

FIRCROFT COLLEGE OF ADULT EDUCATION

Minutes of the Governance Committee Meeting held on Wednesday 25 September 2024 at 5 pm

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PRESENT: Geoff Layer (Chair), Robert Masunga, Ben Shore and Eluned Jones.

IN ATTENDANCE: Mel Lenehan (Principal).

REF		ACTION
1	<u>WELCOME BY CHAIR</u> The Chair welcomed everyone to the meeting. He said that the documents before them set out the proposed constitutional and governance arrangements for the rest of the year. He said that he would focus on any changes being proposed from the previous year. The Clerk had prepared the papers ahead of her scheduled absence.	
2	<u>DECLARATION OF INTERESTS</u> There were no declarations of interests.	
3	<u>APOLOGIES FOR ABSENCE</u> There were no apologies for absence.	
4	<u>MINUTES OF THE MEETING HELD ON 15 MAY 2024</u> <u>AND MATTERS ARISING</u> RESOLVED: The Minutes of the Meeting held on 15 May 2024 were approved as a correct record. There were no matters arising.	
5	<u>GOVERNANCE ARRANGEMENTS AND ROLES 2024-2025</u> There were few changes from the previous year.	

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	<p>It was noted that Education and Student Services Committee's name was being shortened to Education Committee.</p> <p>There were 4 vacancies to the membership of the Governing Body. Recruitment to the role of Independent Governor would be dealt with in the Confidential Session. Efforts to recruit a second Staff governor would continue. The Principal had welcomed the new Access Students and informed them about the role of Student Governors and the nomination process. It was intended that the nominees would attend the Governing Body meeting on 16 October 2024.</p> <p>It was proposed that Carole Parkes would become a member of the Remuneration Committee and its Chair. A further member was being sought to join the Remuneration Committee and the need for diversity was noted.</p> <p>RESOLVED: Governance Committee recommend to Governing Body the arrangements and roles set out in the report and appendices:</p> <ol style="list-style-type: none"> 1. Governance Structure 2. Membership of Governing Body 3. Membership of Committees 4. Chairing of Committees 5. Lead Governor Roles. 	
6	<p><u>SCHEME OF DELEGATION</u></p> <p>It was noted that these arrangements would have been reviewed as part of the External Review of Governance.</p> <p>The Chair noted the significant number of items Reserved to the Governing Body.</p> <p>RESOLVED: Governance Committee recommend to Governing Body:</p> <ol style="list-style-type: none"> 1. Matters Reserved to Governing Body for Decision 2. Terms of Reference of Committees. 	
7	<p><u>STANDING ORDERS</u></p> <p>It was noted that no changes were being proposed.</p> <p>RESOLVED: Governance Committee recommend to Governing Body for approval Standing Orders.</p>	

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8	<p><u>RESPONSES TO GOVERNORS' SKILLS AUDIT SURVEY</u></p> <p>The Chair noted the response rate and that the responses were self-assessed and not moderated. The previous Vice-Chair's responses were discounted as he was no longer a member of the Governing Body and it was acknowledged that his scores would have been high given his experience and skills.</p> <p>The Chair felt that some of the areas that were marked relatively lower were the responsibility of the executive. He thought that something could be done to raise awareness of trustee and director duties e.g. training. The Principal commented that the Clerk advised in this area and this was supplemented by external legal advice where required. Another governor added that financial skills were being enhanced through recruitment.</p> <p>A governor commented that if certain skill areas were the responsibility of the executive e.g. assessment of regional skills needs then why were such aspects included in the survey. The governor queried where the Survey criteria originated from and she found them very specific and detailed. The governor thought that having conducted the Survey its outcomes should be addressed. This could be through skills targeted during governor recruitment, individual or joint training etc. For example, Education Committee could look at how to further enhance knowledge of local and regional skills. Members of the executive did have expertise in these areas.</p> <p>It was mentioned that governors needed to take up training opportunities that were available and take personal responsibility for certain aspects. Comprehensive online training was available through the EFT.</p> <p>The Principal commented that the local and regional skills needs emerged from government policy. Where skills were a priority they were targeted in recruitment exercises. She felt that it would be useful to ask the Governing Body what was a priority for them and address those needs. The Clerk would then identify ways to address any priorities.</p> <p>The Chair suggested that where skills gaps had been identified some related to a few individuals and there were other areas where</p>	

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	<p>perhaps the majority of the governors might benefit from some enhancement. Depending on the priorities the Governing Body identified a way forward could be devised. A governor thought that some of the gaps did not require detailed training although he appreciated that certain governors may need more than others especially in their first term.</p> <p>A governor pointed out that not every governor needed to score highly on everything. He suggested that perhaps the gaps could be considered against the risk register i.e. did all governors understand how to hold the executive to account in the areas of high risks. He gave the example of funding issues which were rated highly on the Risk Register, however there were 6 governors who had said that they had low skills in this area and one governor had said that they had no knowledge in this area. The governor thought that this process would help identify the priority training needs for governors. The Principal did not consider that there were priority training needs against the risks the College faced. She explained that she was a governor and had not completed the Survey as she was also the Principal and CEO and yet her skills and the skills of the managers that wrote the reports for governors had expertise in the relevant areas. The Principal said that the responses were more useful in identifying the skills areas to target when recruiting for new governors. A governor noted that financial skills had been targeted in the current recruitment exercise.</p> <p>The Chair said that he and the Principal could further reflect on the Survey and see how to make changes for next year. The Principal suggested that the Governance Committee should redesign and redevelop the Survey for next year.</p> <p>RESOLVED: Governance Committee:</p> <ol style="list-style-type: none"> 1. Note the responses to the Skills Audit Survey and report them to the Governing Body 2. Ask Governing Body to identify any priority training needs 3. Receive a further report to enable a redesign of the Survey for the next year. 	Clerk
9	<p><u>ANNUAL INTERNAL ASSESSMENT OF GOVERNANCE 2023-2024 - FINAL REPORT</u></p> <p>RESOLVED: Governance Committee note the report and completion of the actions.</p>	

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	<p><u>EXTERNAL REVIEW OF GOVERNANCE – ACTION PLAN</u></p> <p>The Chair pointed out that the Governing Body had consciously not rushed to a decision on the future of the Trust. It was important for governors to understand the opportunities and ramifications of potential decisions first. He said that this was good governance. A governor supported this and said that the External Reviewer of Governance had indicated that the Trust should be kept open and the cost of keeping it open for the time being was minimal.</p> <p>The Principal said that the College had been open and transparent with the External Auditors, DfE and ESFA about the Trust and any risk areas for accounting purposes had been dealt with properly. The Principal said that last year had been a transitional year and this was really year one in terms of the Trust being fully dormant.</p> <p>A governor recalled that keeping the Trust open had been suggested in case it might be useful for income generation purposes and therefore it seemed sensible to keep it in place until there was clarity on how it could potentially be used in this way.</p> <p>It was acknowledged that the Clerk was currently absent from work and there may be delay in completing some actions. Some actions had already progressed.</p> <p>RESOLVED: Governance Committee note the External Review of Governance – Action Plan.</p>	
10	<p><u>CONFLICTS OF INTEREST POLICY AND DECLARATION OF INTERESTS FORM</u></p> <p>RESOLVED: Governance Committee recommend that Governing Body approve the Conflicts of Interest Policy and Declarations of Interests Form.</p>	
11	<p><u>GOVERNOR ELIGIBILITY FORM</u></p> <p>RESOLVED: Governance Committee recommend that Governing Body approve the Governor Eligibility Form.</p>	

12	<p><u>ATTENDANCE RECORDS 2023-2024 - GOVERNING BODY AND COMMITTEES</u></p> <p>The Chair said that attendance had improved but remained lower than targets. Committee meetings were online and were better attended.</p> <p>The Chair considered that attendance at Strategy Days should also be included. The Principal said that the figures were probably collated by the Clerk for regulatory and compliance purposes. The report did not capture the richness of every interaction between individual governors and the College. The Principal said that if governors were disengaged from governance meetings then conversations with the Chair were necessary. However, for future years the report could include attendance at Strategy Days etc.</p> <p>RESOLVED: Governance Committee note the Attendance Records 2023-2024 and submit them to Governing Body for information.</p>	
13	<p><u>CODE OF CONDUCT</u></p> <p>The Principal confirmed that the AoC Code of Conduct was developed for the sector and the College had adopted previous versions. She added that the External Reviewer of Governance also suggested the Charity Governance Code be looked at as an alternative but it was considered that the AoC's Code was preferable for the College.</p> <p>RESOLVED: Governance Committee recommend to Governing Body adoption of the Code of Conduct.</p>	
14	<p><u>GOVERNANCE COMMITTEE – CYCLE OF BUSINESS</u></p> <p>RESOLVED: Governance Committee approve its Cycle of Business.</p>	
15	<p><u>ANY OTHER BUSINESS</u></p> <p>There was no other business.</p>	
16	<p><u>DATE AND TIME OF NEXT MEETING</u></p> <p>15 January 2025 5pm</p>	

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17	<p><u>RECRUITMENT OF INDEPENDENT GOVERNOR</u></p> <p>The Panel had met and interviewed a couple of potential candidates. Appointments are made by the Governing Body on recommendation of the Governance Committee.</p> <p>RESOLVED: Governance Committee report to the Governing Body.</p>	
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Signed..... Date.....

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