



STRATEGY, GOVERNANCE AND SEARCH (SG&S) COMMITTEE

Minutes of a Part I Meeting

Held on Zoom on Tuesday 18 November 2025 at 5pm

Present:	Jo Croft Sam Foley Tony Haines Rob Lewis Gillian May	Chair of Governors & Interim Committee Chair Chair of Resources Committee Chair of Audit Committee Senior Independent Governor (SIG) CEO and Group Principal
Apologies:	Paul Britton Signe Sutherland Ian Thomson	Governor Chair of Quality & Curriculum Committee Governor
In attendance:	Tracy Reeve Karen Griffiths	Group Director of Governance Acting Deputy Group Principal

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No

1. **Apologies for Absence**

Apologies had been received as shown above. The Chair of Governors commended the new format of SG&S Committee with its expanded membership to include all sub-committee chairs.

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

➤ **Election of Strategy Governance & Search (SG&S) Committee Chair**

TR informed the meeting that the role of committee chair was currently vacant following the end of Tina Coates' term of office in July 2025. Members were asked for nominations to take on the role of Chair of SG&S Committee. In the absence of any nominations, it was agreed that Jo Croft would act as interim Chair with the hope that this could be passed across to someone else when new governors were appointed in early 2026.

It was AGREED that Jo Croft be elected as interim sub-committee chair for SG&S.

All members were agreed.

There was no other business notified.

3. **Declarations of Interest**

No Member declared a conflict of interest with the agenda.

4. **Minutes of the Previous Meeting held on 10 June 2025**

The Minutes of the previous meeting held on 10 June 2025, having been previously circulated to members, were **AGREED** as an accurate record and the Chair's approval would be recorded.

All Members were agreed.

5. **Matters Arising from the Previous Meeting held on 10 June 2025**

The meeting NOTED a report from the Director of Governance which confirmed that all matters arising had been actioned or were on track for timely completion when due.

➤ **Brooklands Technical College (BTC) structure & prospects appraisal (SPA)**

Governors noted that the stand-alone bid for BTC had been successful. Governors sought confirmation on whether the proposal for WFCG to investigate collaboration with BTC had

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moved forward. GM confirmed that although discussions had taken place there was little scope at present to work collaboratively; BTC's focus within Surrey was more closely aligned with the Activate Learning Group. However, the IT Team at WFCG had been over to BTC to do some upskilling on the use of AI in an FE context. The Deputy Group Principal (KG) also highlighted that WFCG was now involved in discussions around the Surrey LSIP so would be working with BTC in this forum.

NOTED

ITEMS FOR INFORMATION

6. ***Biennial review of WFCG governance documents***

The Group Director of Governance (TR) presented revised WFCG Instrument and Articles and Standing Orders for biennial review.

➤ ***Instrument & Articles (I&A)***: TR informed the meeting that these had been updated to reflect the latest version of the Eversheds LLP template (20th edition 2025). Changes made include deletion of references to the ESFA and insertion of the DfE and the Secretary of State Education and there were also some titular changes to accurately reflect the current WFCG structure. TR highlighted that a number of recent changes had been made to the Eversheds template to allow full compliance with charity law. Governors were reminded that FE colleges were designated as exempt charities with the Secretary of State DfE as the principal regulator. An example of this was paragraph 14(7) of the Instrument which precluded student governors under the age of 18 voting on any proposal for the expenditure of money or entering into any contract, debt or liability. The Charity Commission deemed this to be incompatible with charity law as it prevented student governors under 18 from exercising their role as charity trustees. The DfE had advised FE Corporations to amend their I&A on this basis for 2025/26; TR confirmed that this had been included in the version presented. TR also highlighted that this new draft had increased the possible number of governors on the Corporation at WFCG from 19 to 22: 16 external members (increased by three), CEO, Students (2) and staff (1-3). This would give the College Group some flexibility on membership numbers moving forward and would enable a number of new external governors to be appointed.

➤ ***Standing Orders***:

The Standing Orders of WFCG had been reviewed against best practice guidelines. Some additions had been made to this document to make them more comprehensive including:

- ***Statement of Governance***: this had replaced the generic 'introduction' and now gave a useful context including reference to the HMT Managing Public Money framework which now applies to FE Colleges.
- ***Schedule of Delegation (Annex A)***: this was suggested at the recent external governance review and had also been referenced by external auditors MHA as good practice.
- ***Public Value Statement (Annex B)***: good practice under Charity Commission guidance.
- ***Policy on Independence of the Group Director Governance ("the Clerk") (Annex C)***: to make the independence of the 'clerk' explicit and outline all the protocols and safeguards already in place at WFCG.
- ***Guidance Note: alternatives to meetings (Annex D)***: this was an addition to the Standing Orders which was previously drafted for the BCA Standing Orders. It gave some good practice notes on managing meetings and decisions that were not held on site or on a face-to-face basis. As remote meetings were now a permanent fixture of governance at WFCG this guidance was a useful addition to the Standing Orders.

TR confirmed that these two key documents would be brought back for biennial review in November 2027 or earlier if legislative or good practice changes occurred. Governors (RL) made a number of comments on suggested typographical changes to aid clarity and consistency in the I&A which were accepted by TR and would be included in the version taken to the Board for approval.

The meeting discussed the visibility of these key governance documents and the importance

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of all governors being familiar with them and their responsibilities arising from them. TR confirmed that they were included at governor induction and suggested that they should be made more accessible and more visible within the Board Intelligence (BI) governance system. Governors (AH) suggested that it would be useful for management to develop a brief for governors about the possible changes to the governance role required by the Post 16 Education and Skills White Paper and the new DfE guidance on FE College oversight, including the introduction of the Regional Intervention Teams (RITs) under the leadership of the FE Commissioners Team. The meeting agreed that it would be important when recruiting new governors and for training of existing governors to ensure that the WFCG Board was ready for the new FE sector that would evolve as a result of the recent Skills White Paper; this included the proposal for closer collaboration between FE Colleges and Higher Education Institutions.

The meeting discussed the need to develop some protocols for online meetings including an expectation that Governors would have their cameras switched on. The importance of being in an appropriate place to maintain confidentiality was also important. Although it was accepted that sometimes governors had to join online meetings in a 'public' environment (e.g. at work) they needed to remain mindful of maintaining confidentiality.

Subject to the suggested typographical amendments the Instrument & Articles and Standing Orders were APPROVED as presented and would be RECOMMENDED to the Board for approval (December 2025).

(All Members were agreed.)

ACTION:

- i) Amend the suggested wording changes to the I&A – including acronyms, title of CEO and Group Principal, I&A paragraphs 1 (c) and (g), 5.2 (remove reference to parent) and Article 5 clarify SG&S role as 'search committee'.**
- ii) Make the WFCG governance documents readily accessible on the BI platform.**
- iii) Develop clear protocols for online meetings as outlined above.**
- iv) Develop a brief for governors about the possible changes to the governance role required by the Post 16 Education and Skills White Paper and the new DfE guidance on FE College oversight. (Target date spring 2026). To include a draft action plan to detail how WFCG might respond to the changes.**

TR

TR

TR

GM

7. GOVERNANCE SELF-ASSESSMENT 2024-25 & ACTION PLAN 2025-26

The Group Director of Governance (TR) presented a report which updated the committee on the review and self-assessment of governance that had been undertaken for 2024-25. TR was also seeking approval from Strategy Governance and Search Committee on the suggested priorities for governance improvement in 2025-26.

Members noted that the Governance Action Plan 2025/26 was based on feedback and findings from an internal self-assessment as well the Chair's 1:1 online meetings with all individual governors (summer 2025). The meeting noted the perceived strengths and areas for improvement highlighted during the Chair's meetings with governors. The meeting took the three detailed appendices as read which outlined the additional elements of self-assessment undertaken by the Director of Governance for 2024/25:

- Review of progress against governance action plan 2024-25.
- Bourneville checklist. (For background information; this had been reviewed by WFCG Audit Committee in September 2025.)
- Assessment and action plan against the HMT Managing Public Money Guidelines resulting from reclassification of college into the public sector. (For background information - reviewed by Audit Committee September 2025).

The meeting discussed the suggested Governance Development Plan 2025/26 and the seven suggested components:

- i) **Succession Planning** for future Board and sub-committee membership to ensure that the Board improved its EDI composition and maintains the correct balance of skills and

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experience. TR highlighted the ongoing recruitment of new external governors being facilitated by Peridot Partners.

- ii) **Senior Postholder recruitment** (CEO and Group Principal): the Board was recruiting a replacement for Gillian May who would be leaving WFCG at the end of May 2026. The meeting discussed the recruitment process which had been agreed at the extraordinary Board meeting held on 12 November. TR confirmed that the membership of the selection committee – after asking all governors - would be finalised within the next few days. In terms of good practice, the interview panel would include an ‘independent’ member to provide a perspective external to WFCG.
- 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. TR assured the meeting that the governors’ data dashboard which started to be developed in 2024-25 would be taken forward.

ACTION: Circulate current dashboard format for governor comments.

- iv) To develop and maximise the input of the **Mirror Board** at TWFCG to improve the diversity of perspectives and views considered by the Board. This would include the establishment of an Employee Representative Board (ERB) across the group. GM confirmed that thought would be given to how the ERB would work across four separate colleges. Governors asserted the importance of ensuring that feedback from the ERB and Mirror Board reached the governors.

ACTION: The meeting agreed that governors should be invited to attend Mirror Board meetings moving forward (only one or two at each meeting).

- v) Further development of the **Governor Link Programme** to encourage better engagement from Governors. TR highlighted the recent guidance to the executive to try and make Link meetings more meaningful with a focus on existing student meetings e.g. student council and student conference. RL also cited the importance of giving link governors sufficient notice of meeting dates.
- vi) Ongoing **support and mentoring for WFCG student governors and staff governors.**
- vii) Continue to review and refine **WFCG constitutional documents and governance policies** to align with best practice.

The meeting NOTED progress against the Governance Action Plan 2024/25.

The meeting APPROVED the Governance Improvement Plan 2025/26 as presented.

(All Members were agreed.)

8. **GOVERNANCE SUMMARY REPORT**

8.1 ***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 19 members; and there was currently one vacancy. However, as considered earlier in the meeting the proposal was to increase this number to accommodate some new governors. It was noted that the current Audit Committee Chair (Tony Haines) was coming to the end of his short third term of office. TR brought a proposal to the SG&S Committee to reappointment Tony Haines as a Governor and Chair of Audit Committee for a one-year extended term of office.

[AH did not take part in this subsequent discussion or vote.]

Anthony Haines (AH): The meeting noted that Tony Haines’ current two-year term of office would end in December 2025. TR informed the meeting that after discussion with the Chair of Governors and the CEO she was proposing that the Corporation should extend AH’s ‘exceptional’ third term of office from two years to three years. The meeting agreed that AH’s specialist knowledge as an employee of the DfE and detailed funding knowledge had been especially useful for the Board and the Exec management team at the college over the last few years. AH’s input and challenge as the Chair of Audit Committee was also especially valuable. SG&S Committee Members were reminded that the Audit Committee was currently running with one vacancy but continued to maintain its rigour and challenge role under AH’s

TR/ SLT

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leadership. TR confirmed that the current governor recruitment was looking to source additional governors for Audit Committee which would fill this gap in early 2026 (governor interviews in December 2025). GM confirmed that she was especially keen to maintain AH's specialist skill set on the Board for the next year. TR confirmed that AH had provisionally agreed to stay on as a governor and Chair of Audit Committee but he had informed her that he may not be able to complete another full year.

The meeting AGREED to RECOMMEND that Anthony Haines be re-appointed as a Board Member of TWFCG for a one-year period until 31 December 2026.

(All Members were agreed – AH did not vote on this matter.)

The meeting NOTED that AH may need to step away from his role at WFCG before December 2026.

Jeremy Spooner (JS): The meeting noted that JS had resigned from his role as co-opted governor on the Quality & Curriculum Committee with immediate effect. JS was still hugely supportive of WFCG but his circumstances necessitated him stepping away at the current time. The meeting commended his input to BCA pre-merger and his role as a co-opted governor since the August 2022 merger.

The meeting THANKED Jeremy Spooner for his governance work at WFCG.

8.2 Recruitment of external governors – Peridot Partners

The SG&S Committee was reminded that the WFCG Board had approved the use of Peridot Partners to run an external recruitment campaign for up to three independent governors for WFCG (agreed at Board meeting (8 October 2025)). TR confirmed that the campaign had gone live on Monday 27 October: Governors noted the digital candidate pack on the vacancy microsite and the advertising. TR confirmed that Peridot Partners were also actively reaching out to suitable candidates to encourage them to apply. The meeting noted that Peridot were providing weekly updates at the end of each week and the meeting considered the update from 7 November 2025. TR informed the meeting that the current timeline was for the vacancy to close to applications on 1 December 2025 with subsequent shortlisting by Peridot for WFCG review (Monday 8 December at 3pm online) and interviews on 16 December (college venue to be agreed).

The meeting NOTED the progress on the recruitment of governors by Peridot Partners.

ACTION: CONSIDER which members of SG&S Committee would be involved in shortlisting and interviews.

**TR/ All
SG&S
members**

8.3 Use of the College Seal

The meeting noted that there had been no use of the WFCG seal since reported to the last Corporation meeting in October 2025.

The Governance update report was NOTED and RECEIVED.

9. WFCG STRATEGIC MAP 2024-29

The CEO (GM) presented a RAG rated version of the Strategy Map 2024-29 which reflected progress made at the end of the 2024-25 academic year. Governors noted that the College continued to make strong progress across its strategic priorities, with growth evident in 16–19, apprenticeships and full-cost provision. This trend had continued into 2025/26 with a further increase in 16-19 learners at Slough & Langley College (of which circa 100 had been retained at the end of the six-week census period). However, the Group had been unable to secure the additional commissioned places and funding via Slough Borough Council to take up the opportunity to introduce the 14–16 school full-time provision from September 2026 and would therefore defer this until the funding could be agreed and secured. Governors agreed that this was a disappointing position to be in given the significant local need which had been identified. GM highlighted management's frustration as this provision would have been funded by DfE through lagged funding so would have been at nil cost for SBC. Governors suggested involving the local MP but GM suggested that a better course of action would be to defer the start and lobby through SBC and DfE contacts. The meeting noted that there had been 60 additional part-time schools students at Slough & Langley for 2025-26 which was strong but moving to full-time provision would have to be deferred. Governors (AH) sought,

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and was given, confirmation that the college had flagged the issue with the DfE High Needs Team; a response was still awaited.

Another key challenges remained in relation to adult funding, which was currently subject to a 10% cap on growth. GM informed the meeting that the FE sector was preparing to respond to the changes identified in the recent Skills White Paper and the associated curriculum reform. This would require change to the curriculum offer in the next academic year. AH sought clarity on the Group’s GLA adult skills fund (ASF) provision and the size of the current allocation. The Deputy Group Principal (KG) informed the meeting that although still in place this was a small allocation of circa £450k per annum. The biggest cuts had been on the Free Courses for Jobs where the allocation had been halved. Waiting lists from community outreach work with Jobcentre+ and the Housing Association were now very long. ***It was agreed that any significant change in the three-year ASF allocation would be highlighted to the Board.***

GM also highlighted the Apprenticeship achievement rate which remained an ongoing challenge. Performance for 2024/25 was 53% against a target/ benchmark of 65%. KG explained the reasons for this underperformance which included two key courses at BCA (one of which was greenkeeping) and a number of withdrawals due to large number of employers that were SMEs. KG assured the meeting that all apprenticeship provision was being closely reviewed and a clear line of communication was in place with representatives at the DfE to explain the drop in performance. The meeting noted that the lead on apprenticeships with the FE Commissioner’s Team was providing advice to the Apprenticeship Team at WFCG. There was a clear and rigorous action plan in place to secure timely improvement by 31 December 2025. KG highlighted that during 2025/26 this might necessitate slower growth in apprenticeship income than originally forecast but it was important to ensure that the quality of the provision improved.

Significant progress had been made against priority five; financial health had improved significantly with the Group now generating a small operational surplus and much improved EBITDA. GM informed the meeting that the financial health grading of “Good” for 2024-25 has now been confirmed by the DfE (November 2025). GM highlighted the work being done on curriculum planning and contribution analysis across the curriculum; this was work in progress but was currently available by curriculum area and by college. It was noted that this work was more complicated for the Sixth Form provision as learners were on more than one course.

The meeting was pleased to note that there were no priorities rated as ‘red’ all were ‘green’ (achieved) or ‘amber’ (on track for completion). GM suggested that a new CEO might have a new format for the College Strategic Plan and it would need to be revised for 2026-27 in light of any new CEO’s strategic vision for WFCG.

Progress against the WFCG Strategy May 2024-29 was NOTED.

10. **Updated guidance from DfE**

The meeting noted and received copies of the following new guidance from DfE published in November 2025. Which had been referenced and discussed earlier in the meeting.

- FE & Sixth Form College Governance Guide
- College oversight - How the government supports the improvement of further education colleges, sixth-form colleges, and designated institutions

11. **Any Urgent Business**

There had been no other urgent business notified.

The meeting closed at 6.40 pm

Chair.....

Date.....