

Minutes of the Governance Committee meeting held (by Microsoft Teams) on Monday, 7 December 2020 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, external observer		
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 Chair reminded those present to declare any interests that they may have on matters to be discussed. No interests were declared save for senior post holder items later in the meeting. Standing declarations were noted.		
3	MINUTES OF THE COMMITTEE MEETING HELD ON 25 SEPTEMBER 2020		
	The minutes were reviewed and it was agreed that they were an accurate record of discussions. AGREED: to approve the minutes of the meeting held on 25th September 2020. There were no matters arising.		
4	ACTION PROGRESS REPORT		
	The Committee considered the update provided and, in terms of new governor recruitment, felt that there was merit in actively seeking someone from the third sector as their informal networks are very helpful, an example given was suggested link with the YMCA. Principal expressed the view		

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	<p>that actions can move quickly with people who are locked in to the networks and a number of suggestions were made regarding individuals to approach.</p> <p>Committee also discussed the requested opportunity to meet with students and it was agreed that dates/Teams invites for the termly learner voice conference meetings would be circulated to Governors and that the Principal would consider establishing a focus group with Governors as part of this. Committee observed that these events are well managed by Dave Hopley and Calvin Austin and that, as students are now much more familiar with virtual meetings, it should be easier to facilitate interaction with Governors.</p> <p>The Chair of the Board observed that the two Student Governors had not participated in the strategy review sessions which had taken place in the preceding week and he asked the Principal to investigate whether this was simply a matter of availability or whether there was any additional support required. Clerk confirmed that she had met with both Student Governors via Teams recently and that they had seemed engaged and committed to the role.</p> <p>AGREED: to note the content of the update provided.</p>	Principal	Dec. 2020
5	NEW GOVERNOR APPOINTMENT – PATRICIA PHILLIPSON		
	<p>The Clerk introduced this item and confirmed that the Chair of the Board and Chair of CQ&S had recently interviewed Patricia Phillipson and had been impressed with her financial skills and experience and were therefore happy to recommend her appointment to the Board as a Governor, with the agreement that she would also join TF&R to strengthen membership.</p> <p>The Clerk indicated that, subsequent to the interview and her observation of the first strategy review session last week, she had made contact to indicate that she did not wish to continue with her application to become a Governor. Her concern was that, as she does not live locally, she would not have enough to offer in terms of full bodied contribution to broader local discussions. She confirmed that, following a conversation with the Chair, she has spoken again to Patricia and indicated that it is her finance skills and experience that are really attractive and would be a great addition to the skills set of the Board and that, not everyone currently serving as a Governor is actually local. She has indicated that she will reconsider her position and has made a commitment to come back to the Clerk one way or the other this week.</p> <p>In discussion, the Committee acknowledged that, whilst she</p>		

	<p>does have great skills and experience it is not ideal to have her only involved in part of the Board discussions and they therefore suggested that she be offered a role as a TF&R Co-optee as an alternative. This would allow her to gently introduce herself to governance and would mean that she would be contributing in areas where she has personal strengths and experience.</p> <p>It was agreed that the Clerk would contact her again and propose becoming a TF&R Co-optee as an alternative to becoming a full Governor.</p> <p>AGREED:</p> <p>a) To note the content of the update provided</p> <p>b) Subject to further discussions with the candidate, to recommend the appointment of Patricia Phillipson as either a Governor or TF&R Co-optee (depending on the level of commitment she feels able to give).</p>	Clerk	Dec. 2020
6	EXTERNAL BOARD REVIEW		
	<p>The Clerk to the Corporation introduced this item and drew the Committees attention to her written report together with the appendices, including:</p> <ul style="list-style-type: none"> • ETF – FE Colleges Board review programme description • ETF Board baseline survey questions • Bio for the reviewer, Rob Lawson • FEC draft stocktake report (version submitted to FEC on 11 November 2020 following an accuracy review) • ETF/AOC presentation to Governors Council <p>She confirmed that Rob Lawson has been appointed through the ETF programme to undertake the review and that the next stage is for this Committee to discuss process, timelines and the anticipated output from the exercise.</p> <p>Rob Lawson provided an update from his perspective and indicated that the Board review is intended to focus on three key areas, these are:</p> <ul style="list-style-type: none"> a) Board composition b) Board structure c) Board interaction <p>The process will involve a number of actions, including:</p> <ul style="list-style-type: none"> • Completion of the survey by as many governors as possible. He acknowledged that it was not always possible to secure 100% but that as many as possible should be encouraged to participate to give a representative feel through the responses. • Review of documentation – these have been requested 		

	<p>from the College and includes documents such as meeting minutes, strategic aims, governance development plan, training plan etc.</p> <ul style="list-style-type: none"> • Interviews with a small number of Governors, usually between one and three and the governance professional. These are intended to allow individuals to give their own views on how the Board works. • The baseline survey is facilitated by ETF directly who produce a summary report for the reviewer • Reviewer is to attend one Board and possibly another two-three Committee meetings as an observer • Following the collation of all of the data, the usual format is to hold a workshop with three or four Governors and that, part of this will be discussion regarding review findings and a proposed action plan. <p>Rob Lawson confirmed that part of his engagement is an instruction from ETF to prepare a report including potential actions for the College to then consider.</p> <p>A question from one member of the Committee was in terms of how much time is spent developing the survey outcomes in to an action plan. Rob Lawson indicated that 4.5 days is the maximum time permitted to spend with any one College, although there is no set time for each aspect of the review. A challenge from the Committee was that this review should be done in a way that genuinely adds value to the governance arrangements with a need to ensure positive support. It was explained that external reviews, particularly aspects of the FE Commissioner stock take visits, have not always been particularly supportive.</p> <p>Rob Lawson confirmed that this review was entirely intended to be a collaborative approach, with him working in partnership with the College to develop an action plan. Governors all agreed that it was important that this was not perceived to be another mechanism for external intervention.</p> <p>The Committee considered the survey questionnaire and acknowledged that some Governors will feel more comfortable and able to respond than others e.g. Student Governors, and they discussed the potential for these to receive support and use the survey as an opportunity for development. It was agreed that this would require support from the staff Governors and the Clerk to the Corporation. Committee felt that a paper copy of the survey questionnaire should be circulated in advance of the Board meeting on Friday so that Governors have a 'heads up' in terms of the areas to be considered and then, after the Board meeting on Friday, the link would be circulated. Rob Lawson agreed that this was an appropriate way forward and indicated that, from his perspective, the more information he receives the easier</p>		
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<p>the review will be to complete.</p> <p>The Committee asked who the audience was for the output of the review. They acknowledged that it was likely to go to the ETF as they are commissioning the reviews and also the DfE as they are funding, but they questioned whether the audience was any wider than this. Rob Lawson expressed the belief that they are 'published' reports but he agreed to clarify to whom and where. A challenge from the Committee was that this should not be a public facing document as the intention is developmental rather than inspectorial and that both have very different approaches.</p> <p>Committee then discussed the timing of the survey and Rob Lawson indicated that it would be useful to give a Sunday evening deadline as this allows Governors to review at the weekend and also ETF collate survey responses on a Monday morning. Committee were happy to agree this but felt that the content of the survey itself needed to be discussed at Board this week first.</p> <p>Committee asked whether there is a standard template for the creation of the report. Rob Lawson indicated that there is not an expected format, however reviewers have been given a lot of training and guidance on report writing.</p> <p>Rob Lawson was thanked for his update and explanation and left the meeting at 12.15pm.</p> <p>The Committee reviewed the process and all believed that it was important that the College not be driven by an external timetable and that, if properly undertaken, should be considered as a very positive development process. During discussion it had become apparent that Rob Lawson felt that the review could be completed prior to the Christmas break, however the Committee did not feel that this was feasible given the time needed to contribute to the development of the action plan. One of the aspects to be considered as part of the review is Board interaction and therefore Committee felt it was important that the Board, as a whole, felt able to contribute to the process rather than just a small handful of Governors.</p> <p>It was agreed that the College would work to the timetable of having this review completed for an outcomes presentation to the next meeting on 12 February 2021 and the Clerk was asked to develop a timetable for actions required working back from this. It was agreed that, as part of the Chairs summary report to Board, the proposed timetable would be discussed. This is on the basis of the timescales the College is prepared to engage with and is very much on the basis of 'our agenda' and how activity would fit in with planned</p>	<p>Clerk</p>	<p>Dec. 2020</p>
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meetings and actions agreed following the strategy review sessions which took place last week.

The Clerk then drew the Committees attention to the second half of her written report which was requested by the Chair of the Board and picks out any aspects of 'governance' in the FEC stocktake report. The Committee were satisfied that actions required had commenced in the vast majority of areas including:

- Recruitment of a permanent Deputy Principal Curriculum & Quality – the Clerk was able to provide an update on this and it was confirmed that the timescale for completing this process is January/February 2021, with the intention being that an appointment recommendation would go to the 12th February Board meeting.
- A review of the frequency of Board/Committee meetings has been undertaken with changes implemented for the 20/21 academic year.
- Independent Board review has been commissioned and started
- Development of a risk register which is inclusive of COVID specific risks
- Bringing forward strategic planning sessions
- Development of the estates strategy

In terms of the two deadline dates included within the recommendations section, all felt that the Board review could be completed by the expected deadline date of February 2021 but did not feel that it would be possible to achieve estates strategy review finalisation by December 2020, given that there is a need to build upon last weeks' strategy sessions which will have an impact upon the estate.

Committee acknowledged that they had now received the final version of the stocktake report and, disappointingly there are a number of factual accuracy changes made by the College which have been ignored. The Chair of the Board indicated that, one particular conversation that he had had with the FEC team had been misrepresented and this had been communicated at a follow up meeting and in the factual accuracy check process as well.

Committee discussed whether there was any benefit in following the complaints process in relation to this or, whether instead, a letter should be sent from the College to FEC and the ESFA clearly identifying the areas of the report that the College does not agree with. In terms of a complaint, Committee felt that it would become a distraction and therefore the most appropriate course of action was to write a letter confirming the Colleges position so that there is a documented response. In terms of internal circulation of the

report, it was agreed that the areas where there is a dispute regarding accuracy would be redacted.

The Committee then discussed the frequency of meetings and it was agreed that it is specifically the number of CQ&S meetings which seems to be a sticking point for the FEC. Governors discussed the potential to reduce further but it was agreed not to go below six meetings per year because of the risks. All agreed that this could be reviewed after the next inspection. CQ&S Committee Chair expressed the view that, reports to this Committee should be driven by internal reports in any event and therefore it should not mean an additional burden. It was acknowledged that there needs to be a clear map of report writing from meeting to meeting so that internal generation of reports aligns with what is needed by management and can then also feed in to the Committee/Board papers. Clerk advised that she and the Executive Assistant were intended to create a timetable to give clarity regarding the deadline dates and that this will be circulated prior to the Christmas break ready for the next cycle of meetings in the new calendar year.

Committee then discussed the estates strategy further and particularly how this would be concluded in conjunction with the FEC expectation that this would align with curriculum and workforce considerations. The Clerk reminded the Committee that time was currently allocated in the diary on 21st and 22nd January for strategy review, which historically would have been the time of the year for governors to have their 'away day'. It was agreed to use part of the 21st January day as an opportunity for Matthew Hirst to present the estate strategy review outcomes/options and that the day and a half could be broken down in to three distinct aspects, these are:

- a) a synthesis of the major changes happening both locally and in the sector. Many of which have been discussed at the recent sessions and, in addition, by this point in time the FE white paper will have been issued and governors will need to consider the implications of this.
- b) The estates option piece and priorities
- c) Final strategy piece which brings all of this together

Clerk confirmed that, in the update to Board later in the week, she would ensure that it is clear that the time held in diaries on Thursday, 21 and Friday, 22 January 2021 would still be required, albeit that it was acknowledged that Governors would not be expected to sit on Teams for hour after hour after hour and that regular breaks would be arranged.

AGREED: to note the content of the update provided.

7	AOB		
	There were no items of additional business.		
8	DATE AND TIME OF NEXT MEETING		
	The Clerk confirmed that this was scheduled for 29 January 2021 at 11.30am.		
9	CONFIDENTIAL ITEMS		
	It was agreed that confidential items would be recorded on a separate basis.		

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