

PRESENT: Mr Bill Midgley (Chair of Governors)
Cllr Janet Hunter
Mr Jon Vincent, Principal

IN ATTENDANCE: Mrs Rosamund Moore, Clerk to the Corporation

[The meeting commenced at 4.00 pm]

ACTION

1. Apologies for Absence

Ms Shipley had given her apologies.

2. Declaration of Interest

Cllr Hunter in item 4 related to Lead Governor appointments, in item 5, Amendment to Honorary Fellow Scheme, and in item 6, Role Description for the Vice Chair of Governors; Chair of Governors in item 8, Quality Improvement Plan related to 360 Degree Review; and Mrs Moore in item 11, Clerk to the Corporation Job Title. **It was agreed that no withdrawals were required.**

3. Minutes and matters arising of the Governance, Performance and Search Committee meeting of 25 March 2015

The minutes of the meeting of 25 March 2015 were approved as a true record and duly signed by the Chair of Governors.

Under Matters Arising, item 3, the Chair of Governors asked the Principal to pursue opportunities for Governors to visit companies with which the College was working and ensure that dates were identified so that Governors could diary these.

JV

Under Matters Arising, item 4, it was noted that not all Governors had been able to participate in a Learning Walk in the current academic year and the Principal indicated that a programme would be identified in the autumn term.

JV

Under Matters Arising, item 9, the Principal indicated that the Director of Partnerships & Commercial Development had selected a date for a breakfast event with a number of business contacts. The Principal would check the date and find out who was attending in order to identify which Governors it would be most appropriate to invite. It was also suggested that the Director of Partnerships & Commercial Development could meet with individual Governors to obtain the names of key contacts.

JV

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

4. a) Composition of Corporation Board / Vacancies, Terms of Office Ending and Proposed Reappointment / Appointments

The Committee considered the Clerk to the Corporation's report and discussion followed about the terms of office due to expire on 31 July 2015.

The Committee considered Mrs Jones' departure from the Corporation Board at the end of July 2015 and felt that it would be appropriate to maintain a vacancy while further thought was given to the most appropriate size, composition and mix of skills of the Board in the current context (e.g. succession planning, leave of absence of one Governor). This matter would be placed on the October agenda.

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With respect to the appointment of an Independent Governor from one of the QASFC partner schools, it was noted that it would normally be the turn of the Head Teacher of Marden High School to join TyneMet's Board. Given that a substantive Head Teacher would not be appointed until after the start of the new academic year, it was proposed to leave the position vacant on TyneMet's Corporation Board for the time being. The Chair of Governors reported that, unfortunately, the Chair of Marden High School had cancelled the meeting arranged for this week and had indicated she could not reschedule the meeting before September.

The Committee considered the CVs of the two staff Governor nominations, Mrs Sarah Bartlett (Support) and Mr Mick Burton (Teaching), who had been nominated in accordance with procedure.

The Committee considered the proposed change to the process for the nomination/election of the two Student Governors, noting that the Clerk to the Corporation would be working with the Director of Learning Development to encourage students to put themselves forward for the positions during the forthcoming enrolment and induction period.

The Committee agreed to recommend the following to the Corporation Board:

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- i) that a vacancy be maintained on the Corporation Board following Mrs Jones departure while further consideration was given to the size, composition and mix of skills of the Board over the summer period.**
- ii) that the appointment of a QASFC Head Teacher to TyneMet's Corporation Board be subject to further discussion in due course.**
- iii) that Mrs Sarah Bartlett be appointed as Staff Governor (Support) and Mr Mick Burton be appointed as Staff Governor (Teaching) for a first term of office from 1 August 2015 to 31 July 2018.**
- iv) that one Student Governor should be nominated by the elected QA campus Student Council and one Student Governor nominated by the elected Coast Road campus Student Council which also had representation from students at TMC.**

b) Committee Composition, Committee Chair, Vice Chair and Lead Governor Appointments 2015/16

The Committee considered the Clerk to the Corporation's report and which covered the following areas:

- i) *Lead Governors for Finance and for Quality:* The Committee considered the appointment of Lead Governors for Finance and Quality for 2015/16. **It was agreed to recommend Dr Adam Langman as the Lead Governor: Finance and Ms Vivien Shipley for the Lead Governor: Quality for 2015/16.****
- ii) *Designated Governor: Safeguarding:* With Cllr Hunter abstaining, **it was agreed to recommend Cllr Janet Hunter as the Designated Governor for Safeguarding for 2015/16.** Cllr Hunter indicated that she had already participated in safeguarding training, but would be happy to undertake further appropriate training. It was noted that all Governors would be offered Prevent training next academic year. The Clerk to the Corporation would put Cllr Hunter in touch with the Director of Learning Development who was the College's lead senior manager for safeguarding matters.**
- iii) *Audit Committee:* It was noted that the Co-opted Committee Member, Mr Jon Dudgeon, had decided not to apply for a further term of office. **It was agreed to recommend the following membership of the Audit Committee for 2015/16: Mr Colin Seccombe (Chair), Mrs Sheila Alexander (Vice Chair), Mr Bernard Garner and Dr Adam Langman.****

RMM

- iv) *Governance, Performance & Search Committee*: It was noted that the Chair and Vice Chair of Governors and the Principal were automatically members of this Committee. **It was agreed to recommend the reappointment of Mrs Vivien Shipley to the Committee for 2015/16 as well as an increase in the size of the Committee from four to five members, with the fifth appointment made in the autumn term 2015 following further consideration by the Committee.**

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- v) *QASFC Committee*: It was noted that two TyneMet Governors were appointed annually to the QASFC Committee and **it was agreed to recommend the reappointment of Prof Mary Dunning as Committee Chair and Mr Karl Ward as a Committee member for 2015/16.**

It was noted that Norham High School's Board had been asked to nominate a second Governor to the Committee and that a response was awaited. As reported above, Mr Jonathan Morris, Head Teacher of Marden High School, was leaving the school at the end of the summer term and his replacement had yet to be appointed.

With respect to the Committee's Associate Members, both Mr Tim Downing and Mr Peter Smith had signalled their willingness to continue on the Committee and their CVs were attached. Mr Downing's membership was due to his role with Connexions. **It was agreed to endorse the reappointment of Mr Tim Downing (Connexions) and Mr Peter Smith as Associate Members of the QASFC Committee, each for a further two-year term of office from 1 August 2015 to 31 July 2017.**

- vi) *Special Committee*: **It was agreed to recommend the following Committee membership for 2015/16: Prof Gary Holmes (Chair), Mrs Sheila Alexander, Mr Colin Seccombe.**

The above recommendations would be made to the Corporation Board on 8 July 2015.

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5. Amendment to Honorary Fellow Scheme (incl. Terms of Reference)

The Committee considered the proposed amendment to the Honorary Fellow Scheme which had been introduced in 2011/12 to recognise the outstanding contribution made by former Chairs of Governors and Committee Chairs to the Board. Unintentionally, the role of the Vice Chair of Governors had been omitted from the list of eligible Governors.

With Cllr Hunter abstaining, the Committee agreed to recommend to the Corporation Board the proposed amendment to the Honorary Fellow Scheme to include the role of the Vice Chair of Governors in the list of eligible Governors for the award.

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6. Draft Role Description for Vice Chair of Governors

The Clerk to the Corporation had undertaken some research into a separate role description for the Vice Chair of Governors, mainly through the Clerk's network, and had subsequently drafted such a role description for consideration by the Committee. It was noted that this should be read in conjunction with the role description for the Chair of Governors.

With Cllr Hunter abstaining, Governors agreed to recommend the proposed role description for the Vice Chair of Governors to the Corporation Board.

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7. Code of Good Governance for English Colleges

Following consultation with a wide range of stakeholders, the Association of Colleges had issued a new Code of Good Governance for English Colleges in March 2015. This effectively replaced the Foundation Code of Governance which TyneMet's Corporation Board adopted in December 2011, with subsequent approval of the Audit & Accountability Annex to the Foundation Code in July 2013.

As with the Foundation Code, the new Code was a voluntary, value-based Code which was specifically for the FE sector. Boards were being encouraged to adopt it at their July meetings on the basis that the College was within the spirit of the Code while areas for further development (i.e. areas of best practice) were being considered in light of the College's own management systems.

The Senior Leadership Team had recently considered the new Code and the mapping exercise which set out where the College already complied with the Code and where further developments were needed. The Principal indicated that the small number of developments would be included in the normal cycle of activity to update, or in a few instances to create, policies and strategies.

Actions related to the Corporation Board, which were included in the report, were either already planned or could be included in the annual Governance Quality Improvement Plan.

As there was no time pressure to adopt the new Code, the Chair of Governors felt that the Clerk to the Corporation should bring back a further report to the next Committee meeting which set out if there were any problems in taking forward specific actions, for example if an action was excessively time-consuming. A recommendation on which Code TyneMet should adopt for the 2015/16 financial statements could then be made to the Corporation Board's December meeting.

RMM

Further discussion followed and the Principal drew attention to the fact that funding bodies required English FE colleges to state in the corporate governance statement contained in their audited financial statements whether they had adopted the college's Code of Governance or whether they had due regard to the UK Corporate Governance Code which was not FE specific. No matter which code was adopted, the Board would need to explain the rationale for any areas of non-compliance.

The Committee agreed to consider a further report from the Clerk to the Corporation at its October meeting with a view to making a recommendation to the Corporation Board in December on whether to adopt the new Code of Good Governance for English Colleges or the UK Corporate Governance Code.

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8. Governance Quality Improvement Plan 2014/15 Update

The Committee considered the June update to the Governance Quality Improvement Plan, noting that good progress was being made against all actions, some of which were of an ongoing nature.

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360 Degree Review Process for Chair of Governors: Cllr Hunter reported that the review meeting with the Chair of Governors, which she and Ms Shipley had conducted, had been very positive. Cllr Hunter stated that nothing had arisen as part of the review or in the meeting that needed to be reported to the Corporation Board. She would provide the Clerk to the Corporation with a record of the meeting once the Chair of Governors had agreed that the draft reflected the meeting and his feedback.

JH

She and Ms Shipley had felt that the statements in the 360 degree review pro-forma would merit further revision.

JH/VSh

Appraisal of Senior Post Holders: The Chair of Governors reported that he had contacted six college Chairs of Governors with a view to understanding their processes around appraisal and objective setting for Senior Post Holders. As a result he had met the Chairs of Sunderland and South Tyneside Colleges and spoken by phone with the Chair of Lakes College. A meeting with the Chair of Northumberland College was also in the diary. The Chair of Governors felt that TyneMet's processes were similar to those of the colleges he had spoken with, but he would summarise the key points from these discussions for the next Committee meeting as they might help further develop TyneMet's performance, development and review (PDR) process for senior post holders. The Principal felt it might be useful to compare the feedback from the Chairs of Governors with that he had obtained from other Principals.

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Enhancement of Reporting: The Chair of Governors commented that the Board had welcomed the change in reporting by the Executive following the introduction of new governance arrangements in January 2015. He and the Principal had held further discussion about sharpening the reporting still further and he and the Principal had a meeting on this matter with the Deputy Principals next week. It was accepted that this would always be an evolving process.

BM

Governors' Ambassadorial Role: It was noted that this had been covered under *Matters Arising*.

Future-proofing the Leadership of the Corporation Board / Succession Planning: This was an ongoing area for review, with further consideration in 2015/16 as Governors neared the end of their term of office.

The Committee considered the June update to the Governance Quality Improvement Plan 2014/15, noting that some elements of the plan would be carried forward into 2015/16.

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9. Governor Attendance Spring Term 2014/15

The Clerk to the Corporation circulated an amended table showing the attendance of Governors during the spring term. Attendance at Corporation Board meetings was recorded at 73% (compared with 92% in the autumn term). This report had been included in the Board's papers of 8 July.

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The Committee considered and noted individual and overall attendance by Governors during the autumn term 2014/15.

10. Governor Development Plan and Activity 2014/15

The Committee considered Governor development and activity which had been recorded in respect of the summer term 2014/15. This report had been included in the Corporation Board's papers of 8 July.

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The Committee considered the report which showed Governor development and activity during the summer term 2014/15.

11. Clerk to the Corporation Job Title

The Chair of Governors indicated that following discussion with the Clerk to the Corporation, he had asked her to submit a report on the title of Clerk. He felt that the title was outdated and it was noted that some colleges were using other job titles, e.g. Director of Governance. The Committee considered that the current job title of Clerk did not send the right message about the seniority of the role which was equivalent to that of 'Company Secretary' in the private sector. The Clerk to the Corporation concurred that this was a sector issue as could be seen from the recent Survey of College Clerks 2015 published by the Education & Training Foundation. She stressed that she had no concerns about how TyneMet's Corporation Board perceived the role.

It was agreed that this would merit further discussion and that the Chair should take this matter forward with the Association of Colleges given that it was a sector issue.

BM

12. Information Only Items:

- a. A Practical Guide to Improving Diversity of College Boards
- b. Survey of College Clerks 2015, May 2015 (Summary)

13. Any Other Business

Lakes College Visit, 14 October: it was noted that the Chair of Governors and Clerk to the Corporation of Lakes College would be joining the Corporation Board meeting on 14 October as observers at their request. It might be that the Board would need to go into closed session if an item on the agenda warranted this, but this would not be known until nearer the date. **It was agreed that, if they wished, they could also join the preceding Governance, Performance & Search Committee meeting.** The Clerk to the Corporation would liaise with Lakes College on this matter.

RMM

- 14. 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**
- CVs to remain confidential

Date and time of next meetings:

- **Wednesday, 23 September 2015, 3.30 pm – Governance Self-Assessment Report incl. Committee Chairs/Governor Leads)**
- **Wednesday, 14 October 2015, 3.30 pm (Lakes College visit)**

[The meeting closed at 5.10 pm.]