



GOVERNANCE COMMITTEE

THURSDAY 5 FEBRUARY 2026 – 12.30PM TO 2.30PM – 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	
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/226 1. Chair's Welcome, Apologies and Conflict of Interest

The Chair welcomed the attendees. Apologies were received from MH. 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/227 2. Minutes of the previous meeting dated 8 October 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/228 3. Matters arising / Action Log

NT presented the action log and noted that there were 2 actions marked as ongoing which are being progressed. Ongoing actions related to a Committee KPI for EDI and succession planning, both of which would be covered during the meeting.

All other actions were recorded as complete or closed.

The Governance Committee noted the report.

G/229 4. Governance Key Performance Indicators (KPIs)

NT presented the report and highlighted the two amber KPIs. These KPIs related to Board attendance, which was a continued theme, and compliance with Governor mandatory training.

NT noted when the KPIs were originally agreed, it was suggested to have a KPI relating to EDI however a specific KPI was not agreed. The Committee was asked to consider if they wished to progress with an EDI specific KPI.

The Committee **discussed** the challenges relating to governor attendance. It was noted that although some governors had conflicting priorities that had affected their availability, they remained well connected to the College, continued to attend wider College meetings, and maintained active engagement through their link roles.

Two governors in particular had experienced difficulties attending recent meetings; however, MW reported that, based on recent discussions, their availability was expected to improve in the coming period. This was welcomed, as both individuals were considered critical contributors to Board meetings.

The Committee also emphasised the importance of considering overall engagement rather than solely meeting attendance, acknowledging that several governors made significant contributions outside the formal meeting schedule.

It was **agreed** MW would follow-up with governors in relation to outstanding mandatory training. It was suggested that the timeframe for delivering training to new governors be reconsidered, with a view to incorporating the required training into the induction process, potentially even before individuals formally take up their posts. NT and DA would meet outside the meeting to discuss the feasibility of issuing training prior to the commencement of governor terms and to identify and resolve any potential system issues that might affect this approach.

Action: MW to follow-up with governors on an individual basis re mandatory training compliance (April 2026).

Action: NT and DA to discuss system challenges around issuing training prior to governors taking up post (April 2026).

The Committee **discussed** the advantages and disadvantages of introducing a specific EDI KPI. It was noted that EDI was already a regular feature of Board discussions, was subject to continual monitoring, and was embedded within Board recruitment processes. EDI considerations were also integrated across the wider work of the Board and its committees. On this basis, the Committee **agreed** not to progress an EDI KPI.

Action: NT to remove the EDI KPI from Committee reporting (April 2026).

The Governance Committee noted the report.

G/230 4.1. Board EDI Data 2023/2024 and 2024/2025

NT presented the report and highlighted the following:

- The report included Board EDI data for 2023/2024 and 2024/2025, along with comparative data from all responding general FE colleges (2023/2024 only) and, more specifically, from colleges in the North East. Where available, three year trend data relating to learner gender, ethnicity and disability status had also been provided.
- Based on the analysis, the areas offering the greatest potential to strengthen the diversity of the Board were ethnicity, gender, disability status and age

profile. These factors would continue to be actively considered as part of future recruitment activity.

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

- Although the Committee recognised the need to ensure the Board was reflective of the student body, the Committee felt that the Board was representative of the Gateshead / North East community.
- The Committee recognised possible negative impacts to EDI policies in the event of a change in government.

NT noted the College's full EDI report, covering both learner and staff data, would be presented to the Board for approval ahead of April 2026.

The Governance Committee noted the report.

G/231 5. Board Recruitment, Terms of Office and Skills Update

NT presented the report and highlighted the following:

- Four co-optees were approaching the end of their terms. Three of these individuals were serving one-year terms on the Finance and General Purposes Committee, and one co-optee was serving a four-year term on the Audit Committee. The Committee was asked to consider whether they wished to reappoint the current co-optees and, if so, to confirm the length of any renewed term. The Committee was also invited to reflect on the skills and expertise of the co-optees and determine whether their strengths might be better aligned to a different committee.
- The recent Board vacancy had closed with seven applications received. Further information on shortlisting would be issued to the Governance Committee in the next week.
- The report included a recommendation request for KM, Teaching Staff Governor, to join the People Committee. This had been supported by the Chair of the People Committee.
- Expressions of interest had been sought to join the Governance Committee. One expression of interest had been received (PF).

The Committee **discussed** the role and value of co-optees and potential Board skills needs of the future which could result in opportunities for co-optees to join the Board as full Board members.

The Committee **recommended** the following:

- The reappointment of JB to the Audit Committee for a term of four years and for NT to have an exploratory conversation regarding future Board vacancies.
- The reappointment of SMC to the Finance and General Purposes Committee for a term of 1 year and for NT to have an exploratory conversation regarding future Board vacancies.
- The reappointment of VB to the Finance and General Purposes Committee for a term of 1 year and for NT to have an exploratory conversation regarding future Board vacancies.
- The reappointment of CF to the Finance and General Purposes Committee for a term of 1 year.

Action: NT to progress with co-optee reappointment for Board approval and exploratory conversations (April 2026).

It was **discussed** that time spent as a co-optee did not count towards the 8-year maximum term for Board members. A discussion followed on whether this should be reviewed, to ensure that the Board continues to have a fresh perspective and avoid any power imbalance. It was confirmed that the Committee can recommend a change to the Board in the standing orders if this was something they wished to progress.

Action: NT to consider as part of annual governance documentation review (May 2026).

The Committee **recommended** the appointment of KM (Staff Governor) as a member of the People Committee, as per the report.

Action: NT to progress KM's appointment to the People Committee for Board approval.

MW provided the Committee with a verbal update on headline themes from the recent governor one to ones he'd held with individual governors.

Based on the Committee's previous discussion regarding the added value and insight of co-optees, the Committee **reconsidered** the appointment of a Board member to the Governance Committee and instead **recommended** the appointment of a co-optee to the Governance Committee with a background in governance and / or governor recruitment.

Action: MW to reach out to PF to update the position on the Governance Committee's recommendation to appoint an external co-optee rather than recruit another Board member to the Committee.

The Governance Committee noted the report.

G/232 6. Board Succession Planning

NT presented the report, setting out the proposed plan to ensure effective transition of key Board roles over the coming years.

Based on the Committee's discussion as part of the previous item, the Committee **supported** the appointment of co-optees, where skillsets met skills need, to the full Board.

The Committee **recognised** the skills needs identified in the report based on planned terms of office ending across the next couple of years, finance being a key area of importance.

The Committee **endorsed** the proposed succession planning.

Action: NT to progress with succession planning (July 2027).

The Governance Committee noted the report.

G/233 7. Board Development Plan

NT presented the report and highlighted that the plan was progressing. There were no areas of concern to be highlighted. Work was taking place with the College's Executive Team to improve reporting. Updated guidance had been circulated with a view to creating more summarised, succinct reports. The Chair has asked to see a difference in reporting at the April 2026 Board meeting.

The Governance Committee noted the report.

G/234 8. Board Strategy Day – April 2026

NT presented the report and highlighted the following:

- A day containing three sessions was proposed. This aligned with governor feedback relating to less sessions with more time.
- It was proposed that the Strategy Day was externally facilitated by Tailored Thinking.
- It was also proposed to hold the Strategy Day at the Baltic Campus which works logistically and was the likely reference for many Board members in relation to access.

The Committee **supported** the proposed outline and suggested themes.

The Committee **discussed** the following:

- It was recognised that whilst there is the ability to facilitate the session internally, external facilitation would allow for the Executive Team to be fully present and able to contribute. Tailored Thinking facilitation had previously been very positive.
The Committee **agreed** to progress with external facilitation.
- In relation to location, the Committee valued the opportunity to go to other sites, however as the Strategy Day in November 2025 was held at Team Valley, the Committee **agreed** to host the April session at Baltic Campus.

The Governance Committee noted the report.

G/235 9. External Governance Review Update

NT presented the report and highlighted that two initial conversations had taken place and a meeting with another provider was scheduled. Once all meetings had taken place an update and recommendation would be shared with the Committee and work would start on the scope of the review.

The Committee **noted** the importance of ensuring the review would add value.

Action: NT to circulate recommendation of External Governance reviewer for electronic approval (March 2026).

The Governance Committee noted the report.

G/236 10. Board and Committee Meeting Dates 2026/2027

NT presented the report and highlighted that the calendar was largely similar to the current year. The dates were presented with a number of questions presented to the Committee for discussion relating to the removal or amalgamation of meetings.

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

- In relation to the November Board Meeting, this was mid cycle and a month before the December meeting. It was queried if this meeting was required. The Committee **agreed** for this meeting to be retained. It was felt to be a key meeting for some policy approvals and offers an opportunity for a more discussion focussed meeting, leading into the strategy day the following day. The new style of reporting should allow for meetings to become more discussion focused.
- In relation to the Curriculum and Quality Standards Committee, the potential amalgamation of the meetings in February and April. The April meeting was new for 2026. The Committee **agreed** to keep the two meetings separate due

to the gap between meetings and wanting to ensure continued assurance of quality of provision.

- In relation to potentially separating the Spring Board meeting and strategy day, the Committee **agreed** to separate these meetings, with the Board meeting to be scheduled to take place in March. This would allow the Board to sign off documents ahead of 31 March deadline. Hosting the strategy day slightly later would allow more time for the community conversation / work feeding into the strategy day.
- In relation to removal of the May Finance and General Purposes Committee meeting, the Committee **agreed** to remove this for 2027 as it was generally 3-4 weeks ahead of the June meeting and the items were flexible in terms of timing. Management accounts would continue to be circulated to Finance and General Purposes Committee members in a month of no meetings. NT confirmed that the Chair of Finance and General Purposes Committee was supportive of this approach.

Action: NT to update meeting dates and share with the Executive Team and Board for approval (April 2026).

The Governance Committee noted the report.

G/237 11. Strategic Risk Register

There was no risk register presented as part of this meeting however the report was being finalised and would be presented to all other Committees.

MW confirmed that further work was needed. A governor workshop took place in January 2026 to finalise the approach and run through the appetite and scoring of strategic risks. This would be written up in the final report, setting out the changes made. It was recognised that the Deputy Principal Finance and Resources had recently left and this would be picked up by the new post holder upon appointment.

In relation to the role of Deputy Principal Finance and Resources, DA reported that interviews were scheduled to take place for an Interim postholder. Due to the interim nature of the appointment, a slightly different approach had been agreed and there would be a key focus on finance, risk and procurement. Oversight of estates would sit with the Director of Business Development and Innovation, temporarily, until a permanent appointment was made.

The Governance Committee noted the report.

G/238 12. Any Other Business

There was none.

G/239 13. Date of Next Meeting

The date of the next meeting was confirmed as Wednesday 6 May 2026 at 10.00am.