

**GOVERNING BODY**

**MINUTES OF MEETING HELD ON 4 NOVEMBER 2011**

**Present:**

Mike Lake (Chair)  
Karen Di Lorenzo  
Stuart Edwards  
Laurence Elliott  
Mary Hawkey  
Gareth Julian  
Myra Kinghorn  
Linda Linehan  
Kathleen McLauchlan  
Paul Mason (Vice Chair)  
Ela Piotrowska (Principal)  
John Stephens  
Mark Windisch

**Clerk:**

Graham Cooper

**In Attendance:**

Cass Breen                      Deputy Principal  
Nick Rampley                  Vice Principal

**1. Apologies for absence**

Apologies had been received from Linda Gainsbury and Portia Ragnauth.

**2. Minutes and Actions of the meeting of 18 October 2011**

It was agreed that, in view of time constraints, and so as not to deflect from the business of the meeting, the minutes of the previous meeting would be reviewed and any matters arising would be dealt with at the next meeting on 13 December.

**3. Review of Governance at Morley College (GC & ML)**

A paper had been circulated containing proposals for changes to aspects of the governance arrangements in place at the College. The background to the changes had been the subject of much discussion between Governors, and consultation with the CLT, over the previous two months, and had also been discussed at the 18 October meeting, with Governors then given an opportunity to provide further feedback prior to the formal proposals being submitted to this meeting for approval.

The Chair explained that the suggested changes should be considered in the context of moves towards colleges generally being given more freedoms. He advised that he and the Clerk had met with the Chief Executive of the Association of Colleges ('AoC'). The AoC were about to issue a Foundation Code of Governance and whilst, as a membership organisation, would not be seeking to enforce the code, they welcomed Morley adopting a common style. The Draft Indicative Scope and Contents of the Code had been reviewed by Governors previously and, as discussed at the

meeting of 18 October, it was not anticipated that the Code would contain anything that ran contrary to the changes under consideration.

The Chair invited Governors to comment on any particular matters arising from the proposals that they wished to bring to attention or about which they held any remaining concerns.

The following key issues emerged:-

#### **a) Student Governors and Staff Governors**

Governors discussed the issue of staff and student representation on the Governing Body, with many views expressed supporting the continued involvement of Staff Governors and Student Governors.

The nature of the role of Staff Governors and Student Governors was explored, and it was noted that misconceptions very often arise, particularly on the part of others, regarding the precise responsibilities of the roles. Specifically, whilst Staff Governors and Student Governors are appointed for their experience, they are not appointed to act as representatives of their respective bodies - their responsibilities are the same as all other members of the Board. It is current and often longstanding experience of the individuals as members of staff or students that they bring to the Board, in much the same way that other Governors are appointed for their particular experience in other matters.

The Board reflected on the various means by which the 'student voice' is heard at the College. The Student Executive Committee and Class Representatives Association were considered to be very important aspects. Additionally, the Principal highlighted other mechanisms, such as informal conversations that members of the CLT hold with students in the refectory, and she advised that Governors would be welcome to participate in these.

The potential conflict of interests that Staff Governors and Student Governors might have between their roles as Governors and their staff and student responsibilities was considered. However, notwithstanding this potential conflict, all Governors agreed that during their period of office, there had not been any occasion on which Staff Governors or Student Governors had acted inappropriately, despite there being many times when they had been party to highly sensitive discussions relating to restructurings or changes in the curriculum. The Chair noted that it was customary practice for any individual who considered that they had a conflict on a particular matter to ask for themselves to be excused from a meeting for discussion of the item, or for the chair of a meeting to ask them to do so. The current Student Governors also emphasised, however, the importance of ensuring that the Board does not act too speedily to excuse individual Governors from discussions at the expense of losing the benefit of their experience in relation to such matters.

Widespread support amongst the Board for the continuation of having Staff Governors and Student Governors was therefore very clearly expressed, and it was also noted that this was considered to be good practice across the sector. The College was considered to have a very democratic ethos, with student representation at the core of this. The potential for disempowerment of the student voice and the negative messages that were likely to arise from any move to discontinue having Student Governors and Staff Governors, were matters of real concern.

Views were also expressed, however, that in the case of Student Governors, the current system did not result in appointees that were truly representative of the spectrum of students at the College. The Chair highlighted three types of students, being those who attend for a specific course, those for whom the College is part of their way of life and who repeatedly attend courses, and those for whom the College is used as more of a community workshop. Mark Windisch, Student Governor and Acting Chair of the SEC, explained to the Board the methodology by which Student Governors are elected, and he highlighted steps that the SEC were taking in an effort to attract wider representation. The Chair noted that the formal student representative bodies should continue to be challenged to rejuvenate themselves.

With regard to Staff Governors, it was suggested that with the Principal, Deputy Principal and Vice Principal attending Board meetings, that might be sufficient, without the need for further staff representation. However, the Principal highlighted that very often Staff Governors appointed from amongst the wider body of staff bring a different and extremely valuable perspective on certain matters, a view that was endorsed by other Governors.

The Chair noted that, on the one hand, support had been given to the view that a smaller Board might be more effective, though the discussion also demonstrated real concerns in terms of the potential consequences of cutting down on certain representation on the Board. The Chair also suggested, however, that given that Staff Governors and Student Governors were not to be regarded as representatives of their respective bodies, the selection process for both ought to be more aligned to that by which other Governors are selected, and he considered that, whatever selection or election process was followed, ultimate approval of the appointment of any new members should rest with the Board itself.

The Chair summarised the discussion on this matter. It was agreed that, in taking forward the recommendations for change, Staff Governors and Student Governors would continue to play an important part in the business of the Governing Body. The Principal was asked to continue to work with the student bodies to seek to strengthen the breadth of representation from across the spectrum of students. Whilst the Board might wish to give further consideration in due course to the means by which Staff Governors and Student Governors are selected, it was acknowledged that the forthcoming Student Governor elections should proceed as planned.

#### **b) Changes to the Committee Structure**

Whilst Governors were generally supportive of a move towards a governance model with more full Governing Body meetings and fewer committees, considerable unease was expressed regarding the implications of discontinuing the Quality & Standards Committee. The Principal stressed that the business of the Committee was that of the College's core business, and she highlighted the risk that the proposed changes might lead to insufficient Governor oversight of these crucial matters. She stressed the importance of ensuring that the Governing Body's timetable included sufficient time for interrogation of issues arising from the curriculum.

The Chair of the Quality & Standards Committee emphasised the very thorough process by which the Committee currently interrogated data and matters arising through the annual College Self-Assessment process. The current arrangements meant that the SAR was seen by Governors on two occasions, allowing for 'double scrutiny'; firstly in early draft form by the Q&S Committee, and then after further iteration, by the full Governing Body. It was important for the whole Governing Body to have the opportunity to review the document in full, since the Governing Body held collective responsibility for its sign-off.

The role of Governor 'champions', and the potential for them to provide assurance to the Board as a whole in relation to curriculum matters, was discussed. There were considered to be potential benefits of more regular informal contact outside the constraints of a formal committee. Nevertheless, Governors generally considered that, notwithstanding that additional time intended for the whole Governing Body to review the SAR as part the draft revised GB timetable of meetings, there remained too many concerns over whether this would be sufficient. It was therefore the consensus view of the Board that, for the present, the Quality & Standards Committee should remain part of the Committee structure. However, the Chair of the Committee was asked to review, in conjunction with members of the Committee, the methodology for Governor oversight of curriculum matters, and to make further recommendations to the Board.

Governors highlighted the significant progress that had been achieved by the CLT over the last two to three years, in improving management of many aspects of the College as well as the reporting to the Governing Body. Now was considered to be an appropriate time to seek to clarify respective roles and responsibilities, and for the Board to delegate matters as appropriate to the Principal. The Principal acknowledged the factors that helped to give Governors confidence regarding the proposals for change, but also highlighted that it was very important for the Board

to recognise that at some stage there would be changes to the holders of the key posts of Principal, Vice Principal and Deputy Principal, and that succession planning in relation to the skills that the current postholders brought was very important.

The Chair suggested that, subject to the caveats arising from the discussion, the Governing Body should take forward the proposals as set out in the paper. Once the new arrangements were in place, by the end of the year, it was not the intention that these would be the subject of ongoing debate. The Clerk would circulate a schedule of proposed meeting dates for 2012 in line with the proposals. A review would then be undertaken in six months time, in line with progress in relation to the AoC's separate initiative to introduce its Foundation Code of Governance.

**Governors then approved the proposals, as follows:-**

- 1. The current committee model of governance in place at the College shall be replaced with effect from 1 January 2012 with a model that includes more frequent meetings of the full Governing Body (to discuss the broader range of issues which have in the past been dealt with at committee level), and delegating more work presently undertaken by the committees to the Principal and CLT, retaining only Quality and Standards, Audit, Search and Remuneration. In the case of Quality & Standard, however, the Committee Chair is asked to review, in conjunction with members of the Committee, the methodology of Governor oversight of curriculum matters, and to make further recommendations to the Board.**
- 2. Individual Governors, identified for their skills and expertise, shall become designated champions in relation to specific areas of College activity, meeting from time to time with relevant members of the College's senior management and attending steering groups as appropriate. These areas to include, but not exclusively Curriculum and Quality, Finance, Equality & Diversity, Fundraising, Health & Safety and Safeguarding.**
- 3. The Draft Governing Body Business Cycle, as presented, is adopted, with standing agenda items to be augmented by additional matters that arise from time to time.**
- 4. The Governance and Delegation of Powers, as presented, is approved and adopted.**
- 5. The first working group to be set up shall be the Property Strategy working group, to focus and advise the Governing Body on the development strategy for the College estate.**
- 6. The Search Committee, which shall for this purpose comprise the Chair, Vice Chair, Principal and previous Committee Chairs, shall meet prior to the December Governing Body meeting and shall report and make proposals to that meeting on:-**
  - i) The mix of representation and skills considered necessary to ensure an appropriate and effective Governing Body.**
  - ii) An assessment of the representation and skills across the current membership of the Board, identifying current gaps and any likely in the short term.**
  - iii) Recommendations on future membership of the Quality & Standards, Audit, Search and Remuneration Committees, and the Property Strategy working group.**
  - iv) Nomination of Governor champions in relation to specific aspects of College activity.**
  - v) Proposals for Governor training to ensure that all Governors have an appropriate level of knowledge of all aspects of the College's activities pertinent to their responsibilities.**
  - vi) A review of the Search Committee's Terms of Reference.**
- 7. The Chair and the Clerk shall lead a review and revision of the College's Memorandum & Articles of Association to ensure that these are appropriate and fit for purpose.**
- 8. The Vice Principal shall review the College's Financial Regulations and shall submit to the December Governing Body meeting proposals for revision of those**

Regulations reflecting the new governance structure, so as to ensure that there is no lapse in Governor oversight of financial matters.

9. **Governors shall undertake a review of the effectiveness of governance under these new arrangements in six months time in line with progress in relation to the AoCs separate initiative in relation to introduce its Foundation Code of Governance.**

**Actions:-**

- (i) **Chair of the Quality & Standards Committee to review, in conjunction with members of the Committee, the methodology of Governor oversight of curriculum matters, and to make further recommendations to the Board.**
- (ii) **Clerk to promptly circulate to all Governors the minute recording the decisions made.**
- (iii) **Clerk to arrange meeting of the Search Committee.**
- (iv) **Search Committee to report on matters as agreed to the 13 December meeting of the GB.**
- (v) **Clerk to issue draft schedule of Governing Body and Committee meeting dates for 2012.**
- (vi) **Clerk and Chair to lead a review of the College's Memorandum & Articles of Association.**
- (vii) **Vice Principal to review the College's Financial Regulations and submit recommended changes to the 13 December meeting of the GB.**

**4. Any other business**

None.

**5. Date of next meeting**

The next meeting is scheduled to take place at the College on Tuesday 13 December.

Graham Cooper  
Clerk to the Governing Body

Signed.....  
Mike Lake, Chair

