



GOVERNANCE COMMITTEE

WEDNESDAY 1 MARCH 2023 – MEETING MINUTES - MAIN

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	
Martin Gannon	Independent	MG		X
Claire-Jane Rewcastle	Acting Chair / Independent	CJR	X	
Carol Davenport	Independent (Co-opted)	CD	X	
Attendees				
Nicola Taylor	Director of Governance & Compliance	NT	X	

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

G/092 1. Ratification of Co-option of Member

It was confirmed that, due to potential quoracy issues, the Committee had enacted the powers to temporarily co-opt another Corporation Member to the Committee. Approval had been sought electronically to co-opt CD in advance of the meeting.

The Committee ratified the approval of the co-option of CD to the Committee.

G/093 2. Approval of Acting Chair

It was confirmed that, due to Item 6 (Chair Vacancy), an Acting Chair would be appointed for this meeting due to conflicts of interest.

The Committee approved CJR as the Acting Chair.

G/094 3. Chair's Welcome, Apologies and Conflict of Interest

The Acting Chair welcomed the attendees. Apologies were noted from MG, and it was confirmed that DA would need to leave part way through the meeting to attend to matters associated with the college's impending Ofsted visit.

The Committee agreed that the meeting was quorate.

It was confirmed that SS and MWW had a conflict of interest in relation to Item 6, and it was **agreed** by the Committee that they would remain within the meeting, however not participate within the discussion for that item.

G/095 4. Minutes of the previous meeting dated 2 November 2022

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

The minutes were approved.

G/096 5. Matters arising

NT presented the action log and noted that the majority of items were completed, and all other actions on track.

The Committee queried the following:

- Governor training compliance rates – it was noted that there were 3 governors to complete 1 module of training and this was being followed up. Face to face training was being arranged for one governor.
- Capacity and resource of the Director of Governance & Compliance – it was noted that there was sufficient resource at present.
 - The Committee **noted** their recognition of the Director of Governance & Compliance's contribution since appointment, including the wider support offered to the Executive Team and the increase in momentum to drive forward improvements within governance.
- Governor email accounts – it was noted that a Board decision was required as to whether the College moved to a position of using college email accounts only.
 - The Committee **agreed** to revisit this at their next meeting.
Action: NT to update the Committee as to if Gateshead College email addresses for governors are to be used solely going forward.

The report was noted.

G/097 6. Covered under a confidential minute

NT presented the report and highlighted the following:

- *Covered under a confidential minute.*

The report was noted.

G/098 7. Board Recruitment, Terms of Office, Committee Membership and Skills Matrix

NT presented the report and highlighted the following:

1. Board Recruitment
 - *Covered under a confidential minute.*
 - Both Student Governors' terms of office were due to end in July 2023, with only BY eligible to be reappointed if he was continuing with his studies.

2. Terms of Office
 - 3 governors' terms of office were due to end in early 2024, and all would be eligible for reappointment. However, although eligible for reappointment, the Support Staff Governor position would need to be advertised to all support staff.

3. Committee Membership
 - Work was underway to revise the Terms of Reference for all Board Committees, and this would include a consistent approach to membership across each Committee. This would impact membership and therefore would be considered at the June Governance Committee meeting alongside reviewing the updated governor skills matrix.
 - Current actions included:
 - Committee Terms of Reference to be revisited as planned, noting the need to confirm/clarify the maximum numbers relating to the Finance & General Purposes Committee and Curriculum & Quality Standards Committee.
 - Recruitment of a Corporation Board member to the Audit Committee, to ensure a majority Corporation Board membership.
 - Ensure separation of business between the People & Remuneration Committee, noting that the Principal was ineligible to be a member of the Committee where remuneration items were discussed, for the remainder of the academic year with the suggestion of separating the Committees for 23/24.
 - *Covered under a confidential minute.*

4. Review of Governor Skills Matrix
 - A revised Skills Matrix had been circulated for completion which aligned to the work of each Committee. Once completed by all governors, the Governance Committee would review Committee membership at its June 2023 meeting. This had been completed by 12 governors at the time of the meeting.

The Committee **discussed** the areas in turn and **noted** the actions required.

Action: NT to progress actions as noted.

Action: NT to add Skills Matrix / Committee Membership to the June 2023 agenda.

The report was noted.

G/099 8. Governor Recruitment, Development and Succession Planning Policy

NT presented the report and highlighted that the policy had been developed to cover reappointment, succession planning, self-assessment, skills matrix, identifying vacancies, advertising vacancies, selection and appointment, governor development, Committee membership and positive Board behaviours.

The Committee **discussed** the following:

- The potential of drawing lots in the instances of a tie between staff / student governors following an election by their peers. It was noted that this process was fair and without intervention.

Action: NT to reflect policy wording ahead of seeking Board approval.

- The consideration of governor terms of office following recruitment / reappointment to prevent them ending at the same point in time where possible.
- The potential of increasing the Board membership, noting that this would require a change to College's governance documentation, and the idea of associate governors.

The Committee **recommended** the policy for Board approval.

Action: NT to action recommendation at the March 2023 Board Meeting.

The policy was recommended.

G/100 9. Governance KPIs

NT presented the report and highlighted the following:

- Following the Board approving its KPIs which would be reported on at each meeting, it was agreed for the Governance Committee to agree a number of KPIs linking to the Governance Strategic Objective within the College Strategic Plan "*ensure robust and effective governance is in place, with oversight provided by a skilled, knowledgeable and ambitious Board with collective responsibility and accountability for the College and its business.*"
- A number of suggested KPIs had been included within the report for consideration, linking to: Board attendance, training, skills & experience, succession planning / recruitment, and Board effectiveness.

The Committee **agreed** that the KPIs suggested would help the Committee monitor performance, and **noted** that they all linked to overall Board effectiveness.

The Committee **requested** for an additional KPI to be added around Equality, Diversity and Inclusion, with this being a key theme of the Strategic Plan.

Action: NT to add an additional KPI relating to EDI.

The Committee **discussed** which KPI they would like to submit for inclusion within the Board KPIs and **agreed** for this to be the KPI linking to coverage of skills.

Action: NT to add targets to the agreed KPIs.

Action: NT to include skills KPI to Board level reporting.

The Committee **noted** that the Board KPIs were going to continue to be reviewed and developed. It was suggested that the Chairs Committee could take a holistic review of all Committee level KPIs.

The report was approved.

G/101 10. Board Spring Conference

NT presented the report and highlighted that the draft agenda for the Board Spring Conference had been included and was due to cover:

- An update on the FE landscape.
- A session on Sustainability.
- A session on Learner Voice.
- Governor presentations.
- A learner performance.
- A student catered dinner at Enfields.

The update on the FE landscape would follow on from that at the Autumn Board Conference and link back to the briefing paper initially provided. Supporting material would be shared in advance of the Spring Board Conference to allow more interactivity during the session.

It was confirmed that Sustainability and Learner Voice had been core elements of the recent round of Staff Roadshows.

The Committee **endorsed** that the core elements of the College Strategic Plan and College Values continued to be areas of focus for Board conferences.

The report was noted.

DA left the meeting.

G/102 11. Governance Internal Audit - Scope

NT presented the report and highlighted the following:

- Wylie and Bisset had agreed a scope with the college for the upcoming Governance Internal Audit due to take place in May 2023.
- The initial scope had been discussed between Wylie and Bisset and the Director of Governance & Compliance to provide some additional context into the work carried out to date and improvements going forward.
- There were a number of items due to be considered as part of the Audit which were yet to be created / yet to be reviewed by the college so this was due to be a helpful exercise to strengthen that ongoing work.
- Once complete, the internal audit report will be shared with the Audit Committee and then shared with the Governance Committee at its subsequent meeting.

The Committee **discussed** the potential duplication between the Internal Audit and External Governance Review (EGR), however it was confirmed that the scope for the EGR could be broader and the scope would be agreed as part of an initial scoping meeting. It was also suggested that any improvements highlighted within the internal audit could be actioned in advance of the EGR and therefore this review may cover revised documentation.

The report was noted.

G/103 12. External Governance Review (EGR)

NT presented the report and highlighted the following:

- The Corporation Board were required to undergo an EGR which must take place between August 2021 and July 2024, and every 3 years after that. A self-assessment of governance would be required every year, except in the year of an External Governance Review.
- Gateshead College took part in the Association of Colleges (AoC) and Education & Training Foundation (ETF) pilot review, with the review being conducted in January 2021. Following the review, an action plan was devised and monitored through the Governance Committee.
- The Director of Governance & Compliance contacted a number of organisations to have initial discussions regarding scope and price, with a review initially planned to take place in the Autumn Term 2023. The report

recommended contracting the AoC to carry out the review, who use National Leaders of Governance as their reviewers.

The Committee **discussed and agreed** with the recommendation.

The Committee **recommended** the AoC to carry out the External Governance Review.

Action: NT to action recommendation at the March 2023 Board Meeting.

The report was recommended.

G/104 13. Board Development Plan 22/23

NT presented the report and highlighted the following:

- The Governance Committee is responsible for ensuring that Board members have adequate training and development opportunities throughout the year, to enable them to best fulfil their duties as Governors and the role they play on the Board and its Committees.
- A revised skills matrix had been circulated to all governors to complete which would identify any gaps in knowledge / skills and development needs which could then be filled via training and / or recruitment. This exercise would also ensure Committee membership continued to be fit for purpose, and achieve the best utilisation of governor skills and experience.
- The report included an update of training completed / events attended since the last meeting.
- Mandatory training compliance rates were good, with any outstanding training being progressed.
- All governors were due to be invited to sign up for the Education & Training Foundation (ETF) Governance Development Programme (GDP) where they would be able to complete optional online training modules in their own time.
- There was a requirement to include development for governors and the governance professional within the annual accounts.

The Committee **noted** the update, and **requested** for the Chair's and Director of Governance & Compliance's mentoring with National Leaders of Governance to be added.

Action: NT to add SS's and NT's mentoring to the development plan.

The Committee **queried** the collation and logging of all governor training activity and it was confirmed that opportunities were shared and logged where taken up, and **requested** for a reminder would be issued to governors relating to sharing activity / development they had undertaken.

The Committee **suggested** that governors be regularly reminded of development opportunities available to them to encourage participation.

Action: NT to send routine reminders to governors regarding development opportunities and collection of development undertaken.

The report was noted.

G/105 14. FE and Sixth Form College Corporation Governance Guide Compliance Check

NT presented the report and highlighted the following:

- As reported to the November 2022 Governance Committee the 'FE and sixth-form college corporations: governance guide' was published on 28 June 2022, and it replaced the 'College Governance: A Guide' published in 2014. A paper was presented to the Corporation Board in October 2022, setting out the key changes.
- The compliance exercise had been undertaken, with a number of suggestions to strengthen, which translated into actions with suggested timescales.

The Committee **noted** the clarity and comprehensiveness of the report.

The Committee **discussed** eligibility checks for governors, noting that other than DBS clearance, eligibility was based on references and self-declarations.

Action: NT to consider eligibility for future recruitment.

The report was noted.

G/106 15. Board Portal Update

NT presented the report and highlighted the following:

- Following Governor comments within the Board Self-Assessment exercise relating to the current in-house governor portal, it was agreed to explore external options to identify an easy to use, straight forward and secure document management solution for Board meetings.
- The Director of Governance & Compliance attended demonstration sessions with a number of organisations (as well as seeking feedback from colleagues across the FE Colleges network), and the report recommended a small group of governors and members of the Executive Team to trial / receive a demo of 3 systems to seek a preference of systems / functionality.

Covered under a confidential minute.

The Committee **queried** if governors would still be able to access board papers after leaving their Board position, and it was confirmed that their access would be removed.

Action: NT to arrange governor trial group and portal demos.

The report was noted.

G/107 16. Strategic Risk Register

NT presented the report and highlighted the following:

- The report provided the latest iteration of the Risk Register following review by the Executive Team. Consideration was also given to the approach adopted to responding to risk and how this is captured in the risk register following discussion at the Audit Committee meeting on 15 February 2023. This included the implementation of tolerable levels of risk which had then been applied to each risk.
- Points to note were the addition of a risk relating to the options appraisal on Gateshead International Stadium (GIS):

“Gateshead Council's options appraisal of Gateshead International Stadium results in recommendations and decisions which negatively impact recruitment of learners and delivery of provision”

and the level of residual risk relating to the risk under the remit of this Committee

“Inadequate or inappropriate Board oversight resulting in statutory breaches and or failure to adequately hold the Executive Team to account”

being revised from 9 – medium to 6 – medium. This reflects the appointment of a permanent and full-time Director of Governance and Compliance, completion of the Board self-assessment with a positive outcome and stability across the Board and Committees.

Covered under a confidential minute.

The report was noted.

G/108 17. Any Other Business

It was noted that meeting dates for 23/24 were in the process of being drafted and would be shared with the Board once available. A doodle poll had been issued to obtain the best days / times for Board members however responses were mixed with no majority options identified.

G/109 18. Date of Next Meeting

The next meeting was scheduled for Wednesday 7th June at 12pm.