



Confirmed Minutes

Present Ms L Summers (Chair), Mr A Nelson, Ms M Boryslawskyj, Ms A Williams (80%)

Clerk Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

There were no apologies received. Mr Dawson did not attend.

Ms Summers declared a personal interest for agenda item 5.

Mrs Coupland was welcomed back to work after a period of absence.

2. Minutes from Meeting held on 19th September 2017

Resolved:

- That the minutes be received as a true record.

3. Matters arising

Link Governors:

The Clerk confirmed that a rolling programme for Link Governor Handovers would be proposed to the committee at its next meeting in February 2018.

E-Governance:

The Clerk informed members that Dr J Norton (IT Director) is to attend the next committee meeting to demonstrate the proposed internal e-governance model. Ms Boryslawskyj also agreed to share at the same time the university's approach to 'paper light meetings'. The Clerk's more detailed report, with costings, will also be submitted to the next meeting.

Code of Good Governance:

The Clerk informed members that she and Ms Summers will review the AoC Code of Good Governance Self-Assessment prior to the compliance review being submitted to the Committee's meeting in June.

Governance Stakeholder Engagement Strategy and Governance Stakeholder Engagement Plan:

The Clerk confirmed that the stakeholder analysis and revised Governance Stakeholder Engagement Strategy and plan shall be presented to the Committee by its meeting in June 2018.

Competency Framework for Governors:

It was noted that all Governors had since completed the self-assessment and the full summary of responses were to be addressed under agenda item 4.

Membership Determination and Vacancies.

An expression of interest has since been received for the Parent Governor Vacancy. The Committee thanked Ms Williams and members of the Senior Leadership Team for advertising the vacancy at the recent Welcome Evening. This matter is to be addressed under agenda item 5.

4. Governance Self-Assessment Review (SAR) 2016/17 & Quality Improvement Plan (QIP) 2017/18

The Clerk confirmed that between July 2017 and September 2017, Governors were asked to complete a SAR questionnaire on the key areas of governance – a full summary of the responses has been presented to the committee at this meeting. To support the Governance SAR process, all Committees, in July 2017, had also agreed impact statements on their work undertaken with the last 12 months. Taking all this into account, it was agreed to continue to rate governance as outstanding. The Committee agreed that the summary and strengths of Governance as captured within the SAR fully supports the grade judgement reached.

Governance performance remains subject to continuous reviews; key areas for improvement and other development priorities were therefore considered by members to determine the Quality Improvement plan for this academic year in light of:

- All of the Governors' responses to the governance self-assessment and the competency assessment
- Possible additional challenges to governance arising from the new strategic plan and
- The continuing challenges in the external environment (National, Regional and Local)

The Committee also reviewed the SAR questionnaire, now that there had been a 100% response from governors, and confirmed that any additional training needs which had been identified were captured in the current training plan.

Resolved:

- **That the results summary of the Governance SAR Questionnaire 2016/17 be received.**
- **That the Governance SAR 2016/17 and the Governance Quality Improvement Plan 2017/18, subject to the agreed amendments, be recommended to the corporation for approval.**

5. Membership Determination and Vacancies.

Corporation membership:

The Clerk advised the Committee that at present the Corporation comprises of 15 Governors. The Clerk confirmed that External Governors are at full complement and there is only one vacancy for a Parent Governor. The Clerk informed the Committee that since the last meeting, the college had received an expression of interest from Ms Helen Richards to serve as a Parent Governor. Ms Richards observed the last Corporation meeting and has since confirmed to Ms Summers that she wishes to assume the parent governor role as soon as possible. The Clerk advised that to date there has been no other expressions of interests received for this vacancy and it is therefore an uncontested position. Ms Richards has completed the application form and the eligibility check, and there are also no known conflicts of interest that would preclude Ms Richards from taking up this post, subject to the necessary Disclosure Barring Service checks.

The Clerk reminded the committee that three External Governors terms of office are due to expire by September 2018 – Ms Summers, Mr Dawson and Ms McGuire. All governors concerned have asked for continuation in service and are wishing to serve for up to a further 4 years. Ms Summers left the meeting whilst her re-appointment was deliberated by the remaining members. Ms Boryslawskij and Mr Nelson also proposed and seconded Ms Summers' and Mr Dawson's continued appointment as Chair and Vice Chair of the Corporation.

Committee Membership:

The Clerk is of the opinion that the existing membership of the Audit Committee provides the necessary skill mix as required by the HM Treasury Audit and Risk Assurance Committee handbook however all present were mindful as to the skill gap created by Ms Haigh's maternity leave. Members agreed it prudent to now seek interest and support from existing governors with scrutiny background and FE Sector knowledge to bolster the Audit Committee's Membership in Ms Haigh's absence and whilst recruiting co-opted members from financial audit backgrounds. The Clerk was therefore asked to approach Ms Fleming to seek her views on joining the Audit Committee.

The Clerk advised the Committee that opportunity for co-optees to serve on the Audit as well as the Finance and Resources Committee continues to be advertised via national governor recruitment websites and services and local organisations. However, since the committee last met, no expressions of interest have been received.

Resolved:

- **For Ms Richards to be appointed as a Parent Governor as of 14th December 2017 for a period of up to 2 years (term of office to expire at the end of the Autumn Term 2019)**
- **For Ms Summers to be re-appointed as an External Governor as of 23rd August 2018 for a period of up to 4 years (term of office to expire at the start of the Autumn Term 2022).**
- **For Ms Summers to be re-appointed as Chair of the Corporation as of 23rd August 2018 for a period of 3 years (as per the Corporations Standing Orders)**
- **For Mr Dawson to be re-appointed as an External Governor as of 14th July 2018 for a period of up to 4 years (term of office to experience at the end of the Summer Term 2022)**
- **For Mr Dawson to be re-appointed as Vice Chair of the Corporation as of 14th July 2018 for a period of 3 years (as per the Corporations Standing Orders)**
- **For Ms Priscilla McGuire to be re-appointed as an External Governor as of 23rd August 2018 for a period of up to 4 years (term of office to expire at the start of the Autumn Term 2022).**
- **For Ms Fleming to be asked to serve on the Audit Committee.**

8. Board Assurance Framework – Initial Assurance Review of risk: Lack of effective governance, including lack of effective challenge and support for Senior Leadership Team.

The Committee remained confident in the different levels of assurances identified within the BAF for this specific risk. Additional items of external assurance were also identified. An overall green assurance level was therefore assigned to this particular risk.

Resolved:

- **To assign Green overall assurance to the risk**
- **For the Clerk to update the Master BAF**

9. Any other Business.

The Student Union Executive:

Ms Williams informed the Committee that the decision had been made by the College to not recruit a new Student Executive as of January 2018. Despite Staff and Governor efforts the existing model adopted for the Student Union Executive has not been effective and has failed to achieve its objectives in eliciting, promoting and responding to the students' voice.

The Committee although disappointed understood the rationale for the management's decision to disband the Executive. Members acknowledged that the inclusive nature of the college and the diverse student body it attracts has required HNC to already provide an extensive range of other ambassadorial opportunities and leadership development roles, as an alternative to the Student Union Executive; which to date have proven to be more effective in encouraging students to engage and be active in local, regional and national initiatives and issues. The Committee was satisfied however that the Senior Leadership Team were considering alternative arrangements and innovations for student representatives to best address any gaps identified in garnering and promoting the student voice with the loss of the Executive.

Resolved:

- **That the report be received.**

10. Learner Impact Reflection

The impact of discussions and scrutiny of the Committee's work in improving the outcomes and experience for all learners was considered and the following agreed.

Resolved:

- **By reviewing membership and agreeing succession planning strategies, the committee ensures that the Corporation continues to have the required mix of skill sets to effectively undertake its business in improving the quality of teaching, learning and assessment,**
- **Critical review of annual performance ensures that the Search Committee has fulfilled its statutory and delegated responsibilities.**
- **Maintaining high performance amongst Governors enables the Corporation to continue to provide strategic leadership and accountability**
- **A high performing corporation is able to support the college to achieve its aims and objectives and secure positive outcomes for students**
- **The Committee is committed to ensuring that every governor develops the skills they need to be effective and to make an active and valuable contribution to the work of the governing body.**
- **For the Corporation to succeed in its responsibilities – it is recognised that regular attendance enables governors to be involved in the discussion and to make informed decision –making which impact upon staff, students and the college's success.**

11. Determination of confidentiality

Supporting papers for the membership and vacancies Report is deemed to be confidential as it specifically refers to individuals.

12. Date of next meeting: 13th February 2018 at 5pm.

