



GOVERNANCE COMMITTEE

MONDAY 18 NOVEMBER 2024 – 10AM TO 12PM – MEETING MINUTES – MAIN

Meeting held via Teams

Governors	Type	Initials	Attendance	Apologies
Michael Williams	Chair / Chair of the Corporation Board / Independent	MW	X	
David Alexander	Principal / CEO	DA	X	
Martin Gannon	Independent Governor	MG		X
Claire-Jane Rewcastle	Independent Governor	CJR		X
Carol Davenport	Independent Governor	CD	X	
Clerk				
Nicola Taylor	Director of Governance & Compliance	NT	X	
Attendees				
Aneela Ali	Vice Chair / Independent	AA	X	
Suzanne Clark	Minutes	SC	X	

***Attended via Teams / ^Attended for part of the meeting**

G/175 1. Chair's Welcome, Apologies and Conflict of Interest

The Chair welcomed the attendees. Apologies were received from MG and CJR. AA would join the meeting to provide supporting information in relation to the Board Self-Assessment process. The Committee **agreed** that the meeting was quorate.

The updates were noted.

G/176 2. Minutes of the previous meeting dated 15 May 2024

- A) The Committee **reviewed** the main minutes from the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.
- B) The Committee **reviewed** the confidential minutes from the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.

The minutes were approved.

G/177 3. Matters arising / Action Log

NT presented the action log and noted that a number of items had been completed since the last meeting and two remained ongoing.

AA joined the meeting at 10.05am.

- The Committee was asked to consider if there was a need to explore additional functionality available through AdminControl, the Board portal. It was noted that

the roll-out of the portal had gone well. Following discussion, it was agreed that there was no data intelligence to support that additional functionality was required at this stage. It was **agreed** to review this in 12 months.

- The action relating to the review of the Governance Strategy is not due until May 2025.
- All other actions were recorded as complete or closed.

Action: Review of AdminControl and functionality to be considered in November 2025.

The report was noted.

G/179 4. Strategic Progress Update – Governance Strategy

NT presented the report and highlighted that the strategy was approved by the Board in July 2024. A range of actions were implemented across 2023/24 to further improve governance against each objective. Proposed priorities for 2024/25 are succession planning, recruitment of student governors and integration into the College's Student Leadership Group and continued consideration of EDI.

A KPI update was also included. NT reported that in some cases attendance was not at the expected levels during 2023/24. The overall skills matrix of the Board was covered under item 7. All other KPIs had been achieved. The Committee was asked to consider if the KPIs were still appropriate.

The Committee discussed and queried the following:

- The coverage of all key areas.
- Anecdotal feedback that not all colleges would have a Governance Strategy and KPIs may flow from their Board Development Plan.
- Discussion with other governance network representatives has not identified any additional KPIs for reporting.
- It was suggested that skills for Board / Committee members could be rated using a median level, rather than an average. Additional work is required in relation to the Curriculum and Quality Standards Committee, to understand why members have rated themselves low, particularly in relation to SEND and careers. This may inform the approach around future Board recruitment. It was suggested that this be considered across the wider skills matrix.

The Governance Committee **noted** the progress made to date and **agreed** the proposed strategic priorities for 2024/25. The Governance Committee **agreed** for the KPIs to remain as they were.

The report was noted.

G/180 5. Board Self-Assessment 2023/24

NT presented the report with input from MW and AA. The report identified 4 key themes and suggested actions which included.

MWW and AA provided additional context as follows:

- An outline of the process, which was a similar experience for members to previous years however differed in terms of outcomes with far fewer areas identified for development. Conversations were a continuation from the previous self-assessment discussions.

- Themes emerged through conversations with Board members. MW, AA and MH met with governors and have conducted an analysis of the feedback provided bringing greater rigour to the process.
- There were fewer themes than the 2023/2024 report, and it was recognised that the Board was continuing to develop.
- Areas for development flowed naturally into the 4 themes identified.
- Conversations with members were positive, the Board were keen to engage and reflect on how to improve performance.
- Board members were very keen to have more time for discussion at meetings, focussing on improving the environment for both staff and learners.
- There were a number of actions proposed, across the 4 themes. The areas for development had evolved from the previous year.
- The need to ensure a more joined up approach to EDI, ensuring this remained a key element of the work of the College. AA reported that she had attended a recent meeting of the College's EDI Steering Group which was focused on the EDI Strategy, objectives and action planning. The meeting provided AA with assurance that EDI, from both a staff and student perspective, was very much reflected in the College's day-to-day activity.

NT noted the four themes had translated to 8 proposed actions to drive improvement.

The Committee **discussed and queried** the following:

- The term “aligning the verticals” and proposed alternative wording to ensure all governors would be clear on the meaning of this. MW set out that this related to the connectivity of discussion between the Board's committees and utilisation of governor skills and experience. This would be most beneficial and prevalent in meetings of the Board, as it would allow the Board to bring in respective skills sets and expertise to be able to help connect the work of committees and cross-committee themes, as well as providing experience from their own sectors which would provide helpful insight and points of view for discussion and consideration. Growth in learner numbers was identified as a recent example of a topic which had an impact across many different committees.
Action: NT to revise wording of aligning the verticals.
- In relation to EDI, it was suggested that there could be a focus of cross-committee EDI themes as part of report front sheets, or questions posed specific to EDI. The College's staff and student surveys score highly in relation to EDI giving assurance that there is understanding across the workforce. There was recognition that there was good work taking place in the College in relation to EDI. AA noted the work of the College's EDI Steering Group. A number of possible options were discussed, including an additional action to be added to the development plan to ensure that inclusivity is included in future reports, a standing prompt in meetings, consideration of how agendas are crafted, moving EDI into a more visible space on an ad-hoc basis, to reiterate more focus.
- It was reported that there had been some recent discussions in relation to internal audit scopes. This was recognised as a very healthy level of challenge. Current internal audit reports offer strong assurance; however, it is understood that the College needs to constantly review internal audit scopes and outcomes and consider what additional assurance can be provided to committees and the Board beyond this. This wider assurance is also being considered by the Audit Committee under the Assurance framework which is being developed under their oversight.

The Governance Committee **recommended** the Board Self Assessment for Board approval at the December 2024 Board meeting.

The report was recommended.

G/181

6. Board Development Plan 2024/25

NT presented the report highlighting that the actions had been updated for 2024/25. Discussion was needed in relation to the Board sessions around EDI and digital, as agreed previously. Views were also sought on the consistency of approach at meetings in relation to risk, a Board session on values, seeking the views of the Executive Team as part of Governance Self Assessment. and the focus on high level information, with supporting detail as required, in reports. The Committee was also asked to identify any additional areas for inclusion.

The Committee **discussed and queried** the following:

- Development sessions for EDI and digital had been agreed previously however, had not been scheduled at this stage. The Committee was asked to consider if this is something that is still required. MW indicated that this hadn't been highlighted during the self-assessment process, noting that the Board composition had changed over the last year. It was highlighted that there is Board representation on the College's Digital Steering Group. Darren Curry represents the Board and progress is reported back to the Finance and General Purposes Committee. It was **agreed** that an invite a future Digital Steering Group be extended to all Board members.
- It was suggested that a session on EDI could be facilitated. It was highlighted that the Board had previously felt that there wasn't the level of expertise required in relation to EDI. Since then, there has been a session delivered by 50: 50 Futures and it was proposed that a refresher could be included as part of a future Board Strategy Day to give an understanding of member views and identify any gaps. Any development would need to add value to how the College operates and performs.
- It was acknowledged that the Board had moved on since the original training areas were identified. Work was now taking place in relation to meeting agendas, to identify specific areas of focus. It was agreed to revisit training at the next Governance Committee meeting and also consider how meetings are evaluated.
- It was confirmed that risk was currently covered at the end of the agenda for all committees, as a consistent approach. The Committee was asked to consider if it was appropriate for risk to be covered at the end of the meeting and if this allowed sufficient time for discussion. Views were shared that risk was covered in detail and positioning it differently shouldn't make it any less or more important. It was suggested that presentation could be evolved, with the Chair of the respective committee ensuring that it is properly considered. The purpose of the risk register being presented at the end of a meeting was to allow governors to reflect on what they've heard during the meeting, and if this has an impact on the risks identified. The Committee **questioned** whether this was explicit enough. It was suggested that some development is needed with committee chairs on the framing of the discussion. The Committee were comfortable that no considerable change is required at this stage.
- NT reported that the action to seek the views of the Executive Team, as part of Governance Assessment, was a recommendation from the recent External Review of Governance. The Committee recognised the need for the Board and Executive Team to work closely. The commitment required from the Executive Team, in terms of report writing and presentation, was recognised. It was noted that rather than a specific collection of views, report authors were able to share their views within reports and also as part of regular Executive Team meetings. There is an Executive lead on each committee and regular dialogue takes place with the relevant committee chairs. It was agreed that there are sufficient

opportunities in place for views to be shared throughout the year. This action was to be marked as complete and ongoing.

Action: NT to amend action as complete and ongoing.

- In relation to reporting, it was indicated that there were differing levels of reporting in terms of detail, length and operational nature. Governor feedback had highlighted this as part of the self-assessment process over recent years. Some governors had stated they would prefer more succinct, non-executive focused reports with a strategic focus being key. A recent proposal was that Board papers were a maximum of 4 pages long, where regulation allowed. If additional detail was needed, this could be appended. A shorter report would allow members to remain strategically focussed, with the ability to look into the appended detail to support decision making if required. The work required by the Executive Team in producing reports was recognised and the Committee were keen to ensure that any proposal does not create additional work. It was highlighted that some reports include regulatory and legislative information which can't be shortened. It had been proposed by the Chair of the Audit Committee that some reports specific to Audit Committee could be circulated between meetings, for example, internal audit reporting. Currently, management accounts were provided to the Finance and General Purposes Committee via email for any periods where there was not a meeting scheduled. Consideration was to be given to how committees would want information to flow outside of the normal meeting schedule. It was agreed that this approach would be of value to and would allow more time in meetings for focused discussion. It was **agreed** to progress with an approach where executive summaries are succinct, give clarity and have any necessary supporting detail appended. This would not be a significant change to current reporting expectations.

Action: Extend an invite to the Digital Steering Group meeting to Board members.

Action: Follow-up discussion on training and meeting evaluation to be included at the next meeting.

The report was noted.

G/182 7. Board Recruitment, Terms of Office and Skills Matrix Update

MW highlighted that the report refers to CJR's decision to stand down from the Board and the Committee **noted** the contribution CJR had made to the Board during her term.

NT presented the report, highlighting succession planning in relation to CJR. Implications were set out and a suggestion made to better align link governor roles, with MH joining the Governance and Remuneration Committees and AA joining the People Committee. It was proposed that a new independent governor, with experience of careers and SEND, be recruited to join the Board and sit on the Curriculum and Quality Standards Committee.

The Committee discussed and queried the following:

- It was recognised that it may be challenging to find someone with both careers and SEND experience. It was suggested that experience of SEND be prioritised. This approach was **agreed**.
- It was noted that two student governors had recently been appointed and NT's work in supporting them to attend the November Board meeting was commended. The Committee **recognised** the contribution made by both student governors at their first meeting and added their appreciation for this.

It was **suggested** to consider the median of the skills audit make up, as this would be a better measure of the central tendency of the group, with not being impacted by exceptionally high or low characteristic values.

Action: NT to explore the use of the median of the skills make up and report back to the February 2024 meeting.

The Committee **recommended** the following:

- The appointment of MH to the Governance Committee.
- The appointment of MH to the Remuneration Committee.
- The appointment of AA to the People Committee.
- The appointment of an independent governor with skills / experience in Careers and SEND (with a priority of SEND).

The report was noted.

G/183 8. Revised Code of Conduct

NT presented the report and highlighted that the code of conduct was originally issued in December 2023. The level of detail had been reviewed with the content simplified whilst retaining key messages.

The Committee recommended the revised Board Code of Conduct for Board approval at the December 2024 meeting.

Action: NT to seek Board approval of the Board Code of Conduct at the Board 2024 meeting.

The report was recommended.

G/184 9 Evaluation of Meetings

9.1 Autumn Strategy Day Evaluation

NT provided a verbal update in relation to feedback received following the Board Strategy Day held on 7 November 2024. 9 responses had been received, 6 from governors and 3 from the Executive Team. The overall rating of the day was 4.3. NT proposed that a report is prepared using the feedback received to date, for discussion at the next meeting in February 2025. This approach was **agreed**.

In relation to continuing the conversation from the Board Strategy Day, it was **agreed** to include this as an agenda item for the December Board meeting. 10 – 15 minutes were to be allocated to allow for an update. It was confirmed that notes from the Board Strategy Day would be circulated to members and included in the December Board pack.

Action: NT to circulate Board Strategy Day notes to members.

Action: Add NT to add Poverty Update to December Board agenda.

The report was noted.

9.2 Board / Committee Meeting Feedback 2024/25 – to date

NT presented the report highlighting 4 areas for improvement, based on meetings this academic year. These included:

- Length of time spent on in-meeting evaluation

- Approach to hybrid meetings
- Ensuring sufficient time for discussion at meetings
- Re-consideration of back-to-back meetings where there could be meeting overrun

The Committee discussed and queried the following:

- It was recognised that whilst there was a preference for in-person meetings, there were occasions where virtual attendance is the only option for governors due to other work and personal time pressures. Being able to attend virtually allows governors flexibility. The Committee were confident that the new IT kit in the College boardroom offered a good solution for hybrid meetings. It was noted that there had been some instances where individuals had not had their camera turned on. The Committee felt that this should be by exception only. It was **agreed** that meetings would be in person where possible, unless the Chair of the relevant meeting agrees to a virtual meeting in advance, as it was recognised that virtual meetings work well for smaller groups. It was also **agreed** for any concerns to be followed up on an individual basis. Arrangements for meetings would be agreed with Chairs at agenda setting meetings. It was also reiterated that members of the College Executive Team should seek to attend Board and Committee meetings in person where diary commitments enabled this.
- The Committee were in agreement that meeting evaluation was valuable however it was recognised that this needed to be factored into meeting time, to allow everyone to contribute. There was a preference for this to continue. This was **agreed** and attendees would be advised this would be an optional contribution. It was proposed that an approach of 'what went well, even better if' as used at the July 2024 Board, meeting be adopted.

The report was noted.

G/185 9. Review of Strategic Risk Register

NT presented the report noting that the residual scoring of one risk had reduced since the October 2024 Board meeting however there were no changes to the risk under the remit of the Governance Committee.

The report was noted.

G/186 10. Any Other Business

There was none.

G/187 11. Date of Next Meeting

The next meeting was confirmed as Wednesday 5 February 2025 at 10.00am.