

**Minutes of the Governance Committee meeting held on
Thursday 14th November 2024 at 17:00
Bedford College CT503**

Governors Present: Alasdair Simmons
Luke Ferebee
Richard Dimpleby
Sheila Selwood (Chair)
Yiannis Kouris (CEO)

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

G/8/24 Apologies for Absence and Declarations of Interest

Apologies

Apologies were received from Cliff Wragg (leave of absence)

Declarations of Interest

No declaration of interests

G/9/24 Matters Arising not Covered Elsewhere on the Agenda



The Group Director of Governance (GDoG) raised the question on whether to recruit a new independent member to the Committee having regard to the current wording of the Terms of Reference. CEO and Members agreed this could be a professional growth opportunity for existing members and therefore there should be an open invitation to external governors. Changes to the terms of reference to make them more flexible around membership will be considered but an additional independent member was considered to be beneficial so individuals will be encouraged.

Although he did join all the meetings, the previous CEO was not a formal member of the Committee. The Committee discussed and agreed that the current CEO should be a formal member of the Committee.

The members noted the clarity and well-written papers presented to this Committee. The GDoG requested feedback on best practices when creating the packs. It was agreed that the annexes should be part of the pack as sub papers. Following other feedback received on papers presented to other committees the Committee agreed a number of points in principle;

-Appendices should remain as they are, i.e sitting under the relevant report within the portal for ease of reference and reading

-Papers should continue to be shorter and more strategic with executive summaries focusing on key issues, actions and impact

-Risk referencing to be included with references to the relevant strategic pillars

-Executive members to be identified by role on agendas. Executive members leading on papers will be included as participants on meeting invites but other executive members can also attend and have access to the annual calendar.

-Wording on papers would be "Governors approved that the paper provided assurance... rather than "governors being assured" because it was agreed that papers are just one element of the assurance picture.

ACTION: to send an open invitation to current members to express an interest in joining the Governance Committee

ACTION: Only mandatory presenters will be invited to the committee meetings as Team Engine (TE) does not allow for 'optional' invitees

G/10/24 Governor recruitment, induction succession planning and composition

The Group Director of Governance requested the support of the Committee in active board development and succession planning. She showed the following data to the Committee:

- Composition and membership
 - EDI profile of governors from the last workforce returns at 31 July 2024
- Meeting attendance of the corporation members for 2023-24
 - To this point, the Group Director of Governance flagged that the attendance to events is not formally reported on in the accounts but records are kept internally.
- Induction and training process
 - To this point, the GDoG flagged that two Governors are missing mandatory training
 - There are some non-mandatory training modules also available to governors
- Skills matrix scores, which are audited upon joining.

The GDoG added that thanks to the collaboration of current Governors this summer's recruitment and induction processes were very successful. The Governance team is organising, based on governor feedback, 1:1 sessions for governors with the Executive Director of Human Resources, the Deputy CEO and the CFO for January.

At the end of this year (July) SS will have completed her term of office including extensions for exceptional circumstances and will step down. It is pressing to start planning the recruitment to manage the loss of skills including the safeguarding link role requiring specific skills. LF will complete his 4th year and it is due to be confirmed if he will stand for re-appointment for a further 4-year period. To this, LF mentioned that he will speak with the Chair and is planning on continuing as a governor if it fits with commitments.

The reason for the EDI data being less positive than expected is the fact that Governors either left or moved to co-opted membership where data is not returned and new governors have not yet been included. HR will assist in the collection of data at the December board meeting.

A Governor, CW, is currently absent due to medical reasons and the Committee wished him well. In order to support the committees, he chairs and supports, AS will be chairing Resources Committee on his behalf and RD will be chairing the Bedford C&Q Local Group. The Group thought of alternatives for the year in case CW cannot join the meetings and progress will be monitored.



ACTION: SG to collate the number of College's activities that Governors are engaged with on top of the meetings.

ACTION: RN and YK To develop the link governor role descriptions and ensure roles are allocated

ACTION: For the Governance team (SG) to continue the work with the LMS team so the training portal for the Governors is tidy and clear.



G/11/24 Governance action plan and self-assessment proposal 2024-2025

The Group Director of Governance summarised the Governance action plan which was approved by the Board on 17 June 2024. This was following consideration of the External Board Review carried out by Rob Lawson during 2023-2024.

The proposal for 2024-2025 activities reflected on the current position and the recommendations in the EBR. Activities proposed included:

- 1:1 conversation between the Chair and governors, supported by the Group Director of Governance. A draft 1:1 form was included within the appendices for reference folder and the Committee was invited to make suggestions for simplification.
- Committee reviews based on an assessment by members of the performance against terms of reference (similar to that used annually by the Audit Committee-copy of 22-23 assessment in the appendices for reference folder for illustrative purposes)
- Short survey to Corporation members in the summer to comment on progress against action plan, identify any new areas for improvement, assess the cohesiveness and inclusivity of the Board and identify training priorities
- Chair's review
- Trial end review of local curriculum & quality groups

The Committee reviewed the plan, progress and proposal. The GDoG will work with the Chair of the Committee to agree survey questions and format of each exercise in due course.

There was no further feedback on the documents presented and the Committee agreed to recommend the proposal and share progress against the action plan with the Board.

ACTION: SS to share the questions / points they used previously for 1:1 conversations with AS.

ACTION: AS to have two series of 1:1s with Governors.

ACTION: SG/RN to share the centralised document with Alasdair.

G/12/24 AoC compliance and Statement of Corporate Governance and Internal Control (SCGIC)



The Board has previously confirmed that it will report against the AoC code (“the Code”) on a comply or explain basis each year. Most recently the Board had adopted the September 2023 version of the Code. To that end, the Committee was presented with a comprehensive document by the GDoG that illustrated how the Board complies with each section of the code, demonstrating at each step numerous ways in which compliance is achieved, and how practice might be improved further, with actions to be taken forward as part of our Action Plan.

Following discussion this is recommended by the Committee to the Board to form part of the assurance given to them in signing off the Statement of Corporate Governance and Internal Control (“SCGIC”). The Committee also received and reviewed the relevant extracts from the annual SCGIC that have been amended to take into account reporting requirements in the Colleges Accounts Direction 2023-2024.

Having reviewed the draft SCGIC and subject to any amendment recommended by the auditors or the Audit Committee the statement was recommended for approval to the December board meeting,

A further discussion took place on whether the College should continue to report against the UK Corporate Governance Code in so far as it is relevant to the sector. On balance, considering the consultation carried out by the DfE and proportionality in carrying out a compliance exercise it was agreed that no further statement to be made with regard to having regard to the UKCGC, in anticipation of further guidance on this matter from DFE.

G/13/24 Governance Structure mid trial review of local curriculum & quality groups



The Committee considered a comprehensive report reviewing the performance to date of the Local C&Q groups, and issues noted for improvement.

The student voice and the Principal's reports are considered the most noticeable improvements, adding value to the structure. The objective of increasing focus on curriculum planning and the skills agenda are areas for further work, in supporting the work of the Group Curriculum and Quality Committee.

After discussion it was agreed that there is a need to simplify the ToR of the local groups for the remainder of the trial, with a sharper focus on quality and adding value (ex.g quality, curriculum evidence and the student experience).

ACTION: RN and YK will work together, liaising with Chair of Curriculum and Quality Committee to create a business plan for this year for the local groups, along with a ToR review, with the drafts to be sent by email to this Committee in the first instance.

G/14/24 Any Other Business

The minutes of the previous meeting on 6 June 2024 were agreed as an accurate record of the meeting.

The Committee approved that all the papers offered assurance.

SUMMARY OF AGREED ACTIONS:

- **To send an open invitation to current members to express an interest in joining the Governance Committee**
- **Only required presenters will be invited to the committee meetings as TE does not allow for 'optional' invitees**
- **SG to collate the number of College's activities that Governors are engaged with in addition to the meetings.**
- **RN to develop the role description for link governors with YK before the Board meeting in December.**
- **For the Governance team (SG) to continue the work with the LMS team so the training portal for the Governors is tidy and clear and reports can be ascertained.**
- **SS to share the questions / points they used previously with AS.**
- **AS to have two series of 1:1s with Governors.**
- **SG/RN to share the centralised doc with Alasdair.**



- **RN and YK will work together, liaising with Chair of Curriculum and Quality Committee to create a business plan for this year for the local groups, along with a ToR review, with the drafts to be sent by email to this Committee in the first instance.**