



**ST MARY'S COLLEGE  
BOARD OF GOVERNORS**

**MINUTES OF THE MEETING OF THE  
BOARD MANAGEMENT ADVISORY COMMITTEE  
HELD ON THURSDAY 17<sup>TH</sup> SEPTEMBER 2020**

**Present:** Rev Fr N Wynn SM (Committee Chair 19/20)  
Mr M. Conboy (Board Chair 19/20)  
Mr F. Dowling (Co-Opted Member)

**In attendance:** Mrs L Farnhill (Clerk to the Board)

**Apologies:** Mrs E. Best (Interim Principal)

**ITEM 1 – APPOINTMENT OF THE CHAIR AND VICE CHAIR OF THE COMMITTEE**

The clerk asked Fthr Wynn, 19/20 Chair of the Committee if he wished to continue in the role, upon confirmation, this was approved by both MC and FD. Mark Conboy stated that he wished to continue in his role as Vice Chair of the Committee which was approved.

**Item 1 – Approved:** Fthr Noel Wynn was approved as Chair of the BMAC for the 20/21 academic year with Mark Conboy approved as Vice Chair.

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**ITEM 2 - APOLOGIES**

The apologies of EB were provided and accepted.

**Item 2 – Resolved:** Apologies were noted and accepted.

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**ITEM 3 - DECLARATION OF INTEREST**

Committee Chair NW renewed his declaration of interest in connection with the Trustees. No further declarations were made.

**Item 3 – Resolved:** Declarations of interest were noted.

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**ITEM 4 - MINUTES OF THE MEETING OF THE BMAC HELD ON 13TH FEBRUARY 2020 (FOR APPROVAL)**

The minutes previously distributed were presented for approval. There were no inaccuracies or comments and they were unanimously approved.

**Item 4 – Approved:** The minutes of the meeting of 13<sup>th</sup> February were approved to be signed at the next face to face meeting of the committee.

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**ITEM 5 – MATTERS ARISING FROM THE MEETING OF THE COMMITTEE HELD ON 13<sup>TH</sup> FEBRUARY 2020**

The clerk worked through the matters arising as detailed on the cover sheet distributed, with further discussions held regarding the appointment of a student governor. The clerk informed the Committee that the outlined process for recruiting a student governor could not be followed in the spring term due to the College closure. The Clerk confirmed that the Director of Students had stated that due to the current restrictions, a student council had not been convened; therefore the clerk was still prevented from approaching the council to ask members to apply for the post. A **member commented** that to have a student voice was useful for clarification of learner impact, with another **member asking** if there would be merit in inviting a student observer nominated by the director of students, which was agreed by the Committee. There were no further questions or comments.

**Item 5 – Resolved:** The Committee noted the details of the actions undertaken and instructed the clerk to invite an observer if the student governor recruitment process could not be followed.

**Action –** if a student governor cannot be appointed then an observer can be invited as an interim measure.

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#### **ITEM 6 - RESIGNATIONS**

Details of the resignation of Jim Hargreaves (JH) were reviewed, with **a member asking** the clerk if the well wishes had been sent. The Clerk confirmed that she had emailed directly to JH, having had a response and flowers were sent to his family, with further thanks received from JH.

The Clerk provided the Committee with an update on the health of MV, advising that in March he had improved and was preparing to return, however, recent communications with his family revealed a further deterioration in his health with it now considered unlikely he would be fit enough to return, advising of the options outlined in the circulated document. **A governor suggested** that with no one on the reserve list and added complications of needing to request removal by the Diocese, the best course of action would be to take no further action until the new Instruments and Articles of Governance were implemented enabling the Board to take their own actions. **This was agreed** by the other members. **A member asked** the Clerk to ensure that the family were aware that MV was being kept in their thoughts and prayers, which the Clerk informed the Committee was the case and that she would continue to.

The clerk advised that whilst no members had communicated their intention to resign once the Trustees withdrew and the Catholic status was removed, it was considered likely that some would resign, with **a member suggesting** that until resignations are made, no further action is necessary, with information likely to be drawn out from members in terms of their intentions as conversations relating to the constitution and merger progress.

**Item 6 – Resolved:** The Committee noted the details of the resignation and agreed to keep MV on the Board as an interim measure until the Instruments and Articles of Governance were amended.

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#### **ITEM 7a COMPOSITION OF THE COMMITTEES – COMMITTEE MEMBERSHIP**

The Committee members discussed the benefits of maintaining the present membership of the Committees which had worked well in the past 12 months. It was agreed that the Audit Committee would need an additional member to prevent quoracy issues, indicating that CB as a previous member may be more able to attend with meetings taking place online. The clerk advised that this had been put to CB although he had not yet responded. **A member commented** that educational experience was necessary on the committee in addition to financial expertise and that CB was best placed to provide this. It was agreed that this could be approved in principle with further clarification to be sought from CB that he was happy to resume his place on the Committee, **with a member commenting that** this would only be for two more meetings as the merger would conclude by summer.

**Item 7a – Approved:** The Committee would recommend the proposed composition of Committees to the Board for approval.

**Action:** CB to be approached to confirm if he is willing to sit on the Committee

#### **ITEM 7b SCHEDULE OF BOARD MEMBERSHIP**

**Chair NW asked** for clarification on who Vicky and Nina mentioned in the cover note were, with Board Chair MC confirming that Vicky worked for the solicitors drafting the Instruments and Articles of Governance and Nina worked for the ESFA and was working with the DfE to amend the legal status of the College. MC provided further clarity in relation to the religious education requirements necessitated by sixth form colleges and the implications for the College.

**A member proposed** that a smaller Board meeting more regularly may be more suitable with the pace of change and necessity of decisions to be approved as the merger discussions progress. **A member agreed that** the continual struggle to recruit and convene quorate meetings would be alleviated by the approval of a smaller constitution, with the Clerk confirming that there had been considerable debate amongst clerks who highlighted the need to balance this against having a representative Board with relevant skills and to ensure that decisions were not dominated by a minority. **A member asked** why the Board schedules presented had all been for FE Colleges, asking if this could be obtained for SFC Boards. The Clerk confirmed that this could be conducted on a SFC only basis through the SFCA network, however, with the FE information readily available having already been collated, this was used as a guide as time restraints had prevented this exercise being undertaken for SFC's ahead of the meeting, with local conversations with other SFC clerks revealing largely similar Board Schedules and composition of committees to those detailed in the FE report, with many having equally challenging recruitment issues, particularly for faith Colleges, with many having longstanding vacancies. **A member commented** that through the use of videoconferencing, meetings had become more convenient, with information cascaded quickly and decisions more timely and would be effective in retaining existing members, **questioning** whether recruiting new members now would be beneficial with the complexity of the circumstances to be explained and length of service they would now have the opportunity to gain. It was agreed that the committee structure had become more efficient and was working well, with unanimous support for maintaining the committees and avoiding introducing a Carver Model structure for the final months. It was however, **indicated by a member** that it was becoming increasingly difficult to maintain sufficient membership to the committees without the expectation for members to serve on multiple committees. The clerk suggested that co-opting external members to committees could relieve this issue, which members agreed could be considered as an alternative to disbanding committees if membership of the Board declined after the withdrawal of the trustees. **Board Chair, MC** stated that once the FEC recommends the final resolution for SMC, the conversations will resume and the constitution along with the Instruments and Articles will need to be reviewed and recommended by the Committee to the Board. MC stated that the timeframe meant this will be necessary ahead of the next scheduled meeting, asking members to support an interim meeting, which was agreed, with NW offering to review the documents in detail and any examples obtained by the clerk and present opinions to the Committee.

**Members discussed at length** the implications of the Trustees withdrawal on governor terms and recruitment, **with a member indicating** that the new constitution would refresh the term of office with it effectively creating a new Board with former foundation governors being reappointed as independent members. Further discussions were held relating to the benefits and draw backs of Board sizes, term of office, governor types and length of service, concluding there was a need to balance experience and knowledge of the College against that of fresh perspectives, however, conceded that although a balance would be beneficial, introducing new members at this stage of the structural solution would be difficult. The clerk suggested that if additional members were required, approaching those with prior knowledge of the situation may be a solution, with members agreeing that former Interim Principal RP would be an appropriate person to approach should this need arise. The clerk advised of the OfS requirement for maximum terms, which the college had been allowed to exceed due to the difficulty in recruiting foundation governors, indicating that there would be a need to comply with this once the Catholic status is removed, unsure if 'restarting' the terms would be sufficient in defending longer terms.

It was agreed that until conversations with the Trustees and FEC team progress it was difficult to conclude and recommend a constitution without knowing the role of the constitution, depending on the direction and duration of the work the Board would be undertaking. MC advised the new constitution would be adopted simultaneously with the signing of the new lease, with delays caused by the bank not yet willing to release the charge over current lease which should be resolved in the

coming weeks, with the Trustees Secretary suggesting a resolution needed to be found by early November.

**Item 7b – Deferred:** The Committee agreed to do further research and await a final recommendation from the FEC ahead of recommending a Board Membership Schedule to the Board.

**Actions:**

- Clerk to obtain information from Sixth Form Colleges to include Board size, committee structure and copies of Instruments and Articles of Governance.
- MC to ask solicitors for a final draft of Instruments and Articles of Governance
- NW to review the Instruments and Articles of Governance against the examples collated from the clerk
- Convene an interim meeting to recommend the approval of the constitution and Instruments and Articles of Governance

**ITEM 7c – AGREE THE DELEGATED AUTHORITY OF COMMITTEES**

It was agreed that the delegated authority presently afforded to each committee served the purposes of the Board based on the present skills and experience of those appointed to the Committees. There was unanimous agreement that providing membership was sufficient to sustain the Committee structure, this should be maintained with only the need to review the delegated authority of the BMAC, **with a member commenting that** this committee would take on a greater level of responsibility once the Diocese and Trustees rescind their responsibilities in relation to recruitment, **with a member responding that** it would be unreasonable to expect one or two individuals to take on that level of responsibility, suggesting membership should be widened whilst conceding that working members of the Board had limited availability. **A member suggested co-opting** members onto the BMAC, with the clerk advising that whilst someone with significant HR experience would be beneficial, the ability of those external to the Board, not sitting on the Board and without fully understanding Board business may not be as well placed as members would be to understand the suitability of applicants. **A member agreed** that it would be unreasonable to undertake significant recruitment at the stage or to expect an external individual to recruit and recommended individuals to the Board, suggesting that providing members agreed to transfer onto the new constitution, membership was sufficient in number and skill range to undertake the work of the Board in the coming months. **A member suggested** asking members of the Board to review the BMAC TOR and consider their place in adding value to the Committee to entice additional Board members to consider extending their membership to the Committee, with the clerk advising that it was included in the pack for the meeting of the Full Board of Governors.

**Item 7c: Approved:** The Committee would recommend maintaining the existing delegated authority of the Committees, with only the BMAC to be reviewed under item 7d.

**ITEM 7d TERMS OF REFERENCE OF THE BOARD MEMBERSHIP ADVISORY COMMITTEE**

**A member asked** if the TOR would be suitable for a Search Committee, with SMC having convened the BMAC to represent the work of a Search Committee for the College when there was no formal requirement due to the Trustees and then the Diocese having held the responsibility for the recruitment of most members of the Board. The Clerk advised that upon review of other College's TOR for Search Committees, and having obtained a template for the range of college Committee terms of reference from 'Governance 4FE', the BMAC TOR largely reflected a standard Search Committee, with limited differences mainly relating to recommending applicants to the Bishop rather than the Board, which were the changes highlighted as necessitating change in the TOR presented for approval today. The clerk agreed to send the template to the committee to review to provide assurance that the necessary elements of a Search Committee were included in the BMAC TOR, also advising that there was no longer statutory requirement to have a search committee, therefore there was no need to update the committee name unless the committee deemed this

necessary. The clerk added that some Colleges had included additional responsibilities for their Search Committee, for example, incorporating the Remuneration Committee responsibilities, something added into the SMC BMAC TOR the last academic year. The committee agreed to approve the TOR as presented by the clerk to be adopted upon the withdrawal of the Trustees.

**Item 7d - Approved:** The updated TOR would be recommended to the Board for approval.

**Action:** The clerk would distribute the TOR template created by 'Governance 4FE'

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#### **ITEM 8 – FORTHCOMING TERMS OF OFFICE**

The clerk outlined the process for advertising and recruiting a parent governor, advising that interest in the position of Parent Governor had been minimal in recent years, during and prior to her appointment. **A member suggested** that in the present circumstances, a conscientious parent may want to contribute and be involved, **with a member agreeing** that with increased virtual presence, there may be more interest. The clerk advised that that the request would be sent through the same parental communication methods used for all college to parent communications, with emails and text messages sent. **A member asked** if this went to all those with parental responsibility or only the main parent, with the clerk informing the committee that she was unsure but would check with the IT staff that ran the system.

**Item 8 – Resolved:** The clerk should utilise the existing recruitment and appointment method for obtaining nominations for a parent governor.

**Action:** The clerk should ascertain whether the communications went to all parents.

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#### **ITEM 9 – RESERVE LIST**

The clerk advised that there had been no one on the reserve list for some time, however, a pharmacist had responded to an outdated vacancy on the 'Inspiring FE governance' website which Board Chair, MC, had asked her to follow up. The committee were in agreement that the candidate represented the local community and the aspirational nature of the students at SMC and urged the Clerk to discuss the opportunity further with the interested party.

**Item 9 – Resolved:** The Committee noted the details of the verbal update

**Action:** The clerk would follow up the communication from the potential applicant.

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#### **ITEM 10 – SKILLS AUDIT**

The Committee Chair expressed his gratitude to the Clerk for collating the information and presenting it within the report circulated. The Clerk summarised the information, advising that one member had not responded and data from MV's latest skills audit return was not used as he was not contributing to meetings at present. The Clerk confirmed that the data did not differ significantly from the previous year, and again reflected that the Board had experience in all areas, however, there were some areas with only a limited number of members with significant experience, resulting in an overreliance on individuals which could be problematic if there were absences or any resignations. The Clerk indicated that ordinarily, actions would stem from the report including training and targeted recruitment, however, considering the position of the college at present, it was not considered to be an effective strategy for this coming year, instead focusing on concluding the SPA process. The clerk expressed some concern over some responses relating to having no knowledge of some areas, specifically that of post 16 education and safeguarding, possibly accounted for due to modesty or without realising that the training undertaken as part of their role as a governor or knowledge gained through exposure to information at meetings meant that they

had more understanding than they realised, and although this may not be their area of work or experience outside of their role as a governor, their role provided them with a greater knowledge than those having never worked in the sector. The clerk suggested that no college governor who undertook annual safeguarding training would have no safeguarding knowledge, and no governor would have no or even low understanding of post 16 education having undergone a continual programme of training and having read the papers presented on a regular basis, suggesting that should the process be undertaken again ahead of the structural solution concluding, more detailed explanations regarding what each of the responses meant would be given.

**A member suggested that** the Board skills represented the best mix of skills that the Board has had for some time.

**Item - Resolved:** The Committee noted the details of the report.

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#### **ITEM 11 - BOARD SELF-ASSESSMENT**

The Clerk provided a summary of the responses, advising that one member had not provided a return. The clerk drew attention to the areas where comments had been made or where responses were not in consensus. The clerk highlighted comments relating to both an appreciation of and an overreliance on MC as Chair of the Board, **with MC indicating** that whilst members were appreciative of what he has done, in the coming months as the FEC led SPA process concludes, he would be leaning heavily on others and utilising their areas of expertise and will be asking at the Board meeting how best to coordinate communication and support, with suggestions for either a Steering Group fed back through email or more regular short meetings of the Board.

The clerk outlined other areas where responses to the SAR had varied, which included training, informing that in house training would continue, with additional relevant online training to support the needs of the Board, however, developmental training would cease, as it was unlikely the current Board would exist beyond this academic year.

The clerk was thanked for the summary.

**Item 11 – Resolved:** The Committee noted the details of the report.

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#### **ITEM 12 - CLERKS REPORT**

The Clerk worked through the detail of the report, with **a member commenting** on the value of the report as a summative reflection of the year. **A member informed** the clerk of date errors for the years of the extraordinary meetings, which the clerk agreed to amend on the records. The attendance data was reviewed **with a member commenting** that despite illness and the pandemic, rates remained high, suggesting that the use of videoconferencing had enabled members to attend in a way that was less disruptive to their work commitments. The clerk asked members if they wanted to consider alternative formats for storing, and sharing Board papers in line with the plan the previous year, with members agreeing that this would not be necessary, with **a member commenting that** the current system worked well and asking for no further changes. The clerk concluded by advising that no targets had been suggested for the coming year, with these normally forming the basis of a Governance Development Plan to be recommended by the Committee to the Board for approval. The clerk indicated that in light of the significant structural changes due to be implemented imminently, the Clerk did not feel the Board would be in a position to plan in developmental opportunities at this stage, suggesting a focus on concluding the structural changes whilst continuing to seek the guidance of professional support for this. **Members agreed** that targets could not be set for the 20/21 academic year. The clerk was thanked for the work put in to producing the summary.

**Item 12 – Resolved:** The Committee noted the details of the report

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### **ITEM 13 - GOVERNOR RECRUITMENT**

The clerk advised the committee that during the last stock take, deputy FE Commissioner, Martin Sim had advised that the Board should strengthen the area of FE expertise. **A member suggested** that given the post 16 landscape, this would be difficult to obtain, with present Principals and Vice Principals having minimal time, compounded by the pandemic, with further difficulties in relation to confidentiality around competitors. **A member stated** that they had spoken recently with a governor at a high performing local Catholic Sixth Form, and they faced similar issues in relation to recruitment. The clerk advised that questions had been asked on the clerks network about how other colleges were overcoming the issue relating to competitors when seeking FE expertise without inviting employees of local competitors onto their Board, with few colleges overcoming this issue with ease. **A governor commented** that they had strong presence of educational expertise and that pursuing this at this moment was not a priority. The clerk asked MC if stocktakes would be expected once the SPA had concluded, with MC responding that it would be expected to ensure that focus on relevant operational issues was maintained whilst the merger concluded. The clerk suggested that with this having been raised as an issue, with a target set to improve this, asked how this could be answered. **MC suggested** that offering information relating to the experiences of AMF, CB and MW along with informing how an NLFE has been supporting EB and feeding into MC, should be sufficient in providing evidence of objective FE expertise influencing the Board.

**Item 13 – Resolved:** The Committee agreed not to proactively recruit to the Board until it was deemed essential, although interested applications would be followed up.

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### **ITEM 14 – ANY OTHER BUSINESS**

The clerk confirmed the next scheduled meeting was preceding the Board meeting in March 2021 with the Committee agreeing to convene earlier to review necessary documents in relation to the Trustees withdrawal.

The Chair passed on his thanks to members and the clerk for their attendance.

The meeting closed at 12.15pm