

# MINUTES OF A MEETING OF THE BOARD OF LEICESTER COLLEGE CORPORATION:

## SEARCH AND GOVERNANCE COMMITTEE HELD ON 22 MAY 2025 VIA MS TEAMS



Present: Danielle Gillett (Chair)  
Chan Kataria  
Jackie Rossa  
Shabir Ismail

In Attendance: Louise Hazel      Director of Governance and Policy  
Matt Widdowson      Governance and Policy Officer (Minutes)

### 1. **DECLARATIONS OF INTEREST**

1.1. The Chair declared an interest in item 7.

### 2. **APOLOGIES FOR ABSENCE**

2.1. Apologies were received from Sophie Strevens-Robinson and Louisa Poole.

### 3. **MINUTES AND MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 10 MARCH 2025**

3.1. As matter arising it was confirmed that:

3.1.1. Alex Stacey-Midgley had been appointed as an independent governor.

3.1.2. Susan Hopewell had been appointed as a co-opted governor and would be joining the other governors at the away day.

3.1.3. The associate role was on the agenda.

3.1.4. There had been some interest in the governor role at the Stakeholder Event and these would need to be followed-up on. It would be especially important to look to recruit individuals with a finance background.

3.2. The minutes of the meeting of 10 March 2025 were **agreed** as an accurate record and **approved**.

### 4. **SUCCESSION PLANNING**

4.1. The Director of Governance and Policy presented a paper on succession planning. The following points were highlighted.

4.1.1. Lee Soden's term of office would expire in August 2025. He was happy to serve another term and the recommendation was to re-appoint him as an independent governor.

- 4.1.2. Louisa Poole's term of office would expire in July 2025 and she had indicated that she did not wish to serve another term. Therefore, her membership of the Corporation would be allowed to lapse.
- 4.1.3. There had been plans for Louisa Poole to take on the chair role for the Audit Committee which would no longer go ahead. The current chair, Zubair Limbada, was already serving an exceptional additional term of office. Due to the need to maintain continuity and the requirement to have a qualified accountant on the Audit Committee, it was recommended that Zubair Limbada be asked to serve a further term.

#### 4.2. **Governors made the following comments.**

- 4.2.1. **With regards to the Audit Committee chair role, Robert Radford was a qualified accountant.** Robert Radford had previously stated that he did not want to sit on the Audit Committee and was already in the succession plan for chair of the Finance and General Purposes Committee, although this plan could be revisited if necessary.
- 4.2.2. **Could a co-opted governor serve as chair of the Audit Committee?** No, although Roger Merchant could be asked if he was interested in becoming an independent governor. The order of preference was Zubair Limbada first, Roger Merchant second and then Robert Radford. It was recognised that each of these options was a big ask of the individuals involved.
- 4.2.3. **A decision about a more permanent arrangement would need to be made at some point as Zubair Limbada's term could not keep being extended. Roger Merchant could be asked if he could take on the role of chair as a 'stop gap' until a permanent chair was appointed.**
- 4.2.4. **Had Roger Merchant reached the limit of his term as a co-opted governor?** Roger Merchant was serving his final term. If he was to stand in as chair, this could only be a temporary measure.
- 4.2.5. **Some of the issues raised by the incident at Weston College might make people reluctant to take on the governor role as the implications could have repercussions on their own professional standing. The FE Commissioner needed to be asked what was being done about this.**
- 4.2.6. **Recruitment consultants may need to be used again to find suitable candidates.**
- 4.2.7. **Had there been discussions about Neil McDougall joining the CSQI Committee?** That was the plan. It was hoped that he would be able to observe a meeting as it had been thought that he would be a good fit for the committee.
- 4.2.8. **There were some areas of the Skills Matrix where there were no governors with either qualifications or extensive experience. Cyber security was particularly relevant at the moment given the recent incidents at the Co-op, Marks and Spencer's and some universities. Was there anyone in mind who could be recruited to strengthen the governance around cyber security? If there was no-one lined up, could the College ask for stronger third-line assurance?** This was a good point. There were currently conversations with the Vice Chancellor of DMU about appointing a new governor. The university had a strong Cyber Security Centre and there might be the opportunity to appoint someone with specific knowledge. There were also ongoing conversations with the Pro-Vice Chancellor at the University of Leicester and this issue could be raised.

- 4.3. **Governors noted the current Board and committee membership and Skills Matrix.**
- 4.4. **Governors approved the appointment of Lee Soden for an additional three-year term of office.**
- 4.5. **Governors approved the appointment of Zubair Limbada for a further one-year term of office, subject to his confirmation that he would accept the extension.**

## **5. ASSOCIATE GOVERNOR ROLE**

- 5.1. The Director of Governance and Policy presented a paper on the proposal for the Associate Governor role. The following points were highlighted.
  - 5.1.1. An associate role had been under consideration for some time. It would be a developmental opportunity for individuals who either did not already have non-executive experience, or those who wanted to understand more about the governor role before they committed.
  - 5.1.2. The solicitor had reviewed this proposal.
  - 5.1.3. This would be an 'associate' role rather than an 'associate governor' role and would be included in the Standing Orders. There would be a similar recruitment process to that for governors and there would be the same due diligence carried out and the same training provided.
  - 5.1.4. Although associates would not be members of the Corporation, there would still be the same expectations around the Code of Conduct.
  - 5.1.5. Associates would attend meetings of the Corporation, committees, strategic discussions and away days.
  - 5.1.6. Appropriate ETF training modules would be identified for associates which they would be expected to complete.
  - 5.1.7. Associates would be allocated a mentor from the board and would also have regular meetings with the Chair of Corporation and the Director of Governance and Policy.
  - 5.1.8. A one-year term of office seemed sensible as it would provide governors with a sense of whether the associate was suitable for a governor role. It would also provide the associate with an opportunity to decide whether they wanted a governor role.
  - 5.1.9. Governors would be asked if they knew of anyone who would be a good fit for the associate role.
  - 5.1.10. Amended Standing Orders would be drafted and presented to Corporation.
- 5.2. **Governors made the following comments.**
  - 5.2.1. **There had been boards where this approach had worked well, and others where it had not. A proper recruitment process and due diligence was important. It was also important to include appropriate termination clauses and to know what the early signs were of someone not being the right person for the role. There needed to be clear guidelines and objectives which could be used to map an individual's performance and behaviours. Noted.**

- 5.2.2. **The associate would be present at Corporation meetings as an observer. Would they be able to contribute to discussions?** Yes. Although they would be listed as an observer in the minutes and their attendance would not count towards quoracy, associates would be encouraged to contribute.
  - 5.2.3. **Could an associate be terminated immediately?** A terms of engagement letter could be drafted which was more proscriptive than that currently provided to governors.
  - 5.2.4. **As well as the option to terminate an associate early, there might be instances where someone is developing ahead of schedule and were ready to take on the full governor's role earlier than initially expected.**
  - 5.2.5. **Expectations that were too rigid might put some people off applying. It was important to consider how individuals would be recruited to this role.**
  - 5.2.6. **A point had been previously raised around working with universities to get their people 'board ready'.**
  - 5.2.7. **This approach demonstrated that the College was trying to create alternative routes to becoming a governor.**
  - 5.2.8. **The associate role could be piloted with Mukund Narsi.**
- 5.3. **Governors noted the proposed associate role and agreed to recommend the inclusion of the role in the Standing Orders.**

## **6. EXTERNAL GOVERNANCE REVIEW**

- 6.1. The Director of Governance and Policy presented a paper on the External Governance Review. The following points were highlighted.
- 6.1.1. The External Governance Review was due in the Autumn Term 2025/26.
  - 6.1.2. The previous approach had been to both meet the requirements of the DfE and look for ways to add value for the board.
  - 6.1.3. A draft scope had been provided and there was the option for the reviewers to make further suggestions.
  - 6.1.4. There were now more organisations carrying out reviews than there had been previously. The approach might be different this time with reviewers relying on a more 'templated' approach which was less specific to the board being reviewed.
- 6.2. **Governors made the following comments.**
- 6.2.1. **It was understood that there was a new organisation with FE experience who might be open to piloting their reviews. It might be a good idea to find out what they were offering.**
  - 6.2.2. **The previous review was very good. There had been some recommendations which the board had disagreed with, but this had not been a problem. This time it might be beneficial to get a new view, rather than working with the previous reviewers who might just try to validate their previous findings.**
  - 6.2.3. **A review that encompassed cultural aspects of the board would provide real value. This would include both the board dynamics, the**

- impact of decision making on quality, and the diversity of thought on the board.
- 6.2.4. **The feedback from the previous review had been superficial and did not look at the culture. The results of the review had been good, and excellent feedback had been provided but this had not been that helpful to the board.**
  - 6.2.5. **Was the AoC conducting reviews?** It was; it and other bodies contracted the work out to individuals. There had been mixed feedback with some indicating that reviews did not include much depth and had felt a little mechanistic. The College's previous review had been carried out by the ETF and IoD.
  - 6.2.6. **The quality of the individuals carrying out the review was important regardless of who they were working for.**
  - 6.2.7. **It would be important to progress further on from the previous review.**
- 6.3. **Governors agreed to recommend the scope to the Corporation.**

## **7. CHAIR'S PERFORMANCE REVIEW**

- 7.1. The Director of Governance and Policy presented the results of the Chair's Performance Review. The following points were highlighted.
- 7.1.1. There had been some really positive responses from governor who had been appreciative of the Chair's leadership.
  - 7.1.2. Suggestions had included having more opportunities for strategic conversations outside of formal meetings, and opportunities to network with governors from other colleges. There had also been the suggestion of reviewing the link governor role.
- 7.2. **Governors made the following comments.**
- 7.2.1. **Strategic conversations needed to be formal and within a meeting.**
  - 7.2.2. **What was meant by 'lead governor'?** There were a number of link governor roles. This was still work in progress, and some of the roles were clearer than others.
  - 7.2.3. **Was there a diversity champion?** Louisa Poole had been the EDI Link Governor. Alex Stacey-Midgley could be asked to take on this role due to the work she had previously carried out with Leicestershire Police.
  - 7.2.4. **AoC Networks seemed like obvious networking opportunities. There was also the Stakeholder Event and the Governors' Christmas Dinner. Board members were also able to contact each other outside of meetings.**
  - 7.2.5. **AoC Networks were not good for networking. Perhaps they could be asked to do more work around networking or 'buddying up'. More face-to-face meetings were needed to enable governors to talk to one another.** This could be raised at the Governance Professionals' Regional Meeting.
- 7.3. **Governors noted the results of the Chair's Performance Review.**

## **8. SELF-ASSESSMENT QUESTIONS 2024/25**

- 8.1. The Director of Governance and Policy presented the proposed Self-Assessment Questions for 2024/25. The following points were highlighted.
- 8.1.1. There were a lot of questions. However, this was what would be expected from the governance review, and the self-assessment helped to refine workplans for the coming year.
- 8.2. **Governors made the following comments.**
- 8.2.1. **Would the results of this survey be presented to governors prior to the governance review?** The surveys would go out over the summer and the results would be presented to the first committee meetings of the year. The results could also be provided to the external reviewer.
- 8.3. **Governors approved the Self-Assessment Questions for 2024/25.**

## **9. TERMS OF REFERENCE AND WORK PLAN 2025/26**

- 9.1. The Director of Governance and Policy introduced the Terms of Reference and Work Plan for 2025/26. The following points were highlighted.
- 9.1.1. No major changes to the Terms of Reference were suggested.
- 9.1.2. The workplan reflected the standard routine for the year and could be added to as required.
- 9.1.3. The governance review would be included on the agenda for the first meeting of the new academic year.
- 9.1.4. Further meetings may be convened to consider external reviewers and for recruitment.
- 9.2. **Governors noted the Terms of Reference and approved the Work Plan for 2025/26.**

## **10. GOVERNANCE IMPROVEMENT ACTION PLAN**

- 10.1. The Director of Governance and Policy gave an update on the Governance Improvement Action Plan. The following points were highlighted.
- 10.1.1. While most of the actions were on target or complete, there had been a couple which had not progressed as effectively as had been expected. This included succession planning which would continue to be a priority. Diversity would also continue to be a focus.
- 10.1.2. The governance dashboard had not progressed as expected. It could have been the case that too much had been included in the dashboard and governors should have just been provided with the KPI information to begin with. Overtime a dynamic dashboard would be provided, but it was important to get the basics right first.
- 10.2. **Governors made the following comments.**

- 10.2.1. **Leicester College was one of the only colleges without a functioning governor dashboard. The College was behind compared to the sector. Without a dashboard it was more difficult to evaluate quality. It was a priority to get this right and a timeline was needed.** There was a dashboard, but it did not work for every governor. It was also not as up to date as it should be. A timeline would be requested.
- 10.2.2. **Had progress on the governor dashboard been impeded by the capacity of the IT team?** Yes, there was high turnover in IT. The College had looked at the structure and pay which had worked to an extent and consultants had also been brought in. The quality dashboards had been prioritised.
- 10.2.3. **The governor dashboard was a priority for the board. The option of buying in expertise could be considered.**

10.3. **Governors noted the Governance Improvement Action Plan.**

## **11. FEEDBACK FROM CHAIRS' NATIONAL COUNCIL**

11.1. The Chair provided feedback from the Chairs' National Council. The following points were highlighted.

- 11.1.1. The FE Commissioner's report on Weston College had been a cause for concern in the sector and the full report would be discussed at the Audit Committee.
- 11.1.2. The report had highlighted instances of poor governance practice and a lack of transparency around senior pay, including some of the payments made to the principal. This meant that there was a renewed focus on governors approving senior pay.
- 11.1.3. The general consensus among chairs had been around the importance of the whistleblowing process.
- 11.1.4. The key lessons were worth noting, and these included the role of remuneration committees which Leicester College did not have. There was a question around whether the Finance and General Purposes Committee process was the right one.
- 11.1.5. The relationship between the chair and the principal had also caused a lot of issues at Weston College.

11.2. **Governors made the following comments.**

- 11.2.1. **It was difficult to understand how undisclosed payments of £2.5m to the principal of Weston College had not been picked up by audit testing.**
- 11.2.2. **The Finance and General Purposes remuneration function might be more robust as it helped to avoid a 'cosy relationship' forming between governors and senior leaders.**
- 11.2.3. **Some of the relationships at Weston College had been inappropriate. It had been highlighted that the chief financial officer had been the principal's son. The board might not have known what to test as payments were being made 'undercover'. The auditors should have picked up on the bonus payments and this should have been managed by the board.**

- 11.2.4. **The FE Commissioner's report should be provided to all governors. Failures like this were not unique to the FE sector. These usually came about due to a lack of scrutiny and attention to detail, an inappropriate relationship between the CEO and chair, poor auditing, and ineffective whistleblowing procedures. An action plan could be drawn up to ensure that Leicester College did not make the same mistakes. The FE Commissioner's report and letter would be sent to all governors.**
- 11.2.5. **The large number of staff leaving Weston College indicated that there might also be a quality issue.**
- 11.2.6. **Weston College had been deemed to be high performing, which demonstrated that there was not necessarily a correlation between performance and good governance.**
- 11.2.7. **It was noted that there were similarities with what had previously happened at DMU.**

11.3. **Governors noted the feedback from the Chairs' National Council.**

## **12. DATES AND TIMES OF FUTURE MEETINGS**

- 26 November 2025
- 25 February 2026
- 13 May 2026