

**Minutes of the Governance Committee meeting
9 June 2025
Boardroom, Bedford
15:00**

Members Present: Sheila Selwood (Chair)
Richard Dimbleby
Luke Ferebee
Yiannis Koursis (CEO)
Alasdair Simmons (Corporation Chair)
Cliff Wragg

In attendance: Sara Gonzalez (Senior Governance Coordinator) (Minutes)
Rachel Nicol (Group Director of Governance)

G/07/25 Apologies for absence and declarations of interest

Apologies: LJ Rawlings (authorised leave of absence)

Declarations of Interest: No declarations of interest relevant to matters on the agenda presented.

G/08/25 Matters arising not covered elsewhere on the agenda

The Group Director of Governance (DoG) brought the Local Groups ToR and one-pager feedback document to the attention of the Committee. These two documents will be shared with this and the C&Q Committee. The terms of reference will be finalised as part of the review of the constitution.

Regarding the internal attendees for the local groups, it was discussed that either the Executive Director or Curriculum or the Executive Director of Education should be in attendance.

Regarding the Action log, item 92 (succession and contingency planning in senior roles), it was requested to amend the responsibility from Governance to Remuneration. It was also agreed that the CEO will share a report on the subject in the next meeting.

The issue of regulatory requirements about recording Accounting Officer responsibilities was raised. The CEO and committee members confirmed that the responsibilities were well understood.

ACTION: Director of Governance to share the ToR for local groups with the Chair of C&Q and the CEO as part of the consultation on amendments to the constitution,

ACTION: DoG will add the topic of ‘Buddy/mentor’ to the next Corporation meeting (9th July) for existing Governors to support new Governors from September.

G/09/25 Recruitment composition and performance

The Committee summarised the current situation and the roles that must be filled. They also discussed the roles of those Governors that have moved from full time to co-opted committee members, staff and student governor positions and the overall plan for next year.

The Committee focused next on the recent recruitment campaign and process. The Committee had been provided with an overview of the process and assessment methodology.

They questioned:

- The new members must have relevant backgrounds but they should be more interested in being an active part on the Board.
- The new members should have the bandwidth to take on the responsibility of being a governor at TBCG. Members noted their concern that some of the candidates would already have very busy agendas, and questioned whether this would impact on their attendance and contribution to governance, and on their ability to also join committees and/or take on other additional meetings as they may arise. Assurance was given that all candidates had confirmed their capacity.
- There should be a balance of local, regional and national profiles in the Board.
- Ideally, the proposed co-opted member will be developing for 12 months before taking a governor position when one becomes available.
- The recruitment process and questions over whether all relevant information was transparent.

The Chair of the Board presented the proposed committee structure; he would need to discuss new positions with the individual governors, as well as finalising the recruitment process (after the 9th July).

The Chair of the Board also flagged that there is no current proposal for the role of Chair (in 2026/2027) with conversations ongoing.

The DoG pointed out that the Corporation has previously agreed role descriptions for key governor roles and these should be available to governors to be upfront with them.

Regarding link governor positions, the Chair explained the proposal that roles are given to full governors and co-opted members, which is a new situation. **Therefore, it was approved to trial for a year the appointment of both full and co-opted members to**

link governor positions if appropriate, inviting co-opted members to the Board when relevant information is being discussed.

Regarding the Governance Dashboard, the Committee agreed that it is a positive addition to the pack but discussed amendments needed in order for it to have even more impact. The report needs to be updated to match today's data.

There is a governor engagement policy that includes the requirement to inform the DoG when governors are attending events or activities with TBCG. Not all governors or members of the management team notify the DoG and there was a debate on the purpose it is trying to achieve and on keeping it or removing it as a process. **It was agreed to keep it and to make sure it is mentioned during the induction session on the 24th September.**

ACTION: The DoG will request the Executive Director of Student Experience & Inclusion to support with identifying relevant link governor training in safeguarding, SEND and EDI in particular

ACTION: for DoG to check with co-opted members if they should continue next year

ACTION: DoG to amend the annex A tables to remove non-Board members.

ACTION: Chair of Board to call the recruitment agency and consider next steps.

ACTION: Chair of Board will start the private discussions with Governors (re: Chair position) in the beginning of the year (Sep 2025).

ACTION: Director of Governance to draft and present specific JDs for the Link Governors

ACTION: Senior Governance Coordinator to amend the committee structure to reflect that LJ Rawling is the Career/Student Experience Link Governor.

ACTION: Senior Governance Coordinator to add the CEO attendance to the graph (Governance dashboard).

ACTION: It was agreed that a new standing item be added to 2025/26 board agendas, namely *Governor's feedback on college/regional/national events attended (either as a Governor/Link Governor)* - verbal item

G/10/25 2025/2026 planning

The DoG took the report as read and focused on the information presented on the annexes.

- The Calendar needs to be amended (actions noted below) and shared with the rest of the Corporation ahead of the meeting on the 9th July in order to get their approval.
- Chair of the Board has suggested an easier to understand workplan for next year and the DoG and the Senior Governance coordinator will be presenting it on the 9th July.

- The Chair of the Board would like to have a session with the Governors to review how they believe the time at the Board meetings should be spent (time allocated for certain conversations, etc).
- The Committee discussed the scheme of delegation between committees as well as the benefits of having strategic offsites to understand better. The Committee also agreed the RAG rating is a great tool as it summarises the topics, notes and actions for each Committee.

ACTION: Chair, CEO and DoG to prepare for the creative session in September

ACTION: Senior Governance Coordinator to add another Remuneration Committee meeting on the 2nd October

ACTION: Senior Governance Coordinator to remove the BCS meetings from the calendar.

G/11/25 Weston reflections – paper for information only

The DoG took the report as read and outlined the work done in response to the report on Weston. The Committee discussed that there were findings in the report that TBCG need to use to review our formal processes and prepare for our Remuneration Committee meeting in October.

The Group discussed the right timing for appraisals and objectives setting for the SPH.

It was noted that SPH targets fall into two categories - performance and developmental. It was agreed that SPH performance targets will be ready by September and brought to the Remuneration Committee October meeting, with developmental targets and a review of quantitative achievements and any other targets that could not be set in September coming to the Remuneration Committee meeting in November. This will also include all relevant appraisal paperwork.

The Weston report was discussed and agreed that the annual remuneration report that the Executive Director of Organisational Development and People presents to the Committee is more detailed than the one we should be publishing online but that we should look at reformatting to ensure it can be published to comply with the Colleges Senior post-holder Remuneration Code.

ACTION: The DoG will review the requirements of the Code around publication and work with the Executive Director of Organisational Development and People to agree a report for publication.

G/12/25 Minutes of the meeting 13th February 2025

The minutes of the previous meeting were approved.

G/13/25 AOB

There was no other business to be discussed.