

MINUTES OF THE GOVERNANCE PANEL MEETING
HELD ON MONDAY 31 JANUARY 2022
IN UNIVERSITY CENTRE BOARD ROOM (UC006) / VIA MICROSOFT TEAMS

PRESENT:

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

IN ATTENDANCE:

Jean Tracy	Clerk to the Corporation
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The Chair welcomed everyone to the meeting.

1. APOLOGIES FOR ABSENCE

There were no apologies.

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 4 OCTOBER 2021

The minutes of the Governance Panel meeting held on Monday 4 October 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, including those which would arise on 1 April 2022. Information on Governor attendance was included in the Report.

(i) Board/Committee Vacancies

Governance Panel noted that an approach to local legal firms had not been made because of the recent Ofsted inspection. The Vice Chair offered to take this forward and it was **AGREED** that the Vice Chair would speak to the Principal and Chief Executive.

Action: Vice Chair of the Corporation Board

Consideration would be given to the replacement for Mr Roger Spensley on Remuneration Committee.

Governance Panel noted the information on Board members' attendance, and in particular where it fell below that expected.

(ii) Recommendation on Re-appointment

At its meeting on 1 February 2021, the Panel had agreed to recommend the re-appointment of Mark Allanson, Paul Fleming and Catherine Hill OBE to the Board at its meeting in March 2022, noting that the Panel would, however, consider its recommendations again at its meeting on 31 January 2022.

After consideration, Governance Panel **AGREED** to recommend the re-appointment to the Board of:

- Mark Allanson – and as Chair of Learning and Quality and a member of the Governance Panel
- Catherine Hill OBE – and as a member of Learning and Quality Committee and Student Voice Committee
- Paul Fleming – and as a member of Audit Committee and Student Voice Committee, subject to his agreement.

6. PROBATIONARY REVIEWS

Having considered the Report and taking into account the contribution and attendance at Board and Committee meetings, Governance Panel **AGREED** to recommend the continued membership of Ram Gupta and Mark Moren.

7. ELECTION PROCESS FOR FE AND HE STUDENT GOVERNORS

The Report provided an update on the changes to the election process for the FE and HE Student Governors. Having considered the Report, Governance Panel **AGREED** to recommend the amended election process to the Board for approval.

In answer to a question from a member of the Panel, the Clerk provided information on the internal and external training which the Student Governors undertook.

8. EXTERNAL GOVERNANCE REVIEW

Governance Panel considered the Report which provided an update on the requirement for FE corporations to undertake an external review. The Report provided information on the annual self-assessment processes already in place and on the benefits, planning process and scope and objectives of an external governance review. The Clerk reminded Governance Panel that an internal audit on the effectiveness of governance arrangements had been completed in October 2021; the audit opinion for which was "substantial assurance".

After discussion, it was **AGREED** that the Principal and Chief Executive and Clerk to the Corporation would investigate further as to the appointment, timeline, etc. for the external governance review.

Action: Principal and Chief Executive/Clerk to the Corporation

9. CODE OF CONDUCT FOR CORPORATION MEMBERS

The Report provided information on the proposed changes to the Code of Conduct. These included the inclusion of specific governance requirements, as previously reported to the Board, that the Clerk must have a qualification relevant to the role or equivalent experience, that the

Governing Body must report each year on the training/development activities undertaken to develop governors and the Clerk, and that the Board must undertake an annual self-assessment and must have an external governance review at least once every three years.

Governance Panel **AGREED** to recommend the revised Code of Conduct to the Board for approval, noting that references to page numbers would then be checked and amended as necessary.

10. ANY OTHER BUSINESS

(i) Confidential Item

x

(ii) x

(iii) Director of Governance

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

There were no other items of any other business.

11. REVIEW OF MEETING

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

8. DATE AND TIME OF NEXT MEETING

The next meeting of Governance Panel would take place on 29 April 2022 at 10.30am (from 25 April 2022 at 4.30pm).

17:20pm The meeting closed.

Signed:

Date: