



GOVERNANCE COMMITTEE

WEDNESDAY 15 MAY 2024 – 10AM TO 12PM – MEETING MINUTES – MAIN

Meeting held via Teams

Governors	Type	Initials	Attendance	Apologies
Michael Wood-Williams	Chair / Chair of the Corporation Board / Independent	MWW	X ^{**^}	
David Alexander	Principal / CEO	DA	X*	
Martin Gannon	Independent Governor	MG	X ^{**^}	
Claire-Jane Rewcastle	Independent Governor	CJR	X*	
Carol Davenport	Independent Governor	CD		X
Clerk				
Nicola Taylor	Director of Governance & Compliance	NT	X*	
Attendees				
Eamonn Toland	Independent Governor	ET	X*	

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

G/161 1. Chair's Welcome, Apologies and Conflict of Interest

The Chair welcomed the attendees. Apologies had been received from CD. The Committee **agreed** that the meeting was quorate.

The Chair made a specific welcome to ET who had joined the meeting as part of the open invitation to attend committee meetings.

In terms of declarations of interest, the following was noted:

- MWW would be required to step out of the meeting for parts of the discussion relating to his current term of office (item 8) and the appraisal process for the Chair (item 10).
- MG would be required to leave the meeting for a confidential item under Any Other Business.

The updates were noted.

G/162 2. Minutes of the previous meeting dated 7 February 2024

- A) The Committee **reviewed** the main minutes from the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.
- B) The Committee **reviewed** the confidential minutes from the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.

The minutes were approved.

G/163 3. Matters arising / Action Log

NT presented the action log and noted that a number of items had been completed since the last meeting and four remained ongoing.

- SEN Training had become a mandatory training module for governors with effect from March 2024. It was agreed that Careers training would be considered based on the outcome of the 2023/2024 governor skills audit which was included for discussion under item 8.
- Governors would be reminded not to share confidential matters and information via personal email addresses at the next update to governors.
- NT and MWW would speak to those governors whose terms of office were due to end within the next year.
- Additional uses of Admincontrol would be explored over the summer.
- All other actions were recorded as complete, closed or not yet due.

The Committee **noted** that they found the recent governor SEN training interesting and helpful, specifically with this relating to the context of Gateshead College which would help inform the Board's strategic thinking going forward.

The Committee **noted** that they found Admincontrol fit for purpose.

The report was noted.

G/164 4. Governance Key Performance Indicators (KPIs)

NT presented the report and highlighted that one of the 7 KPIs was RAG rated amber relating to governance attendance, however as this was only part way through the year, missing one meeting could have a large impact on overall attendance.

One of the 7 KPIs was RAG rated red, this related to governor training as one governor had not yet completed their mandatory Safeguarding training. This was reported at the last meeting.

1 KPI was yet to be agreed, and this related to EDI. NT was going to follow up with the Head of People following the implementation of the EDI strategy to help inform an appropriate Board KPI for this area. The Committee **agreed** that this was still an area they wanted to have a KPI for as it reiterated the importance of this.

The report was noted.

G/165 5. Gateshead College Governance Strategy

NT presented the report, setting out that the draft governance strategy had been updated following discussion at the last meeting, and instead of KPIs, ways in which progress would be measured, monitored, and evidenced had been included. This was a similar format to which the compliance exercise relating to the AoC Code of Good Governance had been undertaken.

The purpose of the strategy was to provide the overarching vision of the work of the Board and to provide an overarching framework for future improvements. It would be underpinned by the Board Development Plan and the associated documents linked within.

The Chair noted the level of work and thanks to NT for the work within this area.

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

- The usefulness of the document to allow the Board, and committees, to monitor their performance against this framework. It was thought that this was a positive and innovative piece of work, and that this would be specifically useful for new governors joining the Board to understand the governance aims of the College.
- The clarity of how the priorities would be measured, monitored, and evidenced.
- The ownership of the document, **agreeing** that the strategy would be owned by the Board, via the Chair, with support on oversight and delivery through NT and DA.
- The importance of being cognisant of not creating additional work or reporting where this is repeated elsewhere. The Committee **agreed** that they were comfortable that the items covered within the measured, monitored, and evidenced sections were already reported and therefore a summary overview at an annual period would be sufficient to monitor progress. NT also confirmed that progress of the Board Development Plan would help monitor progress against the overarching strategy.

The Committee **thanked and commended** NT for the work undertaken. The Committee **agreed** to revisit the Governance Strategy in one year to ensure this remained fit for purpose and a useful document.

Action: NT to add revisit of Governance Strategy in May 2025.

The Committee recommended the Governance Strategy for Board approval.

Action: NT to submit the College Governance Strategy for Board approval.

The report was recommended.

G/166 6. Board Development Plan 2023/2024

NT presented the report which provided an April 2024 update on the actions included within the plan. As reported at the last meeting, the action plan was progressing well, however some items would be taken through to 2024/2025 due to timing and continued improvement.

The Governance Committee was asked to consider the approach to meeting evaluation and training requirements around digital.

The Committee discussed and queried the following:

- The training request around Digital, and exactly what was being asked for from governors. It was suggested that this was to link specifically to the College, to allow governors to understand the strategic direction, following approval of the Digital Strategy, and what the College faced in the future, to allow the Board to monitor progress. It was **agreed** that training needed to be specific to the role as a governor and to help governors within their role, rather than being a generic session on Digital. DA reminded the Committee of the introduction of Link Governors, and the Board having a Link Governor for Digital (DC) who sat on the Finance & General Purposes Committee and attended the College's Digital Steering Group and was able to provide oversight and assurance on behalf of the wider board in this capacity. It was suggested that governors could be invited to attend a specific Digital Steering Group to help with their knowledge and understanding, DA suggested the most recent meeting had been helpful and informative and that this would be a

good session to share with governors if possible, however the Link Governor had been implemented to lead on this area specifically.

Action: NT to check if latest Digital Steering Group was recorded, and if not, see if the session could be recorded and shared with the Board.

Action: Governance Committee to consider if training / development comes out around Digital during the self-assessment conversations for 2023/2024.

- The recent college Chairs Forum meeting had agreed that meeting evaluation was beneficial, this was noted with the External Governance Review, and wanted to ensure a consistent approach to this going forward. The Governance Committee agreed that meeting evaluation was helpful however difficult to quantify in a numerical sense and any such approach should be used as a learning and development process to ensure the feedback is meaningful. The Committee discussed approaches to meeting evaluation, including considerations around seeking anonymous views / not needing a view from everyone. The Committee focussed on the psychological safety of the approach. The Committee **agreed** for the meeting evaluation approach as follows:

- Feedback to be sought at the end of each meeting under the theme of what went well / what could be improved, with an open discussion with attendees, without the need for every attendee to provide a view.
- An optional short feedback form to be issued post-meeting to collect views following reflection.

Action: NT to implement short feedback form post-meetings.

Action: MWW to cover at the July 2024 Chairs Report at the July 2024 Board meeting.

The report was noted.

G/167 7. Compliance Exercise

7.1. AoC Code of Good Governance – Compliance Exercise

NT presented the report, setting out that a compliance exercise had been undertaken against the AoC Code of Good Governance September 2023, which was adopted by the Board in December 2023. The exercise evidenced compliance with all six principles of the code, alongside supporting evidence. There were some areas which had been highlighted where further improvement could be made and these had been noted within the report, alongside suggested supporting actions, many of which were already planned / in progress.

The Governance Committee was asked to consider the suggested area of improvement / actions and suggest whether there was anything additional to add.

The Governance Committee **confirmed** they were happy with the suggested actions and for these to be incorporated within the Board Development Plan.

Action: NT to add actions into Board Development Plan.

A further update would be provided to the Committee during 2024/2025.

The report was noted.

7.2. FE Governance Guide – Compliance Review

NT presented the report, setting out an update following the compliance exercise reported to the Committee in March 2023. 22 actions had been recorded as complete, seven remained ongoing and one had been agreed not to be progressed. All areas were fully compliant. A further update would be provided to the Committee during 2024/2025.

The report was noted.

G/168 8. Board Recruitment, Terms of Office, and Skills Update

NT presented the report and highlighted five governors had been recruited since the last meeting:

- 1 x Staff Governor
- 1 x Independent Governor
- 3 x Co-opted Governors to the Finance and General Purposes Committee

There were six governors whose terms of office were due to end in the next 12-month period. Recruitment for Student Governors would begin in the new academic year. In relation to the three Independent Governors, all would be eligible for reappointment and discussions to this effect would take place 6 months ahead of their current term ending, with further updates being provided to the Governance Committee. A Staff Governor election would take place in the next calendar year.

Action: NT and MWW to speak to governors with upcoming ends of terms of office and provide an update at the next Governance Committee meeting.

MWW left the meeting due to a conflict of interest with his appointment being discussed. CJR took over as Chair.

The Committee considered and discussed the following:

- The potential re-appointment of MWW, following his expression of interest to continue in the role of governor and Chair.
- The need for succession planning, with a potential situation of both current Vice Chairs and the Chair having their term of office end within a 10-month period. The Committee felt this would be manageable, however there was a need to consider this transition. The Committee **agreed** to discuss succession planning at the November 2024 meeting.

Action: NT to add succession planning to the November 2024 meeting.

The Committee recommended the reappointment of MWW for a term of 4 years (from January 2025) for Board approval.

Action: NT to submit recommendation for Board approval.

MWW re-joined the meeting.

A skills audit had been issued for 2023/2024. There were no skills areas below the KPI of 3 at Board level. There were three areas below the KPI of 3.5 at Committee level and these were all within the remit of the Curriculum and Quality Standards Committee remit: education delivery, careers, and SEN. Both careers and SEN were highlighted within last year's reporting and a mandatory training module for SEN had recently been introduced.

In terms of Committee membership, the Governance Committee were asked to approve the appointment of MC as the Audit Committee Chair with effect from September 2024 following expressions of interest being sought.

The Committee recommended the appointment of MC as the Chair of the Audit Committee with effect from September 2024 for Board approval.

Action: NT to submit recommendation for Board approval.

The Committee were also asked to consider the appointment of DW to one of the Board's committees.

The Committee recommended the appointment of DW to the Finance and General Purposes Committee for Board approval.

Action: NT to submit recommendation for Board approval.

The report was noted.

G/169 9. Board Spring Strategy Day Evaluation

NT presented the report setting out the feedback received following the Board Strategy Day held on 24 April 2024. The overall rating of the day was 4.67 out of five with feedback suggesting improvements and themes for future events. This was a similar score following the October 2023 Strategy Day.

It was noted that the outcomes following the Board Development Session would be shared at the July 2024 Board meeting.

The report was noted.

G/170 10. Board Self-Assessment Process 2023/2024

NT presented the report setting out the proposed process for Board Self-Assessment of 2023/2024.

The Committee was asked to consider and approve the process, and specifically consider whether a wide appraisal process was required for the Chair.

MWW left the meeting.

The Committee discussed the appraisal process of the Chair and **agreed** for this to be conducted by the Vice Chair (Development).

In relation to measuring the performance of the Chair, the Committee agreed to include questions 1, 2, 6 and 8 from the proposed questions and for these to be included within the overall governor appraisal form (excluding the Chair). This information would then be considered as part of the Chair's appraisal.

MWW re-joined the meeting.

The Committee approved the following process for the Board self-evaluation process for 2023/24:

- Survey to be issued to all governors (including co-opted governors) and for the proposed survey questions to be used.
Action: NT to review questions with Hive ahead of finalising.
- One to one conversation with all governors (including co-opted governors) to take place with the Chair or Vice Chair.
- Attendance to be considered in meeting with each governor.
- An exercise to review committee mapping against the terms of reference.

In relation to the one-to-one conversations with governors, the Committee considered the time commitment for these sessions and **agreed** for the conversations to be spread out between the Chair and Vice Chairs, and for the Chair and Vice Chairs to

meet with the Director of Governance & Compliance to consider common themes to allow the self-assessment report to be drafted.

The report was noted.

G/171 11. Board and Committee Planning 2024/2025

NT presented the report which set out proposed amends to the Board Terms of Reference and Standing Orders to allow further flexibility regarding the Board's composition, and in line with the Instrument and Articles. The Terms of Reference for committees remained as was with them being re-written for 2023/2024.

Following the recruitment of three co-opted governors to the FGP Committee, this did make quoracy difficult as there was a requirement to always have a majority of corporation board members, meaning all four corporation board members would need to attend. The Committee **agreed** that they would monitor this going forward.

The report also set out the proposed Board and Committee meeting dates for 2024/2025.

The Committee recommended the proposed Terms of Reference, Standing Orders, and meeting dates for Board approval.

Action: NT to submit recommendation for Board approval.

The report was noted.

G/172 12. Risk Register

NT presented the report, noting that there were only minimal amends following the recent report to the Board at the 24 April 2024 meeting. There were additions to the horizon scanning section, one of which related to succession planning as discussed at the last meeting. The risk under the remit of the Governance Committee remained unchanged.

The report was noted.

G/173 13. Any Other Business

Confidential Item – MG left the meeting.

Covered under a confidential minute.

Meeting Evaluation

The Committee noted that:

- There had been a good introduction to papers, and the remainder of papers being taken as read.
- There had been a good level of committee discussion.
- Papers were informative.
- A lot of work had been undertaken since the last meeting.

G/174 14. Date of Next Meeting

It was noted that the next meeting was scheduled for November 2024.