



cover a pay award, confirmation that government will invest in capital funding to accommodate growth, and eligibility for VAT exemption to bring in line with schools and academies.

The college has received notification that the 4 bootcamp bids in Green Transport, Engineering, Construction, and Sustainability and Environmental Management, have been successful. This is additional funding secured with CPCA.

There is an emerging relationship with the BBC who will be leasing room/facilities in the Creative Art Studios at the King's Lynn campus. This partnership will be unique and will create great opportunities for our students.

Devolution for Norfolk and Suffolk has been declined by government. This would have been beneficial to the college in terms of AEB allocation but also the bid for funding from the investment fund for the second storey extension of the School of Nursing has been pulled.

The preliminary financial results will be presented to the Corporation at the meeting to be held on 16 October 2024 with a modest £209k surplus. The college maintains its 'good' financial health and EBITDA at 4% but staff cost as a percentage of income is still high at 74%. Governors were reminded that the positive outturn position has benefitted from the one-off overage sum of £400k, so the underlining position is not as healthy. It was noted that reasonable progress is being made for the production and completion of the year-end financial statements.

The college has resubmitted a bid for the Armed Forces recognition scheme and awaits to hear that the gold status has been retained.

The Governance Portal has gone live which should transform the functionality and accessibility of governance information and access.

Ofsted are currently inspecting Bedford College and CWA still awaits the call. The Principal/CEO predicts the call in the next few weeks.

The Project Manager in the Property Services Department has left the employment of the college. Recruitment is underway to find a good replacement. The appointment of an external project manager has attracted a number of credible candidates. The Health and Safety Officer has also since resigned and CWA will advertise the post.

The PwC full funding audit (2022/23) has now concluded with the ESFA confirming that they are satisfied with the outcome. It is predicted that c.£8k of ALS funding incorrectly claimed will be clawed back.

The financial benchmark project has been commissioned and is underway with ETIO (Tribal). The report is expected this side of Christmas and will be shared with the Board at the December meeting.

The College SAR is under construction and will be reported to the PR&Q committee at its meeting in November, for reporting to the Board at the meeting to be held in December 2024.

The college has achieved Cyber Essentials and CWA is now preparing for the Cyber Essentials Plus assessment.

## **7 Membership Review**

### **1 Resignations**

There are no resignations to report currently.

### **2 Reappointments**

The term of office for staff governor, Donna Woodruff, is due to expire this month. She has expressed interest to stand for a second term of office and the reappointment will be proposed to the Corporation at the meeting to be held on 16 October 2024.

The report highlighted that in March 2025 Sam Fletcher will have completed two terms of office. This will create a vacancy on the board and the Performance Review and Quality committee. There are three other governors, Sally Mitton, Cally Rand, and Hein van den Wildenberg, whose

first term of office will expire in March 2025 and all three are eligible to stand again for a second term (to March 2029). The committee will consider these three reappointments at its next meeting to be held in February 2025.

The committee is aware that the second terms of office for Chris Ashman, Vice Chair, and Alan Measures are both due to end in December 2025. Albeit this is some way off the committee considered planning for succession as Chris' departure will expose a vacancy on the Board for a Vice Chair, and Chair of the Performance Review and Quality committee. Alan's departure will create another vacancy on the Board and on the Finance and General Purposes committee.

### **3 Vacancies and Committee Structure**

The maximum membership for the Board is 21 governors, although the current target composition is 20 governors, to include the Principal/CEO, 2 staff governors and 2 student governors. Currently there are 20 governors in post and therefore no vacancies.

### **4 Recruitment**

As discussed above, the committee is to consider its succession plan to replace Sam Fletcher who steps down in March 2025 and its approach to replace Chris Ashman and Alan Measures who will both complete their second terms of office in December 2025.

The Chair of the Finance and General Purposes committee, Hein van den Wildenberg, mentioned that he had been in dialogue with co-opted member, Malcolm Pearson, who was happy to continue to serve as a co-opted member if the committee felt that his contribution was useful. Serving on a committee, without the benefit of wider board proceedings is challenging but he is not currently able to make a time commitment to become a full governor, so the committee was asked to consider if a co-opted role is a fair ask. The committee felt that there is less logic in co-opted membership without specific or unique expertise that they can bring to the membership of a committee so there was uncertainty that if this role were not to lead to a full governor role, then this may not be an acceptable expectation of an individual. Members agreed that to relinquish Malcolm from the role and the Chair of the Financial and General Purposes committee will contact him to discuss and the Chair of Governors will follow up with a heartfelt thank you for his contribution.

HvdW

The committee received a proposal from the Finance and General Purposes committee last week (by email) to offer a director vacancy on the CWA Enterprise board to all governors and remove the requirement under the terms of reference to exclude members of the audit committee. There is no reason why a member of the college audit committee could not be a director of a subsidiary company, so the proposal is to offer membership of the Board of Directors wider than just members of the F&GP committee. The Search and Governance committee discussed and agreed that we should look to appoint the right skillset to the board. The Chair of the committee expressed interest and would be a willing appointee so the HoG will propose this to the company secretary for filing with Companies House.

HoG

### **8 Code of Good Governance Action Plan Update**

Despite reporting early in the new academic year, the plan is already 52% complete, with good progress made against the remaining 10 actions (44%). There is only 1 action that has not progressed relating to updating/developing a college Sustainability Strategy. This will be progressed in 2024/25 academic year as it is in scope for both the Finance and General Purposes committee and the newly established Property Steering Group.

Noting that the action plan confirms that the HoG continues to chase governors for their governor link feedback forms, concern was raised that these are not returned as standard practice and there may be governors conducting these without the HoG knowing which may potentially pose a safeguarding concern. The Chair of Governors will raise this with governors at the Corporation meeting to be held on 16 October 2024.

Chair of  
Governors

### **9 External Governance Review Action Plan Update**

The tracker report shows good progress against the plan. There are 18 actions to progress with 28% achieved to date, 28% good progress, 22% reasonable progress, and 22% yet to be progressed. The action plan is on track to be completed by the end of the academic year.

**10 Governor’s Code of Conduct Review**

At the request of the committee and the Safeguarding Oversight Committee, the review of the Governors’ Code of Conduct has been completed to incorporate the softer issues, behaviours and values from the Staff Code of Conduct. Tracked changes showed where the insertions in red text and underlined had been made. It was noted that paragraph 54 around treating students fairly and equally needs to be extended and an explicit statement around appropriate interactions and relationships added. The Assistant Principal Student Services is to provide the reference for the HoG to insert.

HoG

Other members commented that some of the insertions from the Staff Code of Conduct were now too prescriptive and on reflection should be refreshed and rephrased. The Chair of Governors offered to work with the HoG to review and it was agreed this item would be removed from the agenda for the forthcoming Corporation meeting to be held on 16 October 2024.

Chair of Governors / HoG

**11 Governor Check In/Check Out Report**

The new Governor ‘Check in’ meetings with the Chair were held with every governor over the summer. The overview of the emerging themes and action points to consider were detailed in the report. The Chair commented that the meetings were brief (1/2 hour) but worked well and they were well received and replaced a very tired and laborious process that wasn’t followed up. Members said that they felt the process was useful and for new governors a perhaps longer meeting initially would be beneficial as these initiated rich conversation and ideas. It was agreed that the HoG will progress the actions points noted.

HoG

The new ‘Check out’ the Chair questionnaires were also completed over the summer. The report detailed the responses received, affirming that the role of the Chair is positively impacting the success of the college and underpins the strong governance opinion of the external governance review. The Chair is a reflective person and is happy to address these with the board and will be conscious of some of the suggestions proposed for the coming year.

**12 Annual Governance Self-Assessment**

At the last meeting (June 2024) of the committee the Head of Governance presented a new annual governance self-assessment matrix designed to replace the former tired, and overused annual survey/questionnaire.

Members were keen that the assessment captured the option for governors to select the score (judgement) and a commentary to explain why, to justify why they thought that governance was proficient for example, or that governors was not yet developing because.

Concern was also raised that if completed individually there could be differences in approach where some governors may blanket score whilst others may give categories and scores deeper consideration. It was agreed that a collective discussion approach would be better than an isolated activity and it was proposed that this could be conducted at the November governors’ training/development morning as part of the agenda as a workshop activity.

In addition, the new matrix had been adjusted to follow the college BRAGP approach enabling the matrix to align with the college SAR and translate into good/outstanding governance under Ofsted’s judgement for Leadership and Management. The committee liked the key line of enquiry approach but there was concern that the BRAGP score was not applied appropriately. For example, ‘proficient’ was a red indicator suggesting that being proficient was high risk, and ‘fundamental’ was indicated as purple suggesting that this was perilous. Governors were keen not to over engineer the process and asked the HoG to propose an alternative approach.

HoG

R Harding joined the meeting at 1.10pm

**13 Review of Register of Interests**

The annual update of the register of interests has been completed. This has been periodically kept up to date and filed with external auditors for scrutiny. It was agreed that the historic entries will be removed from reporting to the committee in the future and the HoG will archive these entries.

HoG

#### 14 Skills Audit

The skills audit has been refreshed and updated over the summer. The scores have been colour coded for ease of identifying areas of strength and/or skills gaps for training/development. Overall, the audit shows a good balance of skills and experience across all categories and there are governors, Joe Yexley, Russel Liddington, and Sally Mitton who have the expertise in the fields where development/skills gaps have shown lower collective scores.

The audit had been sliced to show the skills strength/gaps at committee level however committee members highlighted that their scores had not transferred correctly to the committee analysis and therefore discussion could not be held as the data presented could not be relied upon. The HoG will rework the analysis and bring this back to the next meeting of the committee for discussion.

HoG

#### 15 Governor Attendance – Annual Review

The report was received for information. Overall, the average attendance was 90% (86% in 2022/23) and an average board attendance of 89% (82% in 2022/23). For comparison, recent results published on the Governance Professional's network, with statistics collected from 82 colleges, gave an average attendance rate of 82% with 19% of the results ranging from 67% to 97%.

Board attendance during 2023/24 therefore has increased by 7% compared to the previous year, with remote meetings enabling more governors to still attend but virtually. Board meeting attendance therefore has improved in the year from 82% to 89%, well above the 80% target.

#### 16 Committee Performance Reviews 2023/24

The committee was informed that the performance reviews of each committee have been completed for the 2023/24 academic year. Typically, in the past, these have been shared with the committee for information but instead a summary of the reviews was detailed in the report with no concerns to note or report. It was noted that the Corporation approved the Terms of Reference for each of its committees at the meeting held on 3 July 2024.

#### 17 Any other business

The launch of the governance portal has been well received and the HoG commended for this piece of work. The portal has been built in SharePoint thus avoiding costly subscription for other 'off the shelf' applications. The portal can be adapted if governors have ideas for new buttons so suggestions for improvement are welcome. It was noted that the appendices folder in the portal are for information only. The pack of papers contains everything that governors should need for the meeting and hyperlinks are added to executive summary sheets to the appendices should governors want to delve deeper into attached information. The HoG is working with individual governors who are experiencing difficulties accessing the new system and resolving issues quickly to enable access with the help and support of the IT team.

#### 18 Chair items for briefing to the Corporation

- The corporation is to approve the reappointment of Donna Woodruff, Staff Governor.
- The committee is considering the succession plan for Sam Fletcher whose office completes in March 2025, and Chris Ashman, and Alan Measures, whose terms end in December 2025.
- Good progress has been made against the Code of Good Governance Assessment and External Governance Review action plans.
- Further edits to the Governors' Code of Conduct are to be made.
- The new governor 'Check in' with the Chair and Governors' 'Check Out' the Chair processes have been completed and were received positively. The committee has discussed the themes arising from the processes and is working to progress the outcomes over the year.
- Work continues to develop a new governance self-assessment process with the expectation to release in the summer 2025.
- The annual update of the register of interests has been completed.
- Board attendance during 2023/24 has increased by 7% (from 82% to 89%) compared to the previous year, with remote meetings enabling more governors to still attend but virtually.

#### 19 Date and time of next meeting

Wednesday 5 February 2025 at 8:30am, Remote Meeting, via TEAMS

Meeting Ended at 1.30pm