

Minutes of the Governance Committee meeting held (by Microsoft Teams) on Friday 29th January 2021 at 11.30am

Governors Present:	Rob Fisher, Chair Denise Brown, Principal and CEO (for governance items only) Jeremy Cartwright Steve Sawbridge		
In Attendance:	Maxine Bagshaw, Clerk to the Corporation Rob Lawson, ETF		
Min. No.		Action By Whom	Action By When
1	APOLOGIES FOR ABSENCE		
	There were no apologies for absence with all members of the Committee present.		
2	DECLARATIONS OF INTEREST		
	The CEO/Principals declared an interest in relation to agenda item 11 i.e. her targets and objectives. It was agreed that she would step out of the meeting at the appropriate time so that there could be discussion in her absence.		
3	EXTERNAL BOARD REVIEW – FEEDBACK AND RECOMMENDED ACTIONS		
	<p>The Chair welcomed Rob Lawson to the meeting and it was agreed that he would present his findings report and answer any questions that the Committee may have. He thanked everyone who had contributed to the review process. either through interviews and/or the survey circulated. He reminded that the review was split in to three sections, looking at:</p> <ul style="list-style-type: none"> • Composition • Structures • Interaction <p>He advised that the report template has been provided by ETF but that he has slightly amended to make it easier to read and 'slightly less wordy'. He presented the key aspects of the report including:</p> <ul style="list-style-type: none"> • Summary of conclusions, 		

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	<ul style="list-style-type: none"> • Review methodology, and • Review framework. <p>In relation to Board composition, he summarised key aspects as:</p> <ul style="list-style-type: none"> • Very experienced Chairs, both at committee and Board level, • Great links to the local authority and the NHS, • Good mix of both public and private sector representation, • Senior HR professionals in place, and • FE experience i.e. Steve Sawbridge and Jason Lancaster, <p>In terms of recommendations, he felt that:</p> <ul style="list-style-type: none"> • Whilst there was a reasonable amount of financial experience on the Board, the challenge in relation to this was not evident in the meetings. • Diversity could be improved. <p>Board structures:</p> <ul style="list-style-type: none"> • Does the college operate a Carver model? • A high number of meetings however attendance is good, • Meetings are during the day which may be a challenge, although this is not borne out by attendance statistics. • Too many meetings which place a strain on Governors and the Executive Board. <p>In discussion, the Committee agreed that the governance structure in place is not a Carver model and that this is simply not the intention. The Clerk advised that the college did, many years ago prior to many of the current governors joining, have a Carver model in place i.e. very few Committees and monthly Board meetings. She indicated that, over time, subcommittees have been reintroduced following stakeholder recommendations e.g. CQ&S following grade 3 Ofsted and Finance & Resources following financial notice of concern. She indicated that the 'Carver model' is not reflective of the current practice and all agreed that it was a 'red herring'. Rob Lawson expressed the view that it was important that the college is clear with external stakeholders that there is no intention to operate a Carver model. All agreed that there was benefit in eliminating any external perception that the model in place is anything other than a traditional structure.</p> <p>Board interaction:</p> <ul style="list-style-type: none"> • Really good Chairs in place, • Annual one to ones completed, • Chairs appraisal underway, 		
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	<ul style="list-style-type: none"> • Succession planning required, • Link Governors would benefit from a more formal structure and reporting arrangements, • Use of Committee Chairs report is a new initiative and is under review, • Missing interaction with students e.g. student lunches. <p>Board impact and effectiveness:</p> <ul style="list-style-type: none"> • Risk management was mentioned in a few interviews but Governors acknowledged that it is better than it was. He acknowledged that he had not been able to observe an Audit Committee meeting and nor had he completed an interview with the Audit Committee Chair. <p>Committee discussed the reference to BAME representation and they felt that the way the report was phrased implies a deficit but the college does not necessarily feel there is underrepresentation, particularly when compared to the local community BAME statistics. CEO confirmed that the college BAME population is higher than the local and therefore, if this is the comparator metrics then it could be improved but the committee felt that it was more an enhancement rather than addressing a deficit.</p> <p>Rob Lawson confirmed that he would be happy to receive feedback and confirmed that the next step is to schedule a Teams meeting to discuss finalising an action plan. The intention is to deliver the action plan and the final report to full Board on 12th February 2021.</p> <p>(Rob Lawson left the meeting at 12.05pm)</p> <p>Committee discussed the report and made a number of observations:</p> <ul style="list-style-type: none"> • Frequency of meetings – they felt that if attendance was a concern or an issue then they would be able to better understand the view expressed that there are too many meetings. Governors feel that they are simply responding to the needs and acknowledged that if the college was in a ‘steady state’ then the frequency of meetings could be reviewed/reduced. • Committee did not feel that there needed to be a label on the Board structure but that, if such was required, then it would be a more traditional model and certainly not the Carver model. Again, it was reiterated that the college is not in a steady state and therefore has to flex. • All agreed that the tone of the report was helpful and has provided an opportunity to reflect on a number of aspects e.g. robustness of financial 		
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	<p>challenge. That said, all agreed that it was important not to challenge just for the sake of it.</p> <ul style="list-style-type: none"> • Committee felt that there could be more balanced input from the whole Board. CEO indicated that it is not always the case that feedback and contributions are made during the meeting and she indicated that Sibgha Amin regularly contacts her and is clearly an active listener and follows through on aspects outside of meetings. • All acknowledged that Governor engagement with learners could be improved. • There is an opportunity to improve Governors knowledge of the curriculum. <p>It was agreed that Governors would provide any further observations to the Clerk outside of the meeting.</p> <p>AGREED: to note the content of the report provided.</p>		
4	MINUTES OF THE MEETING HELD ON 7TH DECEMBER 2020		
	<p>The minutes were reviewed and it was agreed that they were an accurate record of discussions.</p> <p>AGREED: to approve the minutes of the meeting held on 7th December 2020.</p> <p>There were no matters arising.</p>		
5	ACTION PROGRESS REPORT		
	<p>The Committee were happy to note the content of the update provided and, in relation to line one, the Clerk shared the 'meet the student and staff initiatives' in place at WNC this year. It was agreed to trial the introduction of something similar with informal 30-minute sessions to be arranged. She confirmed that members of the executive do not participate at WNC and that this had then given an opportunity for staff to tell Governors what they are really proud of and where they may have challenges e.g. as a consequence of COVID19.</p> <p>AGREED: to note the content of the update provided.</p>		
6	BOARD REVIEW REPORT		
	<p>The Clerk introduced her detailed report and a number of aspects were considered.</p> <p>1) <u>Membership 2020/21</u></p>		

Governors' attention was drawn to the membership summary table and Governors who complete their current term of office either this academic year or next are:

- Aimee Lessells (Student Governor) – 31st July 2021
- Shannon Mansfield (Student Governor) – 31st July 2021
- Amanda Anthony (Audit Committee Co-optee) – 31st July 2021
- Jeremy Cartwright – 8th September 2021
- David Boughey – 8th September 2021
- Pritpal Singh Nagi – 31st March 2022
- Stephanie Talbot – 1st September 2022
- Rob Fisher – 1st September 2022
- Jo Mountney – 1st September 2022

The Committee considered the recommendation from the external review that finance skills on the Board could be improved and it was agreed that representation would be sought, through dialogue with the Chamber of Commerce and utilisation of the Inspiring Governance FE offer. It was also noted that Patricia Philipson has been appointed as a TF&R Co-optee and there is potentially an opportunity for either her or Jason Carrigan to become full Governors at a point in the future.

Committee were advised that there are ongoing discussions with Sara Williams at the Chamber and John Rouse at the local authority to secure representation on the Board to build these relationships. Committee did make the observation that Sara Williams may feel that to be on one college Board and not another could present a conflict given the intended increased role for the Chamber of Commerce set out in the FE Whitepaper. They felt that it may be appropriate to have someone at officer level, rather than Sara Williams at the chamber. All agreed that there needed to be a clear statement of intent i.e. that the college seeks to link with the chamber to help the city rebuild.

Clerk advised that Jason Lancaster resigned in January 2021 and that this is entirely because he is applying for the Deputy Principal post and wants to avoid any potential/perceived conflict of interest. Should he not be the successful appointee, he has indicated a willingness/desire to re-join the Board as a Governor. If he is appointed to the Deputy Principal role then the Committee will need to consider replacing his skills and experience on the Board. Committee all agreed that the Board would miss him if he is the successful appointee. All agreed that his level of practical experience is incredibly useful and the Board would have to respond to replace these.

Committee noted that Julie Obada has confirmed that she will be standing down as a Governor as she has a new job, although the date of departure from the college Board has not yet been finalised. Principal confirmed that she is meeting with John Rouse on 16th February 2021 to discuss options more fully and will then be in a position to feed back to the Board.

Committee discussed how to improve the level of financial scrutiny and challenge in meetings and it was agreed to convene a Teams meeting for all Governors with finance experience to discuss.

2) Skills Matrix

The Board were happy to note the summary provided and agreed that key areas to recruit are:

- Finance experience,
- FE experience,
- Local businesses,
- BAME, and
- Strategic partnership links with the local authority and the Chamber of Commerce

3) Recruitment/Search

Committee agreed to continue to engage with the Chamber of Commerce and their offer to advertise Governor vacancies through their network. Committee considered the e-flyer and the Governor job description. Clerk confirmed that the e-flyer was being updated and was expected shortly. Committee discussed the role description and felt that it was perhaps a little too passive. They indicated that the phraseology could be more active and specifically asked that reference be included to Governors providing challenge and scrutiny. They felt that the bullet points could be re-ordered as some are more important than others. It was agreed that marketing would be asked to update this and 'jazz it up'.

4) Attendance

Committee noted the attendance statistics and Chair confirmed that illness had impacted upon one member in particular and their role will be reviewed again at Easter.

Chair indicated that, the pandemic has led to some attendance challenges for Governors and that they are aware of this but hope that the situation will resolve itself and improve shortly.

5) Training, Development and Engagement

	<p>The log of activity was noted and the Clerk specifically asked the Committee to consider the content of the development session scheduled for 3rd March 2021. All agreed that it would be helpful to use this time to better understand the curriculum i.e.</p> <ul style="list-style-type: none"> • How the curriculum is structured, • The art of the possible/options, • Roleplay based upon challenge – effective scrutiny and challenge, • Things that Governors might see during a curriculum review and what does it mean, • What is a scheme of work and why is it important. What are achievement rates etc. <p>It was agreed that the session would be split in to two parts, with the first being 'the art of the possible' which could be externally facilitated by an awarding organisation. The Principal indicated that the college will have just completed its own curriculum planning process for 21/22 and therefore the second part of the session could be more specific, rather than the general curriculum development discussions.</p> <p>AGREED: to note the content of the update provided.</p>		
7	CONFIDENTIAL MINUTES OF THE MEETING HELD ON 7TH DECEMBER 2020		
	<p>The minutes were reviewed and it was agreed that they were an accurate record of discussions.</p> <p>AGREED: to approve the confidential minutes of the meeting held on 7th December 2020.</p> <p>There were no matters arising.</p> <p>Because of time constraints it was agreed that agenda items 8, 9, 10 and 11 would be deferred to the next meeting for detailed discussion. In relation to the targets and objectives proposed for the CFO and CEO it was agreed that they would be a starting point but they were acknowledged to be a work in progress. CEO indicated that she has not yet received the CFO's proposals on her personal development targets. It was also acknowledged that the CEO's targets would need updating to reflect the Ofsted visit feedback this week.</p> <p>A challenge from one member of the Committee was that more needs to be included regarding risk management in the CFO's targets.</p>		
8	AOB		
	As a matter of additional business the Principal confirmed		

	that recruitment of the Deputy Principal post is progressing well and should be concluded ready for a recommendation to board on the 17 th February 2021.		
9	DATE AND TIME OF NEXT MEETING		
	It was agreed that the next scheduled meeting would be 26 th February 2021. Meeting closed at 1pm.		

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