



**Minutes of the Meeting of the Governance Committee  
Held on 04 October 2022 at 5:15 pm via MS Teams**

<b>Present</b>	<b>In Attendance</b>
Jean Lammiman (Vice Chair) (JL)	Robert Heal (RoH) (Director of Governance)
Annette Cast (Principal) (SN)	
Sundeeep Bhandari (SB)	<b>Observer</b>
Kate Parsley (KP) (Acting Chair)	

**1. Chair's Opening Remarks and report of any Chairs Action taken since the last meeting**

Apologies forms received, Chairs action invite Viresh as potential Chair Resources

**2. Apologies for Absence**

GS, VR sent apologies

**3. Declarations of Interest**

None

**4. Minutes of the Meeting Held on 28 June 2022**

The minutes of the meeting held on 28 June 2022 were accepted as a true record and approved. To be signed at next opportunity.

**Review Action Points**

Action points were noted as completed or pending in agenda

**5. Matters Arising**

None

**6. Committee to Note the Letter from the FE Commissioner 20 July 2022**

RoH overviewed the FE letter and recommendation for C&Q committee.

AC advised that the FE commissioner visited Stanmore College. She wants to provide preventative support to Colleges and to share good practices.

KP noted that this additional level of support was very positive.

**RECOMMENDATION**

**NOTED**

**FE COMMISSIONERS LETTER**

**7. Selection of Chair / Vice Chair**

RoH noted that the only nominations were GS for Chair and JL for Vice Chair. The committee approved these nominations.

**RECOMMENDATION**

**APPROVED**

**GS CHAIR, JL VICE CHAIR**

## **8 Succession Planning**

### **8.i Student Appointments**

RoH overviewed the student appointments of Sweetsan Manijam and Tianna Smith

#### **RECOMMENDATION**

#### **NOTED**

#### **STUDENT GOVERNOR APPOINTMENTS**

### **8ii Governor Attendance 2021-22**

The Governor attendance was overviewed and noted as 68%.

SB suggested that Governors should advise that they have read papers if not attending.

KP agreed that this increases contributions, saves raising points at a later date.

SB, all Govs should confirm attendance or give apologies

KP suggested the addition of the questions to apologies.

RoH, asked whether a note should be sent with papers, or after apologies received

SB, after to prevent giving reason not to attend.

KP, we need to be rigorous with engagement at 68% attendance. The idea of a questions paper makes a lot of sense.

SB, only if genuine reasons.

KP noted we keep internal records so that the Chair can action on poor attendance

SB that process is in place

AC agreed

RoH was asked to continue to record attendance information.

SB, It is the Chairs action to speak with individuals with judgement, suggested below 50%

AC my expectation is Governors with less than 75% require a gentle word, especially as MSTeams gives remote access.

KP, MS Teams makes joining easier and allows more dedication.

SB there should be visibility, Governors should be committed

KP asked are we expecting in person meetings?

SB, the reality is these should all be in person meetings.

KP, agreed, I would prioritise attending in person if chairing.

AC, All Governors should be present at the Board. Seeing the business is as important, as is being seen by Staff. Governors should also see classes. Sub-committees on MSTeams is OK.

KP, I had a fantastic visit previously, it was nice to be here in person

SB, we need to be cautious about mandating this.

RoH confirmed that it was acceptable for committee to be on MSTeams, but Board attendance should be in person.

KP, noted some won't attend in person, some will.

SB, Chairs should attend in person, Remainder of Governors should be best efforts to be here in person. AC agree

AC invite Governors to activity with students and they are more likely to attend. We should tie in with link governors

**Action - GS to make a statement at the Board on this matter**

**RECOMMENDATION  
NOTED  
GOVERNOR ATTENDANCE**

**8iii Committee Membership**

The committee discussed the proposal by GS to have a minimum number of Governors and have more co-opted governors to attend committees. AC noted, new governors have greater work commitments and cannot commit time to be a Governor, we are struggling to find Governors and am concerned if we had less.

KP, Governance is a holistic function. You are aware of situation, but there is much duplication, we can question, but do have time limitations.

The Governors questioned absences and apologies given. RoH explained reasons where given.

SB we welcome the view of the Executive.

AC, we have a number of vacancies, we should increase number and explain time commitments, we should keep short sabbaticals or maternity fixed time agreements. Noting two Governors of concern. Both fine on merits, we are keen to keep them. But, reserve the right to deal with members who have poor attendance. SB we agree, your opinion is not inconsistent with ours.

RoH clarified papers submitted as to maximise engagement at committees through co-opt Governor use, which reduced co-opted time commitment and allowed Board to maximise Governor activity.

KP if long serving governors end their tenure, it would drop us below minimum levels. There is also the concern of low member attendance.

AC, the FE commissioner is very clear and very strong on the 9 year maximum tenure guidance. Not following these leaves ourselves exposed. We need to recruit to replace Governors.

KP we want diversity and relevance, the contribution they [Long serving governors] make is good. Could TB be a co-opt Governor to support to the committee chair?

SB, new governor pipeline is not here.

AC – some principals struggled with an ex-principal being a Governor, I would thrive with this, enrichment. We should seek ex-principals. I will contact recent FE principal. We need a lawyer, HR is covered, Marketing assistance is required, and Post 16 experience. If I go on a school board it would be a plus and I've spoken with the Director of Education for Harrow. Could he join us?

KP local authority involvement is an excellent idea.

RoH reminded board of the previous proposal to have a University College London board member.

AC discussed concerns and actions she would take first.

SB challenged and AC explained her reasoning.

It was agreed that the Board should seek to increase Membership levels

**RECOMMENDATION  
NOT APPROVED  
MEMBERSHIP PROPOSAL**

**9. Scheme of delegation**

RoH overviewed the schedule and noted that the reporting line of the Director of Governance should report to the Chair to meet AoC Good Governance guidance and Outstanding Governance Plan actions.

SB challenged whether this was the case. RoH noted that when appointed the Director of Governance role was changed to report to the Principal.

AC stated, the Director of Governance should report to the Chair and have a dotted line to the Principal otherwise it is not good governance or healthy leadership. Reporting to the Chair gives independence.

SB explained issue with clerk role not reporting to Chair made auditors uncomfortable.

**Director of Governance to report to chair – Action**

**RECOMMENDATION**

**APPROVED**

**SCHEME OF DELEGATION**

**10. Outstanding Governance Plan**

RoH overviewed position

Committee agreed to committees deriving next actions

**RECOMMENDATION**

**NOTED**

**OUTSTANDING GOVERNANCE PLAN**

**11i. Covid Committee Terms of Reference**

The Committee agreed to close this subcommittee following the end of the pandemic, but the board is to keep in view and reinstate if necessary

**RECOMMENDATION**

**APPROVED**

**COVID COMMITTEE TO CLOSE**

**11ii. Capital Working party Terms of Reference**

No Change

**RECOMMENDATION**

**APPROVED**

**CAPITAL WORKING PARTY TERMS OF REFERENCE**

**12. Link Governor Planning**

SB Historically Governors kept pushing but staff didn't respond

AC exec should manage staff contact for Governors and invite

KP asked one a term? AC confirmed

SB asked what is the narrative? AC minimum 1 visit, gentle conversation, College owns.

KP visibility engagement and catch up

**KP asked that we add a KEY to Link plan - Action**

KP how does link operate versus involvement, AC there should be a job desc , person spec and guidance sheet.

KP this is just a monitoring tool

AC there is a fine line between governance and management- it should give guidance and clarity of role.

**RECOMMENDATION**

**NOTED**

**LINK PLAN**

### 13. Date of Next Meeting

The date of the next meeting will be held on Tuesday 6 December 2022 at 5.15pm

The meeting ended at 6:48 pm

**Signed**

**Chair**

**Date**

**Action Points**

<b>Item</b>	<b>Action</b>	<b>Responsibility</b>	<b>Timescale</b>
8ii	Governor attendance to be reported to the Board	GS	Dec 22
9	DoG to report to Chair	GS	Dec 22
12	add a key to Link plan	RoH	Dec 22