1. Apologies for Absence
M Clarke (Student Governor), D Cleves (Staff Governor), Y Khan (CG), I Wright (CG).

2. Minutes and Appointments
2.1 Minutes of 09.07.2018 – unanimously approved and signed as a correct record

2.2 Minutes of 27.09.2018 – unanimously approved and signed as a correct record

2.3 Written Resolution (Credit Facility) 25 July 2018
2.4 Written Resolution (Five Year Plan) 19 July 2018
2.5 Written Resolution (Head of Governance) 22 August 2018
2.6 Written Resolution (Safeguarding Policies and Procedures) 11 September 2018
All resolutions 2.3-2.6 were unanimously approved formally by the Governing Body.

2.7 Search and Governance Recommendations – R Davies
The following recommendations were presented to the Governing Body, discussed and unanimously approved:
- The Clerk to update the 2017-2018 Governance Self-Assessment Areas for Improvement document
- The Code of Governance be re-approved for the Academic Year 2018-2019
- S Lane be appointed as College Governor from 18th October 2018 for a period of four years.
- With the resignation of A Dyne, the Governing Body approve the appointment of R Davies to take over as Chair of Corporate Services in the short term.
- The Nominated Governor for the STEM Advisory Board be removed with the end of term of T Arnold
- The nomination process for Chair and Vice Chair of the Governing Body to take place at 21 March Governing Body Meeting

R Davies welcomed S Lane to the Governing Body and introductions were made.
2.8 Memorandum of Understanding between Middlesbrough College and NSGBS – R Davies
The memorandum to be agreed by the Governing Body which:
- Noted the formal change of name for Northern Skills Group to Northern Skills Group Business Services Limited (NSGBS)
- And outlined the formal arrangements between the College and NSGBS and agreement of a framework for business
Minor clarifications were sought. The memorandum of understanding was then **unanimously approved by the Governing Body**

3. Matters Arising – none taken

4. Declaration of Interests - none declared

5. Strategic Overview
   **5.1 Principal/Chief Executive’s Report – Z Lewis**
   Z Lewis presented the report drawing attention to:
   - Financially the College was on target
   - The Ofsted report was now live with the overall grade of 2. The role of governance had been acknowledged as a key strength on page 1 which was pleasing. Marketing through a number of sources would start immediately and was timely for the Open Day next week
   - IoT update was given including timelines for potential approval (January 2019), capital works (June 2019) and operational start (September 2019).
   - The apprenticeship agenda was discussed in light of the grade 3, the return of Sage to the College and the apprenticeship landscape and more widely within the region
   - ‘Love our Colleges’ campaign update locally and nationally including rally in London
   - AoC Financial Report – interesting report which would be going to Corporate Services with a particular focus on the disparity between college and university funding

   **5.2 Recruitment and Progress 2017-2018 – C Kipling**
   C Kipling presented the report and a discussion took place over the salient points.

   **5.3 Enrolment Update 2018-2019 – C Kipling**
   Key points raised and discussed included:
   - Enrolment was moving as planned
   - A reminder of the funding allocation lag and its effects
   - Apprenticeships – monthly variations and the need for continued recruitment were outlined
   - Risks in relation to apprenticeships were discussed by the Governing Body including a discussion about the larger companies involved (Sage, Hitatchi) and risks associated with SMEs
   - Adult enrolment was strong as was progress through to HE
   - HE had very good recruitment and there was a January waiting list for Teaching and Learning
   - The process for surveying students on their choice reasons and options was discussed
   - Risk more generally were constantly being monitored and there would be a full re-forecast within the next two weeks – positive so far.

   **5.4 Progress Measures and KPIs Update – J Chance**
   Key points drawn attention to and discussed included:
   - A summary of the key performance measures from the strategic plan
   - Detailed information about the three year targets to outstanding
- Work placement targets were discussed particularly improvements to external work placements
- Detailed scrutiny would be via the Standards Committee where the new dashboards should enable easier analysis. The new dashboards would be used during the upcoming SARs meetings
- Increased consistency the key in a number of areas (Apprenticeships, Adult Provision, A Levels, English and Maths)
- Continued focus on Adult Education with upcoming devolution was discussed in detail, and governors were assured that action planning was in place to ensure target levels were reached, and the Standards Committee would receive the QUIP
- The underperformance cycle was explained in detail to assure governors of the processes in place; trigger mechanisms and effective predictions
- A Levels were discussed by the Committee, an update on changes was given and a reminder that the results were the best for colleges in the area. The model would be regularly reviewed

5.5 Higher Education Update – J Chance
Salient points from the report discussed included:
- Recruitment targets had been hit
- Quality indicators were good
- Graduation Ceremony at Middlesbrough Town Hall on 6th November – all governors welcome
- The positive effect of the approval for Registration with the Office for Students paperwork
- Competition remains high

6. Student Experience
6.1 Curriculum Update - G Cumiskey
An excellent start to the year was recognized by Governors and endorsed by the Ofsted report.
- Apprenticeships national government strategy was drawn attention to
- Adults programme would be strengthened by new management team
- T Levels 2021 start. Potential risk of apprenticeship numbers was discussed in light of this

6.2 English and Maths Strategy - G Cumiskey
The strategy was presented. It was confirmed that consultants were still of value particularly with lone teaching and the added value continued to be assessed.

6.3 Safeguarding Annual Report 2017/2018 - J Steel
Ofsted had been very positive with regards the Safeguarding particularly in the area of mental health. The increased number of incidents reported was discussed and governors agreed that this was a positive indication of the effectiveness of the systems in place. The report was approved by the Committee

7. Corporate Update
7.1 Audit and Risk Recommendations - A Malcolm (Chair of Committee)
A Malcolm, presented a review of the meeting, and after discussion, the following recommendations were approved:
- The Internal Audit Strategy 2018/2019-2022/2023 from RSM Tenon (as detailed in the appendices of the minutes)
- The 2017/2018 Regulatory Audit Questionnaire
• The outcome of the 2017/2018 Performance Indicators for the Internal Auditor (ICCA Education Training and Skills) and the Financial Statements/Regularity Auditor (KPMG) received for information, and approved for their accuracy.
• Confirmation of the re-appointment of the Financial Statements/Regularity Auditor (KPMG) for a period of one year commencing 1 August 2018 –to undertake the 2018/2019 Financial Statements audit.
• The 2018/2019 Performance Indicators for the Internal Auditor (RSM) (as detailed in the appendices of the minutes)
• The 2018/2019 Performance Indicators for the Financial Statements/Regularity Auditor (KPMG) (as detailed in the appendices of the minutes)

7.2 Management Accounts – July 2018 and Financial Health Update - C Kipling
C Kipling presented the July 2018 accounts as detailed in the papers. A further update would be given by KPMG in three weeks time.

Discussion points included:
- Financial Health outcome and potential reclassification in light of Lennartz
- The Commissioner was looking at health measures again so there could be further changes – this potentially could benefit the college
- There were some potential additions with the sale of land which had not yet been finalized
- Balance sheet was generally quite strong with good levels of resources. Cash flow continued to be monitored and there was a healthy relationship with our bank
- Good headroom
- Risk Management in relation to financial health – C Kipling could provide external members with copies of accounts

7.3 Energy Procurement Strategy and Contract Renewal – C Kipling
C Kipling acknowledged the significant work of P Bland in this area and she gave an overview of the detailed information within the paper issued.

Governors debated the strategy and contract renewal situation and approved the following actions:
• **Short Term**
  - Enter into the renewal contract and maintain energy procurement through the tendered framework agreement with NEPO.
  - Progress with evaluation and assessment of proposed HOT’s/Contract for TVCA district energy solution.
• **Medium Term**
  Review direct College capital investments into energy saving technologies such as LED and battery technology.
• **Long Term (4 plus years on)**
  Continue to develop proposals for CHP or District Heating Scheme to be in a position to make a decision based on hardened options when NEPO contract extension is due in 4 years.
7.4 Health and Safety Update 2017/2018 and 7.5 Health and Safety Annual Report 2017-18
These items were combined for reporting purposes. J Chance gave an update on the biggest risks including:
- Estates – the revised Fire Strategy and evacuation procedures were discussed including full evacuation and the appropriate processes to be involved, insurance
- Annual Report – feedback had been positive – no riddors reported last year
The recent incident was discussed and the Chief Executive outlined the procedures followed, outcomes, and what has changed as a result. Governors acknowledged the excellent processes in place. Additionally, the Chief Executive updated governors on some minor vandalism.

7.5 Equality and Diversity Update – J Steel
The report, which gave an overview of activities last year, was received by Governors. They noted the end-of-year progress being made with the Equality and Diversity Action Plan 2017/18. There would be a new plan outlined at the next Equality and Diversity committee in November.

7.6 Subcontracting Arrangements 2018-2019 – C Kipling
C Kipling gave an overview including the need to have a reserve list of partners to circumvent potential risk in relation to delivery. This was discussed by Governors in some detail.

The Governing Body received the updated Subcontracting partners and approved the proposed subcontracting partners detailed at Appendix 2, subject to satisfactory Due Diligence.

8. Governance
8.1 Governance Update (including Self Assessment) – Z Foster
Z Foster presented the report detailing membership, student governor update, the 2017/2018 self assessment report draft, draft 2018/2019 Governance Areas for Improvement, 2017/2018 Public Interest Disclosure (Whistleblowing) Update, Slavery and Human Trafficking Statement, an update of Governor Training which were noted by the Governing Body.

Governors were encouraged to respond to the draft 2018/19 document ahead of approval at the December meeting.

The Governing Body formally accepted the resignations of M Britton and A Dyne as College Governors

8.2 Complaints Summary 2017-2018 – J Chance and Z Lewis gave an overview of this referencing the fact that the channels of reporting had been increased over the past four years. There had been 37 complaints upheld and the number had halved last year which indicated a positive response to the processes in place.

8.3 Freedom of Information Summary 2017-2018 – C Kipling presented the annual update - there had been 11 requests the nature of which was briefly outlined - noted by the Governing Body

9. Policies and Procedures
9.1 Slavery and Human Trafficking Statement – C Kipling presented the statement which was approved by the Governing Body

Governing Body Minutes 18.10.18
9.2 Disciplinary, Suspension and Dismissal Procedure – J Steel outlined the minor title change and the procedure was thereby approved by the Governing Body.

9.3 Grievance Procedure – J Steel gave a comprehensive background to this in relation to lecturers negotiations, redundancies processes and the ‘Gold Standard’ process and new measures which had been worked into the assessment element of the document (based on DfE standards). She outlined the reasoning and background for governors.

Some considerable debate took place about this item including the complexities of measuring progress over a number of areas, retention, culture, motivation. The procedure was agreed unanimously by the Governing Body.

9.4 Staff Appraisal Policy – J Steel presented the policy which was approved by the Governing Body.

10. Date of Next Meetings 2018-19
The dates were noted including a revision for the last meeting of the year which would now be on Thursday 11th July at 5pm (rather than Thursday 4th).

The next meeting would be on Tuesday 18th December 2018 at 5pm.

11. Matters for Publication
All agenda papers would be made available with the exception of Item 13.

12. Any other Urgent Business
None taken

13. Reserved Matters
13.1 Termination Payments 2017-2018. After further information and discussion these were approved.

The meeting closed at 7.40pm

**ACTIONS TO BE COMPLETED**

<table>
<thead>
<tr>
<th>ITEM</th>
<th>ACTION</th>
<th>BY WHOM</th>
<th>DEADLINE</th>
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<tbody>
<tr>
<td>2.7</td>
<td>Update the 2017-2018 Governance Self-Assessment Areas for Improvement document</td>
<td>The Clerk</td>
<td>Ready for papers for December meeting</td>
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<tr>
<td>8.1</td>
<td>Feed into 2018/19 Areas for Improvement document</td>
<td>All Governors</td>
<td>By November 30th</td>
</tr>
<tr>
<td>8.1</td>
<td>Update 2018/2019 Areas for Improvement to inform 2018/19 Governance Self Assessment</td>
<td>Z Foster</td>
<td>Ready for papers for December meeting</td>
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