

Minutes of a Meeting of the Governance and Search Committee

Venue: Board Room, Tyne Metropolitan Campus

Date: Wednesday, 31st January 2018

Time: 4.02 pm – 5.55 pm

Present: Mark Overton (in the Chair)
Bernard Garner
Colin Seccombe
Terry Cornick

Apologies: Lindsey Whiterod

In Attendance: Mr N Longstaff (Director of Governance)
Mrs M Oram (minutes)

| Item | Item Description | Action |
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| 1. | <p>Apologies for Absence</p> <p>The Committee approved apologies for absence received from those identified above after having first considered the reasons for their absence.</p> | |
| 2. | <p>Declaration of Interests</p> <p>The Chair reminded members to declare any conflicts of interest as they arose on the agenda.</p> | |
| 3. | <p>Minutes of the previous meeting</p> <p>The minutes of the meeting held on 4 October 2017 were approved and signed by the Chair.</p> <p>Matters arising</p> <p>All actions had been addressed.</p> <p><u>Succession Planning – Induction Programme</u></p> <p>It was confirmed to governors that Alex Richards (Assistant Principal – Student Services) had left the College and that information on Safeguarding and Prevent would be covered by Catherine Donnelly.</p> <p>The Induction Programme was available on Meetingsquared.</p> | |

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| | <p><u>Governance SAR (position statement)</u></p> <p>The question was raised whether the governance position paper would be presented to this meeting? It was explained that LW was pulling together position papers on a number of areas, which included governance. NL was in the process of finalising the governance paper in readiness to bring to the next meeting.</p> <p><u>Governance Attendance 2016-17</u></p> <p>Q. Any sanctions for non-attendance? Yes, if a governor, without the consent of the Board is absent from meetings of the Board for 6 months or more, the Board could resolve to remove that person from office. It was noted that attendance was discussed at 1-2-1 meetings between the Chair and individual governors.</p> <p><u>Development Event/Training</u></p> <p>The members of the Committee provided the Director of Governance with their thoughts on the recent Governor Training Event.</p> <ul style="list-style-type: none"> • Very good event, presentations should be made available to those that could not attend. • T level presentation interesting but if no background knowledge it was difficult to understand reports and therefore Governors might not be getting out of event what was intended. Suggested first slide of presentation could be a basic introduction. • Reasonable attempt to give background was acknowledged. • Felt expected to know e.g. apprenticeships • Discipline in terms of time management needed - did not have time to discuss what to do with issues of apprenticeships. It was noted that an unexpected additional item had impacted upon the timetable but it was felt that appropriate time needed to be given to the agenda items or defer to another meeting. | |
| <p>4.</p> | <p>Succession Planning</p> <p>The report aimed to provide an update on the membership of the Board, Local Boards and Committees, and to plan for appointments in a timely manner.</p> <p>4.1 <u>Size and Composition of Tyne Coast College Boards</u></p> <p>The members were updated on the composition and membership of the College Board and three Local Boards.</p> <p>4.2 <u>Committee Composition and Membership</u></p> <p>The members were updated on the composition and membership of each of the committees and working groups of the Board.</p> <p>The question was raised as to why the post of Staff Governor would reach its maximum term in 2020? It was explained that the post required elections to be held</p> | |

every four years. NL also highlighted that there were no dates against student governors as elections were carried out annually.

4.3 Procedure for Appointing Governors

The current role for the Governance and Search Committee for the appointment of Board members was explained to the committee.

Clarification was sought about the arrangements for the replacement of Chair and Vice Chair and a number of questions were raised.

It was stated in the executive summary that steps were being taken by the Chair and Vice Chair of the Board to identify a suitable replacement for Mr Bill Midgley whose office ended on 31 July 2018. The question was asked as to what had happened to the role of the committee? NL explained that the Chair and Vice Chair had been tasked by the Board to seek a suitable replacement although acknowledging that this would normally be the role undertaken by the Governance and Search Committee.

It was felt that it would be important for this Committee to have a role in the process and it was stressed that any nomination should come to the Governance and Search Committee.

Some members believed that an external Chair was still under consideration, whilst others thought that future Chairs and Vice-Chairs would be part of the succession plan and sought from existing members. It was explained that the Board had agreed that Bill Midgley would continue as Chair until the end of his office as a governor on 31 July 2018 at which point Andrew Watts would take up office as Chair for one year until 31 July 2019. Nominations for Vice Chair from 31 July 2018 would be sought from current members. This approach would be in line with the succession plan.

The matter of remuneration for governors was to be discussed at the forthcoming AoC Governance Summit and may be something for future discussion.

Clarity on Andrew Watts's role as Chair was sought in terms of whether it would be independent, similar to that undertaken by Bill Midgley. It was noted that Andrew Watts would be expected to follow the same approach, subject to Board approval, in that AW would stand down from the Local Board(s) and committees (but would still be able to attend meetings if he so wished). Any vacancies on Local Boards or committees created by AW becoming Chair would be filled from current Board members.

It was asked what the appointing processes were for the Chair and Vice Chair? It was confirmed, and as stated above, the succession plan indicated that the Committee had a responsibility to undertake an on-going review of succession planning for the positions of Chair and Vice-Chair with recommendations to go to the Board, but acknowledging that when considering succession, consideration must be given to the development of existing governors and of promotion from within existing membership.

Would the nomination process be a role of this Committee? No, not for the Chair or Vice Chair that would normally be a self-nomination.

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| | <p>Q. How would an individual's characteristics/skills for a governor role be assessed? The current skills matrix would be looked at to see where the gaps were or if any area needed strengthening. The skills of the person vacating a post would also need to be taken into consideration.</p> <p>Q. If the vacancy to be created by BM was filled by someone out of the area and not interested in the STC Local Board would the position left by AW be filled by someone from outside? It was confirmed that this needed to be a Tyne Coast College Governor.</p> <p>Resolved:</p> <ul style="list-style-type: none"> i. That the report is received and the progress being made to fill current and forthcoming vacancies acknowledged. ii. That NL is to meet with the Chair of the committee to consider next steps in terms of appointments to the Board. iii. That NL is to update the composition and membership of the Board to reflect current understanding on the position of Chair. | <p>NL</p> <p>NL</p> |
| <p>5.</p> | <p>Review Progress against Code of Good Governance and Update on Action Plan</p> <p>The purpose of the report was to provide the Governance and Search Committee with an update on the progress towards becoming fully compliant with the Code of Good Governance and an updated Governance Action Plan.</p> <p>The Director of Governance informed members that he had reviewed both the 'shoulds' and 'musts' and that evidence could be provided to show that compliancy was met.</p> <p>Q. Do Link Governors report to the G&S Committee or to the Board? This was fluid as it was dependent upon the role undertaken. It was acknowledged that the Action Plan needed amended to reflect this.</p> <p>A governor queried whether the Board had achieved the question on '<i>How well informed the Board is about the labour market needs of its local community, and how effectively it has considered and set out what it believes those needs are and to what extent it will seek to meet them</i>'. It was felt that there needed to be a clear understanding of how this had been met. Completion of surveys was acknowledged and were likely to be an annual requirement but would there be evidence to show the transfer from survey to policies? Governors were informed that such evidence would be provided in the quality reports to local boards.</p> <p>An observation was made that for the purpose of the Governance Code of Practice, a column be added to the Action Plan to show outcomes/impact.</p> <p>One of the areas for improvement, '<i>Ensuring that the College engages with and is accountable to its key stakeholders i.e. learners, employers and the community</i>' was highlighted by a governor for discussion as he felt that he was becoming isolated from learners? Ways in which governors could engage with learners were suggested, which included learning walks and attendance at Learner Forums. It was felt important to maintain an appropriate level of contact with students to hear their views first hand.</p> | <p>NL</p> |

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| | <p>Resolved:</p> <ul style="list-style-type: none"> i. That the Committee agree to receive and acknowledge the report. ii. That the Director of Governance is to review the Board's compliance against the Code with the Chair of Governance and Search Committee on a termly basis and report back to the Committee on matters requiring action. iii. That the Committee will undertake a full annual review of compliance against the Code at the final meeting each academic year. iv. That the Governance Action Plan is agreed subject to revisions identified by governors as detailed above. | <p>NL</p> <p>NL</p> |
| <p>6.</p> | <p>Nomination for Dr Winterbottom Fellowship</p> <p>Confidential restricted item.</p> | |
| <p>7.</p> | <p>Future Reporting Arrangements</p> <p>The Director of Governance provided an update on the reporting arrangements to the College Board, its Local Board and Committees.</p> <p>It was explained that there needed to be a balance found between the need for the Board, Local Board and Committees to have the appropriate amount and level of information to make the necessary scrutiny and challenge needed when reaching decisions versus the unwieldy nature of agendas and associated papers, with all the consequent preparation time for Board and committee members.</p> <p>This paper aimed to address these issues with a key focus on reducing the volume of information being presented with an improved reporting mechanism. The following actions were proposed:</p> <ul style="list-style-type: none"> • Streamlining papers to the College Board, Local Board and its committees through a refinement to the report template for Executive Officers – Key issues/actions only. • Establishing a Committee Chair's Summary Report to be presented to the full Board. • To create a hyperlink within agendas on Meetingsquared for supporting documents. • A review of the College Policy schedule to be undertaken with a view to reducing the volume of papers to the Board. <p>It was accepted that there would be some reports that would be exceptions to the rule as the Board was required to receive them and approve e.g. statutory accounts. It was noted that the revised format had been taken to SEG who had endorsed the proposals.</p> <p>Q. Hyperlink added from within the document? Yes.</p> <p>Q. Presentation of reports to the Board? This would be the Chairs of Committees as other than the CEO and Chief Operating Officer, SEG members would not normally be present at Board meetings, however, they could be called if needed.</p> | |

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| | <p>The Director of Governance reminded members that papers for meetings should be with himself nine days prior to the meeting to allow sufficient time to prepare papers for distribution 7 days in advance.</p> <p>Q. When envisaging meetings with the Chairs, would this be prior to the meeting? At any time between the distribution of papers and prior to the meeting itself.</p> <p>Q. This was very supportive but there may be a little more work for the Chair, do we have a date for implementation or would there be a trial? Aiming to take to the March Board meeting for sign off and would be taken forward from there. SEG have accepted the format and were to use the report template with immediate effect.</p> <p>Resolved:</p> <ol style="list-style-type: none"> i. That governors agree to receive and accept the report. ii. That governors: <ol style="list-style-type: none"> a. Endorse the refinement of the report template for officers (key issues/actions only) b. Agree to establish a Committee Chair’s summary report to be presented to the full Board. c. Agree to the use of a hyperlink within agendas on Meetingsquared. d. Agree to a review of the College’s Policy schedule with a view to reducing the volume of papers to the Board. | NL |
| 8. | <p>Clerking Arrangements</p> <p>Confidential item.</p> | |
| 9. | <p>Development Event/Training (Summer 2018)</p> <p>The Director of Governance reminded members that the Summer event would be taking place in June and asked suggestions for anything to take forward to that session.</p> <p>Governors highlighted the following:</p> <ul style="list-style-type: none"> • Local Labour Market need. • Local Community need. • Regional Strategic Plan for next 5 years. • Local intelligence from local employers. • Establish target markets, area of priority. • Someone from one of the councils/local economic perspective to come in to talk about what was on the horizon. • Member from AoC vision for government strategy for education. | |
| 10. | <p>Any Other Business.</p> <p>None.</p> | |

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| 11. | Identification of Confidential Items Resolved: That the following matters are to remain confidential: <ul style="list-style-type: none"> • Item 6 - Dr Winterbottom Fellowships • Item 8 - Clerking Arrangements | |
| 12. | Date and Time of next meeting Wednesday 2 May 2018 at 4.00 pm at South Tyneside Campus. | |

Signed

Date