



STRATEGY, GOVERNANCE AND SEARCH COMMITTEE

Minutes of a Part I Meeting
Held on Zoom on Tuesday 11 June 2024 at 5pm

		<u>Meeting Attendance</u>
Present:	Tina Coates (Committee Chair)	(5 out of 6)
	Rob Lewis	(6 out of 6)
	Gillian May (Group Principal & Chief Executive)	(6 out of 6)
	Ian Thomson	(5 out of 6)
	Kiran Virdee	(guest)
Apologies:	Paul Britton	(5 out of 6)
	Angela Wellings	(3 out of 6)
In attendance:	Tracy Reeve	Director of Governance (6 out of 6)

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No

ACTION

1. **Apologies for Absence**

Apologies had been received from Paul Britton and Angela Wellings. The Committee Chair (TC) welcomed governor Kiran Virdee who was attending at his request.

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 7 May 2024**

The Minutes of the previous meeting held on 7 May 2024, 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 7 May 2024**

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.

The CEO/ Group Principal (GM) informed the meeting that she had met with Paul Britton on Thursday 6 June and he had now facilitated an introduction to a local logistics/ haulage employer.

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. It was noted that there were a number of experienced governors who would come to the end of their second term of office in spring 2025.

MINUTE**No****6.2 Succession Planning for the Chair**

The meeting noted that - as discussed at the Board meeting on 17 May 2024 – the current Chair of the Corporation (AW) would come to the end of her term of office on 31 July 2024 and would be stepping down as she had already served two terms of office. This had also been discussed at the Board meeting on 20 March when the meeting had resolved to seek internal nominations to take over the Chair's role. The Director of Governance (TR) informed the meeting that - as discussed at the Board meeting on 17 May - the result of this nomination process had been that Jo Croft had put her name forward as Chair but was constrained by factors which meant she could not take on the role until December 2024. After consultation, the current Chair (AW) had kindly agreed to continue as Governor and Chair of TWFCG until December 2024 when the new Chair would be elected. In order to align the election, it was also suggested that Rob Lewis continue as Vice-Chair until the December 2024 Board meeting. On 17 May the Board agreed that this solution would provide continuity and allow a suitable period for a handover of the Chair's role. The SG&S Committee agreed that this would be a suitable course of action. The Committee Chair sought confirmation on whether the new Chair would be elected at the July Board meeting to take on the role in December but TR confirmed that it would be less complicated if the election of the new Chair and Vice-Chair took place at the December 2024 Board meeting.

The meeting AGREED to RECOMMEND the following for Board approval:

- i) Angela Wellings to be re-appointed as a Board Member of TWFCG and as Chair of Governors for an 'exceptional' extended term of office until 30 December 2024.**
- ii) Rob Lewis to continue in his role as Vice-Chair of Governors until elections in December 2024.**
- iii) The determined number of the Corporation be increased from 18 to 19 to reflect the extension of Angela Wellings membership until December 2024.**
- iv) The membership of committees shall remain the same until a review in December 2024 after the new Chair of Governors is in place.**

All Members were agreed.

6.3 Draft Meeting Timetable 2024/25

The Director of Governance (TR) proposed a draft schedule of Corporation & Committee meetings for the academic year 2024/25. TR confirmed that this schedule was based on the prior year timetable but included a slightly later Board meeting in December 2024 to allow for any delay in the Financial Statements with new external auditors. TR informed the meeting that these dates would be taken to each of the sub-committee meetings in June 2024 to allow Member to advise of any non-availability.

The draft meeting timetable 2024/25 was APPROVED and would be RECOMMENDED to the Board for approval (3 July 2024).

All Members were agreed.

6.4 Succession Planning & Recruitment Policy for Corporation Members

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. It was agreed that this role should be presented through targeted advertising and should sell the benefits of undertaking Non-Exec Director (NED) work to people looking for career development. TR confirmed that she would look at possible places to advertise in order to target underrepresented groups.

TR reminded the meeting that the need for this policy had been flagged in previous SG&S Committee meetings and was also highlighted during the recent External Governance Review. The meeting considered the Succession Planning & Recruitment Policy and agreed that this was well structured and provided clarity on the process for interviewing and appointing new governors.

The committee AGREED to RECOMMEND the Succession Planning & Recruitment Policy for Corporation Members for Board approval (3 July 2024).

The Governance Update Report – including no use of the College seal - was NOTED.

To Board

MINUTE**No****7. Governance Improvement Action Plan 2023/24**

The Director of Governance presented an update on progress against the Governance Action Plan 2023/24 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:

- 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 (to be discussed later on the agenda).
- 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.
- 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.
- 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.** TR informed the meeting that more work needed to be done on this area and that there had been some useful suggestions in the External Governance Review which she would look to implement in 2024/25.

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

7.1 Skills Audit

The meeting noted the results from the recent Skills Audit of WFCG Governors which was undertaken by the Director of Governance. Initial findings suggested that the WFCG did have a broad range of skills and experience but may lack direct knowledge of some areas of governance work e.g. law, estates, SEND. TR confirmed that she would undertake further analysis as part of the governance self-assessment 2023/24 (to be undertaken in September 2024). It was also noted that this skills and experience-based questionnaire would inform future recruitment, succession planning and governor development. The Director of Governance confirmed that she would consider the results alongside the External Governance Review findings to draft a Governance Action Plan for 2024/25 (to be presented to SG&S Committee in September 2024). The meeting agreed that the 'average score' was largely irrelevant but it was more important to ensure that a number of governors were scoring 3 or 4 (reasonable or strong experience) in each category. The Chair also highlighted the need for this further analysis to consider the areas where skills would be lost by governors leaving in spring 2025 in order to inform recruitment and succession planning.

TR highlighted that there did not appear to be any major gaps. Although specialist knowledge on Agriculture, Creative Skills, and Law did appear to be missing the CEO (GM) asserted that there was also no governor with specialist knowledge of Construction or Sport which were very large curriculum areas. Governors agreed that the relatively small number of governors did not allow for all 'bases to be covered' and TR confirmed that the College used specialist advisors where necessary to very good effect. GM also asserted that having the CEO of the Chamber of Commerce as a Governor gave the College access to a wide range of key employers. The meeting discussed the need for the College to stay networked to these key employers and the possibility of taking on enhanced membership within the Chamber of Commerce for 2024/25 (at an additional costs of circa £6,000 per annum). GM confirmed that she was pursuing this enhanced membership and would keep governors informed of likely costs. Governors asked whether the College could make more use of Business Forums with key employers coming onsite and GM suggested that enhanced

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membership of the Chamber of Commerce would give the College access to employers to develop these Business Forums.

7.2

EDI Questionnaire

TR confirmed that the output from this survey had not presented any surprises as EDI survey data had been collected annually; but the meeting agreed that the current position with two non-white governors out of 17 needed to be addressed. However, Governors did agree that the Governing Body would be able to access more diverse thinking through the new Mirror Board initiative. The strength of the gender split with 10 female governors was noted but the Chair flagged the wholly heterosexual governing body. The CEO informed the meeting that the data from the recent AoC National Senior Pay Survey had also been disappointing with postholders in the CEO/ Principal role being 55% male and 92% white with only 5% declaring a disability.

The meeting talked at some length about succession planning and improving the EDI characteristics of the Board which had been a long-stated aim. The meeting discussed the need for some targets to be established for the composition of the Board and it was suggested that this might reflect the ethnicity of the staff and student population of the College Group. Governors asked whether the WFCG website carried an 'advert' for Governors and TR confirmed that it was included on the Governance page but it could be made more obvious and interesting.

Some of the ideas which were raised by the meeting included the following:

- More use should be made of co-opted governors as WFCG only had one – should aim for at least one on every sub-committee. This would be a quick way to introduce more diversity into the governance process.
- Consider using external head-hunters to source governors from under-represented groups.
- Be more communicative about the role of a Governor at WFCG with community groups, parents, employers and students. This would give people a better understanding of what was involved and the benefit that they might get from becoming a governor in terms of career development and business skills.
- Consider whether the Board should be more focussed and use positive discrimination to target governors from specific ethnic groups.
- Use the Mirror Board as a source of new governors as participants would be from currently under-represented groups. This initiative would allow people to get a taste of governance and whether they enjoyed the role, it would also enable the college to see people in a strategic role before appointing them. There was a discussion about having a formal progression path but the Director of Governance countered this suggestion as she believed it would blur the distinction between Mirror Board Membership and governance as well as giving Mirror Board Members false expectations about their role. Governors suggested that it might also put people off the Mirror Board role if they did not wish to commit to the full governance role. The meeting agreed that the Mirror Board would provide a pipeline for succession planning and would involve participants from many of the above categories.
- Produce a video about Governance at WFCG (similar to the excellent Screen Industries video for Windsor College).
- Use of 'Meet the Governors' recruitment sessions
- The question of remuneration for governors was discussed as the CEO believed this was the major barrier to recruiting governors from different backgrounds.

The meeting NOTED:

- a) the Governance Improvement Plan 2023/24 and progress to date.**
- c) the results from the Governors' Skills Audit 2024.**
- d) the results from the Governors' EDI survey May 2024.**

ACTION: The Director of Governance to consider the results of the Skills Audit and EDI survey alongside the External Governance Review findings to draft a Governance Action Plan for 2024/25 (to be presented to SG&S Committee in autumn 2024).

- Action Plan to include:
 - A succession plan to include an analysis of possible skills gaps after governors leave in spring 2025.
 - Suggested KPI targets for the EDI composition of the Board at WFCG based on the staff and student EDI data across the College Group.
 - Increasing the determined number of the Corporation to 20 to allow recruitment sooner rather than waiting for people to leave.
 - A focus on recruiting several new co-opted governors across all committees.

TR

8. **External Review of Governance**

Members of SG&S Committee were reminded that Rockborn LLP were commissioned to undertake this external review during the autumn term 2023 (desk-based review) and spring term 2024 (meeting review). The review was led by an experienced governance professional (GP) working as a consultant for Rockborn, (Melissa Drayson), and a second Governance Professional (Zoe Lawrence) also worked on the WFCG review. The meeting was reminded that Melissa Drayson and Zoe Lawrence attended the Board meeting on 17 May to present their headline findings in advance of the final report being published. TR presented the draft final report which had now been received from Rockborn. This was now being internally moderated by the CEO of Rockborn; the final version would be available for the Board meeting on 3 July 2024.

TR asserted that the review had been a very useful exercise with some good suggestions for continued improvement in governance practice. The meeting commended the positive report which had a long list of governance strengths and was validated by the recent Ofsted inspection. TR confirmed that the list of suggestions would be reviewed and built into the Governance Action Plan for 2024/25. The meeting discussed the comment in relation to the Strategy Governance & Search (SG&S) Committee and TR informed the meeting that she believed that this committee fulfilled a very useful remit in reviewing strategic options in advance of consideration by the full Board. The CEO confirmed this view and stated that she would not want to remove the committee's strategic remit. Recent examples of detailed scrutiny had been evidenced by the Annual Accountability Statement which had been reviewed and amended at SG&S Committee before submission to the Board.

Governors cited an example of governance practice from Strode's College (pre-merger with East Berks College) when the SG&S Committee membership was comprised of the Chair and Vice-Chair of Governors as well as all of the individual sub-committee Chairs. The meeting agreed this could be considered in the future as long as not too onerous for the number of meetings for people to attend.

The Committee RECEIVED the update and the draft External Governance Report from Rockborn.

Action:

- i) Once moderated and finalised by Rockborn the External Governance Review (EGR) report would be brought to the Board on 3 July.***
- ii) The EGR Report would be published on the College website in advance of the 31 July 2024 deadline.***
- iii) Governance Action Plan 2024/25 to include EGR suggestions to be brought to Board via SG&S in autumn term 2024.***

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9. **'Mirror Board' proposal**

The meeting was given an update on progress made with the Mirror Board project which had the stated aim of adding value to the Group's board decision-making process by introducing a broad range of perspectives. The meeting noted that with the support of Shahana Ramsden of Socially Inspired and her colleague Mehvish Shaffi-Ajibola an advert for Mirror Board members had gone out to all WFCG in May 2024. SLT had been delighted to receive 20 applications from staff with a diverse background and a selection morning was held on Tuesday 21st May at Langley College. The selection panel consisted of Gillian May, Tracy

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Reeve, Susan Brady and Mehvish Shaffi-Ajibola (MS-A). The selection event had started with a 'mock Mirror Board meeting' chaired by the CEO which considered the proposal for Windsor College to become the home of stage, screen and design which was considered by the Board in July 2023. Following the mock Mirror Board Meeting there was a 'speed dating' approach to an individual structured discussion with each of the applicants. After the selection day on 21/05/24 offers of Mirror Board Membership was made to 14 members of staff in addition to 2 who will be community members. GM confirmed that the next steps would be to provide cultural intelligence training for Governors and Mirror Board members as well as setting up reverse mentoring with board members. The meeting was pleased to note that the first Mirror Board meeting would be held at the start of the 2024/25 academic year but the CEO suggested that an earlier meeting before the summer break might be useful to get the Mirror Board perspective on the ongoing issue of Mental Health of Staff and Students. The diverse EDI characteristics of the applicants were noted by the meeting and governors were pleased to see the diversity of ethnicity within the Mirror Board applicants and appointees. Governors sought, and were given, confirmation that additional community members (probably 4 in number) for the Mirror Board would be sought during the next few months. GM highlighted the quality of discussion and input that had been received from attendees at the selection event; she was very confident that the Mirror Board input would provide a wider perspective and enhance the decision making of the Corporation in 2024/25. Governors noted that the CEO, Director of People and Director of Governance were meeting with the consultant (MS-A) on Thursday 13 June to define the next steps for the project and the timetable in relation to the cultural intelligence training and reverse (reciprocal) mentoring. GM informed the meeting that the FE Commissioner would be visiting the College on Tuesday 2 July and the Mirror Board project would be flagged with her during this meeting as it was a new initiative for the FE sector. The meeting commended the progress of this exciting new initiative.

The Update on the Mirror Board project was NOTED.

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

The CEO (GM) confirmed that there had been no change to the Strategic Map 2022-25 since last seen at the Board on 17 May 2024. GM reminded the meeting that the WFCG Strategic Map was currently being comprehensively reviewed post-Ofsted and would be brought to SG&S for review at the first meeting of 2024/25.

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

11. **Any Urgent Business**

There had been no urgent business notified.

The meeting closed at 6.10 pm

Chair.....

Date.....