

GOVERNANCE COMMITTEE

Minutes

Date	2 March 2017	Time	10:00
Venue	Station Plaza Boardroom		
Chair	Vic Kempner		

Membership:

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

Apologies:

In attendance: Staff Governors (Debbie Baldock-Apps and Karen Cunnington); Student President (Tsunami Mujera)

Item no.	Item	Action
1.	Apologies Apologies were received from the Student President.	
2.	Declarations of interest There were no interests declared.	
3.	RESOLVED: The Committee considered and approved the draft minutes of the last meeting held on 11 May 2016 as a true and accurate record. The Committee ratified the re appointment of Dr Diana Garnham for a further term of office and the agreement of the Governance QIP which had been made electronically in lieu of the September 2016 meeting and approved at Corporation on the 10 December 2016.	
4.	<p>Matters arising on the minutes</p> <p>Different coloured lanyards for governors. The Director of Governance noted that there was some opposition to the suggestion of different coloured lanyards for governors as there was a cultural view by some staff as representative of external visitors such as inspectors. It was agreed that if the change of lanyards or badgers for governors is accompanied by the new posters of governors being displayed and an email from the Chair about the change of lanyard and the role of governors it would be a positive move. The Director of Governance to action.</p> <p>The Director of Governance noted that the governor area of the College website has been updated and includes the new photos and all relevant statutory information. The updates are on-going.</p> <p>The Committee agreed that asking for feedback from governor visits would be useful and could be fed into the Committee.</p>	<p>Dir of Gov</p> <p>Dir of Gov</p>



Governance effectiveness

The Committee received the background information on Corporation and Committee meetings (September 2015-December 2016) which had been produced by the Director of Governance. The Chair made it clear that the information was not scientific or timed and was only an indication of how meetings operated.

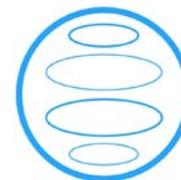
Areas for discussion was suggested as follows:

- Is the Corporation meeting its responsibilities?
- Has the Corporation adjusted itself to a changed agenda?
- Is the Corporation devoting the right amount of time to its priorities?
- Does the Board have the range of perspectives and skills it needs to meet current challenges?
- Is the balance of responsibility between committees right?
- Are the Corporation and SLT clear why governors are here?
- Is every Board member encouraged and enabled to participate to maximum impact?

A long debate took place and the following points were raised:

- The Chair talked about the mechanisms for oversight of people matters and questioned whether the F&HR remit is too big. Both areas are important and he asked if the Committee felt finance and HR were given the due weight they require
- Whether governors ought to be having more discussion at meetings?
- Whether the way in which information is presented needs to be changed?
- Are governors monitoring or guiding strategically?
- The Chair of Corporation noted that the CQS Committee is about the achievement of the learners and it is the cornerstone of the success of the college. DG noted that there is little strategic discussion at CQS meetings and the focus is on organisational details rather than oversight of the curriculum. She reported that a helicopter view looking at the strategically important issues, how they are managed and solutions in place and then moving on would be better than a discussion which goes straight into the detail. The Chair reported that during Inspection it is very clear that governors are expected to have a disproportionate knowledge of the details that is contrary to the role of a governor. DG noted that as non-teachers governors are expected to have a deep knowledge to be able to contribute on CQS matters. She felt this should be a requirement of some but not all governors and questioned whether the Corporation was making use of the breadth of skills on the board and whether the detailed discussions were creating gaps in the committee structure. She highlighted the lack of strategic discussion around workability at CQS
- Governors should understand fully where something is going wrong and have the data available to show when things are wrong. They should focus on things that need strategic attention to unlock the potential of the college
- The Principal reported that there is an inherent tension in the sector between the detail required by Ofsted and the governor role. He

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agreed with the Chair of Corporation that the Leadership and Management grade would be impacted negatively if governors don't have a senior management grip on their institution. But he agreed with DG's view and noted that the SLT are not enabling the role of governance to be maxed out. The SLT are locked in a cycle of fighting fires all the time. They feel the need to keep members up to speed by sharing data and problems. He agreed that there are strategic items in the agenda but they get overshadowed by the operational worries.

- DG noted that the risk register is a really good tool and shows the College's strategic priorities and risk areas. By looking at the register a view on whether the board is dealing with the key risk areas in the best way can be seen
- DG provided an example of the work experience presentations the board received in December. She explained how there was no strategic discussion afterwards and the opportunity for the board to have this discussion and how the board asks the College to be accountable for work experience and employability was missed. For example the board needs to say we trust you to get on with it but these are the three things we are going to measure you on
- The Principal noted that such discussions around the University Centre and the UoB do take place but is done at the Internal Working Group and not at the main board meeting. He agreed that these discussions have affected the shape of the discussions and have had an impact. It was agreed that the IWG's remit has changed and has started working more as a strategy group and is working strategically. Its terms of reference aren't set up to do that and the Committee questioned how the work the IWG is carrying out can be undertaken by governors
- The Committee questioned whether the board has an understanding of the key risk areas (Ofsted, quality and staffing, the University Centre, the Area Review and the possible merger), whether they are being paid the right attention and whether SLT has the resource to deal with them.
- A change management group was discussed with the reporting on how key risks are being managed going to the group. In the current committee structure it is taking a long time in a period of fast moving change at the College to update governors
- The board hasn't looked at its capacity to handle the two distinct parts of its agenda, namely maintenance and development and whether the Chair of Corporation should have more support, for example a second vice chair. (see also item 7)
- The Chair of Corporation noted that he felt that the board are very collaborative. He relies on governors to read their papers and bringing forward issues and agreed that this message could be stronger for governors
- The Committee asked what the Principal feels are his greatest risks. He reported they are SDC and the potential merger because the College has no control over the SDC part of the process, Ofsted, because the College is not ready for inspection, and potential major challenges for budget 2017-18. He noted that the University Centre

	<p>wasn't a high priority. The Principal noted that the IWG works well and that the Corporation meetings are not flexible and too infrequent to contribute effectively to these risks. He asked whether a smaller group could continue to look at key risks and see how that works. DG noted that this would look like an executive subcommittee and may alienate board members. She suggested that the IWG is doing what would be done by a nimble board. The Principal said that he would like to explore where the IWG is going and welcomed being able to have the best possible discussions with governors and receiving high level support and challenge</p> <ul style="list-style-type: none"> • A suggestion was to rag rate the high level risks and use the time at meetings to discuss those issues. <p>RESOLVED: The Principal, the Chair and Vice Chair of Governance Committee to review the terms of reference for the IWG and its direction and come back to the Governance Committee with proposals. Following this a review of the committee's terms of reference would be undertaken.</p> <p>Succession planning The Committee considered the capacity within the Corporation and whether it is attracting new members. The Director of Governance noted that there was no active succession planning taking place at the moment. It was suggested that the changing times and new challenges faced by the College are highlighted to market the need for new governors to lead on the changes.</p> <p>The Chair of Governance Committee suggested that SDC nominate two of their governors to join the board. The Principal explained that the last board meetings of the year (6 July for SCCH) would vote on the statement of intent for merger. A suggestion was to organise some joint activities with SDC to move forward and build trust.</p> <p>The staff governor reported that she had met with the staff governors from SDC which had been useful. The Chair of Corporation reported on how important it is for staff to understand why changes are taking place and to be explicit about how it is being done to sustain the workforce and the College. The staff governors reported on the worries felt by staff about being taken over by a larger college. The Principal noted that the College is smaller financially but bigger in terms of many other areas.</p>	<p>Principal, VK, DG</p> <p>Principal/Chair</p>
<p>6.</p>	<p>Governance Committee support on structural change For information The Committee noted the AoC publication - Guide for Governors and Senior Leaders on new structures -collaborations, federations and mergers https://www.aoc.co.uk/news/guide-governors-and-senior-leaders-new-structures-collaborations-federations-and-mergers</p> <p>The Chair of Governance Committee noted that it is the intention to get committees involved in the structural change process.</p>	
<p>7.</p>	<p>Membership Matters Board profile The Committee noted the board profile information.</p>	<p>DG</p>

8.	<p>Role Profiles</p> <p>The Committee noted that an audit requirement had been to review the role profiles for the Chair and Vice Chair. It was agreed that they are fit for purpose and would be updated with today's review date.</p>	Dir of Gov
9.	<p>Governor Involvement</p> <p>The Chair noted that the items had been addressed at different parts of the agenda.</p>	
10.	<p>Sector update on payments to Chairs of Corporations</p> <p>DG reported that there are two issues. The college sector still has the AoC recommendation for paying Chairs but the review in the wider sector is moving away from the payment of chairs.</p> <p>The Minister for Charities report is pending and the government thinking is changing because there are huge numbers of voluntary boards within its setting.</p> <p>The Committee agreed that they were clear following discussion at the Governance Committee and the Remuneration Committee last year that payment to the Chair would not be applied for but agreed to monitor what was happening in the sector.</p>	
11.	<p>Attendance and Governor Involvement</p> <p>The Committee noted the review of attendance at meetings and board development. The Director of Governance to update a typo under GH's membership.</p>	Dir of Gov
12.	<p>Governance Audit report (RSM Tenon January 2017)</p> <p>The Committee noted the excellent audit report for governance and the two audit points for action.</p>	
13.	<p>Independence of the Director of Governance</p> <p>The Committee noted the report and agreed that the Director of Governance was working independently.</p>	
14.	<p>AOB</p> <p>Modern Slavery Act (Chair)</p> <p>The Chair of Governance Committee explained that as the College has a turnover under £36m it is not obliged to publish a policy statement on its position on modern slavery. He asked whether as a publically funded organisation as a matter of principle there should be a brief statement, especially in relation to the supply chain. The statement would note that the College observes the law and takes all reasonable action in ensuring that the subcontracting we use abides by the act. The Principal noted that a policy statement could easily be produced and that value would be gained by building it as a key message into the curriculum in terms of equality and diversity. It was agreed that this would work well and show in concrete terms the College's commitment to the act.</p> <p>F&HR membership</p> <p>In response to the Chair of F&HR's request for additional members on the F&HR Committee DG suggested that the Chartered Accountancy Body is contacted and an advert posted for a vacancy on the F&HR Committee as a co-opted governor. It could be promoted as a fantastic development opportunity for an individual wanting boardroom experience who is moving beyond accountancy. It was agreed that the Committee would carry out</p>	Principal Chair/Dir of Gov

	the initial contact followed by the Chair of F&HR sending a covering letter with an opportunity for interested parties to speak with him or the Director of Governance about the role.	
	<p>Meetings for 2016-17 17 May 2017</p> <p>Meetings for 2017-18 28 September 2017 7 February 2018 16 May 2018</p>	

Meeting closed at: 12.00

Attendance 2016-17: 100%
Meeting length: 2 hrs

Following the meeting the Student President brought the Student Executive team to meet with governors and share their ideas.

The committee met the Student Union members. There is some cross college coverage on the Exec and the Student President hopes that the Union will be able to reach out to all college students. The Chair of the sixth form council is a member of the SU and there are members from SLDD. Two clubs have been established to date – a Christian club and a Debate club. A book club, a games day and a PC gaming session day are planned. The main issue the Exec has faced is getting students other than the sixth form students involved. The Student President has met with the Sports Maker and the Head of Quality to look at ways of engaging other students in the College. They have suggested putting the Student Union information on the new student app, using the marketing screens in the foyer and putting up posters. Attendees from the Student Exec are attending the NUS national conference and the Womens Leadership conference.

The Exec explained that all the work is taking place so late and planning and events should be in place in September and put in the prospectus so all students are aware of the SU. The aim of the SU is to make students' lives easier, provide fun and entertainment, give students opportunities and help with their career paths.

The Student President explained that there has been little interest at the Ore campus in the SU. DG noted that the suggestion is that the secretary for the SU when employed could be a Business apprentice and this may help with increasing the SU profile at Ore.

The Committee asked what governors can do for you.

The Exec explained that they are trying to improve communication which is a massive problem. There is a lack of community at the College for students and it is difficult for individuals to socialise and meet new people. A lot of students come to the lessons and then go home and the SU wants to bring people together.

The Committee suggested that the College needs to be smarter about student's time/money. Students are often travelling some distance to College and when lessons are cancelled they are not informed until they arrive.

The Committee asked what the value of SU is.

The Exec explained it is about bringing people together and letting people know that they have the opportunity to start groups and encouraging people to take the initiative and commit to it. The SU can help students making friends and it is a step into something that is more like real life. Socialising for the future is missing and there are lone students who have no groups of friends. The Committee

agreed speaking to Student Services about the SU work would be useful. It was agreed this could be built into the Prevent strategy/mental health strategy for the College

The Exec explained that many students don't know what to do when they start at College. They don't yet have their own identity and the experience of meeting new groups. The SU should give an opportunity to branch out and have a proper test of what things are like.

The group talked about the curriculum and how a much broader curriculum and broader perspective allows people to develop and this is missing in the UK. DG suggested that it was important to do what you love which gives a passion, success and is self-motivating.

The students said that secondary schools should stop putting students in a blanket and prepare them for life. Work experience with trips to different areas of work rather than one would provide opportunities for students to find their passion. DG reported on the work experience bus in South Wales that takes students on 6 bus tours to different work places.

Impact of governance

Governor effectiveness – the Committee looked at agendas, meeting discussions and the remit of committees to see if governors could make a greater impact on driving the College forward. IWG terms of reference to be reviewed and a discussion of task and finish groups to take place. The Chair/Vice Chair and Principal to take forward with further discussion.

Staff governors from SDC/SCCH meeting to share best practice and support each other was welcomed by the committee and will continue.

Modern Slavery Act – The Committee asked that the College looks at the act and it can demonstrate a commitment to the act. The Principal noted that a policy statement could easily be produced and that value would be gained by building it as a key message into the curriculum in terms of equality and diversity.