

PRESENT: Mr Bill Midgley (Chair of Governors)
Cllr Janet Hunter
Ms Vivien Shipley
Mr Jon Vincent, Principal (from 4.05 pm)

IN ATTENDANCE: Mrs Rosamund Moore, Company Secretary

[The meeting commenced at 3.30 pm]

ACTION

1. Apologies for Absence

Apologies were recorded for Mr Garner.

2. Declaration of Interest

The Company Secretary declared an interest in item 12.b but it was agreed she would not withdraw from the meeting as the discussion was about process and not about her individual performance. The Principal had an interest in the whole of item 12, but was not present for this discussion which was taken at the start of the meeting.

12. Item taken out of order:

a) Board Objectives for Senior Post Holders 2015/16 (Themes):

A separate, restricted minute was taken of this item.

b) Performance Review of Senior Post Holders, incl. Company Secretary:

A separate, restricted minute was taken of this item.

The Principal joined the meeting at 4.05 pm.

3. Minutes and matters arising of the Governance, Performance and Search Committee meeting of 30 June 2015

The minutes of the meeting of 30 June 2015 were approved as a true record and duly signed by the Chair of Governors.

Under Matters Arising, item 3, the Principal reported that the intention was to arrange a visit to Northumberland and Tyne & Wear NHS Mental Health Trust (NTW) and a date would be identified before half term.

JV

Under Matters Arising, item 3, it was noted that the programme of Learning Walks for 2015/16 were contained in the Corporation Board's papers.

Under Matters Arising, item 13, it was noted that the Lakes College visit by the Chair of Governors and Clerk had been postponed at the request of Lakes College, but this visit would potentially be rearranged for the spring term.

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

4. a) Size and Composition of Corporation Board

The Committee considered the Company Secretary's report and discussion followed about the size of the Corporation Board in conjunction with the current vacancies and the mix of skills and balance of membership.

b) Appointment of Student Governor Nominees

The Committee considered the CVs of the two Student Governor nominees, Ms Bethney Jamieson, who had been nominated by the Coast Road/TMC Student Council, and Ms Jacqueline Lackenby, who had been nominated by the QA campus Student Council. **The Committee agreed to recommend the appointment of Ms Bethney Jamieson and Ms Jacqueline Lackenby as the Student Governors from 14 October 2015 to 31 July 2016.**

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It was noted that Ms Lackenby could not attend the Corporation Board meeting tonight as she had a long-standing commitment.

c) Independent Governor Vacancies

There were currently two Independent Governor vacancies on the Corporation Board. The Chair of Governors drew attention to an exploratory meeting with an individual from Northumbria University who had a background in further education policy and strategy. While it might be sensible not to lose the opportunity to appoint an exceptional individual, a view was expressed that the Board might benefit from having more Governors with an employer background. Further, Area Reviews were complicating the FE landscape and, in addition, the Board had considered reducing its numbers in light of the move to a strategic governance model.

It was agreed to seek the views of the Corporation Board on whether to fill the vacancy or whether to reduce the size of the Corporation Board from 19 to 18.

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With respect to the appointment of an Independent Governor from one of the QASFC partner schools, it was proposed to continue to leave the position vacant, given the fact that interim Head Teacher arrangements were operating at both Marden and Norham High Schools and that the Head of John Spence had already undertaken the role and was fully committed with respect to the school's building project. **It was agreed to recommend that the Independent Governor position allocated to one of the QASFC Head Teachers remain vacant.**

**Agenda Corp.
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d) Equality & Diversity Measurable Objectives for Board Membership

The Committee discussed the approach to ensuring a balance in the membership of the Corporation Board. While the Governor appointment procedures gave a commitment to equality and diversity, they did not stipulate measurable objectives which were referenced in both the new Code of Good Governance for English Colleges and the UK Corporate Governance Code. The Committee felt that setting quotas for Board membership was not necessarily helpful in ensuring a balanced Board.

The Committee agreed therefore that it would not recommend measurable equality and diversity objectives for Board memberships.

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Should the Board agree with this recommendation, this would necessitate an explanation in the College's Statement of Corporate Governance.

e) Chair and Vice Chair of Governors Succession Planning

It was noted that the Chair and Vice Chair of Governors would come to the end of their first term of office in their respective roles on 31 July 2016. Both would be eligible to be nominated for a further term of office and the Company Secretary would contact Governors formally in this respect in January 2016. This was included in the Governance Quality Improvement Plan for 2015/16 and the process was set out in the Corporation's Standing Orders.

**RMM
Jan. 2016**

5. Honorary Associate Scheme Nomination

The Committee considered the proposal to nominate Mrs Helen Jones who had served on the Corporation Board since February 2006 for an Honorary Associate Award.

The Committee agreed to recommend to the Corporation Board the nomination of Mrs Helen Jones for an Honorary Associate Award.

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6. Final Quality Improvement Plan 2014/15

The Committee considered the final update to the Governance Quality Improvement Plan for 2014/15. Two areas were being carried forward into 2015/16.

The Committee noted the final updated to the Governance Quality Improvement Plan for 2014/15.

a) Governance Self Assessment Report 2014/15

Discussion followed about the overarching summary statement and it was felt it would be helpful to clarify why Governance was 'good' rather than 'outstanding'. This was because for the College the trajectory of improvement in some learner outcomes had not continued at a sufficiently fast pace and there were some challenges around the College's finances. Nevertheless, it was agreed that the process of governance was very good. **The Committee agreed the Self-Assessment Report with this clarification and the grade of 2 (good) for 2014/15.**

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b) Quality Improvement Plan 2015/16

The Governance Quality Improvement Plan for 2015/16 contained points highlighted in the Self-Assessment Report which were areas for improvement and areas which were 'in the pursuit of excellence'. **The Committee agreed to recommend the Governance Quality Improvement Plan 2015/16 to the Corporation Board.**

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7. Report on Code of Good Governance for English Colleges

The Committee considered the Company Secretary's report on the Code of Good Governance for English Colleges, including specific considerations which were highlighted. It was felt that the Corporation Board would be able to comply with the Code or provide a satisfactory explanation for any variance.

The Committee agreed that the Code of Good Governance should be placed on the Committee's agenda in December with a view to it being recommended to the Corporation Board.

**Agenda
16 Dec.**

8. Scheme of Delegation 2015/16

The Company Secretary explained that she had amended the Scheme of Delegation to reflect the change in her job title and the policy and procedure approval schedule in the annex had been updated.

The Committee agreed to recommend the Scheme of Delegation 2015/16 to the Corporation Board.

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9. Draft Governor Development Plan 2015/16

The Committee considered the Governor Development Plan for the current year and proposed two amendments: 'Understanding of strategy to increase the proportion of good and outstanding lessons' should be changed to 'Increasing the understanding of what outstanding quality in teaching, learning and assessment means'. 'Preparation for Area Reviews' should be added as a separate item.

With the above two amendments, the Committee agreed to recommend the Governor Development Plan for 2015/16.

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10. Governor Attendance Summer Term and Overall for 2014/15

The Committee considered the attendance statistics for the summer term and overall for 2014/15. The Chair of Governors felt that an attendance rate of 80% was good in his experience.

The Committee considered and noted Governor attendance for the summer term and overall for 2014/15.

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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

11. Any Other Business

None.

12. Restricted item related to Senior Post Holders

Item taken out of order – see separate minute.

13. 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
- Item 12 to remain confidential / restricted.

Date and time of next meetings:

- **Wednesday, 16 December 2015, 3.30 pm**

[The meeting closed at 4.25 pm.]