

**Minutes of the
Governance Committee
Friday 11 November 2022 3pm
Zoom**

Present: Sheila Selwood (SS) (Chair)
Richard Dimpleby (RD)
Luke Ferebee (LF)
Allan Schofield (ASch)
Alasdair Simmons (AS)
Cliff Wragg (CW)

In attendance: Sheraz Amin (Executive Director of Digital Transformation)
Ian Pryce (Principal and Chief Executive)
Rachel Nicol, Group Director of Governance (minutes)

G/30/22 Apologies for absence

There were no apologies for absence.

G/31/22 Declarations of Interest

There were no declarations of interest relevant to the matters on the agenda.

G/32/22 Matters arising not covered elsewhere on the agenda

There were no matters arising not covered elsewhere on the agenda.

G/33/22 Recruitment, succession planning and profile

Dominika Kalinowska had indicated an intention to resign from the Board.

Following discussion with the Group Director of Governance it was considered that there may be scope to retain Dominika as a co-opted member of the QSA Committee. This was supported by the Committee and will be put to the Board at their next meeting, subject to Dominika being content.

The Board has agreed Matthew Glass as a co-opted member of the Audit Committee. Details of two student governors interested in the roles had been received. Formal endorsement to the appointments will be sought at the meeting on 24 November 2022.

The board profile data was compared against our student population data. Gender balance remains an issue (external governors: 20% female) and barriers to recruitment are being explored. This will be one of the aspects considered within the governance structure review.

Recruitment had been paused during exploration of merger but external vacancies noted. Potential mechanisms to facilitate recruitment from Northamptonshire will be explored. It was also felt the Board should be seeking an applicant with FE experience to address potential skills gaps from short term succession plans. Technology and sustainability knowledge and skills are also under consideration.

It was agreed to look for more information on the service offered to the Association of Colleges by Peridot to support governor recruitment and initiate plans once the position on merger is clear.

The update was noted

G/34/22 Board evaluation, Chair's review, areas for improvement and plan for external evaluation

The Committee noted the outcomes of the one to one conversations held by the Chair and Vice Chair with governors during the summer.

The Chair left the meeting and the summary of the Chair's review was also considered and noted.

Both reviews were broadly very positive, with some useful suggestions for action to be taken forward.

Managing agendas and ensuring authors don't speak to papers at length were both mentioned as ways of ensuring meeting duration is manageable and enables effective governance. Ensuring all governors feel included and encouraged to contribute, alongside seeking agenda items from governors were also welcomed, and will be facilitated by all chairs within the Committee. The Committee's role in advising the Board and requirement for approval was recognised.

One action taken forward at the meeting was to review the induction checklist for new governors. The Committee recognised the need to ensure that the time commitment for the role is known in advance (and this is going to be part of the governance structure review going forward). The list is comprehensive and not all governors will need all of its aspects - it provides a menu of options that can be personalised to suit each new governor. The timeframe can also be adapted but with most relevant activities to be undertaken over the first year. The checklist largely falls to the Group Director of Governance and there is a need for Principals of campuses and Executive members to lead on some activities as appropriate. Supporting the comprehensive induction also emphasised the need for governance support to be put in place.

Rachel also shared with the group a piece of work she is undertaking regionally with a colleague that sets out for both governors and governance professionals the "ever-changing obligations" on FE governing bodies, a useful piece of reference material available on Team Engine.

The areas for improvement summary had been updated and progress was noted on a number of identified areas for improvement.

The Committee noted that the external review of governance must take place by 2023-2024. A number of potential providers were identified in a summary report from the Group Director of Governance, and the Committee identified two to be taken forward for further consideration. The Committee emphasised that the identification of an appropriate individual to conduct the review will be key to the decision-making process. The options for the timing of the review were considered and it was agreed that procurement for an external review will take place in the summer term of the current academic year with the review to take place in 2023-2024, potentially post-merger and CEO succession planning.

The Committee will look in detail at the scope in due course but at a high level it is anticipated that the review will consider changes and support development of the governance structure and relationships appropriate to the new circumstances.

The report was noted

G/35/22 Statement of Corporate Governance and Internal control and code compliance

The statement due to be presented to the Board in December with the Financial Statements was considered.

Part of the statement reflects on the assessment of the Board's compliance against the AoC Code of Good Governance and the UK Corporate Governance Code in so far as it is relevant to the sector. The Group Director of Governance had completed a useful matrix illustrating code compliance. The Committee accepted the opinion that the College is in compliance with all the provisions of the Code throughout the year ended 31st July 2022. Areas identified for further improvement were noted to be already included in the areas for improvement document.

The Committee recommended approval of the Statement of Corporate Governance and Internal Control, subject to any final amendments from the Audit Committee or auditors.

G/36/22 Policy framework

The Committee were presented with a substantive framework prepared by the Group Director of Governance that illustrated the Group's policy framework against the key headings in the Strategic Plan and Risk & Opportunities register. The framework included strategies with related policies, sub policies, risk register referencing, legal/regulatory references, website publication Y/N, the lead, internal review status,

management level of approval, committee involvement/approval, board approval, last approved date, notes and RAG rating.

The framework was commended by the Committee and discussion centred around the appropriate level of governance involvement e.g. whether policies should be recommended for approval or approved by committees and which should be approved by the Board. Consideration as to the appropriate scheme of delegation in the context of governance work load will be picked up as part of the structure review.

A policy review checklist has also been created for potential use by the management team if they choose to take this forward.

Further suggestions for review included: where employer engagement fits into the policy scheme of delegation, the requirements for approval of an EDI policy in addition to the Single Equality Scheme, the appropriate oversight of teaching, learning and assessment policies and the information strategy.

The Committee noted assurance that key policies required by law and regulation are included in the framework but that work is required by the management team to ensure policies remain up to date and relevant.

The update was noted

G/37/22 Governance processes to identify systems issues

The Chair of the Corporation introduced the discussion item, raising the question as to whether greater assurance should be received at board level on the quality of the service areas in the College, such as HR, Finance, Estates and Quality beyond that which is already received at board level, and questioned whether external assurance was required.

Members noted that current oversight includes the receipt of assurance in reports, from the Self-Assessment Report ("SAR") (which governors are involved in), from internal audit reports and from stakeholder surveys. It was noted that the information from the student perspective is limited **and it was suggested that additional questions be added to surveys could provide further assurance on this**. It was noted that it would also be possible for the internal audit programme, which is reviewed each year, to include service area reviews, subject to the identification of risk assessed priorities and resource. At this point, members did not feel the need to go to the next level of external assurance, beyond that which we already receive.

The discussion was noted

G/38/22 Governance structure review scope

The Group Director of Governance gave a PowerPoint presentation setting out the planned scope of a Governance Structure Review. It was noted that a collaboration has been agreed with a colleague from another local college as it is considered that there are elements of the review and planned research that will have application to the wider sector. Some research will be carried out together with The Group Director of Governance then focusing on multi campus college groups and her counterpart focusing on single campus colleges. A Deputy FE Commissioner has agreed to support the project.

The review is aimed at maximising the impact of governance in the delivery of strategic objectives, the delivery of improvement for today's learners and the delivery of provision that supports skills needs. The ambitious timescale expects the findings of the review to be presented to this Committee and to the full Board in June 2023, with recommendations for pilot initiatives in 2023-24. The Board will be agreeing its structure/model for 2023-24 and the subsequent external review will include reflection on the recommendations.

The Committee supported the scope presented

G/39/22 Minutes of the previous meeting

The minutes of the meeting on 9 June 2022 were approved as an accurate record of the meeting.

G/43/22 Next meeting

The next meeting will take place on Monday 12 June 2023 (brought forward to 4 May 2023)