CRockborn

JANUARY 2024 to APRIL 2024

EXTERNAL REVIEW OF GOVERNANCE
GLOUCESTERSHIRE COLLEGE

CONTENTS

1. INTRODUCTION

1.1 Background to the External Review of Governance

Gloucestershire College is a General Further Education (FE) College covering a large part of the north and west of the county via its three campuses in Gloucester, Cheltenham and the Forest of Dean. Each campus has a distinct character in terms of the demographic served.

The College provides study opportunities for 16-18 students and adults, including A Levels, traditional technical and vocational qualifications, T Levels, apprenticeships and skills bootcamps. The offer is inclusive and responds to the needs of students with Special Educational Needs, provision for the unemployed, and Higher Education (HE).

The College has strong partnerships with other educational institutions and employers that support the development and delivery of a responsive curriculum. The number of 16-18 and adult learners rose slightly between 2021-22 and 2022-23, resulting in an increase in income from these funding streams. College income in 2023-24 is forecast to be just over £40m.

The College received its last full Ofsted inspection in November 2022, achieving a 'Good' outcome for overall effectiveness. Ofsted also judged the College to be making a reasonable contribution to meeting local skills needs. In their inspection report, Ofsted commended governance:

"Leaders and governors have high expectations for their learners and apprentices. They identify improving social mobility and supporting disadvantaged learners as the key drivers for the range of provision that the college now offers.

Leaders and governors are suitably focused on providing their learners with opportunities to gain the skills they need for employment."

The College made an operating deficit in 2022-23 and predict a similar position in 2023-24.

The Principal and Chief Executive has worked at the College for 25 years, having previously worked for a major accountancy firm. He was promoted from Vice Principal of Finance and Resources to Principal in 2013. He is supported by an established Senior Leadership Team, most of whom have also served at the College for several years.

The Board of Governors has therefore benefited from stable leadership in recent years and has the support of an experienced Governance Professional, Chair of the Corporation, and several long-standing governors, including the current Chairs of committees.

The Board last undertook a governance self-assessment at the end of 2022-23. This External Governance Review replaces the requirement for a self-assessment in 2023-24. The Board is aware of the requirement in the Skills Act 2022 and DfE conditions of funding, to undertake an annual self-assessment hereafter.

The Board has identified its governance priorities for 2023-24 as:

- Board skills, diversity and succession planning.
- Addressing the volume of papers – and taking a risk-based approach to reporting.

- Shaping/leading the development of strategy.
- Achieving a balance between support and challenge.
- Engagement with students.
- Engagement with external stakeholders.
- Oversight of progress against strategic priorities.

The Board decided to commission an External Review of Governance as part of its 2023-24 business calendar. The review was undertaken between January and April 2024 and outcomes were delivered to the Board on 2 May 2024. The review included a review of key documentation, an online survey, ongoing conversations with the Governance Professional, observation of key committee and Board meetings, individual meetings with the Chair, committee Chairs, and other key governors, the Principal and CEO, and other senior managers. The review considered the previous self-assessments, compliance with the sector Code of Governance and other governance improvement activities as part of its work. Full details of the scope of the review and the activities undertaken are contained in Appendix 1. The scope meets the requirements of the Department for Education (DfE) Guide on External Governance Reviews in Further Education and the Post-16 Education and Skills Act.

In discussion with the Governance Professional, Chair and Principal, it was agreed that a specific focus of the review would be to explore:

- How well is the Board fulfilling its strategic role in a highly regulated sector?
- The strength of the governance culture.
- The impact of governance (the 'so what?' questions).
- How do governors 'challenge' and add value when things are going well?

Rockborn would like to thank Gloucestershire College for its welcoming and open approach to the review; the Chair of the Board of Governors, the Principal and Chief Executive, committee Chairs, members of the wider Board and SLT, for their time and cooperation. Particular thanks go to Justine Cosson and Helen Hall for providing documents, answering questions and organising meetings with great efficiency to help the review run smoothly.

1.2   Gloucestershire College Governance Structure

The Board meets seven times a year, with alternating 'strategic' and 'business' meetings. The Board is supported by the following committees:

- Audit Committee, which meets four times a year.
- Curriculum and Quality Committee (C&Q), which meets four times a year, with an additional meeting in late September to review the Self-Assessment Report.
- Governance Review and Search Committee (GRS), which meets termly.
- Senior Staff Employment Committee (SSE), which meets termly.

The Board no longer operates a committee to monitor and scrutinise finance and resources, with these key areas seen as whole-Board responsibilities. Oversight of finance is covered in Section 2.2.

There is also an Estates Working Group that meets monthly during the period of any capital projects.

The College has four subsidiary companies whose meetings take place on the same day as the Audit Committee.

The Board's committees are primarily advisory but with some delegated authority to approve certain matters. Delegated authority is set out clearly in the Committee Terms of Reference.

Committees report to the Board via their minutes, which governors can access online, but are not included in meeting packs. A written summary of key business at the committees is, however, agreed upon and provided to the Board with the papers.

1.3   Composition and Membership of the Board

The Board has a determined membership of 17 governors (12 'independent' governors plus two staff governors, two student governors, and the Principal and CEO).

The Board and committees are chaired by long-standing governors which provides stability. The Chair of the GRS Committee was due to stand down shortly after the completion of the review. He has agreed to continue to Chair the GRS and SSE Committees as a co-opted member for an initial year, to be reviewed annually.

Two new independent governors have been appointed since the start of 2023 with valuable skills and expertise and links to the local community, and the Board will have four vacancies to fill when further governors come to the end of their terms of office in the summer. Once these vacancies have been filled, the balance of new and long-standing governors will shift considerably.

The addition of new governors brings both opportunities and risks, and a rigorous programme of induction, support and ongoing training will be needed to acquaint them swiftly with the role and enable them to play a full and active part in the governance of the College.

2. THE ROLE AND DUTIES OF CHARITY TRUSTEES AND FE GOVERNORS

2.1 Overall compliance

Summary of highlights

Governors have a good understanding of their roles and responsibilities and are supported and led by a highly experienced Governance Professional and Chair.

In response to the survey, 36% of governors strongly agreed and 64% agreed with the statement *"Governors understand their roles and responsibilities."* This view was supported by both governors and senior staff in discussion.

Governors are provided with regular written briefings by the Governance Professional to keep them up to date with changes in, and updates to, the legal, regulatory and policy framework for colleges and Further Education Governance, and comply with DfE/ESFA guidance, including Conditions of Funding, the Audit Code of Practice and, since November 2022, Managing Public Money. These briefings are brought as an item to all Board meetings and include an update on action taken internally against each item.

Commentary

Governors' roles and responsibilities are set out in the Instrument and Articles of Government, the Standing Orders (last updated in summer 2023), and Committee Terms of Reference, which are all robust and fit for purpose.

The Instrument and Articles and Standing Orders were last updated in 2020 and are in scope for review. The Instrument and Articles have had some clauses removed in the past, including 'proceedings of meetings' which now appear in the Standing Orders, and the Articles that set out procedures for appointing senior postholders. As a housekeeping note, the Board is advised to cross-check the current Instrument and Articles against the 2008 'standard' version to ensure that anything removed has been codified in a separate document.

Committee Terms of Reference are reviewed annually, most recently in July 2023. All follow a consistent format and are clear about delegated authority. The Terms of Reference cross-refer to Managing Public Money (MPM) and other regulatory requirements where required. Indeed, governors have a high level of awareness of MPM, and it was mentioned several times in conversations.

There is a separate table that helpfully sets out levels of delegated authority for the Board, each committee, the Chair, the Principal and the Governance Professional.

The Board adopted the Association of Colleges (AoC) Code of Governance for English Colleges and undertook a full gap analysis in 2021, which resulted in an action plan to address areas of partial compliance. The 2021 review demonstrated compliance against all mandatory provisions of the Code and identified several other areas for further development. These related mostly to the Board's new duties arising from the Skills Act 2022, and its oversight of Equality, Diversity and Inclusion. The GRS Committee has continued to monitor the action plan at regular intervals.

The Board has engaged fully with the new duties of governing bodies to ensure that college provision meets local skills needs, and submitted its Accountability Statement 2023-24 by the deadline.

The role, responsibilities and expectations of governors are set out in a role description. All new governors are provided with an induction into their role, statutory duties, and expectations of the Nolan Principles of Public Life. New governors are also required to sign a Code of Conduct (Eversheds model) and abide by it for the duration of their appointment.

Governors undertake an annual review of their entries on the Register of Interests, confirm their eligibility to serve as governors under the criteria of the 'fit and proper persons test' annually, and are asked to declare any new interests at each meeting.

2.2   Key Statutory Roles and Responsibilities

a) Determination of the Educational Character, Mission and Vision of the Institution

Summary of highlights

- Governors are strongly committed to the core vision and values of the College.
- Governors understand the curriculum well and how the College meets local skills needs. A governor-led presentation at the February Board meeting and two significant items at the March Board meeting, linked to curriculum development and skills.
- Governors enjoy the strategic Board meetings. The atmosphere observed at the February 'strategic' meeting was lively and inclusive, with groupwork that encouraged everybody to contribute.
- A regular, clear and informative KPI/balanced scorecard is provided to governors by the Principal to give an 'at a glance' overview of how the College is doing against its strategic plan and annual targets.

Commentary

Governors are satisfied that they have sufficient involvement at a strategic level. In the survey, all governors agreed (29% strongly) that "Governors maintain a strong focus on strategy." In addition, all governors agreed that "The balance between strategy and oversight at meetings is appropriate."

The most recent strategic plan covers the 'post-pandemic' period of 2022-26 and recognises the challenging national and international context for young people, employers and the sector.

The strategic plan sets out six strategic goals for achieving the College's mission:

- Skills and Purpose.
- Strategic Position, Recruitment and Reputation.
- Learner Experience, Progress and Achievements.
- People and Culture.
- Finance, Resources and Facilities.

- Social Value.

As highlighted above, KPI reports are clear and informative in terms of illustrating progress against each strategic goal. At the meeting observed, however, there was little discussion of these, so it is suggested that they could be more front and central in the Principal's report.

The Board has decided to create space for strategic discussion by alternating Board meetings with a 'strategic' focus with those with a 'business' focus. Both were observed as part of the review. Governors reported that they enjoy the strategic meetings (including topics such as AI and curriculum reform), but there is a sense that they are not yet quite fulfilling their purpose. Agendas still include some 'routine' items which led to comments that they can feel rushed. Governors also commented that the sessions can feel very 'executive led' and that they would appreciate space to explore ideas about the long-term horizon of the College themselves. Some commented that they would value a return to a one-day strategic event (possibly in place of one of the strategic Board meetings), and it is understood that this is being considered.

Governors were also unsure how the ideas and actions generated during their strategic discussions would be harnessed and fed back into strategic planning. It is understood that there are plans to follow up on some of these topics in the summer term. A recap of 'you said, we did' might help further with ongoing tracking and development of strategic thinking.

b) Quality of teaching, learning and the student experience

Summary of highlights

- Governors demonstrate commitment and understanding of the strengths and weaknesses of teaching, learning and the student experience. At both Board meetings, governors reflected on the impact of their discussions on students.
- Governors rate SLT highly and recognise the impact of their work on improving teaching, learning and the student experience.
- Non-CQC members take a high level of assurance from the Committee's work. New governors value being able to attend as part of their induction.
- External assurance is used effectively to triangulate and test management reports on areas of key risk, including High Needs.
- Governors are provided with a range of opportunities to engage in the life of the College and learn first-hand from staff and students (learning walks, link governor scheme, SAR validation meetings and curriculum performance reviews).

Commentary

In the survey, all governors agreed that "*Governors understand the strengths and weaknesses of teaching and learning and student experience.*" We also asked whether governors are satisfied with the balance of time given to quality versus finance and resources. 93% agreed that this was appropriate.

The CQC has a good mix of governors with relevant skills and backgrounds. The Committee Chair was a senior manager at an awarding body, and other members have

been drawn from HE and the schools and academies sector. Some governors commented that the Committee would benefit from adding a governor with FE experience who could bring an additional layer of challenge. The retirement of a long-standing governor with local employer links in the summer will create a further skills gap on the Committee.

There was a positive tone at the CQC meeting that we observed, and sensible questions were asked that were answered well by managers, especially on key risk areas such as High Needs. There was less overt 'challenge' from governors except around English and Maths attendance. The Chair and others commented that challenge is more likely to take place outside committee meetings. It would be helpful, for completeness, if a summary of these discussions were brought to the Committee's attention.

There was a helpful item at the end of the CQC agenda, to identify the items to be reported to the Board. These were then summarised in a brief written report against which the Chair provided any updates.

Although most governors raised questions, it was notable that the student governors did not contribute. Suggestions are made in a later section to encourage engagement from student governors.

It was noted that the minutes from the autumn term CQC did not record any actions. A helpful tool might be for the Chair to sum up at the end of each item, to pinpoint any next steps or follow-up, and agree on timings for reporting back.

At the February 'strategic' Board meeting there was plenty of good evidence of student-focused discussion, with governors raising questions about curriculum planning, managing change, staff development and the importance of placing students on the right courses. Governors displayed knowledge of Level 1 and Level 2 provision, apprenticeships and 16-18 funding.

Governors enjoy and benefit from the range of opportunities to engage with staff and students. A comment was made, however, that the purpose of these visits should be clear, to maximise their value for both governors and staff involved.

c) Ensuring the efficient and effective use of resources, the solvency of the Institution and safeguarding assets

Summary of highlights

- There is a high level of financial expertise within the SLT and Board.
- Financial reports are clear and accessible to lay readers. Financial KPIs are RAG-rated. Monthly management accounts are made available between meetings to keep governors updated.
- The Estates Working Group meets monthly as required, to oversee current major capital projects and is comprised of appropriately skilled members.

Finance and Resources

Finance and resources (including Human Resources) are seen as whole-Board responsibilities at Gloucestershire College. The previous Business and Resources Committee was disbanded to highlight this, as well as to remove duplication of committee and Board business.

All survey respondents agreed that "*Governors have strong oversight of finance and resources.*" Governors are offered training in FE finance and funding, with several attending recent AoC finance masterclasses.

Trust and confidence between governors and the SLT regarding finance and resources is strong. Governors were asked if they had any concerns about the lack of a finance committee and confirmed that they were confident that, if the financial position worsened, immediate action would be taken to bring this to the Board's attention with a Special Meeting being convened if necessary.

The declining financial position reported in December and March does raise the question of whether closer monitoring is required, and it is recommended that the Board continues to keep this under review.

At the March Board meeting, considering the downturn in financial position reported in October, and the time between reporting points (December to March) there was little discussion of the financial position. The inclusion of an executive summary that directed governors to key issues and risks might have helped to stimulate more discussion.

Governors monitor staffing, HR matters and metrics through a termly report to the full Board.

Audit Committee

The Board has a well-functioning and effective Audit Committee, which is chaired by a qualified auditor with experience in audit, governance and risk.

In the survey, all respondents agreed (64% strongly) that "*The Audit Committee provides effective oversight and assurance on internal controls, risk management and corporate governance.*"

The Audit Committee membership comprises four independent governors with appropriate skills, thereby meeting the requirements of the Audit Code of Practice. The Board recognises the need to increase Audit Committee membership.

The Committee receives regular reports from the Internal Audit Service and monitors previous audit recommendations. Governors commented that the audit recommendations tracking process is now stronger than it used to be. The Audit Committee calendar of business sets out the key audit reporting dates that align with the College business cycle.

Governors are satisfied, through their responses to the survey, that "*The Governing Body has strong and regular oversight of risk.*" The high-level risk register is reported to both the Audit Committee and Board. Our observations were that discussion of the risk register was general, rather than specifically focused on 'red' risks, especially those relating to cyber security (although the Audit Committee has a specific governor with a focus on cyber

security who is in regular contact with the College IT team). It is, however, recognised that the Board assurance framework is designed to 'deep dive' into these matters. A practice observed at other colleges, that the Audit Committee might consider, is the inclusion of a manager briefing on an area of risk at the start of the meeting. This would allow governors to understand and interrogate controls and mitigating actions, and their impact.

Another helpful 'triangulation' tool might be an item on the CQC agenda to flag risks that fall within its remit and ensure that these have been covered by the Committee's business.

As with CQC, a brief summing up at the end of each Audit Committee item would be a useful way to identify next steps and follow-up actions for the minutes.

d) Senior postholders

In addition to the Principal and Chief Executive, there are two designated senior postholders (SPHs): the Vice Principal Curriculum and Quality, and the Vice Principal Finance. The number of SPHs has recently dropped by one, following the departure of the Director of Human Resources.

The Board exercises its statutory responsibilities to review the performance and remuneration of the Principal and Chief Executive, other SPHs, and the Governance Professional through the Senior Staff Employment Committee (SSEC). The Committee meets termly and conducts its business in line with a detailed workplan, which includes set points for reporting on annual and mid-year performance against targets. The Committee has delegated authority to agree SPH pay and conditions on behalf of the Board and works to a clear policy framework to undertake its review and decision making.

The AoC Senior Staff Remuneration Code has been adopted and there is full compliance with its provisions.

e) Other areas

This review confirms that:

- **Safeguarding** is considered a whole-Board responsibility, with reports to each CQC, and an annual report to the full Board in October. Governors are aware that the College community includes learners with a wide variety of safeguarding and pastoral needs. The Board has appointed an experienced Lead Governor for Safeguarding. All new governors are required to undertake training in safeguarding and Prevent, and annual refresher training is provided. Safeguarding is included on the risk register.
- **Health and Safety** is also considered to be a whole-Board responsibility, with reports scheduled to come to each Audit Committee and 'business' Board meeting. Members receive an annual health and safety report at the first meeting of each academic year.
- **Equality, Diversity and Inclusion (EDI)** oversight is at whole-Board level. Members receive an Annual Report at the December meeting which includes an update on progress against the four-year EDI action plan (2021-25). This topic is covered in more detail in Section 10 of this report.

- **Sustainability** has been identified as a key strategic priority for the College. In the survey, 93% of respondents agreed that "*The Board is committed to sustainability.*" The College has adopted the AoC Climate Change roadmap, and an annual sustainability report is usually provided annually. An update was scheduled to be provided to the March meeting and, although there was no separate paper, there was reference to the College's energy use data reporting requirements. Some colleges have also appointed a sustainability link governor.

3. MEMBERSHIP, RECRUITMENT AND SUCCESSION PLANNING

Summary of highlights

- The broad and diverse set of skills and backgrounds on the Board enables a range of perspectives to be applied to oversight, support, challenge, and decision making. This came through as a key strength in the survey outcomes.

   "Governors bring a range of knowledge and expertise that provides effective oversight and advice. This is an essential function where public funds are involved."

- There is a proactive approach to governor recruitment and succession planning, led by the Governance Professional, driven by the skills needs of the Board. The College has been successful in achieving support from the DfE to fill three external governor vacancies.
- The Chair is experienced, committed and highly regarded – he conducts meetings effectively and shows robust leadership between meetings.
- The role and contribution of the Vice Chair and Chairs of committees is also recognised and valued.

Commentary

All governors are in their first or second four-year term of office, and none has exceeded eight years, which is recommended as the maximum tenure for a FE governor.

There is currently an equal balance of male and female governors. This is positive but should also be a consideration when appointing to 'senior' Board roles as all, bar the Vice Chair/Chair of CQC, are currently held by men.

The mixture of new and longer-standing governors is helpful in enhancing diversity of thought.

In common with most colleges, achieving greater ethnic diversity on the Board is a priority to ensure that it is representative of the College community. The efforts that have been made so far are recognised. The DfE service should help to reach a wider potential pool of candidates, as well as attracting candidates to meet identified skills needs.

Once all four governor vacancies have been filled, a third of the 'independent' governorship will be new. The governor induction will be crucial in terms of introducing

new colleagues to the College and governance culture, as well as to the technical aspects of being an FE governor, and to helping them to 'hit the ground running.' A governor mentor is offered for new governors, although this is not yet a formal 'buddy' system.

Many Boards have experienced challenges with recruiting, engaging and retaining student governors, as students adapt back to post-pandemic patterns of life and study. At Gloucestershire College, the contributions of the student governors to meetings seemed variable, but this has been recognised as an issue by the Governance Professional and she is committed to supporting and working with the student governors to encourage full engagement and for them to play an active role in governance. Student governors usually have one to two years on the Board. For many, this will be their first experience of such a role, and they may naturally find it daunting. Many of the issues discussed and the terminology used will also be quite alien.

The College provides a range of support to its student governors. Examples from other colleges visited of active student governor support include:

- Scheduled KIT (Keep in Touch meetings) between student governors, the Principal and Chair.
- Student governors are linked into wider Student Voice framework and processes.
- Student governor-led reports on committee and Board agendas.
- Chairs to actively encourage student governor contributions and invite opinions at meetings.
- All governors to commit to getting to know, and supporting, the student governors.

In the survey and conversations, several governors expressed concern about the increasing time demands of being a governor. It is hard to pinpoint whether this is due to meeting frequency, meeting preparation, other reading and training, other engagement activities, or a combination of all of these. It is noted that average meeting attendance is slightly below the sector norm, which raises the question of whether this could be linked to time commitment issues. An evaluation of potential barriers to involvement might be helpful.

The Chair is highly regarded and is seen as instrumental in terms of leading the Board and setting the culture. There is, however, currently no formal annual appraisal of the Chair, which is recommended in the DfE Governance Handbook and the Code of Governance.

There is currently a process of informal one-to-ones with governors, led by the Chair of the Governance and Search Committee. It is also recommended that governors' one-to-one meetings are formalised and documented as part of future annual self-assessment activities.

The ETF's new competency frameworks might be helpful tools around which both the Chair's appraisal and individual reviews could be developed:

https://www.et-foundation.co.uk/professional-development/leadership-and-governance-programmes/governance/

4. GOVERNANCE PROCESSES AND PRACTICES

Summary of highlights

- Governance processes are robust and consistent and are managed effectively by the Governance Professional. Governors and senior managers recognise the key role that the Governance Professional plays in streamlining, improving and embedding effective processes.
- There are effective working relationships and communication between the Chair, Principal and CEO, other senior staff, and the Governance Professional which ensure efficient planning and preparation for meetings.
- Meetings run smoothly and are seen as productive.

Commentary

No significant procedural or compliance issues were identified in the review.

Agendas are well constructed, concise and include indicative timings. Agenda items reflect an annual workplan. Board agendas follow a standard format with meetings headed up by the Principal's update on strategic matters and ending with routine and governance business. Board meetings are timed to be three hours long, which is slightly longer than in many other colleges.

An effective 'triumvirate' exists between the Chair, Principal and Governance Professional, with fortnightly meetings which facilitate effective planning and follow-up between meetings.

Agendas and papers are circulated electronically via a dedicated governor portal seven days before the meeting.

Governors recognise the volume of business required in FE, but governor feedback and our observations indicated that Board meetings can be rushed towards the end. This raises the question of whether some items are not getting the time they need. At the 'strategic meeting,' there was routine business that did not appear urgent. It is suggested instead that only matters requiring immediate action should be included.

At the business meeting observed, as well as the Principal's report, there was more than one 'strategic' presentation. Whilst these were clearly of interest, they did not generate discussion and might have been handled differently to make time for later items on quality, finance and risk.

Other suggestions to enhance agendas and streamline meetings include:

- Adding the action required under each item to focus attention on those items requiring discussion and decision.
- Adopting a 'consent agenda' to separate those items requiring no discussion from the main agenda. These items are taken 'en bloc' but governors can request that any 'consent' item is lifted into the main agenda for discussion.
- Presenters of papers and Chairs to observe 'taken as read' protocols, to maximise time available to governors for questions and discussion.

Minutes are well written, record discussions and challenge well, and identify decisions and actions clearly. A matters arising/action log allows governors to track progress on completing previous actions.

The volume of paperwork was raised as the key area for improvement in the survey, although it was recognised that efforts had been made to address this. The Governance Professional shared an excellent set of guidelines that she had written to guide colleagues in reporting to governors, and it is recommended that everybody commits to implementing this.

We observed that, although there is a standard executive summary template, this is currently used inconsistently. In the best cases, this advises the governors on the background to the item and the main messages from the main report, but in others the information in this section is minimal, leaving readers to have to extract the main issues from the detail. Consideration should be given to adopting this consistently to provide governors with a 'two-minute read' covering:

- A description of why the report is being brought to governors, including any underlying statutory or regulatory requirement.
- Background information, history and context.
- A summary of key issues and options (advice, assurances, risks, impact).
- Any recommendations for governors.

There is some good guidance available online on producing executive summaries. An example is provided via the link below:

https://www.boardintelligence.com/blog/the-definitive-guide-to-writing-an-executive-summary

A further option to streamline paperwork would be to separate 'non-essential' reading, detailed appendices and data into a supplementary pack that governors can access voluntarily.

The Board and committees do not currently conduct a post-meeting evaluation, but the Governance Professional is considering the reintroduction of a short questionnaire. Other colleges favour an item at the end of the agenda. Both methods have their pros and cons, so a 'hybrid' approach might be considered. Regardless of the methodology used, post-meeting evaluations are a useful tool to identify and track the impact of the meeting, identify things that work and do not work, and gauge the effectiveness of actions taken to make improvements.

Webpages are up to date and comprehensive.

Governors were highly supportive of the assurance framework approach that has been developed by the Principal and CEO, to incorporate external validation into assessing progress on how the College deals with areas of high risk. Governors also raised the question of what extra assurances might be needed in areas where things are going well and mentioned a meeting to explore ways to triangulate management reports.

5. GOVERNANCE CULTURE, WORKING RELATIONSHIPS AND DYNAMICS

Summary of highlights

- There is a positive 'one-team' governance culture, based on openness, trust and mutual respect between the Board and the SLT, and governors and senior managers understand each other's roles and work effectively together.
- Governors are highly committed to the College, are passionate, and give their time willingly.
- The Chair promotes an inclusive Board culture to encourage contributions from all.

Commentary

The relationship between governors and the Executive at Gloucestershire College is characterised by transparency, shared expectations and trust. Governors trust that the Principal and SLT will inform them 'if anything goes wrong.' Equally, governors are willing to challenge when required and to hold senior leaders to account. Several mentioned that, even when things are going well, there is no room for complacency.

"A key strength is the culture between leaders and governors of openness and transparency, and sharing of issues and problems. Governors are committed to making a difference, and provide wisdom, challenge and support."

The Principal is committed to creating a truly collegiate governance culture where "*people come together and deal with their problems together.*"

The meetings observed were good-humoured and productive. Governors raised questions, respectfully and constructively, that were well received by the Executive.

The culture is led by the Chair and Principal who have a friendly, open and positive relationship which is 'not too cosy.' Despite having worked together for some time, and the Chair giving considerable time to the role, both are at pains to stress that there is not a 'two-tier' Board. The Chair is keen to create space at the end of meetings for governors to get to know each other and to encourage newer or quieter governors to feel at ease. He also holds periodic meetings with the committee Chairs to encourage a collaborative approach to governance.

As mentioned previously, changes to the Board membership present a potential opportunity as well as a potential risk to maintaining the current culture. Induction and continuous support will be important factors here.

There is no doubt that the strength of college leadership is the key driver behind the College's priorities, partnerships and culture. Several governors mentioned that the departure of the Principal and CEO would be a key risk. Senior Postholder succession planning is discussed by the SSEC at its termly meetings and at the subsequent Board, and the Board is advised to keep the specific need for futureproofing and succession planning for the Principal and Chief Executive under review.

6. THE IMPACT OF GOVERNANCE

Answering the 'so what' question is often a key challenge for governors. Governors bring a range of skills and expertise to the Boardroom, but how are these used to add value to discussions and decision making?

The impact of governance is recorded through actions and decisions recorded in the minutes.

Both governors and the Executive believe that governors add value by bringing expertise that might not exist within the management team, acting as a sounding board, challenging and being visible within the College. Governors are considered to 'see things differently' and to raise things that the SLT does not always think about.

Interestingly, for a lot of governors, the most 'impact' seems to happen outside of meetings. It is therefore recommended that, when challenge happens outside meetings, this is reported and documented at the meetings themselves.

In addition, some good practice examples of more structured methods to evaluate the impact of meetings might be considered, including:

- The inclusion of an 'impact question' in post-meeting evaluations.
- The inclusion of an 'impact' question in future annual self-assessment activities.
- A session on assessing impact at a future away day.

7. THE ROLE AND INFLUENCE OF THE GOVERNANCE PROFESSIONAL

The Governance Professional and Clerk to the Board has been at the College since 2016. Prior to that, she was a Governance Professional in an independent school. She is a qualified solicitor which is evident in her deep understanding of the legal and regulatory framework for governance. In the survey, respondents indicated that the support and expertise of the Governance Professional is a key strength in the College's governance arrangements.

"The DoG is excellent and ensures that all Governors are well inducted and kept informed."

The Governance Professional is currently employed on a part time, term time only contract, and is supported by a personal assistant on a part time, term time only basis. The hours are sufficient to cover the core procedural and compliance responsibilities of the role, but do not provide the 'bandwidth' to fully take on the strategic and developmental part of the role, and to explore new innovations, such as potential applications of AI.

In recognition of the strategic importance of the role, many colleges have given their governance professional the job title of Director or Head of Governance.

It is, therefore, recommended that the Chair and Senior Staff Employment Committee undertake a review of Governance Professional hours and job title, using sector benchmarks as a guide.

8. GOVERNOR INDUCTION, TRAINING AND DEVELOPMENT

There is a thorough and well-received induction for new governors, including mandatory safeguarding training, meetings with members of SLT, and observation of committee meetings. As mentioned previously, a full programme of induction will be essential to introduce new governors to governance practices and culture.

Governors are provided with regular management briefings as well as access to external training from the AoC, ETF and other sector bodies. Governors are encouraged to sign up for AoC bulletins to keep themselves informed of sector developments.

There is a developing programme of internal engagement activities which enable governors to gain first-hand experience of college life. As with many Boards, take-up of these opportunities by governors is variable. Their importance in terms of developing the knowledge needed to be really effective is, however, recognised. The expectations around governor attendance at engagement activities is set out in the Board's Learning and Development Policy and Plan, but there needs to be a collective commitment to meeting these expectations.

9. GOVERNOR ENGAGEMENT

As mentioned in previous sections, governors enjoy the opportunities provided to engage with and gain a deeper understanding of College life through learning walks, curriculum performance reviews and other activities. In addition to these, there are seven specialist link governor roles for skills and careers, Higher Education, EDI, health and safety, mental health and wellbeing, safeguarding and digital technology.

Some colleges have success with creating more formal curriculum links, which enable governors to get to know a specific curriculum area in depth. This might be an option for future consideration.

The level to which governors engage with external stakeholders engendered a more mixed response in the survey, with over 20% disagreeing with the statement that "*Governors engage with external stakeholders and understand their needs.*" Coupled with this were concerns about time commitment and a valid query about whether this is the role of a governor.

"I don't think governors engage with all stakeholders, but this would be difficult as there are limits to the amount of time volunteers can give and it could stray towards management."

There are a number of governors with strong links to local employers and community stakeholders, one of whom delivered a presentation on the local skills agenda at the May Board meeting. The College should continue to use any opportunity to utilise governors' networks and to enhance governor involvement in business and skills forums and networks.

10. EQUALITY, DIVERSITY, AND INCLUSION (EDI)

Gloucestershire College has a strong commitment to the principles of EDI, and these are considered integral to achieving the College's mission, vision, values and strategic goals.

Commentary

EDI is seen as a whole-Board responsibility. Governors receive an EDI Annual Report in December covering student outcomes, staffing, and activities to promote EDI over the previous year. An update on the College's four-year EDI objectives is also provided. The Board has created a position for an EDI link governor. The link governor conducts link visits, reports back to the Board, and inputs into the annual EDI report.

It is recognised that achieving cultural change and meeting ambitious EDI targets is challenging and resource intensive. This is a sector-wide issue for most FE colleges, including those serving ethnically diverse urban areas. Some colleges have invested in external consultancy and training on EDI as part of a planned strategy to embed cultural change. This is considered effective, although it does require internal resource to develop, implement and maintain an action plan to achieve change. Organisations that offer this service include the National Centre for Diversity and the Black Leadership Group. Another example of innovation, being explored by a college, is the establishment of an 'EDI Mirror Board,' through which all proposals, policies and processes can be run to assess EDI impact. The college in question hopes that the Mirror Board will also provide a pipeline of new governors to increase its Board's ethnic diversity.

In the governor survey undertaken as part of the review, 100% of respondents agreed or strongly agreed that the Board promotes a positive EDI culture.

11. KEY THEMES IDENTIFIED DURING THE REVIEW

- Creating time and space for highly skilled, committed people to continue to give their best and not feel overwhelmed
    - by volume of business and paperwork at meetings.
    - by regulatory compliance.
    - by the time commitment required.
- Planning for a period of change, with the loss of some important people and the addition of many new ones:
    - Recruitment and succession planning.
    - Induction and support to get new people on board quickly.
    - Preservation of culture is everybody's responsibility.
- Engaging with students
    - Keep the momentum going with student engagement activities that bring the most value and establish a collective Board commitment to participating in opportunities to learn about College life.
    - A collective commitment to getting the best from your student governors and giving them the best experience.

Keeping close to the finance

12. SUMMARY OF KEY STRENGTHS OF GLOUCESTERSHIRE COLLGE GOVERNANCE

- Governors are strongly committed to the core vision, values and strategic priorities of the College, and are enthusiastic about providing the best possible student experience. Students are at the heart of decision making.
- The broad and diverse set of skills and backgrounds on the Board enable a range of perspectives to be applied to oversight, support, challenge, and decision making. Committees comprise of governors with a range of appropriate knowledge and expertise. There is a good mix of long-standing and new governors, and a balance of male and female governors.
- There is a positive governance culture based on openness, trust, inclusion, and mutual respect. The Board and SLT work together as a cohesive team and understand each other's roles. Governors trust that the Principal and SLT would let them know immediately of any concerns or problems. The Chair sets an inclusive tone to encourage governors to get to know each other and engage fully.
- Meetings observed were good-humoured and productive. Governors raised questions respectfully and constructively, that were well-received by SLT. Governors will challenge and hold senior managers to account if required.
- There is a proactive approach to governor recruitment and succession planning, led by the Governance Professional, driven by the skills needs of the Board.
- The triumvirate of Principal, Chair, and Governance Professional works well with regular meetings that help to ensure that governance business runs smoothly. The support, knowledge and leadership of each individual in the triumvirate are valued and appreciated by other governors and staff colleagues.
- New governors are provided with a thorough induction that enables them to understand their role and responsibilities, get to know the College and sector, and participate as quickly as possible. This includes mandatory safeguarding training. Governors are given access to external training from AoC, ETF and other sector bodies to support them in their role.
- A varied programme of internal engagement activities enables governors to gain first-hand experience of College life and to meet students and staff first-hand. These include learning walks, link governor visits, and curriculum performance reviews.
- Governors have good oversight of quality and curriculum and how College provision meets local skills needs. Non-CQC members take a high level of assurance from the work of the Committee and value being able to attend meetings.
- The 'assurance framework' approach is an innovative way to assure governors that management reports are accurate, and that areas of risk and concern are managed effectively. The external assurance report on High Needs to CQC was a good example.
- There is a high level of financial expertise within the SLT and Board. Financial reports are clear and accessible to lay readers. Monthly management accounts are made available between meetings.
- The role of the Audit Committee is valued by governors. Oversight of risk is strong.

- There are rigorous and effective governance policies and processes, which are managed by the Governance Professional. There is full compliance with the statutory and regulatory framework.

13. RECOMMENDATIONS AND SUGGESTIONS FOR FURTHER ENHANCEMENT

- Continue to strive for greater ethnic diversity on the Board, representation of other protected characteristics, and to maintain the current gender balance. Keep diversity in mind when appointing to 'senior' Board roles.
- Develop and flex the induction programme to meet the individual needs of new governors to support continuity in culture, as well as provide information about the role and sector.
- Gain whole-Board buy-in to involve, engage and support student governors proactively.
- Investigate further governor concerns about the increasing time demands on governors to identify ways to alleviate and manage the pressures of the role.
- Ensure that the purpose of engagement activities such as learning walks is clear and understood by governors and staff, to maximise their value.
- Formalise governor one-to-one meetings and the Chair's appraisal process.
- Keep the current frequency and time allocated to oversight of finance under review, to ensure that all governors have the chance to scrutinise and discuss the financial position.
- Consider ways to enhance strategic Board meetings, for example:
  - Routine business at strategic meetings to be only items requiring immediate approval.
  - Fewer 'exec-led' items and more opportunity for governor-led horizon scanning.
  - One strategic board to be a whole-day strategy session?
  - A clear line of sight in terms of next steps following strategic board meetings.
- Consider ways to further reduce and manage the amount of business at 'business' Board meetings, and free up time for governor discussion, for example:
  - Prioritise items for discussion and approval and consider different options for handling lengthy presentations.
  - Add a 'consent agenda' approach for items for noting/approval without discussion.
  - Observe 'taken as read' protocols for papers distributed in advance.
- Consider options for 'managing volume of paperwork,' for example:
  - Observe an executive summary discipline for **all** papers - to provide governors with a 'two-minute read' of 'everything they need to know' about the context, key issues, options, and risks, and what is required of them.
  - Supplementary pack for detailed appendices, data and other non-essential information.

- Chairs to routinely sum up at the end of each item to identify conclusions and any actions.
- Reintroduce post-meeting evaluations to identify and track the impact of the meeting, identify what went well, and track progress on addressing areas for improvement.
- Prepare early for future changes in leadership.
- Review the hours and job title of the Governance Professional.

SCOPE AND METHODOLOGY OF THE EXTERNAL GOVERNANCE REVIEW

The following scope was agreed upon with the Gloucestershire College Board. It takes full account of the DfE guidance on External Reviews of Further Education Governance, published in May 2022.

Scope

- Discharge of roles and duties as charity trustees and FE Governors.
- Board culture.
- Impact of governance.
- Strategy.
- Equality and Diversity.
- Governor membership, recruitment, and induction.
- Governance professional experience, and interaction between Board and Executive Team.
- Review the Boards's interaction with students and other stakeholders.

The Chair, Governors, and Principal and Chief Executive expressed a particular interest in achieving a balance between regulatory and compliance items and strategic discussion.

Methodology and timeline

The review comprised the following activities:

Month	Task
December 2023	Initial scoping meetings
2 Jan 2024	Review start date
January 24	Document review - core governance policies, plans, minutes and Corporation papers
	EBR survey issued
February 24	One-to-one meetings commence: Chair, Principal, Committee Chairs
	Observation of Strategic Board on 8 February
	Survey results collated
	Observation of Audit Committee on 28 February

	Regular KIT meetings with Justine
March 24	One-to-one meetings continue
	Observation of GRS/SSEC, Curriculum and Quality Committee, and Board
24 April 24	Initial feedback meeting to Chair, Principal and Governance Professional
2 May 24	Presentation of findings to Board and feedback
	Final full report to follow

ABOUT ROCKBORN MANAGEMENT CONSULTANTS

Rockborn Management Consultants (RMC) are experienced education management consultants who tailor-make services to your organisation's needs.

We offer specialist, professional and pragmatic management solutions that range from helping you develop your strategic options, to providing expert advice and guidance on a wide range of organisational HR and change issues.

We have extensive experience of the sector and have an exceptional track record with regard to supporting boards and senior teams.

We take a personal approach to working with you and undertaking governance reviews. We do not have a 'one size fits all' approach and offer a bespoke review that meets your requirements and ensures sustainable improvement. This involves:

- Getting to know the organisation so we understand your values and culture to ensure proposed solutions will work in your context.
- Building relationships and providing a high-quality, personal, and reliable service
- Being available when you need us.
- Ensuring we use our extensive expertise and knowledge, and those of our associates, to provide you with the very best advice and guidance.
- Ensuring we add value – we will not replicate your existing governance self-assessment activities but will aim to complement them.
- Ensuring that qualified and personable experts work alongside you, not 'inspecting' you.
- And a real belief that, if you get the fundamentals right, the rest will follow.

THE REVIEW TEAM

Lead Reviewer: Melissa Drayson

Melissa is a seasoned governance professional with a strong sense of what a good board looks like. Her governance experience has been gained primarily within the FE sector, where she has supported ten different college boards of governors over 20 years. She also has a working knowledge of academy, charity, and corporate governance. She has supported three separate FE colleges through merger and has undertaken several board reviews in her capacity as clerk.

As a consultant and trainer, Melissa has advised a range of educational institutions on their governance, from primary schools to universities. She currently works with the AoC delivering induction training and mentoring to new governance professionals as part of the ETF Governance Professionals Development Programme.

Melissa holds the ICSA (Chartered Governance Institute) Professional Diploma in Corporate Governance and is a part-qualified Chartered Company Secretary.

For 11 years, Melissa ran the induction training service for new governors in Sussex colleges. She also runs courses in minute writing and other committee skills for public sector workers.

In her spare time, Melissa is the Chair of the Trustee Board of an established charity in her hometown of Brighton.

Company Director: Peter Ryder

A highly respected and successful former college Principal (Leeds College of Technology and Tameside College) and previous Chair and then Chief Executive of the Greater Manchester Colleges Group (a partnership of 10 Further Education colleges covering all boroughs across Greater Manchester), Chair of West Yorkshire Consortium of Colleges and member of the AoC's Board, representing all colleges in the North West of England.

Now an independent FE consultant, Peter has been supporting and advising colleges since the announcement of the Area Based Review process in 2015.

Peter has extensive expertise in many areas including strategic reviews/option appraisals, working with boards, merger project management, college turnarounds and change management.

Peter has experience across a broad range of strategic assignments including the support of five colleges with strategic option appraisals, advising boards on their options, holding workshops with governors to evaluate future strategy, directly involved in two college mergers in an executive role, project-managed a further six college merger processes, and most recently provided post-merger project management support to a college which merged with a college group, doubling the size of the organisation overnight and making it the third largest college in England.

Associate reviewer: Ian Valvona

Ian is a senior leader in education, skills, and children's social care. He worked for more than 20 years in the Department for Education and its agencies to deliver children's social care alternative delivery models for central government and local authorities, as well as complex Further Education college mergers.

Since 2018 he has been the Chair of three London colleges including Kensington and Chelsea College following the Grenfell tragedy, and most recently as a Further Education Commissioner appointment at Croydon College.

Working with education providers to improve strategic and operational performance

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