



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

**MINUTES OF THE MEETING OF THE  
BOARD MEMBERSHIP ADVISORY COMMITTEE  
HELD ON TUESDAY 16<sup>TH</sup> MARCH 2021**

**Present:** Rev Fr N Wynn SM (Committee Chair 20/21)  
Mr M. Conboy (Board Chair 20/21)  
Mrs S. Beecroft  
Mrs E. Best (Interim Principal)

**In attendance:** Mrs L Farnhill (Clerk to the Board)  
Mrs L. Cain (HR Manager) (Item 6 only)

**Apologies:** Mrs A.M. Francis

**OPEN AND WELCOME**

The Committee Chair opened the meeting by welcoming everyone and thanking them for their time and attendance.

**ITEM 1 – APOLOGIES**

The apologies of Quality and Standards Chair Anne-Marie Francis were provided and accepted by the Committee.

**Item 1 – Noted.**

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**ITEM 2 - DECLARATION OF INTEREST**

Interests were declared as follows:

- EB in relation to her relationship with the Director of Curriculum
- NW as a member of the Marist Fathers, noting that the Marist Fathers were no longer Trustees of the College, however they continued to own the land
- SB stated that although not indicated as relevant to items on the agenda, for transparency, declared her position at Liverpool Hope University
- LF informed the Committee of her role at Southport College, adding that although not present, AMF works at Southport College

**Item 2 – Noted:** Declarations of interest were noted.

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**ITEM 3 - MINUTES OF THE MEETING OF THE BMAC HELD ON 17<sup>TH</sup> SEPTEMBER 2020 (FOR APPROVAL)**

The Committee Chair confirmed that the minutes had been circulated and asked members for their approval of the minutes as an accurate record of the meeting. There were no inaccuracies or comments and they were unanimously approved.

**Item 3 – APPROVED:** The minutes of the meeting of 17<sup>th</sup> September were approved as a true record.

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#### **ITEM 4 - MATTERS ARISING AND ACTIONS OF THE MEETING OF THE 17TH SEPTEMBER 2020**

**A member noted** that on the 3<sup>rd</sup> page of the minutes, there had been a question raised relating to the need to reappoint members and restart terms of office following the amendments to the status of the College.

The Clerk informed the Committee that the solicitors had confirmed that the Board would not be a new Board and this was not a newly constituted corporation, and therefore the terms of office would continue. It was clarified that the Governor 'type' would change from foundation to independent/co-opted with the Chair of the Board asking members to confirm their continued commitment at the meeting of the Board of Governors on 4<sup>th</sup> November, which all members had agreed to.

The Clerk confirmed that the report detailed all other actions undertaken, or outlined where in the agenda items would be discussed. It was noted that the parent governor election process had been initiated without response, possibly due to the volume of communications being received and parents having limited time available for additional commitments during the lockdown. It was agreed that the process would be re done in a few weeks once parents and students had settled into their new routines and the volume of communication from college had lessened.

**Item 4 - Noted:** The Committee noted the details of the actions undertaken since the last meeting of the Committee.

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#### **ITEM 5 - BMAC WORKPLAN**

Members were asked by the Clerk to agree the distribution of the work for the remaining meetings until the College closed. It was noted that a lot of the work normally undertaken by the Committee would be around forward planning and the development of the Board, some of which would not be relevant as the College moved towards closure. It was however considered that the Committee had a vital role in ensuring that the Board maintained statutory compliance and continued to look to distribute the skills and experience in the most effective way whilst ensuring any mandatory and relevant training and development continued.

**A member noted that** conflicts of interests was on twice, with the Clerk explaining that the review in September was the annual review of the Governor and senior post holder (SPH) register of interests which were declared ahead of the start of each academic year. In addition to this, following the recommendation of the FEC, the policy for SPH and Board members had been strengthened to include staff, with it considered best practice to review this information as soon as practical, therefore had been added for review at this meeting.

**Members commented** on the comprehensive detail within the plan and supported its implementation.

**Item 5 - Noted:** The Committee noted the details of the plan and supported its use in the forward planning of Committee business.

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## **ITEM 6 - CONFLICTS OF INTERESTS REPORT**

LC informed the Committee that in line with the recommendation of the FEC, the Clerk drafted a Conflicts of Interests Policy which incorporated staff. LC confirmed that this had been shared with all staff in January asking for staff to declare any interests, and where interests were declared, these were investigated and mitigated.

LC informed the Committee two interests were declared, the first being the area manager for the nurseries, which LC indicated that members would be aware of as TE had previously been a member of the Board as a staff governor, having made the necessary declaration to the Board at that time. LC confirmed this was also declared as part of the accounts processes with actions taken to mitigate any perceived conflict. LC highlighted the actions as detailed in the report, which included TE not being involved in the process for quoting for or carrying out any works, with all invoices overseen and signed off by the finance team. It was noted that additional safeguards were in place for all works in excess of £1000, necessitating two quotes with a member of the finance team approving the work from the most competitive quote. LC invited questions, with **a member** commenting on the comprehensive details provided, indicating that they had no concerns based on the information provided.

LC advised the Committee that the other conflict detailed was that of EB and her relationship to HB as previously disclosed to the Board. LC detailed the strict measures in place to mitigate the conflict and ensure there was no vulnerability in the processes. The Committee were informed that EB was not involved in the recruitment of HB into his current post, adding that from the point of HB expressing an interest in the role, EB was removed from the process, therefore at no point was EB able to influence proceedings and is not the line manager, noting that there was a breakdown of what had been done to safeguard the College in the report.

EB added that MC had been involved in the processes, signing off the organisational chart and job description, with MC and LC signing off the whole process, including the assignment of the Assistant Principal as the line manager for the role of Director of Curriculum. It was also highlighted that the external HR consultants were supporting the restructure process and advising on the mitigation of any additional risks identified as part of the restructure, and were confident that everything had been done appropriately.

The HR Manager concluded by informing the Committee that these were the only conflicts declared, advising that all information is kept within a confidential file in HR with the signed declaration.

**Item 6.1 - Noted:** The Committee noted the details of the staff register of interests and conflicts of interest report.

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LC left the meeting after item 6.1

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## **Item 6.2 - SPH AND GOVERNOR REGISTER OF INTERESTS - ANNUAL REPORT**

The Clerk confirmed that this was the first year that the register had been summarised into a single record, having previously been held as a physical file available for College inspection. **A member indicated** it made the information easier to review and replicated similar processes in their own organisation.

**A member** highlighted an error in relation to their own role, with the clerk explaining that this had been taken from a previous form and agreed to correct the error on the summary. **A member** noted that the employment for CMcL was absent and noted that information had been replicated in another cell which needed to be updated to reflect the correct initials.

**A member asked** why the report referred to foundation governors, with the clerk advising that the annual returns were completed when the college was still under the Trusteeship of the Marist Father's. It was noted that interests had been reviewed following their withdrawal; with relevant updates made but the governor type had been correct at the time of production, with agreement to add a note to clarify this at the bottom of the report.

**Item 6.2 - Noted:** The Committee noted the details of the report.

**Action:** Amendments to be made as outlined above.

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## **ITEM 7 - GOVERNANCE PERFORMANCE AGAINST THE STRATEGIC CLOSURE PLAN**

Board Chair MC informed the Committee that actions for governors and governance in relation to the closure plan were longer term issues. Actions taken to date were outlined as the consultation with the Board on effective communication, followed by the implementation of monthly information circulated to the Board for January and February. This included financial updates, a copy of the application for funding and progress relating to the retention of students and staff.

**Item 7 - Noted:** The Committee noted the details of the verbal update.

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## **ITEM 8 LINK GOVERNOR ROLES AND ACTIVITIES**

The Committee were advised by the Clerk that the link governor roles and activities needed to be aligned with the work to be undertaken by the College over the coming year, with it necessary for work and responsibilities to be more evenly distributed, with it considered that some members were presently carrying the burden of governance responsibility. The clerk asked for ways to encourage members to become more involved with the College without applying unnecessary additional pressure on their already limited time.

**The Interim Principal** noted that the use of Microsoft Teams facilitated meetings whilst using less time than had been necessary for face to face link governor meetings, stating this had worked well for the Quality link and Safeguarding link governor meetings, although acknowledging that some members had become notably less involved since the onset of the pandemic. The Interim Principal added that the current risk assessment prevented any onsite visitors but this would be revisited in line with the latest guidance.

**Members agreed** that video conferencing worked well as a platform for the time being and facilitated the sharing of documents, although noting that it was difficult to feel the same connection to the College meeting in this way.

It was agreed that the focus for link governors was to retain strong links in the statutory areas, which were predominantly the link governors that had maintained contact with their link manager

throughout the Pandemic, with it hoped that the new Quality Chair would take up the responsibilities previously undertaken by AMF.

**A member added** that it had always been seen as a two way process, enabling staff to receive advice and support whilst providing the governor with a deeper understanding of College business.

**A member noted concern** over the vacancy relating to a health and safety link governor, a key consideration due to the on-going concerns and requirements relating to the pandemic. SB advised that she had responsibility for oversight of the area in her place of work, offering to undertake this in addition to her role as the finance link governor as an interim measure.

EB reassured the Committee, that although there had not been a formal link governor, the College had the support of the local authority and all risk assessments were signed off by MC as Chair. EB informed the Committee that the risk assessments for the partial closure and the reopening had been completed, offering to share the documentation with SB once the meeting concludes.

It was noted that the support of the BwD service alleviated concerns, **with a member commenting that** everything seen relating to the pandemic and risk assessments had been conducted to a high quality, whilst being aware of how it looked externally to have this link role vacant. EB reassured the Committee that this would have been unlikely as the college had the independent external support of the local authority, however welcomed the additional support of SB as the link governor for the area. **A discussion was held** regarding the feasibility of a member of the LA health and safety team being co-opted to the Resources Committee, with EB agreeing to position this with them to gauge any interest, whilst acknowledging how busy they were with supporting the reopening of schools.

EB provided a summary of the processes undertaken to safely reopen the College, with onsite testing being phased out as students move to self-testing which was already in place for staff, advising that all results to date had been negative.

**A member** asked about enhancing the link with parents, suggesting that this could be a link role for a governor, proposing that the lack of interest in the parent governor role could suggest a lack of connection with the College. The added that they would have expected parents to have wanted to be assured that the College was doing all it could for their child to ensure things were being kept as normal as possible as the College progressed towards closure. EB reassured the Committee that the relationship between parents and the College was very strong, with positive feedback from the parents surveys and further supported by attendance and conversations at parents evenings. It was added that consistent and regular communications throughout the Pandemic and closure process provided parents with continued reassurance, suggesting the lack of applications suggested they felt assured by what had been communicated.

It was agreed that parental contributions would be beneficial to the Board and that the process to invite applications should be re-run, with it suggested that it would be well timed after the exam communications concluded in mid-April.

**Item 8 - Resolved:** The Committee agreed to continue to prioritise the link roles relating to safeguarding, quality, finance and health and safety while encouraging other members to be as actively involved and communicate with staff outside of meetings where possible.

**Actions:**

- SB to be allocated as the link governor for H&S
- EB to contact the BwD H&S team to see if a member would for consider a position as a co-opted member of the Resources Committee
- LF to re-run the parent governor election process after Easter

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### **ITEM 9 - MONITORING THE EFFECTIVENESS OF THE TRAINING PLAN**

The clerk advised the Committee that obtaining details from members of training undertaken had been difficult. The clerk provided details of methods used with minimal success and explained that she maintained records of what had been offered and questioned whether this was sufficient to prove that members were participating in relevant CPD for their role as a governor.

**A member indicated** that there was a significant volume of information cascaded, some with more relevance than others, asking if it could be highlighted which were more relevant. The Clerk advised that the information was filtered and sent to members of relevant committees, with the body of the email confirming whether it was statutory or additional supportive information.

**A member suggested** that there should be a degree of integrity and trust of the governors; that they will take the time to read the information circulated and that the central record of this was sufficient.

**A member commented** on how well the GDPR training had worked, with the content embedded into a form that automatically informed the Clerk that it had been completed. The Clerk advised that this was training she had created making it easier to embed, however, for external webinars and information, this was not as easy to do.

**A governor** suggested doing a form to ask 6 monthly which training the governors had undertaken, however, it was felt that members may not remember after 6 months, as was the case with the annual summary. The conversation concluded with members agreeing that the central log would be maintained for all voluntary and additional CPD, with MS Forms used to track all compulsory training.

**Item 9 - Resolved:** The Committee agreed that the central log should be maintained for training offered with MS forms used to track the completion of mandatory training.

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### **ITEM 10 - STUDENT GOVERNOR NOMINATION PROCESS**

The Clerk informed the Committee that the student council had not resumed; therefore the Committee needed to recommend for approval a new process for the election of a student governor that should be fair and representative.

EB advised that two names had been put forward of students that were strong candidates due to the work they had done for the College. The Clerk confirmed that names had been requested to appoint as an observer whilst waiting for the council to resume, however, could not be appointed as governors as this would not follow the approved process, unless the Committee agreed to use this as the process for appointment, however should consider how representative the sample of students chosen from was. The Clerk advised that since requesting names as observers, she had been informed that the Council was not going to resume, therefore rather than inviting a temporary observer, the Committee now needed to approve a new process that would invite applications for the post that would be suitable candidates yet fairly elected.

EB advised that the council could not resume due to the students needing to remain within their class bubbles. EB suggested that this could be cascaded through the tutorial programme which was run on MS Teams. EB advised the Committee that in the next academic year there would be no issue in relation to mixing year group bubbles as there would only be one year group, however,

there continued to be a concern over in class mixing should the social distancing rules still be in place, therefore was unsure whether the council could run in the format it had previously.

**A member suggested** inviting the two recommended students to attend as observers for the remainder of the academic year then ask them to suggest ways to democratically elect a governor for the final year. It was agreed that this was the most sensible approach to ensure that students were able to provide a view to the Board whilst representing the student body.

**Item 10 - Deferred:** The Committee agreed to defer any alteration to the student governor election process until the start of the new academic year, inviting observers as recommended by student guidance to attend for the remainder of this year.

**Action -** EB to contact student guidance and ask for them to put the students in touch with the Clerk.

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### **ITEM 11 - RESIGNATIONS**

The Clerk confirmed that the only resignation was that of AMF, which had been announced at the last meeting of the Board.

**A member asked** if she would be present on Thursday to thank for all the work she had done, with the Clerk confirming that she would be in attendance for the Quality Committee, however, may not be available for the Board meeting. The Clerk asked if it would be appropriate to send a token of thanks **with a member suggesting** that flowers should go to her forwarding address rather than to her current home address.

**Item 11 - Noted:** The Committee noted the details of the resignation.

**Action:** Clerk to obtain a forwarding address for AMF to send a token of appreciation.

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### **12 - APPOINTMENTS**

The Clerk confirmed that there were no appointments for approval, noting that the Board were now at the minimum number of members as prescribed in the instruments and articles. The clerk asked if with the closure imminent, the Committee wanted to proactively recruit.

**A member commented** on how important it was not to ignore the responsibilities towards Board membership, however, noting how hard recruitment had been previously, which could be exasperated by the College's current position. **They added that** there was the opportunity to ask the ESFA for support noting the amendment to the instruments and articles. The Clerk confirmed that having discussed this with the ESFA, the support would likely be access to a funded recruitment agency, similar to the one used to introduce AMF, which had been time consuming. **A member suggested that** any recruitment now needed to be of someone already trained and ready to immediately take up post and be effective, with another **member agreeing** that it took time to establish what the role was and what needed to be done, by which time the College would have closed. The Clerk advised that the offer of funded recruitment support had been given to her other College in December, with this process still not concluded, with shortlisting due later in the month, followed by appointment, approval and introductory training, with this timeframe unlikely to be conducive to supporting the needs of recruitment at SMC.

**A member noted** that the Board currently had sufficient membership and was meeting its statutory requirements and whilst remaining committed to strengthening key areas, it was unlikely to be achievable in the timeframe. The member noted that issues with quoracy had prevented decisions being made in the past; however, this was now being well managed. The clerk suggested that in the coming year, membership of the Committees may need to be adjusted to ensure skills were appropriately aligned to the Committees whilst balancing potential issues for attendance. **A member suggested** focusing on co-opting members to the Committees to bring in the skills and expertise, focusing on education, HR and health and safety and asking existing co-opted members if they felt they could fulfil a role as a full member for the final year.

**A member agreed** that this was likely to be the most suitable option, with co-opted members already known to the College and familiar with the systems and processes, likely to be able to be in a position to enter the role more seamlessly than an entirely new member. They added that it remained unclear what work would be necessary with no one having been through the closure process before, needing to be mindful that the obligation on members time remained reasonable.

**It was summarised** that the Board had sufficient membership and extensive skills, however, there were areas that should be strengthened, with members asked to think about existing contacts that may be able to support the areas of HR, health and safety and education on a co-opted basis, noting how few meetings would be remaining for each Committee.

**Item 12 - Resolved:** The Committee agreed not to proactively recruit to the Board, however would proactively recruit on to the Committees, with co-opted members asked if they could support the Board further by filling full membership vacancies should membership drop further.

**Action:** All members to consider contacts that could support with co-opted membership to the Resources and Quality Committees.

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#### **ITEM 13 – FORTHCOMING TERMS OF OFFICE**

The Committee were informed of the terms of office that were coming to an end in the next few months as detailed in the report. The Clerk outlined the process for reappointment of independent members, advising the Committee that the staff election would be run after Easter and ahead of the summer break to ensure the member was in a position to start in the new academic year.

**Item 12 - Noted:** The Committee noted the details provided.

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#### **ITEM 14 – ANY OTHER BUSINESS**

The clerk confirmed the next scheduled meeting was Tuesday 8<sup>th</sup> June 2021.

The meeting closed at 11.45.am