

**MINUTES OF THE GOVERNANCE PANEL MEETING**  
**HELD ON MONDAY 1 FEBRUARY 2021 VIA MICROSOFT TEAMS**

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

**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. None was made.

**3. MINUTES OF THE GOVERNANCE PANEL MEETING HELD ON MONDAY 9 NOVEMBER 2020**

The minutes of the Governance Panel meeting held on Monday 9 November 2020 were accepted as a true and accurate record and, because of Covid restrictions, would be signed by the Chair when able to do so.

**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, the election of the Chair, Vice Chair and Staff Governors and the review of Committee membership.

- **Board/Committee Vacancies including:**
  - **Re-appointment of Lillian Croston and Paul Levet**

As previously advised, the term of office of both Chair and Vice Chair of the Corporation Board would end on 31 March 2021. It was noted that both members had confirmed their wish to be considered for re-appointment as Chair and Vice Chair. The Panel was again mindful of the

restriction on the number of terms of office which may be served but that the Code of Good Governance for English Colleges and the HE Code of Good Governance both allowed for an exception where 'subsequently undertaking a new and more senior role, for example as chair'. (Section 9.29 Code of Good Governance for English Colleges).

Taking this into account and also the attendance, contribution, skills, etc., Governance Panel **AGREED** to recommend the re-appointment of Lillian Croston and Paul Levet as members of the Corporation Board. The minutes record that the Chair and Vice Chair did not take part in the consideration of their own re-appointment.

- **Ram Gupta**

Following discussion, Governance Panel **AGREED** to recommend the appointment of Ram Gupta as a member of the Board and of Learning and Quality Committee.

It was noted that Mr Gupta had expressed an interest in attending the next meeting of the Learning and Quality Committee as an observer. The Clerk would take this forward.<sup>1</sup>

- **Consideration of Board and Audit Committee member**

The Clerk had circulated information on individuals who had expressed interest in board membership via the Education and Training Foundation (ETF) governor recruitment site. It was noted that the information did not include whether such persons were looking to be appointed as school or college governors.

After consideration and noting the possible vacancies on Policy and Resources Committee in addition to the existing two vacancies on Audit Committee, it was **AGREED** that the Vice Chair and Clerk to the Corporation would explore further the following: x, x and x, this being for membership of the Board and Audit and/or Policy and Resources.

**Action: Vice Chair/Clerk to the Corporation<sup>2</sup>**

The Principal and Chief Executive informed the Governance Panel of his conversation with Ian Brown which had taken place in the previous week. It was **AGREED** that the Principal and Chief Executive would contact x about possible Board and Audit Committee membership.

**Action: Principal and Chief Executive**

Following a further discussion, Governance Panel also **AGREED** that the Chair would contact x regarding the Board and Audit Committee vacancies.

**Action: Chair of the Corporation Board**

- **Election of Chair and Vice Chair**

Governance Panel was informed that the election process for Chair and Vice Chair had begun and that the outcome would be known by the Corporation Board meeting in March 2021.

- **Election of Staff Governors**

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<sup>1</sup> Ram Gupta had confirmed his attendance at the Learning and Quality Committee meeting to be held on 11 February 2021

<sup>2</sup> Clerk 'contacted' the 3 individuals via the site; now waiting for responses as to whether 'interested', 'decline', or 'require further information'.

Governance Panel was informed that the election process for appointment of the Academic and Business Staff Governors had begun and that the outcome would be known by the Corporation Board meeting in March 2021.

- **Review of Committee Membership**

It was **AGREED** that this item would be considered at a later date when the outcome of the current search for members had been concluded.

**6. BOARD MEMBERS’ PROBATIONARY REVIEWS**

Having considered the attendance, contributions, skills and expertise, 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 to 31 March 2023 as previously agreed:

- Paul Morris
- Glenys Pashley-Crawford
- Arif Patel

**7. GOVERNOR SELF-ASSESSMENT AND CHAIR’S APPRAISAL FORMS**

A detailed discussion took place on the timing and format of the Governor Self-Assessment process and on what good governance and good governors looked like. It was **AGREED** that the Clerk would look to obtain examples of the processes used across the sector.

It was agreed that the Chair’s Appraisal document would continue in its current format, the Chair commenting that she welcomed Governors’ honest views in order that the Governing Body developed and achieved ‘outstanding’. The Clerk would contact Board members to find out the barriers to its completion and on how it could be completed online.

**Action: Clerk to the Corporation**

**8. ANY OTHER BUSINESS**

There were no items of any other business.

**9. REVIEW OF MEETING**

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

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

The next meeting of the Governance Panel would take place on Monday 26 April 2021 at 4.30pm.

*17:20pm The meeting closed.*

Signed: .....

Date: .....