



**MINUTES OF THE GOVERNANCE PANEL MEETING**  
**HELD ON THURSDAY 24 JUNE 2021 VIA MICROSOFT TEAMS**

**PRESENT:**

Lillian Croston	Chair
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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The Chair welcomed everyone to the meeting and thanked them for their time.

**1. APOLOGIES FOR ABSENCE**

Apologies were received from Mark Allanson.

**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. None was made.

**3. MINUTES OF THE GOVERNANCE PANEL MEETING HELD ON MONDAY 1 FEBRUARY 2021**

The minutes of the Governance Panel meeting held on Monday 1 February 2021 were accepted as a true and accurate record and were duly signed by the Chair.

**4. MATTERS ARISING**

The Panel noted the update on actions from previous meetings.

**5. SUCCESSION PLANNING**

The Clerk to the Corporation presented a Report which provided a further update on the current position relating to Board and Committee vacancies, expressions of interest received for Board/Audit Committee membership, the election of the Academic Staff Governor and the review of Committee membership and Board attendance.

- **Board Membership**

As per the Succession Planning Policy, the Clerk alerted Governance Panel to the vacancies which would arise on 1 April 2022. The Panel considered the contribution and attendance of each of the five Governors listed and was reminded of the attendance required of all Governors and on the option to remove any Governor whose attendance did not meet this requirement. Governance Panel also noted the total years membership for each of the Governors. The Panel

agreed that the Board needed to be consistent in its approach, taking account of the requirements of the Code of Good Governance for English Colleges and the expectations of the Office for Students in relation to ongoing conditions of registration in relation to the maximum number of terms of office. It noted x's contribution to work of the Board and the reasons for his term of office exceeding the expected 9-year maximum.

Governance Panel **AGREED** that:

- i. On current performance and attendance, the re-appointment of x, x and x would be recommended to the Board at its meeting in March 2022. Governance Panel would, however, consider its recommendations again at its meeting on 31 January 2022.
- ii. The Clerk to the Corporation would contact x about his membership of the Corporation Board and Policy and Resources Committee
- iii. Governance Panel would recommend that x
- iv. The future appointment of someone with x experience would be taken forward by the Panel.

Governance Panel then considered the applications for Board and/or Audit Committee membership. Where these had been received, CVs and skills audit information had been included in the papers. Governance Panel received feedback on the meeting between Taiyab Sufi, the Chair, Principal and Chief Executive and the Clerk.

Governance Panel **AGREED** that:

- i. The appointment of Taiyab Sufi as a member of the Corporation Board and of Audit Committee be recommended to the Board at its meeting on 2 July 2021.
- ii. x and x be invited to meet with the Chair, Principal and Chief Executive, Ian Brown and the Clerk.
- iii. x be thanked for his interest but informed that his application would not be taken further.

- **Election of Academic Staff Governor**

The Committee noted the information provided on the election of the Academic Staff Governor, Mark Moren.

- **Review of Committee Membership/Board Attendance**

Governance Panel reviewed the current Committee membership and **AGREED** that it did not wish to make recommendations on changes.

The Panel considered the attendance of current Board members and, where this was a concern, noted the reasons for absence and contribution made in other ways. At this time and other than as noted above, no further action was proposed.

## **6. COMPLIANCE**

- **CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES**
- **RSM – A BEST PRACTICE GUIDE FOR AUDIT COMMITTEE**

Governance Panel considered the report which had also been presented to Audit Committee at its meeting on 8 June 2021. Audit Committee had reviewed and agreed the commentary on compliance and no amendments were requested.

Having considered the Report, Governance Panel did not wish to make any recommendations regarding changes and noted that the Report would be presented to the Corporation Board for information.

**7. FELLOW NOMINATIONS**

The Committee **AGREED** that the nominations for Fellow would be put on hold for the current year.

**8. GOVERNANCE PANEL**

- **MEETING DATES 2021/22 AND 2022/23**
- **CALENDAR OF BUSINESS 2021/22**
- **TERMS OF REFERENCE – REVIEW OF FOR 2021/22 AND PERFORMANCE AGAINST FOR 2020/21**

Having considered the Report, Governance Panel **APPROVED** the proposed meeting dates and the Calendar of Business for 2021/22. Governance Panel also **AGREED** to recommend the proposed correction to its Terms of Reference and the commentary on its performance against its Terms of Reference for 2020/21 to the Board for approval.

**9. ANY OTHER BUSINESS**

The Governance Panel was provided with information on the current situation regarding St Mary’s College.

There were no other items of any other business.

**10. REVIEW OF MEETING**

The Chair thanked the Clerk for the high quality of the reports presented. Members were thanked for their attendance and contribution at the meeting.

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

It was **AGREED** that the meeting scheduled for Monday 9 August 2021 would be cancelled.

The next meeting of Governance Panel would therefore take place on Monday 4 October 2021 at 4.30pm.

*17:20pm The meeting closed.*

Signed: .....

Date: .....