

## Governance, Performance & Reputation Committee MINUTES

<b>Date</b>	5 <sup>th</sup> February 2026	<b>Time</b>	15:00-17:00
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<b>Venue</b>	Room EC205 – ECAT House, Eastbourne Campus
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<b>Chair</b>	Priscilla Kendall
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<p><b>Membership:</b> Priscilla Kendall (Committee Chair), Becky Cooke (Committee Vice Chair), Ian Mehrstens, Derek Richardson</p> <p><b>In Attendance:</b> Rebecca Conroy (CEO &amp; Principal), Belle Howard (Director of Governance – <i>minutes</i>), Rachel Robson (Stone King, External Board Review – <i>Observer</i>)</p>
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<b>Quorum:</b> The meeting was quorate throughout.
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<b>Apologies:</b> Becky Cooke
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#	Item	Action
1)	<p><b>WELCOME, APOLOGIES &amp; DECLARATIONS OF INTEREST</b> <span style="float: right;"><b>15:00</b></span></p> <p>1.1 The Governance, Performance &amp; Reputation (GP&amp;R) Committee Chair opened the meeting at 15:00 with a warm welcome to colleagues. The Chair also welcomed Rachel Robson who would be observing the meeting as part of the ongoing External Board Review process.</p> <p>1.2 Apologies were received and accepted from Becky Cooke.</p> <p>1.3 The Chair of the Board declared an interest in Item 4.1, related to the Chair Designate recruitment campaign.</p>	
2)	<p><b>MINUTES OF LAST MEETING</b> <span style="float: right;"><b>15:01</b></span></p> <p><b>2.1 Approval</b></p> <ul style="list-style-type: none"> <li>Governors considered the redacted and confidential minutes of the meeting on 14<sup>th</sup> October 2025.</li> <li><b>Governors agreed that the minutes were a true and accurate record of the meeting.</b></li> </ul> <p><b>2.2 Matters Arising</b></p> <ul style="list-style-type: none"> <li>Governors noted that all actions from the last meeting had been successfully completed.</li> <li>Governors reflected on the recent AI training event that was held on 3<sup>rd</sup> December 2025, noting that the session had provided a helpful introduction to the technology, supporting Governors with entry-level skills development. The Director of Governance advised that the July 2026 Pre-Board meeting session would further support Governors in deepening their knowledge/skills, whilst outlining how the technology was more broadly used at the College.</li> </ul>	

<b>EXECUTIVE SUMMARY</b>		
3)	<b>GP&amp;R EXECUTIVE SUMMARY REPORT – JANUARY 2026</b>  3.1 The Director of Governance reminded Governors that the new format executive summary report outlined key papers due for consideration by the committee. Governors reflected that the paper had been helpful in preparing for the meeting.	<b>15:03</b>
<b>Board &amp; Committee Membership/Succession Planning</b>		
4)	<b>MEMBERSHIP &amp; SUCCESSION PLANNING</b>  <b>4.1 Current Terms of Office &amp; Succession Planning</b> <ul style="list-style-type: none"> <li>• The Director of Governance shared the following update:               <ul style="list-style-type: none"> <li>○ There were currently 2 Independent Governor vacancies on the Board, and all committees were comparatively well resourced.</li> <li>○ A planning meeting had been scheduled for 14<sup>th</sup> April 2026, to consider proposed committee membership for 2026-27. This would be informed by insights arising from recent annual 1:1 conversations between the Chair and all Governors.</li> <li>○ First terms of office were due to expire in 2026 as follows:                   <ul style="list-style-type: none"> <li>▪ Charles Dudley – 16.06.2026</li> <li>▪ Andy Davy – 18.12.2026</li> </ul> </li> </ul> </li> <li>• <b>RESOLUTION – The GP&amp;R Committee agreed to recommend Board approval for an early second term of office renewal for Independent Governor, Charles Dudley, through to 15.06.2030, to avoid a break in service during the Summer Term, 2026.</b></li> </ul> <b>4.2 Committee Membership &amp; Governor Recruitment</b> <ul style="list-style-type: none"> <li>• The Director of Governance shared the following update:               <ul style="list-style-type: none"> <li>○ A Chair Designate recruitment campaign was currently underway, led by Peridot Partners. The proposed recruitment approach had been developed in response to Governor feedback on the key skills and attributes they would like to see prioritised in the successful candidate. The assessment day was scheduled to take place on 9<sup>th</sup> March 2026, with a four-stage recruitment process proposed as follows:                   <ul style="list-style-type: none"> <li>▪ <b>Application</b> – early screening, informal meetings with the Chair/CEO &amp; Principal, and blind shortlisting.</li> <li>▪ <b>Immersion &amp; Practical Exercises</b> – including a campus tour, stakeholder panel and a paper-based appraisal critical reasoning exercise.</li> <li>▪ <b>Relationship Assessment</b> – meetings with the CEO &amp; Principal and Director of Governance to test the triumvirate relationship.</li> <li>▪ <b>Final Panel</b> – Governor led interviews, integrating evidence from all stages.</li> </ul> </li> <li>○ Similarly, moving forward, consideration would need to be given to the format and approach for Student Governor recruitment, given that terms of office for all three of the existing Student Governors were due to expire at the end of the current year.</li> </ul> </li> </ul>	<b>15:04</b>

	<ul style="list-style-type: none"> <li>• The following discussion then occurred: <ul style="list-style-type: none"> <li>○ <b>Blind Shortlisting</b> – Governors debated at length on the value of anonymisation and considered the feasibility of adopting a blind shortlisting process, by removing individual’s names and protected characteristics from applications to mitigate bias, whilst retaining details of relevant skills and experience. Governors also proposed that Peridot Partners review the list of candidates as part of the shortlisting process, to advise the panel on the balance of diversity within the candidate pool.</li> <li>○ <b>Critical Reasoning Exercise</b> – Governors considered the example paper-based appraisal exercise, which had been designed to assess strategic thinking under time pressure. Governors expressed low appetite for the paper appraisal exercise and preferred that candidates chair a stakeholder discussion to evidence facilitation, constructive challenge and stakeholder diplomacy. <ul style="list-style-type: none"> <li>▪ <b>Action 4.2.1</b> – Replace the paper appraisal exercise with a chaired stakeholder discussion, forming a key part of the proposed assessment day design for the Chair Designate vacancy.</li> </ul> </li> <li>○ <b>Promoting the Vacancy</b> – participants reiterated the importance of Governors leveraging their existing networks to promote the vacancy and thereby ensure a strong candidate pool.</li> <li>○ <b>Student Governor Pipeline</b> – Governors reflected on the need to revise the current recruitment process, ideally combining student nomination and voting with a Governor led interview panel to identify strong candidates. Governors requested that any new approach consider campus representation, programme mix and if feasible, staggered terms of office to support continuity and mentoring. <ul style="list-style-type: none"> <li>▪ <b>Action 4.2.2</b> – At the next meeting, outline proposed enhancements to the Student Governor Recruitment process, including potential implications for the Standing Orders and consideration of best practice from the FE sector.</li> </ul> </li> <li>○ <b>Staff Governor Representation</b> – Governors noted that recent feedback from Staff Governors had indicated a preference for representation based on the balance of teaching and support roles, rather than campus. This would therefore be considered ahead of the next round of recruitment, which based upon existing terms of office was currently scheduled to take place in 2029.</li> </ul> </li> </ul>	<p>BH</p> <p>BH</p>
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<b>Board Effectiveness</b>		
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5)	<p><b>KEY PERFORMANCE INDICATORS (KPIs)</b> <span style="float: right;"><b>15:33</b></span></p> <p><i>5.1 Progress Update</i></p> <ul style="list-style-type: none"> <li>• The Director of Governance outlined progress against the GP&amp;R Committee specific KPIs for the year to date.</li> <li>• <b>Board Diversity</b> – Governors welcomed recent improvements in levels of diversity, noting that following the Autumn term appointments, representation from ethnic minority backgrounds had increased to 10%. Governors also noted that live meeting assessments for the student impact question was currently trending at 77% against an 80% target, whilst the overall volume of meeting papers had reduced by 5% year to date.</li> </ul>	
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	<ul style="list-style-type: none"> <li>○ <b>Action 5.1.1 – Reframe the reporting for the ‘Meeting Papers’ KPI metric from an annual aggregate to a per meeting average, to better reflect the experience of Governors, especially where extraordinary meetings occurred.</b></li> <li>● <b>College Reputation &amp; Stakeholder Engagement</b> – the CEO &amp; Principal reported that there had been a significant increase in applications for HE places, with FE applications also trending ahead compared to the prior year. Internally, engagement levels were also strong, with 87% of staff proud to work at the College and 91% of students proud to study at the College. Key survey themes were being addressed through targeted action plans, with a particular focus on improvements to lunch spaces, CPD opportunities and campus-specific initiatives. A further update would be shared at the forthcoming RC&amp;I and CS&amp;Q Committee meetings during the Spring term.</li> </ul>	<b>BH</b>
6)	<p><b>GOVERNANCE REVIEW &amp; IMPROVEMENT</b> <span style="float: right;"><b>15:42</b></span></p> <p><b>6.1 Governance Improvement Plan – Progress Update</b></p> <ul style="list-style-type: none"> <li>● The Director of Governance shared the following update: <ul style="list-style-type: none"> <li>○ The paper highlighted strengthened financial oversight, robust risk management practice and positive audit outcomes, alongside enhanced governance effectiveness through streamlined papers, expanded governor support, and successful recent Board recruitment activity.</li> <li>○ Work continued in embedding Student and Staff Governor voice, oversight of digital and sustainability provisions, and managing delays within the Estate Transformation Programme, reflected in the maintained Amber rating for capital development.</li> </ul> </li> <li>● The following discussion then occurred: <ul style="list-style-type: none"> <li>○ <b>RAG Rating Adjustment</b> – Governors considered the ‘Capital Development Programme’ focus area, noting the significant progress made with the proposed land disposals at the Lewes and Eastbourne campuses, and requested that the RAG rating be amended to Green/Amber, with an upwardly trending arrow, subject to the Extraordinary Board meeting on 12<sup>th</sup> February 2026. <ul style="list-style-type: none"> <li>▪ <b>Action 6.1.1 – Amend the RAG rating to Green/Amber for the ‘Capital Development Programme’ focus area within the Governance Improvement Plan for 2025-26, subject to the forthcoming Extraordinary Board meeting.</b></li> </ul> </li> <li>○ Governors noted ongoing work to evaluate and integrate Staff and Student Governor feedback into Board and Committee discussions, with plans to further develop mechanisms for capturing and acting on this input.</li> </ul> </li> </ul> <p><b>6.2 Annual Chair of the Board Review – Proposed Approach</b></p> <ul style="list-style-type: none"> <li>● The Director of Governance directed participants to the associated paper and shared the following update: <ul style="list-style-type: none"> <li>○ A simplified (in-house) survey approach was again proposed for 2025-26, to include 12 questions, which were a subset of the 38 questions that made up the prior Annual Chair Review survey.</li> </ul> </li> </ul>	<b>BH</b>

- A summary report would be produced as output of the review and shared with the Chair for initial reflections and comments.
- The following discussion then occurred:
  - To ensure consistency and comparability, Governors reflected that it would be prudent to use the same pulse survey questions as the prior year. This was except for question 7 (*'Serving as an ambassador for the College'*), as this had caused some confusion among respondents and the question was duplicated elsewhere.
    - **Action 6.2.1 – Exclude question 7 (*'Serving as an ambassador for the College'*) from the Chair Annual Review Survey for 2025-26.**
  - Governors also noted that the Chair of the Board would meet with the GP&R Committee Chair to discuss the survey results as part of their annual review conversation.
- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the proposed approach for the Annual Chair Review Survey, subject to the agreed amendment.**

BH

### **6.3 Annual Governance Surveys**

- The Director of Governance directed participants to the associated paper, which outlined the proposed supplementary governance review activities for 2025-26, including a Skills Audit, Chair's annual review, annual governor conversations and a meeting-preference survey, all designed to strengthen assurance, continuous improvement, and alignment with statutory governance requirements.
- Governors noted the paper.
- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the proposed supplementary governance review activities for 2025-26.**

### **6.4 External Board Review Update**

- The Director of Governance referenced the associated paper and provided an update on the ongoing external governance review which had been commissioned to meet statutory and governance code requirements, outlining its scope, progress, and detailed timetable through to completion in Spring 2026.
- Governors noted the current position and next steps, including committee observations, interviews, and reporting arrangements.

### **6.5 Board Risk Appetite Matrix Design Proposal**

- The Director of Governance directed participants to the related paper and shared the following update:
  - The paper proposed refinements to the Board Risk Appetite Matrix for 2026-27, clarifying the distinction between inherent and residual risk, and introducing more targeted, FE specific questions across each of the 5 key risk types.

	<ul style="list-style-type: none"> <li>○ A key next step would be to define and agree the scenarios in which the Board Risk Appetite Matrix would be applied, thus maximising impact and value add for key strategic decisions.</li> <li>● The following discussion then occurred: <ul style="list-style-type: none"> <li>○ Governors requested that the draft Board Risk Matrix be tabled at the Board meeting on 23<sup>rd</sup> March 2026 to invite Governor feedback, with a view for the updated template to be leveraged at the Strategic Planning Day in October 2026.</li> <li>○ Governors queried whether the risk appetite level summary descriptions that headed the matrix also needed to be refreshed to include terminology that was more applicable to the FE sector. <ul style="list-style-type: none"> <li>▪ <b>Action 6.5.1 – In collaboration with the GP&amp;R Committee Chair, review and refresh the Risk Appetite Level descriptors detailed at the top of the Board Risk Appetite Matrix, ahead of submission to the Board for approval.</b></li> </ul> </li> <li>○ Governors considered potential scenarios in which the matrix may be used as an aid to Board decision making, noting the value of the tool in its recent application to the land sale proposal for the Southover building in Lewes. <ul style="list-style-type: none"> <li>▪ <b>Action 6.5.2 – Propose a framework to include example scenarios in which the Board Risk Appetite Matrix may be used to aid Board decision making moving forward. Include related guidance on when the matrix would not typically be applied.</b></li> </ul> </li> </ul> </li> <li>● <b>RESOLUTION – The Governance, Performance &amp; Reputation Committee agreed to recommend Board approval of the Board Risk Appetite Matrix for 2026-27, subject to the agreed amendments.</b></li> </ul>	BH
7)	<p><b>GOVERNOR LEARNING &amp; DEVELOPMENT</b></p> <p style="text-align: right;"><b>16:05</b></p> <p><b><i>7.1 New Governor Induction &amp; Mentoring</i></b></p> <ul style="list-style-type: none"> <li>● The Director of Governance shared the following update: <ul style="list-style-type: none"> <li>○ A comprehensive College specific induction session had been held with the newly appointed Independent and Staff Governors. This had been supplemented by the following activities: <ul style="list-style-type: none"> <li>▪ Sign-posting to formal Governor Induction training with the AoC/ETF.</li> <li>▪ Committee Chair led overviews both pre and post Committee meetings to review meeting agendas/papers and respond to any questions.</li> <li>▪ Introductory overviews with the CEO &amp; Principal.</li> <li>▪ The establishment of buddy/mentoring relationships – use of these would be staggered over the coming months to ensure a smooth and balanced induction experience.</li> <li>▪ Ad hoc support from the Director of Governance as needed.</li> </ul> </li> </ul> </li> </ul>	

8)	<p><b>REVIEW OF THE INDEPENDENCE OF THE DIRECTOR OF GOVERNANCE</b> <span style="float: right;"><b>16:07</b></span></p> <p>8.1 The Director of Governance directed participants to the associated paper, noting that there were robust safeguards in place to ensure their independence and that there had been no significant changes since the prior year.</p> <p>8.2 Governors noted the paper.</p> <ul style="list-style-type: none"> <li>• <b>RESOLUTION – The GP&amp;R Committee agreed to recommend Board approval of the arrangements in place to assure the independence of the Director of Governance.</b></li> </ul>	
9)	<p><b>NATIONAL POLICY, LEGISLATIVE DEVELOPMENTS &amp; GOVERNANCE BEST PRACTICE UPDATE</b> <span style="float: right;"><b>16:08</b></span></p> <p>9.1 The Director of Governance referenced the associated paper and shared the following update:</p> <ul style="list-style-type: none"> <li>• The paper provided an overview of recent national policy, legislative updates and governance best-practice developments relevant to the FE sector, highlighting key reforms such as the Post-16 Education &amp; Skills White Paper, updated DfE guidance, and sector-wide governance briefings.</li> <li>• It outlined associated implications and actions for the College, recommending that the GP&amp;R Committee note the updates and consider further dissemination to the Board.</li> </ul> <p>9.2 Governors noted the associated paper. In relation to emerging FE sector benchmarking proposals, Governors emphasised the need to ensure appropriate contextual comparability before any external data sharing.</p>	
<b>Strategic Items</b>		
10)	<p><b>REPUTATION &amp; BRAND UPDATE</b> <span style="float: right;"><b>16:16</b></span></p> <p>10.1 The CEO &amp; Principal shared the following update:</p> <ul style="list-style-type: none"> <li>• <b>Strategic Local Partnerships</b> – work was underway to engage with local authorities and partners on projects such as the Newhaven Enterprise Zone and the development of new facilities in Lewes and Hastings, strengthening the College’s reputation and community links.</li> <li>• <b>Festival of Futures Launch</b> – a new brand, ‘Festival of Futures’, was introduced to promote ambition and lifelong learning, and included a broad spectrum of events such as open evenings, employer masterclasses, and immersive sessions for students, with a dedicated task group driving its implementation.</li> <li>• <b>Awards &amp; Recognition</b> – the College had been shortlisted for multiple apprenticeship awards, including a nomination by the NHS, and celebrated the validation of a new Masters in Contemporary Art Practice course, with plans to improve governor involvement in future award ceremonies.</li> </ul> <p>10.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• <b>Social Media &amp; Personal Branding</b> – Governors discussed the feasibility of increasing the use of personal LinkedIn profiles for college promotion, with the Marketing Manager currently focussed on strategies for enhancing the College’s professional image and networking reach.</li> </ul>	

	<ul style="list-style-type: none"> <li>• Governors considered opportunities for strengthening links with local councillors, school governors and university Boards, possibly via a joint training and networking session.</li> <li>• Governors also noted that work was currently underway to develop an enhanced College events calendar for 2026-27, underpinned by a clear framework for clarifying Governor roles at individual events. Governors suggested that it would be helpful for the calendar to be updated on a termly basis, with sufficient notice to be provided on events to maximise Governor engagement levels.</li> <li>• Governors congratulated the CEO &amp; Principal on the recent validation of the College’s first MA course, requesting that this success be widely communicated as a reputational highlight.</li> </ul>	
<b>Policies &amp; Key Documents</b>		
11)	<p><b>POLICIES</b> <span style="float: right;"><b>16:36</b></span></p> <p><b>12.1 Governor Induction Handbook</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance advised that as per the Policy Change Summary sheet, the induction resource had been updated to include a full redesign, clearer guidance on governance roles and expectations, and expanded onboarding and development information.</li> <li>• Governors requested the following minor amendments: <ul style="list-style-type: none"> <li>○ To rename the ‘Governor Induction Handbook’ as the ‘Governor Handbook’.</li> <li>○ To update Appendix A to include a hyperlink to the Diligent Boards system.</li> </ul> </li> <li>• <b>Action 12.1.1 – Update the Governor Handbook to include the requested changes in section 12.1 of the meeting minutes, before distributing to all Governors as a useful learning and development resource.</b></li> <li>• <b>RESOLUTION – The Governance, Performance &amp; Reputation Committee agreed to approve the ‘Governor Handbook’, subject to the agreed amendments.</b></li> </ul>	<b>BH</b>
<b>Close</b>		
12)	<p><b>ANY OTHER BUSINESS</b> <span style="float: right;"><b>16:40</b></span></p> <p><b>12.1 Inter-Committee Referral Tracking</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance advised that a new log had been developed to ensure more robust tracking of inter-committee referrals, which would clarify follow-up actions and ensure that strategic items were addressed and reported back to the originating committee or Board.</li> </ul>	
13)	<p><b>DATE OF NEXT MEETING</b> <span style="float: right;"><b>16:45</b></span></p> <p>13.1 Governors noted that the next meeting had been scheduled for <b>5<sup>th</sup> May 2026, 15:00-17:00, which would be an in-person meeting, based at the Hastings campus.</b></p>	

14)	<b>LIVE COMMITTEE SELF-ASSESSMENT</b>	<b>16:46</b>																														
	14.1 Three survey responses were received from Governors as follows:																															
	<table border="1"> <thead> <tr> <th>#</th> <th>ASSESSMENT QUESTION</th> <th>RESULT</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Was the agenda sufficiently balanced between core governance business and strategic priorities?</td> <td>100%</td> </tr> <tr> <td>2.</td> <td>Were the papers succinct, with clarity in the information being communicated and the action required by Governors?</td> <td>100%</td> </tr> <tr> <td>3.</td> <td>Did you have all the information you needed to fully participate in discussion and decisions?</td> <td>100%</td> </tr> <tr> <td>4.</td> <td>Was there sufficient time to debate priority items in depth?</td> <td>100%</td> </tr> <tr> <td>5.</td> <td>Were you satisfied that decisions were arrived at in a proper manner?</td> <td>100%</td> </tr> <tr> <td>6.</td> <td>Was the student experience at the heart of decision making?</td> <td>67% – Partially</td> </tr> <tr> <td>7.</td> <td>Did the Chair facilitate the meeting effectively, enabling adequate focus on strategic priorities and creating an environment where a range of perspectives were considered?</td> <td>100%</td> </tr> <tr> <td>8.</td> <td>Were opportunities created to invite input from Student and Staff Governors?</td> <td>100%</td> </tr> <tr> <td>9.</td> <td>Any comments or suggestions?</td> <td>None</td> </tr> </tbody> </table>	#	ASSESSMENT QUESTION	RESULT	1.	Was the agenda sufficiently balanced between core governance business and strategic priorities?	100%	2.	Were the papers succinct, with clarity in the information being communicated and the action required by Governors?	100%	3.	Did you have all the information you needed to fully participate in discussion and decisions?	100%	4.	Was there sufficient time to debate priority items in depth?	100%	5.	Were you satisfied that decisions were arrived at in a proper manner?	100%	6.	Was the student experience at the heart of decision making?	67% – Partially	7.	Did the Chair facilitate the meeting effectively, enabling adequate focus on strategic priorities and creating an environment where a range of perspectives were considered?	100%	8.	Were opportunities created to invite input from Student and Staff Governors?	100%	9.	Any comments or suggestions?	None	
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15)	<b>CLOSE</b>	<b>16:47</b>																														
	<b>15.1 The meeting closed at 16:47.</b>																															

### Actions Summary

Item	Owner	Action	Due Date
4.2.1	BH	Replace the paper appraisal exercise with a chaired stakeholder discussion, forming a key part of the proposed assessment day design for the Chair Designate vacancy.	Complete
4.2.2	BH	At the next meeting, outline proposed enhancements to the Student Governor Recruitment process, including potential implications for the Standing Orders and consideration of best practice from the FE sector.	5 <sup>th</sup> May 2026
5.1.1	BH	Reframe the reporting for the 'Meeting Papers' KPI metric from an annual aggregate to a per meeting average, to better reflect the experience of Governors, especially where extraordinary meetings occurred.	5 <sup>th</sup> May 2026
6.1.1	BH	Amend the RAG rating to Green/Amber for the 'Capital Development Programme' focus area within the Governance Improvement Plan for 2025-26, subject to the forthcoming Extraordinary Board meeting.	Complete
6.2.1	BH	Exclude question 7 ('Serving as an ambassador for the College') from the Chair Annual Review Survey for 2025-26.	Complete
6.5.1	BH	In collaboration with the GP&R Committee Chair, review and refresh the Risk Appetite Level descriptors detailed at the top of the Board Risk Appetite Matrix, ahead of submission to the Board for approval.	23 <sup>rd</sup> March 2026
6.5.2	BH	Develop a framework to include example scenarios in which the Board Risk Appetite Matrix may be used to aid Board decision making moving forward. Include related guidance on when the matrix would not typically be applied.	23 <sup>rd</sup> March 2026
12.1.1	BH	Update the Governor Handbook to include the requested changes in section 12.1 of the meeting minutes, before distributing to all Governors as a useful learning and development resource.	Complete