



# STRATEGY, GOVERNANCE AND SEARCH COMMITTEE

## Minutes of a Part I Meeting

Held on Zoom on Wednesday 7 February 2024 at 5pm

		<u>Meeting Attendance</u>
<b>Present:</b>	Tina Coates (Committee Chair)	(2 out of 3)
	Paul Britton	(3 out of 3)
	Rob Lewis	(3 out of 3)
	Gillian May (Group Principal & Chief Executive)	(3 out of 3)
	Ian Thomson	(3 out of 3)
Apologies:	Angela Wellings	(1 out of 3)
	Pippa Goodwin	(1 out of 3)
<b>In attendance:</b>	Tracy Reeve	(3 out of 3)
	Amanda Down	
	Anne Entwistle	
	Karen Griffiths	
	Melissa Drayson	
	Zoe Lawrence	
	Director of Governance	
	Principal Sixth Form	
	Principal FE	
	VP Quality and Apprenticeships	
	} External Governance Reviewers, Rockborn	

### MINUTE

#### No

### ACTION

#### 1. Apologies for Absence

Apologies had been received from Angela Wellings and Pippa Goodwin. The Chair welcomed the two consultants from Rockborn to the meeting who were observing governors meetings for the External Review of Governance.

#### 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 15 November 2023

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 Chair's approval would be recorded.

**All Members were agreed.**

#### 5. Matters Arising from the Previous Meeting held on 15 November 2023

**The meeting NOTED a report from the Director of Governance which confirmed that all matters arising had been actioned or were on track for timely completion at their due date.**

### ITEMS FOR INFORMATION

#### 6. 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,

**MINUTE****No**

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 three governors who were coming to the end of their second term of office during the next quarter (31 July 2024): Angela Wellings (Chair), Pippa Goodwin (Vice-Chair) and Signe Sutherland.

The Director of Governance informed the meeting that Pippa Goodwin would be leaving the WFCG Board at the end of March 2024 as she was now struggling to allocate time to the governance role. In addition Angela Wellings had decided to step down as a governor at the end of her current term of office. TR confirmed that Signe Sutherland (SS) was appointed for a two-year period when BCA merged with WFCG and was now coming to the end of her first two-year term of office. After discussion the meeting agreed that SS was still adding considerable value as a Member of Q&C Committee, Resources Committee and in her role as Link Governor for Apprenticeships. The meeting agreed that Signe Sutherland should be re-appointed for a second term of office: a four-year period from 1 August 2024.

The meeting discussed the best course of action on succession planning for a new Chair of Governors when AW left her role at the end of July 2024. The possibility of external recruitment was discussed as well as the options around remuneration for the Chair's role. TR reminded the meeting that any colleges wishing to pay a Chair had to seek permission from The Charity Commission which was complicated and protracted. The meeting agreed that the lack of remuneration would probably exclude an external advert. The meeting agreed that this needed to be discussed at the Board meeting in March and all Governors should be asked whether they were interested in taking on the role.

***The meeting AGREED the following course of action for the March Board meeting:***

- ***Take to all Board Members in March 2024 to ask if any interest***
- ***Consider whether it could be undertaken as a joint role with co-chairs (TR to follow-up with Eversheds on any legal issue).***
- ***Consider whether to look at internal and external candidates?***
- ***Look at other FE colleges locally where people were coming to the end of their term of office.***

- Appointment of new External Governor

The meeting considered a proposal that Antonia Spinks (AS) currently a co-opted member of Quality & Curriculum Committee is appointed as a Corporation Member (Governor). This would fill the vacancy created by the resignation of Pippa Goodwin. TR informed the meeting that this proposal for full membership was drafted in advance of Pippa Goodwin's resignation to bolster the Governing Body in advance of any Ofsted Inspection. The meeting noted that AS was an experience educationalist and would add great value to the Corporation during a period where Ofsted inspection is very likely. In her role as a co-opted governor AS already has an awareness of WFCG, its values and its strengths and weaknesses. The meeting considered a copy of AS's Curriculum Vitae and governors noted her strengths in driving equality and celebrating diversity which was a current area for improvement in governance at WFCG. TR informed the meeting that AS had also asked to become a member of the Resources Committee which would bolster the membership of this committee. After discussion on whether AS should be interviewed before any recommendation to appoint her it was agreed that she was very much a known quantity having attended Q&C Committee for the last year. The meeting agreed to recommend the appointment of Antonia Spinks as a full member of the Corporation at TWFCG to the Board.

***The Meeting AGREED to RECOMMEND to the Board that:***

- Signe Sutherland should be re-appointed for a second term of office: a four-year period from 1 August 2024.***

b) **Antonia Spinks be appointed a full member of the Corporation at TWFCG (from March 2024) for a standard four-year term of office. As also to be appointed to Resources Committee**

• ***Succession Planning***

The SG&S Committee discussed the need for future succession planning and the idea of using co-opted governors as a pipeline for future governor appointments. This role could be presented through targeted advertising and should sell the benefits of undertaking NED work to people looking for career development.

**The committee SUGGESTED that the College could look in the following targeted areas for co-opted governors:**

- **Heathrow**
- **Other large employers e.g. screen industries**
- **Look at the active engaged employers on the College CRM system and reach out to them. (Governance would provide CPD for employees at SME.)**
- **Higher Education Institutions (Royal Holloway, St Mary's)**
- **Alumni of College – provide a powerful voice, lower age range, different 'lived experience'.**
- **Local authority**
- **Look at LSIP priority sectors – gap already identified for a Technology/ IT/ AI/ cyber governor.**
- **Need to back-fill SEND specialism on Board after AW leaves.**

TR reminded the meeting that the Mirror Board would also provide a pipeline for succession planning and would involve participants from many of the above categories.

6.2 ***Scheme of Delegation***

The Director of Governance presented a draft Scheme of Delegation for TWFCG. The external governance review had highlighted that it was good practice for FE Colleges to have a formal Scheme of Delegation in place. This would clearly define both the delegable and non-delegable roles of the Board, the Chair, the CEO, and the Director of Governance. The meeting considered a draft format follows good practice guidelines and summarises the current operation of governance at TWFCG. TR confirmed that there was no additional action required in response to this new summary policy.

Governors (RL) made a few suggestions for amendments to the Scheme of Delegation to enhance clarity and grammar.

**The SG&S Committee APPROVED the Scheme of Delegation – subject to the grammatical changes suggested by RL - and would recommend it to the Board for approval.**

**ACTION: Wording to be amended to reflect RL comments before submission to the Board for approval.**

TR

**The Governance update report was NOTED and RECEIVED.**

7. **Governance Action Plan 2023/24**

To Director of Governance presented an update on progress against the Governance Action Plan 2023/24 agreed at the last SG&S Meeting and approved by the Board in December 2023; this had arisen from the self-assessment of governance for 2022/23.

The meeting noted a RAG rated document detailing progress against the six key actions within the Governance Improvement/ Action Plan:

**MINUTE****No**

- i) **To establish a Mirror Board at TWFCG** (working with a specialist external consultant). TR confirmed that this work was progressing well in accordance with the planned timeline.
- ii) **Further 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. TR confirmed that Link Governors were attending Student Link meeting during February and March 2024. Other governors were also undertaking learning walks and visits to Langley College and Windsor.
- 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. TR confirmed that progress had been made on this with clearer Executive summaries for all papers and detailed papers being submitted as annexes to the Board papers.
- iv) **Continue to oversee the development of robust safeguarding arrangements** to ensure outstanding practice for safeguarding, Prevent and British Values. TR confirmed that a recent Safeguarding Audit – January 2024 – had been very positive with limited recommendations for improvement.
- 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.) The meeting considered and approved a Skills Audit format which was proposed by the Director of Governance (TR). TR also suggested that the Board of WFCG should consider undertaking an informal audit of Boardroom Styles to consider characteristics and behaviours of governors as well as skills and experience. The meeting agreed that this might be a follow-up to the Lumina Splash Team building work undertaken in May 2023.
- vi) **Increased support and mentoring for student and staff governors.** TR informed the meeting that more work needed to be done on this area.

The meeting talked about the EDI profile of the Governing Body and suggested that alongside the Mirror Board exercise it would be useful to do some data analysis on this. It was suggested that an EDI questionnaire should be issued to all Governors with the Skills Audit.

***The meeting NOTED the progress made to date against the Governance Improvement Plan 2023/24.***

***The meeting APPROVED:***

- a) ***the format of the Skills Audit – as presented - to be issued by the end of March 2024 along with an EDI questionnaire.***
- b) ***the proposal that a Boardroom Styles audit should also be undertaken – probably at the Governors Strategy event in May 2024.***

8. **External Review of Governance**

Members of SG&S Committee were reminded that Rockborn had been commissioned to undertake this external review during the autumn term 2023 (desk-based review) and spring term 2024 (meeting review). The Director of Governance (TR) confirmed that the external review was on track in line with the proposed timeline which was noted by the meeting. TR confirmed that the desk-based review of governance paperwork and process had been completed and the survey results from governors feedback were being compiled by Rockborn. Next steps will be for the Rockborn consultants to conduct a series of one-to-one interviews with governors including committee chairs. The two reviewers would also be attending sub-committee meetings during March and the Board meeting on 20 March to gain insight into the operation of the Board. The final report would be brought to the Board in May 2024. MD and ZL confirmed that they were nearing the end of the initial evidence gathering process which include a review of documentation and a survey sent to all governors.

***The update was NOTED***

9. **'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 13 December for approval. 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 WFCG. The meeting noted the report of initial findings from Stage 1 of the Mirror Board Project: the College's Rapid Equality, Diversity and Inclusion 'Maturity Assessment'. This analysis had focused on assessing workforce diversity across various protected characteristics, identifying patterns of inequality, and proposing strategies for improvement.

The meeting noted the following **Data Analysis and Key Findings**:

- *Gender Representation*: The WFCG employs a higher percentage of females (71.4%) compared to the national average (65.6%). However, there is a disproportionate representation of men in higher-paying academic and management roles.
- *Ethnic Diversity*: The proportion of staff from Black, Asian, and Minority Ethnic (BME) backgrounds at TWFCG is 21%, slightly higher than the national average. However, BME representation is lower in management and certain specialised roles.
- *Age Distribution*: The college employs a higher percentage of staff aged under 25 and over 50 compared to national data. This suggests success in attracting young talent and retaining experienced staff.
- *Disability Inclusion*: Only 4.6% of staff have disclosed a disability, with a significant number (31.9%) not stating their status. Higher representation of disabled individuals is noted in academic and management roles.
- *Sexual Orientation*: Data on sexual orientation is limited due to a high percentage of staff choosing not to disclose this information.
- *Staff Survey*: The recent WFCG staff survey lacked specific questions on equality, limiting insights into staff experiences related to EDI issues. Management accepted that future surveys should include targeted questions to gather more nuanced data.

The CEO (GM) confirmed that the college would be taking forward the following recommendations:

- a) *Improve Data Quality*: Enhanced communication and dedicated time for staff to update their demographic data are essential to improve data quality and understanding of workforce composition.
- b) *Incorporate equality questions in staff surveys*: Including questions on equality in staff surveys will provide insights into differential treatment and experiences among diverse groups.
- c) *Understand perspectives of sessional staff*: Investigating the reasons behind the higher representation of BME staff and older individuals in sessional roles will inform targeted interventions.
- d) *Mirror Board discussions*: Establishing a Mirror Board to discuss potential inequalities, including gender imbalance in higher-paying roles, lower BME representation in senior positions, and underrepresentation in Governor roles, will be crucial for developing sustainable solutions.

The Director of Governance informed the meeting that the Stage 2 proposal for the structure of the Mirror Board (suggested stakeholders) had now been received. The meeting agreed that there was a need for an additional Extra-ordinary SG&S Committee to consider this proposed structure before it went to the Board for approval on 20 March.

**The Update on the Mirror Board project was NOTED.**

**It was AGREED that the SG&S Committee should diarise an additional meeting in advance of 20 March to consider the proposed Mirror Board structure.**

10. **Annual Accountability Statement**

TR presented a report which updated governors on the recent guidance from Department for Education '*Meeting Skills needs: Guidance on Annual Accountability Agreements 2024/225 and the Local Needs Duty*' (published December 2023). This DfE guidance was to support providers in the creation and submission of their annual Accountability Statement for 2024 to 2025 and incorporated and replaced the 'Review of education or training in relation to local needs' guidance published in July 2022.

TR confirmed that the revised guidance aligned and simplified the requirements for annual Accountability Agreements and the statutory duty for Governors to review how well the education and training that their college provided was meeting local needs. The meeting noted that the DfE had removed the need for colleges to publish two separate documents and enabled them to fulfil both requirements for annual Accountability Agreements and the Local Needs Duty in a single annual return. TR confirmed that for colleges and designated institutions in scope for the Local Needs Duty, (this includes all FE and sixth form colleges), the Annual Accountability Statement 2024/25 should also report on how well the education and training provided by WFCG was meeting local needs and what actions they and other providers could take to meet those needs better. In particular to better ensure learners have the skills needed to secure suitable employment.

TR highlighted that for the year 2024/25 providers must submit their next annual Accountability Statement by 30 June 2024; this would be brought to the WFCG Board for approval on 17 May 2024. TR suggested that in order for a draft of the Accountability Statement 2024/25 to come via SG&S Committee there would be a need to timetable an additional 'one-item' SG&S meeting in early May 2024.

***The new DfE guidance was NOTED and RECEIVED.***

***ACTION: An additional SG&S Committee to consider the Accountability Statement would be diarised for early May 2024.***

TR

11. **Preparation for Ofsted Inspection**

The Director of Governance asked members of SG&S Committee to consider what briefing they would need for any impending Ofsted Inspection (this was likely to occur during 2024). The meeting commended the recent Ofsted Introduction video from VP Quality and suggested that more of these could be made on separate elements of Ofsted briefing. Governors also asked for Question and Answer briefs based on anecdotal feedback from recent inspections and some data crib sheets showing trends and current performance.

***The meeting suggested that more detail on this item should be taken forward by the Quality & Curriculum Committee in order to produce a clear briefing suite for Governors' Ofsted readiness on the Board Intelligence system.***

***ACTION: Include on agenda for Q&C Committee on 14 March 2024.***

TR

12. **RAG rated Strategic Map 2023-25**

The CEO (GM) presented a new version of the WFCG Strategic Map 2022-25 which had now been RAG rated to show current progress against the individual elements of the five key priorities. The meeting commended this useful addition and suggested that this document should form a central plank for any Ofsted Briefing.

***The WFCG Strategy May 2023-25 was NOTED and RECEIVED.***

13. **Annual Report of the FE Commissioner**

The Director of Governance introduced the Annual Report of the FE Commissioner covering the period 1 August 2022 to 31 July 2023. This had been published in December 2023 and was presented as background information for governors.

***NOTED***

**MINUTE**  
**No**

**ACTION**

14. **Any Urgent Business**

There had been no urgent business notified.

The meeting closed at 6.25 pm

Chair..... Date.....