External Board Review

Bradford

Reviewer: *Wendy Stanger*

Add date here

Version	Approved by Board Reviewer	Date
Draft		
Draft for moderation	15/6/2024	
Draft post moderation/shared with college	18/6/2024	
Final	21/6/2024	

Executive Summary

AOC's approach to board reviews is a supportive one, based on a framework that considers, but is not limited to, principles from Codes of Governance, the Education Inspection Framework, and the DfE's current guidance on External Board Reviews.

To ensure consistency across the sector there are two sets of judgements that are made in the AOC reviews.

1. Review Board Dimensions against each of the review dimensions:
   - Board Composition - The attributes possessed by the board that enable effective strategic leadership.
   - Board structure - The processes and structures that equip members to optimally deliver objectives, act with transparency and be in compliance with regulations.
   and
   - Board interaction - Behaviours and interactions which allow for an inclusive culture that encourages effective challenge and impactful collaboration.

The report includes findings as to the mix of strengths and developmental areas against each dimension.

2. Overall Board effectiveness

The report includes an overall conclusion on Board effectiveness from the following menu of 3 options:
   - There is strong evidence that the Board is highly proficient and consistently impacts positively on college strategy, effectiveness, and outcomes.
   - There is evidence the Board is proficient and has some impact on college strategy, effectiveness, and outcomes.
   - The Board needs to ensure it is proficient and should improve its impact on college strategy, effectiveness and outcomes.

The review's approach was agreed at a scoping meeting with the Chair, CEO and Clerk to the Corporation on 7 March 2024 where it was agreed to use the AOC template for the Review and the meetings that were to be observed. The findings are based on the information and evidence seen at the point of the review.

The overall conclusion is that:

There is evidence the Board is proficient and has some impact on college strategy, effectiveness, and outcomes.

This should not be seen as a grading but as an assessment of the Board's current impact and evidence of its effectiveness.

The following table summarizes the headline strengths and areas for development that have informed this conclusion:

	STRENGTH	AREA FOR DEVELOPMENT
BOARD COMPOSITION	The Board has a good mix of skills and knowledge	Develop a governor succession, recruitment and development plan
BOARD STRUCTURE	Student Union paid posts and level of support, with learners involved in the Strategy Day	Develop the Board agenda and Committee scheme of delegation to enable the Board to be more strategically focused
BOARD INTERACTION	Open relationship between the Board and staff team, including the triumvirate	Develop a governor engagement plan

Fig 1

Thanks are recorded to the Board and the Senior Team for their welcome and openness during the Board Review and to the Clerk to the Corporation and Assistant Clerk to the Corporation for their excellent support throughout the review.

Approach Taken

This External Board Review was undertaken by Wendy Stanger over the period March to June 2024.

Wendy Stanger is an experienced chartered governance professional, Chairs the AOC East Governance Professionals' network, Vice Chair of the AOC National Governance Professional network, the moderator of the national Further Education Governance Professionals online Jisc network and a National Leader of Governance appointed by the office of the FE Commissioner.

Evidence has been drawn from published sources and from information provided by Bradford College and triangulated through meeting observations and interviews.

Board delivery has been assessed against the key outcomes which characterise effective Boards:

1. **Integrity** Commitment to Nolan Principles and governance Code.
2. **Student Experience** Student voice and safeguarding are valued and are central to decision- making.
3. **Quality** Progress and outcomes of students monitored and scrutinised.
4. **Financially Sound** Robust financial system and processes.
5. **Responsive** The board engages and has positive partnerships within the local community.
6. **Reflective** Board performance and impact are thoroughly reviewed.
7. **Inclusion & Diversity** are central to decision making and impact is measured.
8. **Collectively Accountable** Responsibility for strategy and decisions and compliant with regulations.
9. **Strategic Leadership** Sets a clear strategic direction for the organisation.

Review Process

The review used the following process:

Fig. 2

1. Introductory scoping meeting held with the Chair, CEO and Clerk to the Corporation on 7 March 2024 when the proposed scope, and the meetings to be observed were agreed.
2. AOC survey sent to 17 governors in April with 15 returned an 88% return.

3. A desktop review of published information and documents provided by Bradford College. This included, but was not limited to, Strategy, Annual Accounts, Accountability Statement, Management Accounts, Risk Register, Committee Packs, Minutes, Governor CVs, Governance internal self-assessments and action plans, Internal Audit on Governance, External Board Review 2021, skills audits and Governance policies and procedures.

4. Interviews were held with:
   - Chair, and previous Chair of Finance and General Purposes
   - New external governor and Chair of Audit Committee
   - Chair of Quality and Standards Committee
   - Staff Governor
   - Student Governor
   - Vice Principal Quality, Teaching & Learning
   - Vice Principal Finance & Corporate Services
   - Clerk to the Corporation
   - CEO

5. Board and Committee Observations
   - Board in person – 23 May 2024
   - Finance and Resources part virtual and part recorded – 14 March 2024
   - Remuneration virtual – 2 May 2024
   - Search and Governance virtual – 2 May 2024
   - Audit virtual – 16 May 2024
   - Quality and Standards virtual – 7 March 2024

6. Report – moderation was carried out by National Leader of Governance Rob Lawson. The final report was sent to the College on 21st June 2024 and was considered by the Board meeting on 11th July 2024.
7. Action Plan – is to be developed by the College based on the findings of the report.

Board Composition

Background

Bradford College offers a broad range of vocational and academic qualifications to young people and adults. The College is the largest institution providing 16-19 education and training within the Bradford local authority area, with the main campus situated close to the city centre and 26+ satellite sites and community venues across West Yorkshire. The College is currently developing its estate with capital grant funding from the Department for Education and the Office for Students.
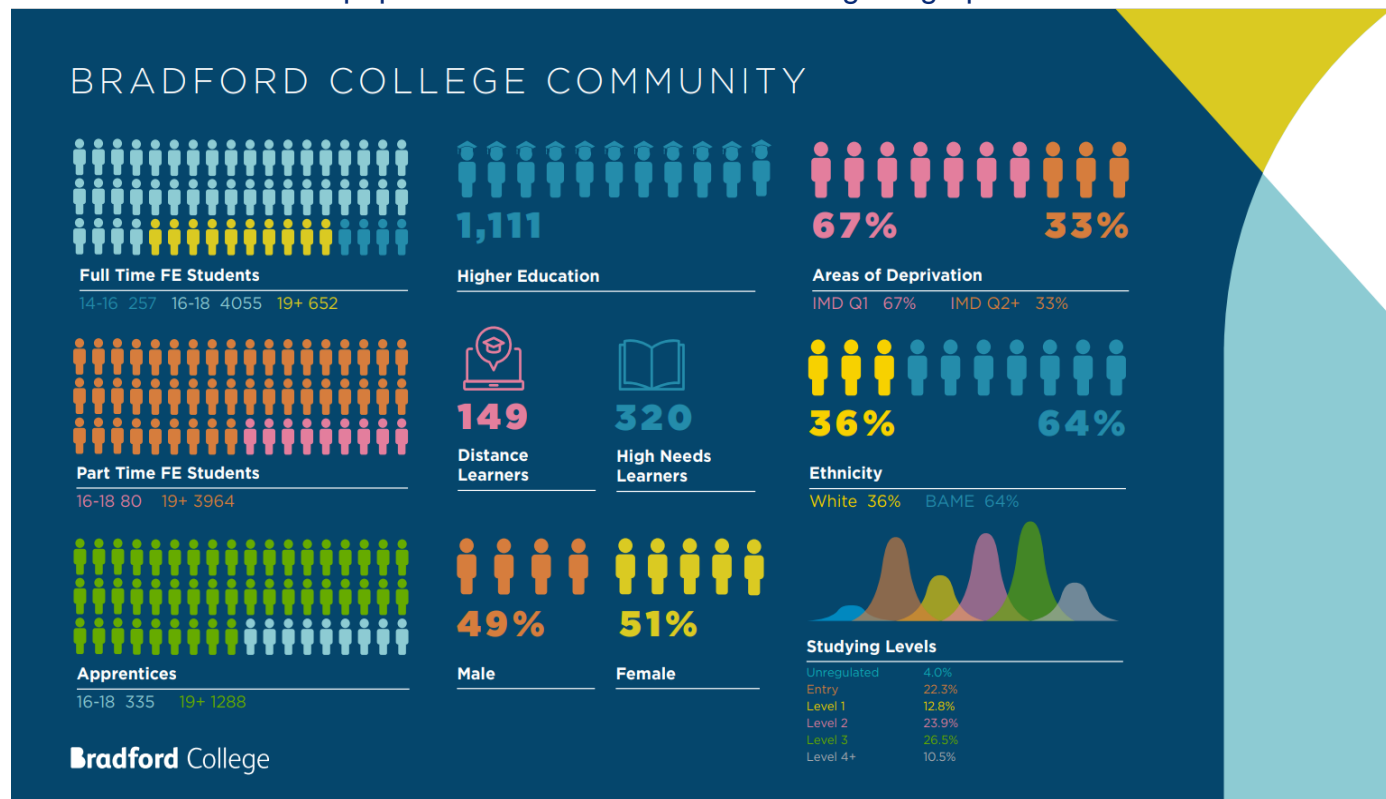
Its vision is 'Creating a better future for all through education and training.'
Its mission is 'Working together to transform lives.'
Its values are "Respectful, Inclusive, Trust, Inspirational & Aspirational.'

Bradford College was graded as Good by Ofsted 2021, and an Ofsted inspection in Teacher training provision in 2023 was also graded good.

Bradford has a student population as set out in the following infographic:

BRADFORD COLLEGE COMMUNITY

Full Time FE Students
14-16 257   16-18 4055   19+ 652

Part Time FE Students
16-18 80   19+ 3964

Apprentices
16-18 335   19+ 1288

1,111
Higher Education

149
Distance Learners

320
High Needs Learners

49%
Male

51%
Female

67%   **33%**
Areas of Deprivation
IMD Q1 67%   IMD Q2+ 33%

36%   **64%**
Ethnicity
White 36%   BAME 64%

Studying Levels
Unregulated   4.0%
Entry   22.3%
Level 1   12.8%
Level 2   23.9%
Level 3   26.5%
Level 4+   10.5%

Bradford College

Bradford College previously had financial issues, and as a result the College is in receipt of restructuring facility funding and subject to conditions subsequent and bank covenants. The College had its financial notices to improve lifted in September 2022. It is shortly due to have its final post intervention monitoring and support meeting. The bank continues to support and grant waiver breaches and the ESFA has assessed financial health as good.

The Board had previously adopted the AOC Code of Good Governance and adopted the new AOC Code of Good Governance at its May 2024 Board meeting.

The Board's Composition
At the time of the review Bradford College's Board consisted of 12 Independent Governors, 2 Student sabbaticals, 2 Staff and the CEO.

The Board's skills and knowledge
The Board has a good mix of skills and backgrounds, and recruitment was ongoing during the review to further strengthen this mix and recruit to areas identified in the skills audit. The Board at the time of the review included those with governance, data, finance and educational expertise.

The Audit Committee has 3 members. This included an experienced governance professional as Chair, a data professional and a qualified accountant with assurance and audit experience.
The Audit Code https://www.gov.uk/government/publications/post-16-audit-code-of-practice states that

> *Audit committees must include individuals with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance, and assurance. The abilities of the membership of the audit committee should reflect the needs of the corporation and should extend to expertise in all relevant financial and non-financial areas.*

Membership of the Committee has been recognised as an area for development and during the review recruitment and appointment took place to improve the skills and knowledge mix of this and other Committees. It was noted at the Search and Governance meeting that these appointments though risked making the Board very financially focused.

The Financial and Resources meeting observed was chaired by the Corporation Chair, this has recently changed with an experienced finance professional now appointed to chair and has members who have expertise in procurement, finance and banking and human resources. This committee is also being strengthened by the current recruitment.

Quality is chaired by an experienced educationist who works for the Open University and has a good mix of educationalists including a former Deputy Vice Chancellor and reviewer for the Quality Assurance Agency, a Headteacher, a current College Vice Principal, and student and staff governors.

The 2023/24 skills audit was reviewed. This is an area that could be developed further, as suggested in the External Board Review 2021. Currently it does not include soft skills and the way it is presented results in average collective scores for all areas. The skills audit could, for instance, also be analysed by Committee to assess whether each Committee had the skills it needed.
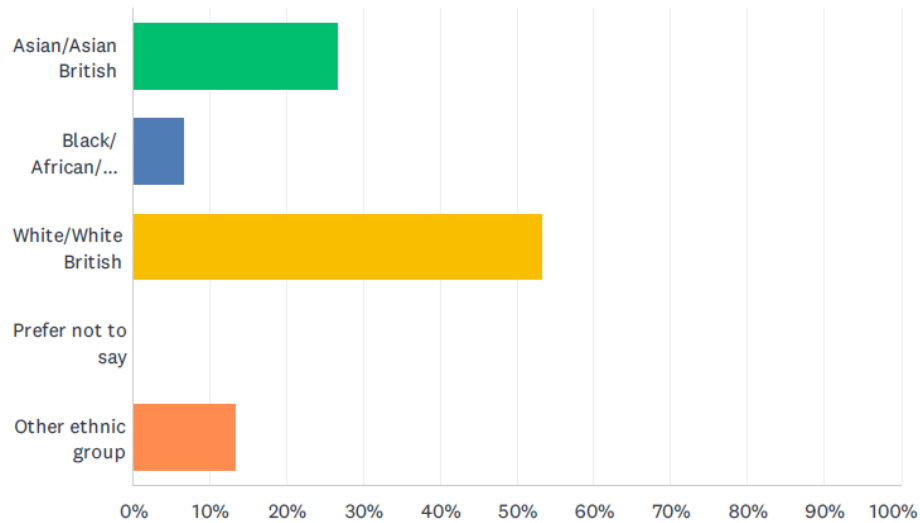
A review of the EDI data from the survey found:
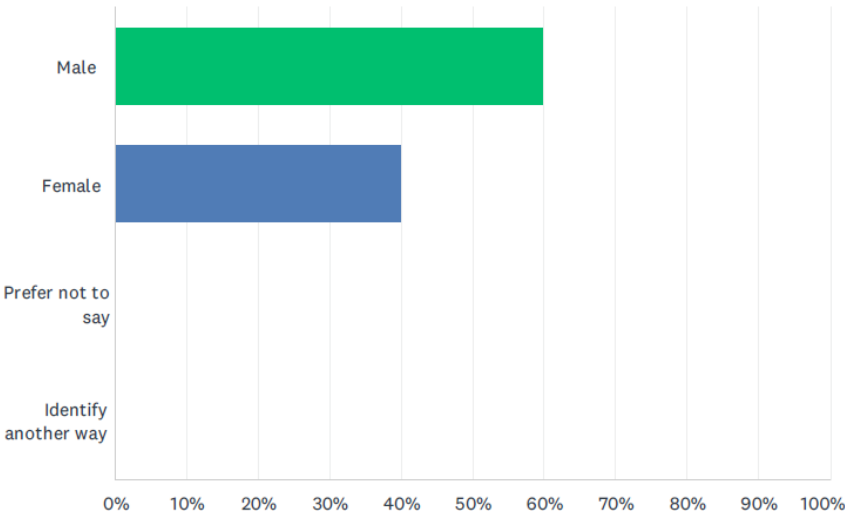
ANSWER CHOICES	RESPONSES	
Male	60.00%	9
Female	40.00%	6
Prefer not to say	0.00%	0
Identify another way	0.00%	0
TOTAL		15
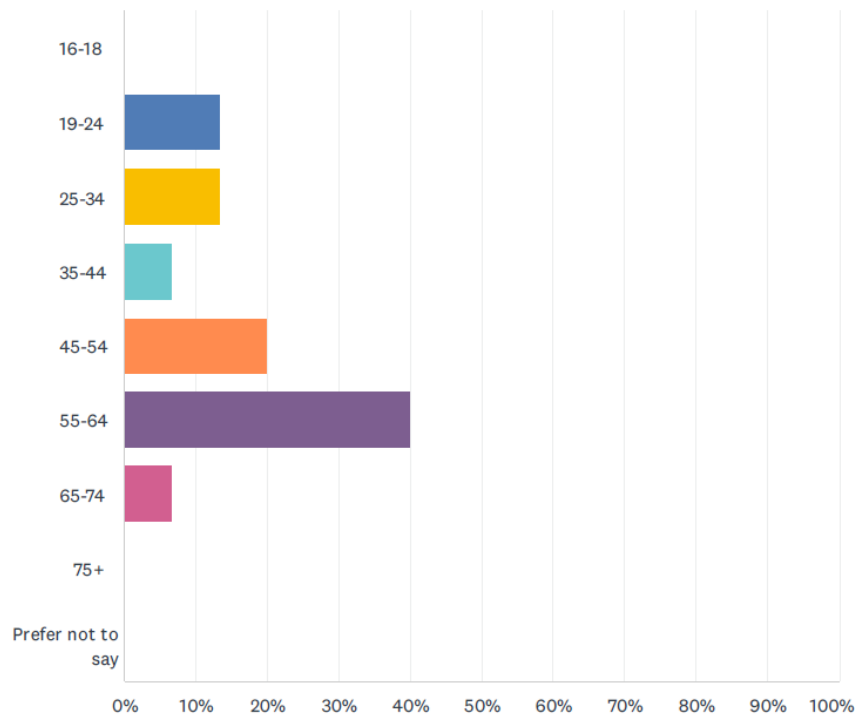
ANSWER CHOICES	RESPONSES	
16-18	0.00%	0
19-24	13.33%	2
25-34	13.33%	2
35-44	6.67%	1
45-54	20.00%	3
55-64	40.00%	6
65-74	6.67%	1
75+	0.00%	0
Prefer not to say	0.00%	0
TOTAL		15

Q8 Ethnicity

Answered: 15   Skipped: 0

ANSWER CHOICES	RESPONSES	
Asian/Asian British	26.67%	4
Black/ African/ Caribbean/ Black British	6.67%	1
White/White British	53.33%	8
Prefer not to say	0.00%	0
Other ethnic group	13.33%	2
TOTAL		15

Concern was raised at the Board observed that the appointments being made would be detrimental to the EDI mix of the Board, but it was also recognised that the skills recruited were those the Board had identified, and that other recruitment would help address the balance. The EDI mix needs to be monitored to ensure that the Board's mix is representative of the Communities the College serves.

The terms of office of the Board were reviewed based on the data in the annual accounts and data provided by the Clerk and in the survey.

This data highlighted that the Board was in development as seen below. It was noted that there was also a new Chair and new Committee Chairs.

Number of Years as a Governor

1	2
2	6
3	3 and half years
4	3/4 years
5	4 years
6	1
7	<1 year
8	2
9	4 plus
10	1.5
11	3
12	2 years 6 months
13	0
14	4.5
15	3

- Terms of office for Governors are: 4 years.
- Terms of office for Chair are: 2 years.
- Terms of office for Vice Chair are: 2 years

The governor term of office needs to be reviewed as part of the Board's overall succession planning to a more flexible approach to assist with recruitment and development.

Board Recruitment
Succession planning and recruitment needs to be developed further; this was also a recommendation in the 2021 External Board Review. Recruitment is currently being supported by Peridot and through the work of the Clerk and her assistant. This needs to be developed into a succession and recruitment plan.

Appointments were not considered in detail by the Board. The appointments at the May 2024 Board did not include a report setting out who was being appointed, the reasoning for the recommendation, and the appointment term. Instead, a verbal recommendation to appoint was made to the Board. This lack of information on the candidates was not challenged by the Board, they did, however, challenge the appointments' lack of diversity.

The terms of office for all independent governors are 4 years, with no flexibility, and are from the Board date of appointment. Consideration should be given to appointing for a period of between 1 and 4 years as this will help ensure that terms do not all end at the same time, will allow for a 'probationary' type period where a need for this is identified, and may help with recruitment as the commitment period is shorter. Consideration could also be given to aligning all appointment end dates to the end of the academic year.

It is recommended that a Succession and Recruitment Plan is developed, with consideration given to an ongoing recruitment campaign which considers terms of office, skills and diversity mix and forward planning for recruiting to terms that are ending. This could be assisted using the Co-Opted Governor role as both a means of adding additional expertise and as a governor developmental role.

Governance Website
The website's governance page includes sections on:
- Governors, including bios
- Minutes for Corporation and Committees
- Key policies and procedures
- Governance Structure
- Instrument and Articles
- Standing Orders
- Terms of reference

It also includes copies of written resolutions. These should be reported in writing to the subsequent Board meeting, in a written report rather than the current verbal one and be recorded in the minutes which could remove the need to publish these on the website.

The following table summarises headline conclusions for this section:

BOARD COMPOSITION	
STRENGTH	**AREA FOR DEVELOPMENT**
The Board has a good mix of skills and knowledge	Develop a Governor succession and recruitment strategy
Recruitment through Peridot has resulted in the recruitment of the skills and knowledge the Board requires	Update the Skills and EDI audits to meet the Board's needs and use them to review the Board's mix as part of the succession and recruitment strategy

Fig. 3

Board Structures

Background

The Board operates a committee structure with the following committees and scheduled meetings:

- Finance and Resources - 5 and a joint meeting with Audit
- Quality and Standards - 4
- Audit – 3 and a joint meeting with Finance and Resources
- Search and Governance - 3
- Remuneration - 2

The Corporation Board meets 5 times a year, has 2 training sessions scheduled and an annual 'Strategic Planning Event'.

The following meetings were observed:

- Board in person – 23 May 2024
- Finance and Resources part virtual and part recorded – 14 March 2024
- Remuneration virtual – 2 May 2024
- Search and Governance virtual – 2 May 2024
- Audit virtual – 16 May 2024
- Quality and Standards virtual – 7 March 2024

The Board is supported by a Clerk to the Corporation and an Assistant Clerk.

Strategic Direction

Committee Interaction with the Board

The Board meeting observed, and the Board meeting papers reviewed included detailed and repetitive items that had already been discussed at the Committees. This resulted in a Board agenda that was a duplication of the Committees' agendas. The Board meeting observed was very quiet with little challenge which could be a result of this. It was, though, commented in the interviews that the Board was an unusually quiet

meeting and there was a good discussion observed on digital transformation and the governor digital skillset needed.

There is a need for the scheme of delegation and the Committees' terms of reference to set out what is delegated to the Committees so that duplication is reduced and for a re-set of the Board's agenda with more focus and time given to the strategic issues. This could for instance include as standard:

- CEO's Report which could include the KPI dashboard with commentary, risk register, staff voice, strategy review items, College and Sector updates
- Governance Report
- Finance Report which could include the management accounts and other financial and capital matters
- Quality and Curriculum Report including learner voice
- Strategic Discussion item
- Committee reports at the end of the meeting consisting of the minutes and matters arising for information only and
- Committee items that could not be delegated and require Board sign off. It could be made clear on those that they were being recommended by the Committee and no discussion was expected. This would of course not bar discussion if the Board had issues with the recommendations.

All these reports should include a summary report.

Meetings

The observations found a relaxed chairing style, this however resulted in some report presentations being too long and some issues being discussed for longer than the item appeared to warrant, and in some cases becoming operational. The survey comments included that *Governors can get distracted by operational detail* and the College's self-assessment that there is *still a tendency to offer operational suggestions.*

Examples of challenge observed at meetings included at Finance and Resources Committee around apprenticeships and the College's levy use, and on the College's covenants and waivers. Remuneration around the Capability Procedure for Senior Post Holders and the mid-year appraisal. Search and Governance on the governor applications and the Quality and Standards Committee had a detailed discussion on the College's Labour Market Information and Student demographics and the context that the College works in.

Attendance at the meeting observed was reasonable and it was evident in discussions at the meetings and in discussion with the Clerk that poor attendance was followed up with governors.

The accounts data identified mainly good attendance with those with low attendance term of office ending. The range was from 100% to 33%. In the Board's self-assessment for 2022/23 the overall average attendance was 86%. Comparison data from the Clerks Network for 2022/23 shows a mean average attendance for 101 colleges of 83% and a range of 69% to 94% for all governor meetings.

Learner Voice

Learner voice at the College includes the Student Union and two student governors, one for FE and one for HE. The College is unusual in having a Personal Development & Students' Union Team and paid student officer roles:

- Students' Union President - Full Time (30 hours per week)
- Equality, Diversity & Inclusion Officer - Part Time (7.5 hours per week) (usually one day per week)
- Education & Welfare Officer for Higher Education (HE Students Only) – Part Time (7.5 hours per week) (usually one day per week)
- Education & Welfare Officer for Further Education (FE Students Only) – Part Time (7.5 hours per week) (usually one day per week)

Their work, history, team and enrichment and campaign activities is set out in a comprehensive section of the College's website **What BCSU does? @ Bradford College (bradfordcollegesu.co.uk)**

There was also student engagement during the Board's Strategic Planning event, which governors commented that they found very useful. This engagement could be extended to the Board and its committees, for instance having students from particular curriculum areas discussing their teaching, learning and support at the start of Quality and Standards.

 The Student Sabbatical President produced detailed reports to the Quality and Standards Committee where it was evident that the Student Union was active. The student sabbatical also commented on how well they were supported by the College and for the governance role the Clerk.

In the Board observed the Student Governors did not engage and they were not asked to comment. Learner voice needs to be further developed so students engage in the full governance and strategic development of the College. This may require proactive engagement with the student governors during the meeting so that they are encouraged to participate in the discussions.

Governor Documents and Arrangements

It is a condition of funding that:

> *'The Governing Body must conduct an annual governance self-assessment (except in the year of an external governance review)…'*

The Board's self-assessment was carried out in 2022/23 and included feedback via a Corporation Self-Assessment Questionnaire and an Individual Governor Self-Assessment Questionnaire, a Chair's appraisal, EDI evaluation and a review of attendance, training and engagement. Actions from this were developed into a Quality Improvement Plan.

The Search and Governance Committee discussed the self-assessment process for 2023/24.

The self-assessment could be strengthened further by an overall assessment and areas of strength and areas for improvement highlighted in the summary report.

Training and Induction

It should be noted that it is a condition of funding that:

> *The Governing Body must report in its annual reports on activities undertaken over the year to develop governors and governance professionals.*

Not all governors participate in training and development. This needs to improve so that all the Board are developed and are aware of sector changes and requirements. This was also a recommendation in the External Board Review 2021 as was an improved induction.

The College is not a member of the AOC so is not able to participate in the various networks for Governance Professionals, Chairs and Committee Chairs which it was noted in the interviews was missed. The College does, though, make use of the AOC training offer.

A governor induction is critical to both a successful appointment and to help make a governor feel welcome and valued in the role. As there are several new appointments it is suggested that an induction day is held. This could include a tour and walkthroughs, sessions from the Senior Team members and relevant chairs covering areas such as strategy, finance, quality, curriculum, people and staff voice, learner voice and safeguarding. In addition to the internal induction the AOC governor induction and the ETF Governance Development Programme could be used.

Recent appointments that did not have a full induction could also be invited, given that the survey found that only 60% agreed that they had a good induction process.

Staff and Student Governor appointments should have the same comprehensive induction as independent governors.

To support development in their new role and in their understating of the College and the education sector governor mentors of experienced governors should also be offered.

Due to the number of new appointments the Board is in development, and this is a risk to its effectiveness. This can be mitigated by developing a training and development plan which includes social time so that new governors feel welcomed, and the Board develops its knowledge, culture and as a team.

Risk

The Strategic Risk Register is presented to the Board and the Audit Committee and responsibility is allocated for each risk to a committee(s) who also receive the whole register. The presentation currently does not provide an overall summary of risk, or for instance, variance from appetite and is not presented with a governor summary report.

Committees receive the whole risk register rather than just the risk register for the risks allocated to the committee, see for instance March's Finance and Resources agenda. It would seem more sensible for each committee to only review those risks allocated to them.

Governors commented that the document did not help with their understanding of the risks that the College was currently facing, how these risks were being managed and mitigated or how they were changing. This lack of understanding may be the reason there was little discussion and challenge around the risk register items.

Consideration should be given to developing the risk register, its analysis of the risks and the Board's understanding of it.

Management Accounts

The management accounts are circulated to the Board monthly, are considered by Finance and General Purposes and are part of their report to the Board. At the Board observed they were not discussed in detail. It is recommended that the management accounts are a substantive item on the Board's agenda as finance is a full Board matter.

Governors commented that they received the management accounts monthly but did not find them accessible, and that training on them had not been provided. The

management accounts should be reviewed to ensure that they are accessible to all, including non-finance governors, as the whole Board needs to understand and engage in reviewing them. This could, for instance, be helped by using graphs and providing training focused on non-financial governors.

The following table summarises headline conclusions for this section

BOARD STRUCTURE	
STRENGTH	**AREA FOR DEVELOPMENT**
Student Union paid posts and support demonstrating commitment to learner voice	Review the Board agenda and reporting from Committees
Strategy Days with learner voice and social activities	Develop Committee's scheme of delegation
Governance Self-Assessment	Strengthen Self-Assessment report to include overall assessment and development actions
	Engage Student Governors in all aspects of governance
	Develop a Governance training and development plan, including a more comprehensive induction programme
	Review of risk register
	Review of management accounts and training for non-financial governors

Fig. 4

Board Interaction

Meetings

The meetings observed demonstrated a relaxed and friendly approach between the Board and the Senior Team, with the governor's surveys noting that the relationship was excellent and allowed for serious and informed debate.

Challenge at meetings tended to be dominated by some governors and this was noted in the governor surveys with comments such as:

- '*Engagement with discussions at meetings - tends to be the same voices…*'
- '*All governors are not `actively` engaged and can be passive in Meetings rather than engaging in a strategic and impactive way.*'
- '*Manage contributions from dominant individuals so that discussions are more rounded'.*

And in the College's self-assessment *Ensure all Governors are engaged and not the usual few.*

Given that the Board has recently recruited new governors an inclusive approach needs to be developed to ensure all contribute and this could mean that governors are asked if they have a point to raise to try and encourage participation. This is particularly key where governors are attending an onsite meeting online.

Hybrid meetings are held using Teams, but the IT used in the meeting room did not always help with engagement and governors commented that they could not hear the full debate and that connectivity was poor. There were issues when observing meetings online with some of the debate inaudible and clarity of video poor. All of which make it difficult for a governor online to engage fully in the meetings, and it was commented that governors had left meetings due to this. This should be reviewed to ensure that all can participate.

The Strategic Planning Day was seen by all in the interviews as a positive part of the governance schedule, with interaction with students, strategic discussions and social time to build as a team. The survey comments included:

- '*The strategy away days are a really good way for the board to have an immersive experience, and also really understand the issues which then inform a well-rounded strategic vision and goals for the year ahead.'*

- *'…There is more engagement at the strategic planning days and SLT have worked very hard to create an engaging and fun (where appropriate) atmosphere…'*

The Strategic Plan is for the period 2020-2024 and the CEO advised that this was reviewed annually through the Strategic Planning Day and was currently under review. Evidence was seen during the observations that a new strategic aim of 'Empowering Education through Digital Transformation' had been set.

Each Committee is allocated responsibility for oversight of a strategic aim, and it was observed that they review progress regularly through the relevant data dashboard. These data dashboards were a comprehensive list of KPIs with the years target and quarterly updates. For instance, Search and Governance had a detailed discussion with challenge on the strategic aim allocated to the Committee of '*To Be a Truly Inclusive College.'* This discussion could though have been assisted by a governor summary with context and evaluation of progress rather than just the data dashboard.

Triumvirate

The triumvirate relationship is in development due to a fairly recent Clerk appointment (May 2023) and change of Chair (July 2023). An open, honest and supportive relationship has already developed with regular meetings being held. All in the interviews spoke of a positive working relationship with the right balance of challenge and support. The Chair is also developing his relationship with the other members of the Senior Team and is a visible presence at the College.

Senior Post Holders' appraisals are carried out and a verbal midyear appraisal update was observed at the Board and committee and a written annual assessment seen in the desktop review.

The Board appointed the former Assistant Clerk to the role of the Clerk to the Corporation and has invested in her development and are investing in the new Assistant Clerk's development too. This is a positive example of succession planning, and all spoke highly about her and the Assistant Clerk's support and how there had been a seamless transition. The role's profile though could be developed. This would be helped by changing the title of the role to, for example, Head of, or Director of Governance. This would help both internally and externally to better describe and demonstrate the level that the role is working at. A Governance Update, written and presented by the Clerk, could also be included at each Board meeting. This update could include areas such as governor appointment/re-appointments, written resolutions, chairs' actions, governance policy changes, training and governor engagement reports and relevant governance KPIs and risks.

As is best practice the Chair(s) now carry out annual one to ones with Governors, these were implemented in Summer 2023. The Chair is appraised through a survey of governors and senior team members.

Governor Documents and Arrangements

Documents requested for the review were provided efficiently and shared on the portal (see reporting section). The Instrument and Articles, Standing Orders and Governors' Code of Conduct were reviewed in September 2023. The Committees' terms of reference were reviewed at the meeting observed through the Committee Self-assessment against their Terms of Reference and in the Board's 2022/23 self-assessment.

There was some inconsistency in Committee's terms of reference. Search and Governance and the Finance and General Purposes quorum and clerking varied, and the terms of reference for Finance and General Purposes and Quality and Standards included:

'…other members of the College's staff may act as Co-opted Committee members, if they have relevant experience.'

This runs the risk of reducing the independence of those committees by increasing the numbers of staff governors and is inconsistent with the standing orders section on Co-opted Governors which does not mention staff co-opted members:

5. Co-opted Committee members

5.1 Subject to Standing Order 4.2, by a resolution of the relevant Committee, up to two individuals who are not members of the Corporation may be co-opted onto any Committee provided that

(re)appointments are approved by the Corporation.

5.2 Any Committee established for one of the purposes identified at Article 7.2 of the Articles of Government may not have co-opted members.

5.3 Co-opted Committee members have a right to attend and speak at any meeting of the Committee. They have voting rights and count towards the quorum.

5.4 Co-opted Committee members shall be appointed for a term of a maximum of four years, after which time they will be eligible for reappointment, subject to re-approval in accordance with Standing Order 6. Any Co-opted Committee member who is appointed as a Governor shall automatically become a full member of the relevant Committee.

The quorum also does not include a minimum number of independent members required, which runs the risk of a meeting being quorate, without any independent governors present.

The terms of reference should be reviewed to ensure that they have a consistent layout and content, address independence and clerking, including when the Assistant Clerk can provide the clerking service.

Chair's action was included at the start of each Board and Committee meeting, but the Instrument and Articles only allow for chair's action by the Board Chair or Vice Chair, this therefore needs to be clarified:

> *It will be necessary from time to time for the Chair, or the Vice-Chair in his/her absence, to act on behalf of the Corporation between meetings.*

Governor Engagement

Governors commented that they were welcome at the College, and it was noted that the Chair was very visible and regularly visited the College and its events, and that governors used their knowledge to support the College. For example a governor assisted in resolving an issue with the Office for Students and governors supported the SAR process.

The link governor scheme was refreshed at the start of the Autumn term with a Link Governor Training & Development session held on 14 September 2023 but there is still work needed to ensure that it is effective and all our engaged with it. As well as the Link Scheme there is a need for all Governors to engage in the College such as through walkthroughs, attendance at events, celebrations or using the College's facilities. It was commented in the surveys and in the interviews that governors did not engage enough with the College outside meetings. The survey noted that the Board needed to:

- *'Engage directly with students and staff members...'*
- *'…attend more in college events, I am guilty of not being at enough, this is down to timing of events and not enough forward notice sometimes.'*
- *'Getting governors involved in wider college activities outside committee and board meetings.'*

Governor engagement helps to raise the Board's profile, enable governors to triangulate and understand the College's strengths and weaknesses, and provides learning to use in governance discussions.

Governor engagement could be improved by developing with the senior team a termly schedule of opportunities and an expectation set that all governors take part in at least one visit a term. Each engagement should be followed up with a report to the Clerk who

should review them for issues that needed addressing or sharing of good practice and these could be summarised and shared in her report to the Board.

Reporting

Governor papers are shared through Trust Governor, a board portal. This is a basic portal but is easy to use and provides access for governors to all papers including historical ones.

Governors were not all positive about the portal, were unclear whether they could annotate the papers and whether the portal included a resources section. Due to this some were provided with a PDF as an alternative to accessing papers via the portal.

The portal's use is not being maximised as the performance section has not been updated since 2018, the College profile data is out of date, the self-assessment options including skills audits are not used and the useful links out of date. If the portal is to be retained how it is used should be reviewed and governors trained on how to use the various functions.

A governor summary report is in use. The summary report is a useful document and includes all the required areas but is not being used consistently with some of the Senior Team providing a full detailed summary with others only providing basic details with lack of clarity of whether the paper is for assurance or decision. The summary report was not being used for reports such as the data dashboard or the risk register or policies where its use could help with analysis, highlighting of the issues and what action was being asked of governors.

The idea of the summary report is to provide Governors with the information needed to make a decision and the resolution/action that is being asked for. To improve reporting and related decision making the summary report should be consistently used with a clear recommendation.

The governor survey included comments that some management reports were too complicated, with a need for clear and concise reporting and presentation whereas others such as the Safeguading report to the May Board lacked data which meant governors were not able to assess the scale and nature of the service.

In some of the meetings observed the presentation of reports was overly long with the report basically being read out. Presentation of reports should, as the survey noted '*work on the premise that papers are read.'* Those presenting reports should highlight the key issues only and allow the time for challenge and discussion.

Presentations are in use at some meetings and those observed provided useful information and were shared with the governors subsequently on the portal thus giving a full record of the meeting and access to the presentation for those not in attendance.

The Board has introduced a strategic discussion in its agenda and at the Board observed this included a presentation on 'Governance Stakeholder Engagement Strategy.' This provided the Board with useful oversight before they broke into groups to discuss the issues raised. There was, though, no challenge from the Board regarding the assessment in the presentation that the College made a strong contribution to meeting skills needs and the discussion appeared to be dominated somewhat by the senior team and some individual governors.

Developing a Governance Stakeholder Engagement Strategy including triangulation with employers was an area identified for improvement in the External Board Review 2021. This still needs further development to enable the Board to assess the College's contribution to skills needs. A Skills Link Governor is due to be appointed to lead on this, but it is a whole board issue, and the Board needs further development based on the observation of the conversation at the May 2024 Board.

Nolan Principles and Code of Governance

The Governor survey found that the vast majority of governors agreed that the Board observed the Nolan Principles and Code of Governance, However in discussions it was clear that further development in these areas was required especially around the new Code of Governance that the Board had adopted. This was adopted at the May Board without a copy of the code being included in the report. It is recommended that the Code of Governance is an area for training and development so that all the Board understand its purpose and content.

The following table summarises headline conclusions for this section:

BOARD INTERACTION	
STRENGTH	**AREA FOR DEVELOPMENT**
Governors welcomed to visit the College and Link Scheme re-launched	Governor engagement to be developed - Develop Governor visits, triangulation and support which take place outside the governance meetings.
Open relationship between the Board and staff team	New Code of Governance to be an area for training and development and used as part of the next self-assessment.

Triumvirate has developed an open, honest and supportive relationship	Summary report to be used consistently for all reports.
Portal is simple to use and includes all historical papers.	Portal to be reviewed and its use maximised to provide additional value to the governance processes
Succession planning for the Clerk role	Raise the profile and further develop the Clerk role into a Head/Director of Governance role.
Strategic discussion topic at each Board.	The Board needs to be more challenging and strategic assisted by a re-framing of the Board agenda.
Governance documents regularly reviewed.	The terms of reference should be reviewed to ensure that they have a consistent layout and content and address independence issues.
Strategic Planning Day.	Governance Stakeholder Engagement Strategy to be further developed.
Committee allocation of strategic aims and KPI dashboard.	

Fig. 5

Overall Board Effectiveness

In assessing overall Board effectiveness we have focused on the core function of a Governing Body:

Fig. 6

My conclusion based on the desktop review, interviews and meetings observed that:

> **There is evidence the Board is proficient and has some impact on college strategy, effectiveness, and outcomes.**

This should not be seen as a grading but as an assessment of the Board's current impact and evidence of its effectiveness.

Recommendations and Action Plan

As set out in the report, this External Board Review has drawn a number of conclusions about the strengths and areas for development of the College's Governance. The recommendations are summarised in the following action plan that should be developed by the Board:

Issue	Action	Intended outcome	Named lead	Timescale
1.	Develop a Governor succession and recruitment strategy	To help ensure that recruitment is planned and developed		
2.	Update the Skills and EDI audits to meet the Board's needs and use them to review the Board's mix as part of the succession and recruitment strategy	To identify gaps and inform succession and recruitment.		
3.	Review the Board agenda and reporting from Committees	To reduce duplication to allow more focus on the strategic issues.		
4.	Develop Committee's scheme of delegation	To reduce duplication to allow more focus on the strategic issues.		
5.	Strengthen Self-Assessment report to include overall assessment and development actions	To provide a comprehensive annual review of governance		
6.	Engage Student Governors in all aspects of governance	To enable student voice to impact on all aspects of the Board's decision making		

7.	Develop a Governance training and development plan, including a more comprehensive induction programme	To help ensure that the Board are developed and appraised of sector changes and developments and that new governors are welcomed and developed into the role.		
8.	Review of risk register	To ensure that risk is considered and supports decision making and assurance.		
9.	Review of management accounts and training for non-financial governors	To ensure all understand the College's financial position and the accounts support decision making and assurance.		
10.	Governor engagement to be developed - Develop Governor visits, triangulation and support which take place outside the governance meetings.	To raise the Board's profile, enable governors to triangulate and understand the College's strengths and weaknesses, and provide learning to use in governance discussions.		

11.	New Code of Governance to be an area for training and development and used as part of the next self-assessment.	To ensure that the Board are fully aware of the principals and how they impact on their decision making and governance		
12.	Summary report to be used consistently for all reports.	To ensure that Governors have the information required to make informed decisions and are clear of what each report asks of them. To provide a summary of detailed reports		
13.	Portal to be reviewed and its use maximised to provide additional value to the governance processes	To provide a system that supports governance		
14.	Raise the profile and further develop the Clerk role into a Head/Director of Governance role.	To demonstrate the level of the role and add value.		
15.	The Board needs to be more challenging and strategic assisted by a re-framing of the Board agenda.	To add value to its governance.		

16.	The terms of reference should be reviewed to ensure that they have a consistent layout and content and address independence issues.	To ensure that they are reflective of current practice and are consistent.		
17.	Governance Stakeholder Engagement Strategy to be further developed	To raise the Board's profile externally, and enable governors to triangulate the skills assessment and employer voice.		

Fig. 7