



GOVERNANCE COMMITTEE

WEDNESDAY 5 FEBRUARY 2025 – 10AM TO 12PM – MEETING MINUTES

Meeting held via Teams

Governors	Type	Initials	Attendance	Apologies
Michael Williams	Chair / Chair of the Corporation Board / Independent	MW	X	
David Alexander	Principal / CEO	DA	X	
Martin Gannon	Independent Governor	MG	X	
Carol Davenport	Independent Governor	CD	X	
Clerk				
Nicola Taylor	Director of Governance & Compliance	NT	X	
Attendees				
Peter Francis	Independent Governor	PF	X	
Suzanne Clark	Minutes	SC	X	

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

G/188 1. Chair's Welcome, Apologies and Conflict of Interest

The Chair welcomed the attendees. No apologies were received. The Committee **agreed** that the meeting was quorate. NT reported that the Board had approved the appointment of Martin Hedley to the Committee, following the resignation of Claire-Jane Rewcastle.

Action: Martin Hedley to be invited to future meetings of the Governance Committee.

The Chair confirmed that conflicts previously declared would stand and asked that members highlight any additional conflicts of interest should they arise during the course of the meeting.

The updates were noted.

G/189 2. Minutes of the previous meeting dated 18 November 2024

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

The minutes were approved.

G/190 3. Matters arising / Action Log

NT presented the action log and noted that there were 2 actions outstanding. Updates were provided as follows:

- The Governance Committee had agreed previously to review the functionality of AdminControl in November 2025. This was an ongoing action until this point in time.
- Additional training needs would be covered as part of the meeting agenda.
- All other actions were recorded as complete or closed.

The report was noted.

G/191 4. Governance Key Performance Indicators (KPIs)

NT presented the report and highlighted that there were 7 KPIs previously agreed by the Committee. 5 of the KPIs were currently shown as green, on target. There were 2 KPIs RAG rated amber, not on target, one in relation to attendance and one in relation to mandatory training. There were cases where attendance was below the baseline of 70% and target of 80%. This was discussed with governors at self-assessment. Compliance with mandatory training was a continued area of focus and regular reminders were sent to governors. Some modules were outstanding however compliance rates were at 90%+ which was promising.

The Committee **discussed and queried** the following:

- In relation to attendance, it was suggested that it might be helpful to share attendance information with Committee Chairs after each cycle to allow them to support governors with their committee attendance, where possible. It was **agreed** that NT would highlight any attendance concerns with the Chair / Committee Chairs if/as required to allow discussions to take place outside of the self-assessment process, if appropriate. The Committee agreed the need for this to be supportive and proportional, noting that many governors had work commitments and were balancing this with their voluntary college role.
Action: NT to monitor attendance and highlight any concerns to Committee Chairs.
- In relation to mandatory training, a number of governors had reported issues accessing training via Moodle (the College's online platform to deliver mandatory training). In the main, this related to having log-in issues and training completion not recording correctly. NT advised that she would work with the College's IT team to resolve and explore this further. It was stressed that governors should have the same level of IT functionality as staff. Governors agreed that IT support had been provided promptly when facing issues.
- NT confirmed that two changes were required within the report, details for attendance were for 2023/2024 (rather than the header of 2023/2023) and that there were 8 governors with less than the target of 80% attendance.

Action: NT to work with IT in relation to training / login issues.

Action: NT to update the 2 areas of the report queried.

The report was noted.

G/192 5. Board Recruitment, Terms of Office and Skills Update

NT presented the report, highlighting the following:

- There were 4 governors with terms of office due to end in the next 12 month period.
- Recruitment for the teaching staff governor was underway. The current teaching staff governor was eligible for re-election.

- The 2 student governors were due to complete their programmes in July 2025. NT would work with the College's Student Engagement Manager to progress recruitment early in the new academic year.
- The Independent Governor (Lisa Crichton-Jones) and the 3 co-opted governors on the Finance & General Purposes Committee (Victoria Beattie, Sarah McCourt and Chris Forster) had confirmed their interest in being appointed for a further term.

The Committee **discussed and queried** the following:

- The Committee was supportive of the recommendations and highlighted that the co-opted model adopted had worked well. Co-opted members had worked with the Executive Team in relation to strategy development, bringing skills, knowledge and appropriate tone of voice to the process.
- The Committee discussed the limited opportunity for student governors to engage with the Board, due to the timing of their appointment and the nature of their study programmes, recognising the need to have an appropriate balance between their learning requirements and Board activity. There was an awareness that some colleges had a different recruitment window, with student elections taking place in January and having student governors in post for an 18-month period where their course was for more than 12 months.
The Committee **agreed** that the current model of September recruitment allowed all learners to be involved, as a January model would impact on fairness of opportunity, excluding learners who join in September on a 1-year programme.
- In relation to student governor engagement, it was confirmed that one of the current student governors was also a course representative. As part of their role, both student governors were invited to join the Student Leadership Group meeting. The Committee noted that both student governors had been very engaged since their appointment. It was also recognised that there was engagement outside of Board / Committee meetings, for example, both attended the recent Unloc Student Governor Changemaker Summit, very positive feedback received.
- The Committee considered an agenda item to allow student governors to feedback, noting that the student governors were there to provide their own individual learner views rather than the views of all learners. It was agreed that this would depend on the meeting agenda. The Committee also suggested that there could be an agenda item for learner voice at committee meetings, in addition to the item at Board.
It was suggested that there could be an agenda slot to hear from learners directly (outside of learner voice reporting) although recognising that this needed to be meaningful and informative, but a positive way to evidence that decision making was informed through learner voice. It was acknowledged that the Board environment could be intimidating for learners.
- In relation to representation from different learner groups, DA reported that learner voice is at the centre of all activity and decision making. The Board had implemented a link governor for learner voice, which allows this role to have a greater depth of the work around Learner Voice within the College. In terms of the Learner Voice model within the College, there were over 160 course representatives in place, and this was across all course areas / campuses and therefore representative of all learners. DA highlighted that there were a number of ways the learner voice feedback was shared with the Board, with reports covering learner voice and student surveys.
- A discussion took place around the extent to which decisions made had considered learner and staff feedback, and how these decisions had been communicated back to these groups. It was confirmed that a weekly staff email is issued by DA, which included details of Board discussions. In relation to how this

was fed back to learners, it was confirmed that there were a number of cross college groups in place, attended by both staff and learners, where attendees were very much involved in the decision-making process. It was recognised that this may not always be evident to the Board.

- The Committee **agreed** that it would be useful within reporting to consider further how any staff / learner involvement could be captured to allow readers to understand the level of engagement ahead of decision making.

Action: PF to share example of a Board paper including an equality impact assessment of learner / staff involvement to DA and NT.

MG left the meeting at 10.36am.

The Governance Committee:

- **Recommended** the reappointment of LCJ for a further term of 4 years for Board approval.
- **Recommended** the reappointment of VB for a further term of 1 year for Board approval.
- **Recommended** the reappointment of SMc for a further term of 1 year for Board approval.
- **Recommended** the reappointment of CF for a further term of 1 year for Board approval.

Action: NT to progress reappointments for Board approval.

The remainder of the report was noted.

G/193 6. Independent Governor Recruitment

NT presented the report and highlighted that following an Independent Governor resignation, as discussed at the last meeting, a proposal for recruitment was shared for approval. It was proposed that the interview panel would be made up of MW, DA, PF, CD and NT, with a view to having a new governor in post by April 2025. Careers and SEND had been identified as key areas of skill required and NT suggested potential options for consideration, including co-opted recruitment, or the appointment of 2 governors, depending on applicants.

The Committee **discussed and queried** the following:

- The total number of Board vacancies – it was confirmed that there was only one vacancy based on the current Board composition however, a recent change in the governance documentation allowed the Board to recruit up to a maximum of 20 members and therefore there was flexibility surrounding this. There was a view that appointing someone with both SEND and careers experience may be challenging, so appointing 2 governors could be considered as an option.
- The Chair suggested that having the option of further flexibility of the number of members may be beneficial in terms of shadowing opportunities, particularly around future vice chair recruitment.
- A further option of introducing another co-optee role was suggested as a helpful approach for future consideration. The Committee was open to the possibility of recruiting an additional governor if there were 2 good candidates. It was **agreed** to progress with the recruitment process and the Committee would consider an appropriate appointment mechanism based on applicants.

The Governance Committee approved the recruitment and appointment process.

Action: NT to progress with the recruitment of the Independent Governor Vacancy.

The report was approved.

G/194 7. Governor Succession Planning (including Governor Recruitment, Development and Succession Planning policy)

NT presented the report and highlighted, following previous discussions in relation to succession planning and continuation of roles, the proposed process as per the Board's succession planning policy. It was confirmed that there was no conflict of interest for MW in relation to this as he would not be eligible for reappointment after 2029.

The Committee **discussed and queried** the following:

- It was felt that the report set out a sensible approach, showing rigour of thought. The proposal looked to avoid conflict, allowing space and time for planned succession. The opportunity of shadowing was recognised as a positive aspect.
- Work in producing the plan and policy was recognised. It was suggested that shadowing may be a good opportunity with potential to develop co-opted governors, supporting them in stepping into a full Board role, if appropriate.

MG re-joined the meeting at 10.49am, indicating that he was experiencing connection issues.

- The Committee was supportive of the report and felt that the challenge in relation to succession planning was providing opportunity for all, out with the process, by ensuring governors were given appropriate training / development / opportunity to understand these roles.
- The Chair indicated the importance of ensuring opportunity and also ensuring that changes in Board composition were seamless.

The Committee recommended the Governor Recruitment, Development and Succession Planning for Board approval.

Action: NT to progress the Governor Recruitment, Development and Succession Planning for Board approval.

The report was noted.

G/195 8. Board Development Plan

NT presented the report and highlighted actions had been added to the development plan, following 2023/2024 Board self-assessment, with updates provided where possible. NT indicated that there was further work to within the following areas:

- Reporting - This was being picked up at agenda setting meetings, to set out requirements of reports in relation to length and required detail.
- EDI - A Board session on privilege was discussed previously and the Committee was asked to consider if this was something to take forward, recognising that it may link with the theme of barriers to learning.
- Pen portraits were currently being provided by governors.
- Actions relating to EDI were in progress – an updated College EDI strategy was due to be presented to the People Committee in February 2025.
- Starred agenda items had been trialled at the Board meeting in December 2024 and had worked well.

The Committee **discussed and queried** the following:

- The Committee noted the amount of Board development that had taken place and the continuation of this activity. Activity had been very focused over the last year, however there was a need to balance this and ensure the Board have time to see the impact of this before considering what further development may be needed.
- As part of governor induction, it was highlighted that opportunities to meet staff would be helpful (along with the opportunity to meet with learners), to allow governors to get a feel for the organisation. This was recognised however, it was felt that in terms of timing, it was important for Board members to meet with the Principal and Chair in the first instance. Where facilitating opportunities, they would need to be properly supported.
- The quality of the report was commended, and it was felt that this captured outcomes from the Board self-assessment process.
- In relation to EDI, it was recognised that the College was moving at pace, and EDI permeates through all activity the College does. There was a significant level of expertise at Board level and there was confidence that the College were working with EDI as a priority.
- The need to consider mandatory training for governors was recognised and the Chair indicated that he was in favour of exploring unconscious bias training as an additional component. It was suggested that this could be useful, as a reminder, for any governors who had not previously had this training external to the College.
- It was confirmed that a report would go to the next People Committee to present the College's EDI strategy which had been refreshed and rewritten. The People Committee would be asked to recommend the strategy for Board approval. It was **agreed** to receive the EDI report, through the Board, and then give further consideration as to whether there was a Board training need in relation to EDI. At this point, the Committee could also consider if there were structures in place in relation to unconscious bias. NT confirmed that the Board EDI report would reflect that the Governance Committee would consider EDI training and structures following approval of the EDI Strategy.

Action: Committee to consider if there is a need for Board EDI training after the updated EDI Strategy has been approved.

Action: Board EDI report to advise that Governance Committee will consider EDI training following approval of the strategy.

- It was **agreed** that NT would seek feedback in relation to Board development through discussions with other governance professionals. NT reported that some organisations were using ETF governor training modules. It was **agreed** that NT would review the modules available and consider if there were any modules that could be recommended specifically for governor mandatory training.

Action: NT to seek feedback from network in relation to additional training opportunities for governors.

Action: NT to review ETF training modules.

The report was noted.

G/196 9. Board Strategy Day – Autumn Board Strategy Day Evaluation and Spring Board Strategy Day Planning (April 2025)

NT presented the report and highlighted that the report provided an update on the Board Autumn Strategy Day which took place in November 2024 and feedback received from this. An evaluation form was issued on the day, and 10 responses (6 governors and 4 Executive Team members) were received, out of a possible 15 (including governors and executive members). The results showed positive feedback

with an overarching sense that the Strategy Day was a success. The overall rating of the day was 4.3 out of 5 (with governors rating this 4.67), in comparison to the Spring 2024 Strategy Day rated 4.67 out of 5.

The Spring Board Strategy Day 2025 was due to take place on Thursday 3 April 2025 and would continue with the theme of Poverty following the theme discussed at the November 2024 Strategy Day. Following the discussion with the Committee, a further discussion was planned with the Chair and Vice Chairs to take this forward on 7 February 2025. An update would be provided to the Committee following this. A session on trauma informed approaches was currently a consideration with this having been identified as a key action arising from the November 2024 strategy day. The Chair of the Board had agreed to attend an Executive Team information session in relation to a trauma informed approach in March 2025, before looking to consider this at Board level.

The Committee **discussed and queried** the following:

- In relation to the proposed session on the adoption of a trauma informed approach, the Committee shared some thoughts that there would be a need to proceed with care given the risks and sensitivities associated with this. It was confirmed that the Executive Team information session was planned to consider this further and would be led by the DfE national lead in this area.

MG left the meeting at 11.15am.

The Committee were assured that the College would be taking the required steps to ensure that the approach was an appropriate fit for the organisation. It was **agreed** to have a further discussion at the next Governance Committee meeting in relation to this, depending on prior discussion and potential discussion at the Spring Board Strategy Day.

Action: Trauma informed approach discussion to be included on the agenda for the next Governance Committee meeting (if not covered as part of the Board Strategy Day).

DA provided an update on actions / outcomes from the Autumn Board Strategy Day:

- There was ongoing conversations and work being undertaken across the region on this topic, with addressing poverty being identified as a priority by the North East Mayor, with a new Strategic Lead being appointed to lead this regionally, with Gateshead Council also appointing a Strategic Lead
- It was agreed that a letter be drafted, to be shared with the North East Mayor, expressing the College's wish to take a role in working with NECA, linking to the possibility of undertaking a piece of research as discussed with the Board. It was agreed that the letter be issued on behalf of both DA and MW, subject to MW having the opportunity to review the content.

Action: Draft North East Mayor letter to be shared with MW ahead of being issued.

- Work was taking place in relation to the College's stakeholder map and the College were looking to work with the appointed Strategic Leads on this.
- The importance of engagement was emphasised, noting the sensitivity of the political landscape and the need to avoid actions that lacked meaningful impact. As a college committed to making a difference by equipping people with career skills, it was agreed that the College's engagement must be measured and thoughtful. The Committee noted that significant change would require leadership from the national government.

- In terms of research, advice was welcomed from PF and CD. The Chair indicated that he'd had previous experience of sponsoring a PHD student which was a really beneficial experience.

Action: DA, PF and CD to discuss the approach to potential research.

- The Chair recognised that the previous strategy day had been an exploratory session with the opportunity for discussion. He was keen that the Spring Strategy Day provided defined outcomes, a clear focus on actions and understanding of next steps
- Feedback was requested in relation to having external facilitation for the strategy day. Feedback from the previous strategy day, facilitated by Tailored Thinking, was very positive however the Committee felt that the need to have this at the next session was dependent on the content.

The report was noted.

G/197 10. Strategic Risk Register

NT presented the report and highlighted that there was no change to the risk in relation to Board oversight. There had been some change to risk scoring and the updated register would go to Audit Committee at their meeting in March 2025, accompanied by the Risk Management Policy. The horizon scan had also been updated and internal operational risk groups continue to meet regularly.

The report was noted.

G/198 11. Any Other Business and Meeting Evaluation

In addition to the evaluation form that will be circulated post-meeting, attendees were asked to provide any feedback / comments:

- There had been positive discussion around learner voice at Board level, succession planning and Board development.
- Reports were of high quality which allowed for focussed discussion.

G/199 12. Date of Next Meeting

The next meeting was confirmed as Wednesday 7 May 2025 at 10.00am.