

**Minutes of the Governance meeting
Held on 08/11/2023 at
Bedford College, Tower Boardroom
4:00 pm – 7:00 pm**

Present: Richard Dimpleby
Luke Ferebee
Allan Schofield
Sheila Selwood
Alasdair Simmons
Cliff Wragg

In attendance: Rachel Nicol (Group Director of Governance)
Natasha Stringer (Senior Governance Coordinator) (minutes)
Yiannis Kouris (CEO Designate)
Ian Pryce (CEO)

G/37/23 Apologies for Absence

Apologies were received from Faheem Mir

G/38/23 Declarations of interest

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

G/39/23 Matters arising not covered elsewhere on the agenda

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

G/40/23 Governor recruitment, induction and succession planning

The Group Director of Governance provided the Committee with a report summarising the recruitment, succession planning and position of the Board which included:

- Current membership, including the recent endorsement of the appointment of a new external Governor Tom Dove -Wallington.
- An update on the recruitment to the Corporation and the Local Curriculum and Quality groups.
- Attendance compared to last year has declined, although it was noted that 2022-23 was an unusual year with Central Bedfordshire College (CBC) merger and CEO succession planning, there was a higher number of meetings than normal.
- Board Diversity. The Boards profile data was compared against the College's student population data. Gender balance remains a concern.



Discussion and Questions:

The Committee discussed the need to ensure that the newly formed Local Curriculum and Quality groups had strength in depth. Recruitment is ongoing, with good connections and networking being explored. Staff and student engagement has been good, with the Northamptonshire local group being the only group still needing a student representative. The first meetings have been well received by those attending.

The Committee discussed the attendance data and reflected on the need to include accessing meetings electronically, where appropriate, due to the size of the Group and the geographical location of the group.

The Committee discussed in detail the significant gender gap on the Board, especially compared to the student population, and what can be done to help close the gap and recruit more females to the Board. It was noted that females have been appointed into the Local Curriculum and Quality groups. The incoming CEO advised that he would make connections with potential female governors within his network and stakeholder engagement.

A robust and detailed discussion on the recent interview process, taking into account value-added and diversity needs, the Committee agreed that one vacancy remains open

The Skills Audit did not reveal any significant gaps, but sustainability is an area that the committee identified as needing training for the full board.

The Committee noted the report.

G/41/23 Governance areas to improve and board evaluation

The Group Director of Governance summarised the Governance areas for improvement following the 2022 -2023 internal evaluation carried out in May 2023. The internal evaluation was conducted by a survey to 18 governors and lead members of the executive; questions centred around the effectiveness of decision-making on the merger and the CEO succession planning, the inclusion of governors in decision making and on progress made from the previous year's evaluation.

Discussion and Questions:

The Committee was asked to review the governance priorities for action and agree the final list for recommendation to the Board. The Governance areas of improvement were agreed to be presented to the Board and will include the identification of lead personnel and deadlines. The Committee agreed that progress will be monitored, and as the Committee does not have a Spring term meeting, the Chair and Incoming Chair



will review progress with the Group Director of Governance, and an email update will be sent to Committee members in the Spring Term 2024.

Chairs review 2022-2023

The Committee were provided with the results from the annual review of the Chair of the Corporation's performance; this year, the Committee requested the review be based on the role description for the Chair and the questions were approved by the Chair of the Governance Committee.

Allan Schofield, Chair of the Corporation, left the meeting

Discussion and Questions:

The Committee noted that inclusivity of meetings and effective board engagement received lower scores, and the need to ensure all voices are heard at all levels of governance was noted as important by the Committee.

The Committee discussed the results of the section focusing on fostering a supportive and constructively challenging working relationship between the Board and the Senior Leadership Team (SLT). The discussion particularly focused on the Chair of the Corporation, the CEO and the Group Director of Governance and providing effective support to those two roles.

The Committee discussed the fact that the Chair attends all meetings, and how this could potentially affect the voice and engagement of the governors. The Committee had a detailed conversation about this matter, which included observations and the importance of inclusive behaviours in every situation. The incoming Chair confirmed that he would not attend all meetings upon taking office.

The Committee is asked to note the Chairs review and any agreed actions.

External evaluation

An external evaluation is due to take place in the Spring term, the Committee had previously confirmed the appointment of Rob Lawson through the Association of Colleges (AoC).

The Group Director of Governance provided the Committee with the AoC draft scoping documents in Annex C.

Discussion and Questions:

The Committee agreed that it would be beneficial for the evaluator to be present when the report is brought to the Board for feedback and questions.



G/42/23 Governance codes and statement of corporate governance and internal control (SCGIC)

The Committee were provided with papers which included

- a detailed code compliance summary
- the newly revised AoC Code of Governance
- a new analysis template
- an extract from the Annual Report and Financial Statement 2022-23

Discussion and Questions:

The Committee agreed that the new analysis template will be a useful addition in providing the Committee with assurance of compliance. There were no significant issues arising from the papers or discussion, and the AoC updated code was welcomed as being relevant and practical.

The Committee reviewed the compliance matrix in Annex A and confirmed approval to recommend to the Corporation that they can make the statement of compliance as part of the Statement of Corporate Governance and Internal Control (SCGIC).

The Committee endorsed the recommendation for the Corporation to adopt the revised version of the AOCC

The Committee agreed to recommend to the Corporation, subject to any amendments required by the auditors and the updating for new governors, the SCGIC for approval.

G/43/23 Minutes of the previous meeting (04.05.2023)

The Minutes of the previous meeting held on 04.05.2023 were approved as an accurate account of the meeting.

G/44/23 Any other business

The next meeting will take place on Thursday, 6th June 2023.

Meeting ended 18:29