

**Governors Present:**

Andrew Pratt, Alison Watson- Bird (Interim Chair), Simon Partington (Principal)

**In Attendance:**

Fatema Hussein (Head of Governance), Clare Russell (Principal Designate),  
Pauline Odulinski (Observer)

**Meeting Began:** 12.00pm

**Meeting Closed:** 1.00pm

**Attendance:** 80%

**1. APOLOGIES FOR ABSENCE**

Apologies were received and accepted from Yvonne Bradshaw and Stephen Gregson.

Pauline Odulinski was welcomed and introduced to the meeting.

**2. DECLARATIONS OF INTEREST**

Governors were invited to declare any direct, indirect, pecuniary, personal or prejudicial interest relating to any item on the agenda for the meeting

There were no declarations made.

**3. MINUTES OF THE MEETING HELD ON 13<sup>TH</sup> MARCH 2020**

**3.1 Approval of the Minutes**

Agreed that: the minutes are approved as a correct record and authorised for publication.

**3.2 Matters Arising**

The Head of Governance presented the action progress log and it was noted that most of the actions had been completed. Additional information on the Education Inspection Framework for Governors would be available in September.

**4. CORONAVIRUS LEADERSHIP & GOVERNANCE GROUP**

The Committee was informed that the Board had approved the proposal to establish a Coronavirus Governance & Leadership group as set out in Government guidance published in May. Consideration of the membership and Terms of Reference for the group had been delegated to the Search & Governance Committee

Governors reviewed the draft Terms of Reference and it was suggested that:

- Governor representation included the Chair, Lead Safeguarding Governor and the Chair of each Committee

- Management representation on the group included the Principal, two Deputy Principals, the Director of Finance and the Director of Estates & Facilities.

**RESOLVED:**

The Committee agreed that the membership and Terms of Reference for the group were recommended to the Board for approval.

**ACTION:**

- Head of Governance to include on Board agenda
- Principal and Deputy Principal to consider the timing of the first meeting of the group

**5. BOARD AND COMMITTEE MEMBERSHIP**

**5.1 Terms of Office Review**

The Head of Governance explained that:

- Governors at Runshaw were currently eligible to serve a maximum of three four year terms (12 years in total)
- However, the Board had also agreed that any re-appointments for terms in excess of eight years were subject to clear justification and in the best interests of the Corporation
- The AOC Code of Good Governance recommended that Governors should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as Chair
- The majority of F.E. colleges appointed for a maximum of two terms
- She was proposing that this was adopted by the Board with any re-appointments in excess of 8 years to be made in exceptional circumstances only

**RESOLVED:**

The Committee agreed that a recommendation was made to the Board to amend the term of office to a maximum of two terms (8 years) for all new Governor appointments from 1 September 2020. This would apply to Board members only.

**ACTION:**

Head of Governance /Board Agenda

**5.2 Membership**

The Head of Governance provided an update on Board and Committee membership and confirmed that there were no Governors whose Term of Office was due to end in 2020.

It was noted that membership was reviewed at every Committee meeting to aid with succession planning.

**6. GOVERNOR LINK PROGRAMME – LEARNING WALKS PROTOCOL**

The Committee reviewed the draft protocol for learning walks and it was proposed that these could commence in September when College re-opened.

A Governor commented that the protocol was very prescriptive and queried whether Governors should always be escorted during link visits. The Principal advised that this reflected the experience of members of the senior management team as Governors in Schools.

It was suggested that in addition to undertaking learning walks, Governors could also be invited to attend online focus groups that College was planning to set up in the next academic year.

The Head of Governance advised that Governors were expected to provide brief feedback of key observations from the visit either verbally (or via a short paper) at Board meetings; and proposed that this was included as part of the protocol.

**RESOLVED:**

The Committee agreed that the learning walks protocol and proposals for how Governors could get involved in Student and Staff focus groups was discussed further at the next meeting

**ACTION:**

Head of Governance to include on agenda for the next Committee meeting

**7. STAKEHOLDER ENGAGEMENT STRATEGY**

The Committee was requested to note that the development of a Stakeholder engagement strategy had been agreed by Governors present at the Ofsted training session last week. Pauline Odulinski who had led the session would work with the Head of Governance to provide some guidance on what should be included.

**ACTION:**

Head of Governance to include on next Committee meeting agenda

**8. REVIEW OF GOVERNANCE QIP (Quality Improvement Plan)**

The Committee reviewed the QIP and agreed that good progress had been made against all of the areas in the action plan. It was noted that the actions related to partnerships and understanding community need were ongoing and would be carried forward to the next academic year.

**9. GOVERNANCE POSITION STATEMENT**

The Committee reviewed the statement and some minor amendments were proposed.

**RESOLVED:**

It was agreed that the statement was submitted to the Board for endorsement

**ACTION:**

Head of Governance to amend and include on Board Agenda

**10. GOVERNOR CODE OF CONDUCT**

The Head of Governance explained that the Governor Code of Conduct was last updated in 2016 and was based on the Eversheds model code for Corporation members. Eversheds had recently revised the model code, and it would be good practice to update the College's Code of Conduct where appropriate to do so.

**RESOLVED:**

The Committee considered the proposed revisions and agreed that the updated Code of Conduct was submitted to the Board for approval.

**ACTION:**

Head of Governance / Board Agenda

**11. REVIEW OF CORPORATION STANDING ORDERS**

The Committee considered the revisions being proposed to the Standing Orders which were reviewed every three years.

**RESOLVED:**

The Committee agreed that the revisions to the Standing Orders were submitted to the Board for approval.

**ACTION:**

Head of Governance / Board Agenda

**12. MEETING EVALUATION COMMENTS AND SUGGESTIONS**

The Committee considered the comments and suggestions from the meeting review forms. The majority of comments were very positive and it was noted that most of the previous suggestions had been implemented.

It was suggested that greater use was made of the Convene Board portal for recording Governor approval and sharing of comments prior to the meeting.

**ACTION:**

Head of Governance to progress

**13. MEETING EVALUATION FORMS/ COMMITTEES**

The Committee was informed by the Head of Governance that she was proposing to use Microsoft forms to undertake the Governor meeting evaluation. This would help to streamline the process and provide consistency in how feedback from Governors was received.

**14. STAFF GOVERNOR APPOINTMENT**

The Head of Governance confirmed that one nomination had been received for the Academic Staff Governor vacancy and Robert Cobourne had been appointed to the post. Robert would be attending his first meeting on 6<sup>th</sup> July 2020.

**15. EXTERNAL EVALUATION OF THE BOARD**

Governors were advised that a date for the Board effectiveness session would need to be agreed. This would be undertaken by Pauline Odulinski.

**16. \*GDPR / CONFIDENTIALITY**

Governors were reminded to delete any personal or confidential information that had been circulated with the meeting papers.

## **17. GOVERNANCE IMPACT STATEMENT**

- Discussion of Governors involvement in student focus groups and learning walks will increase the impact of governance as Governors become more involved in the College
- Review of Governor Terms of Office will ensure that the Board is operating within sector norms and adhering to AOC Code of Governance recommendations
- Agreement of Membership and Terms or Reference for the Coronavirus Governance & Leadership group will provide a framework for the operation of the group
- Review of Standing Orders and Code of Conduct ensures that Governors are fulfilling their statutory responsibilities
- Monitoring of Governance Quality Improvement Plan will impact on learner outcomes

## **18. DATE OF NEXT MEETING**

Friday 9<sup>th</sup> October 2020 at 12.00pm