



TyneCoastCollege

Meeting of the Governance and Search Committee

Venue: STC Conference Room 3 & via Microsoft Teams

Date: Wednesday 25 May 2022

Time: 4.00pm – 5.20pm

Present: Mark Overton (In the Chair)
Colin Seccombe
Lindsey Whiterod (TEAMS)

Apologies for absence: Ian Pippin
Andy Walton

In Attendance: Neil Longstaff (Director of Governance)

ACTION TRACKER

Item	Summary of Action Required	By whom	Status	Comment / Update
Meeting of the 25 May 2022				
3.	3.5 Development Event & Training A timetable highlighting important bid dates and listing smaller bids that had been applied for by the college was to taken forward to a future meeting.	NL/LWh		
4.	Update on compliance with the Code of Good Governance A full review against the new code be undertaken at the start of the academic year 2022/23 with a view to presenting a paper to the first meeting of the Governance and Search Committee.	NL		On agenda
6.	Annual Review of Governance Create a Joint Business Development Committee between TCAT and TCC	NL		Establishment of a Joint Business /Strategy Forum for the College and Trust to be explored
	i. Governance documentation to be approved by Board.	NL		Approved
	ii. Introduction of Business, Community and Stakeholder Advisory Groups and a paper be presented to the next meeting of the Board.	NL		Approved
7.	Governor Training iii. Governors to be reminded of the need to complete any outstanding mandatory training modules as soon as possible.	NL		Several Reminders sent most recent 3/11/22
	v. Chair of the Board is asked to cover training in his 1-2-1s with governors focussing particularly on any mandatory courses not completed.	NL		Chair aware but 1-2-1s not yet held
	vi. That the Chair liaises with the Director of Governance to prioritise training modules for governors to complete with the ETF programme.	NL		To be confirmed

8.	Review and approval of Student Union Constitution - update Governors agree to the Workplan being amended to reflect change in review cycle	NL		Updated and approved
9.	Any Other Business <u>Link Governor</u> That Link Governors be raised as part of the Governance paper to the Board.	NL		Updated and approved

MINUTES

ITEM	ISSUES	ACTION
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>Declarations of Interest</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 17 November 2021 were approved and signed by the Chair.</p> <p>Matters arising not covered on the agenda</p> <p><u>3.1 Succession Planning</u> NL confirmed that an application from a potential governor who had relevant experience in LLDD (Leaner with Learning difficulties or disabilities) had now been received via Ian Pippin.</p> <p><u>3.2 FE White Paper (Skills for Jobs)</u> It was reported that the Bill had received Royal assent on 28 April 2022 and the first piece of guidance (governance) had been issued by the DfE around effective external governance reviews. It was noted that the Board had up to July 2024 to arrange its first external review. Thereafter, it would be every three years.</p> <p>Various offers were being made from organisations such as the AoC and Education & Training Foundation.</p> <p>Q. More extensive than internal audit? Yes, as it would cover all areas of governance whereas audit would likely focus on one or two areas at a time. Q. Anything of a surprise or concern? No, if we RAG rated ourselves, it would be mostly green with a few ambers around Link Governors, Learning Walks etc. but these were being addressed. Q. External body? Completely external in terms that it cannot be conducted by college auditors or another college.</p> <p>Governors proposed to review this situation at a later stage as there was little choice in terms of available reviewers at present.</p> <p>Resolved: That the Committee receives and acknowledges the report.</p>	

	<p><u>3.3 AoC Governors Conference</u> Governors noted that both the Chair and Vice-Chair attended the recent AoC Conference and fed back matters of interest to the Board.</p> <p><u>3.4 Governance Update including Succession Planning</u> It was noted that the Board had set terms of office for Chairs of its Committees to a minimum of two years.</p> <p><u>3.5 Development Event & Training</u> A development session for governors had been held focussing on key priorities such as Marine, FE and quality.</p> <p>Q. Next development session? This was to be pushed back to Monday 27 June 2022, 2pm-4pm ahead of Audit Committee. The focus for the session was around the estates bid.</p> <p>It was confirmed that a paper showing headline increased costs that could significantly impact on the College in the next academic year had been taken to the Board. A timetable highlighting important bid dates and listing smaller bids that had been applied for by the college was to taken forward to a future meeting.</p> <p><u>3.6 Potential Governors</u> It was confirmed that face-to-face 'Get to Know You' meetings with DB and CJ had been held and they had been subsequently appointed by the Board on Governance and Search Committee's recommendation.</p>	NL / LWh
4.	<p>Update on compliance with the Code of Good Governance</p> <p>This paper provided the Committee with an update on compliance with the Code of Good Governance.</p> <p>Governors were reminded that:</p> <ul style="list-style-type: none"> • The Board had adopted the English Colleges Code of Good Governance. The purpose of the Code was to identify the key values, expectations, commitments and principles of good and outstanding practice. It was a 'comply-or-explain' code. • An updated version of the Code of Good Governance was being made available for colleges. However, there was no expectation that colleges report against the new version until 2022/23 academic year. The previous version of the Code was available for colleges to use until July 2022. The overarching objective of the update was to ensure the Code provides the appropriate standards and expectations for colleges in the current context. In addition, the Governors' Council's remit focused on three main areas: <ul style="list-style-type: none"> ❖ Streamlining the code (reducing repetition and simplifying language) ❖ Updating links to key policies and information to ensure that these were as current as possible ❖ Incorporating a stronger focus on EDI and environmental sustainability within the code as a direct response to changes in the policy landscape and members' requests. • It was proposed to map the College against the new Code at the start of the academic year 2022/23 and commence a new annual review from that point forward. • Explanatory Notes and Guidance on the Colleges' Senior Post Holder Remuneration Code and the current full mapping exercise of the AoC Code have been posted to the Knowledge area of MeetingSquared. <p>Governors were of the view that their preference was to focus on a new Code sooner rather than later and supported the proposal to review the College's position at the start of the new</p>	

	<p>academic year. The Chair hoped to see safeguarding as one of the key principles of good governance.</p> <p>Resolved: That the Committee note the current position regarding the mapping exercise of the AoC Code and that a full review against the new code be undertaken at the start of the academic year 2022/23 with a view to presenting a paper to the first meeting of the Governance and Search Committee.</p>	NL
5.	<p>Succession Planning</p> <p>Confidential item</p>	
6.	<p>Annual Review of Governance</p> <p>The purpose of this report was to make recommendations to the Board regarding the annual review of the following:</p> <ol style="list-style-type: none"> Governance Structure Instrument and Articles of Government Standing Orders and Code of Conduct Committee composition and membership Terms of Reference and membership of Business and Stakeholder Groups Terms of reference of committees Business Planner 2022-23 Meeting schedule 2022-23 <p>NL highlighted the following:</p> <ul style="list-style-type: none"> Instrument and Articles of Government (I&A) and Standing Orders - minor changes were being proposed, which included a review of the decisions recently taken relating to the appointment of the Student Governor (Vice-President as per Union Constitution). The Code of Conduct - Minor changes had been made (dates). The Terms of Reference and membership of Committees were being presented for review and approval. The Business Planner 2022-23 and Meeting Schedule 2022-23 had been updated after consultation with members of the College Management Team. <p>During discussion on the membership of committees, governors took into account A Watts and S Wears terms of office ending in October 2022. It was also noted that Wendy Starks had expressed an interest in joining Quality, Curriculum and Standards Committee. Established links between the Academy Trust and the sponsor were noted and the roles currently held by AW and SW were also considered.</p> <p>Discussion took place on the Business and Stakeholder Groups in particular, their purpose and membership. NL reported that he had held discussions with Lynsey Whitehead (Director of Business Development) about Stakeholder Groups as she was looking at establishing Employer Advisory Boards and he queried as to whether these would cover the same area of work. The Director of Business Development subsequently had meetings with Di Turner (Vice Principal) and Graeme Barker (Head of Engineering/Manufacturing) using the draft terms of reference and composition that the Board had in place already. Following their discussions, there was a proposal to change the name of the groups to Business, Community and Stakeholder Advisory Groups and have one for each college strand (SSMS/STC/TyneMet). The terms of reference/composition were to be updated to reflect the new role and a paper was to be presented to the next Board meeting.</p> <p>Q. Target date for implementation? The aim was to commence the new Advisory Groups</p>	

	<p>from September 2022.</p> <p>Responding to a question about the separation of the Marine College as a separate entity, the CEO indicated that enquiries had been made but it was proving difficult to achieve.</p> <p>Discussion took place around potential joint committees between the College and Trust. NL was making enquiries but there were some difficulties around a Joint Audit Committee. Governors were not supportive of a Joint Audit Committee but could see the benefit of a Joint Business Development Committee as it could focus on a common strategy, provided that conflicts of interests were appropriately managed.</p> <p>Resolved:</p> <p>i. That governors recommend the following to the Board for approval:</p> <p>a. The revised governance structure.</p> <p>b. The Instrument & Articles of Government, as presented</p> <p>c. The Standing Orders and Code of Conduct, as presented</p> <p>d. Committee composition and membership, as amended subject to individuals' acceptance:</p> <ul style="list-style-type: none"> - MH removed from F&R - SW, WS & AWatts removed from Audit - SA to become Chair of Audit with CJ to become Vice Chair of Audit - WS added to QC&S - CS & SW removed from QC&S - AWatts removed from PARC - MG to become Lead & Chair of PARC - MG & JW to become permanent members of BusDev <p>e. The Terms of Reference of Committees, as presented.</p> <p>f. Business Planner 2022-23 as presented.</p> <p>g. Meeting schedule 2022-23 as presented.</p> <p>ii. That the Committee support the proposal to introduce the Business, Community and Stakeholder Advisory Groups and a paper be presented to the next meeting of the Board.</p>	<p>NL</p> <p>NL</p> <p>NL/ LWh</p>
<p>7. Governor Training</p>	<p>This report aimed to inform governors of the training undertaken and training opportunities for the members of the Board and Governance Professionals.</p> <p>Governors' attention was drawn to the following:</p> <ul style="list-style-type: none"> • Governor training records. • Training opportunities available through the Education and Training Foundation (ETF). <p>Q. Reason for mandatory courses not yet completed? None. Lorna Lister has sent several reminders to governors.</p> <p>The launch of the ETF's Governance Development Programme had been delayed and as a direct result the ETF had indicated that they were to make the first year free of charge for all colleges. This would give full access to the programme modules for all governors and governance professionals from the date of registration (expected to be 31 May 2022).</p> <p>Q. ETF voluntary rather than mandatory? Yes, they would be used to enhance governors understanding of a particular area or to keep governors up to date with changes in legislation, good practice etc.</p>	

	<p>The Chair also reported that there were other workshops, conferences etc that governors might want to attend and this needed to be highlighted to governors as and when appropriate.</p> <p>Resolved:</p> <ol style="list-style-type: none"> i. That Governors agree to receive the report and acknowledge the information presented. ii. That the Committee acknowledges the range of training opportunities available. iii. That governors are to be reminded of the need to complete any outstanding mandatory training modules as soon as possible. iv. That the Chair of the Board is asked to cover training in his 1-2-1s with governors focussing particularly on any mandatory courses not completed. v. That the Chair liaises with the Director of Governance to prioritise training modules for governors to complete with the ETF programme. 	<p>NL</p> <p>NL</p> <p>NL</p>
<p>8.</p>	<p>Review and approval of Student Union Constitution - update</p> <p>The Director of Governance highlighted a discrepancy between the Workplan, which showed an annual review was needed for the Student Union Constitution, whereas the Constitution document itself, which was signed off by the Board in 2021, indicated that it would be reviewed every 5 years in accordance with legislation.</p> <p>This had been raised with the Chair of Governance and it was being proposed to amend the Workplan to fall in line with the recommended review as per the constitution document.</p> <p>Resolved: That governors agree to the Workplan being amended as per above.</p>	<p>NL</p>
<p>9.</p>	<p>Any other business</p> <p><u>9.1 Board Effect</u></p> <p>The Director of Governance reported that he had queried with Diligent about the transitional arrangements for moving from Meetingsquared across to Board Effect as no contact had been made since the initial agreement had been signed.</p> <p>An email had been received recently in response giving June/July, August or October as options to move across onto the new platform. NL had asked for an earlier switch therefore transitional arrangements had been provided, which included training days for staff and governors (details provided). These were to be shared with governors.</p> <p>Q. Tablet in need of updating? No, as any App should be pushed out direct from IT Team or governors should be able to access online direct from the BoardEffect website.</p> <p>Resolved: That Governors are to receive the report and acknowledge the information presented.</p> <p><u>9.2 Link Governor</u></p> <p>It was noted that a Link Governor for Careers Advice and Guidance was needed.</p> <p>Q. Who's best fit? Possibly Donya Urwin as her background was HR.</p> <p>Resolved: That Link Governors be raised as part of the Governance paper to the Board.</p>	<p>NL</p>

<p>10. Date and Time of Next Meeting</p>	<p>It was noted that the next scheduled meeting of the Committee was to be decided by the Board as part of the annual calendar.</p>	
<p>11. Identification of Confidential Items</p>	<p>Resolved: That Item 05, Succession Planning, is to remain confidential.</p>	

Signed: **Date:**