



**MINUTES OF THE GOVERNANCE PANEL MEETING**  
**HELD ON MONDAY 22 JUNE 2020**

**PRESENT:**

Lillian Croston	Chair
Mark Allanson	Member
Dr Fazal Dad	Principal and Chief Executive
Paul Levet	Vice Chair of the Corporation Board
Ian Brown	Co-opted Member

**IN ATTENDANCE:**

Jean Tracy	Clerk to the Corporation
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**1. APOLOGIES FOR ABSENCE**

No other apologies were received.

**2. DECLARATION OF CONFLICTS OF INTEREST**

The Chair advised those in attendance that should members of the Governance Panel become aware of any potential conflicts of interest, they should be disclosed at the earliest opportunity during the meeting.

**3. MINUTES OF THE GOVERNANCE PANEL MEETING HELD ON MONDAY 3 FEBRUARY 2020**

The minutes of the Governance Panel meeting held on Monday 3 February 2020 were accepted as a true and accurate record and signed by the Chair.

**4. MATTERS ARISING**

All other actions from the previous meeting had been completed or had been incorporated within the agenda.

**5. SUCCESSION PLANNING**

The Clerk to the Corporation presented a Report which provided an update on the current position relating to Board and Committee vacancies, the review of Committee membership and Probationary Reviews.

- (i) **Board/Committee Members**
- (ii) **Review of Committee Membership**

The Governance Panel agreed that the balance of Learning and Quality Committee was now very good. The Panel considered the skills needed for membership of the Remuneration and Audit Committees. Following these considerations, the Governance Panel **AGREED** to recommend to the Board that:

- a. The current vacancy on Learning and Quality Committee would be put on hold

- b. The current vacancy on Remuneration Committee would be put on hold
- c. The current vacancy on Audit Committee would be put on hold; and
- d. The appointment of x on Student Voice Committee.
- e. The review of Committee membership would be undertaken when the outcome of the proposed merger was known.

The Governance Panel noted the Board members' individual attendance information, including that where attendance had fallen below that expected. The relevant Committee Chairs were kept up to date on this information by the Clerk to the Corporation.

The Term of Office of both the FE and HE Student Governor was 30 November 2020. As both would complete their studies at the end of the academic year and were not intending to re-enrol, elections would take place in the new academic year.

The Committee also considered the vacancies which would arise on 31 March 2021. These included the Chair and Vice Chair of the Corporation Board and the staff Governors, the appointment of the latter being by the normal election process.

**(iii) Probationary Reviews**

Having considered the performance and attendance to date, the Governance Panel **AGREED** to recommend to the Board that the following had satisfactorily completed their probationary period and that their Terms of Office would be as previously agreed:

- a. Geoff Disley (Term of Office 31 March 2021)
- b. Paul Fleming (Term of Office 31 March 2022)
- c. Catherine Hill OBE (Term of Office 31 March 2022)

**6. GOVERNOR SELF-ASSESSMENT AND APPRAISAL OF THE CHAIR – REVIEW OF DOCUMENTATION FOR 2019/20**

The Governance Panel considered and **APPROVED** the Governor Self-Assessment Form and the Chair's Appraisal Questionnaire and noted the timeline for completion.

**7. HE FELLOWSHIP**

The Governance Panel was informed of the current nomination process for the appointment of the HE Fellow. The Panel wished the appointment to benefit the College and the wider town. It was **AGREED** that Panel members would give consideration on how this could be achieved and that the item would be discussed at the next meeting.

**Action: All/Clerk to the Corporation (re agenda item)**

**8. GOVERNANCE PANEL**

**(i) Meeting Dates 2020/21 and 2021/22**

The dates were noted and it was **AGREED** that the meeting scheduled for 10 August 2020 would be cancelled.

**(ii) Annual Calendar of Business 2020/21**

The Governance Panel considered and **APPROVED** the Calendar of Business 2020/21, noting that this would be updated as necessary during the year.

**(iii) Review of Terms of Reference for 2020/21 and Performance Against for 2019/20**

The Governance Panel reviewed its Terms of Reference and performance against these for 2019/20. The Panel **AGREED** that:

- a. its Terms of Reference remained fit for purpose and thus the Panel would not wish to make any recommendations to the Board for amendment
- b. it had met all requirements under its Terms of Reference for 2019/20.

**9. COMPLIANCE**

- (i) **Code of Good governance for English Colleges**
- (ii) **RSM Turning Lights Green – A Best Practice Guide for Audit Committee**

The Report had been considered by Audit Committee at its meeting on 2 June 2020 and was presented to the Governance Panel for information.

A discussion took place on those points of compliance which had been recorded as having been completed in part. It was agreed that in relation to 4.1: Teaching and Learning, the College had made good progress in improving teaching and learning and that this, and the Board’s increased challenge and expectations, had been noted by the FE Commissioner and in an Ofsted monitoring visit. However, the impact had not yet been fully evidenced. Improvements in HE also needed to be made.

The way in which the Board could externally benchmark its performance and processes and on how to involve external stakeholders would be considered outside the meeting.

**10. ANY OTHER BUSINESS**

There were no items of any other business.

**11. REVIEW OF MEETING**

The Chair thanked members for their attendance and contribution to the meeting.

**8. DATE AND TIME OF NEXT MEETING**

As **AGREED**, the meeting scheduled for Monday 10 August 2020 would be cancelled. The next meeting of the Governance Panel would take place on Monday 5 October 2020 at 4.30pm.

Signed: .....

Date: .....