



MEETING OF THE BOARD OF GOVERNORS – Main Minutes

TUESDAY 13 DECEMBER 2022

Governors	Type	Initials	Attendance	Apologies
Sarah Stewart	Chair / Independent	SS	X	
David Alexander	Principal / CEO	DA	X	
Michael Wood-Williams	Vice Chair / Independent	MWW	X	
Aneela Ali	Independent	AA		X
David Brind	Independent	DB	X	
Lisa Crichton-Jones	Independent	LCJ	X^	
Carol Davenport	Independent	CD	X	
Gareth Edmunds	Independent	GE	X	
Martin Gannon	Independent	MG		X
Martin Hedley	Independent	MH	X^	
Alan Potter	Independent	AP	X	
Claire-Jane Rewcastle	Independent	CJR		X
Mike Welsh	Independent	MW	X	
Richard Rowe	Staff Governor (Teaching)	RR	X	
Sharon Kinleyside	Staff Governor (Support)	SK	X	
Roux Diablo	Student Governor (16-18)	RD	X	
Bradley Young – <i>Appointed within the meeting</i>	Student Governor (19+)	BY	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	
Deni Chambers	Director of Curriculum and Skills	DCh	X	
Darren Curry	Audit Committee Co-opted Member	DCu	X	
Jennifer Boyle	Audit Committee Co-opted Member	JB	X	
David Hoose	External Auditor – Mazars	DHo	X^*	
Darren Heathcote	Head of Student Services & Customer Experience	DHe	X^	
Leanne Alldred	Student Engagement Manager	LA	X^	

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

3263 Pre-Board Event: Student Performance

The Board attended the theatre to watch a student performance which was also performed at the AoC Conference in November 2022. The Board had the opportunity to speak with the performers on an informal basis, learning about the courses they were studying, and their aspirations for progression and their future.

The Board also had the opportunity to speak with the Curriculum Lead and Teacher, learning about the course links with industry, external performance opportunities and collaboration opportunities across different departments within the College.

The Board thanked the learners for their performance, and the staff for their time.

3264 1. Chair's welcome, apologies, conflicts of interest

SS opened the meeting and welcomed the attendees. Apologies were received from AA, CJR and MG. It was noted that LCJ and MH would join slightly late.

The Board agreed that the meeting was quorate.

The Chair made specific reference to the following:

- It was BY's first meeting, and he was due to be formally appointed as the Student Governor (19+) within the meeting.
- It was RR's last meeting following his resignation as Staff Governor due to leaving the College.
- It was DCh's first meeting following her appointment as the Director of Curriculum & Skills within the Executive Team.
- DCu and JB were in attendance, who were co-opted Audit Committee members.
- DHo would join for item 9, and LA and DHe would join for item 24.

Introductions took place.

The Chair noted the length of the agenda, and confirmed that items would be taken as read. The Chair noted that for any queries not able to be covered within the meeting, these could be picked up outside of the meeting, and confirmed that the majority of the reports presented had been scrutinised through Committees prior to being submitted to the Board.

The Chair reminded the attendees of the confidentiality of business.

The attendees were asked if they had any interests to declare. It was noted that DA sat on the Scottish Funding Council, who also used Mazars as their external auditor. Attendees were reminded that if a conflict arose during the meeting, they should declare it as soon as they became aware.

3265 2. Updated Standing Orders

NT presented the updated standing orders, noting that they had been reviewed and recommended by the Governance Committee.

The updates included:

- Inclusion of the maximum term of office.
- Removal of gendered and outdated terms.
- The option to appoint a Student Governor for the length of their studies.
- Inclusion of the option to co-opt Committee members in the interest of quoracy.
- Removal of the Complaints Procedure within the document.

Following the Governance Committee review, the following amends had also been suggested:

- Removal of reference to the Sabbatical President of the Student Union (due to this not being applicable).
- Addition of a version control front sheet.

The Board approved the updated Standing Orders.

Action: Standing Orders to be published on the College website.

3266 3. Student Governor Recruitment

A) Student Governor (19+) Appointment

NT presented the report and confirmed that following a 19 + Student Vote, BY had been declared elected by his peers, achieving the majority vote.

The Board approved the appointment of BY as the Student Governor (19+) for the remainder of the academic year (31 July 2023).

Action: Appointment / induction process to begin for BY.

B) Student Governor (16-19) Extension

NT confirmed that the Governance Committee had considered the option to extend the term of RD for the remainder of their studies, as per the updated standing orders, and recommended this to the Board for approval.

The Board approved the extension of appointment of RD as the Student Governor (16-18) for the remainder of the academic year (31 July 2023).

3267 4. Minutes of the previous meeting 19 October 2022

The Board reviewed the minutes of the meeting held on 19 October 2022 and agreed that they were a true and accurate record of the meeting.

The minutes were approved.

3268 5. Matters arising and Action Log

The Chair noted that all actions had been closed, apart from the financial training being developed by DB and JC. It was confirmed that this was being progressed early in the new year.

NT confirmed that recruitment for a Teaching Staff Governor would begin in the new year, to replace RR.

The report was noted.

3269 6. Chair's Report

MH joined the meeting.

The Chair provided the following verbal update:

- SS had attended the AoC conference in November. There was a sense of uncertainty and unease across the sector linked with the Office for National Statistics (ONS) decision to reclassify colleges into central government (unknown at the point of the conference), cuts in funding, and lack of policy direction. SS suggested that the College were in a good position compared with others, reflecting on the progress made across 2022. SS highlighted that she felt that the College were in a positive position to tackle challenges with the strength of the Executive Team, the Board and the committee structure in place.
- The College continued to work hard in preparation for an Ofsted inspection. This was now expected early in the new year.

The report was noted.

3270 7. Principal's Report

A) Main Report

DA presented the report and highlighted the following:

- *Item covered under a confidential minute.*

LCJ joined the meeting

- Initial changes following the ONS decision to reclassify colleges into central government had been included within the report. A revised set of Financial Regulations would be submitted to the Finance & General Purposes Committee in the new year, ahead of seeking Board approval.
- The 2022-23 college pay award had been agreed by all trade unions and was being processed. DA noted his thanks to the staff involved in the process.
- The College had their most recent case conference with the ESFA and DfE in relation to the Post Intervention Monitoring Support (PIMS) process. Coming out of PIMS and moving to active support from the ESFA was not reliant on an Ofsted inspection having taken place. The next meeting was due to take place in January.
- There were no further updates regarding the Local Skills Improvement Plan (LSIP) other than what was included within the report. Any further updates would continue to be reported to the Curriculum & Quality Standards Committee.
- *Item covered under a confidential minute.*
- The report included a number of staff, student and collegewide successes, not least that Jill Scott (Gateshead College alumni) had been crowned Queen on the Jungle in 'I'm a Celebrity – Get me out of here'.

The report was noted.

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

DA presented the report, noting that the proposed KPIs has been considered by each of the Committee Chairs, in development with Kate Webb and Graham Try (The KWP Ltd). The proposed KPIs were then shared at a Chairs Committee meeting in November where they were discussed in detail and recommended for Board approval.

DA noted that a number of KPIs required further development and this would be done at Committee level.

Once approved, the KPIs would then be provided at each Board meeting going forward, with an update on the current position to allow the Board to take assurance and monitor progress.

The Board approved the KPIs, noting that some required some further development.

The report was approved.

3271 8. Update from Committee Chairs

The Chair noted that a summary document relating to Committee meetings within the most recent cycle had been created to provide all Board members an update as to what key items had been discussed / approved. This document was in addition to the sharing of the minutes to ensure Board members were fully informed and to improve the cross sharing of information. It was noted that a number of items on the Board agenda had been through committee scrutinisation prior to being submitted to the Board.

It was noted that that the Financial Statements of the subsidiary companies ((Gateshead Foundation and North East Apprenticeship Company (NEAC)) had been reviewed and recommended to their Boards for signing.

The report was noted.

3272 9. Draft Financial Statements 21/22

DHo joined the meeting.

JC presented the reports and highlighted the following:

A) Audit Committee Annual Report (21/22)

- The Audit Committee were required by the Audit Code of Practice to produce an annual report to the Board, summarising the Committee's activities relating to the financial year.
- The Audit Committee had operated effectively during the year and had fulfilled the remit of their terms of reference and the responsibilities set out therein.
- No issues of fraud or material irregularity were reported to the Committee during the financial year.
- The Audit Committee felt that the College had adequate and effective assurance arrangements and assurance over subcontracting, and the framework of governance, risk management and control processes for the efficient and effective use of resources, solvency and the safeguarding of assets was effective.
- The report had been approved by the Audit Committee in November 2022.

The report was noted.

B) Audit Regularity Self-Assessment Questionnaire

- The Audit Code of Practice required that the regularity self-assessment questionnaire published by the ESFA be prepared annually to support the Board in drafting their statement of regularity, propriety and compliance.
- The responses to the questionnaire had been reviewed and recommended by the Joint Audit and Finance & General Purposes Committee in November 2022. This was reiterated by the Audit and Finance & General Purposes Committee Chairs.

The report was approved for signing.

C) Assessment of Going Concern

- The College Accounts Direction 2021/22 required the Board to provide an assessment of whether the corporation was a going concern and that preparation of the financial statements on a going concern basis was appropriate.
- At the joint meeting of the Audit and Finance and General Purposes Committee it was reported, on the evidence of the budget for 2022/23, financial forecasts for 2023/24 and the latest financial position and forecasts contained in the October 2022 management accounts, that the College had the resources required to operate for the foreseeable future. The College had evidence of healthy cash flow, ESFA rated Outstanding financial health, and all bank covenants were expected to be met.

The report was approved.

D) External Auditor Findings Report

- It was an Audit Code of Practice requirement that audit findings were presented to the Board, as well as the Audit Committee.

- No significant issues or concerns had been identified in the Auditor's report. The Auditor indicated that their audit opinion and regularity report would be unqualified.
- The report had been reviewed by the Joint Audit and Finance & General Purposes Committee. This was reiterated by the Audit Committee Chair, with thanks to the internal team and external auditors for their work.

DHo noted that the external audit work was complete, and the external auditors were ready to sign off on their unqualified opinion. Very little findings or risks had been highlighted and there were no internal control recommendations which was unusual for the sector. DHo provided his thanks to the College for their work and cooperation.

The report was noted.

E) Letters of Representation

- The letters were required as part of the external audit process to meet statutory guidance.
- The letters had been reviewed and recommended by the Joint Audit and Finance & General Purposes Committee in November 2022.

The letters of representation were approved for signing.

F) Gateshead College Financial Statements

- The financial statements had been reviewed and recommended by the Joint Audit and Finance & General Purposes Committee in November 2022.
- JC provided an update as to the differences in figures between the management accounts and the figures included within the financial statements. The reported surplus was a figure of £546K, compared to a Board approved surplus of £529K. This evidenced that the College were in a better position, and it was confirmed that the figures were consistent with an ESFA rated financial health score of Outstanding.
- The Financial Statements were to be submitted to the ESFA by 31 December 2022, and would then be published on the College website.

DHo confirmed technical compliance of the accounts.

The Board **noted** the work of the team, dealing with the changing landscape throughout the year.

The financial statements were approved for signing.

The Board **noted their thanks** to Mazars, the College and the work of the Joint Audit and Finance & General Purposes Committee.

DHo left the meeting.

3273 10. Self-Assessment Report (SAR) 21/22

CT presented the report and highlighted the following:

- The SAR would likely form an initial basis for Ofsted as part of the preparatory work ahead of an inspection.
- The SAR had been built up from Curriculum Reviews and Evaluations (CREs) to area reviews.
- As part of the presentation of the SAR to the Curriculum & Standards Committee, cross-College managers were invited to present the SARs of their specific areas

(including Sora – subcontractor). This provided the Committee with further assurance and triangulation of information.

- As part of the Committee's review, there were a number of amendment requests, including the increase of grades from Good to Outstanding in the areas of Behaviour & Attitudes and High Needs.
- The College continued to benchmark against national data, and this further evidenced the position of the College.

The Chair of the Curriculum & Quality Standards Committee (MW) noted that the Committee had provided robust challenge and rigorous discussion. The amendments suggested by the Committee had been implemented, and formatting amends were to be implemented within the following year. Although the SAR would provide a basis for Ofsted, the judgements of Ofsted would be based on what they saw as part of their inspection at that point in time.

It was noted that the area of Apprenticeships had been graded as Good, as opposed to Requires Improvements in the previous year, and this evidenced a strong overall rating of Good.

The Board **noted their thanks** to the staff and Committee for their work.

The report was approved.

3274 11. Board Self-Assessment 21/22

NT presented the report and highlighted the following:

- The self-assessment process included the completion of an anonymous survey, individual governor and Chair (and/or Vice Chair) one to one conversations, a review of each Committee Terms of Reference mapped against the items covered throughout the year, and a review a governor attendance.
- A detailed report was submitted to the Governance Committee with a number of suggested improvements.
- A summary of the report concluded:
 - There were lots of positive comments from governors within the self-assessment and one to one conversations relating to the strength of the Board, the strength of the Executive Team and the improved position of the College.
 - Key themes for development included:
 - Strengthening of report templates and utilisation of meeting time.
 - Strengthening of Student and Staff Voice.
 - Continued Governor development and engagement.
 - Strengthening of the cross sharing of information between Committees.
- A number of actions had been created, linked to the above key areas, with timescales and progress updates. Further developments would be monitored by the Governance Committee.

The Chair noted that a Board Development Plan had been created for 22/23 and this would be brought to the Board meeting in March.

Action: NT to add Board Development Plan 22/23 to the Board Meeting in March 2023.

The Chair confirmed that the Board would undergo an external governance review in Autumn 2023. The reviewer would be recommended by the Governance Committee.

The report was approved.

3275 12. Modern Slavery and Human Trafficking Statement

IJ presented the report and highlighted the following:

- The College weren't required to publish a statement given it had a turnover of less than the £36m threshold required by legislation, however wished to implement a statement as best practice.
- Modern Slavery and Human Trafficking was covered within Safeguarding training.
- Legal opinion had been sought as to the content of the statement.
- The statement had been considered and recommended by the People & Remuneration Committee.

The report was approved for signing.

Action: Modern Slavery and Human Trafficking Statement to be signed by DA and published on the College website.

3276 13. Finance Strategy

JC presented the report and highlighted the following:

- The strategy had been implemented to underpin the College strategic plan. The strategy was made up of 6 objectives and was in place to ensure long term financial sustainability.
- The strategy included a Reserves Policy, recommending that the college hold a minimum unrestricted cash balance that represents 31 cash days in hand at all times.
- The Strategy had been reviewed and recommended by the Finance & General Purposes Committee, and the Executive Team would continue to report to and provide progress updates to the Committee.

The Board **queried** if the ONS decision to reclassify colleges into central government would impact the Finance Strategy. It was noted that the strategy would be kept under review, and that more documents may need to be brought for Board approval to reflect new requirements.

The Chair of the Finance & General Purposes Committee (MH) noted that the Finance Strategy had undergone considerable challenge at the Committee, and the Committee were cognisant that the ONS decision would likely impact this.

The strategy was approved.

3277 14. Review of Strategic Risk Register

JC presented the report and highlighted the following:

- The revised format and framework of the Strategic Risk Register had been considered and recommended by the Audit Committee, and the register had been considered at each Committee as part of a healthy discussion and debate.
- The register contained 13 strategic risks, with no additions or removals being proposed following the recent reviews.
- 1 minor change regarding the risk score regarding the College financial position was being proposed, reflecting the positive position and figures reported within the accounts.
- The Committees had requested horizon scanning to take place, and for the Executive Team to advise of any additional potential risks / opportunities.

The Board **sought assurance** that all risks had been considered at Committee level, and this was confirmed.

The Chair of the Audit Committee (MWW) confirmed that that the Committee wanted to ensure that the risk register would remain a live document, and would be useful to the Board and Executive Team. The Committee would continue to review the risk register in

detail, including the appetite and risk categorisation. It was noted that the Audit Committee were provided with considerable assurance.

The Board **noted** that it would be helpful to have further information regarding the residual risk target, to allow them to understand if the Executive Team were trying to mitigate risks further, or were happy with the mitigation in place. An example was provided around Cyber, noting that the risk categorisation was averse however the residual risk score remained high. It was noted that the Executive Team would further consider the application of tolerate or treat. The Board **confirmed** that this information would allow them to understand when to challenge.

Action: Executive Team to consider tolerate vs treat approach and bring this back to the Audit Committee for discussion.

The report was noted, and the format and framework of the Strategic Risk Register was approved, with a proviso relating to the above.

3278 15. Management Accounts

JC presented the report and highlighted the following:

- The accounts evidenced a solid start to the 22/23 financial year. The current position was better than budget.
- Projections included the pay award as aforementioned.
- Figures remained consistent with ESFA rated Outstanding financial health and the College were due to meet bank covenants.
- To ensure robustness, the College continued to run termly budget review meetings.
- The accounts had been considered by the Finance & General Purposes Committee in November 2022.

The Board **queried** the stability of the recruitment figures, and CT confirmed this however noted that there remained uncertainty around the Adult Education Budget (AEB).

The report was noted.

3279 16. Contract Extension – Finance System

JC presented the report and highlighted the following

- Approval was being sought to deviate outside of the financial regulations by not seeking 3 quotations prior to the contract being awarded. This was due to the need for operational continuity and stability which would be secured by continuing to use the existing finance system going forward.
- Awarding of the contact would require the College to move to a cloud-based system. This had been fully considered.
- The report had been reviewed and recommended by the Finance & General Purposes Committee in November 2022.

The Chair of the Finance & General Purposes Committee (MH) confirmed that the Committee challenged the deviation, but understood the time constraints and the distraction this would cause at the present time.

The Board **queried** the move to the cloud-based system. It was noted that this had been fully worked through and suited the College.

The deviation from the Financial Regulations was approved.

3280 17. Updated Levels of Subcontracting 22/23

IJ presented the report and highlighted the following:

- *Majority of this item covered under a confidential minute.*

- The report had been considered and recommended by the Finance & General Committee.

The additional subcontracting for 22/23 was approved, and the remainder of the report was noted.

3281 18. Data Protection Policy

CT presented the report and highlighted the following:

- The College had worked with a law firm to improve their policy and internal processes.
- An external organisation had carried out Equality Impact Assessments (EIAs) on a number of policies, including this one.
- The policy had been considered and recommended by the Finance & General Purposes Committee.

NT confirmed that work was underway to create a College policy register, to ensure all required policies were in place as well as looking at best practice within the sector.

The policy was approved.

3282 19. Annual Information Governance Report 21/22

CT presented the report, noting that incidents remained in line with the previous year and this had been reviewed by the Finance & General Purposes Committee.

The report was noted.

3283 20. Annual Health & Safety Report 21/22

NH presented the report, noting that that quality assurance framework had been updated and this had been reviewed by the Audit Committee.

The report was noted.

3284 21. Annual People & Remuneration Report 21/22

NT presented the report and highlighted the following:

- The report was a requirement of the College having adopted the AoC Senior Post Holder Remuneration Code.
- The report had been approved by the People & Remuneration Committee and would be published on the College website.

Action: Annual People & Remuneration Report to be published on the College website.

The report was noted.

3285 22. Any Other Business

N/A

3286 23. Date of next meeting

The next meeting was confirmed to be Wednesday 15 March 2022 at 10am.

3287 24. Student Engagement Update

DHe and LA joined the meeting.

DA reiterated the importance and continued focus of learner voice at Board level, and across the College.

LA and NH provided a presentation which covered the following:

- The focus on learners within the College strategic plan, noting that this was a core strategic priority, with the aim of ensuring learners have the confidence and opportunity to share their views. This linked directly with the College values.
- How the College currently capture learner voice, and the purpose of doing so.
- The key themes from the most recent learner survey, noting high survey satisfaction responses across 16-18, 19+ and part time learners.
- The focus sessions which had taken place this academic year, and the key themes / questions covered.
- An update on implementations / improvements following the feedback so far.
- The plan for learner voice going forward.
- Next steps.

The Board then had the opportunity to break into small groups to discuss what they would like to ask learners, what information would help them carry out their duties effectively, and how would they like to work with learners at Board / Committee level. The Board made a number of suggestions which were then collated and would be worked into the further development of the learner voice plan.

DA noted that Student Voice would be a topic at the Board Spring Conference, where the learner voice plan would be further developed, and that activities to engage with learners would continue.

The Chair closed the meeting, noting that it would be followed by a student catered dinner at Enfields, where the Board would also have the opportunity to speak informally with learners as to the courses they were studying, their aspirations for progression and the future, and their learner experience.

The Chair wished everyone a lovely festive period, and thanked the Board for their contributions and noted her thanks to the staff for their work and dedication.