

Meeting of the Board

Venue: Conference Room at Tyne Metropolitan College

Date: Wednesday 18 October 2017

Time: 4.05 pm – 6.25 pm

Present: Bill Midgley (in the Chair)
Sheila Alexander
David Byrne
George Clark
Terry Cornick
Graeme Cruickshank
Bernard Garner
Gary Holmes
Martin Hottass
Brooklyn Nielson
Mark Overton
Alain Reynier
Colin Seccombe
Andy Walton
Andrew Watts
Lindsey Whiterod

Apologies: None

In Attendance: Neil Longstaff (Director of Governance)
Helen Beaton (Dep. Chief Executive)
Mandy Oram (PA to Principalship - minutes)

ITEM NO.	ISSUES	ACTION
1.	Apologies for absence There were no apologies for absence received.	
2.	Confirmation of Student Governor Governors were asked to endorse the appointment of the Student Governor to the Board. Resolved: That Brooklyn Nielson is confirmed as Student Governor to the Board of Tyne Coast College. Brooklyn was welcomed to her first meeting of the Board.	
3.	Declarations of interests The Chair reminded members to declare any conflicts of interest as they arose on the agenda.	

<p>4.</p>	<p>Presentation: Principal South Shields Marine School</p> <p>The members of the Board were provided with an overview on Marine School provisions and structure, SWOT Summary, Work Packages and Objectives 2017-2020.</p> <p>An observation was made that there was a significant need for investment and it was asked whether funds would be generated through contributions or borrowing? This was dependent upon the type of investment needed but likely to be borrowed e.g. new simulator costs £2.1m.</p> <p>Q. If Governors could do one thing what would that be? If needed it would come through a solid business case. Fuelling ships with gas was a new standard which the College could deliver and talks with suppliers had begun on how this could be best achieved e.g. gas training for engineers.</p> <p>Q. The ratio of UK to overseas learners was 2-1, would a premium be paid? There was no price premium for overseas learners but prices for an individual would be lower than for a corporate organisation.</p> <p>Q. How to raise awareness of the Merchant Navy? Links with schools. This would not only be College staff but companies visiting to give talks or presentations to pupils. It was felt that some schools were nervous about allowing visits as they believed that learners would be drawn away from the school but they needed to understand that they would actually be engaging in excellent employment.</p> <p>Resolved:</p> <ul style="list-style-type: none"> i. That the information is received and acknowledged. ii. That the Director of Governance is to organise a visit to the simulator and MOST for governors before the next Board meeting. <p>GH was thanked for his presentation and left the meeting.</p>	<p>NL</p>
<p>5.</p>	<p>Minutes and Matters Arising</p> <p>The minutes and confidential minutes of the meeting of the Board held on 12 July 2017 (STC) and 2 August 2017 (TCC) were approved and signed by the Chair.</p> <p>Matters arising not covered on agenda</p> <p><u>5.1 Minutes 12.07.17 – Members Attendance</u></p> <p>It was reported that the Chair had made a successful video promoting the role of the Student Governor which was used as part of the election process for the President of the Student Union/Student Governor.</p> <p><u>5.2 Minutes 02.08.17 – Proposed Governance</u></p> <p>It was noted that letter of thanks had been sent to Janet Hunter and Peter Davison on behalf of the Board.</p> <p><u>5.3 Minutes 2.8.17 – FE Week</u></p> <p>LW confirmed that the merger had been listed in FE Week after contact had been made with them.</p>	

6. Report of the Chief Executive

This paper provided the Board with a strategic update on the following issues:

- Merger update
- Enrolment numbers 2017-18 update
- ESFA Data Tables for 2015-16
- Self-Assessment Update 2016-17
- HR Update
- Tyne Coast College Vision
- Tyne Coast College Culture Initial Proposals

The Chief Executive provided further clarification on the following:

Merger Update

SEG met weekly and included on the agenda were updates on the merger and a snagging list which was updated to staff each week through the Chief Executive's Briefing.

Enrolment Numbers 2017-18

Confidential item.

ESFA Data Tables for 2015-16

It was noted that whilst the benchmarking data was produced late in the Academic year it still provided useful headline data that enabled colleges to be benchmarked regionally and nationally.

Self-Assessment Update 2016-17

Members were provided with both STC and TyneMet Colleges' SARs and a combined Tyne Coast College summary SAR that brought together the data highlighting key strengths and areas for improvement, which were to provide a baseline going forward. SEG had agreed to a streamlined QIP template to focus on key weaknesses. The same process had been followed for the HE SAR.

It was noted that an inspection could be expected in the first 3 years of the merger, with a monitoring visit this year. Governors were assured that information was ready should the College receive a call from Ofsted. LW explained that the SARs would be presented to the Local Boards for detailed scrutiny.

Q. Fed into QIP? Yes and this had already started.

Q. Functional Skills Working Group progressing Functional Skills agenda? A meeting of the English and Maths Working Group was being scheduled for November.

LW explained that the College could quickly move up the data tables if it moved away from some of its provision but she did not advocate this approach. It was stressed that a balance was needed to meet the needs of the students, employers and to shape the College accordingly. The Chair commented that this was a reminder of the purpose of the College and the role of governors.

	<p><u>HR Update</u></p> <p>The Chief Executive reported that all staff had transferred and received letters confirming that the name of their new employer was Tyne Coast College as from 1 August 2017. Harmonisation consultation process with Trade Unions was to begin in early November. To date twenty-four staff members, through promotion or at their own request had transferred from TyneMet to Tyne Coast College Terms and Conditions.</p> <p><u>Tyne Coast College Vision</u></p> <p>Members were asked to adopt the shorter 'Unlocking your Full Potential' vision for the current academic year. This would enable LW time to consult staff and stakeholders in developing a new vision statement for the College for the next academic year and beyond.</p> <p><u>Tyne Coast College Culture Initial Proposals</u></p> <p>The Chief Executive informed members that CIPD had drawn together a checklist highlighting some key points when implementing culture change which included both success factors and challenging aspects.</p> <p>Governors were asked to endorse the approach being presented but also to pass on any comments they had to LW at the earliest opportunity.</p> <p>Q. Role for governors to help drive forward change? The Chief Executive confirmed that she would address this and feedback to governors.</p> <p><u>14-16 Update</u></p> <p>It was noted that LW was to replicate South Tyneside College's model north of the river with the support of the Principal of TyneMet College.</p> <p>Resolved:</p> <ul style="list-style-type: none"> i. That the information is received and accepted. ii. That the revised Vision statement for 2017/18 is approved. iii. That the Board endorse the approach to culture change as outlined in the report and the Chief Executive is to provide updates on the Culture Change checklist at each Board meeting to discuss progress. 	<p>LW</p> <p>LW</p> <p>LW</p>
7.	<p>Annual Report on Safeguarding</p> <p>The purpose of this report was to provide the Board with an annual report on Safeguarding. The paper provided a review of Safeguarding for 2016-17 and a plan for 2017-18. It was noted that the paper had been scrutinised by the Finance and Resources Committee on 12 October 2017.</p> <p>There were no issues regarding safeguarding across both campuses.</p> <p>Q. Prevent? The Chief Executive was to ensure that this was included in future reports.</p> <p>Q. Child exploitation 'alarming'? Operation Sanctuary meant reporting had increased covering the wider community but there was nothing significant to the College.</p>	<p>LW</p>

	<p>The question was raised whether this could increase? Staff had been instructed not to deviate from College policies and procedures when recruiting to posts.</p> <p>Q. Any contextualisation of data? LW informed that Board that she was a member of the Prevent Board for the region and to date only standard data had been produced.</p> <p>Q. What mental health areas were the College supporting? LW to pick this up.</p> <p>Resolved: That governors agree to receive the report and LW is asked to:</p> <ol style="list-style-type: none"> i. ensure Prevent duty is covered in all future reports and provide some contextualised data. ii. confirm areas of support/early help given with regard to Mental Health. 	<p>LW</p> <p>LW</p>
<p>8.</p>	<p>Academy Trust Update</p> <p>Confidential item.</p>	
<p>9.</p>	<p>Student Union Report</p> <p><u>Elections</u></p> <p>The purpose of this report was to inform governors that the election process for Tyne Coast College Students Unions was under way. The elections for President had taken place across all College campuses. Five candidates had stood for election with representation from TM vocational areas, Queen Alexandra 6th Form and South Tyneside College. There had been no candidates from South Shields Marine School.</p> <p>It was noted that a new job description had been written for the new Union members that outlined expected commitments, behaviours and duties for all learners that were elected.</p> <p><u>NUS Card Sales</u></p> <p>A total of 41 cards had been sold during September generating an income of £130.00 to date.</p> <p>Resolved: That governors agree to receive the report.</p>	
<p>10.</p>	<p>Governance Update</p> <p>The purpose of this report was to provide an update on governance arrangements for the College.</p> <p>The paper covered the following:</p> <ul style="list-style-type: none"> • Appointment of Chair of Governors – proposal from Chief Executive • Composition and membership of the College Board and three Local Boards – provided an update on filling positions across the boards. • Committee Compositions and Membership – an update on the membership of the committees and Groups. • Queen Alexandra Sixth Form - to agree a set of transition principles for the review of QA Statement of Collaboration and governance arrangements. • Governor attendance 2016-17. 	

- Board Self-Assessment – request to suspend process until the new governance arrangement had time to bed in.
- Link Governors – to introduce Link Governors and seek nominations to fill vacant positions.

Appointment of Chair of Governors

At this stage in the proceedings Bill Midgley and Andrew Watts withdrew from the meeting.

LW reported that further attempts had been made by the Chair and Vice Chair to find suitable candidates to fill the position of Chair commencing January 2018, which had proved unsuccessful. Due to the need to ensure continuity, the Chief Executive confirmed that discussions had taken place from which the proposal for consideration was that Bill Midgley was to remain Chair for the remainder of the current academic year with Andrew Watts taking the Chair with effect from 1 August 2018. Andrew Watts was to continue in the role of Vice-Chair until 31 July 2018.

It was also suggested that Diane Wood be approached to fill the College Governor position to be vacated by Bill Midgley, with a view to commencing on 1 August 2018. Responding to a question LW informed the Board that Diane Wood recently retired as Chief Executive of Cumbria County Council after 35 years' experience in Local Government.

It was highlighted that David Byrne's membership expired soon and that it was essential that to retain a number of governors with knowledge of the marine sector. Again, to ensure continuity and retain a strong marine presence on the Board there was a recommendation that David Byrne's term be extended on the main Board.

Questions were raised regarding payment of salary for a Chair? The Director of Governance indicated that he had spoken to the Company Secretary for Manchester College whose Chair received payment for undertaking the role, following approval from the Charity Commission. Figures would be made available at the next appropriate meeting. It was stressed that a case would need to be made to the Charity Commission before a payment could be made.

NL

A governor indicated that he was unsure if an external appointment for Chair would be the best way forward as current governors were here because they wanted the best for the College and had the relevant knowledge and skills to take the College forward. It was commented that an external candidate might have board experience but not in the areas needed by the Board i.e. education particularly FE.

There was an alternative view that fresh blood was needed on the Board which an external person would bring. It was argued that the Board's own Succession Plan should ensure that the Board always had the right knowledge and skills mix. It was stated that there would be a stronger case for an external Chair if the College was failing either in terms of performance or financially but this was not the case. Governors were reminded that the College had a strong Board and were seen as an exemplar case by the ESFA following the merger.

Members of the Governance and Search Committee indicated that it was within their remit to consider a succession plan for Chair and Vice Chair.

	<p>Resolved:</p> <ol style="list-style-type: none"> i. That governors strongly endorse the re-appointment of Bill Midgley as a governor until 31 July 2018 and that he continues as Chair during this period. ii. That Andrew Watts is re-appointed as Vice-Chair until 31 July 2018 and that he is to assume the role of Chair with effect from 1 August 2018 for a period of one year. iii. That proposals for Vice Chair are to be considered at the next meeting of the Board. iv. That Diane Wood be approached to fill the College Governor position to be vacated by Bill Midgley, with a view to commencing on 1 August 2018. v. That governors agree to extend David Byrne’s term of office by 2 years to ensure there is sufficient number of governors with a significant marine background. <p>Bill Midgley and Andrew Watts returned to the meeting and were informed of the decisions by the Board.</p> <p><u>Size and Composition of Tyne Coast College Boards and Local Boards</u></p> <p>The Director of Governance explained that since the report had been written Mrs Veena Soni had expressed a preference to serve on the Queen Alexandra Board therefore the request to increase the size of the Local Boards to accommodate her was being withdrawn.</p> <p>Expressions of interest had been sought for a Staff Local Governor through the Chief Executive’s Briefing. Two applications had been received for TM but none for STC. This had been raised at the Governance Committee and it had been recommended that a panel be established to identify a successful applicant. Concern was raised that if this approach was taken it could leave the Board open to criticism and therefore a formal vote by staff should be undertaken.</p> <p>Resolved:</p> <ol style="list-style-type: none"> i. That Governors endorse the appointments to the Local Boards as presented. ii. That governors support a formal vote being organised for the appointment of the Local Governor (Staff) for TyneMet College Local Board. iii. That in light of there being no nominations received for the Local Governor (Staff) for STC Local Board, the Director of Governance is to seek a volunteer to fulfil the role. <p><u>Committees Composition and Membership</u></p> <p>Governors were informed that a query had been raised at the Governance and Search Committee regarding the lack of numbers at the Audit Committee and it was suggested that the membership be increased by at least one.</p> <p>A challenge was raised as to why an increase was needed? This had been a request from the Governance and Search Committee.</p> <p>Governors considered this request.</p>	<p>NL</p> <p>NL</p> <p>NL</p>
--	--	-------------------------------

	<p>Resolved: That governors endorse the appointment of Alain Reynier onto the Audit Committee.</p> <p><u>Queen Alexandra Sixth Form</u></p> <p>Governance arrangements for the QA Sixth Form had been reviewed and there were a number of transition principles, which needed adopting by the Board</p> <p>Resolved: That the Board agree the transition principles for the Queen Alexandra Sixth Form Committee subject to the timescales for implementation being shortened where possible to try and ensure a conclusion by the Board meeting in December.</p> <p><u>Attendance 2016-17</u></p> <p>The purpose of the report was to monitor group and individual attendance to ensure that targets were being met and, if not, to address any difficulties which individual governors might have and consider ways in which attendance, if necessary, might be improved.</p> <p>It was noted that this data had been scrutinised by the Governance and Search Committee.</p> <p><u>Board Self-Assessment</u></p> <p>It was noted that the Governance and Search Committee and Chair of the Board proposed that the Board's self-assessment process be suspended until the new governance arrangements had had time to bed in.</p> <p>Given the significant changes that had taken place in terms of governance, it was felt that there was little information that could be gained by conducting the various surveys and reviews at this time. If agreed, a full review would commence at the end of the current academic year to determine whether the structure and reporting procedures implemented for the new College were fit for purpose or required further adjustment.</p> <p>Resolved: That the governors agree to suspend the Board's self-assessment process until the end of the current academic year.</p> <p><u>Link Governors</u></p> <p>Volunteers were sought for the following Link Governor roles:</p> <ul style="list-style-type: none"> • Outcomes for Learning • Personal Development, Behaviour and Welfare • Leadership and Management • Health and Safety <p>Resolved:</p> <ol style="list-style-type: none"> i. That that the following Link Governors are appointed: <ul style="list-style-type: none"> • Sheila Alexander for Leadership and Management • Andrew Watts for Health and Safety • Graeme Cruickshank for Personal Development, Behaviour and Welfare ii. That the Chair is to approach governors to fill the remaining role. 	<p>NL</p> <p>NL</p> <p>Chair</p>
--	--	----------------------------------

<p>11.</p>	<p>Management Accounts to 31 July 2017</p> <p>The DCE introduced this report which had been considered and reviewed by the Finance and Resources Committee.</p> <p>An analysis of merger costs (excluding severance) had been carried out at the request of the Committee. It was noted that costs to TyneMet amounted to £76k and £197k for STC. The £100k grant from the Transition Unit had reduced the overall costs to £173k. The costs of the merger had been split between professional fees, legal, due diligence, project management, marketing/PT and consultancy fees on main college systems.</p> <p>Q. Severance costs relating to merger? £506k including severance.</p> <p>Q. £1m fall in revenue at STC? Yes. A governor needed to understand whether it was reasonable to see such a reduction therefore market information was essential.</p> <p>Q. Engineering shows a marginal contribution? Under delivered in terms of income and staffing issues in 2015/16. Staff had been recruited but student numbers had not materialised but it was stressed that appointments were made as it was extremely difficult to fill such positions.</p> <p>Q. Dashboard presentation to the Board on the primary risks e.g. pensions, recruitment? This was to be covered as part of the Chief Executives report to the Board.</p> <p>Resolved: That the report is approved.</p>	<p>LW</p>
<p>12.</p>	<p>Revised Financial Regulations</p> <p>The purpose of the report was to update the members of the Board on the Financial Regulations for Tyne Coast College. The regulations had been presented to the Financial and Resources Committee who had endorsed the regulations subject to the title of Deputy Chief Executive being replaced with Chief Operating Officer.</p> <p>Resolved: That the revised Financial Regulations are approved.</p>	
<p>13.</p>	<p>Report on Estates</p> <p>The purpose of the report was to provide members with an overview of how the College would like to progress the capital plans to bring provision delivered at rented satellite space onto the main campus.</p> <p>It was noted that detailed discussion had taken place at the Finance and Resources Committee meeting.</p> <p>Members were advised that the College was in North Tyneside Council's plans regarding the regeneration of the town centre but that no time span had been given by the Council's Chief Executive. It was confirmed that there was no LEP money available at this time as all funding was being provided to the IAMP.</p> <p>The Chair added that the Council had the ability to loan money and that it might be worth discussing this with the Council with the advantage of tying in a fixed rate.</p> <p>Q. Cost of College project? £3m.</p>	<p>HB</p>

	Resolved: That the Finance and Resources Committee is to make further progress on the capital project and are only to seek further approval from the Board if sums take the project beyond the Committee's remit.	HB
14.	<p>Application of the Seal</p> <p>The Director of Governance confirmed that the College Seal had been used on four occasions since the last report was given to the Board; these being:</p> <ul style="list-style-type: none"> • Subsumption Agreement • Licence to assign re. yard at Unit 40 (TM) • Econocom IT Lease agreement • Grant Funding Agreement – NECA <p>Resolved: That the information is received and noted.</p>	
15.	<p>Minutes of Committees/Working Groups of the Board</p> <p>The minutes of the meeting of the Governance and Search held on 4 October 2017 were received by the Board. The Vice-Chair of the Committee indicated that most matters/actions had been addressed during the Board meeting.</p> <p>The Chair of the Finance and Resources gave verbal feedback on discussions held at a meeting held on 12 October 2017. Minutes were to be circulated as soon as possible.</p>	NL
16.	<p>Health Insurance</p> <p>Confidential Item.</p>	
17.	<p>Any Other Business</p> <p>The Chair reported on the following:</p> <ul style="list-style-type: none"> • He had written to the Lord Lieutenant requesting a Royal visit to mark the merger between South Tyneside College and TyneMet College. • The AoC Conference was taking place on 14-15 November, Jeremy Corbyn MP was to be the main speaker. The Chair was attending. • The College Chairs Group had agreed to continue to meet, possibly termly, to gain the collective view of colleges in the region. The next meeting was to take place after the AoC conference. The AoC was to provide a secretarial service for the group. • Discussions with the Chair of Northumberland College had been held with a view to developing a closer working relationship. <p>Resolved: That the information is received and that the Director of Governance is asked to add a standing item to the agenda of the Board called 'Chair's Report'.</p>	NL
18.	<p>Identification of confidential items</p> <p>Resolved: That the following matters are to remain confidential:</p> <ul style="list-style-type: none"> • Item 6 – Report of Chief Executive – Enrolment numbers • Item 8 – Academy Trust Update • Item 16 – Health Insurance 	

Chair:

Date: