



TyneCoastCollege

Meeting of the Governance and Search Committee

Venue: STC Conference Room 1

Date: Wednesday 24 May 2023

Time: 4.00pm – 6.10pm

Present: Mark Overton (In the Chair)
Surajah Hunter
Colin Seccombe

Apologies for absence: Lindsey Whiterod

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.	<p>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 be taken forward to a future meeting.</p> <p>Nov Update: To be presented at Development event</p>	NL/LWh		<p>May update: Finance element deferred to June 23</p> <p>Nov update: Part of Summer Dev Event</p>
Meeting of the 24 May 2023				
4.	<p>Annual Review of Governance Governors recommended that the Board approve documentation as presented eg I&A, Standing Orders, Business Planner, Calendar of meetings etc.</p>	NL		Approved at Board in July 2023
5.	<p>External Governance Review That initial discussions on an External Governance Review be held between the Chair of the Board, Chair of G&S, CEO and Director of Governance with a view to setting up the review to take place during 2023-24 academic year.</p>	NL		Discussions held

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><u>i. Declarations of interests</u> The Chair reminded members to declare any conflicts of interest as they arose on the agenda.</p>	

	<p><u>ii. Business to be raised under Item 06</u></p> <p>Frequency of Board meetings.</p>	
3.	<p>Minutes of the previous meeting</p> <p>The minutes of the meeting held on 16 November 2022 were approved and signed by the Chair.</p> <p>Matters arising not covered on the agenda</p> <p><u>3.1 Development Event & Training</u></p> <p>The Chair indicated that the agenda for the next Development Event had been drafted and the presentation on digital learning was likely to be deferred to a future event. Responding to a question NL confirmed the agreed agenda as follows</p> <ul style="list-style-type: none"> • Financial overview of TCC to incl: <ul style="list-style-type: none"> - ESFA financial dashboard - Key bid dates and a listing of smaller bids applied for by the college • How well do we know our College • Presentation on the College New Builds • Consideration of the following strategies against financial plans: <ul style="list-style-type: none"> - Marine Strategy - HE Strategy <p>Governors discussed the inspection changes during an Ofsted visit.</p> <p><u>3.2 Tyne Coast Academy Trust (Joint Committee)</u> Confidential item</p> <p><u>3.3 Governance Update including Succession Planning</u> Confidential item</p> <p><u>3.4 Governance position paper 2021/22</u> Confidential item</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"> a. Governance Structure b. Instrument and Articles of Government c. Standing Orders and Code of Conduct d. Committee composition and membership e. Terms of reference of committees f. Business Planner 2023-24 g. Meeting schedule 2023-24 h. Link Governor Protocol and Roles <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 change of dates and removal of reference to a previous senior post holder position. • 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 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.
- The Business Planner 2023-24 and Meeting Schedule 2023-24 had been updated.

During discussion on the membership of committees, governors took into account those governors that had recently left the Board, a governor due to leave and the potential change in Chair and Vice-Chair positions. It was reported that George Clark was willing to serve on either the Audit Committee or Finance and Resources Committee.

Established links between the Academy Trust and the sponsor were noted.

Q. Anything arisen during the previous year that needed reviewing? Not in terms of the key governance documents e.g. I&A, but committee membership needed reviewing. It was noted that the principle of the Chair not serving on a committee had been adopted but the only committee where the Chair was prevented from serving on, in accordance with the College's scheme, was the Audit Committee.

It was advised that owing to the current Chair of the Board declaring an interest in relation to the COO, it was felt that when he steps down as Chair, he would best serve the College on the Audit Committee. It was commented that forthcoming recruitment should focus attention on having someone with a financial background or more specifically, an accountant.

There was a general view that those governors who had served more than a year as a governor should be looking to serve on more than one committee.

A Lead Governor for the Academy Trust was needed in light of David Bavaird having to stand down as a governor. Mark Turnbull was suggested as a nomination.

A governor expressed a wish to have an additional Board meeting during Spring/Summer as he felt that there was a considerable gap between March and July Board meetings. Taking into account critical decisions taken recently it was felt that it would be more appropriate to schedule a Board meeting to consider matters such as the curriculum plan, accountability plan, Strategic Plan, New Build etc. but this agenda could be left fluid, if needed.

A governor expressed his concern over the recent decision by the Chair to modify the decision of the Board with regard to the QA Sixth Form, at the request of the CEO, particularly given its impact on the budget and the rationale that had been presented to the Board when the original decision had been fully considered. The governor felt that an explanation would be needed as to why this decision had been taken without reference back to the Board. It was reported that the Chair and CEO had held an urgent meeting on the morning of the release of the media statement to consider the College's position over the Sixth Form in light of considerable negative feedback from stakeholders. On receiving the media statement, NL had indicated that at the very least, it required the Chair's approval before it was released, as it amended the Board's previous decision. The Chair of G&S stated that an emergency meeting of the Board could have been called by the Chair.

Resolved:

- i. **That governors recommend the following to the Board for approval:**
 - a. **The governance structure, as presented.**
 - b. **The updated Instrument & Articles of Government**
 - c. **The updated Standing Orders and Code of Conduct**
 - d. **Committee composition and membership, as amended subject to GC being recommended for Audit**
 - e. **The Terms of Reference of Committees, as presented.**

NL

	<p>f. Business Planner 2023-24 as presented subject to the additional items for the extra Board meeting.</p> <p>g. Meeting schedule 2023-24 as presented, subject to the inclusion of an additional Board meeting being recommended for mid-May.</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. • Nominations received to date for the filling of vacancies and the re-appointment of current governors for a further term of office. • Governors' views were being sought on arrangements for an external review of governance and a review of the new Code of Good Governance. <p><u>Succession Planning and Appointments</u></p> <p>Confidential item</p> <p><u>Mandatory Training</u></p> <p>There had been concern raised by governors regarding the Health and Safety course offered to governors as it was felt that it was more targeted towards staff rather than giving a strategic overview for governors. The College had now moved over to a new training platform which covered the same health and safety topics from the old platform but individual units could now be selected. These were being reviewed.</p> <p><u>External Governance Reviews</u></p> <p>Governors were reminded that from 2021 (August) onwards Colleges were required to:</p> <ul style="list-style-type: none"> • have an external governance review every 3 years (first no later than July 2024) • have an annual governance self-assessment • share the results and associated actions with the department on request governance. <p>Governors had previously agreed that an external review would be undertaken during 2023-24 academic year. Various companies undertaking reviews were highlighted.</p> <p>Resolved:</p> <ol style="list-style-type: none"> Governors are to receive the report and acknowledge the information presented. That initial discussions on an External Governance Review be held between the Chair of the Board, Chair of G&S, CEO and Director of Governance with a view to setting up the review to take place during 2023-24 academic year. 	NL
6.	<p>Any other business</p> <p><u>Frequency of Board meetings.</u></p> <p>Considered under previous items during the meeting.</p>	
7.	<p>Date and Time of Next Meeting:</p> <p>Proposed: Wednesday 15 November 2023 at 4.00pm</p>	

8.	Identification of Confidential Items Resolved: That the following items are to remain confidential: <ul style="list-style-type: none">• Item 3.2 – Matters arising - Tyne Coast Academy Trust (Joint Committee)• Item 3.3 - Matters arising - Governance Update including Succession Planning• Item 3.4 – Matters arising - Governance position paper 2021/22• Item 5 – Governance update (Succession Planning)	
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Signed: **Date:**