

GOVERNANCE4FE

EXTERNAL REVIEW OF GOVERNANCE

WEST THAMES COLLEGE

7th September 2023



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OVERVIEW

Board Review: art or science? Qualitative or quantitative? Compliance approval or forward looking? The reality is that Board Reviews are evolving rapidly. It's all the above and today there is no standard experience common across all boardrooms, though they are increasingly focused on:

- (i) deriving meaningful insights on key issues and
- (ii) using the recommendations and findings to align the Board and Executive and increase effectiveness

Every Board – however experienced - can increase its effectiveness and this review, through collaborative diagnosis between the reviewer, governors, and senior management, has sought to identify areas of effectiveness that can be built upon to deliver a greater maturity of governance. The follow up presentation and discussion with the Board is a key component to increasing effectiveness, as is our on-going support, guidance, and being a sounding board, during the months following the Review.

Of course, the Governance Review should provide comfort that the Board is alert to its duties and diligent in the performance of those duties. This is critically important for stakeholders, in particular our funders and regulators. In addition, the Review has considered how the Board is helping the organisation to achieve its purpose. At Governance4FE, we are very pleased to be tailoring our Board Review to shine a light on this key question and provide recommendations and a pathway as to how the Board can increase its effectiveness and value contribution.

Framework

The GREAT framework is developed on an evidence base gained over three decades of working with multiple boards, alongside academic study. We work in accordance with the DfE's current guidance on External Governance Reviews and the Chartered Governance Institute's Code of Practice for board reviewers.



EXECUTIVE SUMMARY

SUMMARY OF REVIEW OUTCOMES & RECOMMENDATIONS

Within the overall review of governance effectiveness, this is a positive report that reflects the considered and considerable effort the Board and the Executive have put into improving governance. The College is compliant with the Code of Good Governance for English Colleges and assurance across each of the principles of the Code has been closely monitored and actions are planned to further enhance good governance practice. This summary of review outcomes should be read in conjunction with the full report as the report contains important contextual information, rationale, and evidence for all the recommendations made.

GOVERNANCE STRUCTURES & RESPONSIBILITIES

Roles and responsibilities are clearly defined and function effectively, led by an effective chair and supported by an exemplary governance professional. Defining the ambassadorial role of governors could further support their contribution. The structure of governance is fit for purpose and there is a clear link between the Board's work and the organisation's strategic objectives. The provision of data is good, enabling governors to be knowledgeable on the strengths and weaknesses of the college; assured on regulatory compliance; and have a measure of confidence on the robustness of financial reporting.

RELATIONSHIPS

There are clearly trusting and transparent relationships between the Board and the Executive. Constructive challenge is understood and carried out well, and the Executive are very positive in their response to and appreciation of it. The Board strives to seek input from stakeholders, and governors are keen to better understand stakeholder engagement, and to undertake further activities in this area.

ENABLING

Governors and the Executive are able to contribute freely and willingly in and outside of meetings. There is a governor link programme with clear reporting back to the Board, and risk style reporting on this and committee activity, is a mechanism for assurance and provides clear actions to inform decision making. Further detail in decision reports on different scenarios and assumptions behind proposals, would provide a greater level of confidence to the Board on the robustness of the decision-making process, including the engagement of and expected impact of decisions on key stakeholders. Introducing and expanding on different mechanisms for considering governor contribution and therefore impact, could increase governor efficacy and engagement and bring further benefit to the Executive.

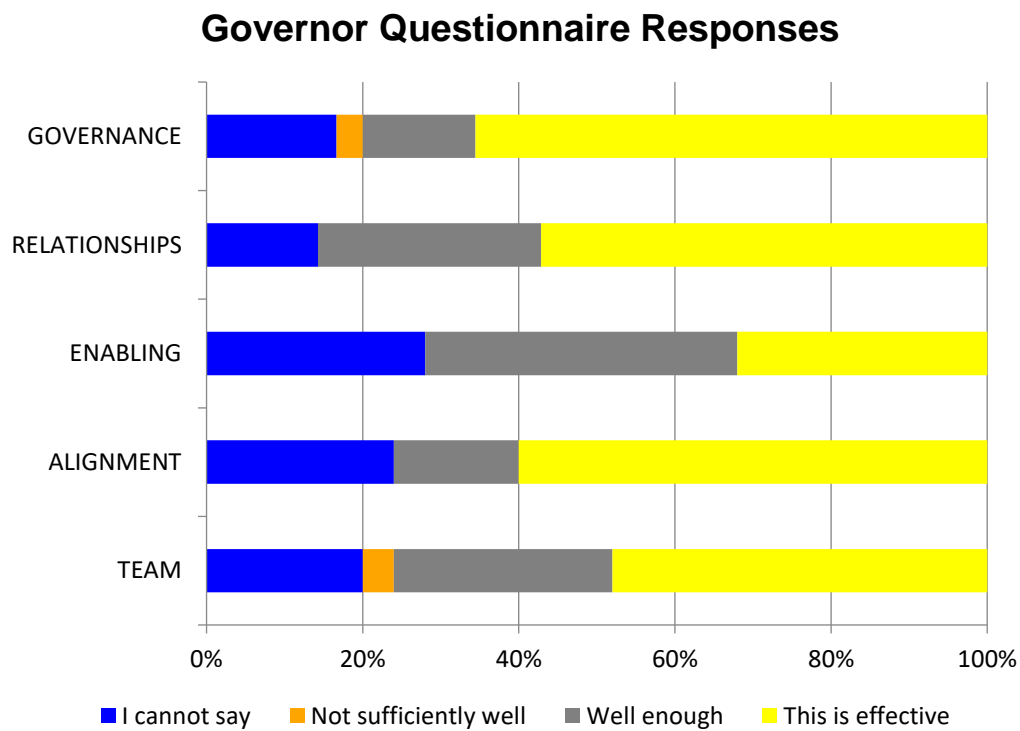
ALIGNMENT

The Board is clear on the strategic priorities of the college and deliver considerable skill in strategizing, being meaningfully engaged in the strategic planning process. There is regularly oversight of progress towards the key strategic objectives and strategic plan. Risks are regularly reviewed, and this work could be expanded to consider and agree more explicitly, the Board's risk appetite. The values and the ethos of the college are considered holistically as part of regular reports.

TEAM

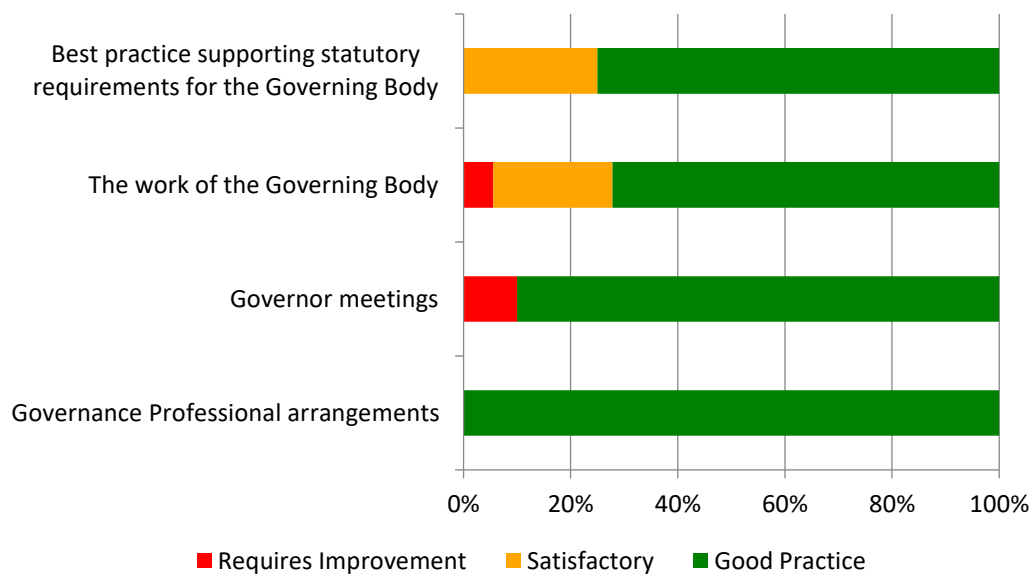
The composition of the Board and subsequent succession planning is closely linked to the strategic priorities to support the Board's ability to drive and have oversight of achievement of the current strategic plan. The college has invested in the use of an executive recruitment agency to support succession planning. Governors are clearly committed to improving the effectiveness of governance and to further enhance this work and succession planning, the Board should consider using exit interviews for all board members and act where necessary, on any relevant findings.

Governor Questionnaire Responses



Governance Procedural Questionnaire Responses

Governance Procedural Questionnaire - Overview



FULL REPORT

INTRODUCTION & METHODOLOGY

Purpose

The purpose of this review is to support the board in becoming a more effective decision-making body as part of the organisation's commitment to excellence in governance and leadership on its journey to Ofsted Outstanding. Secondly, it is to better understand how governance can move the organisation forward and the impact of governors – both when sat around the board table, and externally. The review identifies what is working well and how to build on that, as well as identifying priorities for any improvement, providing support on identified actions. By providing the catalyst for open, focused, and respectful dialogue, we have given board members and the Executive the insights and time needed to reflect on practices and behaviours and consider actionable solutions that will drive improvement. The aim is to develop mature governance - a board that fully understands its legal and governance duties, delivers them effectively, assesses them regularly, and learns continuously.

Process

Governance4FE was appointed in February 2023, to carry out an External Governance Effectiveness Review. The review has been carried out over the 2023 summer term. In carrying out this review we have undertaken the following activities:

- A scoping exercise was undertaken with the CEO, chair of governors, and governance professional
- Questionnaires were drawn up and circulated to both board members and members of the senior management team.
- Conversations with chairs of committees, members of the Executive team, the chair of the Board, the CEO, and the governance professional.
- The governance professional undertook a governance procedural questionnaire and supplied the reviewer with documentation for perusal.
- Observation of a Curriculum & Quality committee meeting, an Audit committee meeting, and a Board meeting.
- A facilitated discussion with the Board on the report on 11th October 2023.

The data collected forms a coherent picture of the Board's effectiveness. A draft report was circulated to the Chair, CEO, and governance professional for comment, and the revised report was circulated to all members. A facilitated discussion was led by the reviewer on the findings, to explore approaches to address any issues surfaced, and to agree priorities for any required actions. These discussions are captured to form the action plan, which is the board's roadmap for the next 12-24 months. We register our thanks for the support from West Thames College for the conduct of this review, and the co-operation from many individuals.

The College

West Thames College is a medium-sized college of further and higher education in West London, with two main sites in the London Borough of Hounslow, and is London's number 1 college for student achievement. There are approximately 3500 students, with nearly 2000 on adult programmes. Its vision is to be a vibrant college, inspiring all learners to fulfil their dreams and ambitions through the provision of outstanding education and training, contributing to a prosperous and cohesive community. The college operates a committee structure of governance.

DETAILED FINDINGS

This governance effectiveness review indicates that West Thames college has a well-developed level of governance maturity when assessed against the Governance4FE development framework. Our comments around improvement must be understood against the background of an existing strong governance function. The focus of our efforts have been on how to optimise what the organisation has already achieved, and to support it in becoming an Outstanding provider.

Examples of effectiveness across the 10 detailed areas of the framework are collated from the questionnaires, meeting observations, conversations, document review, and procedural questionnaire. The developments are flagged where most responses in the governor questionnaire fell into the 'not sufficiently well' and 'well enough' categories, as opposed to the 'effective' category, and where these and additional areas were raised in discussions and/or observed through the other activities undertaken.

Roles & Responsibilities

Examples of Effectiveness

Roles and responsibilities are clearly laid out and function effectively. The Board is led by an effective chair and supported by an exemplary governance professional.

Committees function well, with risk style reporting by committee chairs to the Board.

The provision of data is comprehensive, accurate and timely.

Governors are clear on the strengths and weaknesses of the college provision; undertake regular monitoring of KPIs; and understand the elements that contribute to a good quality of education.

Governors receive assurance on the robustness of financial management through the provision of accurate and timely information, and that value for money is being achieved.

Areas for Development

Ambassadorial Role: The external facing role of governors, their ambassadorial role, and their part in stakeholder engagement, could be more clearly defined and further supported by the Executive. This could enhance the work of the college and provide further triangulation of management information, as well as giving governors a greater understanding of the rationale for the curriculum.

Committee functions: Opportunity could be given for committee chairs to meet with each other on a regular basis for peer support and review purposes, and to interact more closely with the governance professional and the Executive lead annually on business planning to give further clarity to the Executive on the reporting requirements.

CEO Appraisal: Appraisal of the Principal and CEO should be more visible. The Board, not the Chair, is the collective 'boss' of the CEO, and is collectively responsible for providing everything a good boss should give to their employee – control, support, encouragement, incentives, rewards, etc. The Board should be assured that this is being done in an appropriate fashion.

Board Reporting: Whilst the provision of data is excellent, board reporting lacks detail on the assumptions behind the data and the strategic implications of it. Board information architecture should support the Board's role of oversight of impact (as opposed to oversight of activity). Governors are less interested in the data per se, than what the data means. Each report should clearly identify the strategic implications for the Board's consideration. Reports can then be taken as

read and discussions can start at the strategic level. This reporting style allows for more dialogue, and for governors to leave meetings knowing how the organisation has moved forward, as well as answering the 'so what' question. Report authors should consider reporting through a lens of, 'what conversation do I want this report to generate', in addition to, 'what information do I need to provide'. Increased dialogue gives greater opportunity for knowledge exchange to take place between the Board and the Executive, further enhancing the Executive's performance and ultimately the performance of the college.

Structures & Systems

Examples of Effectiveness

The Board is assured on regulatory compliance, with reporting being enhanced on topics such as data security (detailed in the Board Action Plan).

The quality of the information received both inside and outside of meetings is comprehensive, with an enhanced live data dashboard having been put in place for governors to access.

Areas for Development

Business planning and in particular meeting agendas, to be reviewed regularly to ensure a balance of forward (strategic) and backward-looking (update/compliance) items, and time spent on presentations versus discussion time. Ideally, a 50/50 balance should be achieved. For governors to be able fulfil their stewardship role, meeting time needs to be spent on future focused items which they can have an influence over, with sufficient time to discuss them.

Behavioural Governance

Examples of Effectiveness

There are transparent and trusting relationships between governors and senior leaders.

Governors are encouraged to spend time in the college and their visibility is welcomed.

Areas for Development

A regular formal reflection of governor contribution, including for new governors after 12 months in post, could increase governors' confidence, efficacy, and engagement, further supporting the Executive to succeed.

Building on the culture of trust within the boardroom, a move away from the traditional 'presentation and tell' style of meeting towards a 'collaborative oversight' approach, where all participate in a process of thinking and reflecting together in way that better harnesses the Board's collective intelligence, could bring greater insights and diversity to dialogue, discussion, and decisions.

Covid impacted on the relationship side of governor engagement. Getting to know the person behind the governor label, 'educationalist/accountant/safeguarding expert' etc., to better understand a person's motivations and connections, supports better decision-making. Boards are social structures first and foremost, so activities to facilitate this are always beneficial.

Stakeholder Engagement

Examples of Effectiveness

The Board strives to seek input from all its stakeholders, and partnerships are a priority.

Areas for Development

The Board to be clearer on who the key stakeholders are and to have more opportunities to further engage with them – both internally with staff and students, and externally with employers and community members. This gives greater opportunity for triangulation of management reporting, gives clarity on meeting local skills needs, and furthers understanding of the impact of board decision making on them.

Support & Challenge

Examples of Effectiveness

Constructive challenge is understood and is welcomed by the Executive.

Link governor arrangements are in place and activity is reported on.

Executives gain particular benefit from governors through their contribution to strategic planning and sharing knowledge in their areas of expertise, as aligned to individuals areas of work. This together with the support and challenge they provide and external perspectives they bring, supports decision making.

Areas for Development

As reported under Board Reporting in Roles & Responsibilities, further dialogue in meetings should be encouraged. The Board has a responsibility to do everything in their power to ensure the Executive succeed, and the Executive has a responsibility to do everything in their power to enable governors to govern effectively. Within meetings, this sees the Executive's role as one to stimulate thoughtful exchanges between governors leading to improved understanding and decision-making. This might be done of example, by executives asking governors what they think of their assumptions – that is after all, a key part of a governor's role.

Impactful Decision Making

Examples of Effectiveness

There is a positive boardroom atmosphere that allows governors to contribute freely and feel their contribution is welcomed, supporting a culture of shared inquiry.

Areas for Development

Further detail in decision reports on different scenarios, assumptions behind proposals, and management's insights, would provide a greater level of confidence to the Board on the robustness of the decision-making process, including the engagement of and potential impact of decisions on key stakeholders. Governors are as interested in what management have considered and dismissed as part of their decision-making process, as they are in the final recommendations/proposals being presented by management.

Each meeting to end with a short reflection and review on the effectiveness of the meeting using focused questions such as, 'was the information appropriate for the action required/did everyone who wanted to, feel able to contribute/what would have improved the effectiveness of the meeting?'

Consider re-ordering Board agendas so the feedback from committees is discussed ahead of the relevant board agenda item. Committees are in place to discuss and make recommendations to the Board, so these discussions should inform the board decision-making on the relevant topic.

Vision, Ethos, and Purpose

Examples of Effectiveness

Governors have a clear understanding of the values and ethos of the college and adequately model the college's values and culture.

Areas for Development

None.

Being Strategic

Examples of Effectiveness

Governors are clear on the college's strategic priorities and bring a significant level of skill and expertise to effectively strategize.

Governors are suitably involved in strategic activities – shaping strategy and reviewing performance.

Areas for Development

There is an opportunity for board reporting to be more strategic (see Board Reporting under Roles & Responsibilities).

Engaging governors earlier in strategic activity would encourage them to fulfil their role in generative governance (discerning and framing adaptive issues & collective sense making), in addition to their fiduciary and strategic oversight roles.

Composition & Succession

Examples of Effectiveness

Succession planning is in place and the college has invested in external support for governor appointments. Both governors and executive members have highlighted the need for further educational expertise on the board to support robust challenge in this area.

The Board is highly committed to improving governance. Self-assessment activity on governance is robust, with a resulting action plan in place to drive further improvement.

Areas for Development

Carrying out exit interviews with governors who are leaving, would provide further insight into any improvements of the governance function.

Diversity & Inclusion

Examples of Effectiveness

A lot of effort has been made to progress against desired outcomes on DE&I, with actions taken to encourage people from a range of backgrounds and experiences to apply. There is a good balance of age and gender amongst board members.

Areas for Development

The provision of a Governor Appointment Policy which clearly includes targets and principles of diverse and inclusive recruitment practices, would further strengthen the Board's efforts in this regard, particularly to improve the ethnic diversity of the Board to reflect the student population.

RECOMMENDATIONS

Critical to Success	Roles & Responsibilities / Impactful Decision Making	
	1.	Board Reporting – reports to be revised to provide greater detail on strategic implications of data; detail impact (not activity); provide management insights & assumptions; to generate more questions than answers in meetings (in a good way, i.e., stimulates new thinking) ¹
	2.	Ambassadorial role – greater clarity on this element of governors’ role & external stakeholder engagement – what governors do when they are not sat around the table
	Being Strategic	
	3.	Generative Governance – engage the Board early in strategic thinking: discerning and framing adaptive issues and collective sense making ²
Important to Success	Behavioural Governance	
	4.	Meeting room culture – frame the meetings as a place for collaborative oversight and shared inquiry, where board and executive think and reflect together and there is discussion and dialogue ³ . Developing the Executive’s role in stimulating thoughtful exchanges between governors leading to improved understanding and decision-making. Increasing the exchange of knowledge and expertise between governors and senior leaders to enhance knowledge and increase skill.
	Roles & Responsibilities	
	5.	CEO Appraisal – greater visibility to the Board of the process undertaken, as this is a whole board responsibility.
	Behavioural Governance	
6.	Social engagement – facilitate informal opportunities for governors to get to know each other and the Executive better	
7.	Individual governor review and reflection – ensure that annual governance conversations consider contribution and impact, including for all new governors after 12 months in office ⁴ , identifying and acknowledging the value that each governor contributes.	
Stakeholder Engagement		
8.	Internal informal stakeholder engagement – arrange activities for greater governor engagement with staff and students ⁵	
Impactful Decision Making		
9.	Meeting evaluation – implement a time for review of meeting effectiveness at the end of each meeting ⁶	

¹ Board reporting guidance note

² Mode of governance table

³ Discussion vs dialogue

⁴ New governor 360 exercise

⁵ Governor engagement guidance note

⁶ Example meeting assessment

	A number of technical recommendations have been made and are captured below	
Supporting Success	10.	Committee functions – facilitate opportunities for committee chair peer support and planning, with input from the governance professional and executive leads
	11.	Consider re-ordering Board agendas so the feedback from committees is discussed ahead of the relevant board agenda item
	12.	Business planning – review plans and agendas to ensure a balance of forward looking (strategic) and backward looking (compliance/update) items, and time spent on presentations vs discussion and dialogue.
	13.	Each report cover sheet to detail the contact details of the author and invite queries from governors on understanding of information, data, etc., to be ironed out ahead of the meeting.
	14.	Exit interviews – undertake with each departing governor and act on findings ⁷
	15.	Governor Appointment policy – implement a policy which includes targets and principles relating to EDI ⁸

⁷ Example exit interview questions

⁸ Example targets and principles

ACTION PLAN - TO BE AGREED POST 11th OCTOBER 2023

	Agreed Action	Intended Outcome	Named Lead	Timescale
1				

BENCHMARKING

Review Recommendations

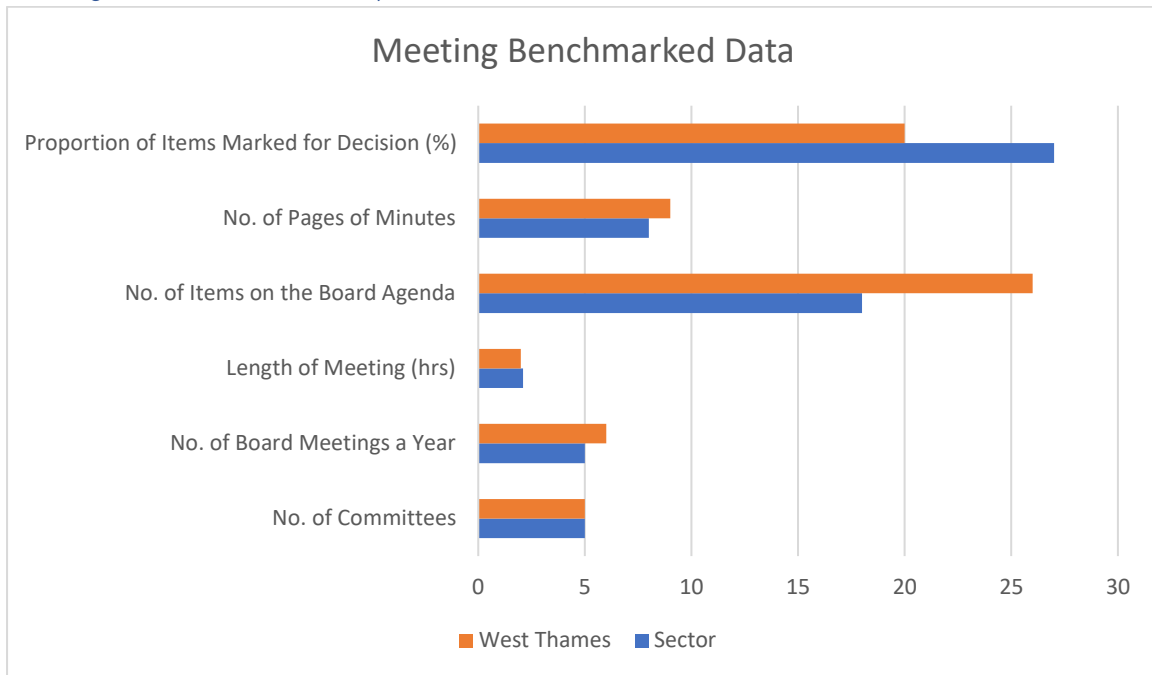
Board evaluation recommendations- themes	
Annual conversation between Board & Management *	8
Attendance to be increased *	1
Audit / Internal Control focus	1
Board culture requires development	3
Board portal implementation to manage papers	9
Board Structure: Carver or not to Carver rather than muddled hybrids	7
Board Team Skills - improvement required in ability to use the strengths of all members	13
Challenge: increase consistency/focus of governor challenge	11
Cycle of Business/agendas: review to prioritise strategic discussions & dialogue	22
Diversity on boards - greater focus required	18
Evaluation - undertake for the board/cttee meetings, chair, and governors	26
Governance secretariat - greater involvement/better resourced	7
Governor development and training - implement a training plan/record/impact document	21
Inclusion - onboarding, mentoring, and contribution of governors to be strengthened *	7
Link Governors - more triangulation of information	10
Management reporting: greater use of data dashboard & KPIs	11
Management reporting: use summaries, keep focused, timelier	20
Minutes and action plans to be improved	7
Risk: further scrutiny of risks required (setting risk appetite)	5
Scheme of Delegation to be put in place	6
Skills: greater alignment to strategic priorities	11
Stakeholder engagement - governor ambassadorial role - value add to be clarified *	9
Stakeholder engagement - greater oversight of stakeholder strategy	11
Strategy - more input from governors on strategic activity	9
Student voice: more interaction	17
Succession planning: implement/improve succession planning for the Board	20
The Code - implementation & understanding of the requirements of the Code	5
Triumvirate - more regular meetings	2

Key:

*New recommendations introduced in 22/23.

Highlighted recommendations are those from this report for West Thames College

Meeting Data over a 12-month period



The above data shows West Thames College:

- has a smaller portion of Board meeting items marked for decision and there is a far larger number of items on the Board agendas. This could be reduced through the use of a consent agenda, with the added advantage of reducing the length of meeting time and/or freeing up time for discussion and dialogue on strategic topics. Also, consider whether information only/update items can be shared outside of meetings.

APPENDICES

Appendix 1 – Governor & Executive Questionnaire Comments

QUESTION 41: Name up to 3 other things you believe the Board does well and up to 3 things where there is room for improvement

THEMED GOVERNORS' COMMENTS

Does well:

1. Governor Link Scheme
2. Relationship between board and executive
3. Data and information on college performance
4. Financial oversight
5. Strategic planning
6. Support and challenge

Could improve:

1. More time on for board discussions on important matters
2. Greater understanding of local community and skills needs, and the relevance of the curriculum
3. More diverse board
4. Stakeholder engagement, particularly with staff and students

Q.12 - Name 1 thing the board does well and 1 thing where it could become more effective.

THEMED EXECUTIVES' COMMENTS

Does well:

1. Setting the strategy
2. Challenge and support

Could improve:

1. Utilisation of governors' skills, experiences, and networks
2. More consistent engagement across all board members

Introduction

Monitoring the effectiveness of governance is a key element of good governance and a requirement of every Code of Governance. Effective governance is primarily made up of two elements - procedural governance (processes, structures, and systems) and behavioural governance (relationships, culture, and ethos). This questionnaire looks at the first element, procedural governance, and covers the following areas:

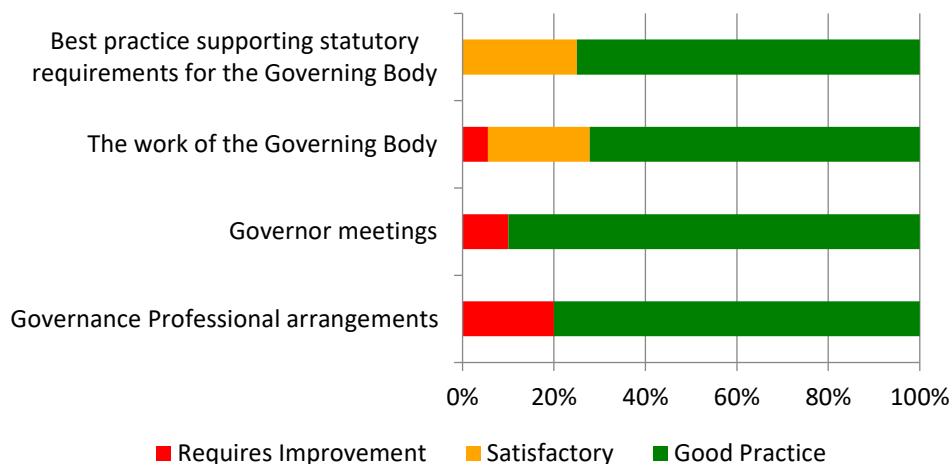
- Statutory requirements for the Governing Body
- The work of the Governing Body
- Governor meetings
- Governance Professional arrangements

The objective of this report is to prompt the board and the governance professional to consider whether:

- a) The adopted governance structure and model is fit for purpose
- b) The composition of the Board reflects the needs and strategic direction of the college
- c) There is a suitably robust induction, training and development programme, and on-going support in place for governors and the governance professional
- d) The institution's governance framework and processes facilitate effective decision-making and suitable governor oversight of compliance and regulatory matters

This report details which criteria have been met and which have not, and rag-rates each question. The report is generated as a Word document to allow you to add details on actions – when and by whom. Acting on the outcomes of effectiveness reviews is as important as undertaking them. Therefore, it is recommended that this report and action plan are shared with the governing body.

Governance Procedural Questionnaire - Overview



1. Best practice supporting statutory requirements for the Governing Body

1. Governing Body membership is in line with its Instrument & Articles of Government & Standing Orders

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> The current record of appointed Governors and their terms of office align with membership as stated in the I&As and Standing Orders 	

2. Statutory Information – the requirements set by the DfE on what colleges should publish online are met

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> A review of the college website has been undertaken An Action Plan is in place for any non-compliance Any other relevant statutory policies are published i.e. modern slavery statement The Governing Body is aware that it is responsible for website compliance 	

3. Statutory Policies and documents are in place and reviewed by the Governing Body in line with stipulated review periods – including those policies referenced in statutory guidance

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> DfE Policies and other documents that colleges are required to have by law are in place There is a process for ensuring policies are presented for approval in a timely way Minutes evidence policies have been approved Governors take a strategic view when approving policies – they may have input but do not draft them 	

4. Equality & Diversity & The Equality Duty – information is published to show compliance with the Equality Duty at least once a year. Specific measurable equality objectives are set at least every four years

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Equality Act 2010 – A review of the college's equality objectives are undertaken annually • Minutes evidence governor discussion and decision on E&D matters • Diversity targets for Governing Body membership are set and monitored • The gender pay gap is reported to the Board annually • Minutes indicate monitoring against college & board E&D targets 	

5. [Safeguarding Children in Education](#) – Governing Body meets its statutory duty

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • The annual safeguarding audit is completed & reported on, to the Governing Body • There is a named Safeguarding Link Governor • Safer Recruitment Training has been completed by some governors • The safeguarding audit shows all governors have completed safeguarding training • Minutes evidence that safeguarding requirements (including the Prevent Duty) are discussed and reviewed regularly by the Governing Body 	

6. Financial probity – Governing Body meets its statutory duty

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Some governors have completed college funding & finance training • Minutes evidence that financial requirements are discussed and reviewed by the Governing Body • Monthly accounts are made available to all governors in a timely way • At least one independent governor is a qualified accountant • There is a 2-year financial plan in place • Governors use the ESFA financial benchmarking tool as part of their assessment of the college's finances • The budget is approved annually • Significant financial variances are recorded in the minutes • Audited financial statements are approved & submitted to the ESFA by the stated deadline • The College Financial Forecasting Return (CFFR) is approved by the governing body 	<p>A costed curriculum plan is presented to the board each year for approval</p>

7. Board Reporting – The Governing Body receives reports on confirmation of [statutory compliance and best practice](#), publishes required information where appropriate, and the minutes show governors have discussed / given approval on such (note - an HE report is also recommended for those institutions with higher education provision)

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Health & Safety • Equality & Diversity • Safeguarding • Search Committee Activity • Remuneration Committee Activity • Audit Committee Activity • The Corporation's Annual Report and / or Governance statement in the Audited Financial Statements • Stakeholder Engagement, including student voice • Whistleblowing and Fraud Response Plan • Student complaints and appeals • Human resources / workforce strategy • Partnership working 	<p>General Data Protection Regulation compliance</p>
	<p>Freedom of Information requests</p>

8. [Governance Code](#) - Adoption and Reporting

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • The Governance Statement in the Audited Financial Statements indicates which Code has been adopted, if the college is compliant and if not, reasons for non-compliance and planned actions to gain compliance (ESFA Accounts Direction stipulates FE corporations must comply with the principles of a code) • The Governing Body receives a report annually on compliance with a governance code 	

2. The work of the Governing Body

1. Regular [self-review](#) of the effectiveness of the work of the Governing Body

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • An annual governance self-review is completed • A governance development plan is in place • Minutes show progress against any subsequent actions are regularly monitored • A review of the performance of the Chair is undertaken annually • The Board has undertaken an external review of governance within the last 3 years, or is planning to do so 	

2. The Governing Body has a schedule of meetings planned for the year. Agenda items are linked to the college's quality improvement plan

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Full Governing Body and Committee meeting dates are planned in advance for the upcoming academic year 	

3. Delegated responsibilities – the delegated responsibilities are reviewed annually and reflected in the committee terms of reference and Scheme of Delegation

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • A Scheme of Delegation is in place • Each committee has up-to-date Terms of Reference • Group governance structures and arrangements showing relationships and responsibilities, are published 	

4. A schedule of agenda items and a policy review schedule is maintained to ensure that all statutory responsibilities are fulfilled by the Governing Body throughout the year

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • A Governing Body Cycle of Business is in place • Agendas for the Governing Body and committee meetings are planned at the start of each year, and include statutory and cyclical items • A policy review schedule is in place 	

5. Chair / Vice Chair of Governor are elected annually / in line with Governing Body Standing Orders. Chairs of Committee are elected in line with Terms of Reference

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Governing Body Standing Orders clearly state an appointment process • Agenda / Minutes evidence appointments are carried out in line with the stated process • Chair and Vice-Chair(s) have a role description 	

6. Governor Visits are planned in line with the Quality Improvement Plan and/or across college business areas. The Governance Professional keeps records of completed visits and circulates reports appropriately

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • A Governor Visits Policy and Visit form template is in place • A schedule of governor monitoring visits for the year are planned termly • Completed governor visit forms are circulated to all governors/a committee once the senior leadership team have had an opportunity to comment / respond 	Minutes detail any actions arising from governors' visits

7. [Governor Training](#) – records are kept of the training that Governors have attended

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Individual Governor development plans are in place • Whole Governing Body training requirements are identified and planned • An assessment of the impact of training on Governing Body effectiveness is undertaken each year 	Feedback reports on any external training undertaken are provided to all governors

8. A review of governor skills has been undertaken to inform training needs / succession planning / governor recruitment

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Completion of a skills audit is undertaken at least annually, taking into account the college's strategic objectives and risk register • A succession plan is in place • Agenda / Minutes show discussion of recruitment and succession planning • There is a policy stating the maximum term of office for board members, and succession planning shows adherence to the policy 	

9. [Governor recruitment](#) is based on skills to contribute to effective governance and the success of the college.

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Skills audits are undertaken when recruitment is being considered • Search committee minutes evidence skills-based recruitment • A Governor Appointment policy is in place • The Governor Appointment policy reflects the college's policy and targets for diversity 	

10. All prospective / new governors are helped to understand the role of a governor and the Governing Body's Code of Conduct.

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Governors sign up to a Code of Conduct • A declaration of continued eligibility of each governor is signed annually • Conflicts of interest are recorded and updated on an on-going basis 	Conflicts of interest are reported annually to the Board and made available for public viewing

11. A governor induction pack / mentor arrangement is in place / all new governors have completed induction training

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • A college governor induction process in place • Governors attend or complete a Governor Induction course • Each new governor is assigned a mentor • Student governors are given appropriate support to help them fulfil their role 	

12. A [Principal/CEO Appraisal Review](#) is undertaken annually

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Minutes record the rationale for any pay increase/bonus paid to senior post holders 	Appraisal is discussed at RemCo and Governing Body meetings

13. Board members play an active ambassadorial role, making known the work of the college, and review regularly how the college meets the needs of all stakeholders

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Board members regularly engage with the local community and the college's stakeholders. • The governing body has reviewed and published how the college's education and training offer is meeting local skills needs, having due regard for the Local Skills Improvement Plan 	

14. Governor working groups are utilised to prepare / research and make recommendations to Governing Body (if required)

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • No working parties have been utilised in year 	

15. [Strategic planning](#) – the governing body plays a fundamental part in strategic planning

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Strategic objectives are agreed each year by the Governing Body • KPIs are set annually for financial health, teaching and learning, student experience and outcomes, staff performance, and stakeholder opinions • Minutes show monitoring against organisational KPIs takes place at least twice a year • Strategic discussions reflect the college's objectives, ethos and culture, and stakeholder views to ensure they are aligned • Strategic matters are agenda items at the majority of governing body meetings 	

16. [Risk Management](#) – risk appetite is set by the Governing Body and risks are regularly monitored

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • The risk register is regularly reviewed by Audit Committee • High / new risks are reported to the Governing Body regularly • The Annual Audit Plan is approved by the Board 	The Governing body discusses the setting of risk appetite

17. [Educational Character](#). Governors are assured that the learning experience is being monitored

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Governors participate in the Self-Assessment Report validation process • The Self-Assessment Report is presented to the Governing Body annually • The minutes show regular oversight of the Quality Improvement Plan 	

18. Charity Commission legislation and case law is complied with

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Charity Commission approval has been sought for remuneration of an external governor 	

3. Governor meetings

1. Agenda setting is managed effectively to ensure a) timely inclusion of items and b) sufficient time to commission supporting documents/ research/ evidence for governors to consider

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Agenda setting is commenced at least 4 weeks prior to a meeting • Agendas throughout the year include actions from the previous minutes • Agendas throughout the year include Items from the annual Governing Body Work Plan – e.g. standing items and cyclical items • Agenda items are suitably organised to ensure priority/strategic items are discussed first • Minutes of each meeting show apologies are accepted, interests are declared, and any non-quoracy is recorded 	

2. The agenda and supporting papers are appropriate and available for governor consideration in advance of meetings, and the management information is suitably robust to enable governors to exercise oversight

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Agendas and supporting papers are distributed seven days before meetings • Papers, such as college reports including the Principal/CEO's report are not 'tabled' at meetings • Reports are sufficiently detailed, transparent and comprehensive • The Governing Body and management have reviewed, discussed, and agreed the structure / format / length of reports 	

3. All committee and full Governing Body meetings are attended and minuted by a suitably qualified/experienced governance professional

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Minutes reflect a governance professional in attendance at all meetings 	

4. The Chair of governors and the Governing Body take advice on governance matters

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • The Governance Professional gives advice at meetings on the operation of Governing Body powers, procedural matters, conduct of its business, and matters of governance practice 	

5. The minutes show evidence of Governor support & challenge

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Minutes of meetings record governor support & challenge 	A record of the impact of governor support & challenge is kept

6. Decisions made by the Governing Body are recorded – e.g., approval of budget / policies

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> Minutes of meetings record decisions and their rationale 	

7. Confidential minute items are kept to a minimum. The minutes are recorded in a way that means they are not confidential or if they are confidential, they are in line with Information Commissioner's guidance

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> Minutes of meetings meet General Data Protection Regulation requirements Confidential items are reviewed annually and considered by the Governing Body for publication 	

8. Minutes are completed in a timely manner

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> Draft minutes are circulated for review within two weeks of the meeting Once approved by the governing body, minutes are published on the website 	

9. Action points are recorded and carried forward / followed up by the Governance Professional in a timely manner

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> Actions are tracked and recorded The actions list details persons responsible for completion of actions and the date they are completed 	

10. Independence

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> Audit Committee members meet with auditors annually without management present 	

4. Governance Professional arrangements

1. Governance Professional training and development – the Governance Professional has sufficient opportunity and support to keep up to date with changes affecting the governance within the organisation

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Attendance at area Governance Professional Network Meetings • Attendance at training events and conferences • A member of the FE clerks Jiscmail network 	

2. Governance Professional resources – the Governance Professional has access to resources to assist them in fulfilling their role

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Access to administrative support to facilitate meeting arrangements • College email address is provided • The college supplies resources – laptop, printing etc. • Access to an office on the college site is provided for the Governance Professional 	

3. A [Governance Professional Competency Framework](#) (DfE / ICSA / Governance4FE) is used to shape the recruitment, development and behaviours of the Governance Professional

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • Chair and Governance Professional are aware of and have read the relevant framework • Chair / Principal actively consider the framework when considering recruitment and planning the work of the Governance Professional 	

4. Governance Professional line management – the Governance Professional is provided with clear targets and appraisal, including an annual appraisal

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • An annual appraisal is undertaken by the Chair with Principal / CEO input • The Governance Professional has a personal development plan in place 	

5. Governance Professional hours – the Governance Professional is provided with sufficient contracted hours or overtime to meet the needs of the Governing Body

Criteria Met	Criteria Not Met
<ul style="list-style-type: none"> • A review of hours worked against contracted hours forms part of the annual appraisal 	

Appendix 3 - Example Documents

The documents listed below are provided separately.

- Board reporting guidance note
- Mode of governance table
- Discussion vs dialogue
- Governor engagement guidance note
- Example meeting assessment
- New governor 360 exercise
- Example exit interview questions
- Example targets and principles

Appendix 4 – Editing Amends

Amendments made following discussion of the draft report with the Chair, CEO, and governance professional.

1. Recommendation 5: Change the wording of CEO ‘performance management’ to ‘appraisal’, along with the emphasis of the statement to give clarity that it is improving the *visibility* at Board level of process of appraising the CEO that is recommended.
2. Recommendation 7: Change the emphasis to acknowledge that individual governor reviews do take place, and that a greater focus is put on identifying and acknowledging the value that each governor contributes.
3. An additional strength under Support and Challenge on page 11, to demonstrate examples of the above point.
4. A review of hours worked against contracted hours of the governance professional as part of the annual appraisal, has now taken place.

Conflicts of Interest

The reviewer wishes to make known that she was appointed Chair of St John's College in East Sussex, a college with the Ambitious About Autism group, on 1st September 2023. This is declared due to West Thames' partnership with Ambitious About Autism for SEND delivery. The review was completed, and report written by 7th September, and the reviewer perceives no conflict between this appointment and the work undertaken – the declaration is for the purpose of transparency only.