

**Minutes of the
Governance Committee held in person on
Thursday 4th May 2023 4:00pm - 7:00pm
Tower Board Room at Bedford**

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

In attendance: Ian Pryce (Principal and Chief Executive)
Rachel Nicol (Group Director of Governance)
Natasha String (Senior Governance Co-ordinator) (minutes)

G/30/23 Apologies for absence and Declarations of Interest

There were no apologies for absence and no declarations of interest relevant to the matters on the agenda.

G/31/23 Matters arising not covered elsewhere on the agenda

The Group Director of Governance updated the Committee on the Code of Conduct circulated in April and informed them an updated draft will be circulated by next academic year.

No other matters arising not covered elsewhere on the agenda.

Alasdair Simmons arrived 16:10

G/32/23 Presentation on Governance Structure review

The Group Director of Governance presented a first proposal for the governance structure for 2023 -2024, which included extensive research of governance structures in the sector. The Proposal included local groups that focus on quality and stakeholder engagement, student voice and local skills.

Proposed structure options considered:

- to maintain an inclusive group approach and avoid 'silo' working within the group.
- to avoid excessive governor and executive workload and maximise effective and balanced contribution
- to have a structure that promotes effective decision making and ensures inclusivity and good communication at board level
- to have board focus on key areas such as Apprenticeships and HE.
- to ensure effective governance and assurance on quality and engagement across the newly merged group

The committee discussed the considerations of the proposed structure options presented.

Key discussion items:

- The importance of Resources Committee. The Committee expressed concerns that it was not included in the draft proposal. A key desire throughout the discussion was to streamline governance and to avoid silos, the Committee questioned if a structure without a Resources Committee but more board meetings could provide sufficient oversight of this area.
- Channels of communication and board engagement were discussed at length, the need for the board to be informed being high priority. The Committee questioned how this would work, The Group Director of Governance answered that the input would funnel out with a board member on the local groups, spreading participation across the structure to aid inclusivity and engagement. **Further work will be done on how the local groups report into the Corporation.**
- A centralised approach with less committees and more full board meetings was discussed as an alternative and the Committee questioned if this would negatively affect attendance. A discussion around engagement and perception of attendance followed.
- The Committee questioned how many externals and internals would be needed to support the structure and what it would look like. Would one member from the Board be enough for the local groups? The Group Director of Governance provided details on governor workload research, which surveyed 178 governors across the sector. She suggested more student focused engagement could be achieved through learning walks and tours as opposed to increasing the number of formal meetings. A need for streamlined reports was commented on to help with workload especially for the executive team.
- The need to recruit and the importance of inclusivity and members having a voice to engage in big ticket items was discussed. It was questioned if there are more papers that the whole board need to be engaged on.
- Considerations should also be given to the local chairs, support offered via the current QSA chair. **Clear terms of reference for any newly formed groups will be created.**
- HE and apprenticeships to continue to have board focus
- The buy in of the new CEO was raised and discussed. The Committee felt waiting for succession would not be the best course of action, that the structure was a matter for the Board to determine and that it is on a trial basis.

A year trial was proposed, the Committee discussed the time frame and the need to review and adjust and considered it would need longer than a year to embed.

The Committee decided to support the proposed structure, further work will be done on how the local groups report to board levels. It was agreed that resources, audit and governance should be dealt with at Group level.

The Group Director of Governance proposed presenting the structure in an online meeting in June for all board members to have the opportunity to have an input into the development of the structure before the proposal goes to the board in July for approval. The Committee agreed and a date will be confirmed at the end of the meeting.

Break 17:23 – 17:32

G/33/23 Recruitment, succession and board position

Feedback was shared with the Committee regarding a resigning governor and an exit interview with the Director of HR. The Committee reflected on this and discussed in detail. Inclusivity was noted as an area for the Board to focus on. The Committee reflected on behaviors, governance arrangements and individual perceptions. Committee members questioned what can be learnt from the recent feedback, and a discussion around the best use of people and skills, how to encourage engagement and ensure members feel valued.

Attendance was noted as lower than would be wished for; the individual personal circumstances of a number of governors was noted. Nonetheless attendance should be closely monitored in the coming year.

Board positions

The Group Director of Governance asked if the Committee supported Vinod Tailor's decision to stand down as Governor and not stand for another four years. **The Committee supported the decision and expressed their hopes that he will continue to have involvement in the new localised groups should the structure be taken forward.**

Cliff Wragg stepped out.

The Committee discussed Cliff Wragg coming to the end of his first four-year term in office and the Committee agreed that they would support a further four-year term to the Board in July.

Cliff Wragg returned

Sheila Selwood's second four-year term of office is coming to an end. Sheila offered a further year as a governor if required.

Sheila Selwood stepped out

The Committee discussed, highlighting Sheila's extensive FE experience and skills. **It was agreed that the Committee would recommend a further year's term in office to the Board in July.**

Sheila Selwood returned

The Committee asked if she would also be willing to stand for a further year as **Safeguarding Governor, Sheila agreed and this will also be recommended to the Board for approval.**

Allan Schofield's term of office is also coming to an end and the committee was asked to discuss extending until December 2024.

Allan Schofield stepped out

The Committee discussed the timeline for extension. The minutes of the Board meeting on 13 October reflected the resolution to extend the Chair's term of office for 1 year to 31 July 2024 under exceptional circumstances. The Committee agreed the need and benefit of the Chair's extension to help with CEO succession and to give some stability internally. The question of how a further extension to December 2024 would be justified was raised and discussed, including issues such as the robustness of the plan for succession to both the Chair and Vice Chair roles, the level of experience in place and the need to stabilize the incoming team.

Luke Ferebee left the meeting 18:24

The Committee had a detailed discussion on appropriate engagement between the Governors and the incoming CEO. It was agreed that stability is needed moving forward but the benefit of this would come from the Chair Designate and the incoming CEO engagement.

The Committee agreed that there was no reason to undermine the resolution made by the Board in October extending the term of the Chair to 31 July 2024. Formal ratification will now be sought for:

the appointment of Alasdair Simmons as Vice Chair for 1 year from 1 August 2023 to 31 July 2024 and as Chair from 1 August 2024 to 31 July 2026

The appointment of Richard Dimpleby as Vice Chair from 1 August 2024 to 31 July 2026. Alasdair Simmonds (Chair Designate) should be included in conversations with the incoming CEO for consistency

Allan Schofield returned

Recruitment

The Group Director of Governance was please to inform the Committee that the skills matrix had seen a rise, especially in technology skills, with the inclusion of new CBC governors.

The Board noted that there is a need to focus on recruiting more female governors and on recruiting governors from Northampton. The Group Director of Governance will work with a network of people for the local area to ensure effective recruitment and succession to the board.

G/34/23 Board evaluation and areas to improve update

The Committee received a report outlining the progress to date with the agreed areas of improvement.

An external evaluation will take place in the Summer Term 2024. The Group Director of Governance, in discussion with the Governance Committee Chair, researched potential candidates and put forward three to the committee. The Committee agreed that initially one will be taken forward to establish costs, methodology and scope.

The Group Director of Governance proposed for this year's internal evaluation to be a questionnaire that focused on a review of the merger process, the succession process and questions that would enable the development of the governance structure. ***It was agreed and the questionnaire will be sent out to Governors in the coming weeks.***

G/35/23 Governance workload for information

The Group Director of Governance provided a table report that outlined the key elements of the workload for the Group Director of Governance and the Senior Governance Coordinator.

The Committee noted the report and that the report was helpful in illustrating the wide scope of work involved in administering governance in BCG.

Faheem Mir left the meeting 18:44

G/36/23 Any other business

The Committee agreed the proposed next meeting date was not needed, instead a Board meeting would be held online: 20th June, for the proposed structure to be presented to the whole Board and to enable further discussion that included input from the whole Board.

Meeting ended 18:48