

**Agenda No: 02**



## MEETING OF THE BOARD OF GOVERNORS – MAIN MINUTES

**Wednesday 11 December 2024 – 4.00pm to 6.00pm**

<b>Governors</b>	<b>Type</b>	<b>Initials</b>	<b>Attendance</b>	<b>Apologies</b>
Michael Williams	Chair / Independent	MWi	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	
Peter Francis	Independent	PF	X*	
Richard Wensley	Staff Governor (Teaching)	RW	X	
Dan Wallace	Staff Governor (Support)	DW	X	
Dan Green	Student Governor (16-18)	DG		X
Milly Wall	Student Governor (19+)	MWa		X
<b>Clerk</b>				
Nicola Taylor	Director of Governance & Compliance	NT	X	
<b>Attendees</b>				
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^	
David Keetley	Financial Controller	DK	X^	
David Hoose	External Auditor - Mazars	DH	X^	
Rachel Alderson	Lead Practitioner – Health and Social Care	RA	X^	

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

### 3413 1. Chair's welcome, apologies, conflicts of interest

The Chair opened the meeting and welcomed the attendees.

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

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 when their appointment to committees would be discussed.

### 3414 2. Closed Session

*Closed session of governors only.*

*Item covered under a confidential minute.*

***The update was noted.***

#### 2.1 Finance Report

*JC and DK joined the meeting.*

*Item covered under a confidential minute.*

The Board **approved** the revised budget for 2024/25 – including the revised income and expenditure forecast, the revised capital expenditure statement and the revised cashflow forecast for 2024/25.

Based on the above, the Board **approved** the revised budget and noted that the revised College Financial Forecasting Return (CFFR) will be resubmitted to the ESFA.

The Board **approved** the updated 2024/25 subcontracting plan.

**Action: JC to submit the revised CFFR to the ESFA by January 2025.**

***The report was approved.***

#### 2.2 Audit Committee Annual Report 2023/2024

MC presented the report, highlighting the report had been considered by the Audit Committee and approved by the Joint Audit and Finance & General Purposes Committee, setting out a summary of Audit Committee activity and an overall opinion of the College's control environment. This report was provided to the Board for information to support the College's annual accounts and financial statements for 2023/2024.

***The report was noted.***

#### 2.3 Audit Regularity Self Assessment Questionnaire

JC presented the report, highlighting the report had been considered by the Audit Committee and recommended for approval by the Joint Audit and Finance & General Purposes Committee.

The Board **approved** the Audit Regularity self-assessment questionnaire prior to signature by the Chair and Principal and submission to the external auditor.

**Action: JC to arrange signing of the Audit Self Assessment Regularity Questionnaire and submission to the ESFA ahead of 31 January 2025.**

*The report was approved.*

## **2.4 Assessment of Going Concern**

JC presented the report, highlighting the report had been recommended for approval by the Joint Audit and Finance & General Purposes Committee on the basis that the Board would approve the revised 2024/25 budget considered earlier in the Board meeting (Item 2.1, Finance Report).

The Board **approved** the assessment of going concern.

*The report was approved.*

## **2.5 Annual Accounts and Financial Statements 2023/2024**

JC presented the report, highlighting the report had been recommended for approval by the Joint Audit and Finance & General Purposes Committee. There was no significant movement between the July 2024 management accounts and the finalised year end position. DH provided assurance of the external audit process surrounding the accounts. There had been minor control recommendations, one of which had resulted in a strengthening of wording within the College's Conflicts of Interest Policy which was to be covered under item 10.

The Board **noted** the External Auditor's Report 2023/2024.

The Board **noted** the financial statements of the subsidiary companies that have been approved by the Boards of the two entities.

The Board **approved** the Gateshead College consolidated financial statements and the letters of representation.

*The Annual Accounts and Financial Statements for 2023/2024 were approved.*

**Action: JC to arrange signing of the Annual Accounts and Financial Statements and submission to the ESFA ahead of 31 January 2025.**

The Board **noted their thanks** for the work and contributions of DK and DH.

*DK and DH left the meeting.*

*CT, IJ, NH, VC and DCh joined the meeting.*

## **3415 3. Minutes of previous meetings**

A) The Board **reviewed** the main minutes of the meeting held on 6 November 2024 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 6 November 2024 and **agreed** that they were a true and accurate record of the meeting.

*The minutes were approved.*

## 3416 4. Matters arising and Action Log

### 4.1. Action Log

The action log was presented. Actions were ongoing with updates provided as per the report. All other actions had been completed or closed.

***The Board noted the report.***

## 3417 5. Chair's Report

The Chair provided a verbal update noting the amount of work undertaken across the College to date, specifically in relation to additional 2024/25 learner numbers and the work of staff to ensure a continued positive learner experience.

The Chair had also attended the launch of the *AoC's Mission accepted: the role of colleges across the government's five missions* at the House of Lords and it was agreed this would be circulated post-meeting.

**Action: NT to circulate the AoC's Mission accepted: the role of colleges across the government's five missions.**

***The Board noted the report.***

## 3418 6. Principal's Report

### 6.1. Main Report

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

- Trade unions were consulting with their members on the proposed College pay offer for 2025 with a meeting scheduled to take place ahead of the festive break. No additional funding had been received to support the College in making a pay award.
- The College had faced a phishing incident which was promptly responded to with the relevant necessary action. This had been discussed at the Digital Steering Group. This incident was following human error. The risk appetite of this would be considered by the Finance & General Purposes Committee. Lessons learned would be implemented to further strengthen the College's controls.
- An operator had been appointed by Gateshead Council for the Gateshead International Stadium. Conversations were ongoing regarding opportunities for increased learner progression pathways.
- Plans were being explored to celebrate the College's 80th birthday. A short presentation was provided by NH. The Board **noted their support** of the work in this area.

The report also included a range of success stories from staff and learners.

***The report was noted.***

### 6.2. Board KPI Update Report

DA presented the report and highlighted that the staff:income ratio was a challenging KPI due to current unfunded learner growth for 2024/2025. The energy consumption KPI would be further developed now that the Sustainability Strategy was due to be approved.

***The report was noted.***

## 3419 7. Board Strategy Day – Poverty

*RA and two learners joined the meeting.*

MWi presented the report, setting out the context and outcomes of the November 2024 Board Strategy Day. This had been an impactful session with a commitment to take this forward.

Two learners attended the meeting to talk about recent project work they had undertaken relating to the topic of poverty within their Health and Social course, exploring how poverty would impact different areas of people's lives, brain development and education. One of the learners had also recently attended a Poverty Summit and provided their experience of the day.

The Board **asked the learners** what they thought the College could do differently going forward. Some suggestions for College action were to amend the food offer, and further marketing of initiatives such as the free breakfast and the Freepop shop. It was suggested to utilise the College's social media to advertise these initiatives to learners, along with utilising Course Representatives, and Personal Social & Development sessions.

The Board **queried** the food offering at the College and the learners suggested that this was expensive, and a proposed option would be something similar to a meal deal similar to supermarket pricing. Increased learner numbers had also resulted in longer queues which impacted food options depending on time constraints. It was also suggested that more seating areas would also be preferred, and NH noted this had also been suggested by Course Representatives and was being explored by the College.

The Board **asked the learners** if there were any other barriers to learning, and the learners noted the struggles with transportation in terms of reliability and access, and how this could result in learners being late or struggle to get into College during rush hour traffic.

The Board **discussed** digital poverty being a barrier to learning, and the learners agreed that this was an issue for some learners. CT confirmed that a Tech Check did take place with all learners as part of induction however agreed this could be further explored mid-year by Learning Facilitators.

**Action: CT to explore additional Tech Check with learners throughout the year.**

*RA and the two learners left the meeting.*

The Board **considered** the barriers and challenges highlighted by the learners, and initiatives the College had implemented to overcome these.

It was confirmed that future conversations would take place with regard to the catering contract, including learner voice.

***The report was noted.***

## 3420 8. Learner Voice

NH presented the report. NH and DA attended the first meeting of the Student Leadership Group where the attendees set the values and behaviours of the Group. There was also a reiteration of importance of connectivity across the College sites. There was passion from learners regarding preventing smoking and vaping, but also providing improved designated areas.

The Board **queried** any intelligence around what was being smoked in vapes and it was confirmed that the Safeguarding Team were cognisant of potential issues but there were no concerns to note. The Board **noted their reservations** around an improved smoking / vaping area but agreed this should be considered if it would prevent learners from smoking / vaping outside the entrance to the building.

***The report was noted.***

## 3421 9. College Strategies

### 9.1 Sustainability Strategy

NH presented the report. The Sustainability Strategy had been recommended for approval by the Finance & General Purposes Committee, with insight and input from the Sustainability Link Governor and co-opted Sustainability Governor.

The Board **approved** the Sustainability Strategy and the net zero target.

**Action: NH / ET to agree launch / publication of the Sustainability Strategy (including external publication).**

***The Sustainability Strategy was approved.***

### 9.2 Brand and Marketing Strategy

NH presented the report. The Brand and Marketing Strategy had been recommended for approval by the Finance & General Purposes Committee, with insight and input from the co-opted Brand and Marketing Governor.

The Board **approved** the Brand and Marketing Strategy.

**Action: NH / ET to agree launch / publication of the Marketing and Brand Strategy (noting this would not be published externally).**

***The Brand and Marketing Strategy was approved.***

## 3422 10. Committee Chairs Update

NT presented the report noting that following recommendation through committees, the following policies were presented for approval:

- Risk Management – this was an extension of the current Risk Management Policy whilst a review of risk wording and appetite was undertaken alongside a revised policy being drafted. This had been recommended for approval by the Audit Committee.

**The Board approved the extension to the current Risk Management Policy.**

**Action: NT to process publication of the Risk Management Policy by December 2024.**

- Anti Bribery Policy – this was a review of the existing policy with an update of the Anti-Bribery and Corruption Officer, along with alternative routes for reporting. The Financial Regulations would be required to be updated following approval of this policy to ensure alignment and consistency. This had been recommended for approval by the Audit Committee.

The Chair of the Audit Committee sought assurance that amendments and suggestions covered at the Audit Committee had been actioned and JC confirmed they had.

**The Board approved the updated Anti Bribery Policy.**

**Action: NT to process publication of the Anti Bribery Policy by December 2024.**

**Action: JC to amend the Financial Regulations to ensure alignment with the Anti Bribery Policy and report back to the Finance & General Purposes Committee in March 2025.**

- Conflicts of Interest Policy – additional wording was proposed to the current policy, strengthening the approach where if anyone was in any doubt regarding potential, perceived, confirmed conflicts, the advice was to declare. This had been recommended for approval by the Joint Audit and Finance & General Purposes Committee.

**The Board approved the updated Conflicts of Interest Policy by December 2024.**

**Action: NT to process publication of the Conflicts of Interest Policy.**

The remainder of the report was presented for information.

***The report was noted.***

#### **10.1 Quality Self-Assessment Report (SAR) 2023/24 and Quality Improvement Plan (QIP)**

CT presented the report, noting that the Self-Assessment Report had been recommended for approval by the Curriculum & Quality Standards Committee. The Curriculum & Quality Standards Committee had also received an update on the Quality Improvement Plan (QIP) which was provided for information and assurance.

**The Board approved the Self-Assessment Report for 2023/2024.**

***The report was approved.***

#### **10.2 Board Self-Assessment Report and Development Plan**

MWi presented the report, noting that this had been recommended through the Governance Committee. An action plan had been created based on the themes highlighted which would be factored into the Board Development Plan.

**The Board approved the Board Self-Assessment Report for 2023/24.**

***The report was approved.***

### **3423 11. Corporation Matters**

NT presented the report and highlighted the following:

- This would be CJR's last meeting. The Governance Committee had considered succession planning and various recommendations had been made for the Board to approve to ensure coverage of skills and better alignment of Link Governor roles to Committees.

**The Board approved the following:**

- **The appointment of MH to the Governance Committee.**
- **The appointment of MH to the Remuneration Committee.**
- **The appointment of AA to the People Committee.**
- **The recruitment of an Independent Governor with skills and experience in Careers / SEND (with SEND as a priority).**

**Action: NT to process Committee appointments and recruitment of an Independent Governor.**

- A revised Board Code of Conduct had been drafted and recommended for approval by the Governance Committee.

**The Board approved the revised Code of Conduct and the adoption of this from the date of the meeting.**

**Action: Board Code of Conduct to be circulated for signing.**

- The register of conflicts of interests of Board Members and Senior Post Holders would be published on the College's website in the interests of openness and transparency.

The Board **confirmed** the Board and Senior Post Holder Declarations of Interest for inclusion on the College website.

**Action: NT to publish the Board and Senior Post Holder Declarations of Interest on the College website.**

The Board **noted** the remainder of the report.

The Board **noted their thanks** to CJR for her commitment and efforts during her term of office.

***The report was approved.***

**3424 12. Review of Strategic Risk Register**

JC presented the report and noted the Executive Team were undertaking a review of the proposed risk appetite, and this would be considered by the Audit Committee ahead of recommending any amends to the Board for approval.

***The report was noted.***

**3425 13. Corporation Board Terms of Reference and Work Plan 2024/2025**

NT presented the report noting this would be a standing item on the agenda to remind the Board of their remit and upcoming planned items.

***The report was noted.***

**3426 14. Any Other Business**

N/A

**3427 15. Date of next meeting**

The next meeting was scheduled for Wednesday 2 April 2025 at 4.00pm.