

Minutes of the Governance Committee meeting held on Friday 29th November 2019 at 3pm

Governors Present:	Rob Fisher (Chair) Denise Brown Jeremy Cartwright Stephen Sawbridge		
In Attendance:	Maxine Bagshaw, Clerk to the Corporation		
Min. No.		Action By Whom	Action By When
1	APOLOGIES FOR ABSENCE		
	There were no apologies for absence, with all Committee members present.		
2	DECLARATION OF INTERESTS		
	The Chair reminded Governors to declare any interests that they may have on matters to be discussed. The Principal/CEO declared an interest in relation to agenda item 10 and it was agreed she would step out of the meeting for discussions in relation to that item.		
3	MINUTES OF THE MEETING HELD ON 28TH JUNE 2019 & ANY MATTERS ARISING		
	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 28 th June 2019. There were no matters arising.		
4	ACTION PROGRESS REPORT		
	The Clerk introduced this item and an update was given in relation to a number of matters. <ul style="list-style-type: none"> Line 2 – the Clerk confirmed that she had reviewed the process for establishing a Charitable Trust, as 		

Signed :  Chair
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	<p>requested; this was following discussions regarding fundraising initiatives to support particular student activities and also the role of Student Ambassadors. She confirmed that the process itself was not complicated and that what the College would need to do at the point of setup is agree the 'objectives' for the charity and, if approved by the Charity Commission, the Charitable Trust would be established. She indicated that what is more challenging going forward are the fundraising activities themselves, setting up a bank account and all of the compliance/audit matters that are associated with a charity. Following discussion, the Committee agreed that this would be a 'nice to have'; however, they did not feel that it was the right time to progress, given challenges and concerns regarding the resources available to support this initiative. From personal experience Governors were able to agree that participating in the governance arrangements of a charity could become very time consuming. They agreed to be aware of it as a future opportunity and discussed potentially revisiting it in 6 months' time.</p> <p>The Principal confirmed that there is currently a page on the College website dedicated to alumni and their experiences. In addition, Student Ambassadors have been recruited and are being utilised to support specific initiatives, for example school liaison opportunities. The Committee discussed the future development of alumni in terms of a 'virtual fellow'.</p> <p>The Clerk asked whether it was still an expectation that Antoni Sadula should be approached regarding an opportunity to become an Independent Governor. The Committee felt that, with the successful recruitment of one Student Ambassador as an Independent Governor and three student governors, this was no longer a preferable route and that it was more important to focus on skills gaps for Independent Governor recruitment.</p> <p>In relation to line 4, the Principal advised that there had been a short postponement in terms of agreeing CFO targets and objectives; however, she confirmed that an initial draft would be presented to the Board meeting on the 12th December and that thereafter, at the next Governance Committee meeting, they could be reviewed in detail and agreed.</p> <p>AGREED: to note the content of the update provided.</p>	Principal	Dec 2019/ Feb 2020
5	BOARD MEMBERSHIP REVIEW AND RECRUITMENT PROPOSAL FROM PERIDOT		
	The Committee considered the report presented and, in		

	<p>relation to the third Student Governor vacancy, the Chair confirmed that he had met with Donna Hazledine earlier in the day and had found her to be enthusiastic, bright and motivated. She has the added benefit of being a member of staff, as well as a student, and it was agreed that this would give her an opportunity to give broad input in to Board discussions. The Chair confirmed that he would be putting forward the recommendation to the Board on 12th December 2019 that Donna Hazledine be appointed as the third Student Governor.</p> <p>The Board then considered the membership register and discussed the existing vacancies and potential changes that have been communicated to the Chair. On the basis of the current known position, it was agreed that there is a need to secure external support in relation to the recruitment process. The proposal from Peridot was considered and it was agreed that they would be instructed to support in the recruitment of three Independent Governors.</p> <p>The Committee then debated the skills/experience required and the areas of focus. It was agreed that the focus should be;</p> <ol style="list-style-type: none"> 1) Finance/Audit 2) FE Curriculum and Quality 3) Organisational transformation (ideally in the public sector). <p>In relation to organisational change, it was agreed that an individuals' experience of working through change was what was important, and not that they should be a practitioner/consultant.</p> <p>The Committee all agreed that business connectivity in Stoke on Trent would be an added benefit, particularly in relation to the individuals to be sourced with Finance/Audit and organisational transformation experience. The Clerk confirmed that she would contact Peridot to confirm this, so that they could then make a start on developing the microsite required to assist in the recruitment campaign.</p> <p>The Committee then discussed business connectivity generally and felt that there were a number of individuals who could be contacted; these were agreed as;</p> <ul style="list-style-type: none"> • Gareth Higgins at KMF • Alun Rogers, the Chair of the LEP <p>Committee members agreed amongst themselves that they would contact to see if these individuals were available to consider joining the Board or, if not, whether they could nominate/suggest an alternative.</p>		
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6	GOVERNOR ATTENDANCE		
	<p>The Clerk presented statistics for the full 2018/19 year and 2019/20 position to date. All agreed that the meeting schedule in 2018/19 had been a very demanding one and therefore it was understandable that there had been challenges for a number of individuals. The Chair confirmed that he had spoken to all Governors regarding attendance as part of the one to one process.</p> <p>The Committee debated the timing/scheduling of meetings and felt that meetings in the day could be a barrier for some individuals and particularly Staff Governors. To try and offset this, it was agreed to alternate Board meetings, with one being during the day and then the following one being in the evening. It was agreed that the first meeting in the new calendar year would be rescheduled for the evening (March 2020)</p> <p>AGREED: to note the content of the update provided.</p>		
7	GOVERNOR ENGAGEMENT OPTIONS FOR 2019/20		
	<p>The Clerk introduced her written report and drew Governors attention to initiatives considered and in place at another college. She confirmed that they were intended to provide a flavour of what other colleges do, rather than being recommendations for Stoke on Trent College.</p> <p>The Committee discussed the learning walks and governor links in place for 2018/19 and the feedback received, as part of the one to one process, was that these were too formal and that Governors had, on a number of instances, not felt that they had the appropriate skills and experience to be able to properly test and triangulate what they were being told/seeing. The Committee agreed that it would be useful to hold less formal meetings with Governors and the suggestion was made that these be scheduled before Committee and Board meetings, with an invitation extended to a group of staff and students to meet with and discuss issues with Governors. The suggestion made was that this should be arranged for a 30 minute session before the March Board meeting.</p> <p>AGREED: to note the update provided.</p>		
8	REGISTER OF INTERESTS SUMMARY 2019		
	<p>The Clerk presented this update for information purposes only. She confirmed that Governors have, over the autumn term, all reviewed and, where appropriate, updated the interests previously declared.</p>		

	AGREED: to note the content of the update provided.		
9	CONFIDENTIALITY POLICY – ANNUAL REVIEW		
	<p>The Clerk presented this policy and invited the Committee to discuss whether it remains fit for purpose. The Committee were satisfied that it remains a reasonable position and gives clarity on what will and won't be discussed on a confidential basis. The Committee were happy to continue with the policy unchanged.</p> <p>AGREED:</p> <ul style="list-style-type: none"> a) To note the content of the update provided, and b) Reaffirm the continuing use of the Confidentiality Policy unchanged. 		
10	AOC REMUNERATION CODE		
	<p>The Clerk introduced this item and confirmed that the College, having adopted the Remuneration Code, have to be satisfied regarding compliance. The Committee discussed the content and all agreed that it would be an unusual set of circumstances, where there was deviation from the expectations. They were satisfied that the College is compliant and it was agreed that, going forward, a review of this would be taken, together with the salary benchmarking information issued by the AoC in February/March each year.</p> <p>AGREED: to note the content of the update provided.</p>		
11	CONFIDENTIAL ITEMS		
	It was agreed to record confidential items on a separate basis.		
12	DATE AND TIME OF NEXT MEETING		
	<p>It was agreed to schedule the next meeting to coincide with the new Governor interviews planned with Peridot.</p> <p>Meeting closed at 5pm.</p>		

