

**Summary of Governing Body Standing Orders Review Workshop, Monday
20th January 2020, 5.30pm, Lisburn Campus**

Agenda Item 1: Chair's Business

a) Attendance and apologies for absences

Present: Mr Gareth Hetherington (Temporary Chair of the Governing Body), Mrs Barbara Larkin, Mrs Heather Reid, Mrs Karen Fraser, Mr Neil Bodger, Mr Steve Pollard, Mr John Mackell, Mr Ken Webb (CEO/Principal), Mrs Carolyn King, Mr Andrew Corbett

In attendance: Mrs Claire Williamson (Secretary to the Governing Body) Mrs Heather McKee (Director of Strategic Planning, Quality and Support – DSPQS), Mr Tommy Martin (Chief Finance Officer-CFO), Mr Paul Smyth (Chief Human Resources Officer)

Apologies: Professor Alan Woodside

a) Declarations of conflicts of interests

The Temporary Chair invited members to declare any known or perceived conflicts of interests. No interests were declared.

Standing Orders

a) Draft Standing Orders

The Temporary Chair began by thanking the members of the Standing Orders Working Group (the Group had been Chaired by Mr Bodger and other members were Mrs Reid, Mrs Williamson, Mr Smyth and Mr Corbet) for the significant work and huge effort they had put into drawing together the presented draft document. He advised that Mr Mungavin was in attendance and would help facilitate discussions, the purpose of the session is to review the document and discuss and issues that may affect the implementation of the Standing Orders.

Mr Mungavin thanked the Temporary Chair for his introduction and added to the commendation to the amount of work that the Working Group conducted on the review which has been proactively addressed by the Governing Body.

In setting out the purpose of the meeting Mr Mungavin asked members to feedback any typos or grammatical errors they have noticed to the Secretary and this would be included in the formatting of the final draft. Mr Mungavin then invited members to review each of the Standing Orders and provide their feedback.

SO 1 Composition of the Governing Body, SO2 Committees of the Governing Body, SO 3The

Composition of the Committees of the Governing Body

- No comments were submitted from members on Standing Orders 1 or 2
- Mr Pollard enquired what the logic was around a co-optee member not chairing a committee as set out at SO 3.7. Mrs Reid advised that the working group had consulted many documents across several organisations and had found this point challenging to as opinions differed on this matter and all are accepted as good practice.
- The Temporary Chair reminded members that the Articles of Government clearly state that a co-optee cannot be the Chair of Audit Committee but is silent on the rest and it would be his preference that the SO reflects this guidance. Members agreed with this amendment.

Standing Order 4 Appointment of Chairperson and Vice Chairperson

- The Temporary Chair enquired why the Chair of the Audit Committee was not eligible for appointment as Vice Chair as set out in SO 4.6. Mrs Reid advised that the role of Vice Chair is not referenced in the Articles or Instrument of Government however a significant part of the role is that they will act as a stand in when the Chair is absent, the Articles are however explicit in stating the Chair of the Governing Body cannot be chair the Audit committee and so this would remove any complexity around this should any scenario arise where the Vice Chair needs to Chair one or several GB meetings. Mr Pollard advised he was supportive of this Standing Order as it also addresses any potential behavioural issues between a Chair and Vice Chair. Members agreed this proposal from the working group was a sensible approach.

Standing Order 5 Meetings, Standing Order 6 Notice for Meetings, SO 7 Agenda, SO 8 Papers for meetings

- The Temporary Chair highlighted that SO 5.5 is not consistent with SO6.2 which sets out how Special and Extraordinary meetings are called, he also enquired if there was a difference between

the two types of meeting. Mrs Reid advised that the numbers required to call a meeting are heavily influenced by the Articles but also the reduced membership numbers the GB currently has. She explained an extraordinary meeting is one that is not in the original programme of work, a special meeting can be called by anyone and does not require the Chair of the GB permission.

- Members agreed to include a footnote in the document setting out the definitions of an extraordinary and special meeting.
- The Temporary Chair enquired if SO 6.6 cannot be acted upon, which is that the GB will ratify a decision made at an extra ordinary meeting where attendance is below 50% of the current membership at the next full meeting. Mr Bodger highlighted that the chances of not having at least 50% attendance is low as members can be accommodated through conference call to join but the decision to include this is to provide a safeguard that some members cannot push through a decision the rest of the Board don't want.
- Members agreed to include a footnote the rationale for SO 6.6
- Members agreed to change the language in SO 7.11 to soften the tone

SO 9 Attendance of persons not being members of the Governing Body, SO 10 Record of Attendance, SO 11 Quorum

- Members agreed to switch the chronological order of SO 9.2 and 9.4
- No further comments were put forward on SO 10 or 11

SO 12 Conflicts of Interest

Mr Mungavin noted the working group's request for his advice on whether the SO as written covers collective responsibility. He advised that the responsibility of managing conflicts of interest lies with the individual, but the Chair also has a responsibility, therefore it is important that records are kept up to date and the Chair is aware of members' interests. He highlighted that the Board do have a responsibility collectively, by signing up to the Nolan Principles (which include integrity, leadership, openness and honesty) members are bound to disclose a concern if they believe a conflict exists but that this should be managed in a proper way.

Mr Mungavin suggested this SO needed to be reworked and offered to provide some wording to assist the working group.

SO 13 Code of Conduct

- The working group confirmed the evaluation at 13.2 refers to the DfE Exercise

SO 14 Withdrawals from meetings of the Governing Body and its Committees, SO15 Conduct of Discussion, SO 16 Meeting Etiquette, SO 17 Proposals

No comments were provided on these SO's.

SO 18 Voting

- The working group agreed to check the source and rationale that has stipulated two thirds of voters is best practice
- SO 18.4 will be amended to ensure it is clear that the Chairperson of a committee and the Chair of the GB shall have a casting vote depending on which meeting the vote takes place
- SO 18.9- in response to a query from the Temporary Chair on whether under 18's can vote on some financial matters the Secretary confirmed this is a direct lift from the Instrument of Government

SO 19 Minutes

- Mr Mackell enquired if there was any scope in the SO to send a copy of the minutes to a member of Senior Management and the Chair at the same time
- Mr Mungavin noted that it is sensible for a member of CMT to factually check the minutes
- The working group agreed to amend the SO to copy the Chair into the circulation of minutes at the same time as CMT

SO 20 Record of Dissent, SO 21 Interpretation of Standing Orders

No comments were put forward for either SO

SO 23 Raising a Concern

- Members agreed that this SO needed to be significantly reworked considering the agreed procedure now in place to deal with complaints against the Governing Body

SO 24 Appraisal Process for Governing Body Members, SO 25 Board Evaluation, SO 26 Alteration of Standing Orders

- Members asked that a review schedule was highlighted under SO 26, Mr Smyth advised that initially the review should be conducted annually to ensure the SO's are fit for purpose and then they could be conducted bi-annually

b) Code of Conduct

Mr Mungavin invited members to review the Code of Conduct developed by the Working Group as an appendix to the SO document, members noted that the document is based on an Eversheds document that is widely used by FE Colleges in England. The following points were noted:

- It was agreed that paragraph 12 would be reviewed to ensure that it is consistent with SO 23. Mrs Reid highlighted that this paragraph should be clear in the delineation of complaints, i.e. complaints against the College or against the Governing Body
- Members agreed to include a reference in 11.2 that is clear confidential matters will remain so until the Governing Body decides on its category, the title of paragraph 11 will also be reviewed
- Members requested an introductory paragraph that explains members of the GB will be signing up to both the Code of Conduct set out in the entire document and the appendix within the document at appendix 1 that highlights the Nolan Principles
- The Temporary Chair advised that in terms of appendix 6, Sanctions for breaching the Code of Conduct, he did not want a Chair to be able to use this to suppress debate in meetings and suggested that this could be amended to make it a more collective decision and place less onus on the Chair. He further highlighted that this appendix is not a procedure
- Mrs Reid advised that the Working Group had talked about developing a positive culture which is respectful of everyone and is self-governing, she noted the wording may need adjusted but ultimately it is about clear on the standard of behaviour which is acceptable. She concluded by advising that that all these documents need to be about prevention and not regimented.
- Mr Mackell advised that this particular appendix needs to be fair, proportional and reasonable and therefore the wording needs to be tightly crafted.

Appendix 4 of the Standing Orders- Board meeting Etiquette

- The Temporary Chair asked that the introductory paragraph is amended to highlight that the listed bullet points apply to members and not just attendees
- A brief discussion took place around the use of electronic devices in meetings, it was widely accepted that all members will require the use of a device to access papers but that in doing so members should also be present and engaged in the meeting.
- It was agreed that there needs to be a common-sense approach in the policing of this matter as members will often use their device routinely in meetings to access information for example
- Members agreed that the critical piece in this appendix is around the recording of meetings which is not acceptable
- Members agreed to amend this appendix to highlight that the use of a device will become an issue if it begins to impact on meetings

At this juncture Mr Mungavin enquired if members would be content to approve the documents pending the discussed changes. Members advised they would prefer to review the changes at a future Governing Body meeting.

Mr Bodger advised that a schedule of changes will be drawn up and circulated to members.

c) Scheme of Delegation

Mr Mungavin invited members to review the draft scheme of delegation. He noted the draft was a good start and the purpose of the document is to easily demonstrate who can make decisions especially in a crisis it is a useful reference document.

The Temporary Chair suggested that the document could set out authority that resides with the department, the authority delegated to the GB and the authority delegated to the Executive Team.

The Principal reminded members that the new partnership agreement will have an impact on the document and enquired if it was worth waiting on the launch on the agreement to complete the work.

The working Group agreed to amend the document so that a document is available for the Governing Body which can be adapted when the new agreement is live.

The Chief Finance Officer agreed to liaise with the Secretary to ensure that Financial Delegations are consistent with the College's Financial Governance Policy.

Mrs Reid thanked the Secretary for her work in drafting the documents together.

The Temporary Chair thanked Mr Mungavin for facilitating the session and thanked the members for their valuable input into the review.

3. Any other Business

No other business was discussed.

The meeting concluded at 7.26pm

Signed (Chair of the Governing Body):

Date: