identified and reported to the board with the aim of further strengthening governance and informing individual and corporation development

One action point was carried forward to the 2020/21 year 'to ensure accurate reporting of efficiency indicators, the Clerk will be notified all governor visits to the College'. Due to the impact of the pandemic on governor visits to the college, it was agreed to carry forward the target to the 2021/22 year.

It was agreed that '*notifying the Clerk of all governor visits to the College*' should be added to the Standing Orders alongside '*the requirement for governors to provide timely, completed returns when requested to do so by the Clerk or Chair*'.

Action: Clerk

2021/2022 targets: The draft 2021/2022 targets were discussed. In the spirit of fostering outstanding governance and strengthening accountability, governors agreed that the draft 2021-2022 key efficiency targets were rightly aspirational. The committee agreed that the draft targets should be recommended to the Corporation for approval.

Action: Clerk

55.7.4 (iv) **Corporation: self-assessment review:** operational questions have been added to the self-assessment questionnaire, which has been remodelled into an online survey. In response to governor questions, the Clerk confirmed that alternative options will be made available for those governors who do not wish to complete the survey online. Subsequent to the Chair's approval the survey will be sent to governors and responses provided in summary format at the next meeting.

Action: Chair/Clerk

The Clerk reported that the SAQ outcomes, alongside the information obtained from the first benchmarking of the Governance Codes will inform the Corporation's development plan. However, governor returns will need to be guaranteed if the process is to be

meaningful and add value to the Corporation's work.

Code of Good Governance • Charity Code • Remuneration Code: the Clerk provided an overview of the report presented for governor information. The awaited DfE governor competency frameworks, information re training and development funding and the revised FE & SFC statutory governance guide, have not yet been published. The revised 2021 Code of Good Governance had been released shortly before the meeting and therefore, an updated version of the Code including the new revisions and additions and summary benchmarking will be provided for the next meeting (see also previous summary report for commentary on the draft changes to the Code). As expected some of the anticipated additions to Schedule 9 of the Funding agreement have been made. It is expected that changes to the Code of Conduct will subsequently need to be made.

Action: Clerk

From October 2021 the Corporation will be working towards compliance with the 2021/2022 Code of Governance; the 2021/22 year's progress against the Codes will be reported within the 2022 annual report. The 2021 annual report will report against the current Codes. The Clerk advised governors that the annual report (including financial statements) is the main vehicle for the Corporation to report to its stakeholders, the Clerk advised that governors should, as a minimum, be involved in the formation of the reports to Stakeholders.

The end of year compliance review will be presented to the Corporation at the December 2021 meeting, prior to consideration of the Annual Report and Financial Statements.

Action: Clerk

55.8

Corporation development

The 2020/2021 training and development reports, including induction and safeguarding and the training plan for 2021/2022 were discussed.

Governors were reminded that one of the recommendations arising from the FE white paper relates to a condition of funding i.e. the Corporation must within its annual report to stakeholders, report on activities undertaken over the year to develop governors and governance professionals (clerks).

55.8.1

Evaluation of training & development 2020-2021: engagement with online development opportunities through the year was very good with 100% of external governors participating in at least one of the required development sessions, 65% participating in 2 of the required sessions plus at least one other, and 50% participating in all 3 of the required sessions plus at least one other development opportunity. Statistically this was a significant improvement on previous years

Governance Week - highly successful inhouse delivery of webinars, live sessions and group activities. Cost neutral - predominately due to the pandemic generating significant amounts of 'free' development opportunities. It is expected, that in future years, there will be a financial cost and significant human resource implication.

100% of external and staff governors, in post during governance week engaged with at least 1 session. 71% of the governors invited to engage with the live antiracism session attended. Overall, governor engagement with the online development week was higher than for any other programme.

Over the past 2 years governors' engagement with development opportunities offered, has risen significantly. Feedback from governors indicates that this is predominately due to development activities being offered online and on-demand.

Due to the availability of online and on-demand training, reliance is placed on governors notifying the clerk when a development opportunity has been undertaken. To aid the process of notification and recording, governors are now required to log training and development via an MS Form. Governors have a link to the form and have been made aware that an alternative option can be requested.

Action: All Governors

55.8.2 **2021-2022 training plan:** the clerk explained that the skills audit, self-assessment review results and the new FE competency frameworks will triangulate to highlight key areas for further development. These areas, along with those considered to be emerging in the sector, will be targeted within the plan.

Both the SFCA webinars and the National College web-based modules will be available to all members throughout the year. As a minimum the Clerk will direct governors to one module/webinar per half term to ensure compliance with the training element of the governance code and to support new governor induction.

Action: Clerk

55.8.3 **Individual governor reviews:** It was agreed that the two Vice Chairs would undertake the annual 1:1 review with individual governors, as per the Chair role descriptor.

Action: Vice Chairs

A review of progress towards the Overarching Corporation Development plan will be given at the next meeting.

Action: Chair

55.9 **Policies, procedures and delegation**

55.9.1 **Policies & procedures:** the policy and procedures schedule was reviewed. No amendments were requested.

55.9.2 **Standing Orders:** the annual review of the Standing Orders was undertaken. The Clerk reported that the Standing Orders had been reviewed for compliance and for consistency with new and emerging governance practices and as applicable suggested revisions presented for governor consideration. It was noted that the following policies and protocols had been revised: Where applicable suggested revisions including:

- e-signatures protocol
- access to meetings policy
- the governor attendance policy
- the statement on the independence of the clerk (new addition to the appendices).

In accordance with the Corporation's accessibility statements the orders had been checked for accessibility and where possible accessibility errors corrected or alternatives applied. The committee unanimously agreed to recommend to the Corporation adoption of the draft revisions.

Action: Clerk

55.9.3 **Delegation**

It was agreed that the suggested revisions to the curriculum lead governor terms of reference will be forwarded to the Clerk for circulation and approval electronically.

Action: Vice Chair

EDI & MHWB lead governor: consideration of draft terms of reference (MHWB annex previously approved) deferred to the next meeting.

Action: Vice Chair

Vice Chair role description: Clerk will draft a role descriptor for circulation and approval electronically.

Action: Clerk

There being no other business the Chair closed the meeting at 2.45pm

*These minutes were approved by the Search & Governance Committee on
13.06.2022 [Minute No. 56.4]*
