

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 9.05 am]

ACTION

1. Apologies for Absence

None.

2. Declaration of Interest

The Principal had an interest in the whole of item 9, Board Objectives for Senior Post Holders for 2015/16. It was agreed that he should not automatically be required to withdraw for this item.

3. Minutes and matters arising of the Governance, Performance and Search Committee meeting of 14 October 2015, including restricted minutes

The minutes of the meeting of 14 October 2015 were approved as a true record and duly signed by the Chair of Governors.

The following matters were dealt with Under Matters Arising:

Item 3, it was noted that a number of Governors had visited Northumberland and Tyne & Wear NHS Mental Health Trust (NTW) on 19 November. The Principal was considering options for a visit by Governors in the spring term and would come back to Governors on this matter in due course.

JV

Item 4.c, it was noted that the Board had agreed to retain the vacancy for the Independent Governor position allocated to one of the QASFC Head Teachers and that this matter would be taken forward at an appropriate point in 2016.

JV / BM

Item 4.e, it was noted that in January the Company Secretary would follow the usual processes related to contacting Governors whose terms of office would end on 31 July 2016.

RMM

Item 7, as agreed, the Code of Good Governance for English Colleges was on the Corporation Board's agenda for approval on 16 December.

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Item 10, ref. enhancement of reporting, the Chair of Governors indicated that the Deputy Principals had taken part in the pre-meeting to discuss Corporation Board papers and that this would continue.

RMM

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

- 4. QA Sixth Form College Committee Vice Chair and Membership**
The Committee considered the Company Secretary's report on the membership of the QASFC Committee for 2015/16, noting that Mrs Bev Atkinson, Norham High School Governor, had joined the Committee.
- The Committee agreed to recommend to the Corporation Board endorsement of Mr Fran Done as the QASFC Committee Vice Chair as well as the appointment of Ms Erin Hollinshead as the Student Associate Member, both for the academic year 2015/16.**
- Agenda Corp. 16 Dec.**
- 5. Governance Review: Evaluation of Strategic Governance Model Questionnaire**
The Corporation Board had agreed that, following one year of operation, there would be an opportunity to review the strategic governance model introduced in January 2015.
- This year's Annual Internal Audit Plan included a review of Corporate Governance and so KPMG's internal audit work was being dovetailed with the Board's own review in order to add value by including an external perspective.
- It was noted that the Company Secretary would forward the questionnaire to KPMG for comment as part of their internal audit work following this meeting.
- RMM**
- The proposed timeframe for the evaluation was outlined:
- Questionnaire issued by 7 January 2016
 - Questionnaire returned by 18 January 2016
 - Board evaluation of outcomes and decisions on way forward on 10 February 2016
 - KPMG assessment of outcomes as part of their internal audit work in May 2016
- The Committee considered the draft evaluation questionnaire and, following discussion, determined that it would remain anonymous. It was agreed that, depending on the responses to the questionnaire, there would be an opportunity for Governors to have a full debate at the strategic planning event on 9 March if it was felt that any decisions could not be made on 10 February.
- Agenda Corp. 10 Feb. or St.PI. 9 March**
- The Company Secretary was asked to amend the questionnaire to create a clear separation between the 'Don't Know' column and the other columns.
- RMM**
- The Committee agreed the Strategic Governance Evaluation Questionnaire with the above amendment to its format and that the Chair of Governors would approve the final version with any amendments suggested by KPMG incorporated as he felt appropriate.**
- BM**
- 6. Governance Quality Improvement Plan 2015/16 Update**
The Committee considered the update to the Governance Quality Improvement Plan for 2015/16, the actions to date and the timeframe for further action to implement the QIP. In response to Governors, the Company Secretary indicated that all actions were on track for timely completion.
- The Committee considered and noted the updated Governance Quality Improvement Plan for 2015/16.**
- 7. Governor Development and Activity 2015/16 to date**
The log providing details of Governor development sessions and activities during the autumn term was included in Committee papers. It was noted that the Vice Chair had attended the launch of the dry lining centre at TMC on 12 November. This will be added to the log.
- RMM**
- The Committee considered and noted the Governor Development and Activity report.**
- 8. Any Other Business**
None.

9. Board Objectives for Senior Post Holders for 2015/16

The Committee considered the Board Objectives for Senior Post Holders for 2015/16 including targets.

A separate, confidential/restricted minute was taken of this item.

The Committee agreed to recommend to the Corporation Board the Board Objectives for Senior Post Holders for 2015/16 with amendments as discussed.

10. 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 9 to remain confidential / restricted.

Date and time of next meetings:

- **Monday, 7 March 2016, 3-5 pm (Performance of Senior Post Holders)**
- **Wednesday, 23 March 2016, 3.30 pm (Governance & Search items)**

[The meeting closed at 10.20 am.]

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