



GOVERNANCE COMMITTEE

WEDNESDAY 10 MARCH 2021

Report: Minutes of the meeting held on Wednesday 18 November 2020
Author: Clerk
Action: Approve
Status: Open

Present: Sarah Stewart (Chair)
Andy Cole (Interim Principal / CEO)
John Hogg
Claire-Jane Rewcastle

In attendance: Emma Moody (Clerk)
Suzanne Clark (Minutes)

G/010 Chair's Welcome, Apologies and Conflict of Interest

The Chair welcomed everyone to the meeting. Apologies were received from Martin Gannon.

The Chair declared a conflict of interest in relation to the agenda item regarding the appointment of a new Chair of the Corporation at the start of the meeting. This was noted and it was confirmed that the Chair would leave the meeting at this point. Otherwise, members were reminded to declare any conflicts that arose during the discussions in the meeting.

G/011 Minutes of the previous meeting dated 5 November 2020.

The minutes of the meeting on Thursday 5 November 2020 were agreed as a correct record.

G/012 Matters arising

The Clerk indicated that she would look to confirm whether under the constitutional arrangements, the Chair of Audit Committee could act as Vice Chair or if there was any barrier to this.

Information has been circulated to governors to keep governors updated on the Chair appointment process.

The Clerk has contacted panel members to confirm details of the interview date for the new Chair and has contacted the Chair of the Governance Committee separately to confirm these arrangements given her intention to apply for the role.

G/013 Update on Governor Recruitment Process

The report was presented by the Clerk.

It was confirmed that expressions of interest to date have been positive. Nine expressions of interest have been received although at this point there has been only one application. Peridot are confident that they can complete the assignment to successfully appoint four governors. Four of the expressions of interest are for audit and finance and five are for curriculum. The application deadline is 30 November 2020.

The Clerk confirmed that a governor had raised a question around diversity and the recruitment process which has been shared with Peridot. They have responded indicating that for an assignment of this nature, whilst taking a diverse approach to the exercise, the primary focus was for the skills required and that could make it difficult to recruit from a diverse range of backgrounds. Peridot had indicated that they will aim to put forward a diverse field but this can be a challenge where a very specific skill set is required. The Chair stressed the importance that the panel considers diversity when making appointments. A member advised that he was interested in what attempts Peridot have made to recruit members from a wider community. Another member indicated that there are networks that Peridot could look at including the Finance Directors Network. She added that colleagues may want to ask future recruitment agencies to specifically address this as part of their search. The Clerk agreed with the view of members and confirmed she would respond to Peridot raising the importance of equality and diversity in recruitment of candidates. She will advise that the Board want to be made aware of the efforts Peridot have made to reach a wider pool of candidates.

The Clerk suggested this could also be included as part of the tender process for the CEO and Finance Director roles. The Interim Principal indicated that this [diversity requirement] has not been included so far but given that the deadline for submissions is noon on Friday 20 November there is still time to go back to the recruitment agencies and ask that this information is included. An update will be provided to the Chair of the People and Remuneration Committee of progress *to date*. Those successful in tendering will be asked to deliver a presentation to a panel and equality could be included as a theme as part of the process. A member felt that perhaps there was a need to be more explicit on what the College is looking for, rather than a focus on gender which has previously been a theme. The Interim Principal / CEO referenced recent research on ethnicity that agencies could be steered towards.

The Clerk advised that she is discussing with Peridot how the shortlisting process will be managed and there is a date in the diary for this. The Chair stressed the need to ensure that members are able to come to a decision around the number of applicants. The Clerk agreed that she would check on progress on Friday 20 November 2020 and if there is any concern around the number of applications will arrange a call with Peridot. The Clerk confirmed that she had received a positive response from other governors to support recruitment indicating that Aneela Ali, David Mitchell and Sarah McBean have volunteered. In addition to Governance Committee members this is felt to be sufficient. The Chair reported that she had spoken with Mick Thompson, ex KPMG partner, re sitting on the Panel in support of the finance and audit recruitment and he is interested in supporting this. The Chair summarised that this was an extremely important process and there is a need to maintain dialogue with Peridot.

Action: Clerk to raise the importance of equality with Peridot advising that the Board require information on efforts made to reach a wider pool of candidates.

Action: Interim Principal / CEO to consider including equality as a theme for recruitment agency tender presentations.

Action: Clerk to check on application progress on Friday 20 November 2020.

The report was noted.

G/014 Overview of ETF Board Capability Review

A verbal update was provided by the Clerk.

The Clerk advised that a brief has been requested from Heather Cross who is undertaking the ETF Board Capability Review. Unfortunately, no response has been received by the time of this meeting but the Clerk was due to meet with Heather later in the day.

The Interim Principal / CEO reported that he had already met with Heather earlier in the day and gave an update on the meeting. Heather has not yet received all responses to the questionnaire circulated to governors. During the meeting Heather was very interested in the dynamics across the Board and structure and processes. She is looking at capacity, skill set, expertise, how the Board engages as a collective and also the current clerking arrangements. The meeting focused on a lot of themes similar to those in the FEC report around governance. The Clerk added that Heather would be completing a documentation review and confirmed that she had requested minutes of meetings, Board and Committee reports, terms of reference and information on the structure of committees. Heather is intending to observe the Board meeting on 9 December 2020 and use information from the documentation review, observation of the meeting and that from discussions with members to draft a report on governance and board capability. It is hoped that this will be complete in advance of the planned Board strategy day in February 2021. The Clerk has indicated that she would welcome Heather being available to present the report at the strategy session. Heather's deadline for the report is the end of March 2021 so this would work well to allow any amendments required following the strategy day. Meetings with governors will be arranged in the coming weeks. The Interim Principal / CEO confirmed that he had updated Heather on the Chair appointment process and arrangements for the CEO / Principal and Deputy Principal / Finance Director recruitment process. They had also discussed meeting with various governors including those who are planning to step down so that Heather can get a view on the historic perspective of the Board. She is also keen to speak with newer members and a student governor. The Chair commented that Heather may want to review the planned new governor appointments as she may identify gaps during her review that will be filled by newer members once recruited. The Interim Principal / CEO advised that he did discuss this with Heather and made her aware of the timeline for recruitment. The Clerk added that she would expand on this during her meeting with Heather.

In light of the review of documentation, the Chair indicated that there is a need to review the College website to ensure that it reflects the new Board and Committee structure and that the new terms of reference are available. The Clerk advised that the website was thought to have already have been updated but this will be checked.

The Chair asked members whether the planned governance review by ETF is broad enough to address what has recently arisen from the SPA process and FEC intervention. The Clerk responded that whilst members will be able to influence and input to a point, she felt that the ETF Capability Review will follow a standard model and be sufficiently objective. In a previous meeting with the Interim Principal / CEO and

Heather Cross they had discussed methods of ensuring that Board members are seeking and given required assurances and the triangulating of information. The Clerk has asked Heather to identify, from her experience, any areas where the Board can improve on its validation and tri-angulation work. The Clerk is currently working with executive leads on the development of KPIs and may ask Heather to review these and advise if there is anything additional that should be expected or included from an FE perspective.

A member questioned whether there will be an opportunity to fact check the report prior to it being submitted to the FEC. The Clerk indicated that she was working on the assumption that when the report is produced in February this will happen but agreed to seek clarification. The Clerk confirmed that she would share anything more substantive received and keep the Committee updated in this respect.

Action: College website to be checked to ensure it reflects the new committee structure and that updated terms of reference are available.

Action: Clerk to seek clarification on whether the report can be checked for accuracy before submission to the FEC.

The report was noted.

G/015 Calendar of Business

The report was presented by the Clerk.

The Chair highlighted that the next scheduled meeting of the Committee was not until March 2021 and indicated that if the group wish to come together to review the ETF report there may be a need for an earlier meeting. The Clerk confirmed that the Chair is able to call separate meetings as required. The Committee can also be kept updated by email as required.

The Clerk reported that the calendar of business circulated is in draft format and highlighted that the cycle for the current academic year is different due to current activity but the plan for 2021/22 is expected to be a more 'normal' year. The Clerk indicated that she was happy to take feedback from members and amend as required.

The Interim Principal / CEO advised that he was hopeful that another meeting will be required in February as Board approval will be required for the recruitment of senior post holders. It was confirmed that this will require a full Board meeting. The Clerk stressed that members will need to take swift action and a joint meeting of the Governance and People and Remuneration Committee's will be required to make a recommendation to the Board. A review of the calendar may be required once the search has commenced.

A member commented that as a framework, the calendar was fine but he felt that the committee should be pragmatic and accept that additional meetings may be required. The Interim Principal / CEO highlighted that actions were being taken around the Principal / CEO and Finance Director appointment process and there may be a need for committee approval, particularly around the scope of the Finance Director post. The Clerk confirmed that we could schedule additional meetings of this Committee and/or People Committee as required.

The report was noted.

G/016 Staff Governor Election

A verbal update was given by the Clerk.

The Clerk reported that the current support staff governor is at the end of their term of office. Early indications are that he will not stand for election again.

A process has been drafted that will go out to all support staff if approved by the Committee. If there is more than one candidate an election will be required. If required, the election process would commence on 7 December and close on 11 December. As a result of this there may be a good indication when other Board recruitment activities take place on 16 December. Appointment would be subject to Board approval and it is felt that this could be very complimentary to other planned activity with Peridot. The Interim Principal / CEO indicated that the process would be open to all support staff. He advised that he has previous experience of promoting staff governor elections and could look to do this through his weekly staff briefing. The Clerk agreed that the briefing circulated to staff from previous elections would be shared with the Interim Principal / CEO and that they would discuss this further outside of the meeting. A member advised that the briefing note to staff was particularly important and should look to clarify what is involved in the role of staff governor, and also and what is not. It should be clear that the role is to have responsibility for making decisions based on the best interests of the College without promoting the views of one or other group of staff. The Clerk indicated that the briefing note does include this and the message is also reinforced as part of the induction process. The Committee discussed whether there should be an interview process in addition to the election. Whilst it was agreed that this was an interesting point, and that the Board should be able to consider the skill set of potential members, the group recognised the importance of maintaining the democratic independence of the election. Members also recognised the difficulty that can arise from staff governors being appointed who also hold union representative status and again stressed the importance of ensuring staff members understood the role. The Clerk advised that the briefing document could specify whether there are any specific skills that the Board are looking for and the Chair commented that this may be easier to identify when the other new governors are appointed.

The Chair confirmed that the process would follow the College's normal election process and that members would look to ensure that the briefing document clarifies the expectations of the role and that it is an open process. The Chair asked whether there was an option for anyone interested in the role to speak to a current governor. The Interim Principal / CEO indicated that he would check with the current support staff governor whether he would be happy to speak to anyone interested and also look to clarify that he does not wish to stand for re-election.

Action: Clerk and Interim Principal / CEO to discuss election of the support staff governor and agree the staff briefing note.

The report was noted.

G/017 Any other business

The Interim Principal / CEO reported that the Ofsted report circulated to governors following the interim visit on 21 and 22 October 2020 was not as detailed as the feedback received at the end of the visit. A member commented that he felt the important aspect of this was what the inspectors took away. Both he and the Interim Principal / CEO felt that the inspectors left with a very good impression of the College.

G/018 Date of Next Meeting

The date of the next meeting was confirmed as Wednesday 3 March 2021.