GATESHEAD COLLEGE
EDUCATION WITH EMPLOYMENT EDGE

GOVERNANCE COMMITTEE

WEDNESDAY 7 MAY 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	
Martin Hedley	Independent Governor	MH		X
Clerk				
Nicola Taylor	Director of Governance & Compliance	NT	X	
Attendees				
Suzanne Clark	Minutes	SC	X	

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

G/200 1. Chair's Welcome, Apologies and Conflict of Interest

The Chair welcomed the attendees. Apologies were received from Martin Gannon and Martin Hedley. The Committee **agreed** that the meeting was quorate.

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.

G/201 2. Minutes of the previous meeting dated 5 February 2025

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/202 3. Matters arising / Action Log

NT presented the action log and noted that there were a number of actions marked as ongoing which are being progressed.

- Governor attendance at meetings is being monitored, there were no current issues to report.
- There are no current issues in relation to governor IT access for completion of mandatory training.

- NT is awaiting an example of a Board paper including an equality impact assessment of learner / staff involvement from PF (Board Member) and has followed up in relation to this.
- The deadline for the independent governor vacancy was the beginning of May. No expressions of interest were received.
- Board EDI training remains an item for further consideration and it was agreed to discuss this further as part of the Board Development Plan item.

All other actions were recorded as complete or closed.

The Governance Committee noted the report.

G/203 4. Governance Key Performance Indicators (KPIs)

NT presented the report and highlighted the following:

- One KPI was amber relating to individual governor attendance. There were currently 7 Board members with less than 80% attendance at this point in the year.
- Due to the number of meetings, missing one meeting could have a detrimental impact on overall attendance however there were no specific concerns of note to report. An ongoing action was in place to highlight with Committee Chairs should there be any particular areas of concern. Attendance would also be covered as part of the Board Self-Assessment process.
- When the KPIs were originally agreed, it was suggested to have a KPI relating to EDI however a specific KPI was not agreed at that point. It was suggested that a KPI could be introduced that links with perception (similar to the Staff Survey) or representation linking with the Board member EDI data report.

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

- EDI – The Committee acknowledged the challenges of embedding Equality, Diversity, and Inclusion (EDI) in recruitment, particularly due to its small size, where a single appointment could significantly affect overall diversity. While setting specific targets was seen as potentially problematic, the Committee emphasised that EDI remained central to the College's actions, with recent student feedback showing 98.6% felt all cultures and backgrounds were valued. Discussions also highlighted the importance of the Board reflecting the community it served, with concerns raised about how representative it is perceived to be. Although communication channels like the Principal's weekly email help shared Board activities, limited informal contact with staff and learners was noted, largely due to time constraints. It was agreed that NT would consult her governance network to explore how other organisations measure EDI, emphasising that such efforts should be meaningful, focusing on impact, perception, and accountability rather than tokenism.
  Action: NT to explore EDI KPIs across Governance Network.
- In relation to attendance, the Committee discussed ways to support governors' attendance at meetings, balancing attendance with other commitments remained a challenge. Despite some absences, many governors continued to actively support the College through their link roles and engagement with the Executive Team. It was suggested that any attendance KPI should be nuanced, reflecting the broader scope of governor involvement rather than just meeting presence. The College values governors' commitment and aims to be mindful when requesting additional time. This topic would be explored further during the Board Self-Assessment process, with a focus on

understanding individual needs. Additionally, the idea of regular touchpoints with governors, in addition to the formalised one to ones with the Chair / Vice Chair as part of the Self Assessment Process, throughout the year was proposed to maintain engagement, and NT agreed to consult her governance network on effective ways to capture governors' broader contributions without adding administrative burden.

Action: NT to explore governor attendance KPIs across Governance Network.

The Governance Committee noted the report.

4.1. Board Member EDI Data 2022/2023 and 2023/2024

NT presented the report and highlighted that this set out, based on the comparators, where the Board may wish to focus efforts to diversify, including:

- Ethnicity (focussing on ethnicities other than White)
- Age (focussing on younger age brackets)
- Those declaring a disability:
- Comparators against data, one person can make a significant difference.

It was reported that this was considered as part of recruitment and an EDI form had been introduced to capture information from applicants as part of the recruitment process, although minimal recruitment had taken place since its inception.

The Committee **discussed** that recruitment often targeted specific skill sets, and efforts had been made to ensure roles are accessible. The Committee suggested enhancing diversity through a potential Community Board or panel, but it was suggested that partnering with existing organisations might be a more effective way to engage a broader range of individuals interested in developing strategic experience. As part of succession planning, individuals could be introduced to the Board up to two years before a vacancy arises, allowing time for development. It was noted that the College was also engaging with partners to review its strategic plan and continued to be involved in initiatives like Pride in Gateshead and collaborations with the Jewish community.

Action: NT to discuss with the Director of Brand and Learner Experience engaging with community groups in relation to Board recruitment.

Action: NT to consider succession planning and opportunities similar to co-opted roles for creating opportunities for Board member development / experience and for this to be considered at a future meeting.

The Governance Committee noted the report.

G/204 5. Governance Documentation Update

NT presented the report, highlighting that the documents have been reviewed and updated. This was largely housekeeping and minimal amends, however there were some amends suggested for the Instrument and Articles of Government which included:

- Removal of proxy voting.
- Amendment of quoracy to 40% rather than one third.
- Removal of the need to sign approved minutes.

It was reported that there was a difference across committees in terms of membership. Curriculum and Quality Standards and Finance and General Purposes were to have 5 members whilst the other committees were to have 4. The Committee was asked to consider if they might want to change this.

It was noted that the meeting dates for 2025/26 would be circulated ahead of being presented for Board approval in July 2025.

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

- Appreciation was noted for the work of NT in updating the documentation. It was highlighted that committees would be consulted on their proposed Terms of Reference through the upcoming cycle of Committee meetings, and should they feel there was anything which required further review/amendment this would be presented to the Board meeting in July along with the general governance amendments supported at this meeting.
- In relation to the terms of reference for the Finance and General Purposes Committee, the Governance Committee was asked to consider if there was anything additional to add. The Committee felt that expectations within the terms of reference were clear. It was suggested that there might be something for the FGP Committee to consider in relation to assumptions and risk factors. It was agreed that both the outgoing internal auditors (WBG) and the incoming internal auditors (Validera) be asked to review the FGP and Audit terms of reference, to give additional assurance. An update would then be shared with the Finance and General Purposes and Audit Committees at their next meeting.
- The Interim Deputy Principal: Finance and Resources was currently reviewing the management accounts pack that is issued to the Finance and General Purposes Committee. The need for governors to be able to understand and digest the information provided was recognised, and it was confirmed that training would be provided as required.
- A discussion took place on whether, as part of the terms of reference for the Remuneration Committee, that the Committee should consider the roles and responsibilities in relation to senior post holders, ensuring opportunities for open contact with the Chair (on behalf of the Board), and the with this for there to be clear lines of responsibility and accountability. It was agreed that MW, DA and NT would have further discussion in relation to this outside of the Committee and feedback to the Remuneration Committee as appropriate.
- In relation to the differing number of governors for committee membership, it was recognised that there is generally a wider skills need for Curriculum and Quality Standards and Finance and General Purposes. The Committee did not feel there was a mandate for change at this stage.

Action: NT to circulate meeting dates for 2025/26, ahead of them being presented for Board approval in July

Action: NT to arrange review of the Finance and General Purposes and Audit Committee terms of reference by both WBG and Validera, informing the Finance and General Purposes and Audit Chairs of this.

Action: MW, DA and NT to have a follow-up discussion re senior postholder touchpoints and communicate this to the Remuneration Committee.

The Governance Committee recommended the updated Governance Documentation for Board approval following committee consultation. This included:

- ***Audit Committee Terms of Reference***
- ***Curriculum & Quality Standards Committee Terms of Reference***
- ***Finance & General Purposes Committee Terms of Reference***

- ***Governance Committee Terms of Reference***
- ***People Committee Terms of Reference***
- ***Remuneration Committee Terms of Reference***
- ***Instrument and Articles of Government***
- ***Board Standing Orders***
- ***Board Scheme of Delegation***
- ***Board Terms of Reference***

G/205 6. Board Recruitment and Terms of Office Update

NT presented the report, highlighting the following:

- There was a positive Board Composition with only student governors to replace along with co-optees in the next 12 months (if appropriate).
- The one current independent governor vacancy was ongoing with no expressions of interest received to date.
- There were some areas at Curriculum and Quality Standards Committee where the level of skills scores were below 3.5 in the skills audit, however this increased to over 3.5 when the student governor scores were removed.
- The Committee were asked to consider if there is a need for additional recruitment to the People and Remuneration Committees.
- An expression of interest to join the Governance Committee had been received from PF. This would slightly reduce the overall average skills score however not negatively impact any individual skills scores below 3.5.
- The Committee was asked to consider the frequency of the skills audit which is currently annual.

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

- In relation to the overall scoring for the Curriculum and Quality Standards Committee, it was agreed that removing the scores of the student governors was the correct approach. Student governors attend the Committee for a specific reason, and not to add to the skill set of the group.
- In relation to the request from PF to join the Committee, it was confirmed that there is no active recruitment currently in relation to the Governance Committee. Whilst it was recognised that members should be supported where there is a particular area of interest, it was felt that any opportunity should be also offered to other Board members, to ensure fairness and transparency where it arose. It was agreed that there was no requirement currently to expand the Committee.
- The current co-optee model, noting they were appointed to address specific skills needs and have added significant value, particularly in the Finance and General Purposes and Audit Committees. Co-optee appointments had varied in length, with recent extensions aligning with strategic needs, and all terms are subject to the Board's maximum eight-year limit. It was suggested that, as part of succession planning, the potential for co-optees to transition into full Board members should be explored when vacancies arise. Additionally, the idea of involving co-optees in other committees to support development was raised. The Committee would continue to assess the skill sets of co-optees and consider how best to integrate their expertise within the broader Board structure.
  Action: NT to consider co-optees in relation to succession planning and opportunities for Board development.
- In relation to the frequency of the Board skills audit, which is currently undertaken annually, it was suggested that this approach could be reviewed.

A bi-annual approach could be adopted, or completion of the skills audit could be approached as a trigger event. It was recognised that governors need to see the benefit of the skills audit and it should add value. It was confirmed that overall scores across the committees are recalculated when members leave or new members are appointed. The audit is regularly monitored and updated. It was recognised that individual scores do not change regularly and therefore a bi-annual approach was agreed. Skills scores would continue to be reported to the Governance Committee on an ongoing basis.

The Governance Committee

G/206 7. Board Development Plan

NT presented the report, highlighting the following:

- There were 5 actions RAG rated as Amber:
- An EDI monitoring form had been implemented for governor recruitment to measure inclusivity.
- In relation to the Meet the Governors Newsletter previously discussed, pen portrait information had been collected from governors. This is in the process of being added to the College website. Once available it would be communicated as part of the Principal's weekly message to staff.
- In relation to Board values, there was a need to evidence that values were part of the decision-making process and this would form part of the strategic plan review process, with an update on this planned for the July 2025 Board meeting.
- Work is progressing in relation to the College's Policy Register.
- EDI reporting across committees is a constant theme and work is ongoing to ensure that when reporting at Board level EDI is a consideration.
- Report authors are also asked to ensure report executive summaries relate to cross-committee reporting

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

- The current approach of follow-up on Board development in a measured, incremental way, allowing focus to be on the student experience was felt to be appropriate. The Board Self-Assessment process would be a key driver for further development.

The Governance Committee noted the report.

G/207 8. Board Self-Assessment Process 2024/2025

NT presented the report, highlighting the following:

- The proposed process largely followed the approach taken previously and would include a survey of Board members, attendance overview, and appraisal conversation.
- The process would also include a compliance check against the FE Governance Guide and AoC Code of Good Governance.
- There was ongoing and additional self-assessment activity taking place throughout the year including meeting evaluation and strategy surveys.

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

- In relation to the value of individual discussions, the Chair stressed that he found these to be important conversations and was hopeful that members would feel it was a valuable exercise. Previous discussions had been very powerful and had led to a better, more effective Board. The Chair added that he was a firm advocate of the current approach so long as it continued to add value, given the time commitment.

- The need to achieve a balance between engagement and peoples' time was recognised and the Committee agreed that individual meetings were a good mechanism to do annually. It was suggested that external support could be considered which could increase openness and provide support for the Chair. Following discussion, where the Chair emphasised the possible impact on building relationships, it was agreed to progress with an internal approach.
- A further discussion took place in relation to the degree in which vice chairs might be able to support the process by undertaking individual discussions. It was agreed that NT would contact the vice chairs to seek their availability, to support the process in terms of individual discussions. It was confirmed that NT would look to attend all meetings with a view to capturing key themes.

Action: NT to contact vice chairs to seek availability for undertaking individual discussions as part of the Board Self-Assessment Process.

The Governance Committee approved the Board Self-Assessment Process for 2024/25.

G/208 9. Spring Board Strategy Day Evaluation

NT presented the report, highlighting that the results show 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 4.57), in comparison to the November 2024 Strategy Day which rated 4.3 out of 5.

A summary of the strengths and challenges were:

Strengths:

- Good format of the day
- Positive culture, collaboration and discussion
- Positive feeling of input into the College strategic direction

Challenges:

- Continuing the conversation
- Ability to feedback as part of full group discussions
- Time constraints
- Clarity of expected outcomes

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

- In terms of outcomes, the Committee felt that there was some very rich feedback in relation to engagement. There was good energy in the room and the day resulted in some tangible outcomes. It was reported that a request has been received by DA from Amanda Bailey, Strategic Lead of the Child Poverty Reduction Unit at the North East Combined Authority to meet as a follow-up to the letter sent to the North East Mayor.
- Feedback in relation to trauma informed was particularly interesting. It was felt that Board members took a values-based approach. Consideration was now needed on how to take this forward.
- Actions were progressing to take forward outcomes from the College's community conversation. A lot of the discussion on the day was around continuation and how to take things forward further.

- A view was shared that there was a wealth of learning and some very useful debate which would inform work going forward, but there was a need to continue the focus on outcomes at future events and to be clear on these.
- The intensive nature of Board strategy events, and the time commitment for both Board members and the College's Exec Team was recognised. There was a need to ensure that there is value in future events.

The Governance Committee noted the report.

G/209 10. Review of Strategic Risk Register

NT presented the report, highlighting the following:

- In relation to R11: Failure to recruit, retain, develop and support high calibre staff impacts adversely on the College's capacity to deliver, leading to reputational damage and financial loss, the probability of the risk crystallising has been reduced from 3 'as likely to occur as not' to 2, 'less likely to occur than not' and the overall residual risk score from 12 'medium' to 8 'low'. This follows the completion of a successful staff recruitment campaign in 2024 and the recruitment of a learning and development specialist.
- The horizon scan had been updated. It was planned to do a more thorough review across the summer period.

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

- The Interim Deputy Principal: Finance and Resources would be undertaking a detailed review of the strategic risk register.

The Governance Committee noted the report.

G/210 11. Any Other Business / Meeting Evaluation / Terms of Reference and Work Plan

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

- The reports provided had been very helpful in informing discussion during the meeting.
- The quality of the reports and level of detail was commended.
- There had been good insightful discussion leading to some actions to take away and consider further.

G/211 12. Date of Next Meeting

The next meeting will be confirmed on the 2025/26 meeting schedule.