GATESHEAD
COLLEGE
EDUCATION
WITH
EMPLOYMENT
EDGE

GOVERNANCE COMMITTEE

MONDAY 20 NOVEMBER – 2PM TO 4PM – MEETING MINUTES – MAIN

Governors	Type	Initials	Attendance	Apologies
Michael Wood-Williams	Chair / Chair of the Corporation Board / Independent	MWW	X	
David Alexander	Principal / CEO	DA	X^	
Martin Gannon	Independent Governor	MG	X^	
Claire-Jane Rewcastle	Independent Governor	CJR	X	
Carol Davenport	Independent Governor	CD	X	
Clerk				
Nicola Taylor	Director of Governance & Compliance	NT	X	
Attendees				
Shirley Collier	External Governance Reviewer	SC	X^	

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

G/128 Premeeting Conversation – Confidential Matter

Covered under a confidential minute.

G/129 Appointment of Chair

Electronic approval had been sought in advance of the meeting to appoint MWW as the Chair of the Governance Committee.

The Committee ratified the approval of appointment of MWW as the Committee Chair.

G/130 1. Chair's Welcome, Apologies and Conflict of Interest

SC joined the meeting.

The Chair welcomed the attendees. There were no apologies to report. The Committee **agreed** that the meeting was quorate.

It was noted that MG and DA would need to leave the meeting early.

SC was in attendance to observe the meeting as part of the External Governance Review.

The updates were noted.

G/131   **2. Minutes of the previous meeting dated 7 June 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/132   **3. Matters arising**

A) Appointment of Committee Vice Chair

NT confirmed as part of the Terms of Reference for 2023/2024, a Vice Chair would be implemented for each Committee. Committee members had been contacted in advance of the meeting to seek expressions of interest. An expression of interest had been received from CJR.

The Committee **approved** the appointment of CJR as the Vice Chair of the Governance Committee.

The Vice Chair was appointed.

B) Action Log

NT presented the action log and noted that a number of items had been completed since the last meeting and some remained ongoing and were being progressed. One action related to the use of governor personal / college email addresses. The Board Portal was now in pace, and a decision was required regarding future use of email accounts.

The Committee **discussed** the use of College email accounts including reasons for and against, and **supported** the decision to ask all governors to use a Gateshead College email account and asked to ensure IT support was in place to facilitate this.

Action: NT to ensure all governors have access to / can access college email accounts.

MG left the meeting.

The report was noted.

G/133   **4. Governance Key Performance Indicators (KPIs)**

NT presented the report and noted that 7 KPIs for the Governance Committee were agreed at the last meeting with suggested targets.

2 KPIs were RAG rated amber; one relating to vacancies and ongoing recruitment, and one relating to compliance with Governor Training.

1 KPI was red, relating to individual attendance; there were 6 governors who were unable to achieve the 80% attendance KPI across 2022/23.

It was noted attendance had improved so far within 2023/2024.

The Committee **queried** if there were any further changes that could be made improve attendance. It was agreed that attendance could be difficult at times for governors due to work commitments / external factors. The Committee **discussed** the accessibility of meetings and agreed that this linked with the Equality, Diversity and Inclusion work highlighted as part of the Board Self-Assessment. It was agreed that no specific actions required to be taken at this time.

The report was noted.

G/134   **5. Board Recruitment and Terms of Office Update**

NT presented the report and noted that it set out the current position in terms of Board recruitment and current governor terms of office. The report set out a number of suggested actions for the Committee to consider for recommendation for Board approval.

The Committee discussed the following:

- The term length of those proposed for re-appointment. The Committee recognised that a reappointment of 4 years for both AA and MH would potentially result in both the Chair and Vice Chairs leaving the Board within a one-year period. The Committee **agreed** that they would prefer to offer the full term of 4 years, however remaining mindful of future recruitment and succession planning for these roles which would need to be considered in advance of the terms expiring for the Chair and Vice Chairs.

- The accessibility of the Board and how co-opted vacancies might assist with the work and development within this area.

The Committee recommended the following for Board approval:

- **The move of Darren Curry from the Audit Committee to the Finance and General Purposes Committee (from January 2023 – post Audit Committee recruitment) due to his Digital skillset.**

- **The re-appointment of AA for a term of 4 years.**

- **The re-appointment of MH for a term of 4 years.**

- **The appointment of Darren Curry to the Remuneration Committee for Board approval.**

- **The suggested co-opted governor Role Profile.**

- **The recruitment of co-opted governor(s) with an Estates / Property / Sustainability skillset to join the Finance and General Purposes Committee for.**

- **The process for replacement of MW as an Independent Governor, and the future Chair of the Curriculum & Quality Standards Committee.**

The report was noted.

G/135   **6. Board Self-Assessment 2022/2023**

MWW presented the report and noted the positive comments and contributions from each governor. Positive feedback related to the direction of travel and continued improvements. Governance was strong and had improved over the last year. A range of actions were being presented to improve further based on feedback.

MWW noted that improvements were to be implemented without creating an increased governance workload, and that he, NT and DA had discussed the findings ahead of being presented. The Board remained focus on continued improvement.

MWW discussed the vision of improved foresight and having reports presented that facilitate this. The Committee **discussed** the uses of AdminControl in annotating papers and asking report authors questions in advance. DA queried the potential time and increased workload implications on report authors and the co-ordination and oversight of this. It was **agreed** for The Chair to notify the Board at the December 2023 meeting that AdminControl would solely be used for the publishing of papers going forward. The Committee would then consider the additional functionality of AdminControl and expectations of use at a future meeting.

Action: Discussion regarding the uses of AdminControl at the February 2023 meeting.

The Committee **requested** the actions to be separated into ongoing and new actions.

Action: NT to re-do formatting and display of actions and reissue to the Committee ahead of seeking Board approval at the December 2023 meeting.

Based on approved actions, NT would determine how these would be rolled out and prioritised, with reporting of progress to the Governance Committee.

NT confirmed that MWW, along with NT, would present the findings of the Board Self-Assessment to the Executive Team to ensure engagement with relevant actions.

Action: NT / MWW / DA to plan ET session to present the Board Self-Assessment findings.

The report was noted.

G/136   **7.   Board Development Plan 2023/2024**

NT presented the report and highlighted that the Board Development Plan had been created for 2023/2024, with further narrative to be added once the completion of the Board Self-Assessment and External Governance Review. An updated version of this paper (including the narrative relating to the Board Self-Assessment and External Governance Review) would be provided at the next meeting in February 2024, following Board approval of the associated actions in December 2023.

In addition to the usual training, additional training was going to be delivered relating to Special Educational Needs and Disabilities (SEND) and Careers, as highlighted within the Skills Audit.

The report was noted.

G/137   **8.   Board and Senior Post Holder Declarations of Interest**

NT presented the report and highlighted that following a compliance check against the DfE guide, it was reported to the Committee that the declarations reported by Governors and Senior Post Holders would be published on the College website. This report was therefore provided to the Governance Committee for information ahead of being published.

NT confirmed that the declarations of interest would be shared with the Procurement Officer to help manage and mitigate any potential conflicts.

The report was noted.

G/138   **9. Revised Board Code of Conduct**

NT presented the report and highlighted that the code of conduct had recently been revised to ensure the document was accessible and less lengthy to ensure it was digestible for all readers. Changes included the revision of the College's Mission and Values, the removal of appendices where these documents were able to be linked (to help with appendices remaining up to date), and the text within each section summarised to shorten the length of the overall document, without altering the context contained within.

It was proposed for the next review of the code of conduct to encapsulate the College's tone of voice, now that a more simplified version had been created.

The Committee **noted** the improvements within accessibility and **recommended** this for Board approval at the December 2023 meeting.

The revised Board Code of Conduct was recommended for Board approval.

G/139   **10. AoC Code of Good Governance – New Version**

NT presented the report and highlighted that the AoC were encouraging all colleges to embrace the new code, with the specific hope that all colleges would be using the new code for 2024/25.

The College currently adopted the September 2021 version and a compliance check was undertaken within the 2022/23 year, with the Committee noting that a new code was expected.

It was proposed for the College to adopt the new code with effect from 13 December 2023, with the ability to sign off the 2022/23 annual accounts and financial statements up to the date of signing with use of the previous code.

The Committee **recommended** the adoption of the new AoC Code of Good Governance for Board approval at the December 2023 meeting.

DA left the meeting. DA highlighted that he had no queries to note relating to the agenda items yet to be covered, and supported their content.

The adoption of the AoC Code of Good Governance 2023 was recommended for Board approval.

G/140   **11. Subsidiary Companies Update**

NT presented the report and highlighted the following:

- Gateshead College currently has two wholly owned subsidiary companies; Gateshead College Foundation and North East Apprenticeship Company.
- A legal review was currently being undertaken to consider the set up and governance documentation of both organisations
- Where appropriate, any proposed changes arising from the review would be brought to the Gateshead College Corporation Board for approval.

The report was noted.

G/141   **12. Governor Equality, Diversity and Inclusion (EDI) Data 2021/2022**

NT presented the report and noted that the report looked at the Governor related data, providing comparisons between all of the responding colleges, North East responding colleges and Gateshead College.

This report highlighted the positive picture relating to the diversity of the Board.

Data for 2022/2023 was currently being collected ahead of the data submission deadline of January 2024.

Action: NT to update the report with the 2022/2023 data and bring back to the Committee to highlight any changes.

The Committee **agreed** that EDI was key to the College Strategy.

The report was noted.

G/142   **13. Risk Register**

NT presented the report, noting that there were only minimal amends following the recent report to the Board at the 25 October 2023 meeting.

NT asked the Committee if there was anything discussed during the meeting which warranted a discussion around the scoring of the risk within the Committee's remit: *R13 Inadequate or inappropriate Board oversight resulting in statutory breaches and/or failure to adequately hold the Executive Team to account,* however it was suggested not.

The report was noted.

G/143   **14. Any Other Business**

Meeting Evaluation

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

- AdminControl was accessible and the asks of the Board per item were clear.

- It was unfortunate that 2 Committee members had to leave during the meeting.

Thanks to External Governance Reviewer

The Committee **thanked** SC for attending as part of the external governance review.

G/144   **15. Date of Next Meeting**

It was noted that the next meeting was scheduled for Wednesday 7 February at 10am.