

Present: Mr Bill Midgley (Chair)
Mrs Sarah Bartlett
Mr Mick Burton
Dr Graeme Cruickshank
Prof Mary Dunning
Mr Bernard Garner
Cllr Janet Hunter
Mrs Jacqueline Lackenby
Dr Adam Langman
Mr Colin Seccombe
Mrs Vivien Shipley
Mrs Veena Soni
Mr Jon Vincent (Principal)

In attendance: Mrs Rosamund Moore, Company Secretary
Mrs Ann-Marie Crozier, Deputy Principal: Finance & Corporate Development
Mrs Audrey Kingham, Deputy Principal: Curriculum & Business Development

[The meeting commenced at 5.00 pm.]

ACTION

The Chair of Governors started the meeting by congratulating the staff on the outcome of the recent Ofsted inspection. This demonstrated that TyneMet continued to be a good college and the result was well-deserved. The College would be able to publicise the outcome as soon as the final report was published. It was noted that the Chair of Governors had already thanked the senior staff and it was suggested that the Board should write a letter of thanks to the staff as a whole acknowledging this achievement. The Principal indicated that he would draft a letter on behalf of the Board for the Chair of Governors' signature.

JV

1. Apologies for Absence

Apologies for the meeting were recorded for Mrs Alexander, Prof Holmes and Ms Jamieson.

2. Declaration of Interest and Withdrawals

Governors and staff were asked to make any declarations of interest under this item or at any point during the meeting if they considered that there was an interest to declare.

The following Governors declared an interest in item 3: Mr Bernard Garner in 3.a and 3.b related to the extension of his term of office and appointment as Vice Chair of Governors; Mr Bill Midgley in his reappointment as Chair of Governors.

The Principal, Deputy Principals and Company Secretary declared an interest in item 3.e related to Senior Post Holders, but the Chair of Governors proposed that there would be no withdrawals for this item unless the matter required discussion.

For automatic declarations of interest of all Governors and staff at each meeting **see addendum.**

3. Minutes of Governance, Performance & Search Committee Meetings of 23 March and 11 May 2016

Governors noted the minutes of the Committee meetings of 23 March and 11 May 2016 and the actions which had been completed or were planned.

Report and Recommendations of Meeting of Governance, Performance & Search Committee Meeting of 29 June 2016

- a. *Extension of term of office:* The Chair of Governors explained that the recommendation to extend Mr Garner's term of office to 31 July 2018 was to be seen in conjunction with item 3.b which proposed his appointment as Vice Chair of Governors for a two year period to 31 July 2018. This would extend Mr Garner's term of office by one year to three-and-a-half years in total.

Governors agreed to extend Mr Garner's term of office by one year to 31 July 2018, taking his first term of office to three-and-a-half years.

- b. *Appointment of Chair of Governors and Vice Chair of Governors:* Cllr Hunter took over the Chair for the first part of this item. She confirmed that the only nomination for the role of Chair of Governors had been for Mr Midgley and asked Governors to approve his reappointment. It was agreed that Mr Midgley did not need to withdraw for this item.

Governors agreed to reappoint Mr Midgley as Chair of Governors for a three-year period from 1 August 2016 to 31 July 2019.

Mr Midgley resumed the Chair and asked Governors to appoint Mr Garner as Vice Chair of Governors. There had been no other nominations for this role. It was agreed that Mr Garner did not need to withdraw for this item.

Governors agreed to appoint Mr Garner as Vice Chair of Governors for a two-year period from 1 August 2016 to 31 July 2018 in line with his extended term of office.

On behalf of the Corporation, the Chair of Governors thanked Cllr Hunter for her long service and support for both the Corporation Board and for him personally as Chair.

- c. *Lead Governor Appointments for 2016/17:* The Chair of Governors indicated that Lead Governors for Safeguarding, Finance and Quality needed to be made for 2016/17 and that the three current Leads were willing to continue in their respective roles.

Governors agreed to reappoint Cllr Hunter as the designated Safeguarding Governor, Dr Langman as Lead Governor for Finance and Mrs Shipley as Lead Governor for Quality for 2016/17.

- d. *Committee Composition:* **The composition of the Committees for 2016/17 were agreed as follows:**

Governance, Performance & Search Committee: Mr Midgley (Chair), Mr Garner (Vice Chair), Cllr Hunter, Mrs Shipley and Mr Vincent (Principal)

Audit Committee: Mr Seccombe (Chair), Mrs Alexander (Vice Chair), Dr Langman, and Mr Garner

QASFC Committee: Prof Dunning (Chair), Mrs Shipley, and Mr Vincent (Principal)
The Vice Chair would be appointed following the Committee's first meeting of 2016/17.

Special Committee: Prof Holmes (Chair), Mr Seccombe, Mrs Alexander

- e. *Restricted Item related to Senior Post Holders:*

A separate, restricted minute was taken of this item.

Information only items:

The following items were received for information only:

- f. *Governance Quality Improvement Plan 2015/16 Update*
- g. *Governance Development and Activity 2015/16 Summer Term*
- h. *Governor Attendance Spring Term 2015/16*

4. Correspondence

Governors noted an item of correspondence dated 14 June from Mr Peter Lauener, Chief Executive of the Skills Funding and Education Funding Agencies, which outlined the detail that the SFA expected Boards to receive in regard to college financial plans. This detail was duly covered within the Executive Team Report later on the agenda.

5. Chair's Action if any and Report

There had been no *Chair's Action* taken since the last meeting.

The Chair of Governors reported that Mr Garner, the Vice Chair of Governors and he had made themselves available to staff to answer any queries about the joint letter of 20 June from himself and the Chair of South Tyneside College. Meetings had been held at the QA, Coast Road and TMC campuses. The Chair of Governors observed that there had been a number of questions at each of the meetings. The aim of the meetings was to ensure that staff understood the context for discussions with South Tyneside College (i.e. due to the impending North East Area Review) and to provide a commitment to as much openness and transparency as possible regarding any future developments. Only around 20 members of staff had attended the meeting at the Coast Road campus; however it was noted that a large majority of staff was involved in planned staff development sessions as this was admin week.

6. Corporation Board Minutes and Matters Arising of 11 May 2016, including confidential and restricted minutes

The minutes of the meeting of 11 May 2016 were approved as a true record and duly signed by the Chair of Governors.

Under *Matters Arising, item 4, Corporation Board Minutes of 23 March 2016*, the Principal indicated that a visit to Active Northumberland would be arranged for Governors in the autumn term.

JV

Item 8, Executive Team Report – confidential sections

Separate, confidential minutes were taken of Matters Arising related to confidential sections of the Executive Team Report.

7. Corporation Board Minutes of 8 June 2016 (confidential)

Governors had received a copy of the confidential minutes of the Corporation Board meeting of 8 June and noted that actions had been implemented or were ongoing as per the minutes.

The minutes of the meeting of 8 June 2016 were approved as a true record and duly signed by the Chair of Governors.

8. Developments with South Tyneside College – Correspondence and Verbal Report of Meeting of 4 July 2016

A separate, confidential minute was taken of this item.

9. Ofsted Inspection June 2016

The Deputy Principal: Curriculum & Business Development presented a confidential report with an overview of the outcomes of the Ofsted inspection which remained confidential until Ofsted published the final report.

A separate, confidential minute was taken of this item.

Governors noted the impact of interventions in 2015/16 which had been recognised by the Ofsted inspection team and were detailed in the confidential report of the Deputy Principal (College's Nominee) and in the still draft inspection report.

Governors noted the plans that were underway for 2016/17 and the changes being made to accelerate the rate of progress and improvement.

10. Executive Team Report

Para 4, Political Environment:

4.1 Area Review Update: The Principal reported that the College had received confirmation that the North East Area Review would commence in September and meeting dates were now in the diary. Colleges had received documentation to complete and submit by 5 September and site visits to all colleges involved would take place by 21 September. Governors had received an invitation to attend an Area Review briefing at Sunderland College on 14 September and were asked to respond to the Company Secretary if they had not already done so. The Principal reported that final reports of Wave 1 were due for publication in July, however at least one of these reviews was yet to conclude.

Govs.

Para 5, Key Strategic Developments:

5.1 Owen Pugh Holdings Ltd: The Principal reported that Owen Pugh Holdings Ltd. had been unsuccessful in their bid to acquire the Killingworth site from North Tyneside Council. The College had made an application to the North East Local Enterprise Partnership for Round 3 Local Growth Fund capital monies to support the development and would seek to revise the application so that it was no longer linked to Owen Pugh Holdings. The Principal confirmed that relations with the firm remained positive and, along with other education providers, the College continued to develop the North East Constructionarium concept at Marden Quarry in South Shields.

5.3 AoC Sport College & Employer Relationship Award: The Principal highlighted the fact that on 29 June the College had won the national award for College and Employer Relationship for work with Active Northumberland. As previously mentioned, Governors would be invited to visit Active Northumberland in the autumn term. The Chair of Governors had written to the staff involved to congratulate them on this success.

Para 6, Health & Safety Executive Reportable Incidents and Accidents: The Executive Team report showed that there had been no reportable health and safety incidents or accidents since that reported to the Board on 23 March.

Para 7, Prevent: The Executive Team report showed that there were no *Prevent* incidents to report.

Para 10, HR Strategy issue 1, Appendix 2: The Deputy Principal: Finance & Corporate Development reported that the HR Strategy pulled together commitments contained in a number of associated documents. Actions arising from strategy objectives were included in relevant quality improvement and other action plans for 2016/17. The HR Strategy provided for compliance with the AoC Code of Good Governance for English Colleges which the Board had previously adopted.

Governors approved the HR Strategy, issue 1.

Separate minutes were taken of the following confidential sections of the Executive Team Report.

Para 12, Subcontracting

12.2 Subcontract Proposals 2016/17 for Approval

A separate, confidential minute was taken of this item.

Governors approved the subcontract proposals for 2016/17 as presented.

Para 14, KPI Balanced Scorecard (Appendix 5):

A separate, confidential minute was taken of this item.

Governors noted the KPI Balanced Scorecard to 31 May 2016.

Para 15, Financial Reporting: Management Accounts to 31 May 2016 (Appendix 6):

Governors noted that the management accounts to 31 May 2016 would be forwarded to them in the next few days.

**AMC /
RMM**

Para 16, Capital & Revenue Budgets 2016/17 and Two-year Financial Forecast for Approval (confidential until approved)

A separate, confidential minute was taken of this item.

Governors approved the Capital & Revenue Budgets 2016/17 and Two-year Financial Forecast.

Governors considered and noted the non-confidential and confidential elements of the Executive Team Report as presented.

11. Consent Agenda

Governors approved the following items under the Consent Agenda:

11.a Anti-Fraud Policy, issue 4 and Fraud Response Plan, issue 4.

12. Chair of Audit Committee's Report and Recommendations: Minutes of Meeting of 23 June 2016, incl. confidential Minutes

Dr Langman gave a report of the key points of the Audit Committee meeting of 23 June 2016.

a. *2014/15 to 2016/17 Strategic Internal Audit Plan and 2016/17 Annual Internal Audit Plan 2016/17:*

Dr Langman highlighted key elements of the Internal Audit Strategy and Plan 2016/17. It was noted that the College had fallen below the threshold for triggering an audit of subcontracting provision. Two out of the 35 internal audit days were unallocated in order to provide flexibility.

Governors approved the 2014/15 to 2016/17 Strategic Internal Audit Plan and 2016/17 Annual Internal Audit Plan 2016/17 as presented.

b. *External Audit Fee Increase for 2015/16 (Audit Committee Minutes of 23 June 2016):*

Dr Langman drew attention to discussions with the external auditors, PwC, regarding a non-recurring fee related to FRS102 conversion. The Audit Committee had accepted the rationale for a fee increase, but had expressed disappointment that this additional fee had not been flagged at an earlier stage, which was noted by Governors.

Governors approved the increased External Audit fee for 2015/16 which included a non-recurring fee for FRS102 conversion of £2,000.

c. *Corporate Risk Register 2016/17:*

Dr Langman reported that the Audit Committee was recommending approval of the Corporate Risk Register for 2016/17 whereby the three key corporate risks from 2015/16 were retained. These would form the basis for the 2016/17 Risk Management Plan which would be presented in the autumn term.

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Audit
15 Sept. /
Corp.
12 Oct.**

Governors approved the Corporate Risk Register for 2016/17, noting that this would form the basis for the 2016/17 Risk Management Plan.

Information only Item:

- d. *June Updates to Risk Management Plan 2015/16 Report and Extract:* The extract from the plan and report were received for information only.

Governors noted the Audit Committee minutes of the meeting of 23 June 2016 and Dr Langman's report of the meeting.

13. Chair of Queen Alexandra Sixth Form College Committee's Report: Minutes of Meeting of 21 June 2016

Committee Chair Prof Dunning highlighted salient points from the QASFC Committee meeting of 21 June. Following a question raised by one Committee member about the role of the Committee in monitoring the performance of the QA Sixth Form, she had asked the Principal to consider if the terms of reference needed any amendment. This matter would then be discussed by TyneMet's Governance, Performance & Search Committee and any recommendations made to TyneMet's Board in the first instance. Governors were clear that accountability for the quality of provision and performance of the QA Sixth Form rested firmly with TyneMet's Board. The Principal reminded Governors that the QA Executive committee had been suspended during 2015/16 because of interim head teacher arrangements at two of the QA partner schools. At the start of next academic year, he intended exploring with the head teachers whether the QA Executive committee should be reinstated. In addition, the Deputy Principal: Curriculum & Business Development provided brief contextual information regarding QASFC partner Norham High School.

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GPS
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12 Oct.**

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Prof Dunning also reported that QASFC staff were confident about students achieving a good set of summer A level results. New A level subjects were being introduced and were being taught by a mixture of current staff and new appointees.

Finally, she indicated that the Chair of Governors would attend the November meeting to give an update on developments with South Tyneside College and the North East Area Review.

BM

Governors noted the minutes and the Committee Chair's report of the QASFC Committee's meeting of 21 June 2016.

14. Any Other Business

The Chair of Governors drew attention to the fact that this was Mrs Lackenby's last meeting as a Student Governor. He thanked her for her contribution throughout the year and wished her the best of luck in her studies. Governors echoed the Chair's well wishes. Mrs Lackenby stated that she had thoroughly enjoyed her time as a Governor on TyneMet's Board and indicated that she hoped to provide some support to oncoming students joining the Student Council at the start of the autumn term. It was agreed that both Student Governors had been very engaged in the work of the Board throughout the year.

15. Any items to be designated as non-confidential or no longer restricted following this meeting and conversely any items to be designated as restricted/confidential

To remain confidential:

- All confidential/restricted minutes of meetings
- Item 3.e, Restricted item related to Senior Post Holders
- Item 8, Development of Collaboration with South Tyneside College
- Item 10, Executive Team Report – confidential sections

No longer confidential:

- Item 9, Final Ofsted inspection report pending publication (date tbc)
- Item 10, Executive Team Report, Appendix 9

Future meetings and events:

- **Corporation Board meetings:**
 - **Wednesday, 7 September 2016 at 5.00 pm, Hawkeys Conference Room, QA Campus (*potential development session at 4.30 pm*)**
 - **Wednesday, 12 October 2016 at 6.00 pm, Conference Room, Coast Road Campus (*change of start time*)**
- **Strategic Planning Event, Wednesday, 5 October 2016, Conference Room, Coast Road Campus**

The meeting closed at 7.00 pm.

Automatic Declarations of Interest by Governors and Staff

Mr Bill Midgley	Thunder Rugby Ltd.
Prof Gary Holmes	University of Sunderland
Cllr Janet Hunter	North Tyneside Council
Dr Adam Langman	John Spence Community High School
Mrs Veena Soni	Gateshead Council
Mr Jon Vincent	John Spence Community High School
Mrs Audrey Kingham	Norham High School
Mr Mick Burton	Norham High School