



GOVERNANCE COMMITTEE

WEDNESDAY 7 JUNE 2023 – MEETING MINUTES – MAIN

Governors	Type	Initials	Attendance	Apologies
David Alexander	Principal / CEO	DA	X	
Michael Wood-Williams	Acting Chair / Chair of the Corporation Board / Independent	MWW	X	
Martin Gannon	Independent	MG		X
Claire-Jane Rewcastle	Independent	CJR	X	
Attendees				
Nicola Taylor	Director of Governance & Compliance	NT	X	

Meeting held via Teams

G/110 1. Appointment of Acting Chair

Electronic approval had been sought in advance of the meeting to appoint MWW as the Acting Chair for this meeting. It was noted that the Governance Committee would be considering the role of Chair for the new academic year once Committee membership had been approved for 23-24.

The Committee ratified the approval of appointment of MWW as the Acting Chair for this meeting.

G/111 2. Chair's Welcome, Apologies and Conflict of Interest

The Acting Chair welcomed the attendees. Apologies were noted from MG.

The Committee agreed that the meeting was quorate.

G/112 3. Minutes of the previous meeting dated 1 March 2023

A) The Committee **reviewed** the main minutes from the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.

B) The Committee **reviewed** the confidential minutes from the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.

The minutes were approved.

G/113 4. Matters arising

It was confirmed that MWW had been nominated as the North East regional report on the AoC National Chair's Council, with appointment subject to formal ratification by the AoC.

NT presented the action log and noted that the majority of items were now complete, with actions relating to the following remaining as ongoing:

- Updating the Board Development Plan – It was noted that the latest iteration was included within the meeting papers.
- A decision to be made regarding the sole use of Gateshead College governor email accounts – It was confirmed that this decision would be made following the decision regarding the use of a Board Portal.
- To continue to send reminders to governors regarding training / development opportunities – It was confirmed that this remained an ongoing action.
- To consider eligibility checks and assurance for future recruitment – It was noted that this would be considered over the summer period.
- Progression of the FE Governance Guide action plan – It was confirmed that this would be amalgamated with actions from the AoC Good Governance Guide (included as part of this meeting) and then actions progressed over the summer period.

The report was noted.

G/114 5. Governance KPIs

NT presented the report and noted that a set of KPIs had been agreed by the Governance Committee at the March 2023 meeting, and suggested targets had now be added for discussion and approval. The Committee were reminded that the KPI they agreed to include within the overall Board level KPIs was that relating to the skills make up of the Board.

The Committee **noted** that the suggested KPIs and targets were a helpful tool to measure the effectiveness of governance.

In relation to the Equality, Diversity and Inclusion (EDI) KPI, it was **agreed** that further work was required across the organisation, such as the revision of the EDI policy and EDI objectives, to enable a target specific to governance to be set within the context of the College's overall EDI approach. The Committee **agreed** that working in this way was the required approach and a KPI would be put in place alongside the timescale to develop this which would be agreed by the People and Remuneration Committee. It was noted that the Director of Governance & Compliance would continue work in this area in terms of ensuring there was baseline data in place to understand the current diversity make-up of the Board. It was confirmed that EDI data relating to governors was required to be submitted to the ESFA on an annual basis and this data would be used to create an understanding of the baseline position.

The Committee **queried** the proposed target grade relating to attendance (80% overall and individual, noting that the target within the Standing Orders was set at 70%), specifically querying if this was a sufficient level. The Committee **discussed** current challenges relating to attendance, and referred to occasions where Corporation Members have had to be co-opted to committees in the interests of quoracy. The Committee **agreed** the KPI target of 80%, however also **agreed** for the importance of attendance to be reiterated to Board Members.

Action: Attendance to be reiterated as part of the Board Self-Assessment 22-23.

The Committee **approved** the targets as proposed which were as follows:

KPI	Target Outcome
Board Attendance	80% overall and 80% individual.
Board Training	100% completion within 2 months of mandatory training being requested.
Skills and Experience <i>To be reported at Board Level.</i>	Average score of 3 at Board Level / Average score of 3.5 at Committee Level.
Succession Planning / Recruitment	No more than 1 vacancy at any one time.
Board Assessment / Self-Assessment	Positive completion of Self-Assessment and Board Development Plan.
Equality, Diversity and Inclusion	TBC

The report was approved.

G/115 6. Update Following Change in Chair

NT presented the report and highlighted the following:

- Independent Governor Vacancy – Following an interview and recommendation from the Governance Committee, Board approval was in the process of being sought for the appointment of Darren Curry as an Independent Governor, filling the current vacancy on the Board.
- Vice Chair Vacancies – The Board were able to appoint up to 2 Vice Chairs, and this had recently been discussed as part of one to one conversations between governors and the Chair of the Corporation Board. The proposal was for one role to be internally focussed and the other to be external focussed, a revised role profile had been created to this effect. Next steps were for the Governance Committee to review the proposed role profiles and recommend to the Board for approval. Expressions of interest would then be sought from Board Members for the Vice Chair roles, with approval of appointment being sought at the July 2023 meeting to allow the Vice Chairs to be in place ahead of the summer period, to work with the Chair ahead of the new academic year.
- Chair of Audit Committee – Once Committee membership had been finalised, the Governance Committee would be asked to recommend the appointment of a Chair of Audit Committee ahead of the first committee meeting in the new academic year.
- Chair of Governance Committee – Once Committee membership had been finalised, the Governance Committee would be asked to recommend the appointment of a Chair of Governance Committee ahead of the first committee meeting in the new academic year.

The Committee **queried** if there had been a noted interest in the two suggested vice chair roles within the one to one conversations which took place with the Chair of the Corporation Board., It was confirmed that interest had been expressed during these conversations..

The Committee **noted their support** of the introduction of two Vice Chairs and **recommended** the Vice Chair role profiles for Board approval.

Action: NT to circulate Vice Chair role profiles to the Board for approval.

Action: Once Vice Chair role profiles are approved, NT to seek expressions of interest for the roles of Vice Chairs.

Action: Vice Chairs to be appointed and approved at the July 2023 meeting.

The report was noted and the role profile of the Vice Chairs was recommended for Board approval.

G/116 7. Student Governor Recruitment

NT presented the report and noted that the terms of both Student Governors were due to end in July 2023. It was recommended that both roles were advertised, with the process of recruitment starting in the new academic year with the hope of both Student Governors being in post ahead of the first Board meeting in October 2023.

The Committee **discussed** the following:

- The positive level of attendance and engagement of Student Governors during 2022/2023.
- Ways to ensure the Board were able to utilise the skills and experience of Student Governors, ensuring Student Governors were also developing their own skills by being a Board Member.
- Potential barriers / challenges faced, specifically noting that Board/ Committee papers could be complex and detailed at times, so there was a need to support student governors to understand papers and engage in discussion. It was agreed that the accessibility of Board Papers needed to apply to all governors and was not just specific to student governors.
- The difference between the role of a Student Governor, providing a student view point, and the collection / presentation of student voice through alternative channels. It was confirmed that the college learner voice plan, an update of which had previously been shared with Governors at the April conference, was being developed further with a student representative network being put in place.

It was noted that meeting timings had been amended to facilitate Student Governor attendance, and that for 2023/2024, Student Governors would be asked to sit on the Curriculum & Quality Standards Committee where business was likely to be more specific to their experience of being a student at Gateshead College.

The Committee **queried** if there was anything additional which could be done with Student Governors to help them engage. It was confirmed that the Director of Governance & Compliance supported Student Governors outside of the meeting, and worked closely with the Learner Engagement Manager. As part of the recruitment for the coming academic year, an interview was going to take place with the current Student Governors to talk about the role and their experiences of this to help prepare new recruits.

The report was noted.

G/117 8. Skills Audit Analysis

NT presented the report and highlighted the following:

- All governors were asked to complete a revised skills audit in February 2023 and the results had been analysed and included within the report. As the Student Governors' terms were due to end in July 2023, their results had not been included as part of the planning process for the next academic year. The skills audit of co-opted governors had also not been included as not full Board members.
- The skills audit included a 5-point scale relating to each area ("No knowledge/ experience" equalling a score of 1 and "Significant expertise at a strategic level in an organisation of comparable scale and complexity" equalling a score of 5). An average score had then been created per area at Board and committee level. A score of 3.5 and above was suggested as good coverage, with a score of 3 suggested as sufficient coverage (equivalent to moderate knowledge / experience).
- A number of potential actions had been highlighted based on the skills analysis per the Board and committees. This included options relating to training, recruitment and considerations relating to committee membership.

The Committee **noted** the level of work undertaken as part of the analysis, and **agreed** that this provided a thorough report to satisfy the Committee that the level of skill / experience required for each committee's remit was being covered or identified any areas for improvement.

The Committee **discussed** the report and proposed actions in turn and **recommended the following:**

Audit Committee Membership

The Committee **discussed** the current membership, noting that there remained to be a Corporation Member vacancy on the Audit Committee.

Covered under a confidential minute.

Chair of People Committee

The Governance Committee **recommended** the appointment of Lisa Crichton-Jones (LCJ) as the Chair of the People Committee, for Board approval at the July 2023 meeting.

Action: NT to seek approval of the appointment of LCJ as the Chair of the People Committee at the July 2023 Board meeting.

Chair of the Remuneration Committee

The Governance Committee **recommended** the appointment of LCJ as the Chair of the Remuneration Committee, for Board approval at the July 2023 meeting.

Action: NT to seek approval of the appointment of LCJ to the Remuneration Committee at the July 2023 Board meeting.

People Committee Membership

The Governance Committee noted their support in appointing a Staff Governor to the People Committee to help with the triangulation of information relating to HR and Organisational Development matters.

The Governance Committee **recommended** the appointment of Richard Wensley (RW) as a member of the People Committee, for Board approval at the July 2023 meeting.

Action: NT to seek approval of the appointment of RW to the People Committee at the July 2023 Board meeting.

Curriculum & Quality Standards Committee Membership

It was noted that Claire-Jane Rewcastle (CJR) held an interest in this item and therefore was unable to vote.

The Governance Committee **recommended** the appointment of CJR as a member of the Curriculum & Quality Standards Committee, for Board approval at the July 2023 meeting.

It was noted that as CJR was unable to vote on this item, recommendation would be sought from MG outside of the meeting ahead of this being recommended to the Board. *Post-meeting note: The appointment of CJR to the Curriculum & Quality Standards Committee was recommended by MG.*

Action: Following on from seeking a recommendation from MG, NT to seek approval of the appointment of CJR to the Curriculum & Quality Standards Committee at the July 2023 Board meeting.

The Governance Committee **requested** for all Board Members to be encouraged to attend at least one Curriculum & Quality Standards Committee meeting within the 2023/2024 academic year to support their understanding. It was noted that under the current Board Development Plan, all governors were invited to attend one of each committee across the academic year. It was understood this was a large time request on volunteer's and therefore **agreed** this should be focussed on the Curriculum & Quality Standards Committee, with the open invitation to attend others as appropriate.

Action: MWW to invite all governors to attend at least one Curriculum & Quality Standards Committee within the 2023/2024 academic year.

Governance Committee Membership

The Governance Committee **recommended** the appointment of Carol Davenport (CD) as a member of the Governance Committee, for Board approval at the July 2023 meeting.

Action: NT to seek approval of the appointment of CD to the Governance Committee at the July 2023 Board meeting.

Skills / experience within Careers and Special Educational Needs and Disabilities (SEND) (Board and Curriculum & Quality Standards Committee level)

It was confirmed that the Curriculum & Quality Standards Committee had been asked if they would support the Committee taking on the role as "Link Governor" for Careers and SEND as a collective. This had been supported, and since written into the revised Terms of Reference for the Curriculum and Quality Standards Committee due to be approved by the Board following committee consultation.

The Committee **discussed** the training needs within these areas, and **noted** that as governors were completing a number of mandatory training modules bi-annually, with the majority of governors having completed training within 2022, that these training areas could be offered to the full Board. It was **agreed** for this to be offered via online means where possible, and for the Executive Team to consider this further.

Action: NT to facilitate an Executive Team discussion regarding the implementation of training relating to Careers and SEND for all Board Members.

Skills / experience within Marketing and Communications (specific to the Finance & General Purposes Committee)

The Committee **agreed** that this was an area for improvement, and **recommended** the appointment of a co-opted member to the Finance & General Purposes Committee with the required skillset.

Action: NT to seek approval of the recruitment of a co-opted member with skills / experience within Marketing and Communications to the Finance & General Purposes Committee at the July 2023 Board Meeting. A role profile would then need to be created and agreed ahead of recruitment and subsequent appointment.

Skills / experience within IT and Digital (specific to the Finance & General Purposes Committee)

The Committee **discussed** the analysis within this area, and **noted** the level of skills / experience within this area of particular committee members. It was noted that there was a suggestion to implement a Digital Sub-Group of the Finance & General Purposes Committee to focus on this area in greater detail. This would not be specific to F&GP members only.

The Committee **supported** the suggestion of an implementation of a Digital Sub-group.

Action: The idea of a Digital Sub-Group of the Finance & General Purposes Committee to be discussed at the F&GP June 2023 meeting.

Skills / experience within Corporate Social Responsibility (specific to the Finance & General Purposes Committee)

The Committee **agreed** that this was not an area where further training / recruitment was required, and **suggested** that Committee member skills and experience would develop as they received further information relating to what the College were doing in this area.

Skills / experience within Business Innovation (specific to the Finance & General Purposes Committee)

The Committee **agreed** that this was not an area where further training / recruitment was required, and **suggested** that Committee member skills and experience would develop as they received further information relating to what the College were doing in this area.

The Committee **requested** to review the skills analysis following the recommended changes to committee membership at their first meeting within the 2023/2024 academic year (date TBC).

The report was noted and recommendations set out above.

G/118 9. Draft Terms of Reference and Scheme of Delegation

NT presented the report and highlighted the following:

- Terms of reference had been created for the Board, along with a suggested scheme of delegation to set out levels of authority between the Board, committees, the Chair / Vice Chair(s), the Principal and the Clerk. All of the levels of delegation were as set out within the Instrument and Articles of Government and Standing orders.

- A revised set of terms of reference had been created for each committee, including a greater level of detail regarding their remit and how they could expect to carry this out. Next steps would be for the committee level terms of reference to be shared with each committee ahead of seeking Board approval.
- Changes included a change to all committees having a minimum level of membership, this allowed flexibility regarding co-option rather than a number of specific roles, however noting that Corporation Board members always needed to be in the majority.

The Committee **queried** the following:

- Alignment with the articles – it was confirmed that the documents were aligned to the Instrument and Articles of Government and Standing Orders
- Comparisons to terms of reference across the sector - it was suggested that the Committee terms of reference were at a greater level of specificity than might be required however, this could be reconsidered going forward. It was also noted that the Terms of Reference didn't tend to include the detail around how committee would expect to carry out their remit.

The Committee **suggested** for the terms of reference to be shared with the Internal Auditors prior to being presented to Board Committees and the Board for consideration.

Action: NT to share the proposed terms of reference with the Internal Auditors.

The Committee **noted** that they felt that the terms of reference provided an innovative balance between being outcomes focussed and also empowerment at committee level.

The Committee **recommended** the Board level terms of reference and scheme of delegation for Board approval.

Action: NT to seek approval of the Board Terms of Reference and Scheme of Delegation at the July 2023 Board Meeting.

The Committee **recommended** the committee level terms of reference for Board approval, subject to committee consultation.

Action: NT to create a covering report setting out a summary of the changes made.

Action: NT to share the committee terms of reference at the next meeting of each committee ahead of seeking approval at the October 2023 Board Meeting.

The Committee **discussed** the suggestion of implementing an annual report for each Committee. The Committee **supported** this suggestion.

Action: NT to consider Committee level annual reports.

The report was recommended.

G/119 10. AoC Code of Good Governance – Compliance Exercise

NT presented the report and highlighted that, although the AoC Code was currently undergoing review and will change moving into 2023/24, an initial baseline review had been undertaken against the current Code and set out the following:

- A compliance exercise had been undertaken against the current AoC Code of Good Governance which included a detailed list of must and should statements. Compliance level had been broken down into “compliant”,

“partially compliant” and “not compliant”. A summary version of the compliance exercise was being shared with the Committee, including an explanation / further information relating to those statements marked as “partially compliant” and “not compliant”.

- A revised AoC Code of Good Governance was expected ahead of the new academic year, with the option to adopt the new code. This new code was shared in draft stage, however was more principle based and didn't include a long list of statements to comply with.
- A number of suggested actions had been created and it was for the Governance Committee to consider these actions ahead of progressing, noting that a number of the actions were already planned or in progress.
- Any agreed actions would be amalgamated into the action plan following the FE Governance Guide action plan and progressed over the summer period.

The Committee **discussed** the report and **noted** that a number of the actions were already in progress. The Committee **agreed** to consider which actions not already planned / in progress might be required to be progressed on publication of the new AoC code to ensure alignment.

Action: NT to provide an update on the actions relating to the new/updated AoC Code of Governance at the first meeting in the new academic year.

The report was noted.

G/120 11. Board Self-Assessment 22/23

NT presented the report and highlighted the following:

- Although a self-assessment was not required in the year of an External Governance Review, which was due to take place in the 2023 Autumn Term, the College were keen to continue to carry out this process however mindful of any duplication of coverage.
- The suggested process for the review of 2022/2023 was proposed as follows:
 - Board member one to one conversations with the Chair and Director of Governance & Compliance. This would incorporate conversation and a specific form of questions which are to be asked and answered (September / October).
 - For an agreed Board Member to carry out the Chair's one to one conversation (September / October). *Note: If the Vice Chair role profiles were agreed, this would be the internally focussed Vice Chair.*
 - Director of Governance & Compliance to carry out a committee mapping exercise against terms of reference (September / October).
 - Director of Governance & Compliance to carry out an attendance overview (September / October).
- Following the results of the External Governance Review, the recommendations and outcomes of the internal self-assessment would be amalgamated to create the Board Development Plan for 2023/2024, along with any training highlighted from this process or the skills audit analysis.

The Committee **agreed** to the process as set out above.

The report was approved.

G/121 12. External Governance Review Update

NT presented the report and highlighted the following:

- The College were contracting the AoC to undertake the External Governance Review, as agreed by the Board in March 2023.
- The Principal, Director of Governance & Compliance and the Chair met to discuss potential options, and then the Director of Governance & Compliance and the Chair met with the AoC and a suggested reviewer to provide context of the current position and ongoing changes.
- It was proposed for the suggested reviewer to be invited to attend a short segment of the July 2023 Board meeting to introduce themselves and build relationships ahead of the review starting to ensure it's an effective process.

The Committee **supported** the proposal of the reviewer to attend a short segment of the July 2023 Board meeting to meet governors ahead of the review commencing.

The report was noted.

G/122 13. Spring Board Conference Evaluation

NT presented the report and noted the following:

- The Spring Board Conference was held on Thursday 27 April.
- Attendance during the day was at a maximum of 12 governors (out of 19).
- At the end of the conference, governors were asked to complete an evaluation form and 9 responses were received. Responses were largely positive and it was good to see that all governors felt they were helping the College further shape strategy.
- The date had been proposed for the Autumn Board Conference however there were initial conversations relating to the first Board meeting of the new academic year taking place ahead of this to ensure the Board were up to speed on the overall College performance.
- It was proposed to rebrand Board Conferences to Board Strategy Days to reiterate the importance of attendance.

The Committee **noted their positive feedback** regarding the Spring Board Conference and **noted their thanks** to all involved. The Committee **reiterated the need** to ensure the event was beneficial to the Executive Team as well as Board members and it was **agreed** that a reiteration of this at Board level may assist with improving attendance.

The Committee **supported** the idea of hosting the first Board meeting ahead of the Autumn Strategy Day.

Action: MWW to advise the Board of the re-brand the Board Conferences as Board Strategy Days and the proposal to host the Autumn Strategy Day following the October Board meeting at the July 2023 meeting as part of his Chair's update.

The report was noted.

G/123 14. Board Portal Update

NT presented the report and highlighted the following:

- At the last Governance Committee meeting on 1 March 2023, the Committee agreed for a small working group of governors to trial the 2 suggested Board Portal Systems.
- The group received a demo of both systems, and were then given trial access where a demo meeting was created so they were able to trial the system and its functionality.

- *Covered under a confidential minute.*
- Approval was being sought to ensure the Committee were comfortable in the implementation of a Board Portal, noting that this would only be successful if governors fully engaged.
Action: NT to keep the Governance Committee updated with next steps regarding implementation of the system.

The report was approved.

G/124 15. Draft Board Calendar 23/24

NT presented the report and noted that the next meeting was originally scheduled for Wednesday 15th November at 10am, however this was expected to clash with the AoC conference and therefore a revised date would be considered.

Action: NT to consider first meeting date for 2023/2024.

The report was noted.

G/125 16. Strategic Risk Register

NT presented the report and highlighted the following:

- Risk 3 “*Loss of stakeholder confidence as a consequence of failing to secure a 'Good' or better Ofsted judgement*” was fully mitigated and eliminated, however an alternative risk was being considered covering failure to deliver and sustain high quality provision.
- Risk 4 “*Failure to deliver the Post Intervention Monitoring and Support Plan (PIMS) and move to ESFA active support status*” was fully mitigated and eliminated following confirmation of the College coming out of PIMS.
- Risk 7 had been amended to specifically include a reference to Special Educational Needs and Disabilities (SEND) “*Failure to meet statutory requirements relating to Safeguarding, Prevent, Special Educational Needs and Disabilities (SEND) and the protection of young people and vulnerable adults*”.
- *Covered under a confidential minute.*

It was noted that following the annual strategic conversation with the DfE, the College had received a letter summarising the meeting, noting that they recognised governance as a leading area of practice.

The report was noted.

G/126 17. Any Other Business

Meeting Evaluation

The Chair asked the attendees to evaluate the meeting and the following comments were made:

- There was a significant level of work undertaken to produce the level of papers provided.
- Papers were clearly written, with options / actions clearly highlighted and communicated.
- Papers were presented succinctly with appropriate time for discussion and decision making.
- Decision making was clear and concise.

The Committee **noted their thanks** to the Director of Governance & Compliance for the level and depth of work undertaken.

G/127 18. Date of Next Meeting

It was noted that the next meeting was originally scheduled for Wednesday 15th November at 10am, however this was expected to clash with the AoC conference and therefore a revised date would be considered.

Action: NT to consider first meeting date for 2023/2024.