

Agenda No: 03



MEETING OF THE BOARD OF GOVERNORS – MAIN MINUTES

Wednesday 24 April 2024 – 4pm to 6pm

Governors	Type	Initials	Attendance	Apologies
Michael Wood-Williams	Chair / Independent	MWW	X	
David Alexander	Principal / CEO	DA	X	
Martin Hedley	Vice Chair / Independent	MH	X	
Aneela Ali	Vice Chair / Independent	AA	X	
David Brind	Independent	DB		X
Lisa Crichton-Jones	Independent	LCJ		X
Carol Davenport	Independent	CD	X	
Martin Gannon	Independent	MG		X
Darren Curry	Independent	DCu	X	
Claire-Jane Rewcastle	Independent	CJR	X	
Eamon Toland	Independent	ET	X	
Maria Craig	Independent	MC	X	
Richard Wensley	Staff Governor (Teaching)	RW	X	
Dan Wallace	Staff Governor (Support)	DW	X	
Will Berridge	Student Governor (16-18)	WB	X	
Morgan Penaluna	Student Governor (19+)	MP		X
Clerk				
Nicola Taylor	Director of Governance & Compliance	NT	X	
Attendees				
Chris Toon	Deputy Principal: Curriculum and Quality	CT	X^	
Jeremy Cook	Deputy Principal: Finance and Resources	JC	X	
Ivan Jepson	Director of Business Development and Innovation	IJ	X	
Nadine Hudspeth	Director of Brand and Learner Experience	NH	X	
Vicki Casey	Director of People & OD	VC	X^	
Deni Chambers	Director of Curriculum & Skills	DCh	X	
Darren Heathcote	Head of Student Services and Customer Experience	DH	X^	
Leanne Alldred	Learner Engagement Manager	LA	X^	

*Attended via Teams / ^Attended for part of the meeting.

3355 1. Chair's welcome, apologies, conflicts of interest

The Chair opened the meeting and welcomed the attendees.

The Chair made specific welcome to MC and DW to their first meeting. Introductions took place.

The Chair noted that DH, Head of Student Services and Customer Experience, and LA, Learner Engagement Manager, would be joining the meeting for Item 8 and would also be joining the Board Dinner.

Apologies had been received from DB, LCJ, MG and MP. **The Board agreed that the meeting was quorate.**

There was an ongoing conflict of interest of MG relating to Gateshead International Stadium, and although MG had sent apologies, certain reports had been redacted to manage this ongoing conflict.

There were no additional conflicts of interests noted. Members were reminded to declare any conflicts which arose during the meeting. It was agreed members would remain in the meeting where their appointment / reappointment would be discussed.

The update was noted.

3356 2. Minutes of Last meetings

A) The Board **reviewed** the main minutes of the meeting held on 13 December 2023 and **agreed** that they were a true and accurate record of the meeting.

B) The Board **reviewed** the confidential minutes of the meeting held on 13 December 2023 and **agreed** that they were a true and accurate record of the meeting.

The minutes were approved.

3357 3. Matters arising and Action Log

The action log was presented, and the following updates were provided:

- Governors were continued to be encouraged to attend at least one Curriculum & Quality Standards Committee during 2023/2024.
- NT would send details for signing up to AoC briefings once the information had been received.
- Conversations were ongoing regarding the appointment of a Planning and Performance Link Governor.
- Legal advice had been chased regarding the OfS compliance of the Admissions Policy.
- The compliance exercise against the new AoC Code of Good Governance would be reported to the May 2024 Governance Committee.
- All other actions were recorded as complete or closed as per the report.

The report was noted.

3358 4. Chair's Report

The Chair provided a verbal update which covered attendance at recent AoC National Chairs Council and Chairs & Vice Chairs Q&A meetings, and a thank

you to the Board and Executive Team for the strength of the governance across the College. The Chair confirmed that a session of the April Board Strategy Day would cover Board development and working together to further support and strengthen this.

The update was noted.

3359 5. Principal's Report

5.1. Main Report

DA presented the report, providing updates from across the College and the wider landscape. DA specifically highlighted the following:

- *Items covered under a confidential minute.*
- The DfE/FE Commissioner had undertaken a review focussed on curriculum efficiency and financial sustainability support (CEFSS) which was part of active support available to all colleges. The purpose of this was to identify best practice and improvement. A draft report had been received ahead of the meeting. The outcome set out that the curriculum planning was "well established and fit for purpose".
- The College were leading on the Digital project strand of the NE Local Skills Improvement Plan (LSIP), collaborating with other colleges. The College were successful in securing Local Skills Improvement Fund (LSIF) funding for this and a tour of the area to be used for this investment would take place after the meeting.
- Formal agreement was reached with trade unions on the 2023/24 College pay offer on 21 November 2023, effective from 1 January 2024. DA had joined the AoC's Employment Policy Group which meets with trade unions at a national level. Trade unions were increasingly seeking the introduction of national pay and bargaining for the college sector whereas this was currently reached at a local level.

Action: DA to update declarations of interest with membership of the Association of Colleges Employment Policy Group.

- The College staff survey ran for a period of two weeks in March 2024 with an 84% response rate. This was an increased level of engagement, up from 67% in 2023. This was a positive result for the College. The Employer Net Promoter Score had doubled to a score of +40, with the sector benchmark being -9. Further details of the staff survey would be provided to the People Committee at their next meeting.

The Board queried the following:

- The likely reasons for increased participation - It was suggested that there was focussed attention on the key themes from the previous year's responses and actions were made visible with feedback being responded too. It was hoped that this had built trust that the Executive and Senior Management Team would act on feedback.
- The target / aspiration for next year – it was noted that this was being considered by the College Executive Team and although the College would want to improve, they noted that this was a high response rate and increasing this further would be a challenge.

The Board **formally recognised** the positive response rate.

- The College held its annual Community Conversation on 18 April 2024 with almost 100 attendees made up of learners, staff and partners. This was an opportunity to consider the progress made against the College Strategic Plan and priorities for the coming year. It was noted that this would be covered in more detail at the April Board Strategy Day.
- There had been a range of positive success stories from both staff and learners across the College and these were included within the report.

The Board **queried** whether the Chair could feed back some of the positive work the College were doing to the AoC Chairs Council and it was confirmed that it could. The Chair also noted that he was leading a session at the upcoming AoC Governors Summit in May 2024.

Action: MWW to feed back the positive work of Gateshead College at the next AoC Chairs Council.

The report was noted.

5.2. High Level Summary Key Performance Indicators (KPIs) for the Board

DA presented the report, noting that progress was consistent, with the majority of KPIs on track. Three areas were RAG rated as amber;

- Learner attendance – the aspirational target remained a challenge.
- Annual IT capital investment – this related to sequencing of projects.
- Governor skills matrix – this position was expected to improve following recent governor recruitment.

One area was RAG rated as red and this was energy consumption and net electricity consumption. It was noted this had been discussed at the Finance and General Purposes Committee due to this no longer being a sustainable measure following the level of previous reductions made to this point in time. It was noted that the Estate and Sustainability strategies would help refine this measure and a revised KPI would be suggested.

The report was noted.

3360 6. Finance Report

6.1. Management Accounts

JC presented the report and highlighted the following:

- The February 2024 Management Accounts had been included within the report; the College were behind budget at the year to date position, however this was forecast to improve with the College due to exceed the budgeted surplus approved by the Board in July 2023. This was conditional on the Adult Education Budget and bootcamp projections and therefore this was being monitored closely.
- The College were in a solid financial position; financial health was graded as Good using the ESFA financial health score, loan covenants were being met, there was healthy cash reserves and the College had generated cash towards the capital programme. Several capital projects were ongoing relating to sustainability, curriculum development and IT & digital.

- The report also included a 6 month financial summary of both the North East Apprenticeship Company (NEAC) and the Gateshead College Foundation (GCF) for information.

The report was noted.

6.2. Confidential Item

The report was approved.

3370 7. Accountability Agreement / Duty to Review – Update on Progress

VC left the meeting.

CT presented the report, setting out an update to the actions agreed in the College Accountability Agreement 2023/2024 and changes to the Accountability Agreement and Duty to Review process for 2024/2025. CT highlighted the following:

- The College's Accountability Statement for 2023/2024 set out 6 commitments, which were also aligned to the Local Skills Improvement Plan (LSIP).
- Good progress had been made, however there were areas where further work was required.
- Retention for 2022/2023 was lower than previous years, however still above national rates. Retention is currently 2.3% above last year and 5.1% higher for young people, this was attributed to the additional investment in mental health and wellbeing for 2023/2024.
- Attendance remained a challenge and was at the same rate as the previous year. Attendance was a challenge across the education sector.
- One of the outcomes linked to delivering bootcamps in Retrofit however the College were struggling to recruit to this area.
- The high target relating to 90% of learners with EHCPs to undertake at least 30 hours of work placements was proving to be challenging, however the College wanted to maintain this high target to prevent any disadvantage to learners. Although the number of placements had increased by 50% this was still down on target and therefore this would likely roll into the accountability statement for 2024/2025.
- There had been a change in the government guidance relating to the Duty to Review. This was now to form part of the annual accountability statement. Deadlines for this continued to be challenging as the College wanted to take cognisance of the April 2024 annual Community Conversation within the accountability statement for 2024/2025, which was to be approved by the Board on 3rd July 2024. Due to this timescale, the draft document would not be taken through the Curriculum and Quality Standards Committee in advance, and instead would be presented to the Board in July 2024.

The Board queried the following:

- Purpose of the document – it was confirmed that this was a requirement of funding, however the guidance set out an assessment of 2023/24 outcomes was not required to be included, although the college would provide this. The Board **sought clarity** on the level of resource for this and it was noted that this was a large piece of work however was of high value for the College. DA confirmed that

although not required, progress against the objectives would be included and would continue to be reported to the Board.

The report was noted.

VC re-joined the meeting.

3371 8. Learner Voice

DH and LA joined the meeting.

DH and LA presented the report and highlighted the following:

- The college Student Representative structure had been formalised throughout this academic year with over 160 course representatives recruited. In some areas, adapted means for recruitment needed to take place to effectively engage learners.
- The pace of feeding back to learners following meeting was being improved and action plans were in place for all departments. Areas of best practice was being shared amongst departments.
- To ensure links between learner voice and the Board, it was expected that the Chairs of the Student Leadership Group would meet with the CEO/Principal, the link governor for Learner Voice (AA) and the Student Governors to provide key themes and feedback. This would strengthen learner voice at Board level.
- New course representatives would be recruited in the new academic year, where needed, and the Director of Governance and Compliance would work with the Learner Engagement Manager on this to also recruit new Student Governors.

The link governor for Learner Voice (AA) noted the level of work undertaken, positive progress and the continued focus on ensuring an inclusive environment for learners.

The Student Governor (WB) reiterated the positive approaches to inclusivity.

DA noted that LA had recently won newcomer of the year at the National Association of Managers of Student Services Awards. The Board **noted their congratulations.**

NT confirmed that Learner Voice would become a standing item on each Board meeting going forward.

The Board **queried** links between staff and student feedback, and it was noted that both DA and LA sat on the Equality, Diversity and Inclusion (EDI) steering group.

The report was noted.

DH, LA and CT left the meeting.

3372 9. Mental Health Charter

NH presented the report and highlighted the following:

- The College had signed up to the AoC Mental Health Charter which was aligned to DfE guidance on Promoting and Supporting Mental Health and Wellbeing in Schools and Colleges.
- The College would now self-assess against the standards and principles in the Charter and this would inform a Mental Health and Wellbeing Action Plan. This was to be led by the Director of Brand and Learner Experience, and the Director of People and Organisational Development.

- The report set out the recommendation to expand the remit of the link governor role for Safeguarding to include Mental Health and Wellbeing. This role was currently undertaken by the Chair of the Board. This would allow the Chair to continue to provide assurance to other Board members and enable the college to promote its commitment at the most senior level internally and externally.

It was agreed for MWW to step out of the meeting due to his role of Safeguarding link governor being discussed.

MWW left the meeting and AA took over as Chair.

The Board approved the widening of the Safeguarding link governor role to Safeguarding and Mental Health, and for MWW to remain in this role.

MWW re-joined the meeting and took over as Chair.

The Board **noted** the imperativeness of this area and the gravitas given with the Chair of the Board carrying out this role.

The report was noted.

3373 10. Policies and Annual Reports

NT presented the report and highlighted the following:

A) **Whistleblowing and Disclosure Policy**

Recommended by the Audit Committee on 1 March 2024.

The College's current policy relating to Public Interest Disclosure was included under the Public Interest Disclosure Policy and Procedure – Raising Concern at Work and the Public Interest Disclosure Student Procedure. A revised policy, which prevented the need for two separate policies, had been drafted. The new policy updated the designated officers to deal with disclosures and provided a clear process. The re-draft had undergone a legal review to ensure compliance with relevant legislation. This policy had also been shared with trade unions for information.

The Board approved the Whistleblowing and Disclosure Policy.

Action: NT to process the approved Whistleblowing and Disclosure Policy and replace superseded versions.

Action: NT to continue internal discussions regarding a fuller communication plan to ensure awareness of this policy.

The policy was approved.

B) **Conflicts of Interest**

Recommended by the Audit Committee on 1 March 2024.

The College's current guidelines relating to Conflicts of Interest were captured within the Financial Regulations, however a standalone policy had been drafted for implementation. The policy had undergone a legal review and had been shared with trade unions for information.

This policy had recently been discussed with the ESFA to ensure compliance with their guidance, and it was noted that if any further changes were issued, specifically those relating to the ONS decision to reclassify colleges into central

government and any governance implications of this, then the policy may require a further review.

The Board approved the Conflicts of Interest Policy.

Action: NT to process the approved Conflicts of Interest Policy.

The policy was approved.

C) Financial Regulations

A Chair's Action had been taken to rectify an administrative anomaly relating to purchase / contract approval thresholds with the Financial Regulations. Following this, it was identified that the thresholds under the Public Contracts Regulations 2015 had been updated and therefore Board approval was sought to rectify these amounts.

The Board ratified the Chairs Action taken to approve the updated purchase / contract award approval thresholds and approved the updated policy now including the updated thresholds under the Public Contracts Regulations 2015.

Action: JC to process the approved Financial Regulations.

The policy was approved.

D) Note of Approval of Policies

The following policies were electronically approved by the Board in March 2024:

- Environmental and Sustainability Policy

Action: NH to process the approved Environmental and Sustainability Policy.

- Tuition Fee Policy 2024/2025

Action: JC to process the approved Tuition Fee Policy 2024/2025.

- Health and Safety (H&S) Policy

Action: VC to process the approved Health and Safety Policy.

- Gender Pay Gap Report 2022/2023

Action: VC to process the approved Gender Pay Gap Report 2022/2023.

- Equality, Diversity and Inclusion Annual Report 2022/2023

Action: VC to process the approved Equality, Diversity and Inclusion Annual Report 2022/23.

- Data Protection Policy

Action: NT to process the approved Data Protection Policy.

The Board noted that the above policies / documents had been electronically approved out with the meeting cycle.

It was noted that the policies linked with a number of other documents and therefore approval was sought to make administrative amends to policies as and where required during a policy's lifecycle ahead of the next review.

The Board **queried** the level of changes made without seeking approval and it was confirmed this would be administrative amends only such as updating links, references etc and would not change the context of the document.

The Board approved the making of administrative amends to policies as and when required during a policy's lifecycle ahead of the next review.

The report was noted.

3374 11. Corporation Matters

NT presented the report and highlighted the following:

Governor Recruitment

NT highlighted that recruitment had been underway to recruit the following roles:

- Support Staff Governor (March 2024).
- Independent Governor - Curriculum and Quality specific (April 2024).
- Co-opted Governors - Property / Estates, Brand / Marketing, and Sustainability (April 2024).

Board approval had been sought electronically for the Support Staff Governor (DW) and the Board was asked to approve the appointments of the independent governor and 3 co-opted governors.

The Board **queried** the diversity of applicants. It was noted that diversity was discussed as part of shortlisting and EDI data was captured as part of the Independent and Co-opted governor recruitment. It was recognised that the Board were not representative of the community served by the College and it was hoped this could be improved going forward. The Chair noted that diversity was considered throughout the recruitment process. The Board **agreed** that diversity of thought was important.

The Board **queried** whether the reclassification of colleges into central government had any impact on recruitment and it was advised not at this stage. It was noted that in Scotland, where reclassification had taken place earlier, Chairs of Boards were appointed through a central government recruitment process however this had not been replicated in England at this point.

The Board:

- **Noted the electronic approval of appointment of Dan Wallace as the Support Staff Governor for a term of 2 years.**
- **Approved the appointment of Peter Francis as an Independent Governor with a term of 4 years, and for Peter to join the Curriculum & Quality Standards Committee.**
- **Approved the appointment of Victoria Beattie as a co-opted governor of the Finance & General Purposes Committee for an initial term of 1 year.**
- **Approved the appointment of Sarah McCourt as a co-opted governor of the Finance & General Purposes Committee for an initial term of 1 year.**
- **Approved the appointment of Chris Forster as a co-opted governor of the Finance & General Purposes Committee for an initial term of 1 year.**

Action: NT to process governor appointments and arrange the induction process.

Gateshead College Foundation

NT reported that work had been undertaken to refresh the Articles of Association for Gateshead College Foundation (GCF). Changes were minimal and detailed within the report. The revised document had been legally reviewed. The Board were asked to approve the revised articles as the sole member of GCF.

The Board approved the revised articles of association for the Gateshead College Foundation.

A special resolution would now be passed and the legally provided minute would be appended to this document.

Action: NT to process the revised articles of association for Gateshead College Foundation (including sharing with the Gateshead College Foundation Board and notifying Companies House).

NT noted that in July 2023, the Board approved the re-appointment of Nadine Hudspeth for a period of 1 year, with a term ending in June 2024. A paper was taken to the Gateshead College Foundation in March 2024, where the Foundation Board recommended the appointment of Ivan Jepson (Director of Business Development and Innovation).

The Board approved the appointment of Ivan Jepson as a Trustee of the Gateshead College Foundation Board for a term of 4 years.

Action: NT to process appointment of IJ (including at Companies House).

North East Apprenticeship Company

NT reported that work had been undertaken to rewrite the Articles of Association for the North East Apprenticeship Company (NEAC). The document had been re-written to reflect the organisation's status. The number of required Directors had been changed from 3 to 2, to reflect the current operations of the organisation. Other changes were minimal and detailed within the report. The Board were asked to approve the new articles as the sole member of NEAC.

The Board **queried** the change to 2 Directors and whether this would impact decision making. It was noted that this reflected the current position and it was a minimum of 2 Directors so membership could be increased.

The Board **queried** the set up of NEAC employing apprentices as opposed to the College. It was noted that apprentices had neutrality of employment throughout their programme with NEAC and the terms and conditions of the apprentices were different to Gateshead College employees.

The Board approved the new articles of association for the North East Apprenticeship Company.

A special resolution would now be passed and the legally provided minute would be appended to this document.

Action: NT to process the revised articles of association for the North East Apprenticeship Company (including sharing with the Gateshead College Foundation Board and notifying Companies House).

The special resolution also included an additional supplementary resolution to ratify all decisions made by the Board of Directors of NEAC to the date of the adoption of the New Articles, while the number of Directors was below the constitutional minimum number of three directors.

The Board approved that all decisions previously made by NEAC within their current articles were ratified.

Similar to the Heads of Terms in place with the Gateshead College Foundation, a master collaboration agreement had been created to reflect the formal business relationship between Gateshead College and NEAC, and this was presented for approval.

The Board approved the master collaboration agreement between Gateshead College and NEAC.

NT noted that this would now be shared with the Board of NEAC for their approval.

Action: NT to share the proposed master collaboration agreement between Gateshead College and NEAC with the NEAC Board, and then process the approval of the document (where required).

Updated Subcontracting Plan 2024/2025

Covered under a confidential minute.

Following the delegated approval given at the December 2023 Board Meeting, the Chair of the Board and the Finance and General Purposes Committee had, in April 2024, approved the updated Subcontracting Plan 2024/2025 following the ESFA's approval to further increase the subcontracted AEB provision with Sora to a level of 44.7%.

A copy of the ESFA's approval level and the updated Subcontracting Plan had been shared for information.

The Board noted the update.

NT reminded the Board of opportunities for development, such as the Governance Development Programme via the Education and Training Foundation.

The report was noted, and the various appointments / documents approved.

3375 12. Committee Chairs Update

The report was presented for information, and the following updates were provided:

The Chair of the Governance Committee (MWW) noted that the actions following the External Governance Review had fed into the Board Development Plan and a Governance Strategy had been drafted to support continued development and improvement.

The Chair of the Curriculum and Quality Standards (CQS) Committee (CD) noted that the recent meeting included a report on Higher Technical Qualifications and funding to support this. CD reminded the Board that the Committee carried out the link governor role for Careers.

The Vice Chair of the People Committee (CJR) noted that work was ongoing regarding the development of the People Strategy; a workshop for Board members had been held the previous week to discuss the themes as part of this and provide input and

insight. Equality, Diversity and Inclusion remained a key area of focus for the Committee.

The Chair of the Finance and General Purposes (FGP) Committee (MH) noted that the Committee contained a wide remit and would now be welcoming 3 new co-opted governors as part of these wider areas.

The Chair of the Audit Committee (AA) noted that ET and MC had recently joined the Committee following their appointment in December 2023 which strengthened the membership. At the recent meeting, the internal audit reports presented provided strong assurance and there was a positive evaluation of the external auditors.

The report and updates were noted.

3376 13. Review of Strategic Risk Register

JC presented the report and noted that the Risk Register would be refreshed over the summer period for the start of the new academic year.

The financial risk reduced throughout the year as the position clarified, and this would be reset in the new academic year.

The Executive Team continued to focus on horizon scanning, and this had been a key theme for discussion at a recent Executive Team strategy day, staff development day and the annual Community Conversation.

The Board **noted** that the Risk Register was well considered across each of the Committees.

The report was noted.

3377 14. Any Other Business

Meeting Evaluation

The Chair noted that evaluation of meetings had recently been discussed at the Chairs Forum and that further consideration of the approach to this would be discussed by the Governance Committee. The following feedback was noted:

- The meeting ran to time and there was a good pace to items taken.
- Papers were easy to understand and informative.
- There was an open atmosphere with the ability to comfortably ask questions and challenge. There was a lack of defensiveness in answers.
- There was informative and useful discussion.
- There was a positive culture and this felt evident around the College and within the Boardroom. There was a positive sense of team work.
- There was good connectivity and assurance of committee level discussion.
- There could be more discussion with fewer agenda items.

Local Skills Improvement Fund (LSIF)

Following the meeting, the Board would be taken to see the space being utilised as part of the Local Skills Improvement Fund for the Digital Hub.

Board Dinner and Board Strategy Day

There was a Board Dinner taking place directly after the meeting, and two of the new co-opted governors, Victoria Beattie and Sarah McCourt would be joining the dinner.

The Board Strategy Day was taking place the following day, Thursday 25 April, and the new independent governor, Peter Francis, and another of the new co-opted governors, Chris Forster, would be doing the day.

3378 15. Date of next meeting

The next meeting was scheduled for Wednesday 3 July at 4pm.