



STRATEGY, GOVERNANCE AND SEARCH COMMITTEE

Minutes of an Extraordinary Part I Meeting

Held on Zoom on Wednesday 13 March 2024 at 5pm

		<u>Meeting Attendance</u>
Present:	Paul Britton	(4 out of 4)
	Tina Coates	(3 out of 4)
	Rob Lewis	(4 out of 4)
	Gillian May (Group Principal & Chief Executive)	(4 out of 4)
	Ian Thomson	(4 out of 4)
	Angela Wellings	(2 out of 4)
Apologies:	Pippa Goodwin	(1 out of 3)
In attendance:	Tracy Reeve	Director of Governance (4 out of 4)

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No

1. **Apologies for Absence**
Apologies had been received from Pippa Goodwin.

2. **Notification of Any Other Urgent Business**

There was no other business notified.

Ofsted Inspection Update: The meeting received a short verbal update on the ongoing Ofsted Inspection; the College was now at the end of Day 2. The CEO informed the meeting that the Leadership & Management Lead Inspector had looked at the Senior Postholder Performance Development Reviews (PDRs) and had been impressed with how they linked to the College Strategic Map. There had also been great feedback from Civic and Community partners on the impact of the College. SG&S Committee Members who had been in the Ofsted meeting earlier in the day confirmed that the questioning had been robust but with a positive tone.

AW sought assurance on the work that would be needed in relation to the College HR records; GM confirmed that this would require some additional work.

The update was NOTED

Succession Planning for the Chair: The meeting agreed that it would also discuss succession planning for the Chair role as AW would be leaving the College Corporation at the end of her current term of office (31 July 2024).

3. **Declarations of Interest**

No Member declared a conflict of interest with the agenda.

4. **Minutes of the Previous Meeting held on 7 February 2024**

The Director of Governance confirmed that these would be carried forward to the next timetabled meeting of the Strategy Governance & Search (SG&S) Committee but they would be taken to the Board for information on 20 March 2024.

5. **Matters Arising from the Previous Meeting held on 7 February 2024**

Formal report deferred until next meeting.

The Director of Governance confirmed that all matters arising had been actioned or were on track for timely completion at their due date.

ITEMS FOR APPROVAL

6. **Board Membership**

The Director of Governance (TR) presented a paper which detailed the Members of the Corporation with cessation dates and sub-committee membership. Governors were reminded that the current Board membership of TWFCG was determined at 18 members, but TWFCG could have up to 20 Corporation Members.

○ Membership proposal – Louise Fellows

The meeting was reminded that there were two governors who were coming to the end of their second term of office during the current quarter: Angela Wellings and Pippa Goodwin. AW would be stepping down as Chair when she finished her term on 31 July 2024 and Pippa Goodwin would be leaving the WFCG Board at the end of March 2024.

The SG&S Committee were asked to consider the appointment of **Louise Fellows (LF)** as a Corporation member of TWFCG. The Director of Governance (TR) confirmed that this appointment would fill the identified skills gap for a governor with current IT/ digital/ cyber/ AI expertise (as minuted at Strategy Governance & Search Committee on 7 February 2024).

The meeting considered LF's CV. Louise was a business leader who had over 25 years' experience within the IT/ Teleco & Software industry. Louise had held senior roles at Softcat, VMWare and Telefonica/ O2 over the last ten years working in Public Sector focussed roles and is experienced at working with local communities and SMEs. TR also highlighted that LF was Chair of Governors at BCA for a short period (January to December 2016) but left the role when she re-located to Devon. Now back in the locality her current role was Vice President (Northern Europe) for HashiCorp a software company focussed on providing 'a suite of multi-cloud infrastructure automation products'.

LF had experience working as a Board Chair with Young Enterprise in Devon and had previously been a board member on several local boards, including Slough Aspire, Slough Business Community Partnership and Slough Skills & Enterprise. The meeting was assured that LF understood the local skills agenda and was passionate about FE. The appointment of LF would also enable the WFCG Board to maintain the existing 50/50 split on gender of external governor membership once AW and PG left the Corporation. TR suggested that LF should also become a member of the Resources Committee which would bolster the membership of the committee. The meeting agreed that LF's experience and IT background would meet a specified skills need and the meeting was assured that LF had made a strong contribution to the work of the Thames Valley Chamber of Commerce.

The Chair (TC) suggested that whilst she had no wish to interfere with this proposed appointment there was a need, for the future, to formalise the appointment process for governors at TWFCG to include a formal interview. This would enable the Board to have a formal process and selection criteria to take forward improving Equality Diversity and Inclusion (EDI) on the Board and succession planning. The meeting discussed the potential barrier of governance roles being unpaid. The CEO/ Group Principal (GM) asserted her belief that the barriers to offering remuneration for governors was a blocker to fully inclusive recruitment. Governors (RL) suggested that the Mirror Board would hopefully improve the diversity of views being considered within governance decisions and might provide a pipeline for future governor recruitment. The meeting agreed that this would hopefully be an outcome but it would take time and not produce an 'overnight change'. The Director of Governance confirmed that although some Chairs roles were remunerated, this was limited – currently only five colleges – and complicated to secure permission for.

The meeting agreed that a starting point would be to clearly map the current WFCG Board needs in relation to skills and EDI and then set a clear target of what the Board of WFCG was aiming to achieve. The Director of Governance (TR) confirmed that the Skills Audit – as approved by SG&S Committee on 7 February - was being taken for approval to the WFCG Board on 20 March and would be issued to all current governors by Friday 19 April (this allowed a week after Easter for the technical formatting of the questionnaire). TR also suggested that the Board should use co-opted governors more within the committee structures to add diversity to the existing board. Governors suggested that the Board should also investigate options for targeted advertising of future governance roles in ethnic minority publications. TR highlighted that the stakeholder mapping exercise which was being undertaken within the Mirror Board project would give the Board a clearer view of

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No

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currently underrepresented views.

The meeting AGREED to RECOMMEND the appointment of Louise Fellows as a member of the Corporation at TWFCG to the Board (20 March 2024) for a 4-year term of office commencing 1 April 2024; and as a member of Resources Committee.

It was AGREED that:

- i) The appointment process for governors at TWFCG should be formalised into a process/ policy which should be applied for future applicants.**
- ii) The Skills and EDI audit of current governors to be issued after the Easter break (by 19 April 2024) with a summary of responses to the next SG&S Committee meeting in June 2024; to enable an action plan in relation to any identified gaps to be developed .**
- iii) Specialist advice to be sought from Mirror Board consultant on the options for targeted advertising of future governance vacancies in relation to the WFCG Stakeholder Map.**

TR

TR

GM/ TR

7. 'Mirror Board' proposal

The CEO/ Group Principal (GM) presented a paper which included proposals for Stage 2 and elements of Stage 3 of the Mirror Board Project received from the external consultant (SR) at 'Inclusive Transformations Ltd.' The meeting noted that Stage 2 covered the following work: 'Develop and gain Board level commitment to the Mirror Board structure including support for reverse mentoring and Cultural Intelligence Training'. Stage 3 was to 'Design and facilitate the mirror board selection process'.

The meeting considered the proposed structure

- **Proposed membership and structure:** The meeting noted that the College had provided feedback to SR on the WFCG external stakeholders that should be included in the membership of the Mirror Board.
- **Governance:** This aligned the Mirror Board to the existing Standing Orders of WFCG and made a clear distinction between Mirror Board Membership and governance roles.
- **Mirror Board agenda:** It was noted that the Mirror Board would meet seven days before the main Corporation meetings. The Chair and CEO would select one or two key items from the main agenda for the Mirror Board to review in detail with the expectation that Mirror Board members would:
 - review decisions through an equality and inclusion lens
 - provide constructive feedback and challenge
 - gain experience of board level decision making
- **Feedback to Corporation:** Two Mirror Board members would volunteer to report back their feedback to the Corporation meeting the following week.
- **Payment & Expenses:** This would be the same as the current Governors' Policy; payment for travel, childcare and any caring responsibilities will be covered. **SR had suggested that the Corporation might want to define an upper limit on these payments.**

Cultural Intelligence (CQ) Training: The meeting discussed and commended the proposed Cultural Intelligence Training which Governors and Mirror Board Members would both undertake. Governors felt that this would be a useful training exercise for all involved.

Reverse Mentoring: The meeting noted the proposals for reverse mentoring sessions between Governors and Mirror Board members to enable them to share their lived experience and develop a mutually beneficial mentoring relationship.

The SG&S Committee considered the following items which had been drafted for review:

- Advertisement/ publicity for the WFCG Mirror Board
- Draft job description/ role specification

- Draft application form [with equality monitoring form]

The meeting noted that building on the contents of this paper, the Director of Governance would work with the Exec Team and SR to draft proposed terms of reference for the Mirror Board – which reflected the core elements of the Corporation's standing orders. An in-person planning session, facilitated by Shahana Ramsden would take place at Langley College on 26 March 2024. The purpose of the session would be to:

- Co-design success measures and ensure they are built into the programme
- Finalise Step Three of the Mirror Board programme
- Consolidate design of the Board Development programme - Step Four

The following people would be attending this meeting: Group Principal/ CEO (GM), Director of People (SB), Director of Governance (TR) and the Principals Sixth Form (AD) and Further Education (AE).

The meeting commended this paper which made the Mirror Board proposal much clearer in structure and purpose. The cross-sector learning from the NHS was applauded and SG&S Committee members were excited about the project and the positive impact on governance at the College. The Committee Chair highlighted the current profile of the Governing Body at WFCG with 61% female representation and the meeting discussed whether the Board and management team accurately reflected the staff or student body. GM asserted her belief that some staff might want to see more diversity in the leadership of the college. AW suggested that the Board needed to be 'brave' taking this project forward as encouraging diversity of thought from the Mirror Board might challenge the Board.

It was AGREED that the Mirror Board proposal as presented should be taken forward to Corporation for consideration with a recommendation for implementation from SG&S Committee.

**Refer to
Board**

8. Any urgent business

- **Succession Planning for Chair of Governors**

The meeting discussed the best way of moving forward to find a successor for when AW left her role as Chair of Governors (31 July 2024). The Director of Governance highlighted her recent discussion with other governance professionals who had made her aware of the potential pitfalls of going out to recruit an external chair. The CEO also suggested that it would be better to maintain some continuity and seek a new Chair from the existing membership. TR highlighted the need to ensure that anyone appointed should have sufficient remaining tenure to take on the role for the two-year period.

After discussions the meeting agreed that the team dynamic was now strong post-merger and this would be enhanced by the appointment of an internal Chair. The Director of Governance informed the meeting that following discussion at the last SG&S Committee (7 February) she had taken legal advice from Eversheds on the possibility of appointing Joint Chairs. TR presented the advice from Eversheds which had been against the appointment of Joint-Chairs for the following reasons:

- the risk of confusion about which of the incumbents is Chair at any particular time
- the risk of disagreements between the Joint Chairs
- potential inefficiencies arising from having more than one Chair

The meeting agreed that there was sufficient talent and experience within the existing membership to appoint a chair internally.

The Committee Chair sought clarity on whether a replacement 'joint' Vice-Chair should be appointed when Pippa Goodwin left the Board. The Director of Governance (TR) suggested that as this role had been created at merger to accommodate incoming BCA Governors, there was no need to replace this role. Governors agreed to recommend the deletion of this joint Vice-Chair role which had never been needed during the last 18 months.

It was AGREED that the SG&S Committee should RECOMMEND to the Board that:

- The Corporation Chair from 1 August 2024 should be appointed internally from existing Governors.***

**Refer to
Board**

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No

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- ii) Self-nominations/ expressions of interest from individuals to be sought in advance of the May 2024 Board meeting.*
- iii) The Joint Vice-Chair role to be reverted to a single Vice-Chair.*

Refer to
Board (x2)

There had been no other urgent business notified.

9. **Meeting Close**

The meeting closed at 6.30pm

Chair.....

Date.....