

Agenda No: 02



## MEETING OF THE BOARD OF GOVERNORS – MAIN MINUTES

Wednesday 10 December 2025 – 4.00pm to 7.00pm

Governors	Type	Initials	Attendance	Apologies
Michael Williams	Chair / Independent	MW	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	
Eamonn Toland	Independent	ET	X	
Maria Craig	Independent	MC	X <sup>^</sup>	
Peter Francis	Independent	PF	X	
Ryan Gibson	Independent	RG	X <sup>*</sup>	
Katy Malia	Staff Governor (Teaching)	KM	X <sup>^</sup>	
Dan Wallace	Staff Governor (Support)	DW	X <sup>^</sup>	
Dylan Smith	Student Governor (16-18)	DS	X <sup>^</sup>	
Anthony Gibbon	Student Governor (19+)	AG	X <sup>^</sup>	
<b>Clerk</b>				
Nicola Taylor	Director of Governance and Compliance	NT	X	
<b>Attendees</b>				
Chris Toon	Deputy Principal: Curriculum and Quality	CT	X <sup>^</sup>	
Sarah Judson	Deputy Principal: Finance and Resources	SJ	X <sup>^</sup>	
Ivan Jepson	Director of Business Development and Innovation	IJ	X <sup>^</sup>	
Nadine Hudspeth	Director of Brand and Learner Experience	NH	X <sup>^</sup>	
Vicki Casey	Director of People and OD	VC	X	
Deni Chambers	Director of Curriculum and Skills	DCh	X <sup>^</sup>	
Laura Morris	Curriculum Leader	LM	X <sup>^</sup>	
Learner Group	Learners	Group	X <sup>^</sup>	
Steve Harper	External Auditor - HaysMac	SH	X <sup>^</sup>	

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

**3468 1. Chair's welcome, apologies, conflicts of interest**

The Chair opened the meeting and welcomed the attendees. LM and 6 A Level learners had joined the meeting for Item 4. Introductions took place.

The External Audit Partner would be invited to join the meeting for item 7.

Apologies had been received from DB, AA, MG and MH. **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 / roles would be discussed.

**3469 2. Minutes of previous meetings**

- A) The Board **reviewed** the main minutes of the meeting held on 5 November 2025 and **agreed** that they were a true and accurate record of the meeting.
- B) The Board **reviewed** the notes of the Autumn Strategy Day on 6 November 2025 and **agreed** that they were a true and accurate record.

***The minutes were approved.***

**3470 3. Matters Arising and Action Log**

The action log was presented; a number of actions remained ongoing with progress updated included, all other actions had been completed or closed.

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

**3471 4. Learner Voice**

*The work of a group of A level students has been included in a national sex education toolkit.*

*The Flag !t campaign was designed to help staff and students better understand gender-based violence and misogyny. It was born out of the voices and experiences of students who wanted to take a stand against everyday harm and challenge the norms they've been expected to accept.*

*Launched at the Association of Colleges Conference and Exhibition, an annual event that brings college leaders, policymakers and educators from across the country together, the campaign forms part of a Relationship Sex Education toolkit created for the Department for Education (DfE) by Polly Harrow, Assistant Principal at Kirklees College and FE Student Support Champion for the DfE.*

*Flag !t addresses the negative 'red flag' behaviours and celebrates the positive 'green flag' behaviours students see and experience in and out of college. Their raw ideas were shaped in collaboration with designer Alex Lockey and developed into bold campaign resources for use in schools and colleges. The campaign seeks to help staff and students understand these challenging topics as well as offer a reporting mechanism to 'flag' the good and bad behaviours they experience.*

*The Flag !t campaign will be launched in college next year once consultation with students is complete.*

NH presented the item, setting out the learners' involvement in the creation of the Relationship Sex Education toolkit created by Polly Harrow, Assistant Principal at Kirklees College and FE Student Support Champion DfE. The learners had been invited to the National Association for Managers of Student Services (NAMSS) conference in January 2026 to present their work.

The learners provided the Board with a presentation, setting out the creation and concepts behind their Flag It campaign, why they chose to get involved, their work to date and what they hope to do going forward. The learners talked about the importance of not gender stereotyping concerns and also recognising what further support might be needed for learners both facing misogyny but also those who may lack an understanding and awareness of displaying misogynistic tendencies or ideologies. The learners suggested that more training was needed for staff in tackling issues of misogyny.

The Student Governors supported this work and thanked the learners for their work on improving the learner experience. The Student Governors asked if the statistics were specific to the college, it was confirmed not however the learners would be interested in exploring this.

The Board had the opportunity to discuss the campaign with the learners, covering next steps, the proposed impact, and the likelihood of an improved student experience.

The Board **noted** the positive impact of this work, **recognising** not only the impact it would have on learner experience, but also what impact it would have on future workforces in terms of awareness and understanding.

LM set out that test runs of the campaign were being tried across a range of different departments, using learning facilitators to understand where any tailoring of messages would be required to best support learners. The campaign was aimed to be digital and interactive to ensure the continued momentum. The College was also working with external partners, such as men's mental health charities, to support this work.

The Board **asked** how impact would be measured and it was suggested this would be done by learner voice, gaining an understanding of the current picture and then being able to measure the difference following the roll out of the campaign. It was noted that the College would likely see an increase in reporting of misogyny as awareness was improved.

The Board were keen to understand how they could support the College in this work and the utilisation of learner voice to inform next steps, with a continued focus on inclusivity.

The Board **thanked** LM and the learners for attending and their work in this area.

***The report was noted.***

*LM and the learners left the meeting.*

## 3472 5. Chair's Report

The Chair presented the infographic created from the Board's values session at the November 2025 Strategy Day. The Board **agreed** this was a true reflection of the session. The Board **discussed** the importance of ensuring they led with values-based decision making and how this flowed through the College's strategic plan. The Board **suggested** more prominence of inclusion within the Strategic Plan.

**Action: DA / Executive Team to consider the prominence of inclusion as part of the Strategic Plan (April 2026).**

The Board **considered** how the values could be tested and how it could be highlighted when the values weren't being followed. It was **agreed** that values-based decision making could be tested as part of the Board Self-Assessment.

**Action: MW and NT to consider how values-based decision making could be tested as part of the Board Self Assessment process (June 2026).**

***The report was noted.***

## 6. Principal's Report

### 3473 6.1. Main Report

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

- The College had been awarded the prestigious Queen Elizabeth Prize for Education by The Royal Anniversary Trust for its innovative PlanBEE apprenticeship programme. College was one of only five FE institutions to receive this honour, alongside 15 universities. A ceremony would take place at St. James's Palace on 24 February 2026.
- The CEO / Principal had been asked to take up Chair of the Gateshead Strategic Partnership (GSP) group.
- The College continued to support the Gateshead Anti-Poverty Strategy. The College aimed to have its own poverty research concluded before the Christmas break.
- The College, along with Newcastle College, had agreed to be part of a NECA pilot along with wider partners to develop 'Place Based Budgeting'.
- The CEO / Principal had been elected to serve as a councillor on the CBI North East Regional Council.
- A number of UK Government Developments had been included in the report for information, including:
  - The publication of the Curriculum and Assessment Review Final Report. The College were considering the implications of this, and further detail was planned to be presented to the Curriculum and Quality Standards Committee in February 2025, alongside an update on Apprenticeships.
  - Skills England had published new guidance on the process for developing, implementing and reviewing LSIPs.
  - Potential changes to bootcamp funding, with the recent UK Government budget allocating less money for these to NECA.
- There had been a recent staff development day which included an afternoon of giving back. Staff carried out a mix of activities as set out within thereport, and the College was planning to promote its volunteering policy in the new year to encourage this to continue.
- The College's 80<sup>th</sup> birthday week had taken place, with a range of different events for different audiences, including external partners and primary schools, across the week. The CEO / Principal noted his thanks to the marketing and events team for their work in ensuring this was a success.

The report also celebrated a range of student success stories.

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

- Any likely risk to the College, or conflicts, following the Principal's invitations to join a number of external networks and panels – it was confirmed the College would remain the priority, any conflicts of interest would be managed, and it was hoped these opportunities would add additional value and benefit whilst also strengthening external partnerships.
- How the 80<sup>th</sup> celebrations were received across the different audiences – it was noted that positive feedback had been received, and DCh and IJ provided some additional context of the positive feedback from learners. NH confirmed this had been a great opportunity to reengage with the College's alumni who would offer inspiration to other students.

***The report was noted.***

## 3474 6.2. Board KPI Update Report

DA presented the report, setting out the progress against the Board level KPIs.

CT confirmed a subgroup of the Curriculum and Quality Standards Committee had met to discuss the learner focussed KPIs with the suggestion of retaining retention and attendance. This would be presented for approval at the February 2026 Curriculum and Quality Standards Committee.

**Action: CT updated KPIs to be presented at the April 2026 Board meeting.**

The Board **asked** if the staff turnover figure could be broken down between teaching and support staff. It was confirmed this would be picked up at the People Committee.

**Action: VC to split the College turnover figure between teaching and support staff (February 2026).**

*The report was noted.*

## 3475 6.3 Board Strategy Day Follow Up

MW presented the report, noting his thanks to Tailored Thinking for their work and support on this.

DA confirmed the session had been helpful for the Executive Team to hear the Board's key points in setting the strategic direction. The Executive Team would now take this forward. The themes being developed were planned to be tested at the College's annual Community Conversation in March 2026. A finalised version of the strategy would then be presented for Board approval ahead of the end of the academic year.

The Board **discussed** the bolder approach to risk to activate change, noting this was a positive step forward. The Board would need to appropriately consider the risk appetite for the College and ensure this aligned with the strategy to allow it to be achievable. The Chair of the Audit Committee noted the importance of the risk session in January 2026 to take cognisance of the strategic plan in the discussions around the risk framework.

**Action: SJ to consider the Board's strategic direction in the presentation of the revised risk framework in January 2026.**

The Board were **supportive** of the next steps however **queried** the level of involvement of Committees ahead of testing themes at the Community Conversations. It was noted that the themes being taken forward were those agreed by the Board and suggested that due to timing, this might not be possible however the ET would consider this further.

**Action: Executive Team to consider any further strategic direction discussions at Committee level ahead of testing themes at the Community Conversation in March 2026.**

*The report was noted.*

## 7. Draft Financial Statements 2024/2025

### 3476 7.1 Audit Committee Annual Report 2024/2025

*SH joined the meeting.*

The Chair of Audit Committee presented the report, highlighting the following:

- Thanks to NT and SJ for their work and support in relation to the work of the Audit Committee.
- A positive level of assurance had been provided by the Internal Auditors. Actions arising from audits continued to be reported on and progressed.

- There had been a change of both internal and external auditors in-year and there had been a smooth transition.
- There had been no reports of fraud or irregularity reported to the Audit Committee.
- The report had been approved by the Audit Committee, taken through the Joint Audit and Finance and General Purposes Committee and was presented for information alongside the annual accounts.

The CEO / Principal thanked the Audit Committee for their work across the year, specifically noting the additional requests of time relating to the procurement and appointment of the internal and external auditors.

***The report was noted.***

### **3477 7.2 Assessment of Going Concern**

SJ presented the report noting the requirement for the annual accounts to be signed off on a going concern basis. SJ confirmed the assessment of methodology to determine this was performance against loan covenants, the budget and financial forecast for 2025/2026, the cashflow forecast to July 2027 and the October 2025 management accounts.

The External Auditor provided reassurance that he was comfortable with the assessment.

**The Board approved the report.**

***The report was approved.***

### **3478 7.3 Draft Financial Statements 2024/25**

SJ presented the report, highlighting the financial statements for Gateshead College were consolidated, including the accounts for both the North East Apprenticeship Company (NEAC) and Gateshead College Foundation, both of which had been signed off by their respective Boards.

All presented documents had been reviewed and recommended by the Joint Audit and Finance & General Purposes Committee.

The External Auditor noted his thanks to the Finance Team and confirmed the accounts were signed off on an unqualified basis. One recommendation relating to NEAC had been made, which was a repeat of the previous year, relating to the signing of contracts. An appropriate and sensible management response had been received to address this.

SJ noted the change to the Further and Higher Education Statements of Recommended Practice (SORP) and confirmed a meeting was planned with the external auditors in January to discuss and plan for this. A session on this had been delivered to the Audit Committee in November 2025 and this had also been discussed at the Finance and General Purposes Committee.

The Board **thanked** the external auditors for their work.

**The Board:**

- **Noted the External Audit Report 2024/2025.**
- **Approved the Gateshead College financial statements and the letters of representation.**
- **Noted the Subsidiary Board financial statements.**

**Action: SJ to submit financial statements to the external auditors, DfE and publish on the College website (December 2025).**

***The report was approved.***

*SH left the meeting.*

**Item 11 taken at this point.**

## **3479 8. Finance Report – October Management Accounts 2025**

**Item taken after Item 11.**

SJ presented the report, highlighting the following:

- Year to date performance was £440k better than budget. The improved income position was attributed to increased income from Bootcamps and SORA subcontracted provision tracking ahead of profile.
- The College had recently received confirmation that the FEC benchmark of 40 cash days was excluding restricted cash.

The Board **discussed** the relationships between evidence of demand, business development, marketing and return on investment in relation to learner numbers. It was noted that this was being considered internally.

***The report was noted.***

## **3480 8.1 LGPS Triennial Valuation**

SJ presented the report, noting that a formal valuation of the scheme took place every 3 years, during which there was a review of employer contribution rates. The valuation resulted in a significant reduction in the employer contribution primary rate from 19.5%, with the option of opting for a rate of 9.1% (amortised) or 13.6% (full primary rate). The Finance and General Purposes Committee had recommended the 13.6% rate.

In the absence of the Chair of the Finance and General Purposes Committee, NT confirmed this decision was based on risk appetite, there being a lack of a readily made investment plan, the 13.6% rate already equating to a saving and that the proposed rate was considered to be a prudent approach and guard against the possibility of greater fluctuation at the next triennial valuation. It was confirmed that the 13.6% rate would equate to a £1.2m saving over the 3 year period.

The Board **sought additional assurance** of the Finance and General Purpose's discussion and recommendation, and **discussed** this recommendation in detail, considering the alternative option of the 9.1% rate. There were mixed views in the discussion, recognising the benefits of both rates. The potential risk around an increased rate at the next triennial valuation was reiterated, with this potentially resulting in unexpected costs to be found in-year. The Board **discussed** a number of potential scenarios based on the two different rate options.

After detailed discussion, **the Board approved the recommended rate of 13.6%.**

**Action: SJ to action the Board's approval of the 13.6% rate (December 2025).**

***The report was approved.***

***MC left the meeting.***

## **3481 8.2 Learner Numbers Update**

CT presented the report, highlighting the following:

- Enrolment for 16–18 learners stood at 3,295, above the College's allocation and prior year, although short of the 3,555 business plan target. A number of 16-18 learners had

enquired about joining the College in November 2025. Due to being after the R04 return, these learners would not be counted using the same funding methodology. The staffing resource around the planned growth was flexible and so the College was able to respond to lower numbers than planned.

- Apprenticeship numbers were down on plan. Anecdotal feedback was the increase in Employers National Insurance contributions was having a negative impact on apprenticeship recruitment. The College was seeing greater uptake in short courses, such as bootcamps.

The Board **discussed** the need to consider the ideal size of the College, linking to provision types and different levels, whilst also optimising quality. Strategic intent of provision areas were due to be discussed at the next Curriculum and Quality Standards Committee. It was confirmed the College had planned 16-18 full-time learner growth with intention and responsiveness.

***The report was noted.***

## **3482 9. Committee Chairs Update**

NT presented the report which included an update of all Committee meetings since the November Board meeting. There was one approval request which related to updated Financial Regulations. In the absence of the Chair of the Finance and General Purposes Committee, the Finance and General Purposes Committee members confirmed that changes were minor and housekeeping in nature. NT confirmed that the Committee had requested a holistic review of the document to prevent ad-hoc reviews.

**The Board approved the Financial Regulations.**

**Action: SJ to process the Financial Regulations following Board approval (December 2025).**

***The report was noted.***

## **3483 9.1 Quality Self-Assessment Report (SAR) 2024/25 and Quality Improvement Plan**

CT presented the report, setting out an overview of the SAR process, starting at course level and building up to an overall Self-Assessment grading. To support the presentation of the SAR, the Curriculum and Quality Standards Committee received an overview of the departmental level SAR gradings and a presentation from two curriculum areas; Engineering and ESOL.

The proposed overall effectiveness grading was Outstanding.

CT noted there was a new Ofsted inspection framework, a session on this had been held for Board members directly before the Board meeting, and the College was currently mapping the Self-Assessment against the new framework.

The Chair of the Curriculum and Quality Standards Committee provided reassurance of the full and thorough conversation on the SAR at Committee level, with there being an evident focus on innovation, leadership and learners. The Committee was keen to ensure the SAR remained a live document with the continued aim to improve.

**The Board thanked all of the staff involved and approved the Self-Assessment Report (SAR) 2024/25 and Quality Improvement Plan.**

***The report was approved.***

**3484 9.2 Board Self-Assessment Report and Development Plan**

NT presented the report, setting out the process of the Board Self-Assessment for 2024/2025. A number of actions had been suggested based on the exercise, split between those which could be easily implemented / to become business as usual, and those which would require some further consideration and development. The report had been considered and recommended through the Governance Committee.

A proposed overall statement on the Self-Assessment of Governance had been included.

**The Board approved the Self-Assessment for 2024/2025, noting that the proposed actions will be monitored through the Governance Committee.**

***The report was approved.***

**3485 10. Corporation Matters**

NT presented the report, highlighting the following:

- In the interests of transparency, the declaration of interests of Board members and Senior Post Holder would be published on the College website. The declarations had been included for information.
- Details of the ETF's Governance Development Programme had been included as a matter of course, acting as a reminder to governors of the training available to them.

***The report was noted.***

**3486 11. Strategic Risk Register**

**Item taken after Item 7.**

SJ presented the report, setting out a position paper on the development of the Strategic Risk Register, noting it had been taken through the Audit Committee for discussion. SJ presented what the revised format of the register would look like and highlighted the key changes.

The Chair of the Audit Committee noted the importance of the Board discussing and agreeing the risk appetite of the College and linking this closely with the College Strategic Plan. The risk register was due to be more strategic in nature, with tools to allow the Board to monitor and understand key risks.

The Board **recognised** and **took reassurance** from the work undertaken to improve the format and digestibility of the risk register and **noted** the additional session in January 2026 to go through this in more detail.

**Action: SJ to further develop the Risk Register based on Audit Committee feedback and host a Risk Workshop for all Board members in January 2026.**

***The report was noted.***

**Item 8 taken at this point.**

**3487 12. Any Other Business**

N/A

**3488 13. Date of next meeting**

The date of the next meeting was confirmed as Wednesday 1 April 2026 at 4.00pm.

**3489 14. Confidential Item – Independent Governors Only**

The Chair confirmed there was a confidential item to be discussed by Independent Governors only.

*DW, KM, AG, DS, CT, SJ, NH, IJ and DC left the meeting.*

***The following attendees remained in the meeting: MW, PF, DCu, ET, LCJ, RG, DA, VC and NT.***

*Covered under a confidential minute.*

***The update was noted.***