

PRESENT: Mr Bill Midgley (Chair of Governors)  
Mr Bernard Garner  
Cllr Janet Hunter  
Ms Vivien Shipley  
Mr Jon Vincent, Principal

IN ATTENDANCE: Mrs Rosamund Moore, Company Secretary

*[The meeting commenced at 3.30 pm]*

**ACTION**

**1. Apologies for Absence**

None.

**2. Declaration of Interest**

Item 4: Mr Midgley declared an interest in respect of the nomination for Chair of Governors; Mr Garner in respect of the nomination for Vice Chair of Governors and extension to term of office; Mrs Shipley in Lead Governor Quality appointment and Cllr Hunter in the designated Safeguarding Governor appointment. **It was agreed that individual Governors would abstain from any decision-making where they had declared an interest in item 4, but would not be required to leave the meeting.**

The Principal and Company Secretary in restricted item 10. **It was agreed that the Principal and Company Secretary would withdraw for item 10.**

**3. Minutes and matters arising of the Governance, Performance and Search Committee meeting of 11 May 2016**

**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 3,* the Principal indicated that he was in communication with Mr Lee Hall who was aware that he needed to provide a suitable date for him to receive his Honorary Associate award. The Principal would continue to pursue this matter.

**JV**

*Under Matters Arising, item 3,* the Company Secretary indicated that she would issue the equal opportunities monitoring pro-forma in the next two weeks at the same time as register of interests and confirmation of eligibility form.

**RMM**

All other actions had been, or were being, taken forward as agreed.

**4. Chair and Vice Chair of Governors**

The Company Secretary drew attention to the nomination of Mr Midgley as Chair of Governors for three years from 1/8/2016 and the nomination of Mr Garner as Vice Chair of Governors for two years from 1/8/2016. It was noted that Mr Garner's appointment as Vice Chair of Governors for two years would require an extension of one year to his term of office as an Independent Member of the Corporation, taking his term to three and a half years, still below the four year maximum. **The Committee agreed to recommend an extension to Mr Garner's term of office to 31 July 2018, subject to the Corporation Board confirming his appointment as Vice Chair of Governors for a two year period from 1/8/2016.**

## Lead Governors

The Committee considered the appointment of Lead Governors for Finance and Quality for 2016/17 and **agreed to recommend that Dr Langman continue as Lead Governor for Finance and Mrs Shipley continue as Lead Governor for Quality.**

**With respect to the designated Safeguarding Governor, the Committee agreed to recommend that Cllr Hunter continue in this role in 2016/17.**

## Proposed Committee Composition 2016/17

The Committee considered the composition of the Board's standing committees and agreed to recommend the following:

*Governance, Performance & Search Committee:* Mr Midgley (Chair pending his appointment by the Board); Mr Garner (Vice Chair pending his appointment by the Board); Cllr Hunter, Mrs Shipley and Mr Vincent (automatic as Principal).

*Audit Committee:* Mr Seccombe (Chair); Mrs Alexander (Vice Chair); Mr Garner and Dr Langman.

*Joint QASFC Committee:* Prof Dunning (Chair); Mrs Shipley, and Mr Vincent (as Principal). (Vice Chair position to be considered by QASFC Committee in November 2016). Nominations for the three HE Associate positions would be sought over the summer.

JV

*Special Committee:* Prof Holmes (Chair); Mrs Alexander and Mr Seccombe.

A discussion took place about the QASFC Committee in relation to its constitution, terms of reference, and composition and Mrs Shipley, as a new member of the Committee, indicated that she would meet with the Principal to share her thoughts about how the work of the Committee could be further strengthened. The Principal reported that he would be meeting the QA partner Head Teachers in the autumn term as requested by the QASFC Committee to discuss whether the time was right to reinstate the QASFC Executive where much of the forensic work on performance was undertaken. The Committee felt that changes to the composition, constitution and terms of reference should be avoided until longer-term developments in the context of the Area Review had been firmed up. The Chair of Governors indicated that he had been invited to attend the QASFC Committee's November meeting and this would give him a better understanding of the Committee. In the meantime, he would have a further discussion with Prof Dunning.

V Sh

JV

BM

**The Committee agreed to make above recommendations would be made to the Corporation Board on 6 July 2016.**

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Corp.  
6 July

### 5. Governance Quality Improvement Plan 2015/16 Update

The Committee considered the June update to the Governance Quality Improvement Plan, noting that good progress was being made against all actions, only one of which was of an ongoing nature. **The Committee considered the update, noting that one action would be carried forward into 2016/17 and that this update would be provided to the Corporation Board for information at the July meeting.**

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Corp.  
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### 6. Discussion regarding Outgoing Student Governors

The Company Secretary reported that she had spoken with the Director of Learning Development about Mrs Lackenby's offer of sharing her experience of being on the QA Student Council and a Student Governor with new members of the Student Council at the start of the autumn term prior to her commencing her university course. The Director of Learning had felt this offer could be helpful.

The Committee also noted that Ms Jamieson planned on continuing her studies at TyneMet next year and could be appointed for a further term of office as a Student Governor subject to being nominated by the TyneMet branch of the Student Council. Governors felt that this would be useful in providing continuity and support for the new Student Governor nominated by the QA Student Council.

**The Committee felt that the two current Student Governors had been very engaged in the work of the Board and noted the update in respect of outgoing Student Governors.**

**7. Governor Attendance Spring Term 2015/16**

The Committee considered the attendance figures for Board and Committee meetings for the spring term. Overall attendance at Corporation Board meetings remained good, at 82%. The Company Secretary would provide full year attendance statistics for the October meeting. This report had been included for information in the Board's papers of 6 July.

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**The Committee considered and noted Governor attendance for the spring term.**

**8. Governor Development Plan and Activity 2015/16**

The Committee considered Governor development and activity which had been recorded in respect of the summer term 2015/16. This report had been updated for the Corporation Board's meeting of 6 July.

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**The Committee considered the report which showed Governor development and activity during the summer term 2015/16.**

**9. Guidance on Remuneration for Chairs and other Members**

The Company Secretary presented a report summarising AoC guidance on the ways Governors could receive payment:

- Expenses and compensation
- Payment for services for extra work, for example contributing to Area Reviews
- Payment for professional leadership of the Board

The last two bullet points required Charity Commission approval. The Committee felt that as the demands on governing bodies grew, particularly on the Chair of Governors, the demand for change would also increase.

**The Committee considered and noted the report and that further AoC guidance on remuneration for Chairs and other Members was due within the next few days.**

*The Principal and Company Secretary left the meeting at 4.13 pm.*

**10. Increase in Annual Leave for 2015/16 only, for Senior Post Holders**

The Chair of Governors took a confidential minute of this item.

**11. Any Other Business**

None.

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

- Item 10 to remain restricted

**Date and time of next meetings:**

- **Wednesday, 21 September 2016, 3.30 pm – Governance Self-Assessment Report incl. Committee Chairs/Governor Leads for Finance & Quality - check ??)**
- **Wednesday, 12 October 2016, 3.30 pm**

*[The meeting closed at 4.20 pm.]*