

Warrington & Vale Royal College – External Governance Review

1. Introduction

The Skills for Jobs White Paper set out numerous reforms to strengthen governance in further education, including the requirement to conduct an external review of governance every three years.

In May 2022, the Department for Education (DfE) published guidance for the conduct of external governance reviews of FE college corporations. The Board of Warrington & Vale Royal College approved the terms of reference for the review at its meeting on 4 July 2022.

The agreed objectives of the review were to:

- assess how well the board has observed the key principles of its chosen governance code (The Code of Good Governance for English Colleges)
- consider the overall effectiveness of governance, including the impact of board behaviours
- support continuous improvement by recommending actions to strengthen governance culture, policies and practices, as appropriate.

The review considered 4 aspects of governance as follows:

People – Do the people involved in governance have an appropriate combination of skills, knowledge and experience, and are they supported by effective induction, development and appraisal processes?

Process – Are the processes of governance comprehensive, efficient and effective and compliant with the college's governance code?

Practice – Is the conduct of governance based on a clear understanding of the differentiated responsibilities of the people involved, and supported by appropriate behaviours, stakeholder engagement and team working?

Impact – Does the board have an effective process to monitor and assess its impact on the college?

The review was undertaken via scrutiny of relevant documents, meetings with individuals and groups of people, and observation of one Board meeting and a meeting of the Standards and Curriculum Committee.

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2. Summary of findings

2.1 Strengths

Governance arrangements at the college are effective and in accordance with established good practice.

The Board has a good range of skills and experience, and members have access to a comprehensive training programme. Attendance at meetings is good and is well monitored. Action is taken where individual attendance is unsatisfactory. The Chair is experienced and undertakes annual reviews with other Board members. Discussions have recently started to put in place a succession plan, in advance of the Chair's term of office coming to an end in December 2024.

The Clerk is well qualified and experienced, is independent of the management of the college and is well regarded and trusted by Board members for her independence and initiative in supporting and developing the governance processes of the college.

In respect of governance processes, Board members confirmed that reports are mostly received in sufficient time prior to meetings.

Minutes of meetings are completed on a timely basis. Minutes of Board meetings are published on the college website following approval at the subsequent Board meeting.

In addition to scheduled Board and committee meetings, members attend three strategy events during the year in which they receive updates on the college's operating environment and have the opportunity to shape the emerging strategy or adjust existing plans as circumstances change. Board members feel involved in the development of the college's strategy.

The Clerk undertakes a detailed and thorough annual review of the college's governance process and practices, comparing them with the Code of Governance for English Colleges.

Staff believe that the Board is effective in providing independent oversight, an effective sounding board, and an ethical framework in which the college operates.

Discussions with staff and students confirmed that the values approved by the Board as part of its strategy are those experienced by the students attending the college.

A small sample of stakeholders confirmed that the college is well regarded in its community, and that it listens to stakeholders and partners in the design and delivery of education and training.

2.2 Areas for development

The Board could be clearer about its ambitions to make the Board more diverse and inclusive, considering the particular geographies and demographics served by the college. More generally, reporting to the Board on equality, diversity and inclusion could be strengthened and expanded.

Induction arrangements for new Board members should be reviewed and updated, in particular to allow members to get to know each other and network, to strengthen the sense of an effective team, following the years impacted by Covid 19 restrictions.

In respect of Board composition and recruitment, the Search and Governance Committee should take the lead in succession planning for a new Chair at the appropriate time. Although the Board have co-opted an experienced FE leader to the Standards and Curriculum Committee, the Board could be strengthened by appointing a full member with a strong background in FE.

The review process for the Chair should be undertaken annually.

Board and committee meetings could be made more effective by greater planning of meetings by the relevant Chair and senior manager to ensure that key items are given appropriate time for consideration, by improving the quality of reports to ensure key messages are clearly highlighted, and by training and supporting managers in the presentation of their reports. Reports from committees to the Board should highlight items which require discussion during the Board meeting.

The Board should consider opportunities to formalise and strengthen processes for hearing the views of staff and students on a systematic basis. The Board should also seek to formalise its approach to external stakeholder engagement in readiness for the Board's review of how well the education or training provided meets local needs.

3. Report

3.1 People

The Board comprises 20 members. There is also a co-opted member of the Standards and Curriculum Committee. At the time of the review the college had recently recruited one staff member and two student members to the Board, whilst there were vacancies for 3 external members. The college has engaged in a national programme to support the recruitment of new independent Board members. External Board members bring a wide range of skills and experience, and in some cases represent key strategic partners of the college. The college makes good use of a co-optee to strengthen educational experience on its Standards and Curriculum Committee. However, the Board does not have a member with detailed knowledge of FE curriculum and quality matters. The college uses a comprehensive skills audit to identify areas of focus when recruiting new external members.

Whilst there is a clear commitment in approved policies to equality, diversity and inclusion, Governors are not clear about the Board's ambitions for it to be diverse in its membership and inclusive in its recruitment processes.

Recommendation 1

The Board could be clearer about its ambitions to make the Board more diverse and inclusive, taking into account the particular geographies and demographics served by the college.

Recommendation 2

The college should seek to recruit a Board member with knowledge and experience of FE curriculum and quality.

The college has a comprehensive induction programme for new members. Those who had joined the Board recently commented that they would have welcomed opportunities to meet other Board members as part of this process. All members have access to a comprehensive training programme, with specific opportunities linked to membership of the Audit and Finance and Resources Committees. It is less clear what specific training is provided for new members of the Standards and Curriculum Committee. Participation in training is varied across Board members.

Recommendation 3

Following the lifting of restrictions as a result of Covid 19, induction arrangements for new Board members should be reviewed and updated, in particular to allow members to get to know each other and so strengthen the sense of an effective team.

The Board monitors the attendance of members through reports provided by the Clerk. Attendance data for 2021/22 shows overall attendance of 72% at Board meetings and 86% for Board and committee meetings combined. The College has taken initiatives to improve attendance including varying meeting times and using hybrid meetings. Where appropriate, the Chair discusses attendance with individuals whose attendance is poor.

Board members have an annual review discussion with the Chair. Procedures are in place for the Chair's review to be conducted by the Deputy Chair, informed by feedback from other Board members and the executive leadership team. The review process for the Chair has not been undertaken recently.

Recommendation 4

The review process for the Chair should be undertaken annually.

Board members are encouraged to access a wide range of training and development, both individually and collectively. A detailed training plan had been developed for Governors. Training records are maintained and reported to show the participation in training, which is varied across the Board.

Board members complete an annual declaration of their eligibility to be a Board member.

The Clerk, who was appointed in 2016, is experienced and well qualified. The Clerk's role is independent of management, although the Clerk does have college-wide responsibility for ensuring compliance with GDPR regulations.

The appropriateness of this additional responsibility is considered from time to time by the Chair and Clerk to ensure conflicts of interest are managed. Board members reported that the Clerk is well regarded and trusted by Board members for her independence and initiative in supporting and developing the governance processes of the college.

3.2 Process

The board conducts its business through four Board meetings a year, supported by Finance and Resources, Standards and Curriculum, Audit, Search and Governance, and Senior Staff Salaries committees. In the periods between meetings, the Board receives updates from the CEO, monthly management accounts and updates from the Clerk including Association of Colleges newsletters.

The Board and committees have annual work programmes which shape agendas and ensure that key business items are covered at the appropriate time. Specific agendas are created by the Clerk in consultation with the Board or committee chair, and the principal and CEO and appropriate senior managers.

Most agenda items are supported by a written report. Board members reported that on occasions only verbal reports had been given which limited their opportunity to analyse and comment on the key elements of the report. Board members also commented on the challenge of late papers which limit their ability to fully consider the issues before meetings.

The college has a rigorous process for the production of reports to the Board and committees which involves them being presented to and discussed by the senior management team before being sent to Board members. Whilst this process ensures consistency in reporting, some reports seem to be produced in a style which is more accessible for college managers with day to day involvement in, and hence more detailed understanding of, the matters under consideration. Reports are supported by a front sheet which identifies the purpose of the report, how the report links to the key priorities, the key points, actions, resolution and risk management implications. Different formats are used by some authors, and there is a degree of inconsistency in the way in which the front sheets are used to summarise the key issue for Board members, with different levels of detail in particular in the sections on key points, risk and key priorities.

Committee Chairs report to each Board on the work of their committee. The reports presented to the Board which was observed as part of the review were clear, concise and focussed on key issues. However, the reports did not prompt any discussion at the Board, giving the impression that not all Board members are engaged in the full range of matters for which they are collectively responsible. The reports could highlight more clearly any issues which require further deliberation by the Board, and in any event should not be presented in a way which inhibits wider discussion.

The presentation of some reports to the observed committee and Board meeting were too detailed to enable Board members to identify the key issues. The senior managers presenting the reports were clearly knowledgeable and keen to give the governors detailed reports, however this had the impact of diverting time from other items and reducing the opportunity for governor questioning and discussion. Greater planning of meetings, and guidance to those presenting, could help meetings focus time on the key issues and strengthen governor participation.

Recommendation 5

Greater care should be taken in the production of reports by management for the Board and committees to ensure consistency of presentation and that key issues and related risks are clearly highlighted.

Recommendation 6

Reports from committees to the Board should highlight key matters for further discussion.

Recommendation 7

Meeting Chairs should agree meeting priorities with the appropriate senior leader to ensure time is focussed on key issues.

Recommendation 8

New senior managers should receive training and support on presenting to the Board and committees.

Minutes of meetings are comprehensive and clear on the discussion that has taken place and the decisions taken. Board minutes are produced on a timely basis and published on the college's website once approved. The Board receive an action log at each meeting to enable them to track agreed actions.

In addition to scheduled Board and committee meetings members attend three half day strategy events during the year in which they receive updates on the college's operating environment and have the opportunity to shape the emerging strategy or adjust existing plans as circumstances change. These events are supported by a mix of external and internal contributors. Strategy events could provide opportunities for Board members to get to know each other, and to directly hear from students, staff groups and stakeholders. (see recommendations 9,10 and 11 below)

Board members reported feeling well involved in the development of the college's strategy.

The Board have appointed link governors for equality and diversity, safeguarding, committee careers and apprenticeships, the latter appointment being in response to issues relating to apprenticeship provision.

3.3 Practice

Board members and senior managers reported a good level of trust and the existence of appropriate support and challenge during meetings and in other settings. There was some concern that, on occasion, some Board members drifted into operational matters in their questioning of executive colleagues. Board members, particularly committee chairs, take advantage of informal meetings with senior managers to ensure they are well briefed on emerging issues for the Board and committees.

Board members are strongly encouraged to attend self-assessment validation panels to learn more about college provision and support for students. Participation for the 2021/22 SAR was lower than expected, and so represented a missed opportunity for Board members to get an overview of the quality of education and training provided by the college.

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Board members reported that there were limited opportunities for them to get to know each other as individuals and felt that this would strengthen mutual understanding and the performance of the board (lost during Covid and were hoping for opportunities to be reinstated).

Recommendation 9

Board meetings and strategy events should be designed to allow for informal interaction between Board members.

Whilst members have numerous opportunities to meet staff and students at college events and the Chair in particular is very visible throughout the college, the Board do not have a systematic approach to staff and student engagement. The board rely heavily upon the results of surveys to inform their understanding of the views of staff and students.

The college operates successfully with a number of key strategic partners, some of whom are represented on the board itself. The college has successfully engaged with partners on curriculum design and capital projects to support the college's ambitions to meet local needs. However, the Board's strategic approach to engagement with stakeholders is not

clearly defined. Individual Board members describe attendance at events as being the route by which they engage with external partners.

Recommendation 10

The Board should consider opportunities to formalise and strengthen processes for hearing the views of staff and students.

Recommendation 11

The Board should also seek to formalise its approach to external stakeholder engagement in readiness for the Board's review of how well the education or training provided meets local needs

The Clerk undertakes an annual review of the Board's practice compared against the Code of Good Governance for English Colleges. The review is comprehensive, reported to the Board and identifies actions for improvement.

The college does not have a process in place to review the effectiveness of meetings. It is not clear how the Board reviews its effectiveness, nor what the process is for it to review and revise Board practice.

Recommendation 12

The Board should agree a process to determine its own effectiveness and review its practice.

3.4 Impact

Assessing the impact of the Board and governance practice is more than looking at the performance of the college. That said, the college is ambitious and has been performing well, after a period of financial challenge following a merger.

The Board's specific responsibilities are clearly defined, but in general can be thought of as follows (Source Board Impact – Understanding and measuring the value of a Board: Deloitte):

- Stewardship – Ensure purpose, vision and mission are clear, defines and models values, helps build and effective management team, advises on culturally acceptable norms and practices, and helps build effective governance arrangements.
- Oversight – Seeks assurance from management, holds management accountable, monitors compliance with obligations, oversees the risk framework, ensures governance arrangements are effective and adhered to.

- Accountability – engages meaningfully with stakeholders, openly and clearly explains the direction, performance and conduct of the organisation, openly and clearly explains the impact the board has had.

Interviews with staff and students confirm that the values set by the board do set the tone for the college. Without using the exact words, interviewees were able to describe with no prompting a college that has students at its heart, that is supportive of staff, is ambitious and has high expectations and one that strives to behave in a fair and ethical manner.

Staff believe that the board is effective in providing independent oversight, an effective sounding board, and an ethical framework in which the college operates. In addition to this feedback, there is considerable evidence of the Board holding management to account for the performance of the college. The Board also challenge management on key decisions to ensure all risks have been identified and managed.

A small sample of stakeholders described a highly regarded college which listens to stakeholders and strives to respond to their needs.

Taking all the evidence gathered in the review into account, governance at the college is effective, particularly at stewardship and oversight, although some processes could be strengthened. Stronger Board engagement with staff, student and stakeholders would enhance the Board's accountability to those it serves.

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