

SPECIAL CORPORATION
**Minutes of a special meeting held from 09.00-11.10 on 18 February 2022
by Zoom videoconference**

Present: Mr G Hetherington	Independent Governor
Ms C Catmull	Staff Governor
Dr A Conn	Independent Governor
Mrs C George	Independent Governor
Mr A Greaves	Staff Governor
Ms F Hussain-Butt	Independent Governor
Mr H Linn	Independent Governor
Mr C Robinson	Independent Governor
Mr P Singh	Executive Governor
Mr I Wainwright	Independent Governor
Mrs J Walters	Independent Governor
Dr A Williams	Independent Governor

Attendance: 12/16 = 75%

KPI 80% Quorum: 7 (40%)

In Attendance: Mr M Bennington
Dr K George
Ms J Green
Mrs R Meara

Vice Principal Corporate Operations (from 10.50)
External Governance Consultant (to 10.50)
Clerk to the Corporation
Executive Director of Finance (from 10.50)

**Action/
Synopsis Item**

PRELIMINARY ITEMS		
0	WELCOME AND INTRODUCTIONS, NOTICE AND QUORUM	
i	The Clerk confirmed that due notice of the meeting had been given, that the requirement for all persons participating to be able to communicate with one another was satisfied and that the meeting was quorate.	
ii	The Chair welcomed Dr Karl George MBE ("KG") of The Governance Forum, who was attending to present the findings of the College's external governance review. The Chair reminded the meeting that, under new funding requirements, all FE corporations must have an external governance review every three years.	
1.0	APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST	
i	Apologies were noted from Independent Governors Ms M Carabine, Prof S Donnelly and Mr M Varyani.	
ii	The Chair invited disclosures of interests. All confirmed that, except as previously disclosed, they had no direct or indirect interest in any way in the business to be transacted which should be disclosed.	
EXTERNAL GOVERNANCE REVIEW		
2.0	EXTERNAL CONSULTANT REPORT FINDINGS AND RECOMMENDATIONS	
i	The Corporation was satisfied that all requirements of the external review had been met. The overall finding that the quality of governance was 'good' to 'very good' reflected Governors' own views and previous self-assessments. KG said the triumvirate relationship (Clerk, Chair, Principal) seemed effective and although this did not mean that there were no risks, his team had discovered no red flags.	

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ii	There was agreement that the Corporation should seek to move from ‘very good’ to ‘high performing’ in time for its next external review and the meeting explored what this would look like. KG shared some slides on effective and ineffective governance, highlighting prominent failures such as Enron, Grenfell, Patisserie Valerie and Kids Company and linking them to common negative board behaviours such as failure to respond to obvious risks, ignoring the elephant in the room, etc. He emphasised the need to prevent, mitigate, detect and learn from corporate failures.	
iii	The following recommendations in the consultant’s report most strongly resonated: <ul style="list-style-type: none"> ➤ Create time outside of formal meetings to develop rapport and build relationships; ➤ Explore the need for feedback on Governor performance; ➤ Reflect on whether the risk management framework could be further strengthened, particularly in terms of communication of risks; ➤ Consider how time in meetings is allocated and used and how agendas and meetings might be redesigned to maximise value, spend less time on performance and compliance issues and more on discussion, debate and challenge on the strategic areas and the latest trends, technology, innovations – and on reflective evaluation of the Corporation’s performance. 	
iv	A Governor remarked that, in the college context, it was essential to have a strong focus on the impact of governance on the quality of teaching and learning and this was agreed. Other key areas of focus were also identified: technology and the pace of change; stakeholder engagement; and consideration of how goals for one aspect of ESG (environmental, social, governance) may affect others.	
v	It was noted, for completeness, that the consultant’s review had not considered: <ul style="list-style-type: none"> ➤ Board composition and diversity, including cognitive and skills diversity; ➤ The effectiveness of policies and procedures; ➤ Relationships with key stakeholders; or ➤ Board development and succession planning. 	
vi	KG said these areas could be explored in future reviews, perhaps on a three-year cycle.	
3.0	NEXT STEPS: INSTRUCTIONS TO SEARCH AND GOVERNANCE COMMITTEE	
i	Action: To: <ol style="list-style-type: none"> a. look at the draft calendar and work schedules for 2022/23; b. discuss delegation, priorities and the committee structure; and c. bring recommendations to the next Corporation meeting, aimed at achieving a better balance of time and attention on performance/ compliance issues versus key areas of strategic focus agreed by the Corporation. 	SAG
ii	<u>RESOLVED:</u> (ii) To authorise Search and Governance Committee to set up a working group for the above purpose if thought appropriate and to co-opt to its membership individuals having relevant skills in process design, risk management, etc.	Synopsis Item 1
MISSION AND VALUES		
4.0	MISSION AND VALUES: PROPOSALS	
i	The Principal, Mr P Singh (“PS”) updated the meeting on progress since the 28 January Strategic Away Day on firming up the new Values statements. He was looking for approval to amend the Mission statement as agreed at the Away Day, and to go out to	

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ii	<p>consultation on the proposed wording of the new Values statements. A Governor suggested the 'Unity' value statement might be further strengthened by including a statement along the lines "supporting one another to be the best we can be" and it was agreed that this should be considered once the staff consultation responses were in.</p> <p><u>RESOLVED:</u></p> <p>(i) To approve a proposed change to the College Mission Statement as follows: The word "opportunity" to be replaced by the word "opportunities".</p> <p>(ii) To approve the draft Values and Value Statements for consultation with stakeholders.</p>	Synopsis Item 2
GOVERNANCE APPOINTMENTS		
5.0 INDEPENDENT GOVERNOR RECRUITMENT PANEL		
i	<p><u>RESOLVED:</u></p> <p>(i) To authorise the Search and Governance Committee to co-opt additional Governors to any Independent Governor selection panels it establishes as part of the current Independent Governor recruitment process, such appointments to terminate on 26 March 2022.</p>	Synopsis Item 3
6.0 APPOINTMENT OF AUDIT COMMITTEE CHAIR		
i	<p><u>RESOLVED:</u></p> <p>(i) To appoint Independent Governor Mrs J Walters as Chair of the Corporation's Audit Committee with immediate effect.</p>	Synopsis Item 4
CAPITAL BID PROPOSAL		
7.0 T-LEVEL WAVE 4 CAPITAL BID FOR TAYLOR HILL		
i	Vice Principal Mr M Bennington and Executive Finance Director Mrs R Meara ("RM") presented a management proposal for the submission of a bid for grant funding from the Wave 4 T-Level capital fund for refurbishment works at the Taylor Hill site. RM explained that advance governing body approval for the bid was required.	
ii	A paper outlining the proposal had been circulated and Governors confirmed they had read it. In response to a question, RM gave an assurance that there would be no risk to either people or to the animals housed at the site.	
iii	<p><u>RESOLVED:</u></p> <p>(i) Having considered the proposal and discussing the risks and prospects of success with management, the Corporation is satisfied that it would be in the College's best interests to submit the proposed bid.</p> <p>(ii) To approve the submission of the bid as proposed.</p>	Synopsis Item 5
iv	A Governor asked what the contingency plan was should the bid fail. RM said the work would need to be done incrementally over a number of years.	
MATTERS TO NOTE AND ADMINISTRATION		
8.0 PUBLICATION OF PAPERS		
i	It was agreed that the papers were not confidential.	

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9.0	DATE OF NEXT MEETING	
i	Friday 25 March 2022 at 3pm.	
ii	There being no other business, the Chair thanked KG and The Governance Forum for their work on the external review of governance, as well as all Governors for attending.	
iii	The meeting closed at 11.10.	

Synopsis

#	Details	Minute
1.	Search and Governance Committee was given authority to set up a working group to respond to the external governance review recommendations and put together a draft action plan. Also to co-opt to its membership individuals having relevant skills in process design, risk management, etc.	3ii
2.	The Corporation approved a proposed change to the College Mission Statement: The word "opportunity" to be replaced by the word "opportunities". It also approved draft Values and Value Statements for consultation with stakeholders.	4ii
3.	In anticipation of the need to arrange sift and interview panels for prospective independent governors, Search and Governance Committee was given authority to co-opt additional Governors to any panels it established as part of the recruitment process.	5i
4.	Independent Governor Mrs J Walters was appointed Chair of the Audit Committee.	6i
5.	The Corporation approved the submission of a bid for grant funding from the Wave 4 T-Level capital fund for refurbishment works at the Taylor Hill site.	7iii