GOVERNANCE COMMITTEE

WEDNESDAY 7 FEBRUARY 2024 – 10AM TO 12PM – MEETING MINUTES – MAIN

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				
N/A				

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

G/145 **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 updates were noted.

G/146 **2. Minutes of the previous meeting dated 20 November 2023**

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/147 **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.

- The Governance Committee action plan relating to the FE Governance Guide compliance check from 2022/2023 would be updated for the next

meeting, alongside a compliance check against the newly adopted AoC Code of Good Governance.

- Training relating to Special Educational Needs and Disabilities (SEND) for college governors was in the process of being arranged and it had been agreed to consider the need for careers training following the skills audit being undertaken within March 2024.

- The Committee **discussed** the idea of committee level annual reports and **questioned** the added benefit of this. In terms of compliance, remit and attendance were covered as part of the overall Board self-assessment. It was suggested for future meeting items to be added to committee agendas to allow the committees to take note of items they're due to cover to help with a forward-looking focus.

  Action: NT to ensure future agenda items are added to committee agendas to assist with future planning.

  The Committee **agreed** not to progress with committee level annual reports, unless where required, such as in the case of the Audit Committee.

- The Committee **discussed** the sole use of Gateshead college email addresses rather than personal email addresses for the purpose of college communications and providing Board /committee papers. It was noted that there had been some challenge from governors around accessibility and the requirement to check an additional email account. It was agreed that the use of Admincontrol allowed papers to be shared securely and it meant there was no longer the need to send documentation via email. Draft minutes for Chair approval were currently shared via email however NT would look into alternative ways of sharing these. **Action: NT to consider sharing draft minutes via Admincontrol.**

  The Committee **agreed** not to progress with the sole use of Gateshead college email addresses at this time, and instead agreed for college accounts to be offered but not mandated. Governors would be reminded not to email any confidential matters between personal accounts.

  Action: NT to include a reiteration of not sharing confidential matters via personal email accounts within the next update to governors.

The report was noted.

Item 10 taken at this point.

G/148   4. Governance Key Performance Indicators (KPIs)

NT presented the report and highlighted that 1 of the 7 KPIs was RAG rated amber relating to governance attendance, however it was explained that as there had only been one meeting to date that any governor missing one meeting could have a large impact on the attendance figures.

1 of the 7 KPIs was RAG rated red, this related to governor training as 1 governor had not yet completed their mandatory Safeguarding training. It was confirmed that this was due to be completed.

The Committee **noted** the positive monitoring processes around skills at Board and Committee level.

The report was noted.

G/149 **5. External Governance Review**

NT presented the report and noted that the External Governance Review had been finalised and was circulated to the Board on 11 January 2024.

The outcome of the report was positive, noting that the overall conclusion on Board effectiveness was strong. The Board was considered to be highly proficient and consistently impact positively on college strategy, effectiveness, and outcomes.

MWW attended the Executive Team meeting on 6 February 2024 and outlined his thoughts on a 'high performing board' and how a focus on the Board's role in horizon scanning and foresight might support this. The session was also used to present the actions specifically relevant to members of the Executive Team, derived from the Board Self-Assessment and External Governance Review. MWW confirmed that there would be a Board Development Session at the Spring Board Strategy Day led by the Chair where he would look to take this conversation forward with governors, and this would shape the steps for the Board to progress its journey to become a 'high performing board'.

NT highlighted the recommended actions included within the report, noting that a proposed action plan (via the Board Development Plan) would be presented to the Board in order to agree next steps.

The Committee **discussed** the following:

- Recognition of reports not always able to be consistent due to content and relevant regulation.
- The capturing of the Executive Team's views in relation to Board Self-Assessment. It was agreed consideration would be required in relation to how this is best captured, as given the Executive Team are not board members, this would be independent feedback on the Board rather than self-assessment.

The Committee **noted** the improvements in relation to college Governance since October 2022 and the level of work from all contributors, led by the Director of Governance and Compliance. to ensure governance was robust, effective and successful.

The Committee **recognised** the positive comments within the report, and that the College had been suggested as an exemplar in specific areas such as the Strategic Risk Register and the inclusion of the horizon scan, and the required skills score for each committee and adopting this is a governance key performance indicator.

The report was noted.

G/150 **6. Board Development Plan 2023/2024**

NT presented the report which provided a January 2024 update on the actions included within the plan. The plan was to be updated with any approved actions relating to the External Governance Review. The action plan was progressing well, however some items would be taken through to 2024/2025 due to timing and continued improvement.

It was noted that capturing Learner Voice needed at Board / Committee meetings was an area to consider at future Board meetings / events. **Action: NT to work with the**

College Executive Team in planning in a Learner Voice update at the April Board meeting / strategy day.

The report was noted.

G/151   7. Spring Board Strategy Day – 25 April 2024

NT presented the report and noted that the proposed sessions for the Spring Strategy Day, which were still in development, had been slightly amended since the circulation of the paper. Current sessions under consideration were now planned around Board Development, Community Conversation outcomes, and based on these, a discussion around potential risks / opportunities and horizon scanning, Teaching & Learning, and Estates.

It was initially proposed to include a session on the People Strategy however a separate session was being arranged for the People Committee and all Board members would be invited to this session.

The Chair **suggested** that for some sessions, there could be an opportunity for them to be co-led by Committee Chairs. It was **agreed** for sessions to be discussed with relevant committee chairs however it was noted that the Estates session, if progressed, was likely to be led by an external consultant based on his work with the College.

Action: DC to include CD (Chair of CQS) within Teaching & Learning session planning, and JC to include MH (Chair of FGP) within the Estates session planning in the event these are confirmed within the final agenda.

The Chair **asked** for each session to be focussed around discussion and exploration of ideas rather than Board members being briefed.

The Committee **supported** the proposed agenda outline. The Committee **agreed** for the Board dinner to directly follow the Board meeting on 24 April 2024 and to be held at Enfields.

Action: NT to arrange April Board dinner.

Given the success of the recent Board dinner at Café 21 where governors had the opportunity to meet with former college students in employment at the venue, the Committee **discussed and agreed** to look at hosting Board dinners at external locations on occasion with the opportunity to speak with / meet with current / alumni learners.

The report was noted.

G/152   8. Gateshead College Governance Strategy – Initial Draft

NT presented the report and highlighted that the Governance Strategy had been drafted to support, align and integrate with the College's Strategic Plan.

The Governance Strategy set out eight objectives with supporting actions to underpin the College's Strategic Objective of:

Ensure robust and effective governance is in place, with oversight provided by a skilled, knowledgeable and ambitious Board with collective responsibility and accountability for the college and its business.

The document was at initial draft stage and had been sent to the Principal, Chair and Vice Chair (Development) for comment.

Some initial posed questions related to the number of objectives, clarity of roles, ownership of the strategy, changes to governance and connectivity with Link Governors.

The Committee **noted** the linkage with the overall College Strategy and that the draft document was succinct with a clear purpose.

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

- The inclusion of the aim to become a high performing board and what this might look like.
- Further consideration of the inclusion of succession planning and whether this is needed as part of the strategy.
- The Board having ownership of the strategy and progress reported through the Governance Committee. There was discussion about each college strategy having an owner and for the Governance Strategy this being the Chair of the Board, with support on oversight and delivery being provided by the Director of Governance and Compliance, and the CEO assisting in delivering its outcomes where appropriate.
- The Board Development Plan being the action plan to deliver the strategy and for this to be cross referenced to highlight any gaps.
- The inclusion of the Board monitoring other College strategies without including as separate objectives. NT confirmed that oversight of quality of provision and finance had been included as directly related to the Board's core functions.

Action: NT to factor in feedback and bring a revised version to the May 2024 meeting.

The report was noted.

G/153   **9.   Board Recruitment, Terms of Office and Skills Update**

NT presented the report and highlighted that two governors had left the Board in December 2023. Recruitment had started for an Independent Governor with curriculum and quality experience, who would join the Curriculum & Quality Committee. In the meantime, the Board had approved the appointment of CD as the interim Chair.

Recruitment was also planned for Board approved co-opted governor positions, to join the Finance & General Purposes Committee. These roles were:

- Marketing and Communications
- Estates / Property
- Sustainability

Recruitment documentation was being finalised and would be shared on the College website and LinkedIn. Governors would be asked to share the opportunities across their networks.

The Committee **agreed** for the interview arrangements to remain as the Chair of the Board, CEO / Principal, Director of Governance & Compliance, and one further governor. The Committee **suggested** that the final panel member should be the Chair of the Finance & General Purposes Committee.

Action: NT to make interview arrangements once the vacancies were live.

There were 6 governors whose terms of office were due to end in the next 12-month period. The nomination window for the Staff Governor was currently live, and 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. The Chair of the Board noted his intention for re-appointment.

Action: NT and MWW to speak to governors with upcoming ends of terms of office.

In terms of skills, there were some skills areas below the KPI of 3 at Board and 3.5 at Committee level. Actions to address these were highlighted within the report, noting that the skills audit for 2023/2024 would be issued in March 2024 and therefore the position was likely to change. Future recruitment was also hoped to strengthen the areas specific to the Curriculum & Quality Committee, following the recent resignation of the previous Chair of this Committee.

The Committee **noted** that the strength of the skills audit process and monitoring had been highlighted as a strength within the External Governance Review report. The Committee **thanked** the Director of Governance & Compliance for this work.

The report was noted.

G/154	**10. Admincontrol Uses and Expectations**

Item taken after Item 3.

NT presented the report and highlighted that Admincontrol was implemented as the Board portal with effect from September 2023, with all meeting papers to be shared only via Admincontrol from January 2024.

The current functionality was limited to personal annotations and so the Committee was asked to consider potential uses and expectations.

The Committee provided examples of functionality at other organisations and how this further engaged governors. The Committee **discussed** the following:

- The possibility of governors posing questions in advance of meetings and for these to be answered outside of the meeting.
- The expectations and utilisation of time of the Executive Team in terms of regularly checking and responding to questions in advance of meetings.
- The capturing of governor scrutiny / challenge out with meetings.
- The possibility of asking questions in advance of meetings resulting in no scrutiny and challenge during meetings, and not all governors being aware of pre-meeting correspondence.
- The possibility of a forum where governors could pose questions in advance to provide prior warning to report authors and then for questions to be considered during the meeting.

The Committee **agreed** for NT to explore the additional functionality and report back to the Committee.

Action: NT to explore additional functionality of Admincontrol and report back to the May 2024 meeting.

The report was noted.

G/155   **11. Conflicts of Interest Policy Update**

NT provided a verbal update noting that some final legal advice was being sought and that the draft policy would go through the Audit Committee for recommendation ahead of seeking Board approval.

The update was noted.

G/156   **12. Governance Documentation Updates**

A) Instrument and Articles of Government

NT presented the report noting that the College were reviewing the Instrument and Articles of Government to ensure this remained up to date and fit for purpose. Any amends would be brought to the Governance Committee ahead of seeking Board approval. It was noted that if there were amends to be made, if may be that supporting documentation such as the Standing Orders, Scheme of Delegation, Terms of Reference and any relevant policies may then also need to be updated to reflect any changes.

The Committee **queried** if Secretary of State approval would be required for amendments to the Instrument and Articles and it was confirmed not.

B) *Subsidiary Companies Articles of Association*

NT presented the report, noting that, as previously reported, the Articles of Association for both the Gateshead College Foundation and the North East Apprenticeship Company were being legally reviewed and updated. A heads of terms agreement was in place between the College and the Gateshead College Foundation, and a similar agreement was being created between the College and the North East Apprenticeship Company.

In terms of recruitment, the Foundation would be looking to appoint a governor in June 2024 when the Director of Brand and Learner Experience's term of office ends. The Director of Business Development and Innovation was to be proposed for appointment. This would be considered by the Foundation Board and approved by the College Board as the sole member of the Foundation.

The Committee **queried** the reasoning behind the Board approving the appointment to the Gateshead College Foundation Board. It was noted that the Foundation Board were able to appoint their own trustees, however the Gateshead College Board were also able to approve any appointments as the sole member and this was maintaining consistency with previous appointments.

The report was noted.

G/157   **13. EDI Report**

NT presented the report for information, noting that the 2022/2023 EDI data had been added to the report provided at the previous meeting, alongside supporting narrative.

The Committee **noted** the positive EDI comparisons with other colleges however did note that the majority of governors were from a similar age banding and this should be considered in terms of future recruitment.

The report was noted.

G/158   14. Risk Register

NT presented the report, noting that there were only minimal amends following the recent report to the Board at the 13 December 2023 meeting. There was an addition to the horizon scanning section relating to the timely expenditure of capital grants. The risk under the remit of the Governance Committee remained unchanged.

The Committee were asked to consider the previously reported items in relation to this risk.

The Committee **recognised** the positive improvement journey within risk management. It was noted that the Director of Governance & Compliance was carrying out an assurance mapping exercise to demonstrate the assurance framework in place relating to the areas of strategic risk to provide additional assurance to governors relating to the mitigations and controls in place. This would be brought to the Board once complete. The Committee were supportive of this work.

It was noted that there had been internal conversations regarding further development of the horizon scanning and this would include additional information going forward.

The Committee **discussed** potential risks around succession planning relating to the position of Chair and Vice Chairs, with the current post-holder's terms potentially due to end within the same 12 month period (if the current Chair was reappointed), and in relation to Senior Post Holders / Executive Team members. It was **agreed** to consider this as an item for horizon scanning.

Action: NT to arrange for succession planning linked with Chair, Vice Chair and Senior Post Holder roles to be included within the horizon scanning.

The report was noted.

G/159   15. Any Other Business

Confidential Item – MG left the meeting.

Covered under a confidential minute.

G/160   16. Date of Next Meeting

It was noted that the next meeting was scheduled for Wednesday 15 May, 10am to 12pm.