

## **GOVERNANCE COMMITTEE of the Governing Body**

Minutes of the Committee held on Tuesday 24<sup>th</sup> June 2025, 5.00pm  
at Stanmore College and on MS Teams

### **Present:**

Rabbi Gideon Schulman (GS) – Chair (Teams)  
Mr Sundeep Bhandari (SB) – Vice Chair  
Mrs Hannah Butland (HB) – Governor (Teams)  
Mr Paul Goodman (PG) – Governor (Teams)  
Ms Kate Parsley (KP) – Governor (Teams)  
Mrs Annette Cast (AC) – Principal

### **In Attendance:**

Ms Lorna Elliot (LE) – Executive Director of Corporate Services  
Ms Kayee Chan (KC) – Director of Governance

### **Apologies:**

Mr Julian Davies (JD) – Governor

---

## **RESOLUTION**

To confirm the minutes of the meeting held on 1<sup>st</sup> October 2024

---

## **RECOMMENDATIONS TO THE GOVERNING BODY**

- To approve the recruitment strategy's emphasis on skills alignment and increasing board diversity.
- To approve the appointment of a second term for Governor Kate Parsley (to July 2029).
- To approve the proposed revised Committee structure, effective from 1 August 2025.
- To approve the formal dissolution of the current Resources Committee, Governance Committee and Remuneration Committee, effective 31 July 2025.
- To approve the establishment of the revised 1) Finance and Resources Committee, and 2) Governance, Search and Remuneration Committee, with effect from 1 August 2025.
- To approved the revised and reviewed Terms of References of the Committees for 2025-2026, effective from 1<sup>st</sup> August 2025.
- To approve the Board and Committee Meeting Schedule for 2025/26.

- To approve the draft proposal of the Work Programme 2025/26 to be brought back to the first meeting in the autumn with a Committee membership, for full approval.
  - To approve the phased self-assessment plan and development of the governor improvement action plan for 2025/26.
  - To approve the proposed direction of travel for Governor Engagement
  - To approve the reviewed and revised: Instruments and Articles of Government, Standing Orders and Governor Code of Conduct.
  - To approve the Whistleblowing Policy.
- 

## **1. Welcome, Apologies, and Declarations of Interest**

- 1.1 The Chair welcomed everyone present to the meeting.
- 1.2 Apologies were noted from Governor Julian Davies.
- 1.3 The meeting was confirmed as quorate by the Director of Governance.
- 1.4 There were no declarations of interest from Governors.

## **2. Minutes of the Previous Meeting**

- 2.1 Minutes of the meeting held on 1<sup>st</sup> October 2024  
The Committee agreed to confirm the approved draft minutes of its meeting on 1<sup>st</sup> October 2024, as an accurate record.
- 2.2 Action points review  
No progress had been made in further engaging Ambassadors and there was little participation from them over the year. It was agreed to improve engagement by formalising a programme of events for the upcoming year.

## **3. Matters Arising**

- 3.1 There were no matters arising.

#### **4. Appointment of Chair and Vice-Chair for 2025/26**

- 4.1 It was agreed that due to ongoing governance restructuring and recruitment, to postpone the appointment of a Chair and Vice-Chair to early next academic year (Autumn 2025). Governor and Chair elect HB agreed to act as the Interim Chair of the Governance Committee following the Chair's (GS) departure in July 2025 until official appointments were made. The group acknowledged the need to start succession planning for the broader Committee membership, especially with leadership transitions upcoming.

#### **5. Skills Audit Report and Governor Recruitment Update**

- 5.1 The Skills Audit Report identified key gaps in areas such as in: curriculum and education policy; finance (particularly in audit and procurement), capital projects and property management, EDI (Equality, Diversity & Inclusion), marketing and community engagement, and digital transformation, including cybersecurity. These insights were informing the ongoing governor recruitment efforts, using a multi-pronged approach, engaging Peridot Partners for executive search and Governors for Schools via a lower cost volunteer-based model. An FE Commissioner approved recruitment service, soon to be available, would also be utilised helping to provide funding in governor recruitment. The Committee emphasised the importance of both finding governors with the right skills and ensuring a strong level of commitment.
- 5.2 Two applications for governor roles were received through Peridot, and both were possible strong candidates. Arrangements were underway for assessment and possible interviews. A staggered timeline for recruitment working either side and through the summer was being progressed.
- 5.3 Concerns were raised around governor retention, with several previous members stepping down prematurely over the past year. Members stressed the need for thorough pre vetting of candidates' intentions and capacity for commitment during recruitment. Also highlighted was the critical importance of finding a future Vice Chair with clear long-term intentions, and for this to also be conveyed to recruitment partners.
- 5.4 The Committee also agreed the importance of ensuring that the governing body reflected the student population's diversity - not just in terms of ethnicity and gender, but also in lived experiences and perspectives and to consider broader protected characteristics.

- 5.5 There was strong interest in the student governor roles, with five student applicants actively campaigning. The Director of Governance working with Student Services staff were helping to ensure these student candidates understood the commitment required. Staff governor nomination activities were lower, but ongoing engagement with staff were in progress to ensure a positive outcome. It was anticipated that the ratification of staff and student governors would take place at the July Board meeting.

## **6. Governor Terms, Renewal and Succession Planning**

- 6.1 Governor terms were mapped out and detailed within the paper. This reported that six governors were continuing on into the next academic year, with governor Kate Parsley proposed for renewal into a second four year term. Succession planning remained a focus, noting that the Vice Chair SB was due to step down in July 2026 when his two terms come to an end. A new Chair to replace GS had been elected and ratified at the March Board as governor Hannah Butland. The Director of Governance would continue to liaise with search firms to ensure both the recruitment and handover process for the Vice Chair is effectively managed.
- 6.2 It was noted that governor PG would be interested in becoming the Vice Chair if no other suitable governor was identified for the role. Members recognised the need for a diverse Board but agreed that the priority remained appointing a Vice Chair who was committed to the role and reflected the values of the student community.

## **7. Committee Structure Proposal and Terms of Reference**

- 7.1 At the request of the Board of Governors from the meeting in March 2025, a proposal was made to revise the Governance Committee structure, to streamline the governance structure and clarify Committee remits.

It was proposed to implement the following revised structure from 1 September 2025:

- Board
- Audit Committee
- Curriculum and Quality Committee
- Finance and Resources Committee - replacing the existing Resources Committee and formally incorporating finance responsibilities
- Governance, Search and Remuneration Committee - combining the Governance Committee, Search functions and the Remuneration Committee

- 7.2 This would entail the dissolution of the existing Resources Committee, the Governance Committee and the Remuneration Committee and to establish a new Finance and Resources Committee and a Governance, Search and Remuneration Committee. Terms of References for the new Committees (Finance and Resources Committee; Governance, Search and Remuneration Committee) were newly drafted and proposed along with substantially revised Terms of References for the Audit Committee and the

Curriculum and Quality Committee for consistency and to achieve governance best practice.

7.3 Associated governance documents, the Instruments and Articles of Government and Standing Orders were also reviewed and revised to ensure compliancy of the Committee restructure. The Scheme of Delegation would also be reviewed in early autumn 2025. The Instruments and Articles of Government permitted the Board of Governors to reorganise its Committee structure without the need for external approval.

7.4 Nomination of Chairs, Vice-Chairs and members for each Committee would be proposed at the start of the academic year pending outcomes of governor recruitment.

7.5 *The Committee approved:*

- the proposed revised Committee structure, effective from 1 September 2025.
- the formal dissolution of the current Resources Committee, Governance Committee and Remuneration Committee, effective 31 July 2025.
- the establishment of the revised 1) Finance and Resources Committee, and 2) Governance, Search and Remuneration Committee, with effect from 31 July 2025.
- the approval of the revised and reviewed Terms of References of the Committees for 2025-2026 and supporting documents of the new structure – and to be reconfirmed at the first Committee meeting of the academic year.

## **8. Governance Meeting Schedule 2025/26**

8.1 A provisional meeting schedule for 2025-26 was proposed. Some suggested changes to the dates were made by members, including noting clashes with religious holidays. For the format of meetings, it was proposed to hold full Board meetings and Strategy Days in person and for Committees to be held online via Teams which was felt run more efficiently than in hybrid mode. The Chair elect HB emphasised that the new format would help with attendance at meetings whether online or in person. Governors supported the proposal and agreed to trial the format of meetings for a year, of Committees being held fully online, with a review of the trial based on governor feedback. The Director of Governance agreed to re-circulate the scheduled dates to members for their concise feedback for amendments.

## **9. Work Programme for 2025/26**

9.1 A draft work programme for 2025-26 was introduced. The programme's aim is to support effective governance across the Board and its Committees, by mapping out:

- Statutory responsibilities
- Strategic priorities
- Regulatory and compliance cycles
- Internal reporting expectations

9.2 The Director of Governance emphasised that this was still work in progress and would be amended and refined once the committee structure and its terms of references

were confirmed and to incorporate any feedback. A final draft would be presented for approval at the start of the academic year.

- 9.3 Governors welcomed the proposed work programme approach. The Chair requested that it would be helpful to also indicate which items were for compliance to distinguish from good practice.

## **10. Governor Self-Assessment and Improvement Action Plan**

- 10.1 A proposal was made for a phased approach to the 2025–26 governor self-assessment process. Existing governors would complete the full self-assessment in the autumn term, with optional one-to-one review meetings offered with the Chair and the Director of Governance. New governors, expected to join from the autumn term onwards, would complete a shorter confidence check-in during the spring as part of their induction. All feedback would then be compiled into a single assessment towards the end of the academic year. The process would also include the development of a Governance Improvement Action Plan, aligned with the AOC Code of Good Governance and internal audit recommendations.
- 10.2 The Chair suggested putting all current governors through the updated induction programme to ensure consistency, especially given past inconsistencies in how inductions were delivered – the Director of Governance noted this. The Committee approved the phased self-assessment plan and endorsed development of the improvement action plan. The Director of Governance would monitor the plan's implementation throughout the year and ensure visibility at all relevant meetings.

## **11. Governor Engagement Programme Proposal 2025/26**

- 11.1 An interim proposal for a governor engagement programme was presented. The scheme would involve Governors visiting the College once per term, structured around different areas of the curriculum or support areas. Visits may be as individuals or in groups, depending on governor availability. The visits would include classroom drop-ins, staff and student meetings, reflection forms to record outcomes and impressions. The intention is for these visits to be tracked to maintain momentum and feed into the annual governance review. The proposal included a 'buddy' system to pair new governors with experienced Board members.
- 11.2 The Committee was supportive of the direction, and the Director of Governance's next step would be to work with the College's SLT to finalise the scheme, gather interest and preferences from governors, and bring back a detailed timetable with faculty links in the autumn.

## **12. Review of Governance Policies and Documents**

- 12.1 Following the proposed changes to the Corporation Board Committee Structure, associated governance documents were checked for compliance against the changes. For the changes to the Committee structure, amendments to the Instruments and Articles of Government were not required, as it stipulated that the Corporation was able to establish or dissolve committees at its discretion. Updates were made to the Standing Orders by embedding a new section in to highlight the new committee structure, as well as updates to job titles.
- 12.2 The change that was made to the Instruments and Articles was to insert a recommended term limit for governors, stating they should normally not serve more than two four-year terms. The Chair highlighted there should be a "by exception" clause added for special circumstances. The Code of Conduct had only minor revision to contact details.
- 12.3 The Committee approved all proposed updates, subject to inclusion of the "by exception" clause in the term limits.

## **13. Review of College HR Policies**

- 13.1 The Grievance Policy, Disciplinary Policy, Capability Policy and Whistleblowing Policy were submitted for Committee assurance and review. No significant changes were made in 2025-26 but a full review of these policies was planned for early 2025-26.
- 13.2 Committee members commented/recommended:
- Disciplinary Policy – disciplinary stages required updating in line with ACAS guidance.
  - Whistleblowing Policy – should clearly state an independent whistleblowing contact, namely the Director of Governance.
  - Policies should be clear on procedural guidelines, including stipulating the use of external investigators where appropriate.
  - HR policies for senior postholders also require reviewing, particularly the Grievance Policy for SPHs by formally incorporating AoC guidelines within College specific policies.
  - The Committee noted the current policies and the plan for full reviews in autumn 2025 returning for governor review and approval.
  - The GDPR Policy also required updating due to recent legislative changes.
- 13.3 The Committee also emphasized the importance of governor training on grievance, disciplinary, and whistleblowing procedures, which should be refreshed every two years through interactive group sessions rather than just e-learning. The Director of Governance agreed to explore workshop activity, with legal input.
- 13.4 Governors also highlighted the statutory importance of having lead governors in place for key areas such as Safeguarding, Health and Safety etc.

13.5 The Chair also requested a review of the College legal services, since he felt that services from Stone King had not overall that positive due to recent grievance advice engagements.

#### 14. Meeting Review and Reflection

14.1 The meeting concluded with a reflective discussion from governors, who broadly agreed it had been a constructive and engaging session. There was particular praise for the quality and clarity of the meeting papers, which were described as well-written, accessible, and helpful in guiding discussion. Governors appreciated the amount of work that had gone into preparing the documentation, especially given the number and complexity of items covered, and acknowledged the efforts of Director of Governance in driving this forward despite being relatively new in post. Governors noted the importance of maintaining clear processes and strong policy frameworks, especially regarding senior postholder matters. Overall, the tone was optimistic, with governors expressing confidence in the direction of governance work and appreciation for the open, collaborative style of the meeting.

14.2 The outgoing Chair was also thanked governors for their contributions and leadership, marking the end of the Governance Committee’s current format and the beginning of a new chapter with the restructured governance model.

#### 15. Date of Next Meeting

15.1 To be confirmed and circulated as part of the finalised 2025/26 calendar.

Meeting ended at 7.00pm  
 Kayee Chan, Director of Governance

#### **Schedule of Actions:**

	<b>Action</b>	<b>Responsible</b>	<b>By When</b>	<b>Progress</b>
2.2	To formalise a programme of events for Governor Ambassadors.	DoG/KC	Autumn 2025	
8.1	To re-circulate meeting schedule dates 2025-26 for Committee feedback.	DoG/KC	By 30/06/25	Complete
9.3	To finalise the Work Programme 2025/26 for full approval, including indicating statutory versus good practice items.	DoG/KC	Autumn 2025	Complete
10.2	To bring back a final version of the Governor Self-Assessment and Improvement Action Plan for approval.	DoG/KC	Autumn 2025	Complete

10.2	To establish a governor induction programme to for new governors and to include existing governors as a refresher.	DoG/KC	Autumn 2025	Complete
11.2	To bring back a final version of the Governor Engagement Programme 2025/26 for approval.	DoG/KC	Autumn 2025	Complete
12.1	To update the Instruments and Articles, to include a "by exception" clause in the term limits – prior to Board approval.	DoG/KC	By 30/06/25	Complete
13.2	To conduct a full review and update of the policies: Grievance, Disciplinary, Capability, Whistleblowing, GDPR Policy; and all the SPH policies.	Dir. of Corp Services/LE	Autumn 2025	
13.3	To arrange in person governor training on grievance, disciplinary, and whistleblowing procedures.	DoG/KC	Autumn 2025	
13.5	To review and tender for legal services.	DoG/KC	Autumn 2025	