



DECEMBER 2023 to APRIL 2024

**EXTERNAL REVIEW OF  
GOVERNANCE**

**THE WINDSOR FOREST  
COLLEGES GROUP**

## CONTENTS

		Page
<b>1</b>	<b>INTRODUCTION</b>	
1.1	Background to the External Review of Governance	2
1.2	TWFCG governance structure	4
1.3	Composition and Membership of the Board	4
<b>2</b>	<b>ROLE AND DUTIES OF CHARITY TRUSTEES AND FE GOVERNORS</b>	
2.1	Overall compliance	5
2.2	Key statutory duties and responsibilities	6
	a. Determination of the Educational Character, Mission and Vision	6
	b. Quality of teaching, learning and the student experience	7
	c. Ensuring the efficient and effective use of resources, the solvency of the institution and safeguarding assets	8
	d. Senior postholders	9
	e. Other areas of legal and regulatory responsibility	10
<b>3</b>	<b>MEMBERSHIP, RECRUITMENT AND SUCCESSION PLANNING</b>	10
<b>4</b>	<b>GOVERNANCE PROCESSES AND PRACTICES</b>	12
<b>5</b>	<b>GOVERNANCE CULTURE, WORKING RELATIONSHIPS AND DYNAMICS</b>	14
<b>6</b>	<b>THE IMPACT OF GOVERNANCE</b>	15
<b>7</b>	<b>THE ROLE AND INFLUENCE OF THE GOVERNANCE PROFESSIONAL</b>	16
<b>8</b>	<b>GOVERNOR INDUCTION, TRAINING AND DEVELOPMENT</b>	16
<b>9</b>	<b>GOVERNOR ENGAGEMENT</b>	17
<b>10</b>	<b>EQUALITY, DIVERSITY, AND INCLUSION (EDI)</b>	18
<b>11</b>	<b>KEY THEMES IDENTIFIED DURING THE REVIEW</b>	18
<b>12</b>	<b>SUMMARY OF KEY STRENGTHS OF TWFCG GOVERNANCE</b>	19
<b>13</b>	<b>SUMMARY OF RECOMMENDATIONS AND SUGGESTIONS FOR FURTHER ENHANCEMENT</b>	20
	<b>Appendices:</b>	
	1. Scope and methodology of the External Governance Review	21
	2. About Rockborn Management Consultants	23

# 1. INTRODUCTION

## 1.1 Background to the External Review of Governance

The Windsor Forest Colleges Group (TWFCG) was formed in 2017 from a merger between East Berkshire College and Strode's College in Egham, and later in 2022 from a merger with Berkshire College of Agriculture (BCA).

Each college campus has a distinct character and serves a different demographic; the Group comprises two 'sixth forms', a general FE College, and a land-based college. The Board and Leadership Team are committed to preserving these identities and serving the specific needs of each campus's learners, whilst benefiting from the combined expertise and resource of the predecessor colleges.

The main objective for the Board since merger has been integration, consolidation, and building a positive culture. The perception is that the Board now works well.

The College received a full Ofsted inspection during the review, in March 2024, which returned a grade for overall effectiveness of 'Good' and a judgement that the College is making a strong contribution to meeting local skills needs. Governance is praised in the Ofsted report:

*"Governors have a wealth of experience in education, business and local government that they draw on to support and challenge leaders and managers to make further improvements to the quality of the provision. They have an exceptional understanding of the college's strengths and areas for improvement. They contribute effectively to the direction of the college group and bring about improvements in practice. For example, leaders have established a 'mirror board' with membership from minority groups to scrutinise the work of leaders and to provide alternative perspectives."*

The financial health for the current year, assessed using ESFA measures, is predicted to be 'Requires Improvement.' The decline from the budgeted position was due to higher than expected post-merger integration costs, particularly in harmonising staff contracts and IT integration. Despite these challenges, the group is on track to generate a positive EBITDA for FY25 and a return to a 'Good' financial health rating, as a result of an increase in student numbers and associated income. Financial oversight by the Board is covered in section 2.2.

The Group Principal and Chief Executive has led the merged College since 2022 and was previously Principal and CEO of BCA. She is supported by an established Senior Leadership Team, most of whom have also served at the College or a predecessor college for several years. Likewise, the Director of Governance and Company Secretary supported the Board of BCA since 2004, before moving across to the merged College Group in 2022. During the review, the Board and SLT experienced some turnover in personnel for the first time since the merger. This is covered later in the report.

The Board last undertook a governance self-assessment at the end of 2022-23. This External Governance Review replaces the 2023-24 self-assessment. The Board is aware of the requirement in the Skills Act 2022 and DfE Conditions of Funding, to undertake an annual self-assessment hereafter.

Key governance priorities for 2023-24 have been identified as:

- i. To establish a Mirror Board at TWFCG to improve the diversity of perspectives considered by the Board.
- ii. The development of the Governor Link programme to encourage better engagement from governors.
- iii. Improved information (rather than data) to all sub-committees and Board meetings to enable governors to focus on key areas of strength and weakness. Paper authors to provide clear executive summaries for all papers.
- iv. Continue to oversee the development of robust safeguarding arrangements to ensure outstanding practice for safeguarding, Prevent, and British Values.
- v. Succession planning for future Board and sub-committee membership to ensure that the Board maintains the correct balance of skills and experience as the College moves into new curriculum areas.
- vi. Increased support and mentoring for student and staff governors.

An internal audit of Corporate Governance was undertaken in February 2022, before the most recent merger. The audit returned the highest judgement of significant assurance, with no recommendations.

The Board agreed to commission an External Review of Governance as part of its 2023-24 business calendar. The review was undertaken between December and April, with the final report delivered in May 2024, and included a review of key documentation, an online survey, ongoing conversations with the Director of Governance, observation of key committee and Board meetings, individual meetings with the Chair, committee Chairs, and other key governors, the Principal and CEO, and other senior managers. The review considered the previous self-assessments, compliance with the sector Code of Governance, and other governance improvement activities as part of its work. Full details of the scope of the review and the activities undertaken are contained in Appendix 1. The scope meets the requirements of the Department for Education Guide on External Governance Reviews in Further Education and the Post-16 Education and Skills Act.

In discussion with the Clerk, Chair, and Group Principal and CEO, there was particular interest in our reflections on the following:

- EDI/the composition of the Board.
- Developing a skills-based approach to Board recruitment.
- Questioning the way we've always done things.

Rockborn would like to thank TWFCG for its welcoming and open approach to the review; the Chair, Group Principal and Chief Executive, committee Chairs, members of the wider Board, and SLT for their time and cooperation. Particular thanks go to Tracy Reeve, Director of Governance, for providing us with the information we requested, answering our questions, and helping the review run smoothly.

## 1.2 TWFCG Governance Structure

The Board operates a 'traditional' committee model and meets five times a year, with the May meeting combined with a strategy and development session.

The Board is supported by the following committees, all of which meet twice in the autumn term, and once in the spring and summer terms:

- Quality and Curriculum Committee.
- Audit Committee.
- Resources Committee.
- Strategy, Governance and Search Committee.

The Remuneration Committee meets twice a year. There is also a Capital Development Steering Group, which met seven times during 2023-24.

The Board's committees are primarily advisory, but with authority to make decisions on any matter delegated to them as permitted under the Scheme of Delegation.

Committees report to the Board via their minutes, accompanied by a verbal update from the committee Chair.

## 1.3 Composition and Membership of the Board

Following the 2022 merger, the TWFCG Board of Governors was temporarily expanded to 21 to accommodate five governors from BCA, two on a two-year term of office, and three on a four-year term. Subsequent departures have resulted in the Board dropping to its designated size of 18, comprising 12 'external' governors, three staff governors, two student governors and the Group Principal and Chief Executive.

The term of office for one of the two Vice Chairs ended on 31 March 2024, and that of the Chair will end in July 2024. In March, on the advice of the Strategy, Governance and Search Committee, the Board appointed two external governors, one of which had previously held a co-opted member position on the Quality and Curriculum Committee.

Succession planning, recruitment and induction processes are covered in more detail in Section 3.

## 2. THE ROLE AND DUTIES OF CHARITY TRUSTEES AND FE GOVERNORS

### 2.1 Overall compliance

#### Summary of highlights

Governors understand their statutory and fiduciary duties as charity trustees and Further Education governors and are supported well by the Director of Governance, the Chairs, and the Senior Leadership Team through induction, regular briefings, and access to external training opportunities.

#### Commentary

All survey respondents agreed (the majority strongly) that ‘governors understand their roles and responsibilities,’ including the ‘strategic vs management’ role, and this is generally observed at meetings.

Governors are provided with regular briefings and training to keep them up to date with changes in, and updates to, the regulatory and policy framework for Colleges and Further Education Governance. The Board complies with DfE/ESFA guidance, including the FE Governance Handbook, Conditions of Funding, the Audit Code of Practice and, since November 2022, Managing Public Money.

The Board adopted the Code of Good Governance for English Colleges published by the Association of Colleges (AoC). The Director of Governance reviews compliance with this code with findings considered by the Audit Committee, Strategy Governance & Search (SG&S) Committee, and the Board. The latest review demonstrated full compliance with all mandatory provisions. This review, along with detailed governance self-assessment paperwork, resulted in a Governance Improvement Plan that was taken to the Board for approval in December 2023.

The Board resolved to adopt the new AoC Code of Governance in December 2023.

The Board also considered an assessment and action plan against Managing Public Money guidelines in November 2023, which identified actions required should a situation occur which would require DfE approval.

Governors’ roles and responsibilities, and the framework within which governance is undertaken, are set out in:

- the Instrument and Articles (the statutory constitution).
- a set of Standing Orders (local rules and byelaws for the conduct of business).
- a Scheme of Delegation (the means through which the Corporation delegates authority to undertake tasks that fall within its powers to committees, the Principal and Chief Executive, and others).
- Committee Terms of Reference.
- a Code of Conduct (Eversheds model).

Constitutional and governance policy documents are all compliant and fit for purpose, and our review identified only minor housekeeping issues for consideration in the next review.

- The **Instrument and Articles** were last reviewed in 2022 before merger. It is recommended that in the next review, they are double-checked for consistency with other documents.
- The **Standing Orders** were last reviewed in October 2022, just following merger. We have suggested that they might be expanded to include other governance policies and documents, such as governor role descriptions, so that these are consolidated into one volume.
- The **Scheme of Delegation** was discussed by the SG&S Committee and approved by the Board in March 2024. It is a comprehensive document that sets out matters reserved for the Board and clear parameters for delegation to the Group Principal, Chair, and Committees.
- **Committee Terms of Reference** are reviewed on a two-year cycle, most recently in November 2023. It is recommended that in the next review, Terms of Reference are checked for consistency and to remove duplication with the Standing Orders.
- The Eversheds model Governor **Code of Conduct** has been adopted. All governors are required to sign the Code of Conduct as a condition of serving on the Board.

The role, responsibilities, and expectations of governors are set out in a role description. The induction process covers the duties and responsibilities of Further Education governors as charity trustees, as well as providing a wider introduction to the sector and the College.

Governors undertake an annual review of their entries on the Register of Interests, confirm their eligibility to serve as governors under the criteria of the ‘fit and proper persons test’ annually, and are asked to declare any new interests at each meeting.

## 2.2 Key Statutory Duties and Responsibilities

### a) Determination of the Educational Character, Mission and Vision of the Institution

The Board approved a new Strategy Map 2022 to 2025 for the first three-year period following merger. The map sets out four key themes of Growth, Quality, Achievement and Financial Resilience, five underpinning priority areas and associated objectives and targets. The Strategy Map is brought to each meeting as a RAG rated report, providing governors with an ‘at a glance’ overview of progress. The map sets out clearly which committee has oversight of each priority.

All survey respondents agreed (65% strongly) that “governors maintain a strong focus on strategy.”

In response to an action from a previous meeting, the Group Principal and CEO brought a paper to the March Corporation that set out the benefits vs costs of the 2022 merger. This gave governors assurance about the benefits of the merger, as well as flagging learning points about the post-merger costs of harmonising the Colleges.

The focus on post-merger consolidation has been important, but several governors commented that they would now welcome the opportunity to take a longer-term strategic view of the College. In response to this feedback, a strategic conference is being organised early in 2024-25, and the review of the Strategy Map will be brought forward.

The pairing of Strategy with Search and Governance within one committee (the Strategy, Governance and Search Committee) is unusual and there is some duplication with the business of other committees and the Corporation. It would be worth the Board considering whether various 'strategic items' would now be better aligned to the business of other committees or just the whole Board.

The Board is closely aware of its new statutory responsibilities under the Post-16 Education and Skills Act 2022 and membership includes governors with close links to local employers. Governors' knowledge and engagement in the 'skills agenda' was commended by Ofsted as part of the 'strong' judgement.

## **b) Quality of teaching, learning and the student experience**

### **Summary of highlights**

- Governance is driven by a shared passion for learners, with evidence that students are at the heart of decision making.
- During the review, the College received a 'Good' judgement from Ofsted. This, understandably, was a key item at the March Corporation meeting.

### **Commentary**

All except one survey respondent agreed that '*governors understand the strengths and weaknesses of teaching, learning and the student experience*', although reasons for disagreeing were not provided.

Non-Quality and Curriculum Committee (Q&CC) members take a high level of assurance from the Committee's work and the knowledge and expertise of its members, which include a former college Principal and the CEO of a multi-academy trust. There is, however, scope to boost the number of 'education' governors when recruiting to fill future vacancies, as the balance of skills seems to favour those with a business or finance background.

The membership of some governors of more than one committee strengthens the connection between curriculum, quality and resources.

The focus on curriculum and quality at the Board meeting observed was appropriate. Verbal reports from link governors at the start of the meeting helped to set the tone. During the later discussion of other resource-based items including capital projects, governors considered the impact of resource decisions on students.

The Ofsted report and action plan was a key item at the Q&CC meeting observed. There was also a helpful pre-meeting presentation on the new data dashboard. RAG-rated progress reports on the curriculum risk register and Strategy Map were key standing items on the agenda, ensuring that governors had an overview of progress and could focus discussions on areas of highest risk. Governors raised appropriate questions and there was challenge around apprenticeships. The meeting ran smoothly and on time, was



well chaired, papers were of a high standard, and were generally ‘taken as read.’ Some ‘for information’ papers however, seemed to be standard items with little to report. It is suggested that the time allocated to these items might be freed up to allow governors more time to spend on the highest priority areas.

One of the student governors attended the Q&CC meeting but left early. All three staff governors were present, but their contribution was minimal. It would have been valuable for the Committee to have heard the views and experiences of staff and students on topics relating to quality and the student experience.

Governors are provided with a range of opportunities to engage in the life of the College, and to enhance their knowledge through first-hand contact with staff and students. Governor engagement is covered in more depth in Section 9.

### **c) Ensuring the efficient and effective use of resources, the solvency of the Institution and safeguarding assets**

#### **Summary of highlights**

- The Board has strong and frequent oversight of finance and resources, with the Resources Committee playing a key role.
- The Board has a good mix of appropriate finance and business skills within its membership. The Resources Committee is chaired by a finance professional who was, until recently, the Chief Finance Officer of Reading University.

#### **Finance and Resources**

All survey respondents agreed that ‘governors have strong oversight of finance and resources.’

At the Resources Committee meeting observed, there was constructive challenge on a number of items, including a general message from the Committee warning against optimism bias in budgeting.

The Resources Committee Chair engages regularly with key staff between meetings and reviews papers to ensure that they are appropriate in terms of content and focus.

The Board receives updates on finance at each meeting through the Strategy Map report, risk register and management accounts.

Several governors mentioned the December Board meeting, at which a variance from the budget position appeared to come as a surprise. Lessons have been learned quickly about the need to prepare for meetings and communicate early about any adverse events. Governors continue to have a high level of trust in the financial information they are given.

The long-standing Deputy CEO retired in March 2024, and several governors expressed nervousness about this change. The Resources Committee Chair is providing support to his successor on reporting to governors. At the March Corporation, financial reports were clear and easily accessible to lay readers.

A Capital Development Steering Group meets monthly and reports to the Corporation via the Resources Committee. This is seen as an agile and responsive way to ensure effective oversight of estates. Governors demonstrated a high level of knowledge and

understanding through their challenge of a property proposal at the March Board meeting.

Oversight of Human Resources is included within the scope and business cycle of the Resources Committee. However, this was not reported during the review period. This is an area for development in terms of ensuring tighter, more frequent monitoring and scrutiny, especially as staffing is an area of risk for most colleges.

### **Audit Committee**

The Corporation has a well-functioning and effective Audit Committee, chaired by an experienced governor with a financial background. The Committee membership has an appropriate mix of relevant expertise in finance, risk, and corporate governance, as required by the Post-16 Audit Code of Practice. Membership is five external governors and attendance is good. There are currently no co-opted members.

All survey respondents agree/strongly agreed that *“the Audit Committee provides effective oversight and assurance on internal controls, corporate governance and risk management.”*

Committee business follows an annual schedule and includes regular reports from the Internal Audit Service, monitoring of previous audit recommendations, termly updates on risk and any cases of whistleblowing, fraud, or irregularity.

At the March meeting that we observed, the Committee also received reports on tendering of internal and external audit services, and a report on the findings of the FE Commissioner Curriculum Efficiencies project work. The meeting was smooth running, well chaired, and well organised, appropriate time was spent on the most important items, and all members contributed to discussion.

Risk and risk management is a key strength of the Board, with a governor commenting that *“the risk register is at the heart of everything.”* The review of the risk register was the key item on the March Audit Committee agenda. In the survey, 83% of respondents strongly agreed that *“the Governing Body has strong and regular oversight of risk.”*

### **d) Senior postholders**

The Remuneration Committee oversees the performance and pay of senior postholders, including the Director of Governance, and makes recommendations on these to the Board. The Committee’s Terms of Reference comply with the AoC Senior Staff Remuneration Code and reference Managing Public Money.

The Remuneration Committee met twice in the spring term and brought a report on its mid-year performance review to the March Board meeting. The Committee and Board have also received clear reports on changes to senior postholder structures and staffing, noting the reduction in designated senior postholders from five to four following the retirement of the Deputy CEO.

## e) Other areas of legal and regulatory responsibility

This review confirms that:

- **Safeguarding** is monitored by both the Quality and Curriculum Committee, and Corporation, with an annual report scheduled at the start of the following academic year, and a mid-year review point in March. Governors also received a briefing paper on the latest Keeping Children Safe in Education guidance at the October meeting. Safeguarding and Prevent are monitored through regular scrutiny of the risk register. The Board has appointed the current Chair as an experienced Lead Governor for Safeguarding, who regularly attends College safeguarding meetings and reports back to the Board. All new governors are required to undertake training in safeguarding and Prevent, and annual refresher training is provided. Safeguarding is included on the risk register. All survey respondents agreed (67% strongly), that “governors have strong oversight of safeguarding and understand their own role.”
- **Health and Safety** Governors fulfil their responsibilities for health and safety through receipt of termly reports to the Corporation and frequent monitoring of the risk register.
- **Sustainability** All survey respondents agreed that ‘the governing body is committed to sustainability’, which is a more positive response than in many colleges. Sustainability is a key strand of the Strategy Map and the risk register (which allow governors to monitor progress), and an action plan has been approved, based on the AoC Climate Action Roadmap. The Board has appointed a Sustainability Link Governor, who reports to the Board as part of the verbal link governor feedback item at the start of Board meetings.

## 3. MEMBERSHIP, RECRUITMENT AND SUCCESSION PLANNING

### Summary of highlights

The breadth and diversity of skills and backgrounds is a key strength, enabling strong debate and decision making and diversity of thought to be brought to discussions.

*“The Board’s diverse skill set enriches discussions and facilitates well-informed decision making.”*

### Commentary

The diversity of skills and backgrounds of governors was cited as a key strength of the Board in the survey. Recent appointments have included governors with education expertise and commercial knowledge relevant to key subject skills areas. The Board has strong links to the local business community, including the CEO of the local Chamber of Commerce.

There is a good balance of female and male governors and women hold all but one committee Chair positions. Ensuring a gender balance should continue to be a consideration in all appointments.

The plans to ‘cross-fertilise’ governors’ skills and expertise across committees are innovative and should be beneficial in ensuring a broader awareness of College business.

In common with most FE Boards of Governors, increasing ethnic diversity on the Board has proved challenging. The Board is extremely aware of the need for the Board make-up to better reflect the student population and local community. The development of a Mirror Board was a key focus of governance business during the review. Governors are keen to see how this might help to create a more diverse Board. The option to remunerate governors was raised several times in discussion as a way to attract a greater diversity of potential governors, although the complexity of the Charity Commission approval process is recognised. Co-opted membership is another way to increase diversity and create a pipeline for future governor vacancies.

Most governors have served within the eight years recommended in the Code of Governance and other sector guidance. There is a clear rationale where any terms of office have extended beyond this point, relating to the need for continuity and organisational knowledge following the merger.

Succession planning and recruitment have only recently become a focus following the merger, and the need to take a skills-led approach to this is recognised. At the start of the review, there had not been a skills audit since before the merger. A rigorous skills evaluation tool was discussed at the Strategy, Governance and Search Committee in February and approved by the Corporation in March and has now been completed by governors. The resulting skills analysis will be a valuable tool to guide future recruitment, committee membership, training, and development.

The SG&S Committee has also identified the need for a consistent framework for governor appointments and reappointments, including an open, competitive process for independent governor positions including external advertisement and interview, as recent appointments have been through word of mouth and personal recommendation, often by the CEO. It is understood that a draft policy will be discussed by the Committee in June, and it is recommended that this should be put in place in good time for the next round of governor recruitment and succession planning.

During 2023-24, the Chair and one of the two Vice Chairs was due to retire. The process for appointing a new Chair was discussed in detail at the March Board. It was agreed that in order to preserve cultural continuity as much as possible, internal expressions of interest would be invited first. One internal candidate has been identified and the Chair has agreed to a short extension to December 2024 to ensure a smooth handover and transition. The Board also agreed to reduce the number of Vice Chairs from two to one.

Planning for when the Chair leaves and other long-standing governors’ terms of office come to an end in 2024-25 will be vital, so a gap is not left that impacts on the effectiveness of governance.

Several interviewees commented that there is a core of governors who provide a valuable sounding board and source of advice for the Executive. There is also a perception, however, that some governors are more involved than others. There is no evidence that this translates into a ‘two-tier’ board, but the Board is advised to keep this under review as new governors join.

The Chair undertakes annual one-to-one meetings with governors, with the next round planned in the summer term. In line with the Code of Governance, an annual Chair’s

appraisal should be introduced at an appropriate point after the new Chair takes over in 2024-25.

Overall governor attendance in 2022-23 increased to above the Board's target of 80%. This is thought to be helped by committees continuing to be online. Governors like the flexibility that this brings but, equally, value the opportunity to meet face-to-face at Corporation meetings.

There were several comments that the Board was not getting the full benefit of staff and student governor involvement and, although Chairs encourage their contributions to discussions and they are provided with an opportunity to report at the start of each Board meeting, more could be done to build their confidence and engagement.

It is often difficult for staff to 'wear a different hat' as a governor and to pitch their contributions at the right level. There is no quick fix solution to this other than to offer ongoing support, training, and opportunities to check in before meetings.

The experience of many colleges is that student governors have been harder to attract, engage and retain as students adapt to post-pandemic patterns of life and study. On top of this, student governors have a particularly steep learning curve as they usually have only one to two years on the Board. For many, this will be their first experience of such a role, and they may naturally find it daunting. Many of the issues discussed and the terminology used may also be quite alien.

Examples from other colleges visited of active student governor support (elements of which could equally be applied to staff), include:

- Explicit whole-board and SLT buy-in to getting to know and supporting the student governors.
- A 'buddy' system with an experienced governor, to allow student governors to touch base in between and before formal meetings.
- Student governors to prepare a brief written report for the Board/Committee instead of a verbal update, with support from the Director of Governance, managers and their 'board buddy.' This works well if it is on a themed basis.
- Scheduled KIT (Keep in Touch meetings) between student governors, the Principal, Chair, and the Director of Governance (and other managers if appropriate).
- Access to and support to attend external sector training and conferences.
- The student governor's role is linked to wider student voice frameworks and processes.
- Advice and input from Unloc, Loudspeaker, and other student-facing organisations.
- Chairs to actively encourage student governor contributions and invite their opinions at meetings.

## **4. GOVERNANCE PROCESSES AND PRACTICES**

### **Summary of highlights**

All elements of the review support the conclusion that governance processes and procedures work well, under the leadership of the experienced Director of Governance

working closely with the Group Principal, SLT, and the Chairs. The triumvirate of Group Principal, Chair, and Director of Governance works particularly well.

Governance is fully compliant with statutory and regulatory requirements and demonstrates many aspects of good practice.

### Commentary

The annual calendar of meetings and schedule of business are well planned, accommodating ‘four rounds’ of committee and Board meetings. This is a slightly higher meeting load than many equivalent colleges, where meetings are on a termly cycle.

Agendas are well-constructed and clear, and follow a standard format, with items requiring most discussion and those for approval taken first, followed by items for information.

Minutes are well written and detailed, setting out the background to each item, any discussion and challenge, and highlighting actions and decisions. Sometimes, with the level of detail, it is hard to pinpoint governors’ contributions – thought might be given to using a different font or format to highlight them.

Matters arising/action reports are provided with RAG-rated updates so that governors can see progress easily.

Meetings are well managed and chaired. Start and finish times are closely observed, with the meeting’s ‘permission’ being sought to continue if it looks as if timings will over-run. ‘Taken as read’ protocols are fairly well observed, which helps to free up time for governor discussion. In the survey, over 75% strongly agreed that “meetings run smoothly and are productive.”

There is appreciation for the work that has gone into improving paperwork, with reports that are shorter, more direct and provide the right level of information. All survey respondents agreed that ‘papers for meetings are of a good quality and enable governors to do their job.’ One interviewee commented that there had been a significant improvement in the papers in recent years, and a move away from reliance on verbal updates which was appreciated, as this provided a clearer record. The College is pioneering in its use of Artificial Intelligence (AI) and is exploring its application to writing Board and committee reports.

Nonetheless, several governors mentioned in the survey that the volume of paperwork could be reduced further:

*“Board papers can be extremely long. I wonder if some briefer papers would improve governance and allow Governors to better focus on the big-ticket items.”*

Cover sheets for reports are generally of a high standard and could be developed further into a two-page executive summary that tells governors everything that they need to know on an issue, including background, risks, options, next steps, and what is required of them. The Board might consider going further by implementing a ‘two pack’ approach, with only ‘executive summary reports’ in one pack, and all detailed information in the other for governors to read voluntarily.

There is currently no mechanism for evaluating the effectiveness and impact of meetings; this was removed in December 2022 as governors doubted its value. It is

suggested that consideration should be given to re-introducing meeting evaluations with an approach (or combination of approaches) that elicits feedback on specific areas of governance improvement.

The governance webpages contain information on membership as well as meeting minutes but could be developed further to include the most recent committee terms of reference, constitutional and governance documents, and full governor profiles.

## 5. GOVERNANCE CULTURE, WORKING RELATIONSHIPS AND DYNAMICS

### Summary of highlights

A key strength for TWFCG is the culture of openness, transparency, and challenge, underpinned by strong working relationships with SLT.

The work undertaken since the merger to harmonise the two Boards, and create a team dynamic, is appreciated, with the perception that the cultures have merged well and have learned from each other's strengths and weaknesses.

### Commentary

Many survey respondents and interviewees commented on the success with which the two Boards had been integrated into one, following the merger. Governors commented that there is no noticeable sense of 'them and us,' and there was no indication of any 'legacy issues' at any of the meetings that we observed. Those we interviewed were positive and enthusiastic about the unified College and for making it a success. Governors are positive about their role and proud to be part of the College.

It is acknowledged that integrating cultures between college sites and among staff in 'legacy institutions' is still a work in progress. This should continue to be monitored by the Board.

The transparent and open Board culture was cited as a key strength in the survey.

*"Good relationships and trust between governors and senior postholders. There is openness to change on the part of the executive. Senior postholders are also open to suggestions and ideas."*

Governors have confidence that leadership will alert them of problems as they arise. There is a sense that 'lessons have been learned' from the discussion of the financial situation at the December Board, which came as a surprise to some.

Governors are confident that they will challenge if they need to, and the Leadership Team appreciates the challenge and the commitment provided by governors, believing that this leads to better decision making.

*"There is questioning and challenge from governors and not just acceptance of what is presented by management."*

Governors highly value the experience, knowledge, and leadership of the Chair, with most agreeing strongly with the survey statement that: *"the Chair conducts meetings effectively*

and shows robust leadership between meetings.” At all observed meetings, the Chairs effectively guided discussions and ensured all voices were heard.

The relationship between the Chair and the Group CEO is strong and supportive, which has been especially important following the merger. The relationship between the ‘triumvirate’ of Group Principal and CEO, Chair, and Director of Governance is equally strong, open, and respectful of individuals’ responsibilities. Communication is regular and this helps to drive effective governance.

Communications between Committee Chairs and their ‘opposite number’ on the Executive were more variable. For example, the Principal of Sixth Form and Higher Education (HE) does not have a pre-meeting ahead of the Quality Committee, though this is in place for the Finance/Resources Committee. This could be a positive addition to enhance understanding and align expectations between counterparts.

The meetings that we observed were good-humoured, focused, and productive. The support between governors seems to be good, despite some governors not knowing the other governors particularly well.

## 6. THE IMPACT OF GOVERNANCE

Answering the 'so what' question is often a key challenge for governors. Governors bring a variety of skills and expertise to the Boardroom, but how are these utilised to add value to discussions and decision making?

The impact of governance is recorded through actions and decisions recorded in the minutes. Good practice examples of more structured methods to evaluate the impact of meetings might be considered, including:

- The inclusion of an ‘impact question’ in post-meeting evaluations.
- The inclusion of an ‘impact’ question in future annual self-assessment activities.
- A session on assessing impact at a future governor development session.

As part of the review, the impact of governance was explored through conversations with individual governors. Governors expressed that they feel that they add value by bringing expertise that might not exist within the management team and acting as a sounding board when required. Specific examples were given when governors felt that they had played a significant role, including,

- Risk management.
- Financial performance.
- Post-merger issues.
- Curriculum and quality, including SAR panels, Quality Review Boards, Student Council meetings.
- Supporting and challenging strategy.
- Recognition of diversity issues.

The Senior Leadership Team (SLT) appreciate the additional skills that governors bring, stating that “governors often see things that we don’t see.” The governance process provides rigour for SLT in its own right, with the Group Principal commenting, “report writing for external readers makes you better.”



## 7. THE ROLE AND INFLUENCE OF THE GOVERNANCE PROFESSIONAL

The Director of Governance is a highly experienced Further Education governance professional, with experience working at several colleges, including Berkshire College of Agriculture (BCA) since 2004. She holds the ICSA Level 5 certificate in Further Education Governance and engages regularly in sector CPD including the Education and Training Foundation's Governance Professionals Development Programme.

The Director of Governance is currently employed for three days a week. She is extremely highly regarded by governors and SLT colleagues. The survey statement *'the Governing Body and Senior Team are effectively supported by the Director of Governance'* was the highest scoring, with nearly 90% agreeing strongly.

During the review, several individuals commented without prompting on the role of the Director of Governance, how this had improved post-merger, and that the support being provided was excellent. The support and influence of the Director of Governance in administration, governance advice, and as a sounding board is greatly valued by staff and governors alike. Two interviewees said that she was the key strength of the governance practices. A special commendation of the Director of Governance was made and minuted at the March Corporation meeting.

## 8. GOVERNOR INDUCTION, TRAINING AND DEVELOPMENT

New governors are provided with a comprehensive induction from the Chair, Group Principal, and Director of Governance, and meet other senior postholders. Ongoing support and training are provided to meet their needs, including external development opportunities, e.g. AoC events.

All governors receive regular training on safeguarding, including mandatory online training and updates on Keeping Children Safe in Education.

In-house training is provided through committee briefings - for example a presentation on a new data dashboard to the Quality and Curriculum Committee, and at an annual development day.

There is no documented training plan at present, but this might be a useful outcome of the recent skills and diversity audit. Good examples of such plans from other colleges include:

- Core content that all governors should receive (safeguarding, EDI, data protection, governance, FE policy, funding and finance, FE curriculum and quality, Ofsted).
- Role-specific training, e.g. SEND, Careers, Audit.
- Access to The Education and Training Foundation Governance Development Programme and other national and regional AoC/ETF events.
- Internal engagement opportunities to learn about college life, including link governor activities and learning walks.
- Delivery through a variety of methods, including briefings, online webinars, and strategy days.

- Opportunities to collaborate with governors from other local colleges at joint training sessions.

The imminent recruitment of new governors brings opportunities and risks. The induction programme will need to be flexible enough to meet individual needs in terms of sector and governance knowledge and should also be designed to ensure cultural continuity. The programme should also recognise that new governors often need to go through a whole year's meeting cycle before they can play a full role in governance.

Some comments were made that not all governors had embraced the difference between being a governor of a college group and that of a single campus college, and that governors needed to take a different, wider ranging and strategic approach. A training workshop might help governors with their understanding in this respect.

## 9. GOVERNOR ENGAGEMENT

Governor engagement is generally positive. Governors are provided with a range of opportunities to visit the College, meet students and staff, and gain insights that help them to triangulate the information in management reports. Governor engagement has been developed recently to include attendance at Quality Review Board meetings.

The link governor scheme matches governors to a number of cross-college areas. There is also a link governor for each site. These governors undertake regular visits, attend student council meetings, and have a good understanding of the campuses. Their visits are appreciated by staff. Link governors report back on their activities to Corporation meetings near the start of the meeting, which gives this item prominence and engenders an inclusive tone at meetings. Link governor feedback at the March meeting gave rise to a lively discussion, resulting in an action to standardise the process so that governors were approaching their visits with a specific set of questions in mind, and reporting back in a more methodical way.

Several survey respondents would welcome a greater number of governors being engaged in college life, to improve the visibility of the Board further.

An alternative model of linking all governors with cross-college curriculum areas (replicating the current apprenticeships link role) is suggested for future consideration. Benefits include encouraging engagement from a wider range of governors and enabling governors to get an understanding of the different characters of the four campuses.

In the survey, the statement “governors engage regularly with stakeholders and understand their needs” elicited least agreement, with 20% disagreeing. As previously stated, however, several governors have excellent links with, and knowledge of, the needs of local employers and this has been recognised by Ofsted. The College should continue to use any opportunity to enhance governor involvement in business and skills forums and networks, to further enhance the profile of the College as a leading player in meeting local skills needs.

## 10. EQUALITY, DIVERSITY, AND INCLUSION (EDI)

EDI is an area of development for the College and a priority for the Board. In the survey, all governors agreed (60% strongly) that “governors lead a positive culture of equality, diversity and inclusion.”

Comments on the diversity of the Board have been made in an earlier section.

The Board is responsible for compliance with the Equality Duty and ensuring that EDI is promoted in every aspect of its work. To date, EDI work within the College seems to have been done in pockets rather than co-ordinated strategically. The EDI action plan provided to us was in early draft form. Governors and senior leaders are aware that this is an area of development, and it is encouraging that a Mirror Board is being established to take this forward, with the support of external specialists. Although this is at an early stage, initial indications are positive. The College may also benefit from trying to gain an EDI accreditation to establish a whole organisational approach to EDI involving staff and students, draw together good practice already happening in the College, and engage staff and students fully.

It is recognised that campuses vary considerably in the diversity and disadvantage of their student cohorts and that it is likely that different approaches will be needed for teaching and learning, and generally attracting and accommodating students and staff at the sites. The College is advised to develop differentiated plans on how each campus will address its specific needs.

## 11. KEY THEMES IDENTIFIED DURING THE REVIEW

- **Continuing the post-merger journey of transition to governance of a college group.**
- **Encouraging all governors to play a full part in governance and the life of the College:** everybody contributing to utilise their skills, but nobody doing everything.
- **Planning for a period of change, with the loss of some important people on the Board and the addition of many new ones:**
  - Recruitment and succession planning.
  - Induction and support to get new people on board quickly.
  - Preservation of culture is everybody’s responsibility.
- **Engaging with students**
  - Keep the momentum going with the things that bring the most value.
  - A collective commitment to getting the best from your student governors and giving them the best experience.
- **Keeping close to the finance.**

## 12. SUMMARY OF KEY STRENGTHS OF TWFCG

### GOVERNANCE

- The harmonisation of the two Boards has been successful to date in terms of creating ‘one-team.’ Governors are strongly committed to the core vision and values of the merged College and are enthusiastic about making the College Group a success, but recognise that full integration remains work in progress.
- There is a transparent and open Board culture. Governors are confident that management will alert them of problems if they arise. Governors challenge robustly when required, and the Leadership Team appreciates the challenge, believing that it leads to better decision making.
- Relationships are strong and supportive between the Chair and Group CEO and the ‘triumvirate’, which has been especially important following the merger.
- Meetings observed were well chaired, smooth running, good humoured, focused, productive and inclusive.
- The diversity of skills and backgrounds of governors is a key strength. Recently recruited governors bring relevant expertise of key local skills sectors and links to the local business community. Diversity of thought is strong.
- There is a good balance of female and male governors.
- Recruitment and succession plans are in place to identify the skills and diversity needs of the Board, ensure that vacancies are filled promptly, and governance is not impacted.
- The Director of Governance is very highly valued by governors and staff for her support and knowledge.
- New governors are positive about their induction. A tailored ‘on-boarding’ programme will be increasingly important to enable new governors to hit the ground running.
- A developing programme of internal engagement activities enables governors to gain first-hand experience of college life.
- Governors understand the curriculum well and how the College meets local skills needs.
- Regular, clear, and informative reports against the Strategic Map give an ‘at a glance’ overview of how the College is performing against its strategic plan and annual targets.
- All survey respondents agreed that governors understand the strengths and weaknesses of teaching, learning and the student experience. Students are front and centre of Board discussions, including those relating to finance and resources.
- Dual committee membership, and ‘cross-fertilisation’ of skills and expertise across committees ensures that silos do not form, and different viewpoints are brought to discussions.
- There is a strong oversight and leadership of finance, resources, capital projects, and risk.
- There is full compliance with the statutory and regulatory framework for FE governance, and many examples of good governance practice.

- Underlying processes are strong, resulting in well planned and well organised business. Agendas, minutes, and papers are high quality. Efforts to streamline paperwork, with consistent use of executive summaries, are appreciated.

### **13. SUMMARY OF RECOMMENDATIONS AND SUGGESTIONS FOR FURTHER ENHANCEMENT**

- Agree and adopt a governor recruitment and succession planning policy which would include open advertisement of roles, and an interview, and set a KPI for the diversity of the board regarding ethnic diversity and gender (as a minimum).
- Risk-assess and plan for the loss of several key members of the Board by the end of 2024-25.
- Continue to develop governor engagement in college life to involve all governors. This could include the expansion of the current ‘campus-based’ link governor scheme to include cross-campus curriculum links. This approach would also help governors get a feel for the needs of the whole Group.
- Reinstate regular, standardised reporting on Human Resources matters to the Resources Committee and Board.
- Consolidate different strands of EDI activity into a single EDI action plan which differentiates needs between the different campuses and is monitored by the Board.
- Provide ongoing development to support governors with the governance of a large college group.
- Aim for whole Board buy-in to involve and support staff and student governors – they can help with diversity of thought and bring a unique perspective.
- Formalise the Chair’s ‘appraisal’ (consider how the ETF competency frameworks might be used).
- Review and streamline constitutional documents and governance policies for consistency and to remove duplication with other documents.
- Develop and update the governance webpages to include governor profiles, access to key constitutional documents, and governance policies, as listed on the FOIA publication scheme.
- Consider reintroducing post-meeting evaluations – in a way that meets your needs.

## APPENDIX 1

### SCOPE AND METHODOLOGY OF THE EXTERNAL GOVERNANCE REVIEW

The following scope was agreed upon with the Windsor Forest College Group Board of Governors. It takes full account of the DfE guidance on External Reviews of Further Education Governance, published in May 2022.

#### Scope

- Discharge of roles and duties as charity trustees and FE Governors.
- Board culture.
- Impact of governance.
- Strategy.
- Equality and Diversity.
- Governor membership, recruitment, and induction.
- Governance professional experience, and interaction between Board and Executive Team.
- Review the Corporation's interaction with students and other stakeholders.

The Chair, Governors, and Principal and Chief Executive expressed a particular interest in achieving a balance between regulatory and compliance items and strategic discussion.

#### Methodology and timeline

The review comprised the following activities:

Month	Task
December 2023	Initial scoping meetings with the Director of Governance, Group Principal and CEO, and Chair
	Document review - core governance policies, plans, minutes, and Corporation papers
	EBR survey issued
January 24	Document review and survey analysis
February 24	One-to-one meetings commence: Chair, Principal, committee Chairs
	Observation of SG&S Committee on 7 February
March 24	One-to-one meetings continue with committee Chairs and SLT

	Observation of Audit Committee on 5 March
	Observation of Resources Committee on 6 March
	On site observation of Corporation on 20 March
March/April	Ongoing KIT meetings with Tracy
10 May 24	Initial feedback sent to Director of Governance
17 May 24	Presentation of findings to Corporation and feedback
14 May 24	Draft report issued

### ABOUT ROCKBORN MANAGEMENT CONSULTANTS

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We have extensive experience of the sector and have an exceptional track record with regard to supporting boards and senior teams.

We take a personal approach to working with you and undertaking governance reviews. We do not have a 'one size fits all' approach and offer a bespoke review that meets your requirements and ensures sustainable improvement. This involves:

- Getting to know the organisation so we understand your values and culture to ensure proposed solutions will work in your context.
- Building relationships and providing a high-quality, personal, and reliable service
- Being available when you need us.
- Ensuring we use our extensive expertise and knowledge, and those of our associates, to provide you with the very best advice and guidance.
- Ensuring we add value – we will not replicate your existing governance self-assessment activities but will aim to complement them.
- Ensuring that qualified and personable experts work alongside you, not 'inspecting' you.
- And a real belief that, if you get the fundamentals right, the rest will follow.

### THE REVIEW TEAM

#### **Lead Reviewer: Melissa Drayson**

Melissa is a seasoned governance professional with a strong sense of what a good board looks like. Her governance experience has been gained primarily within the FE sector, where she has supported ten different college boards of governors over 20 years. She also has a working knowledge of academy, charity, and corporate governance. She has supported three separate FE colleges through merger and has undertaken several board reviews in her capacity as clerk.

As a consultant and trainer, Melissa has advised a range of educational institutions on their governance, from primary schools to universities. She currently works with the AoC delivering induction training and mentoring to new governance professionals as part of the ETF Governance Professionals Development Programme.

Melissa holds the ICSA (Chartered Governance Institute) Professional Diploma in Corporate Governance and is a part-qualified Chartered Company Secretary.



For 11 years, Melissa ran the induction training service for new governors in Sussex colleges. She also runs courses in minute writing and other committee skills for public sector workers.

In her spare time, Melissa is the Chair of the Trustee Board of an established charity in her hometown of Brighton.

#### **Associate Reviewer: Zoë Lawrence**

Zoë's governance career began with 20 years as a civil servant in the Department of Health. During this time, she led on several policy areas plus roles in private office, secretariat to the NHS Board, a secondment to a community health council, and the National Information Governance Board.

She completed her MBA from Durham University in 2000. After leaving the Department in 2012, Zoë transferred to the education sector, firstly in a secondary school and then in governance roles in Further Education where she has worked for the last seven years, bringing together the culmination of her governance skills and knowledge.

In 2022, Zoë completed her Postgraduate Diploma in Corporate Governance. More recently she authored the Association of Colleges (AoC) Code of Good Governance to replace the 2015 version. She is Vice Chair of the London Region Governance Professionals Network.

#### **Company Director: Peter Ryder**

A highly respected and successful former college Principal (Leeds College of Technology and Tameside College) and previous Chair and then Chief Executive of the Greater Manchester Colleges Group (a partnership of 10 Further Education colleges covering all boroughs across Greater Manchester), Chair of West Yorkshire Consortium of Colleges and member of the AoC's Board, representing all colleges in the North West of England.

Now an independent FE consultant, Peter has been supporting and advising colleges since the announcement of the Area Based Review process in 2015.

Peter has extensive expertise in many areas including strategic reviews/option appraisals, working with boards, merger project management, college turnarounds and change management.

Peter has experience across a broad range of strategic assignments including the support of five colleges with strategic option appraisals, advising boards on their options, holding workshops with governors to evaluate future strategy, directly involved in two college mergers in an executive role, project-managed a further six college merger processes, and most recently provided post-merger project management support to a college which merged with a college group, doubling the size of the organisation overnight and making it the third largest college in England.

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