

Governance Committee

Minutes of the meeting and workshop held on Wednesday 19 September 2018 at 1:00pm at the BBC, Media City

Present: Jenifer Burden, Jennifer Foote MBE (Company Secretary & General Counsel), Cllr Sue Murphy CBE, Barry Lynch and Adrian Mills (Chair)

In Attendance: John Thornhill CEO

Cllr Sue Murphy declared an interest in the item discussed under Minute 14/18 (terms of office) and left the room for the duration of that item.

Part A

13/18	<p>Minutes of the Special Meeting 25 February 2018</p> <p>The minutes of the special meeting held on 25 February were presented and approved as an accurate record. With reference to Minute No 10/18 the Committee commented upon the lack of progress in implementing the communications strategy and directed that this should be progressed without any further delay.</p>
14/18	<p>Terms of Office</p> <p><i>Having declared an interest, Cllr Sue Murphy left the meeting for this item.</i></p> <p>The Committee considered the report detailing current terms of office and gave particular consideration to the completion, in 2019, of the third and final ordinary term of office for both Cllr Sue Murphy and Cllr John Hacking. A range of options were debated, including allowing the terms to end without re-appointment. However, members concluded that a number of key strategic projects were at a critical stage. These included preparation of the next college Ofsted inspection, the estates strategy and the outcome of the PEF tender. It was therefore considered both prudent and in the best interests of the corporation to maintain a consistency of leadership at this time. In respect of the options presented to allow for additional terms of office it was agreed that current rules allowed for an additional term to be served as an extra ordinary measure and that the continuity of leadership for both the Group and the UCEN Manchester Board at this time allowed the application of this exception. It was further agreed that the retention of current arrangements would not create the expectation of further additional terms to become the norm.</p> <p>RESOLVED that, having considered that such a course of action is a measured and appropriate response to the retention of leadership during the implementation of several concurrent key strategic projects, the Board (via the Appointments Committee as appropriate) be recommended to approve an additional extraordinary term of office for both Sue Murphy and John Hacking.</p>

15/18 Governor and Co-optee Satisfaction Survey

The Committee received the analysis of the governor and co-optee satisfaction survey which also included an analysis of trends from the first survey conducted the previous year. It was noted that the survey had been live for a relatively short amount of time in August and that next year this should happen in July and for a longer period of time to allow for a greater response rate.

Members noted the positive feedback in respect of the Governance Team and the completion of remedial actions to address issues raised in the prior survey. Discussion concentrated on areas for improvement highlighted in the current survey.

In respect of the room for meetings it was agreed that the size and space available in the usual room for full Board meetings did not facilitate an optimum meeting experience. It was agreed that the feasibility of including a specific meeting room in the new city centre campus, with appropriate space and acoustics would be explored. It was also noted that Divisional Boards made use of alternative locations for meetings and this could also be undertaken for Group Board. For the October Board meeting an alternative location within the college estate would be explored, with meetings planned at partner or stakeholder premises for future meetings.

In respect of the length of papers it was agreed that a dichotomy existed between the need to evidence compliance but also engage members in genuine strategic debate. It was agreed that, as a help towards managing the papers, each item would be marked "for information/decision/assurance" and that links to background documents or data would be provided in the main report rather than reproducing this in its entirety. Members concurred that the current structure which allowed for in depth scrutiny and consideration at Divisional Board level was now embedded and that, therefore, this should allow sufficient time at Group Board level to consider future facing strategic issues, receive external and independent presentations and allow for more engagement with staff, learners and stakeholders.

<p>16/18</p>	<p>Board Self-Assessment</p> <p>With reference to Minute No. 11/18 the Committee received the analysis of the self-assessment questionnaire for 2017/18. Discussion concentrated on the summary of key strengths and area for improvement. The Committee reflected on the changes which had been implemented in the governance function since 2014/15 and recognised the impact these changes had made in the strength and scope of challenge undertaken by governors and the engagement by individuals in all aspects of the group, both in meetings and informally. Members concluded that the Board (including its subsidiary boards and co-opted members) all contributed towards strong and interactive governance but that further work needed to be undertaken to improve reporting processes to meetings (as outlined in 15/18 above) which in turn would allow sufficient time for true strategic debate. It was also important at this stage to ensure that an embedded succession planning methodology and continuous recruitment programme was in place to allow for a continuity of excellence in governance. Progress against these areas for improvement would be monitored by the Committee.</p> <p>RESOLVED that the Board endorse the self-assessed grade of 2/good for its performance for 2017/18.</p>
<p>17/18</p>	<p>Governor Appraisals</p> <p>The Committee considered an assessment of options available to the Board in order to undertake an effective and manageable process of governor and co-optee appraisals. The Group Chair explained that she would continue with her current practice of informal one-to-one discussions with members but that a formal review process also needed to be undertaken to evidence best practice, recognise the impact of individual contributions and as evidence for the remuneration process. Members agreed that for the process to be workable it needed to avoid imposing too onerous a burden on any one individual but also needed to be undertaken within a defined timescale. The merits of peer review were discussed and it was agreed that this had the potential to deliver against both these criteria. It was further agreed that the appraisal process should give appropriate recognition to the ARC behaviours programme.</p> <p>The CoSec and GC was asked to develop the concept of peer review into a workable appraisal process for consideration at the next meeting of the Committee.</p>

<p>18/18</p>	<p>Attendance, Vacancies and Skills</p> <p>As part of the holistic debate throughout the meeting, the Committee considered details relating to individual attendance, membership, length of service and skills.</p> <p>It was noted that at its meeting in February a number of actions had been determined in respect of the identification of skills gaps and the recruitment of new members to address this. However, only the high priority actions had been implemented to date. The Committee opined that this was unacceptable and not swift enough progress. In future should be undertaken within a clearly defined timescale.</p> <p>The current vacancy of the group Board was considered against the skills analysis and it was agreed that a search for a new member should concentrate on identifying an individual with a current high level professional background in the digital and technology sector. This would then be augmented by the addition of curriculum knowledge and community engagement on the TMC and UCEN Manchester Boards and of the prison service on Novus. The Committee was delighted to understand that a former student governor had been successful in their application to become Assistant Company Secretary. The Committee directed that these appointments should be approved by the end of December.</p> <p>The Committee considered the attendance statistics from 2017/18 and reflected that the excellent levels of individual attendance over a wide membership of committees and boards for each individual evidenced the commendable level of commitment each governor and co-opted gave to the organisation.</p> <p>The meeting reflected on the need to ensure a stable governor succession plan and requested that the CoSec and GC report to the next meeting with a map of individual member terms of office and expected end dates to allow for the process to begin.</p>
<p>19/18</p>	<p>Governor and Co-optee Code of Conduct</p> <p>The Committee ratified the Code of Conduct as approved by the Group Chair under delegated powers. It was noted that no material changes had been made as a result of the review but that the document had been revised to reflect current terminology, legislation and policy.</p>
	<p>----- Chair</p> <p>----- Date</p>

The meeting closed at 3:20pm