



STRATEGY, GOVERNANCE AND SEARCH COMMITTEE

Minutes of a Part I Meeting

Held on Zoom on Wednesday 15 November 2023 at 5pm

		<u>Meeting Attendance</u>
Present:	Paul Britton	(2 out of 2)
	Rob Lewis	(2 out of 2)
	Gillian May (Group Principal & Chief Executive)	(2 out of 2)
	Ian Thomson	(2 out of 2)
	Angela Wellings	(1 out of 2)
Apologies:	Tina Coates	(1 out of 2)
	Pippa Goodwin	(1 out of 2)
In attendance:	Tracy Reeve	(2 out of 2)
	Amanda Down	
	Director of Governance	
	Principal Sixth Form	

MINUTE

No

ACTION

1. **Apologies for Absence**

Apologies had been received from Tina Coates (Chair of SG&S) and Pippa Goodwin. It was agreed that Ian Thomson would act as Chair for the meeting.

2. **Notification of Any Other Urgent Business**

There was no other business notified.

3. **Declarations of Interest**

No Member declared a conflict of interest with the agenda.

4. **Minutes of the Previous Meeting held on 18 September 2023**

The Director of Governance confirmed that the Chair of the Strategy Governance & Search (SG&S) Committee (TC) had already confirmed the draft minutes as accurate. The Minutes of the previous meeting held on 18 September 2023, having been previously circulated to members, were **AGREED** as an accurate record and the Acting Chair's approval would be recorded.

All Members were agreed.

5. **Matters Arising from the Previous Meeting held on 18 September 2023**

The Director of Governance confirmed that all matters arising had been actioned or were on track for timely completion at their due date.

• **Committee monitoring of progress against Strategic Plan**

The CEO/ Group Principal (GM) gave the meeting a verbal update of her plans to ensure that the monitoring remit for each of the sub-committees in relation to the Strategic Plan was discharged. ***The connection between the committees and the relevant strategic priority would be reported as a separate agenda item twice a year to each of the committees. This would then be reported upward to SG&S Committee at their next meeting.***

NOTED and AGREED

• **LSIF Funding**

GM confirmed that the bid for LSIF funding for Creative Industries curriculum work at

TR

MINUTE**No**

Windsor College had been successful. Monies for screen industries equipment and revenue funding for training and development had now been confirmed at £860,000. The money would be spent over the requisite time period and there was a clear list of equipment to be purchased. GM asked for a vote of thanks to be recorded for all involved in the bid as well as to Governor Paul Britton for introducing the relevant employers to the college.

NOTED

ITEMS FOR INFORMATION6. **Governance Summary Report**6.1 **Board Membership**

The Director of Governance (TR) presented a paper which detailed the Members of the Corporation with cessation dates and sub-committee membership. Governors were reminded that the current Board membership of TWFCG was determined at 18 members, but TWFCG was currently in a transition period post-merger where the Instrument and Articles allowed a slightly higher number of members. This was initially 21 members, but TR confirmed that the membership of the Board had reduced during 2022/23 as members left the Board at the end of their terms of office. The membership would be back to the pre-merger determined number of 18 members by the end of 2023.

- External Governors

The meeting noted that there were two governors who were coming to the end of their second term of office during the current quarter: Peter Tyndale and Anthony Haines

The Director of Governance informed the meeting that she Governance had discussed the proposal of re-appointing Anthony Haines (AH) for an 'exceptional' third term of office of two years with the Chair of Governors and CEO. This was predicated on AH's specialism as an employee of the ESFA and his detailed funding knowledge which had been especially useful for the Board and the Exec management team at the college over the last year. The CEO (GM) confirmed that she was especially keen to maintain this specialist skill set on the Board for the next two years; AH's input and challenge as a member of Audit Committee was especially valuable. GM reminded the meeting that it was AH who asked the CEO to contact the FE Commissioner and undertake the curriculum planning project work.

The Meeting AGREED to RECOMMEND to the Board that Anthony Haines be re-appointed as a Board Member of TWFCG for a two-year period (to 31 December 2025).

It was suggested that for succession planning purposes AH might be able to recommend a colleague who could provide this unique experience and perspective once he was near the end of his next two-year term of office. Governors sought confirmation on how the vacancy on Resources Committee (after Peter Tyndale left) would be filled. TR confirmed that as Signe Sutherland has recently joined as an additional member of Resources Committee (September 2023) there would be no vacancy to fill.

- Staff Governor

The meeting was pleased to note that the Sixth Form Teaching Staff vacancy had now been filled; Jacob Clay (JC) had been appointed for a four-year term of office. JC was a Psychology lecturer at Windsor College and would join Quality & Curriculum Committee in November 2023 after an induction with the Director of Governance (held on the afternoon of Wednesday 15 November).

- Co-opted Governor

The Director of Governance (TR) informed the meeting that a proposal for a new co-opted governor had been made; Jeremy Spooner, CEO of the Baylis Community Media Group (publishers of the Maidenhead Advertiser). JS was previously a governor of BCA and stepped away from governance at the point of merger with TWFCG in August 2022. JS has a very strong learner focus and will bring a different external and employer perspective to the Q&C Committee. The meeting suggested that this decision should be made by the members of Quality & Curriculum Committee rather than being imposed on them. TR confirmed that this proposal would be taken to the Q&C Committee on 30 November; JS would not be in attendance for this meeting.

Refer to
Board

TR

MINUTE

No

ACTION

ACTION: Proposal for co-opted member (JS) joining Quality & Curriculum Committee to be considered at their next meeting on 30 November 2023.

TR

6.2 Attendance Data 2022/23

The Director of Governance presented a report which detailed individual governors attendance at Corporation and sub-committee meeting during 2022/23. TR reminded the meeting that attendance data on an individual basis now had to be included in the narrative report which accompanied the college financial statements. The meeting noted the strong attendance data and governors were reminded that the College target for attendance at Board meetings was 75%, and this was mirrored for the Committee meetings. TR highlighted that 2022/23 attendance at Board meetings was 80% (compared with 76% in the prior year). The sub-committee attendance ranged from 75% to 94% so met the target in all cases and exceeded this for the majority of sub-committees. The overall attendance at Board and sub-committees was 81% (76% prior year). TR reminded the meeting that examples of individual poor attendance had been followed up and challenged during the year.

The Governance update report was NOTED and RECEIVED.

7. Policy approvals

The Director of Governance presented a number of policy documents which had been reviewed and updated to reflect the most recent guidelines. The Strategy Governance & Search Committee was asked to approve these updates and recommend the policies to Corporation for approval (December 2023).

7.1 Governors Code of Conduct

TR sought approval from the SG&S Committee for the adoption of the latest version of the Code of Conduct for Corporation members. This was based on the Eversheds template, eighteenth edition, 2023 and was classed as industry standard. The meeting noted that TWFCG had 'always' used the Eversheds template as the adopted Code of Conduct; Eversheds were acknowledged sector specialists for FE. TR highlighted the main changes from the 'seventeenth version' which reflected the new duties under the Accountability Agreements as well as the changes which reflected the reclassification of colleges by the ONS into the public sector in November 2022.

7.2 Committee Terms of Reference

The meeting considered a set of revised Terms of Reference for the sub-committees which had been reviewed by the Director of Governance (TR). The meeting noted that the following sub-committee terms of reference (last reviewed in December 2021) were presented for biennial review: Quality & Curriculum Committee; Strategy Governance & Search Committee; and Remuneration Committee. TR highlighted that although the Terms of Reference for Audit Committee, Resources Committee and Capital Development Steering Group were last reviewed in March 2023, they had been further reviewed to align all terms of reference for future review. The meeting was assured that this review had taken account of any recent legislative changes and reflected the move to the FE sector being reclassified into the public sector in November 2022 by the ONS. There was a direct note in relation to the requirements of the Managing Public Money guidelines in the revised Terms of Reference. TR confirmed that a further review would take place in November 2025 or sooner if circumstances or the legislative environment required them to be amended. The meeting spent some time discussing the actual impact of the ONS reclassification and TR assured governors that she was mindful of the new guidance which was much 'tighter' in control and was ensuring compliance. GM also highlighted the changes to classification of certain items within the financial statements e.g. any profit from disposal of assets. Although Notes to the Accounts would explain these unusual transactions there was now no freedom to produce a set of parallel financial statements. The meeting discussed the need for assurance and TR highlighted the Regularity Audit which accompanied the financial statements audit each year. For 2022/23 this had been amended to include assurances in relation to the new Managing Public Money rules.

MINUTE

No

ACTION

7.3

TWFCG Equality, Diversity and Inclusion (EDI) Policy

The meeting considered a revised College EDI Policy which had been revised by the Assistant Principals Student Services to reflect all current guidance and best practice recommendations.

The meeting AGREED to APPROVE all of the above policy documents (as outlined in 7.1 to 7.3) as presented and RECOMMEND them to the Board for approval (December 2023)

Refer to Board

7.4

Adoption of FE Code of Good Governance 2023

The meeting considered a report from the Director of Governance (TR) which was seeking to make governors aware of the new FE Code of Good Governance which had been formally launched by the Association of Colleges (AoC) at the end of September 2023. The AoC was asserting the improvements within this simplified code of good governance. TR highlighted that The Code of Good Governance for English Colleges was originally issued in 2015 and underwent thorough reviews in December 2018 and again in 2019. However, at 32 pages with 10 principles and numerous requirements, it had become unwieldy, and often duplicated information found in other sources. This could be seen from the current self-assessment of governance at TWFCG against the old code (item 8.3 on the agenda).

The meeting noted that the AOC had now taken a different approach with the new Code:

- i. There were six fundamental principles which formed the core of this code, presented in the context of Further Education using sector-specific language.
- ii. The code emphasised sources of assurance, both internal and external, without it being an audit tool or checklist.
- iii. It avoided unnecessary complexity whilst promoting autonomy and flexibility.
- iv. This code encompassed the entire organisation.
- v. It brought together structures, policies, processes, behaviours, and relationships, recognising their interdependence.
- vi. It was designed not to duplicate or repeat other documents but to serve as a signpost to relevant sources.

TR confirmed that the new governance code had been developed by the sector, for the sector, and it was relevant to all FE institutions. It aimed to elevate governance standards, providing a basis for External Governance Reviews. Importantly, it also aimed to offer assurance to stakeholders and would allow Corporations to monitor how they fulfilled regulatory requirements.

The meeting considered and approved the recommendation made by the Director of Governance that TWFCG should adopt the new FE Code of Good Governance for use when reviewing 2023/24. TR confirmed that the new code was simplified and would make it easier for governors to understand good governance and gain assurances in relation to governance performance. Governors confirmed that there was no rationale for TWFCG to not adopt the new code. TR highlighted that the sector response to the new code had been positive and anecdotal evidence suggested that the majority of FE colleges would adopt the code as suggested by the AoC (by 2024/25). The meeting also noted the template for assessment against the new code provided by the AoC. TR confirmed that this template was useful and she proposed to use for review during 2023-24 and use for reporting at the end of the year.

The Strategy Search & Governance Committee APPROVED the adoption of the FE Code of Good Governance 2023 to be used for 2023-24. This would be RECOMMENDED the Board in December 2023 for approval.

Refer to Board

8.

Governance Self-Assessment 2022/23

To Director of Governance presented a report to update the SG&S committee on the self-assessment of governance that had been undertaken for 2022-23. TR also highlighted that she was seeking guidance from SG&S Members on what the priorities for governance improvement should be for 2023-24.

MINUTE

No

The meeting was reminded that the governance self-assessment had been underpinned by a series of one-to-one conversations between the Chair of the Corporation and each of the individual governors. The Director of Governance had also undertaken a number of separate self-assessment exercises and the following elements of self-assessment paperwork were considered by the meeting:

- Narrative comments from individual governors.
- Review of progress against governance action plan 2022-23.
- Assessment against English Colleges Code of Good Governance
- Bourneville checklist
- Assessment and action plan against the HMT Managing Public Money Guidelines (resulting from reclassification of college into the public sector, November 2022).

The meeting discussed the comprehensive review paperwork and the suggested focus for improvement action during 2023/24. TR was suggesting the following six key actions to form the Governance Improvement/ Action Plan based on feedback from governors and discussions with the Chair:

- i) To establish a Mirror Board at TWFCG (working with a specialist external consultant) in order to improve the diversity of perspectives considered by the Board. The aim would be to better represent the socio economic, ethnicity profile and gender of the College Group and the communities it served, whilst maintaining an appropriate skills base.
- ii) The development of the Governor Link programme to encourage better engagement from Governors. To include contact with curriculum area throughout the year and participation in termly Quality Review Boards (QRBs) and self-assessment.
- iii) Improved information (rather than data) to all sub-committees and Board meetings to enable governors to focus on key areas of strength and weakness. All paper authors to provide clear executive summaries for all papers.
- iv) Continue to oversee the development of robust safeguarding arrangements to ensure outstanding practice for safeguarding, Prevent and British Values. (This was especially important in relation to the new reporting requirements which would be considered at Q&C Committee on 30 November 2023.)
- v) Succession Planning for future Board and sub-committee membership to ensure that the Board maintains the correct balance of skills and experience as the College moves into new curriculum areas e.g. creative and screen industries. (Includes a detailed Skills Audit.)
- vi) Increased support and mentoring for student and staff governors.

The Chair of the Corporation (AW) commended the level of detail in the paperwork which provided a very rich source of feedback. The meeting asserted that the comment on volume of data was not critical of quality but did relate to quantity and allowing governors to focus on key issues. Better use of bullets and key points on cover papers would be useful.

The meeting asked for the following amendments to the RAG rated document assessing performance against the Code of Good Governance:

- ***Page 1 – KPIs – narrative supports a ‘green’ rating not ‘amber’.***
- ***Page 6 – Annual statement of college engagement – now covered by Accountability Agreement so should be ‘green’ not ‘red’.***

ACTION: Amend assessment paperwork before submission to the Board in Dec 2023.

The meeting NOTED and RECEIVED the detailed governance self-assessment paperwork 2022/23 and commended the rigour and assurance that it provided.

The meeting APPROVED the Governance Improvement Plan 2023/24 as presented which would be RECOMMENDED to the Board for approval in December 2023.

ACTION

TR

Refer to Board

MINUTE

No

9.

External Review of Governance

The Director of Governance (TR) confirmed that the external review of Governance which was being undertaken by Rockborn LLP was on track in line with the proposed timeline. A desk-based review would take place before Christmas and the consultant from Rockborn would be observing meetings (committee and Board) during March 2024. The current plan was to bring the Report of the Governance Review to the Board meeting in May 2024. TR informed the meeting that she would have a detailed scoping meeting with the Rockborn consultant on Thursday 16 November; the Chair of Governors and CEO would also attend this scoping meeting. TR confirmed that she had already asked the Rockborn Team to include a consideration of how the TWFCG Governing Body was responding to the requirements of the Skills Act (as suggested by SG&S Committee in September 2023). The meeting discussed how this would sit alongside the Mirror Board work.

The update was NOTED

10.

'Mirror Board' proposal

The CEO/ Group Principal (GM) provided an update on this new proposal to enhance governance at TWFCG. GM reminded governors that the Mirror Board proposal was discussed in detail at the previous SG&S Committee and taken to the Corporation on 4 October 2023. The Board approved the proposal to move forward and work with a specialist consultant (currently working with Frimley NHS Trust). This would support the Board's aim of improving diversity and cultivating a diverse pool of future leaders within our organisation. Governors agreed that the Mirror Board would serve as a platform to reflect the insights and perspectives of our diverse workforce. The meeting noted the detailed proposal to take this initiative forward. The CEO/ Group Principal, Chair and Director of Governance would meet with specialist consultant (SR) in early January 2024 to start the project work and establish a clear timeline once full Board approval for the proposal and cost was secured (1312/23).

GM informed the meeting that the quoted price for this development work was estimated at £34,300 but SR had agreed to limit her price to meet the college's available budget of £20,000 over a two-year period. Governors noted that part of the reason for this was undoubtedly to enable the scheme to gain access to the FE sector – to this extent TWFCG would be an initial case study/ trailblazer. GM confirmed that the proposed cost of £20,000 over a two-year period compared favourably to other options for working with generic organisations to improve the strength of the college's Equality, Diversity, and Inclusion action plan. GM affirmed that the Mirror Board proposal would be bespoke to TWFCG and unique within the FE sector and provided a very clear opportunity for the college to work with specialists in this area at an affordable cost; the Value for Money in relation to this proposal was very strong.

It was AGREED that the Mirror Board fee proposal (£20,000 over two-years 2023/24 and 2024/25) should be taken forward to Corporation for consideration with a recommendation for implementation from SG&S Committee.

Refer to Board

11.

Strategic Map update

The CEO (GM) introduced the finalised WFCG Strategic Map 2022-25 which had been reviewed by the SLT one year after the merger. Committee members were reminded that this had been discussed in detail at the Strategy Governance and Search Committee meeting in September 2023.

The WFCG Strategy May 2022-25 was NOTED and RECEIVED.

12.

Any Urgent Business

There had been no urgent business notified.

13.

The meeting closed at 5.55 pm

Chair.....

Date.....