



**Minutes of the Governance Committee meeting held on
Thursday 6th June 2024 at 4.00pm
Central Bedfordshire College, boardroom**

Present: Luke Ferebee
Yiannis Koursis (CEO)
Faheem Mir
Allan Schofield
Sheila Selwood
Alasdair Simmons

In attendance: Rachel Nicol (Group Director of Governance)
Natasha Stringer (Senior Governance Coordinator) (minutes)

G/1/24 Apologies for Absence and Declarations of Interest

Apologies

Apologies were received from Richard Dimpleby and Cliff Wragg

Declarations of Interest

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

G/2/24 Matters Arising not Covered Elsewhere on the Agenda

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

G/3/24 Recruitment, succession and composition (skills)

The Chair of the Committee introduced the agenda item and summarised the report provided by the Group Director of Governance on recruitment, succession and composition which included current vacancies, key skills and experience gaps, gaps in diversity profile.

Questions and Discussion

3.1 The Committee discussed in detail the terms of office for the Chair of the Corporation, taking into consideration the recommendation from the External Board Review on increasing the period of office for the Chair, the Committee agreed to review an increase in the term of office in the future but felt at this time for the current incoming chair, Alasdair Simmons, it would be more prudent to remain at two years due to his length of service. **The Committee recommends approval to the Board to extend Alasdair Simmons's term of office for another two years, to end on**



31st July 2026, as previously agreed to coincide with his two-year term of office as Chair of the Corporation.

3.2 The Committee discussed the extension of one year for Sheila Selwood's term of office as a governor. Exceptional circumstances existed that included her experience in FE and governance, supporting the induction of new governors and continuity of chairing the Governance Committee and implementing the recommendations of the External Board review.

The Committee recommended for approval to the Board to extend Sheila Selwood's term of office for a further year to 31st July 2025.

3.3 The Committee discussed Luisa Vecchio's and Dennis Buckley's coming to the end of their terms in office. Dennis recently attended a Curriculum and Quality Local Group meeting at CBC and is happy to join that group. He is also open to joining Audit as a co-opted member of the Audit Committee if there are still recruitment gaps.

The Committee recommends for approval to the Board for Dennis Buckley to become a co-opted member of the Audit Committee for a term of 1 year and to join the CBC local group.

The Committee discussed Luisa Vecchio, and The Group Director of Governance will speak with Luisa about potentially joining the CBC Curriculum and Quality Local Group.

The Committee expressed thanks for their support and contribution to the Board and TBCG during their terms of office.

3.4 The Committee noted that the gender and ethnicity profiles did not match the student profile, which was the benchmark set and discussed the current recruitment campaign being led by Gatenby Sanderson which will hopefully help rectify both the diversity profiles and the current skills gaps. It was confirmed that this would continue to be a key focus for the Committee in the coming year.

3.5 The Committee discussed in detail the acceptable attendance figure for governors, it was noted that 100% attendance may not always be achievable due to members' busy lives, and a benchmark of 75% or above was considered more realistic. The importance of quality engagement in meetings was emphasised over high attendance. The Committee agreed that any attendance falling below 70% would prompt a discussion with the Director of Governance and that membership percentage would be measured over the last 12 months of meetings.

3.6 The Committee approved the role description and person specification and noted the reports.



G/4/24 External board review, action plan and self-assessment strategy

The Chair of the Committee introduced the agenda item and summarised the papers, which included:

- An introductory paper
- The External Board Review (EBR), written by Rob Lawson.
- Papers from the Chair of the Corporation reflecting on the quality issues from the spring term
- The EBR action plan
- A draft Corporation review strategy for 2024-2027

The Chair of the Corporation summarised his papers, which included his agreement with the EBR recommendations.

Questions and discussions

4.1 The Committee discussed in detail the EBR report recommendations and noted that TBCG's governance is at a critical point, and the traditional approaches may not be effective given the current size and complexity of TBCG. The EBR report highlighted the need for more time for governance, and the focus will be on ensuring that issues are raised to the Board in a timely manner to provide executive information and assurance. The Committee reflected on the need to increase the governance momentum to be more responsive throughout the year, beyond the limitations of the current Board meetings. The Group Director of Governance, CEO and incoming Chair of the Corporation are meeting to discuss the work plans with input from the Executive Team and will present to the Board by July.

4.2 The Committee discussed in detail the need for transparency and openness in reporting to rebuild governors' trust following the discovery about governors not receiving a complete picture during the November SAR. A governor enquired whether the senior leadership team perceives the Board as a safe place and critical friend.

4.3 The Committee discussed recruitment in detail, especially the gender gap. It was confirmed that this would continue to be a key focus for the Committee in the coming year. The Committee questioned the point in the review, which highlighted the need for a governor with HR experience as the skills are on the Board; it was likely because the governor was appointed with HR experience after the review had started.

4.4 The Committee discussed the mixed feedback received during the review on induction and training and ***asked for induction and training to be a standing item on the Governance Committee agenda for the next year, especially in light of the recruitment drive currently happening. Action RN***



4.5 The Committee discussed the need to ensure that the right people are on Board to ensure effective governance at TBCG and noted that the current academic risk structure was seen as too high-level and had not worked as effectively as it should for the Curriculum and Quality Committee. ***The Group Director of Governance and the chair of the Curriculum and Quality Committee will work with the CEO to improve the academic risk structure. Action.***

4.6 The Committee approved the Corporation Review Strategy vision for 2024-2027.

4.7 The Committee discussed in detail the three competency frameworks for governance, the corporation chair, and the governance professional that have been published by the Education and Training Foundation (ETF). After discussing, the Committee agreed that these documents would be useful for self-reflection before the chair's one-on-one discussions with governors, and for appraising the chair and governance professional roles.

4.8 The Committee noted the reports, and agreed to recommend approval of the EBR to the Board which will be presented to the Corporation by the reviewer, Rob Lawson on 17th June.

G/5/24 2024 -2025 planning

The CEO introduced the agenda item and presented to the Committee draft work plans for 2024 -2025 which included:

- the aim of ensuring the Corporation and committees are able to receive executive information and assurances for strategic governance in a timely manner to be effective.
- Each Committee Chair reviewed the plans and provided comments.
- A planned away day on January to be discussed and decided on if a two-day programme would be more beneficial.

Questions and Discussion

5.1 The Committee reviewed the current membership of the committees and noted the incoming changes will be included over the coming weeks to include the outcomes of the recruitment campaign.

The Committee noted the work plans.

5.2 2024-2025 calendar

5.2.1 The Committee discussed the calendar, noting it is a draft and ongoing work to be done by the Group Director of governance and the CEO. A calendar of planned meetings will be presented to the Board later.



G/6/24 Governance Structure mid trial review

The Chair of the Committee introduced the agenda item and summarised the report on the mid-trial review of the Curriculum and Quality Local groups. These groups have been in place for a year, with the trial period agreed upon for two years.

Questions and Discussions

6.1 The Committee discussed the goals of the local groups, which aimed to improve education standards and success across the group. They emphasised the importance of prioritising the quality of education. The Committee also highlighted some of the successes and positive developments observed during the first year of the trial, including the ability to address local-level risks, increased oversight and assurances regarding stakeholder engagement, curriculum plans, and quality, as well as improved access to input from students, staff, and the community.

6.2 The Committee commented on the positive outcomes seen from the opportunities for increased staff and student engagement, noting the lesson drop-ins as being particularly insightful.

6.3 A survey was being conducted to assess the effectiveness of the local groups structure. The Committee proposed that once the results were in, the Group Director of Governance and the Chair of the Curriculum and Quality Committee would review the terms of reference for the local groups.

The Committee noted the report.

G/7/24 Any Other Business

The minutes of the previous meeting were agreed as an accurate reflection of the meeting.

Meeting ended at 6.52pm