

WEA

External Governance Review: January to May 2024.

Founded in 1903, WEA's mission is to bring adult education within reach of everyone who needs it. The charity continues to empower adults by bringing great teaching to local communities across England and Scotland, reaching tens of thousands of learners each year. An external governance review was commissioned by the Board of Trustees of WEA in November 2023 and was completed by Stone King LLP between January – May 2024.

Code of Governance

Trustees have adopted the Charity Code of Governance to guide its approach to governing. Therefore, Stone King took the Code as the basis for the review. However, the review did not constitute an audit of compliance with the Charity Code of Governance. Stone King's review and a supporting action plan were accepted by the Board of Trustees at their July 2024 meeting.

Methodology

The methodology adopted for Stone King's review was as follows:

- Observation of the WEA Board of Trustees on-line (21 March 2024), the Audit and Risk Committee on-line (13 March 2024), the Education Committee on-line 6 March 2024, Finance and CR Committee on-line (7 March 2024) and the WEA Board of Trustees/Trust Council event held on 10 January 2024;
- Interviews with the Chair of WEA Board of Trustees, Chair of the Audit & Risk Committee, Chair of the Education Committee, Chair of the Finance & Capital Resources Committee, the Chief Executive, senior staff, and the Director of Governance and also WEA's external Governance Adviser (TG).
- Core governance documentation supplied by the Director of Governance to support a desk review.

Executive Summary and Overview (taken from Stone King's full report):

In summary, taking account of meeting observations, discussions and documentation available, this review recognises that the governing of the WEA Board of Trustees is committed, positive, challenging and demonstrates ambition. There is a supportive and enquiring governing culture. Significant development of the governance framework undertaken over recent years has positively impacted governing effectiveness.

The WEA Board of Trustees is in transition to ensure that it can meet its responsibilities effectively in the changing operating environment. This transition includes a reshaping of the WEA management and delivery arrangements. Furthermore, the WEA Council as an important stakeholder group, is evolving to

provide advice to the Board of Trustees. This report suggests how this idea might be developed in practice. The WEA Council oversees the learner voice and receives regular reports from Local Advisory Panels across England. WEA Scotland operates as a direct committee of the Board of Trustees to promote and ensure the sustainability, educational excellence and profile of the WEA in Scotland.

It will be a priority for the Board of Trustees to have effective oversight of the strategic changes it intends for the WEA. The evolution of the culture of the WEA is obviously a matter for the Board of Trustees itself, perhaps with assistance from a committee e.g. the People Committee. For further assistance through this period of change, there could be a case for quarterly scheduled meetings of committee chairs with a co-ordinating agenda and strategic performance focus.

The membership of the Board of Trustees is a mix of nomination and specific, targeted expertise. Committees, particularly Audit and Risk, Education, and People, could be strengthened by relevant, co-opted membership which would assist the Board of Trustees through this period of significant change.

There is potential for further development by making aspects of governing sharper and, therefore, more productive. Recommendations for enhancing the performance of the Board of Trustees are presented both in the text and in a collated table at the end of the report.

In summary, to achieve greater governing influence, effectiveness and impact, this review suggests that the Board of Trustees gives consideration to:

- (a) Reporting which can be used by the Board of Trustees for decision making, not simply deliberation;*
- (b) Reporting which is less descriptive, less dense, more analytical and more accessible;*
- (c) Reporting which compares performance to strategic targets, including the regular use of a KPI dashboard;*
- (d) Developing and engaging with a strategic risk management register, informed by strategic priorities;*
- (e) Making the practice of governing more visibly linked to the code of governance;*
- (f) Continuing the evolution of the WEA Council as an advisory body with its revised terms of reference to channel the voice of WEA members to the Board of Trustees (as supported by the joint Board/Council meeting of 10 January 2024).*

How the Board of Trustees approaches and addresses these recommendations will necessarily be a further indicator of the Board of Trustees' effectiveness.

Action Plan

Recommendations in the full report and summarised (a) – (f) above, were adopted by the Board of Trustees at their meeting on 11 July 2024 and have been prioritised in a detailed governance action plan for design, implementation and monitoring of effectiveness. The plan’s progress is overseen by Trustees in each reporting round. Below are key themes and summary actions taken from a more detailed plan:

Recommendations for improvement identified by Stone King and accepted by the Board in July 2024:	Action (last updated December 2024)
(a) Reporting which can be used by the Board of Trustees for decision making, not simply deliberation;	<p>All standing items for the Board, its Committees and Local Advisory Panels (LAPs) have been reviewed for effectiveness. Staff reporting templates are now used to present clear actions for Trustees, Committee members and LAP members to consider at each meeting.</p> <p>Each Chair will prompt a decision regarding satisfaction (or otherwise) with progress towards agreed targets and expectations in order that this can be recorded in each set of meeting minutes.</p> <p>Action logs are updated and reviewed in each Board/Committee/LAP meeting (standing item).</p> <p>See also (b) and (c) below.</p>

<p>(b) Reporting which is less descriptive, less dense, more analytical and more accessible; and (c) Reporting which compares performance to strategic targets, including the regular use of a KPI dashboard;</p>	<p>Subject to the completion of the strategic review in spring 2025, strategic priorities and their enablers will be incorporated into the reporting for all Board, Committee and LAP meetings.</p> <p>Voice frameworks/stakeholder voice is to be considered within the revised strategic plan 2025/26 and will be reflected in Board, Committee and LAP reporting and in updated Committee and LAP terms of reference.</p> <p>Improved reporting to appropriate Committees in relation to financial data and linkage to learner numbers is to be considered by the Finance & Capital Resources Committee and Education Committee during winter/spring 2025.</p> <p>With the use of PowerBi, performance dashboards are to be extended linked to the updated strategic action plan and included in Board, Committee and Local Advisory Panel reporting. KPIs will continue to be developed and used by the Board of Trustees to monitor implementation and evaluation.</p>
<p>(d) Developing and engaging with a strategic risk management register, informed by strategic priorities;</p>	<p>Overseen by the work of the Audit & Risk Committee, the Board and A&R members will jointly consider a new statement of risk appetite and risk management policy to align with the new WEA Strategy in spring 2025.</p> <p>Trustees consider a consolidated risk report, risk heat map summary and risk register at each Board meeting. Board Committees regularly consider risks associated within their remit making recommendations to the Audit & Risk Committee or Board as appropriate in each reporting round.</p>
<p>(e) Making the practice of governing more visibly linked to the code of governance;</p>	<p>The Board of Trustees is responsible for adherence to all aspects of the Charity Code of Governance for Large Charities but relies on its Committees to guide and inform how WEA demonstrates this. Following consultation with Committee Members, each Committee agenda now clearly shows the relevant Charity Code Principle(s) aligned to the Committee's work as set</p>

	<p>out in its terms of reference.</p> <p>The Board has agreed that all Committees and LAPs will consider updated terms of reference aligned to the work of WEA's new strategic plan in spring 2025. The Board will continue to ensure its work is aligned to the principles of the latest Charity Code of Governance.</p>
<p>(f) Continuing the evolution of the WEA Council as an advisory body with its revised terms of reference to channel the voice of WEA members to the Board of Trustees (as supported by the joint Board/Council meeting of 10 January 2024).</p>	<p>The WEA Council's primary function is to promote the democratic involvement of all Association Members. In practice, it is an important stakeholder group and a forum for discussion of shared interests across the English regions and Scotland, making representations on their behalf to the Board of Trustees from time to time. From June 2024, WEA representatives on the Council include learners, volunteers, staff and external organisations linked to our work. The Council's terms of reference can be viewed here.</p> <p>The Council meets regularly either in its own right or with the Board of Trustees. In addition to its oversight of the democratic involvement of all Association Members and a number of other functions, it also:</p> <ul style="list-style-type: none">• Supports and oversees learner voice, making appropriate recommendations to the Board based on findings.• Receives and considers regular reports from Local Advisory Panels on WEA's response to learner need (as determined by funders), the quality of the learner experience, and opportunities for extending WEA's charitable reach.• Advocates with the Leadership Team and the Board of Trustees protection for access to all aspects of lifelong learning whether publicly funded or otherwise.• Makes recommendations to the Board of Trustees on matters arising from impact research, and/or feedback or communications with the Association Membership.

A reporting framework for Council and LAPs is to be developed to show cycle of communication between governing committees and panels.

The timing and frequency of all Board, Committee and LAP dates reflect organisational change and have been set for the WEA business cycle at least 12 months ahead.