



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

**MINUTES OF THE MEETING OF THE
BOARD MANAGEMENT ADVISORY COMMITTEE
HELD ON WEDNESDAY 25TH SEPTEMBER 2019**

Present: Rev Fr N Wynn SM (18/19 Chair - reappointed 19/20)
Mr N McNeil (18/19 Vice Chair- reappointed 19/20)
Mrs E. Best (Interim Principal)
Mr F. Dowling (Co-Opted Member)

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

ITEM NUMBER	ITEM DETAIL	<u>Responsible for Actions</u>
ITEM 1	<p>APPOINTMENT OF THE CHAIR AND VICE CHAIR</p> <p>The clerk invited nominations for the post of Chair within the Board Membership Advisory Committee. Father Wynn self-nominated and this was seconded by Nick McNeil, all were in agreement and no objections were received.</p> <p>The clerk invited nominations for the post of Vice Chair within the Board Membership Advisory Committee. Nick McNeil self-nominated and this was seconded by Father Wynn, all were in agreement and no objections were received.</p> <p><u>Approved</u> – Rev. Father Noel Wynn is approved as the Committee Chair with Nick McNeil as Vice Chair</p>	
ITEM 2	<p>APOLOGIES</p> <p>No apologies were received</p>	
ITEM 3	<p>DECLARATION OF INTEREST</p> <p>None were declared</p>	
ITEM 4	<p>MINUTES OF THE MEETING HELD ON 16th JULY 2019</p> <p>The above Minutes had been circulated previously, reviewed and amended. The Committee confirmed that they were a true record of the meeting held and were signed by the Committee Chair.</p> <p><u>Resolved:</u> That the Minutes of the above meeting be accepted as a correct record</p>	
ITEM 5	<p>MATTERS ARISING</p> <p>5. Matters arising and actions from the meeting of 16th July: (see bold for outcomes and discussion)</p> <p>i) NMN to ensure HR receive a copy of the appraisal - Completed</p> <p>ii) Action – NMN to revisit the wording of the I&A and speak to the Diocese regarding the foundation numbers ‘nominally’ outnumbering others - NMN advised that this need to be fully revised in consultation with legal advisors, but that the Diocese needed to lead on this. He had held conversations with</p>	<p>i. noted</p> <p>ii. NMN to raise with the Board</p>

	<p>Mary Hunter, a Trustee of the Diocese and appealed to her to support them in this but there had not been any formal response from the Diocese</p> <p>iii) Action – advertise staff governor vacancy ensuring all staff have access to the email – completed – see item 11</p> <p>iv) Action – email MW to clarify intention to return following his leave of absence – this had been completed, although no formal notification of his return, there had not been a resignation, therefore it was presumed he would return</p> <p>v) Board approval needed for AK – It was confirmed that actions had been completed and approval obtained 16.7.19</p> <p>vi) NMN to speak to the Diocese regarding the process for reappointment of existing governors- NMN confirmed that this was ongoing as part of the process to revise the I&A and for now it was the same as for new applicants</p> <p>vii) Action - Clerk to contact the interested party from the governor vacancy advert to establish whether she wished to make an application – the clerk confirmed that this had been completed but no response had been received therefore it was presumed that they did not wish to apply</p> <p>viii) Action – BMAC to seek Board approval for the two applications – The clerk confirmed that approval was obtained 16.7.19</p> <p>ix) Consider the TOR of the committee and if this could incorporate SPH and the Clerk’s pay and terms or if a remuneration committee should be introduced. This would be discussed as a separate item - Item 7</p> <p>x) Upon receipt of the FEC report - further consideration be made to reintroducing a Quality Committee - This would be discussed as a separate item See item 7</p> <p>xi) NMN to ask the Board to consider the role of Chair and Vice Chair - This was actioned 16.7.19. NMN reiterated his desire to stand down, not just as Chair but as a member of the Board yet was finding this difficult with no one willing to take on the responsibility. The clerk provided details of Chair recruitment services. This was considered to be a last resort due to cost implications and the complications of the need for the Chair to be a Foundation Governor.</p> <p>xii) JD for the role of Chair to be circulated – This was actioned 11.9.19 and is on the Board agenda for consideration</p> <p><u>Resolved:</u> That the responses are noted</p>	<p>iii. noted</p> <p>iv. noted</p> <p>v. noted</p> <p>vi. ongoing</p> <p>vii. noted</p> <p>viii. noted</p> <p>ix. item 7</p> <p>x. item 7</p> <p>xi. noted</p> <p>xii. noted</p>
<p>ITEM 6</p>	<p>RESIGNATIONS</p> <p>The resignation of Greg Miller was considered to be disappointing but understandable given his work and family commitments</p> <p><u>Resolved:</u> That the resignation is noted and continued efforts made to replace Foundation Governors</p>	<p>noted</p>
<p>ITEM 7</p>	<p>COMPOSITION OF THE COMMITTEES: TO INCLUDE CONSIDERATION FOR A REMUNERATION AND QUALITY COMMITTEE</p> <p>The proposals were discussed at length. It was considered that the number of governors restricted the number of committees that could be held, however, it was vital that particularly given the lower than anticipated A level grades, quality needed to be prioritised within its own forum. The increased educational expertise within the Board membership expanded the availability of this committee to support CB in his capacity as link governor. EB added that the EIF focus on the curriculum including the journey behind results and preparation for next steps increased the need for Governors to focus on the detail and they would be held accountable for the results, therefore the opportunity must be available to scrutinise all items at length. It was agreed that removal of the committee and having these items at Board level had led to lengthy meetings and less focus. The</p>	

	<p>committee was in agreement that whilst the intention of presenting all quality items to the Board had been right, the reality had not delivered the required focus and therefore the committee agreed to recommend to the Board that the Quality Committee would be reinstated with similar TOR as previously held.</p> <p>The Clerk recommended consideration for a remuneration committee as per the AOC SPH remuneration code, which whilst voluntary to adopt, was best practice. The Clerk explained that the Resources committee had SPH remuneration within their remit, however had removed that from their TOR at their last review as it was no longer practical to include this within the Resources Committee, where EB and staff governors are members and high numbers of staff attendees are present and LF clerked the committee, but had done so on the assumption that a remuneration committee would assume that responsibility. The clerk confirmed that this had been presented to the Board, who had delegated that decision to the BMAC and discussions with the previous principal had led to draft TOR being created for the committee to include Chairs of each Committee. The committee agreed that Resources was not the correct place for these discussions but did not feel a new remuneration committee was necessary. The recommendation of the committee would be to amend the TOR of the BMAC to accommodate the SPH pay and conditions items removed from Resources terms of reference.</p> <p>Resolved: - The committee will recommend the reintroduction of the quality committee to the Board</p> <p>The Committee will recommend to the Board that the BMAC accommodates the SPH pay and conditions within the Committee TOR</p>	<p>Recommend to the Board Recommend to the Board</p>
<p>ITEM 8</p>	<p>TERMS OF OFFICE COMING TO AN END</p> <p>The clerk directed members to the information within the pack, outlining terms of office that would be ending in the coming months:</p> <ul style="list-style-type: none"> • October 2019 – Foundation Governor Fthr N. Wynn <p>Father Wynn (Chair of the Committee) had already confirmed he intended to renew his membership and the clerk confirmed that the process for reappointment is the same as appointment, with an application and Faith Reference to the Bishop. It was clarified that the Trustees no longer had any involvement with the appointment process. The Committee discussed the reduction in Trustee involvement and how this would be further compounded if Father Wynn decided not to renew his membership. It was considered that they (Trustees) needed to have more representation during current discussions of strategy and structure and that they should be considering recommending another governor to ensure the Board is acting in accordance with Marist values, particularly if it is felt that Father Wynn has been in post too long, with the Committee making reference to the OfS recommendations of limited terms. If this was confirmed to be a definitive requirement by the OfS, then it was considered that the Trustees would need to ensure they have someone else in place.</p> <p>Resolved: That the forthcoming end of office details are noted and Diocesan approval sought for the reappointment of Father Wynn.</p> <p>Actions – Father Wynn to complete the application and for the Clerk to submit it</p>	<p>NW</p>
<p>ITEM 9</p>	<p>CHAIR SUCCESSION PLANNING</p> <p>NMN reiterated the need for someone to step forward. He expressed his concern that in the preceding two years during which time he had continued to act as Chair despite having made his intention to step down known, no one had agreed to even consider the role.</p>	

	<p>NMN stated that he understood that the turbulence and transition that the College had undergone, was a factor to the resistance, in part due to the increased time commitment, however now this was a recommendation of the FE Commissioner and needed to be adhered to, he had hoped that someone would take over. The clerk confirmed that the free DfE Inspiring Governance service had a Chairs recruitment service, and whilst there were target areas for a proactive service, they were able to offer support and advice. The Committee discussed the drawbacks of external services including the necessity for the Chair to be a Foundation Governor, therefore needing to be initially recruited as a Governor before being eligible to be nominated for the position. Fthr NW stated that the Diocese should be contacted for support. The clerk advised that she had appealed to them on a number of occasions for support in filling general vacancies and would again contact them.</p> <p>The Board discussed the present membership of the Board and considered the options for each candidate and whilst many had the necessary attributes and experience, their reluctance to date in expressing an interest implied that it was unlikely that any would volunteer. It was agreed that this would be raised again at Board level.</p> <p>Resolved: The Committee noted the urgency of the need to replace NMN as Chair</p> <p>Actions –</p> <p>1)The Board would be approached to consider their availability to act in capacity as Chair</p> <p>2) The Clerk would contact the Diocese for support</p>	<p>NMN</p> <p>LF</p>
ITEM 10	<p>RESERVE LIST</p> <p>The Committee discussed potential known contacts and those who had served on the Board previously that may have the capacity to return. It was agreed that members would speak with their contacts and ask if they would consider a position as a governor. The Board would be asked to do the same</p> <p>Resolved – The details were noted</p> <p>Action – The committee will ask the Board to consider asking those in their Parishes or network to support the College as a Governor</p>	<p>Fthr NW/ NMN</p>
ITEM 11	<p>STAFF GOVERNOR APPOINTMENT</p> <p>The Committee received the details of the only nomination for the position of staff Governor. It was clarified that all staff had the opportunity to apply and that the nomination received had followed the approved process. It was agreed that with only one applicant having followed due process as approved by the committee, they were now appointed and would be in attendance at their first meeting this evening.</p> <p>Resolved: That the staff governor appointment is accepted.</p>	
ITEM 12	<p>SKILLS AUDIT RESULTS</p> <p>The clerk presented the results of the skills audit which had been written into a report to include comparative data against the previous year. It was noted that the gap in education expertise had been closed with new appointments but that there remained a need to enhance the financial knowledge of the Board. The clerk confirmed that training had been offered to the Audit committee and online resources from the ETF pilot had been issued to all members but the lack of feedback indicated that this had not been accessed. The clerk confirmed that the training preceding Board was on Finance, Insolvency and Pensions to be delivered by the external audit firm which would provide some reassurance but did not replace the need to find new members with considerable financial experience.</p>	

	Resolved: Members noted the need to continue to recruit suitably skilled new governors in the areas of finance and audit	
ITEM 13	<p>SAR OF THE BOARD</p> <p>The Clerk confirmed that the response rate had been low and that many responses were only received following the repeat request during the July meeting rather than following the email in May and subsequent reminders. The committee considered whether the form was counterproductive by being too lengthy. The Clerk confirmed that it had been reviewed and condensed the previous year with the process involving analysis against examples of best practice from other colleges and that this was the form they had approved but was happy to review it again. The results confirmed that overall the Board felt that they had executed their duties effectively but that limited numbers impacted on further improvements.</p> <p>Resolved: The Committee noted the details of the report</p> <p>Action: The SAR format would be reviewed again ahead of the 19/20 review</p>	Clerk
ITEM 14	<p>CLERK'S REPORT INCL GOVERNOR ATTENDANCE</p> <p>Fthr NW commended the Clerk for the quality of the report, which had been concise yet insightful; suggesting that sharing this with the Board may support them in completing the SAR questionnaire more effectively. The Clerk agreed to distribute this to the Board as a summary of the activities of the previous year.</p> <p>Resolved: The Committee noted the details of the report</p> <p>Actions: The report would be distributed to the whole Board</p>	Clerk

Actions/ MA

- A revision of the I&A needed to be undertaken – NMN to discuss with the Diocese
- The committee will recommend the reintroduction of the quality committee to the Board
- The Committee will recommend to the Board that the BMAC accommodates the SPH pay and conditions within the Committee TOR
- Father Wynn to complete the application for reappointment and the Clerk will submit it to the Diocese
- Members of the Board would be approached again to consider their availability to take on the responsibility of Chair
- The Clerk would contact the Diocese for support in Governor and Chair recruitment
- The committee will ask the Board to consider asking those in their network's and Parishes to consider a role as a Governor
- SAR format to be reviewed
- The Clerk's annual report would be distributed to the whole Board

DATE OF NEXT MEETING:

8th January 2019 (December 9th is als tentative subject to the need to appoint new members)

Signed: _____

Printed: _____

Dated: _____