



Corporate Governance Committee

16th September 2008
12 noon
Chief Executive's office

AGENDA

1. Apologies for absence
2. To approve the minutes of the meeting held on 24th January 2008 (attached)
3. Matters arising not covered elsewhere in the Agenda
4. To consider the terms of reference of the Committee (attached)

Items for consideration/decision

5. To agree the 2007-08 Statement of Corporate Governance, Internal Control and Members' Responsibilities for Board approval
[Nigel Jeffery in attendance] **PAPER 1**
6. To consider the composition of the Board and the appointment of Corporation Vice Chair **PAPER 2**
7. To receive a report on the 2007-08 Performance of the Board against internal Performance Targets and to recommend Targets for 2008-09 for Board approval **PAPER 3**
8. To receive a report on Continuous Professional Development undertaken by Corporation members in 2007-08 and to agree proposals for 2008-09 **PAPER 4**
9. To consider amendments to the Corporation Standing Orders and related Governance documentation **PAPER 5**

Items for information

10. To receive a report on Attendance at Corporation and Committee meetings 2007-08 **PAPER 6**
11. To receive Meeting Evaluation results 2007-08 **PAPER 7**
12. To receive a provisional Calendar of Meetings for 2009 **PAPER 8**
13. To receive a report on the Self-Assessment of Financial Management and Governance **PAPER 9**
14. To receive the 2008 Internal Audit Governance Thematic Review **PAPER 10**
15. Any other business
16. Date of next meeting

BEDFORD COLLEGE

Corporate Governance Committee

16th September 2008
12 noon
Chief Executive's office

Present: Mr. R.J. Whysall (Chair)
Miss P.I. Barrett
Mr. K. Bromboszcz
Mr. D.J. Shingler
Mr. M. Weeden
Mr. I. Pryce

In attendance: Mr. N. Jeffery, Director of Finance [CG07-11/08]
Mrs. I. Lennox, Clerk to the Corporation

CG07/08 Apologies for absence were received and accepted from Mr. M.Y. Kiteley, Mr. D.A Parry and Mr. M. Whitlock.

CG08/08 The Minutes of the meeting held on 24th January 2008 were considered, approved and signed as a true record.

CG09/08 There were no matters arising.

CG10/08 Committee Terms of Reference
Members reviewed the terms of reference and no amendments were proposed.

CG11/08 2007-08 Annual Report: Statement of Corporate Governance

In a thorough review of the Statement, members gave special attention to the section outlining the scope of responsibility of the Corporation, mindful that this was particularly relevant to forthcoming deliberations with regard to the major redevelopment of the college site.

After questions on some of the terminology within the report, most of which followed a model prescribed by the Learning & Skills Council, members were satisfied that the Corporate Governance Statement was an accurate record and agreed that it be submitted to the November Board meeting as part of the Annual Report and Financial Statements. Paper 1 was received.

CG12/08 Board Composition and the Appointment of Corporation Vice Chair

Members spent some time discussing the outcome of the knowledge, skills and experience audit of the Board carried out in May, the outline results of which were submitted as an annex to Paper 2, in relation to the current membership and size of the Board. There still appeared to be an imbalance in favour of general management and finance expertise, with a lower audit return as far as experience in teaching and training in the FE sector was concerned. Members concluded that it would be advisable to request the Search Committee to consider possible candidates with this background, and it was

RESOLVED 1 that a recommendation be made to the November Board meeting that the size of the Corporation be increased from eighteen to nineteen with one additional External Member and that the Search Committee be charged with making a nomination to the Corporation if a suitable candidate was found.

Members noted the forthcoming vacancy for Corporation Vice-Chair, and that all Board members had been invited to stand for office or nominate a willing candidate. The Clerk reported that she had had only one formal nomination, namely Mike Whitlock. Members were pleased that he was prepared to continue in office, and it was

RESOLVED 2 that the nomination of Mike Whitlock as Vice Chair for a two-year period from 1 December 2008 be recommended to the Corporation for approval.

CG13/08 **Performance against Internal Corporation Performance Targets 2007-08**

The Board's performance against each of the eleven Performance Targets was reviewed in detail by the Clerk. It was noted that all had been achieved in the last academic year, including feedback of employer views, a recent addition. The Clerk had received communication from one member unable to attend the meeting, favouring greater contact between Board members and local employers. After discussion, it was felt that this was primarily a management responsibility but that governors should be selectively invited to support them at appropriate times. The Chief Executive proposed that the Board be better informed as to the college's work with employers by a regular update report from the Deputy Principal and Director of Teaching & Learning; this was well received.

After debate on some of the key challenges of the Board in the coming year, an additional target was proposed, a commitment to consult the student voice on the overall strategic direction of the college. The Internal Performance Targets 2008-09 would be submitted to the Board for approval. Paper 3 was received.

CG14/08 **Corporation Continuous Professional Development 2006-07**

The Clerk's report on the training activity undertaken by members of the Board and by the Clerk during 2007-08 was discussed. All members had participated in training during the year, with over one third attending three or more development sessions and 78% attendance at the Development Day. The policy for the ongoing development of Corporation members was noted and fully endorsed.

The way in which the committee wished to proceed with future training was discussed. Full support was given to the same combination of in-house training, and external meetings and seminars when appropriate to individual governors. It was agreed that invitations should continue to be extended to external speakers to give presentations at the pre-Board development sessions, taking into account where possible the results of the Training Needs Analysis carried out in May 2008, submitted as an annex to the report.

With fellow Board members showing the degree of commitment they had in the last academic year, committee members saw no reason to change the way to proceed. They noted that the Corporation internal performance target with regard to the training and development of Board members had been met. Information on training activities in 2007-08 as outlined in Paper 4 was received, and a recommendation would be made to the November Board meeting that the proposed plan for 2008-09 be approved. Paper 4 was received.

CG15/08 **Corporation Standing Orders and related Governance documentation**

The Clerk (IL) reviewed the detailed changes made to the Corporation Standing Orders as a result of the 2007 Modification Order to the Instrument and Articles of Government and the latest Financial Memorandum from the Learning & Skills Council, and responded to questions.

IL then drew members' attention to a number of key statements of policy or procedure closely associated with or incorporated within the Standing Orders, namely Complaints against the Corporation, the Clerk's Responsibilities when the Corporation acts beyond its Powers, Terms of Office and Tenure of Board Members, a Policy on Public Access to Corporation meetings and a Policy on Openness and Confidentiality. All were considered at some length; only minor amendments were required and all were endorsed by the Committee.

Additional governance-related documents were submitted for consideration and, again, only minor amendments were required and all were endorsed by the Committee.

The Clerk was thanked for this comprehensive update and it was **RESOLVED 3** **that the amended Standing Orders be submitted to the Corporation for approval.**

CG16/08 **Attendance at Corporation and Committee meetings 2007-08**

In discussion of the figures provided in the report, members noted that attendance at Board meetings had risen steadily year on year, to 85% in 2007-08, and that overall attendance had again met the 80% internal performance target for the Corporation. Paper 6 was received.

CG17/08 **Meeting Evaluation Results 2007-08**

The Clerk reported on the members' evaluation of Board meetings during the last academic year and felt the level of returns had been disappointing. The results and comments were discussed and it was agreed that meeting evaluation continue. Paper 7 was received.

CG18/08 **Calendar of Meetings 2009**

The draft calendar of meetings for the Corporation and its committees had been drawn up after consultation with senior managers and Chairs of Committees. No further changes were proposed and it would be submitted to the Board for formal approval. Paper 8 was received.

CG19/08 **Self-Assessment of Financial Management and Governance**

The Clerk's update of the current position with regard to the self-assessment of financial management and governance and the developments within the Framework for Excellence was noted with interest and Paper 9 was received.

CG20/08 **Internal Audit on Corporate Governance 2008**

The Clerk reminded members that this was a statutory annual audit and reported that this time the same audit had been undertaken by Bentley Jennison at a large number of clients, resulting in a report at the end of the year based on best practice in the sector. The audit had resulted in substantial assurance, with only two minor recommendations, and had been considered in greater detail by the Audit Committee. It was received by the committee.

CG21/08 **Meetings** would be arranged during 2009 as required. One meeting, on 15th September, had been included in the calendar of meetings for 2009.