

GOVERNANCE COMMITTEE

Minutes

Date	17 May 2017	Time	10.00
Venue	Ore Valley OV251		
Chair	Vic Kempner		

Membership:

Vic Kempner (Chair); Tony Campbell OBE KSG FRSA (ex officio); Clive Cooke (ex officio); Dr Diana Garnham; Graham How

Apologies: Dr Diana Garnham

In attendance: Staff Governor (Karen Cunnington)

Item no.	Item	Action
1.	Apologies were received from Dr Diana Garnham.	
2.	Declarations of interest There were no declarations received.	
3.	Draft minutes of the last meeting held on 2 March 2017 RESOLVED: The minutes were agreed as a true and accurate record. The Director of Governance noted that the skills audit summary would be appended to the minutes. Proposed: VK; Seconded: TC; CARRIED	
4.	<p>Matters arising on the minutes The Committee noted the action list. Areas discussed included: Working with SDC – the Principal reported that 2 governors are working on a joint project (Sussex Skills Solutions). The Quad + meetings have been set up with 4 governors from each College. [confidential note] He noted it is all about building relationships and more involvement is taking place across the sites bit by bit. The Chair of Corporation explained that the Internal Working Group at SCCH ensures that governors are informed. He reiterated that any governor who wants to be involved in the meetings is welcome. The current membership includes the chairs of committees. At this stage in the process challenge and support in the areas needed is essential. The Principal noted that there are differences of style in the chairing of the Corporations with SCCH chair drawing governors into the process alongside the commitment he has put in. The Principal felt that informally linking governors together to talk about the process would be beneficial and could usefully be discussed at the Governance Workshop on the 18 May. Succession planning – as DG was absent the items will be considered at the next meeting or via email. The Committee noted that it was very difficult to encourage new governors during this time and there is a reluctance to join a board that is in a period of transition, with concern around locality and</p>	Principal



	<p>public views of the proposed changes. The Chair reminded the Principal that a suggestion from the last meeting was to look at the board membership of Sussex Skills Solutions to find co-opted governors with expertise for annual appointments. He noted that if the Colleges merge and the proposed governance structure goes ahead the College will still need its own set of governors with stakeholder, curriculum and finance roles. The Principal agreed to ask the VP EES to explore.</p> <p>Modern Slavery Act statement – the Principal reported that a statement is available on the website and the Director of Governance to ask the VP EES to send through the link.</p>	<p>Principal</p> <p>Dir of Gov</p>
<p>5.</p>	<p>Governance matters around structural change The Committee noted the summary of guidance to date. The Chair of Corporation and Principal outlined suggested governance arrangements for the overarching board and boards under the structure. He noted that membership is in a flux and getting the right people and representation to serve the community of Hastings and Rother onto the overarching board was important. The Chair raised the possibility of a different form of governance with executive and non-executive directors.</p> <p>The Chair asked the Chair of Corporation for an update from the 11 May governance meeting held with FEA, the Chair and Vice Chair of Corporation. The Chair of Corporation explained that a governance workshop was taking place tomorrow with FEA, quad + governors, Directors of Governance and Principals to consider the governance and CEO arrangements for the new entity. The Chair clarified that any proposals are subject to both Corporations approval. The proposals will come to the IWG on the 7 June, the JWG on the 13 June and the full Corporation on the 6 July.</p> <p>The Chair explained that the Shadow board will have no formal legal responsibilities. The Chair of Corporation noted that tasks delegated by the Corporation could be carried out and brought back to the Corporation for approval. The Chair of Corporation reported that the proposal is for both current Chairs of Corporation to sit as vice chairs with an independent Chair appointed. The aim is to maintain the right amount of experience of both colleges alongside new independent governors. On vesting day the new organisation needs to take over its legal responsibilities and have a Principal and CEO and a fit for purpose board in place to oversee these duties. A suggestion is that the shadow board will become the new Corporation with 40% of governors from each and 20% of new membership with an independent chair. Each former college will have local boards with the chair of the local board sitting on the full board. GH questioned how the new structure will save money if further levels of authority are being created and asked what the costs involved are and whether money will be saved. The Principal noted that governance doesn't cost any money and GH noted that they would need to be a clerk in post and the administration costs of meetings. The Principal noted that the Clerk would be appointed in much the same way as part of the process.</p> <p>The Principal reminded governors about the opportunity to speak to the VP</p>	



CS and the VP EES about the finances and the curriculum during this time.

The Chair of Corporation reminded governors that the decision to move forward rests with the Corporation. The important part of the decision is around keeping the identity of the College and serving the community and of both colleges being fairly treated in all aspects of the process.

GH asked if there was a plan b. The Principal explained it was to stay the same as we are. The Chair of Corporation reported that it is about strategy and sustainability for the College and the community it serves. If necessary it will go back to the starting point with this aim in mind.

The Staff (Teaching) governor reported that the correspondence from the Chair of Corporation had been welcomed by staff and explained how the College was moving forward. She asked with the time constraints how governors at SDC will be kept up to speed on developments and be informed to make a decision in June? [confidential note]

GH reported that he felt very nervous about the current situation. The Chair of Corporation reported that if the new organisation is set up in a proper way governance wise with the right leadership team and with the right people in control in a fair and transparent process and in the interests for both communities served the hope is that it will work. GH asked if the College can stay as it is and the Principal noted that it couldn't.

The Chair reminded governors that the aim of the business plan is to evaluate whether the colleges are stronger apart or together.

The Staff Governor explained that staff feel SDC is the dominant college and it is something that needs managing. They feel at present that it will be a takeover by SDC and not that it is the coming together of two equals.

The Chair of Corporation and Principal explained that without the College loan the situation would be a lot more positive. The Corporation is left with an issue that needs to be addressed and the leadership of the Corporation needs to show that it did its best to sustain the college financially.

The Principal reminded the Committee that the colleges need the Transaction Unit loan to bank roll the first few years of the new organisation and without this the changes will not be possible.

The Committee asked if the SLT felt a change of government would change the strategy. The Principal reported that they didn't think it would and the TU bid was taking place over a short timescale.

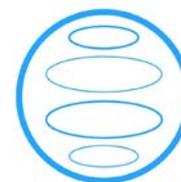
The Chair of Corporation stressed that if staff have concerns or questions to ask they should do so. The Principal noted that communications will be sent out to all staff after the Corporation meeting on the 6 July and the SLT has set aside a day for a road show of presentations. He agreed to include in this a message to staff addressing the perception of a takeover.

Internal Working Group (IWG) terms of reference



	<p>The Chair explained that the IWG had been set up as a working group as part of the Joint Working Group with SDC. Since then its remit has changed and it has been involved in looking at the University Centre and the College's financial situation. It was agreed at the last Governance Committee that a formal terms of reference should be set up for the group. The Chair and Vice Chair of the Committee have produced a draft version for consideration in discussion with the Principal which is based on the original terms of reference for the JWG. The group is a sounding board and has delegations in line with the Corporation's statutory rules. The Chair of Corporation asked that a sentence explaining that membership is extended to deputies in times of absence. He agreed that any governor should be invited to attend meetings on an ad hoc basis.</p> <p>RESOLVED: The Committee recommended to approve the IWG terms of reference. Proposed: VK; Seconded: GH; CARRIED</p>	
6.	<p>Governance Quality Improvement Plan (QIP) It was agreed that the document is useful, easy to understand and is based on the College QIP. The Director of Governance to update the Strategy Day section to note that two governors did not attend.</p>	Dir of Gov
7.	<p>Self-Assessment planning for 2016-17 The Committee agreed with the proposed self-assessment planning for 2016-17. The Chair of Corporation asked for assurance that the short session at the end of Corporation meetings has guidelines when looking at the meetings effectiveness. The Chair confirmed that it is a not a personal look at governors but more about how the meeting has addressed the agenda effectively. He explained that it is very difficult to quantify the impact of governance but the self-assessment processes in place aim to address the issue. The Director of Governance to liaise with the Chair of Corporation about the sessions.</p>	Dir of Gov
8.	<p>Membership Matters a. Corporation membership and succession planning The Chair noted that there are 3 independent vacancies on the Corporation and asked the Committee to consider whether to positively recruit or work on the basis of the Corporation's decision in July a different arrangement is needed.</p> <p>The Chair of Corporation explained that if the College is moving to a new structure it will be looking for local people, some kind of politic involvement, business people and a real presence and looking to our own and what we want irrespective of the new structure. The primary aim of the board is to be academically accountable to ensure achievement and results are of a high standard.</p> <p>The Chair reported that Steve Baldry has worked well this year as a co-opted governor and suggested recommending him for an independent governor role for a year. It was agreed that he has showed commitment and is involved in local business, going into local schools and has close workings with</p>	Dir of Gov

	<p>apprenticeships. It was agreed to ask Steve whether he would be interested in a full role.</p> <p>The Committee agreed that the Principal's suggestion of looking at membership from SSS would focus on potential governors with the attributes needed for the local boards and overarching board. The Chair of Corporation asked the Director of Governors to informally discuss current memberships of both boards with SDC. The Director of Governance reported that a joint skills audit would be carried out to establish governor skills and experience and would focus on the expertise needed.</p> <p>It was noted that employees are only able to make the commitment if they are supported in the role by their employers.</p> <p>The Director of Governance noted that she had sent the package of information for potential governors to DG for comment and would circulate shortly to governors.</p> <p>b. Committee membership for 2017-18</p> <p>The Committee reviewed the results from the committee questionnaire.</p> <p>They noted that all co-opted governors were willing to continue for a further one year term of office.</p> <p>They noted that Karen Cunnington would be willing to join CQS Committee; Debbie Baldock-Apps would be willing to join the F&HR Committee and Derek Stevens would be willing to join the Governance Committee.</p> <p>All the above were accepted and recommended.</p> <p>RESOLVED: The Committee recommended to approve the Committee membership for 2017-18. Proposed: VK; Seconded: TC; CARRIED</p>	<p>Dir of Gov</p> <p>Dir of Gov</p>
<p>9.</p>	<p>Corporation's involvement in HE</p> <p>The Chair reported that this is moving forward in various ways. The Head of HE and the Director of Governance have scheduled HE into the cycle of business for 2017-18. Regular updates on HE, link visits, learner walks and student voice sessions alongside the relevant reports and approvals to the CQS Committee will take place. The Chair noted that he observed a HNC lesson on Healthcare this term and will attend the QAA inspection meeting this afternoon.</p> <p>He noted that governance involvement in HE in FE Colleges is seen as a weakness in the sector and does need to be embraced. The process has started at the College for the Corporation and this is positive. He asked the Principal whether it would be appropriate to have a governor observer on the College's HE Board. The Principal noted that it is very operational and that it would be appropriate for a governor to have oversight of the process. The Chair noted that the Corporation wouldn't want to overstep the line into</p>	<p>Principal</p>



	<p>operational matters and the Principal reported that the SLT are very comfortable with that divide.</p> <p>The Committee discussed the joining together with HE in SDC and how it will fit in and ensure standards and the governance input and reporting required. The Principal reported that the VP EES has convened a senior officers group to embrace external stakeholders with a passion for the UC and the membership mainly comprises of the Hastings and Rother Task Force, Hastings Borough Council and East Sussex County Council. DG sits on the group. The explicit steer of the group is to look at the HE skills needs for the local area which the College can then build into its curriculum design. It is an advisory board and carries no accountability. The Principal was clear that it is not leading on the HE centre. There was a discussion about the UC and the Principal explained that it would be inappropriate to put all HE into Hastings and it needs to go where the market needs it. He questioned whether the UoB will allow the UC to trade in Eastbourne.</p>	
10.	<p>Terms of reference</p> <p>a. Governance Committee terms of reference There were no updates proposed to the terms of reference.</p> <p>b. Review of Committee effectiveness for 2015-16 The Committee considered the review and agreed it was a useful document of evidence and that the Committee had been carrying out its remit effectively.</p> <p>c. Cycle of business for 2017-18 The Committee agreed with the cycle for 2017-18.</p> <p>RESOLVED: The Committee agreed to recommend the terms of reference and the cycle of business to the Corporation. Proposed: VK; Seconded: TC; CARRIED</p>	
11.	<p>Statutory Matters The Committee noted that the updates to the following statutory documents will come to the September Committee meeting: Instrument and Articles of Government Standing Orders Code of Good Governance for English Colleges</p> <p>Code of Conduct The Code will be sent out via email once the latest version is received from Eversheds and will be signed by governors in July alongside the declarations of interest.</p>	
12.	<p>Appointment of Chair and Vice Chair of the Committee for 2017-18 The Director of Governance reported that there had been no expressions of interest for the role of Chair and Vice Chair of the Committee.</p> <p>RESOLVED: The Committee approved the appointment of Vic Kempner as Chair and Dr Diana Garnham as Vice Chair of the Governance Committee for 2017-18. Proposed: TC; Seconded: GH; CARRIED</p>	
13.	<p>New Charity Governance Code Deferred to the next meeting.</p>	

14.	<p>Attendance and Governor Involvement The Committee reviewed attendance at meetings and board development and agreed that all governors were committed.</p> <p>The Committee noted the request for suggestions for board development for 2017-18. It was agreed to wait and see what happens in July. Running joint events with SDC was seen as a priority. The Principal suggested an event in September with the new shadow board.</p>	
15.	<p>AOB There were no items.</p>	
	<p>Meetings for 2017-18 28 September 2017, 7 February 2018, 16 May 2018</p>	

Meeting closed: 11.44

Attendance for 2016-17: TBC
Length of meeting: 1hr 44mins