

**Minutes of Governing Body (GB) Meeting
Monday 8th October 2018, 5.05pm, Conference Room, Lisburn Campus**

Agenda Item 1:

a) Attendance and apologies for absences

Present: Mr Gareth Hetherington (Vice Chair) Professor Alan Woodside, Mr Andrew Corbett, Mrs Barbara Larkin, Ms Christine Goodwin, Mrs Heather Reid, Mrs Karen Fraser, Mr John Mackell, Mr Neil Bodger, Mr Steve Pollard, Mrs Carolyn King

Apologies: Mr. Ken Webb (Principal), Mrs. Kim Scott

In the Chair: Mr Hetherington

In attendance: Mrs Claire Williamson (Secretary to the Governing Body)

b) Conflicts of Interests

No conflict of interest declarations were made.

Agenda Item 2: Committee Structures

The Vice Chair addressed the meeting and presented an overview of the issues surrounding the number of GB members, the following points were highlighted:

- GB member numbers are falling and DfE are currently unable to appoint new GB members or a new Permanent Chair. As a result, ensuring quorate committee meetings will become increasingly difficult. Committees may be unable to formally approve items and increasing amounts of business may need to be directed to the full GB.
- The Chair advised Governors that decisions are required on: the future committee structure; committee membership; and the chair of each committee.
- The Chair advised that all decisions made are temporary and will be reviewed when a Permanent Chair and new Governors are appointed by DfE.

The Vice Chair advised of some constraints to consider when reviewing the structure of the committees:

Audit Committee

- Mandatory committee (Art. para 39) – “The GB **shall** ... establish an audit committee”
- Audit Committee is required to meet at least 4 times p.a. (Art. para 43). There is no such requirement on any other committee.
- No member of Audit Committee shall also sit on the Finance & General Purposes Committee (Art. para 39)

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- Audit Committee must comprise at least 4 members, but not include the Principal (Art. para. 39) or Chair of GB (Audit Code Annex C)
- Quorate – 3 members required as per Audit Code Annex C
- Chair of Audit Committee must be a Governor but not include the following – Principal, Staff Governors, Student Governor, Education Authority Governors or Co-optees (Art. Para. 40).

Finance & General Purposes Committee

- Mandatory committee (Art. para 37) – “The GB **shall** ... establish a finance and general purposes committee”
- No stated minimum number of meetings p.a. required.
- F&GP Committee must comprise at least 4 members plus the Principal (at least 2 members must be appointed under para. 5a of the Instruments (i.e. employed in business, industry or any profession) – Art. para. 37.
- Quorate – currently 3 members but can be determined by GB (Art. Para. 34)

Staffing Committee

- Non-mandatory committee (Art. para 44) – “The GB **may** establish ... a staffing committee”
- No stated minimum number of meetings p.a. required.
- Staffing Committee must comprise at least 4 members plus the Principal (but not include Staff Governors or Student Governor – Art. para. 45).
- Quorate – currently 3 members but can be determined by GB (Art. Para. 34)

Education Committee

- Non-mandatory committee (Art. para 35) – “The GB **may** ... establish an education committee”
- No stated minimum number of meetings p.a. required.
- Education Committee must comprise at least 4 members plus the Principal (but not include Staff Governors or Student Governor – Art. para. 36).
- Quorate – currently 3 members but can be determined by GB (Art. Para. 34)

Issues with different committee structures

1. Retain current 4 committee structure

- Falling governor numbers will make it increasingly difficult for meetings to be quorate.

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- Uncertainty around how long we will have to wait before additional Governors and a Permanent Chair can be appointed. Therefore, whilst a 4-committee structure may be workable in October 2018, it will be more of a challenge in 2019.

- Governors may be required to sit on 3 committees.

2. Move to a 3-committee structure

a) Merge Audit with Staffing, Education or F&GP Committee

- Would raise independence issues

b) Merge Education with F&GP or Staffing

- Could dilute the focus on Education (our core purpose)

c) Merge F&GP and Staffing – Create a Corporate Services Committee

- May restrict Staff Governors to sitting on Audit Committee only. BUT Staffing matters could be dealt with under confidential business and Staff and Student Governors could be excluded.
- Could result in a larger Education Committee as Governors could not sit on both the Audit Committee and a Corporate Services Committee.

Proposed options

- 1) Retain current 4 committee structure
- 2) 3 committees – merge F&GP and Education
- 3) 3 committees – merge Education and Staffing
- 4) 3 committees – merge F&GP and Staffing

Key Decision: The Governing Body agreed to temporarily move to a 3-committee structure (option 4 to merge F&GP and Staffing) to address the low numbers in the membership of the Governing Body, on the understanding that this will be reconsidered by the GB when a Permanent Chair and additional Governors are appointed to the Governing Body.

Further to this decision the Governing Body agreed to review this structure at the next Strategy Day in January 2019 to ensure that it is functioning effectively.

Proposer: Steve Pollard

Secunder: Neil Bodger

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Action Point: The Governing Body agreed to review the Standing Orders to ensure they reflect the operation and implementation of the 3-committee structure

Key Decision: The Governing Body approved the membership of the three committees (see appendix A)

Proposer: Gareth Hetherington

Seconder: John Mackell

Each committee took time in a closed session to nominate and elect a Chair and Vice Chair at this juncture.

Audit Committee:

Chair appointed-Neil Bodger Proposed by Steve Pollard and seconded by Carolyn King.

Vice Chair Appointed-John Mackell Proposed by Steve Pollard and seconded by Carolyn King

Finance and General Purposes Committee (to include staffing business):

Chair appointed-Barbara Larkin Proposed by Alan Woodside and Seconded by Heather Reid

Vice Chair appointed-Karen Fraser Proposed by Alan Woodside and Seconded by Heather Reid

Education Committee:

Chair appointed -Heather Reid Proposed by Alan Woodside and Seconded by Steve Pollard

Vice Chair appointed-Steve Pollard Proposed by Heather Reid and Seconded by Andrew Corbett

Action Point: The GB Secretary advised that in light of the change to the committee structure the schedule for 18/19 would be revised to ensure that all committees were in line with the Governing Body meetings

Agenda item 3: Any other business

Mrs. Larkin suggested writing DfE to highlight the restrictions that a lack of Governors has on the work of the Governing Body and to ask if consideration can be given to increasing the number of co-opted members to assist the Governing Body for a short period of time.

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Action Point: The Vice Chair agreed to write a letter to the Director of FE on behalf of the Governing Body to highlight concerns over falling numbers in the membership of the GB

Agenda Item 4: Confidential Business

Present: Mr Gareth Hetherington (Vice Chair) Mrs Barbara Larkin, Mrs Heather Reid, Mrs Karen Fraser, Mr John Mackell, Mr Neil Bodger, Mr Steve Pollard

In the Chair: Mr Hetherington

The Chair presented the minutes from the recent Special meetings of the Governing Body in August 2018 and the confidential meeting on 17th September 2018 for approval, it was agreed the minutes were a true and accurate record of the meetings.

Special Governing Body Meeting 16th August 2018

Proposer: John Mackell

Seconder: Steve Pollard

Special Governing Body Meeting 30th August 2018

Proposer: Karen Fraser

Seconder: Neil Bodger

Confidential items of Governing Body Meeting 17th September

Proposer: Steve Pollard

Seconder: Neil Bodger

The meeting concluded at 18.55

Appendix a: Committee Membership

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SERC Committee Structures

Option 4

	Governor	Terms Ends	Extended	Governing Body				
					Audit	F&GP	Education	
						Staffing		
Y/N								
Inst. Cat 5a	Gareth Hetherington	31.12.18	Y	1				
Inst. Cat 5a	John Mackell	31.07.19	Y	1		1		1
Inst. Cat 5a	Neil Bodger	31.07.19	Y	1		1		1
Inst. Cat 5a	Christine Goodwin	31.07.19	Y	1		1		
Inst. Cat 5a	Karen Fraser	31.12.18	Y	1			1	1
Inst. Cat 5a	Alan Woodside	18.01.19	Y	1			1	1
Inst. Cat 5a	Heather Reid	31.07.19	Y	1			1	1
Inst. Cat 5f	Barbara Larkin			1			1	1
Inst. Cat 5f	Steve Pollard			1		1		1
Inst. Cat 5e								
Inst. Cat 5b	Ken Webb			1			1	1
Inst. Cat 5c	Andrew Corbett	10.04.20	Y	1			1	1
Inst. Cat 5c	Carolyn King	10.04.20	Y	1		1		1
Inst. Cat 5d	Student Governor	30.09.19	Y	1		1		1
				<u>13</u>		<u>6</u>	<u>6</u>	<u>11</u>