

PRESENT: Mr Bill Midgley (Chair of Governors)
Mr Bernard Garner
Mrs 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

Apologies had been received from Cllr Hunter.

2. Declaration of Interest

The Chair of Governors declared an interest in item 4.a.

3. Minutes and matters arising of the Governance, Performance and Search Committee meeting of 15 December 2015, including restricted minutes

The minutes of the meeting of 15 December 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 the visit to Newcastle Thunder had been rearranged to 5 May as only one Governor had been able to sign up for the visit on 21 March.

Item 3, it was noted that the Board continued 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.

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

4.a Corporation Board Composition and Reappointments

Governors noted that Mr Ward had tendered his resignation as an Independent Governor with immediate effect due to pressure of work which did not allow him to devote the time needed to meet the role requirements and the needs of the College. He had offered to remain a Governor until such time as the vacancy was filled, however it was felt that this would create an ongoing difficulty for him. As Mr Ward's resignation created a vacancy on the QA Sixth Form College Committee, the Chair of Governors asked Mrs Shipley if she would consider joining the Committee for the final meeting of the year.

The Committee agreed to recommend accepting Mr Ward's resignation and to appointing Mrs Shipley to the QASFC Committee for the final meeting of the academic year.

BM

The Committee considered the Company Secretary's report regarding Board composition and reappointments. The Company Secretary confirmed that she had written to all Governors whose terms of office would end on 31 July 2016 asking if they wished to seek a further term of office (normally three years) and she had received a positive response from all those concerned (Mr Midgley, Cllr Hunter, Dr Cruickshank, Prof Dunning, Mr Seccombe and Mrs Soni). Discussions were necessarily also linked to the positions of Chair and Vice Chair of Governors whose terms of office were coterminous with their appointments as Governors.

RMM

The Committee was made aware of the specific intentions and wishes of individual Governors and considered the impact of these on succession planning in future years. The Committee also considered the skills set and experience of individual Governors, as well as the rationale for their initial appointment and their service to the Board. Following discussion about the Board's current needs, which included factors such as the importance of having local commercial expertise, the forthcoming Area Review and partnership working with South Tyneside College, it was agreed that the composition of the Corporation Board required further deliberation to ensure that Board membership comprised the right balance of skills, expertise and experience to meet the specific challenges that lay ahead. **It was, therefore, agreed that the Chair of Governors would hold further discussions with individuals which would allow the Committee to reconvene and make recommendations about Board membership to the next Board meeting on 11 May.**

**BM
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The Company Secretary would arrange a further meeting of the Committee to consider these matters (11 May if possible).

RMM

5. Draft Meeting Schedule 2016/17

The Company Secretary presented a draft meeting schedule for 2016/17. The schedule included eight Corporation Board meetings.

The Committee agreed to recommend the meeting schedule for 2016/17 for Corporation Board approval.

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6. Honorary Associate Awards Verbal Update and Nomination

The Principal reported that Prof Chris Day, Pro-Vice-Chancellor for the Faculty of Medical Sciences at Newcastle University, who had previously been nominated for the College's Honorary Associate Award, had accepted an invitation to the HE celebration on 30 June to formally receive his award.

The Principal also reported that the Senior Leadership Team was proposing Mr Lee Hall, a well-known playwright and alumnus of former Tynemouth College, for an Honorary Associate Award in 2016/17. The Principal explained that he had approached the individual last year, but he had only wished to accept the award when work commitments became less demanding so that he could devote time to the College. The Principal was awaiting a response from the nominee, but hoped that he would be able to accept the award on this occasion and would be free to attend the FE Student Awards event on 30 June. Information about the nominee was tabled for consideration by the Committee.

The Committee noted that Prof Day would attend the HE celebration on 30 June and agreed to recommend the alumnus of former Tynemouth College for an Honorary Associate Award in 2016/17.

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The Principal indicated he would follow-up with the nominee following today's meetings.

JV

7. 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. The Company Secretary tabled an amendment to the QIP which gave a more precise update on progress to achieve the target for Governors regarding their ambassadorial role. In response to Governors' questions, the Company Secretary indicated that, where actions were not yet due to be complete, there continued to be good progress and, currently, these actions were on track for completion by the end of the academic year.

The Committee considered and noted the updated Governance Quality Improvement Plan for 2015/16 which was provided to the Corporation Board for information.

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8. Refreshed Standing Orders

The Company Secretary reported that she had reviewed the Corporation Board's Standing Orders for currency and made some minor amendments to bring them up-to-date, i.e. change of name from Clerk to the Corporation to Company Secretary and reference to the Code of Good Governance for English Colleges. A minor amendment had been made to the *Register of Interests and Confirmation of Eligibility Form for Governors* to clarify the fact that Governors should declare *all* companies with which they were involved rather than just *commercial* companies. This followed a point that had arisen during the external audit process undertaken by PwC.

The Committee agreed to recommend the refreshed Standing Orders to the Corporation Board for approval.

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9. Equal Opportunity Monitoring Information

The Committee considered the pro-forma to gather equal opportunities monitoring information about Governors in respect of legally protected characteristics. The Company Secretary indicated she intended requesting this information from Governors on appointment and then annually. Current Governors would be asked to complete the form in July of this year along with the annual update to the *Register of Interests and Confirmation of Eligibility Form for Governors*. This exercise was in keeping with the College's obligations under the Equality Act 2010 and the corresponding Public Sector Equality Duty as outlined in the College's Single Equality Policy. The information would be treated in the strictest confidence and used solely for monitoring purposes. The pro-forma followed the same format as that for College employees.

The Committee considered and noted the Company Secretary's report, agreeing that the EO monitoring information pro-forma was appropriate.

RMM

10. Governor Development and Activity 2015/16 to date

The log providing details of Governor development sessions and activities during the spring term was included in Committee papers.

The Committee considered and noted the Governor Development and Activity report which was provided to the Corporation Board for information.

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11. Governor Attendance

The Committee considered the report on Governor attendance at Corporation Board and Committee meetings for the autumn term 2015/16. Attendance at Board meetings for this period was 87.8%, which was good.

The Committee considered and noted the report on Governor attendance which would be provided to the Corporation Board for information.

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12. Any Other Business

None.

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

- Item 9 to remain confidential / restricted.

Date and time of next meetings:

- **Wednesday, 11 May 2016, 3.30 pm** (*date and time of additional meeting tbc*)
- **Wednesday, 29 June 2016, 3.30 pm**

[The meeting closed at 4.10 pm.]