

Minutes of the Meeting of the Governance, Search and Strategy Committee

held at 2.00pm on Wednesday 6 March 2024

via Teams

Present:	Mr S McGeoch (SM)	Chair
	Ms T Aust (TA)	Principal
	Ms R Turner (RT)	
	Mr S Taylor (ST)	
	Mr A Rides (AR)	
	Mr P Sullivan (PS)	
In Attendance:	Ms K Frost (KF)	Head of Governance
	Mr M Cooper (MC)	Executive Director Finance, HR and Development

1/24 **Welcome and Apologies**

The Chair welcomed everyone to the meeting. There were no apologies for absence.

2/24 **Declarations of Interest**

There were no declarations of interest relating to the items on the agenda.

3/24 **Minutes of the Last Meeting**

Minutes from the meeting of the committee held on 2 November 2024 (Paper 1) had been received in advance.

IT WAS DECIDED the minutes were a true record of the meeting and they were approved.

4/24 **Matters Arising**

A 'Summary Action Point List' (Paper 2) had been received in advance. The Committee reviewed an update on progress towards actions agreed at the last meeting.

It was noted that the risk management policy, risk appetite statement and risk tolerance would be taken forward by the Audit Committee. Every Committee was in the process of reviewing the new strategic risk register.

The Curriculum, Quality and Student Experience Committee would be taking forward student engagement.

Since the last meeting, it had been decided the sustainability training would take place at the summer term Strategy Day.

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5/24 **Risk Management**

A 'Risk Register Extract GSSC' (Paper 3) was received in advance of the meeting.

The Committee discussed whether control measures would change the impact of the risk. It was agreed that in the majority of cases risk mitigation would reduce the likelihood of the risk but not the impact and it was agreed to review the net scores on impact.

Action: MC

Governors said it would be important for all 26 risks to be considered as a whole to ensure the net scoring system across the risks made sense. It would be important that the highest risks had the highest scores. It was agreed that this would be reviewed by the Corporation once the committees had all had a chance to work through the risks allocated to them.

Governors discussed the thresholds for financial and reputational impact. It was agreed MC would review the threshold values. The level of financial impact would be increased for the higher scores. The description for reputational impact would be reviewed to remove reference to recruitment and to add in some description, perhaps referencing local, regional and national impact.

Action: MC

The Committee reviewed the risks on the Strategic Risk Register that were allocated to the Committee:

- Competition for Students: It was suggested collaboration with other Colleges could be part of the mitigation as it reduced the level of competition. It was agreed to reduce the scoring for the risk to: Gross: Financial Impact: 3. Reputation Impact: 3.
- Mergers: MC said he would welcome any input into the control descriptions. It was suggested controls could include: the quality of the College, the relevance of the curriculum offer meeting local need and the strength of the College's financial position. There was also an opportunity around mergers which would be part of the longer term planning for the College. Governors suggested changing the title of the risk to include possible mergers with training providers which might support with apprenticeship work. It was agreed to reduce the likelihood to 1 as the risk of merger was unlikely in the near future. The Reputation Impact would be changed to a 3.
- Diversity: The Committee suggested changing the description of the risk to include staff as well as the Board. It was agreed the Reputation Impact should be changed to 3 and the Financial Impact should be reduced to 1. Likelihood would be reduced to 3.

Governors asked whether a risk around regulatory compliance should be captured in the risk register.

Action: MC

6/24 **Governance**

a) **Corporation Membership and Succession Planning**

'Corporation Membership and Succession Planning' (Paper 4) was received in advance of the meeting.

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It was noted that recruitment for two new governors was underway and was being supported by Nurole. There would be a focus on improving the diversity on the Board and governors suggested that someone with experience of either Higher Education or apprenticeships would benefit the College strategically.

IT WAS DECIDED that the membership of the recruitment panel would be: Tracy Aust, Stuart McGeoch, Karen Frost and either Stuart Taylor or Rose Turner.

The Committee discussed the Associate Members on the Board, noting that Bruce had indicated he would be stepping down from the Board at the end of the academic year. It was agreed to invite CAS and JB to remain as Associate Members for a further academic year.

b) Governance Self-Assessment Process 2023-24

The following papers were received in advance of the meeting: 'Governance Self-Assessment Review 2023-24' (Paper 5), 'Board Self-Assessment Questionnaire 2024' (Paper 5b), 'Governor Personal Review 2024' (Paper 5c).

The Committee discussed the proposed structure of the review and it was agreed that no changes were needed. The review for 2024-25 would include:

- Review of Board effectiveness.
- Individual Governor review
- Governor 1-1 meetings with the Chair
- Review of performance against the Association of Colleges Code of Governance
- Skills audit
- Diversity audit
- Evaluation of governor meetings
- Update of the governor action plan
- Final report to Corporation in December 2024.

c) Association of Colleges (AoC) Code of Good Governance

The following papers were received in advance of the meeting: 'AoC Code of Governance Cover Sheet' (Paper 6), 'AoC Code of Good Governance 2023' (Paper 6a), 'AoC Code of Governance Review of Performance' (Paper 6b).

Since 2015, the Corporation had adopted the AoC Code of Governance. This year AoC had revised the Code, which was attached as Paper 6a. Colleges were being encouraged to embrace the new code and to use it from academic year 2024-25.

The Committee reviewed the Code and it was agreed to recommend to the Corporation that the Code be adopted from September 2024.

An evaluation of the Corporation's performance against the Code had been carried out and the results were received as Paper 6b. Overall, the review indicated that the Corporation was performing well against the Code.

The Code had a list of 'recommended practice' items that, for the most part, the College had in place. The areas for improvement were:

- Strategic risk register to include risk appetite and risk tolerance.
- Improve the level of diversity on the Board.

Both were in the process of being addressed. The Audit Committee was in the process of reviewing the risk management policy, risk appetite and risk tolerance.

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Diversity on the Board would be a focus during the next governor recruitment process.

The Code included a list of suggested sources of assurance. For the most part, the College had these in place but there were a few gaps including:

- EDI award/external accreditation.
- Investors in People accreditation.
- Environmental sustainability accreditation.

It was agreed these would be considered as part of the planning process for the next strategic plan.

d) **Governance Action Plan 2023-24**

An update on progress towards the Governance Action Plan was received in advance of the meeting.

Governors asked for the target date for the Governor Appointment policy to move forward to July 2024. Diversity was one of the key priorities and the Governor Appointment policy would include EDI targets.

e) **Governor Role Document**

A 'Governor Role Document' (Paper 8) was received in advance of the meeting. The purpose of the document was to provide a clear and comprehensive description of the responsibilities, duties and expectations of governors at West Thames College.

The Committee reviewed the document and asked for a reference to the Nolan Principles to be added.

After making that amendment, IT WAS DECIDED to approve the Role Document.

7/24 **Strategy Day**

In advance of the meeting, the Committee received the following papers 'Planning for Next Strategy Day Cover Sheet' (Paper 9) and 'Corporation Strategy Evaluation Spring 2024' (Paper 9a).

The Committee discussed the proposed agenda for the Strategy Day being held on 8 May 2024.

The Committee discussed whether to add a discussion about the future of the Skills and Logistics centre to the agenda as it would be needed at some point. The Finance, Resources and Capital Projects Committee would be carrying out the annual review of the lease at their next meeting.

Governors agreed that the Skills and Logistics Centre was incredibly important for the local area and provided an important curriculum offer so it would be vital the future of it was discussed strategically by Corporation. The curriculum offered there was important to the logistics work needed by Heathrow and BITC had recently announced a new program would be released in the Borough. A new Strategic Development Plan had been released for the Borough. The CEO confirmed she had contributed towards this and said the LSIF had a focus on logistics and the creation of a logistics hub at Feltham.

The Accountability Statement would include a section on logistics. It was agreed RT and TA would meet to discuss it.

Action: T/RT

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It was agreed conversation such as the future of the Skills and Logistics centre would be debated by the Corporation. The next Strategy Day would consider the key implications for the next Strategic Plan which would include issues like the future of the Skills and Logistics Centre.

9/24 Date of the Next Meeting

The date of the next meeting of the committee was to be confirmed.

Summary of Actions

No.	Action	Lead	Target Date
5/24a	Review the net impact scores as for the majority of risks it is unlikely the control measures will reduce the impact.	MC	Mar 24
5/24b	Review the risk register threshold values. Increase the level of financial impact for the higher scores. Review the description for reputational impact: remove reference to recruitment and add in some description, perhaps referencing local, regional and national impact.	MC	Mar 24
5/24c	Consider whether a risk around regulatory compliance should be added to the risk register.	MC	Mar 24
8/24	Meet to discuss the logistics elements in the new Accountability Statement.	RT/TA	May 24

Signed:

Date: