

CARDINAL NEWMAN COLLEGE

BOARD OF GOVERNORS – GOVERNANCE AND SEARCH COMMITTEE

A meeting of the above Committee was held at 2.00p.m. on Wednesday 18 September 2019 in the Principal's Office at the College.

Members present:

Richard Ainscough, Chair (F)
Nick Burnham, Principal
Peter Halpin (F)
Adrian Metcalf (F)

Officers in attendance:

Bob Deed, Clerk

MINUTES

1 Opening prayer

The meeting commenced with a prayer.

2 Welcome, introductions and apologies

The Clerk noted apologies from Helen Seechurn who had previous commitments and Len Hampson who was delayed on the motorway.

3 Declarations of interest

There were no interests which required declaring.

4 Minutes of the last meeting

The minutes of the meeting of the Committee held on Wednesday 8 May 2019 were accepted as a correct record and signed by the Chair (file copy entered).

5 Matters arising from the minutes

The Principal spoke on the succession risk discussed at the last meeting. He updated Committee members on recent advertisements for Roman Catholic sixth form college principal posts nationally.

The Principal confirmed that the succession risk would be updated as part of the termly risk register review. There was a discussion of the scope to grow the College's own senior leaders.

The Principal repeated his earlier comments on the importance of experienced Principals, such as Peter McGee, advising on suitable candidates.

There was a discussion about the appropriate fora for discussing succession risks – the Governance & Search Committee or the Remuneration Committee. It was noted that the Remuneration Committee sometimes only met once a year.

The Committee resolved that the Committee should include senior leadership succession within its remit.

6 Principal's update

The Principal updated the Committee on the funding levels for 2020/21 which will see a 4.7% increase in National Funding Rate. He also noted that the Teachers' Pension grant was being Extended for another year with hopes that it would be incorporated into the Funding Rate.

The Principal noted that the results were excellent although slightly down on last year. He noted that nationally high grades were down, particularly in Maths. The College's Level 3 Value Added is expected to match or be close to the previous year. He noted good results for BTEC and GCSE as well. The Principal outlined the areas likely to require support and challenge in response to a question from a Committee member. He noted that the Quality, Curriculum and Staffing Committee would be provided with details of these interventions.

The Principal updated governors on developments for both the property strategy and the Maths School.

7 Risk register: possible additional risks

The Clerk introduced the paper on governance risks which was requested by the previous meeting of the Committee. The paper reviewed both the two existing items on the risk register and set out the Charity Commission's example governance risks. He explained the proposed new set of five risks:

- Governance lacks the required focus, skills and commitment for the College.
- Governance fails to demonstrate compliance with key regulatory and legal requirements.
- Governance arrangements fail to effectively manage the College's relationships with the Maths School.
- Key governors are absent or leave the Governing Body.
- Governance is undermined by weak financial and operational reporting.

The Chair noted that the Charity Commission examples tended to reflect smaller entities and organisations quite different from the College. He observed that the proposed risks addressed the college sector risks the major ones, of which, were outlined in the recent report on Bournville College.

The Chair of the Audit Committee welcomed the greater granularity in the governance risks and asked whether thought had yet been given to how the College would explain how it is managing and assuring these risks. The Clerk said that in the first instance he wanted to clarify what the risks were and agreed that the risks might need further refinement.

The Committee resolved to adopt the proposed new set of five governance risks and asked the Clerk to undertake further work on them.

8 Governance assurance review: action plan and progress report

The Clerk presented the action plan and progress report on the Joanne Dean governance assurance review. He highlighted that actions contingent on future events, such as a new set of Instrument & Articles, had now been removed.

The Clerk asked the Committee for thoughts on the governance review's recommendation of online training on safeguarding for governors. He noted that governors would soon be due safeguarding training again. The Principal suggested that the Safeguarding Lead Governor be consulted on governor training and that the issue be considered in the light of the recent safeguarding assurance review.

The Committee asked that the Clerk consult the Safeguarding Lead Governor on safeguarding training including the option of online training.

A Committee member asked about governor appraisal. The Clerk reminded the Committee that it had resolved to have a framework where the Chair had an informal meeting with new governors one year after they joined the Governing Body and where the Chair had an exit interview with out-going governors. The Chair noted that he had been meeting with new and departing governors although he had not yet met John Calvert.

9 Governors and Committees

The Chair noted the two Audit Committee vacancies and suggested that a possible Foundation Governor may fill one of the vacancies. The Chair of the Audit Committee noted the desirability of an Audit Committee member with business and IT experience although it was recognised that this might not be possible. The Committee noted that some governors preferred to be on other committees.

The Clerk said that he was concerned that the October meeting of the Audit Committee might have difficulties with quoracy as it needed all three Committee members to attend for it to be quorate. The Chair suggested that he could use Chair's action to nominate another committee member to the Committee if necessary.

The Committee resolved that the Chair should nominate another governor to the Audit Committee if there was a risk with quoracy.

The Committee discussed the Governor attendance spreadsheet. The Governing Body's attendance was in line with college sector norms as well as the College's own target. The lower levels of attendance at some of the Committees' was noted. The exceptional circumstances involved and the demands on governors with work and professional commitments was recognised. It was noted that these issues were expected to ease. It was suggested that there may be issues affecting committee attendance which might be resolved.

The Committee agreed that the Chair follow-up issues of where committee attendance was particularly low.

The Clerk noted that the Committee terms of reference had been though all committees as part of their self-assessment with the exception of the Remuneration Committee which shared all its membership with the Governance & Search Committee. He highlighted the significant changes to the re-named Finance & Resources Committee shown in the paper. He said that these were the only substantive changes being proposed.

The Committee resolved to approve the proposed revised Committee terms of reference and the addition of an item relating SLT to turnover/succession.

10 Governor vacancies

The Chair noted that Bernadette Davies would be a suitable candidate as a Foundation Governor. He also suggested that she might be asked to join the Audit Committee given her legal and governance background. A governor said that he knew her and he was confident that she would be a diligent, capable and appropriate governor.

The Committee resolved that Bernadette Davies be recommended to the Governing Body as a suitable candidate to be a Foundation Governors subject to an interview with governors including the Chair. If approved by the Governing Body the proposal would be forwarded to the Diocese for approval.

The Chair suggested that the process for recruiting a co-opted governor could usefully identify candidates to be Foundation Governors, particularly with the advert in Catholic Voice.

There was a discussion about whether the process at the Diocese for appointing Foundation Governors may have changed. The Clerk said that he would seek clarification.

The Clerk asked the Committee to agree who should be on the panel for short-listing and interviewing. The Principal suggested that a flexible approach be adopted given the availability, or not, of particular governors.

The Committee resolved to adopt the proposed approach to governor recruitment including a pool of three governors from the Committee, including the Chair, to short-list and interview potential candidates.

The Clerk circulated a paper showing governors' assessment of their skill levels as declared in the 2018 skills audit survey. It was agreed that this was a useful approach to presenting the data but it was noted that the columns for skills relating to education and audit/risk were omitted. The Clerk agreed to re-circulate a corrected version.

11 Governance SAR

The Clerk presented the draft governance SAR document. He noted that the key strengths and areas for development were similar to last year's.

The Clerk noted that the Committee had previously discussed the possibility of a triennial external validation of governance next year in line with the practice recommended by the Association of Colleges' Code of Governance which the College uses for benchmarking purposes. The Committee discussed possible candidates for such an exercise. The Committee favoured a less procedural approach to assessing governance than adopted during the previous assurance review.

The Committee resolved that the Chair and Principal discuss an appropriate approach to an external validation of governance.

One Committee member suggested that a key issue for good governance, as well as for Ofsted inspectors when assessing leadership, was "how do governors know". The Committee agreed that this issue should be reflected in the governance SAR noting the governors engagement with the College as SAR validation panel members, Link Governors etc. The various reporting and assurance mechanisms were also noted.

The Principal suggested that there was a mismatch between the wording of one of the judgments and the evidence on governor attendance. It was noted that the Governing Body's attendance was in line with target and sector averages but not all committees had high levels of attendance.

The Committee asked that the Clerk review the wording of the judgement in the light of the discussion around governor, Governing Body and Committee attendance.

The Chair suggested that the Quality Improvement Plan should be revised to reflect the work planned on governance risks and attendance.

The Committee asked that the Clerk review and revise the wording of the Quality Improvement Plan in the governance SAR.

The plan to have a validation panel for the governance SAR was noted by the Committee.

12 Determination of any items to be treated as Confidential

There were no items deemed to be confidential.

13 Date and time of the next meeting

The next ordinary meeting of the Committee was provisionally scheduled for 29 January 2020.