



TyneCoastCollege

Meeting of the Governance and Search Committee

Venue: STC Conference Room 1

Date: Wednesday 22 May 2024

Time: 4.00pm – 5.40pm

Present: Colin Seccombe (In the Chair)
Joanne Fanning
Surajah Hunter
Lindsey Whiterod (TEAMS)

In Attendance: Neil Longstaff (Director of Governance)

ACTION TRACKER

Item	Summary of Action Required	By whom	Status	Comment / Update
Meeting: 22 May 2024				
4.	<u>Annual Review of Governance</u> i. That governors recommend the following to the Board for approval: Annual Governance docs as listed & JF replacing NH as Deputy Link Governor for Personal Development	NL		Approved by Board Protocol updated
	ii. That the appointment of Chair of G&S Committee be considered at the Board meeting.	NL		Considered by Board
5.	<u>Governance Update including Succession Planning</u> iv. That the Academy Governance Service 2024/25 is accepted and is to be offered to TCAT for one year.	NL		Offered
6.	<u>Code of Good Governance</u> That the Committee note the current position regarding the mapping exercise of the new AoC Code and that a review against the new code be reported upon in the autumn term of the academic year 2024/25.	NL		Agenda item
7.	<u>Governor Training</u> iii. That governors are to be reminded of the training opportunities through the ETF.	NL		Reported to Board
8.	<u>Policies – Access to Meetings / Attendance</u> The above-mentioned policies to the Board for approval subject to a change to the Access to Governors' Meetings policy at 1.5, which is to read as follows:	NL		Approved by Board

MINUTES

ITEM	ISSUES	ACTION
1.	Apologies for Absence The Committee approved apologies for absence received from those identified above after having first considered the reasons for their absence.	

	JF was welcomed to her first meeting.	
2.	<p>Declarations</p> <p>i. Declarations of interests</p> <p>The Chair reminded members to declare any conflicts of interest as they arose on the agenda.</p> <p>ii. Business to be raised under Item 09</p> <p>None</p>	
3.	<p>Minutes of the previous meeting</p> <p>The minutes of the meeting held on 15 November 2023 were approved and signed by the Chair.</p> <p>Matters arising not covered on the agenda</p> <p>As shown on the Action Tracker.</p>	
4.	<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 (I&A) Standing Orders and Code of Conduct Committee composition and membership Terms of reference of committees Business Planner 2024-25 Meeting schedule 2024-25 Link Governor Protocol and Roles <p>NL highlighted the following:</p> <ul style="list-style-type: none"> Governance Structure – Marine Board added as a subsidiary Instrument and Articles of Government (I&A) and Standing Orders - Minor changes were being proposed, which included a change of dates, change in job titles and clarification over what constitutes a quorum. The Code of Conduct - Minor changes had been made (dates and titles). The Terms of Reference and membership of Committees were being presented for review. The Committee was to review the membership of the Committees of the Board to ensure best use was made of the skills and knowledge of governors across the Board in light of recent and forthcoming changes to its membership. It was felt that GC would be best placed to Chair Audit Committee and CJ to move to F&R Committee as Chair. Additions to certain Committees were needed to maintain a minimum membership. However, it was recognised that there could be circumstances for some governors where an increase in participation could be difficult. Reference was made to a governor's current personal circumstances. The Business Planner 2024-25 had been updated to reflect changes sought by Committees during the year. It was acknowledged that there was greater flexibility in changing this document. The draft Meeting Schedule 2024-25 was to be presented to the Board once 	

	<p>Executive Group had agreed College term dates.</p> <p>Q. Staff Governor on this committee? Yes, ex-officio member. An election for Staff Governor was ongoing with three nominations having been received by the deadline date. Therefore, a ballot was now taking place. Voting had been strong and had exceeded the previous ballot for a Staff Governor.</p> <p>Q. I&A Standard across Colleges? NL provided background information as to the freedoms Colleges now had in setting their I&A.</p> <p>Q. Chair of G&S Committee? Options were limited owing to its membership. SH was to consider her position on the G&S Committee if unable to serve as Chair with a view to swapping with another Governor on a different Committee who could chair G&S.</p> <p>Q. Advisory Board? The role of the new Business and Stakeholder Advisory Boards were explained to governors.</p> <p>Q. Re. Terms of Reference, are committees asked for comment? NL explained that each ToR was taken to the first meeting of the Committee in the new academic year as part of a performance review process and any changes needed for the year ahead could be made.</p> <p>Q. 4 or 5 Board meetings? 5 as there needed to be a meeting mid-summer to sign off the accountability agreement and its associated documents.</p> <p>Q. Link Governor role – legally required to have them? NL outlined the role of the Link Governor and highlighted those that were essential.</p> <p>Established links between the Academy Trust and the sponsor were noted.</p> <p>Resolved:</p> <p>iii. That governors recommend the following to the Board for approval:</p> <ol style="list-style-type: none"> The governance structure, as presented. The updated Instrument & Articles of Government The updated Standing Orders and Code of Conduct Committee composition and membership, as amended The Terms of Reference of Committees, as presented. Business Planner 2023-24 as presented subject to dates of meetings being added. Link Governor Protocol and Roles subject to JF replacing NH as Deputy Link Governor for Personal Development <p>iv. That the appointment of Chair of G&S Committee be considered at the Board meeting.</p>	<p>NL</p> <p>NL</p>
5.	<p>Governance Update including Succession Planning</p> <p>This report aimed to plan for appointments in a timely manner and update the Committee on matters of governance.</p> <p>The following were highlighted for consideration:</p> <ul style="list-style-type: none"> • The latest position regarding the membership of the Board. • The re-appointment of one current governor for a further term of office. • Governors' views on arrangements for an external advert for the recruitment of College Governors. • The draft Academy Governance Service 2024/25. • A nomination for the Dr Winterbottom Fellowship <p><u>Staff Governor</u></p> <p>The Student Union had appointed two people to cover the role of Student President but had not been able to appoint a Student Governor. It was hoped that the Student Governor position could be resolved before the next Board.</p> <p>Responding to a question, NL explained the requirements set by the Board for a</p>	

	<p>Student Governor which had been written into the Student Union Constitution.</p> <p>Q. Can a union representative serve as a Staff Governor? Yes, but there were certain situations where they would be required to withdraw from a meeting.</p> <p><u>Succession Planning and Appointments</u></p> <p>Confidential item</p> <p><u>Governor Advert</u></p> <p>A draft advert was presented for approval. NL explained that this would be posted on the website but also through LinkedIn, as had been recommended by the external governance reviewer. It was suggested that the advert should also outline the level of commitment needed to fulfil the role of governor.</p> <p><u>External Governance Reviews</u></p> <p>It was reported that the External Governance Review had been completed by Stone King and their draft governance review report had been submitted for quality assurance and sign off. A draft report was expected shortly with a view to having the final report being presented to the Board meeting in July.</p> <p>Responding to query, it was confirmed that the G&S Committee would be required to follow up the recommendations of the report once presented through the Board.</p> <p>Q. What is the Board legally required to do? To publish a summary of the report on the website, which needed to be agreed with the External Reviewer.</p> <p>Q. Initial views? It had confirmed the areas that had been covered within the Governance Action plan such as the need to reduce the volume of papers, the presentation of reports and streamlining agendas. Governor contribution and challenge had been recognised in the report as observed by the reviewer at meetings they attended. The phrase used by the reviewers was that governance of TCC just needed 'fine tuning'.</p> <p>Q. Supportive process? Yes.</p> <p><u>Dr Winterbottom Fellowships</u></p> <p>Confidential item</p> <p><u>Academy Governance Service</u></p> <p>The Academy Governance Service 2024/25 was presented for review. It was noted that this was to be offered for one year only and that greater restrictions had been built into the service being offered.</p> <p>Q. Any issues with the service being provided? No, the TCAT Board recently stated that they hoped to retain the Governance Service as it was outstanding.</p> <p>Q. How were disputes resolved? This would be taken through the Chair and CEO of the College.</p> <p><u>Governance Action Plan</u></p> <p>An updated Plan was presented for review. It was noted that this had been presented to Ofsted Inspectors who were positive about the document.</p> <p>It was noted that this would be further updated to take account of the recommendations arising from the external governance review once reported to the Board.</p> <p>Resolved:</p> <ul style="list-style-type: none"> i. That governors agree to receive the report and acknowledge the information presented. ii. That governors agree the principle of a Governor Advert subject to the addition 	NL
--	--	----

	<p>of time commitment being added.</p> <p>iii. That the Academy Governance Service 2024/25 is accepted and is to be offered to TCAT for one year.</p> <p>iv. That the Governance Action Plan is accepted.</p>	NL
6.	<p>Code of Good Governance</p> <p>The purpose of the paper was to provide the Committee with an update on the new Code of Good Governance.</p> <p>Governors were made aware of the following:</p> <ul style="list-style-type: none"> • The Board first adopted the English Colleges Code of Good Governance in July 2015, which had now been replaced with the FE Code of Good Governance and adopted by the Board in December 2023. • The Code was a voluntary initiative (although the ESFA Accounts Direction stipulated FE corporations must comply with the principles of a code) and should not be seen as supporting a 'tick box' approach. • The new code was based on six fundamental principles from the core of the code, presented in the context of Further Education using sector-specific language. • This code encompassed the entire organisation. • It was proposed to map the College against the new Code once the External Governance Review report had been received in order to capture all relevant assessments (internal and external verification) to provide further assurance that governance was effective and that the Governance Action Plan was updated accordingly. • It was proposed that compliance against the Code was to be shown using the template report provided with the paper. <p>Q. Target date for implementation? It was hoped to have a draft ready for the end of the academic year with a view to presenting to the G&S Committee in Oct/Nov 2025.</p> <p>Q. Anything needed to be done publicly? The Board had already undertaken a self-assessment and reviewed itself against the previous code and this would be referenced in the annual accounts.</p> <p>Q. Any good examples from other Colleges? Not on the new Code as there was no requirement for Colleges to report on it until September 2025.</p> <p>Q. College value/mission statement? This could be found with the Strategic Plan and Accountability Agreement.</p> <p>Resolved: That the Committee note the current position regarding the mapping exercise of the new AoC Code and that a review against the new code be reported upon in the autumn term of the academic year 2024/25.</p>	NL
7.	<p>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>JF reported that she had completed most modules of her induction and was working her way through the others.</p> <p>The Chair stated that the Board was up to date on most elements regarding training. He</p>	

	<p>also felt that the new ETF Governance Development Programme (GDP) was comprehensive and should be shared again with governors as a reminder of what was available.</p> <p>Q. Access to GDP? The GDP had been posted to BoardEffect training library. However, it was felt that governors would need to be reminded of the training opportunities through the ETF.</p> <p>Q. How evaluate effectiveness? As part of the self-assessment at the end of the year and through 1-2-1s with the Chair of the Board. Currently, there was no assessment of individual training courses.</p> <p>The Chair also reminded governors that NL applied targeted training when known e.g. AoC webinars etc.</p> <p>Resolved:</p> <ul 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 training opportunities through the ETF. 	NL
8.	<p>Policies</p> <p>The purpose of this report was to seek approval for changes to the Access to Governors' Meetings and Publication of Minutes and Papers of the Board and Committees Policy and the Governor Attendance Policy following routine review.</p> <p>Governors discussed attendance at meetings by staff beyond where a report was being presented by them for consideration at a Board or Committee. It was generally felt that staff other than the Senior Post Holders and Lead Officers of Committees should leave the meeting once their report has been considered. It was also stated that Para 1.5 in the Access to Meetings policy should mirror other sections of the policy and reflect that decisions relating to attendance should be managed by the Chair of the Board or where at a Committee, the Chair of the Committee.</p> <p>Resolved: That the Committee agree to recommend the above-mentioned policies to the Board for approval subject to a change to the Access to Governors' Meetings policy at 1.5, which is to read as follows: 'There will be a standing invitation to all senior post holders to attend Board and Committee meetings. Those in attendance may be invited by the Chair of Governors and / or the Chair of the respective Committee(s) to take a full part in discussion but are not entitled to vote.</p>	NL
9.	<p>Any other business</p> <p>None.</p>	
10.	Date and Time of Next Meeting: tbc	
11.	<p>Identification of Confidential Items</p> <p>Resolved: That Item 05 (Governance Update - Succession Planning & Dr Winterbottom Fellowships), are to remain confidential.</p>	

Signed: **Date:**