Date:	**6 November 2019**	Clerk to the Corporation Granville Road
Venue:	**The Boardroom, City Campus, the Sheffield College**	Sheffield, S2 2RL Tel: 0114 260 2620 Email alison.shillito@sheffcol.ac.uk

Present: Seb Schmoller (Chair)
                         Gwyn Arnold
                         Peter Brooks
                         Richard Calvert
                         Megan Farmer
                         Angela Foulkes
                         Beri Hare
                         Shelley Hemsley
                         Michelle MacDonald
                         Saleem Rashid
                         John Timms
                         Rhiannan Webber.

In attendance: Andrew Hartley, Commercial Director (left the meeting after item 10)
                         Mark Pearson, Director of Strategy, Planning and Systems Improvement
                         Kate Platts, Executive Director of Finance and Resources (EDFR)
                         Alison Shillito, Governance Advisor and Clerk to the Governing Body
                         Paul Simpson, Executive Director of HR and Organisation Development (EDHROD)
                         Anita Straffon, Deputy Chief Executive (Curriculum, Quality and Assessment) (DCE:CQA) (left the meeting after item 10)

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**Action   by when
by
whom**

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19/3/1   **Welcome, Introduction and apologies**

   1.1   Apologies for absence were received from Stephen Betts, Ian Falconer; Stephan Hollingshead; Chris Linacre; Kim Streets. The meeting was quorate.

   1.2   The Chair welcomed Rhiannan Webber (Student Union President) and Megan Farmer (Student Union Vice President) to their first meeting as student governors. The Chair also welcomed Mark Pearson to his first meeting of the Governing Body as a newly appointed member of the Executive Leadership Team.

   1.3   The Chair drew members' attention to the following:

   Agenda structure – this had been revised to reduce duplication by grouping items previously discussed at committee with the minutes of that discussion. Members had the opportunity to ask questions about the items but were not required to do so if they were satisfied that matters had already been addressed.

Staff governor task and finish group – the staff governors would be required to withdraw from items 19b and 19c, in line with Instrument 14(5)(b) and therefore the items would be moved at the end of the meeting to make things easier for the staff governors.

19/3/2   Declarations of Interest

2.1   Members noted the interests of:

- Megan Farmer and Rhiannan Webber are College students. There was no action required on this but under Instrument 14(7) Megan, who had not yet reached her majority, would not be eligible to vote on any finance matters. The student governors would take no part in discussion of any staff matters and therefore would not be eligible to vote or be counted in the quorum for items 19b and 19c in line with Instrument 14 (9)(a) but were not required to withdraw.

- Rhiannan Webber, as an employee of the College. There was no further action under this declaration.

 - the Chief Executive and Principal (CEP), Saleem Rashid and Michelle MacDonald, as members of staff of the College. Other than the action noted above in relation to items 19b and 19c, there was no further action required in response to these declarations.

2.2   Richard Calvert reminded the Governing Body of his standing declaration of interest as the Chief Operating Officer of Sheffield Hallam University and that item 5 (Chief Executive and Principal's report) mentioned the strategic relationship between the College and the University. The Governing Body resolved that the nature of the report would not require Richard Calvert to withdraw but he should not participate, nor be counted in the quorum, should a vote be required on this aspect of the report.

19/3/3   Minutes of the last meeting held on 10 July 2019

3.1   The unclassified and confidential minutes of the meeting on 10 July 2019 were approved as an accurate record.

19/3/4   Matters Arising and Action Record

4.1   Governors agreed that all matters arising from the minutes of the 10 July 2019 had been included either on the current agenda or the Action Record.

4.2   The Clerk introduced the Action Record commenting that most actions from the last meeting had been completed or were later on the agenda. The Clerk reported that she was making progress on arranging face to face training for the Governing Body in Equality Diversity and Inclusion and that she, the Chair of SRG, and the appointment panel of Governors were making progress on the recruitment of a Chair Designate. This would be reported further by the SRG Committee at next meeting.

4.3   Governing Body received the Action Record, noted the progress and approved the removal of the items marked as 'Closed'.

19/3/5   Report of the Chief Executive and Principal

5.1 The CEP presented the report highlighting:

Report on the Ofsted Visit of 25 – 28 September 2019 – the published report, which had been previously circulated to governors, was appended to the CEP's Report. The report confirmed that the College was implementing appropriate improvement actions but, that at the time of the visit, it was too early to judge their impact across all facets of the College's operation. In other respects, the report reflected well on students' positive behaviour and attitudes to learning that inspectors observed during their 'deep dives' of the College's teaching, learning, support and enrichment activities.

5.2 It was noted that Paul Joyce, the Deputy Director for FE and Skills at Ofsted would be visiting the College on 10 December to discuss with the CEP, the Chair, and the Chair of TLQSE the College's observations on the new process, which had been put in writing to Paul Joyce on 23 October (letter shared with Governors in November). The CEP would report on this to the next meeting.

CEP/
Chair   18.12.19

5.3 **Office for Students (OfS) contractual breach** – members noted that the Chair had received a letter on 21 October from the OfS informing him, on behalf of the board, that the College had been late - alongside a large majority of other OfS-regulated organisations - in paying its first subscription to the Quality Assurance Agency for Higher Education. The Chair had followed this up with the CEP and ascertained that the payment had been two days late due to a delay in setting up the new supplier and obtaining two ELT signatures. The CEP had reassured the Chair that this was unusual as the College normally had a good record of paying suppliers within the invoice period. Following an incident, the College had been making more stringent checks on payment details for large payments to new suppliers. Members were reassured by the explanation and the commitment that future payments would be made on time. In accordance with OfS's requirement, this minute will be reported to OfS as our record of a discuss "at an upcoming meeting the reasons deadlines were missed, and the steps that will be taken to prevent a recurrence".

5.4 **Sheffield City Region Local Growth Fund Grant Agreement** – members noted that the College had been negotiating the terms of the grant agreement to fund the proposed Digital Engineering Skills Development Network, with external legal advice. The CEP was satisfied that the terms on which the grant was being offered were reasonable and the agreement was suitable for signing and executing as a deed.

The Governing Body <u>resolved</u> to approve the signing of the grant agreement and the application of the Corporation seal.

Chair,   6.11.19
CEP,
Clerk

19/3/6   **Board Key Performance Indicators and College Improvement Plan (CIP) update – Period 12 (1 August 2018 – 31 July 2019): 2018-19**

6.1 The Executive Director of Finance and Resources (EDFR), the Executive Director of HR and Organisation Development

(EDHROD) and the Deputy Chief Executive Curriculum, Quality and Assessment (DCE CQA) presented the board KPIs covering the period from 1 August 2018 – 31 July 2019.

6.2   The Governing Body received the report which gave the KPIs for 2018/19 end of year. These KPIs, and targets, had been approved by the Governing Body for the purposes of monitoring the College's educational and financial performance. During the discussion, the following main points were raised:

- **Achievement**: the Governing Body welcomed the 3 percentage point (pp) increase in overall further education achievement for 2018/19, which included a 5pp increase in performance of young people. This was a significant improvement in one year.
- **Health and Safety** – the number of reportable accidents was RAG rated as red because it was higher than the previous year. The EDFR reported on the actions that the Health and Safety Team were leading to increase safety awareness, particularly by learners in practical sessions and reduce accidents.
- **Staff turnover** – members noted an increase in the staff turnover rate and asked how the College's data compared to the sector. The EDHROD said there was no reliable sector data available. An AoC survey of colleges had reported turnover of 18% nationally and 18.7% for Y&H AoC Region. Members asked what impact the turnover was having on teaching. The DCE CQA said it was variable depending on how hard it was to recruit well qualified replacements. The new HR Manager for recruitment was improving the efficiency of the College's recruitment processes to make appointments more quickly.

The Governing Body noted the report and welcomed the consistency of reporting that had been achieved in 2018/19. It was agreed that for future meetings, the board would receive the KPI sheets used by the TLQSE and FEGP Committees to make KPI reporting more efficient.   Clerk   18.12.19

19/3/7   Teaching, Learning, Quality and Student Experience (TLQSE) Committee minutes of the meeting held on Wednesday 16 October 2019

7.1   The Governing Body received a verbal update from the Chair of TLQSE Committee and the unconfirmed minutes of the meeting on 16 October 2019.

7.2   During discussion, the following main points were raised:

A Level provision – governors noted that there had been a presentation about and full discussion about A Level provision. In June 2018, Governors had supported a three year plan to improve A Level provision and the Plan had another year to run. TLQSE Committee was monitoring implementation of the plan and the impact of the actions closely and would keep the Governing Body appraised of its findings.

Student voice - TLQSE members had also received presentations on the College's new approach to learner satisfaction surveys and student voice activities and changes to complaints procedures to handle and resolve any instances of student dissatisfaction more promptly.

19/3/8   **Safeguarding Annual Report 2018-19**

8.1   The Governing Body received the report, as considered by TLQSE Committee on 16 October and resolved to adopt the report as the annual review of how the College had discharged its responsibilities for safeguarding young people and vulnerable adults in 2018/19.

19/3/9   **Complaints Annual Report 2018-19**

9.1   The Governing Body received the report, as considered by TLQSE Committee on 16 October, and resolved to adopt the annual report on handling complaints made by students and other stakeholders about the College's education provision and services in 2018/19.

19/3/10   **2018-19 Outcomes**

10.1   The DCE CQA presented the report on the education outcomes of the College's FE provision in 2018/19, emphasising the importance of all governors being fully aware of the strengths and weaknesses of the College's provision and being satisfied with the steps being taken to address weaknesses. Some of the discussion about apprenticeship outcomes is recorded in a confidential minute.

10.2   The main issues discussed were:

FE outcomes - as reported earlier, FE provision was one of the College's key improvement areas. This was acknowledged by governors.

Quality enhancement and Ofsted – governors asked how the college was ensuring that the improvement continued at greater pace. The DCE CQA said that the College had used its Strategic College Improvement Fund partners to support and benchmark quality improvement in 2018/19. In 2019/20, the College was using the feedback from the Ofsted visit and adopting the techniques used at the inspection to identify and address the causes of underperformance. Ofsted had confirmed that the College had the right intent and was doing the right things to secure impact and this meant the College would be able to narrow its focus on those areas that were under-performing.

10.6   The Governing Body noted the report, welcoming the improvement in FE outcomes. Governors discussed the risks arising from the decline in "legacy" apprenticeship outcomes in 2018/19 and noted senior managers' responses about the action being taken to improve training quality and outcomes. The Governing Body agreed that TLQSE Committee should continue to monitor closely:

- the preparation of a business case for submission to the ESFA,
- in-year outcomes for current apprentices due to complete and those over-time and

Commercial Director   January, April and June 2020

		DCE
	• the impact of the steps being taken to secure good and timely completions, where this was still possible.	CQA

19/3/11   FE Choices Student Satisfaction Survey results 2018-19 – Apprentices and Employers

11.1   The Governing Body received the confidential report on the results of recent surveys and the action being taken in response to the findings. It was noted that a working group was redeveloping the approach to surveys to achieve a higher response rate and TLQSE Committee would be considering a progress report on the next steps at its meeting on 4 December.

19/3/12   Audit and Risk Assurance (ARA) Committee: unconfirmed minutes of the meeting held on Wednesday 18 September 2019

12.1   The Governing Body received a verbal update from the Chair of ARA Committee and the unconfirmed minutes of the meeting on 18 September 2019. The Chair reported that it had been a busy meeting considering new risks and new audit recommendations and policies to manage the College's risks.

12.2   Governors noted the report and considered the main issues in the report as follows.

- **Annual Report on Internal Audit** – this had been delayed as an additional Internal Audit Review on online provision was still being finalised when the Committee met in September.

- **Management actions in response to audit recommendations –** members were pleased to report that most actions were being completed within the deadlines agreed. The Committee had agreed to close two IAR actions which were no longer considered to be appropriate.

- **Data Protection** – the Committee had discussed the annual report and the type of security breaches being reported and investigated. Members were satisfied with the reasons for relatively high reporting of minor issues following introduction of the Policy and that this had reduced as staff became familiar with it. The Data Protection Officer circulated regular updates to staff and was liaising with HR to introduce refreshed mandatory online training to maintain a good level of staff awareness

- **Control policies** – the Committee was supportive of the work of the Executive Team to ensure that the College's suite of control policies were up-to-date and well-communicated to staff. The Governing Body was seeing the results of this in new and revised policies coming to the board for approval.

19/3/13   Risk Management Strategy (including assurance mapping)

13.1   The Governing Body approved the report, as presented in paper 12a and noted the updated Risk Management Policy as recommended by the ARA Committee at its meeting 18 September 2019.

19/3/14   Financial Statements – draft Regularity Self-Assessment questionnaire

14.1 The Governing Body received the completed Regularity Self-assessment questionnaire. The response would need to be updated to include any post-balance sheet issues arising up to the date of signing the financial statements. The final version would be presented to the Governing Body with the annual members' report and financial statements for 2018/19.

14.2 On the recommendation of ARA Committee, the Governing Body approved the responses in the Regularity Self-assessment questionnaire, as presented in paper 12b, subject to any further post balance sheet changes prior to 27 November 2019.

19/3/15   Anti-Bribery Policy

15.1 The Governing Body approved the Anti-Bribery Policy set out in the paper (paper 12c refers) and asked the EDFR to arrange publication of the revised regulations on the College website.   EDFR   18.12.19

19/3/16   Anti-Fraud Policy

16.1 The Governing Body approved the Anti-Fraud Policy set out in the paper for agenda item 12d, and asked the EDFR to arrange publication of the new policy on the College website..   EDFR   18.12.19

19/3/17   Internal Audit Service fees for 2019/20

17.1 The Governing Body approved the Internal Audit Service fees detailed in the paper for agenda item 12e, noting that that these were in line with the fees set out in the three year contract agreed with the provider in July 2018 for the provision of internal audit services.

19/3/18   Progress Report of the Internal Audit Service 2018/19

18.1 The Governing Body noted the report and that this had been presented because the annual report had been delayed while the review of Online Provision was being finalised.

19/3/19   Data Protection Officer's Report GDPR and FOI – 2018-19

19.1 The Governing Body received the confidential report and resolved to adopt the report as the final statement of the review of how the Corporation had discharged its responsibilities for ensuring compliance with laws on data protection and freedom of information in 2018/19.

19/3/20   Finance, Employment and General Purposes (FEGP) Committee minutes of the meeting held on Wednesday 9 October 2019

20.1 In the absence of the Chair, the Vice Chair of FEGP gave a verbal update on the meeting of the FEGP Committee highlighting the following issues:

i) **accountability for financial performance** – the Committee had reviewed financial reports on 2018/19 performance; scrutinised the reasons for a 10% overspend on capital projects and how this would be avoided in future;

ii) **accountability for legal compliance** – the Committee had spent time ensuring that the financial regulations were sound and had also scrutinised proposals to correct the way holiday pay had been calculated for staff on certain types of part-time

contracts. The Committee had approved proposals for back pay to staff who had been affected by the miscalculation.

iii) **oversight of managing financial risks** – the Committee continued to spend time considering the risks arising from the College's challenge to HMRC about payments under a *Lennartz* scheme agreed during development of the new campuses. The Committee had supported senior managers to minimise the financial risks and agreed an approach to resolving the matter. The Committee had also considered the risks arising should there be a reduction in ESFA grant funding for new non-levy apprenticeship starts and was satisfied that this was manageable.

20.2 Governors considered the report as follows

FEGP Minutes of 9 October 2019 – it was noted that the wrong minute was recorded for apologies for absence - minute reference 19/4/1. The Clerk agreed to correct this prior to the next meeting. | Clerk | 27.11.19

Holiday pay calculation – a member asked why the Committee had agreed to limit the payment of back pay to affected employees to just over two years rather than the full period. The EDHROD said the miscalculation had been identified by managers and in addressing it the College had to meet its legal obligations; ensure the solution was practicable i.e. not unduly onerous to implement; and was reasonable in the context of overall sustainability. FEGP Committee had scrutinised the proposals and had been satisfied that they met these criteria.

20.3 The Governing Body received the report and <u>noted</u> the unconfirmed minutes of the meeting on 9 October 2019.

19/3/21   Financial Delegation and Regulations

21.1 The Governing Body <u>approved</u> the revised Financial Regulations and the Delegated Authority Matrix attached to paper 15a, and asked the EDFR to arrange publication of the revised regulations on the College website. | EDFR | 18.12.19

21.2 In approving the regulations, a governor commented that extending the requirement to obtain two quotes to all purchases under £2000 seemed onerous from an operational point of view. The Chair of Governors said that the FEGP Committee would consider this in its monitoring of requests for waivers of the financial regulations. | FEGP | Oct 2020

19/3/22   Sale of Land

22.1 On the recommendation of the FEGP Committee, the Governing Body <u>approved</u> the sale of the freehold interest in land at the former Parkwood College. It was noted that the disposal of the site had originally been approved by the Governing Body and the relevant funding body in 2008, at which point the land had been leased on a long lease to the company that was purchasing the freehold.

22.2 The Governing Body <u>approved</u> the execution of the land transfer form and the application of the Corporation seal to effect the transfer of the freehold to the purchaser. | Clerk/ Chair/ CEP | 18.12.19

19/3/23   Modern Slavery and Human Trafficking Statement

23.1 The Governing Body <u>approved</u> the updated Modern Slavery and Human Trafficking Statement attached to paper 15c, and asked the Clerk to arrange publication of the Statement on the College website.

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19/3/24   Finance Report Period 12 2018-19

24.1 The Governing Body <u>noted</u> the confidential report on the year-end financial report for 2018/19, as considered by FEGP Committee on Wednesday 9 October 2019.

19/3/25   Health and Safety Annual Review 2018-19

25.1 The Governing Body received the report and <u>resolved</u> to adopt the report as the final statement of the review of how the College had discharged its responsibilities for ensuring health and safety in 2018/19.

19/3/26   Staff Development Activities 2018-19 and 2019/20 Priorities

26.1 The Governing Body received the report and welcomed the progress made on ensuring that all staff kept their mandatory training up to date. Members endorsed the view of the FEGP Committee that the report did not sufficiently reflect the continuing professional development of teaching staff and this should be addressed in future updates. This action was already being followed up by FEGP Committee.

19/3/27   Review of Terms of Reference, Constitution and Membership of Committees

27.1 The Clerk presented the report, changes to the Terms of Reference requested by each of the four standing committees. The Governing Body <u>approved</u> the changes as follows.

i) ARA Committee – a significant redrafting to group the committee's duties around its core functions and additional wording to reflect the Audit Code of Practice 2018/19;

ii) TLQSE Committee – small changes to clarify that provision for students with high needs is one example, amongst others, of provision that TLQSE keeps under review to ensure that the College's provision advances equality for all students;

iii) FEGP Committee – a small change to the constitution to clarify the appointment process for Chair and Vice Chair.

iv) SRG Committee – an amendment to the remuneration duties to align to the wording of the AoC Senior Staff Remuneration Code.

27.2 The Clerk agreed to make the changes and publish the revised Terms of Reference on the College website.

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19/3/28   Search, Remuneration and Governance Committee

The Governing Body noted that the following items, indicated on the Cycle of Business as coming to this meeting of Governing Body, were scheduled to be considered by SRG Committee at its meeting on 13 November and would therefore come to the next meeting:

a) Board Self-Assessment and Governance Improvement Action Plan;

b) Governor Development and Training Plan 2019-20;

c) Review Standing Orders, Governor Code of Conduct and Code of Ethics;

d) Membership Report – succession planning (appointment, resignations, reappointments and committee membership).

19/3/29   Members' resolution by correspondence

To note the resolution approved unanimously by members by correspondence on 16 September 2019 that the appointment of Seb Schmoller as a College Governor and the Chair of Governors is extended up to 30 March 2021 at the latest.

19/3/30   Application of the Corporation Seal

To note that since the last meeting, the seal had been applied to the following documents:

i)   A deed of surrender of a five year lease of land between National Grid Electricity Transmission and The Sheffield College relating to land at Neepsend Sheffield, which had been leased on a nominal rent but was not being used by the College (sealing register reference 192) and

ii)   A deed of novation for an apprenticeship contract between the Sheffield College, "Breast Cancer Care" (outgoing party) and "Breast Cancer Care and Breast Cancer Now" (incoming party) (sealing register reference 193).

19/3/31   Chair's action – approving an amendment to loan agreements

The Governing Body noted that the Chair of Governors had taken action outside the meeting to approve a change that the College requested to its loan agreements with Barclays Bank plc and AIB. The same change, made to both agreements, continues the arrangement agreed for 2018/19 whereby calculation of 'Available Cashflow' shall exclude payments made under the *Lennartz* scheme. The amendments were countersigned by the Chief Executive and Principal.

19/3/32   Review of meeting and closing remarks

Members comments focused on board effectiveness:

•   **Delegation to committees** - members queried if more reports should be left at committee and not brought to full board. Bringing so many items for full board approval made it unrealistic to cover everything in a two hour meeting and led to very large board packs. The Clerk said that the reports brought to the meeting had mainly been annual reports and there had been a fairly high number of new and substantially revised policies brought for Governing Body approval. This was determined by legislation and the extent of delegation approved. This was being considered as part of the review of the College's policies that ARA Committee was overseeing.

- **Priorities for discussion** – it was suggested that all reports for note and those not requiring discussion should be put at the end of the agenda. The Chair said that he was content to adjust the timings for items to highlight priorities for discussion but all governors needed to be fully appraised of the College's strengths and weaknesses and this involved having access to detailed monitoring reports from committees. There would be key priorities that the Governing Body receives at every meeting. Starting each section of the agenda with a summary report on the relevant committee was intended to ensure this.

- Reducing board pack size – it was suggested that more reports for information could be made available via weblinks instead of including the full paper. The Clerk said she was pursuing a route for this with the IT Department.

The staff governors and student governors withdrew from the meeting.

19/3/33 Staff Governor Task and Finish Group – report and recommendations

33.1 The Clerk presented the findings of the Task and Finish Group reporting that the group had considered the matters in its remit and relevant constitutional documents and had concluded that the College had many student facing roles that spanned academic and support functions. This meant that devising a definition of 'academic' for the purposes of staff governor elections would be problematic. Moreover, staff governors, like all other governors, are required to serve the interests of the Governing Body, rather than to represent the interests of any particular group or organisation.

33.2 On the basis of its discussion, the Task and Finish Group recommended that:

- the College should retain appointment of staff governors by nomination/election;
- the Governing Body should implement Instrument 2 (4) (b) i.e. two staff governors, each of whom may be a member of the academic or non-academic staff, nominated and elected by all staff.

33.3 Members considered the report and commented as follows.

- **Skills mix**: staff governors were not 'representatives' but it was important they brought a balanced set of skills and experience to the overall Governing Body skills profile.

- **'Academic' skill set**: whilst acknowledging the difficulties in defining academic in the College's context, the academic staff governor role made an important contribution to the overall governor skills profile as someone with FE teaching and learning experience, as well as a governor with knowledge of working at the College.

- **Staff engagement**: the risk in the proposed approach was that the board might not only lose the skills and perspective of part

of the College, this might also be detrimental to the perceptions and engagement of some staff.

- **Strategic priorities:** a position where neither staff governor was a teaching and learning specialist would be odd for a college particularly as the Governing Body's highest priority continued to be to improve the quality of teaching and learning;

33.4 The Governing Body concluded that it would not accept the risk of neither staff governor having FE teaching and learning experience and therefore the proposal was <u>not approved</u>.

33.5 The Governing Body noted that the issue of defining 'academic staff' in the current arrangements remained. The Governing Body <u>resolved</u> that SRG Committee should consider this matter further and bring back proposals that included the following:

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    i)   having an 'all staff' single constituency that encouraged all College staff (excepting Senior Post Holders) to vote for and nominate staff governors in College elections;

    ii) candidates being required to stand for election in either an FE teaching and learning category (i.e. suitable to serve on TLQSE Committee as an essential requirement) or in an FE management, finance, estates, or employment category (i.e. suitable skills to serve, in particular the FEGP Committee), in the setting that like most other governors, each would sit on a committee in addition to, as the case may be, TLQSE or FEGP;

    iii) that the requirements on candidates for elected and independent governor roles should be as similar as possible including prior acceptance in writing of their commitment to performing the duties of a governor and adhering to the Code of Conduct;

    iv) As already suggested by the Task and Finish Group, there should be annual elections for one staff governor per year with each role offered in alternate years to phase turnover, and to ensure that there Governing Body always has a one staff governor with FE teaching and learning experience, and one staff governor with FE management, finance, estates, or employment experience;

33.6 The meeting concluded.