1. Apologies for Absence
   C Cooney (CG), J Golightly (CG), L Holdsworth (CG), T Parkinson (CG), I Wright (CG).

2. Minutes and Appointments
   2.1 Minutes of 18.10.2018 – approved and signed as a correct record

   2.2 Appointment of Student Governor
   The following recommendation was presented to the Governing Body, discussed and unanimously approved:
   • C Hudson be appointed as second Student Governor from 18 December 2018 until 31 July 2019.

   R Davies welcomed C Hudson to the Governing Body.

3. Matters Arising – none taken

4. Declaration of Interests - none declared

5. Financial Statements 2017/2018
   5.1 Audit and Risk Recommendations – A Malcolm
   A Malcolm presented a full account of the meeting.
   Discussion included:
   - The new internal auditors approach (where governors were assured that this remained sufficiently robust). Governors requested that RSM provide future benchmark against good/outstanding colleges – C Kipling to action
   - External auditors, including likely re-tendering.
   - FE Commissioner reports including further changes which were due
The following recommendations were approved by the Governing Body:
- The 2017/2018 Risk Management Annual Report
- The 2017/ 2018 Internal Audit Annual Report
- The 2017/2018 Audit Findings Management Letter
- The 2017/2018 Financial Statements (Middlesbrough College, Northern Skills Group Limited, Northern Apprenticeship Group Limited) prior to them being signed and returned to the Education and Skills Funding Agency before the 31 December 2018 deadline.
- The proposed changes to the Risk Management Structure and changes to the Strategic Risk Register.

Action by Z Foster to append the revised Risk Management Structure and changes to the Strategic Risk Register to the Risk Management Plan 2018-2019

5.2 Audit and Risk Committee Report 2017/2018 – A Malcolm
A Malcolm presented the report and drew attention to the excellent work by staff in order to gain eight ‘substantial’ assurances over the past year. The report was approved by the Governing Body.

5.3 Corporate Services Recommendations – R Davies
R Davies presented a full account of the meeting of 10.12.2018.

After full discussion, the following recommendations were approved by the Governing Body:
- The 2017 / 2018 Financial Statements (Middlesbrough College) prior to them being signed and returned to the Skills Funding Agency before the 31 December 2018 deadline.
- The following Pay Award for all staff:
  • A 1% consolidated pay increase, commencing 1st January 2019 and payable to all staff who achieve a first grade 3, grade 2 or grade 1 appraisal outcome.
  • A 1% non consolidated one off ‘bonus’ payment, commencing 1st January 2019 for all staff who achieve a first grade 3, grade 2 or grade 1 appraisal outcome.
- That a bad debt of £3,064 for 2017/2018 be written off
- The 2017 / 2018 Student Union Accounts were approved

Site Disposal Update – Confidential Item – content not for publication

5.4 Financial Statements 2017/2018 – C Kipling
C Kipling presented the draft 2017-2018 Financial Statements, with an overall clean audit opinion from KPMG.

Governors discussed in detail the overall statement and the improved financial health position and approved:
- The 2017-2018 Financial Statements (Middlesbrough College) prior to them being signed and sent to the Education and Skills Funding Agency before 31 December 2018.

6. Strategic Overview
6.1 Principal/Chief Executive’s Report – Z Lewis
Z Lewis presented the report including:
• Updates within the three key priority areas of apprenticeships, Adults and A Levels including early positive indicators for achievement in apprenticeships and A Level progress and ongoing careful monitoring of the Adult provision
• An update on the induction questionnaire results and on the direct impact on students. M Clarke confirmed that there were fewer student complaints generally and drew attention to the main issues currently facing students.
• Finance update including detail of the reduction of income, risk management, IoT update, Prissick, and the possible impact of the Post 18 Review. Z Lewis confirmed that the College was as well placed as could be in the current climate
• Devolution bidding process where decisions would hopefully be known by March/April.

Governors had a full discussion on the report focusing on: Adult Education and the plans within the Authority, job centres and community learning; IoT planning and options should it be successful.

6.2 Strategic Plan – KPIs Update – J Chance
J Chance gave a further update from the Standards Committee on 26 November 2018. As reported within the Principal’s update the key areas remained Adults, A Levels and Apprenticeships. He also drew attention to aspects of the Study Programme including English and Maths predictions and retention. Further detail would be known in relation to all areas at Assessment Point 2 (this week).

He also updated Governors on the HE dashboard and the annual monitoring to Teeside University and the College’s own future monitoring.

Governors questions and debate included: A Level retention and comparisons to others; the College’s view on progress measures which were confirmed as positive whilst recognizing priorities; future potential retention drops and actions the College was taking to counter-act this; the increase in functional skills; HE outcomes and the difficulty accessing comparisons with the wider sector nationally.

*Action by J Chance to check A Level retention for comparison to others and report this back via Standards Committee*

6.3 Recruitment, Admissions and Sales Report – C Kipling
Key points raised and discussed included:
• 16-18 Recruitment was on target
• Adult Education was being carefully monitored and Distance Learning was discussed in some detail by governors
• Apprenticeship carry in target was challenging but the current sales and pipeline were strong and it was hoped the restructure of the Sales Team would further assist with progress
• All areas of recruitment were considered by governors with updates being given from general admissions and marketing perspectives where more detailed and targeting planning was taking place in relation to both employers and schools. Appropriate staffing and training was also discussed in this regard
7. Student Experience

7.1 Standards Recommendations – A Coleman-Cooke
A Coleman-Cooke presented an overview of the Committee meeting of 26 November 2018.

Governors’ comments and discussion included: the focus on Adults; recognizing some fantastic 1 gradings; Maths and English resit planning.

The Governing Body approved the following:
- The 2017/2018 College Self-Assessment Report approved as a Grade 2 (Good)
- The 2018/2019 Quality Improvement Plan

Discussed as part of 7.1 above.

7.3 Curriculum Update - G Cumiskey
G Cumiskey presented the curriculum update for governors.

Governors discussed how to increase confidence figures in Department Reviews and targeted strategies in place including capability, mentoring and training.

7.4 Safeguarding - J Steel
J Steel presented to the published report.

Governors acknowledged the fantastic news that the College had reached the AoC Beacon Award Final for Mental Health and Wellbeing and wished J Steel and her team well in the assessment stages.

8. Corporate Update

8.1 Management Accounts (October 2018) - C Kipling
C Kipling gave a full overview of the accounts, specifically the improving situation in relation to Financial Health scores which were now at 170 (from 150 in July) and had potential to improve further, but also of the AoC prediction that the Spring would be difficult for the sector. Governors had a detailed discussion about the wider financial situation including local and national changes and uncertainty.

8.2 Subcontractors Update – J Chance
An update on subcontractors was given by J Chance including performance to date and changes in the model of delivery all of which was being closely monitored.

After discussion, the Governing Body approved the appointment of the following as subcontracting partners, subject to the completion of satisfactory due diligence:
- Digital Skills Solutions Limited
- Intraining Limited
- The Finance and Business Management School Limited

8.3 Equality, Diversity and Inclusion 2017/2018 – J Steel
Governors discussed the inconsistent picture between staff and student diversity and the complexities surrounding this. Governors were informed of the longer term strategies in place to better match diversity and of the development of a long term action plan and related measures in early 2019.

9. Governance Update – Z Foster
Z Foster updated governors drawing attention to current vacancies, governance self-assessment and additions to the Areas for Improvement document.

She also asked governors to fill in and return a questionnaire about reading papers to best inform practice. **Action by Z Foster – to send questionnaires to those not present and external members after the meeting**

Governors discussed various aspects of the report. It was confirmed that challenge and questioning aspects of the minute were still recorded for reference and action, albeit outside the main body of the minutes.

**Governors approved:**
- The 2017-2018 Governance Self Assessment Report including the overall grade of 2
- The 2018-2019 Areas for Improvement for the Governing Body

10. Date of Next Meetings 2018-19 – R Davies
R Davies drew attention to the change to the final meeting of the year which would now be on Monday 15th July 2019.

11. Matters for Publication – R Davies
Related papers and detailed minute of Item 5.3 (4.6) and Item 13 would not be for publication.

12. Any other Urgent Business – R Davies
None taken

13. Reserved Matters
13.1 Remuneration Recommendations – A Coleman-Cooke
A core of Governors remained for this item (A Allen, A Coleman-Cooke, R Davies, M Gaze, S Lane, P Studd).

The Principal / Chief Executive left the meeting.

The Acting Chair of the Remuneration Committee presented the recommendations from the 10 December 2018 meeting, as the unconfirmed minutes were not yet available.

After considerable discussion on the recommendations, which were in relation to the Principal/Chief Executive’s 2017/2018 Staff Appraisal and 2018/2019 Objectives, and the
2018/2019 Objectives for the Clerk, the governors present, on behalf of the Governing Body, approved all of the proposed recommendations. The Chairman of Governors would share the content of the discussion with the Principal/Chief Executive in due course.

The meeting closed at 7.20pm

**ACTIONS TO BE COMPLETED**

<table>
<thead>
<tr>
<th>ITEM</th>
<th>ACTION</th>
<th>BY WHOM</th>
<th>DEADLINE</th>
</tr>
</thead>
<tbody>
<tr>
<td>5.1</td>
<td>To request that RSM future benchmark against good/outstanding colleges</td>
<td>C Kipling</td>
<td>As soon as practical/as part of cycle of audit</td>
</tr>
<tr>
<td>5.1</td>
<td>To append the agreed changes to the Risk Management Structure and Strategic Risk Register to the Risk Management Plan 2018-2019</td>
<td>Z Foster</td>
<td>By March 21 meeting</td>
</tr>
<tr>
<td>6.2</td>
<td>Check A Level Retention for comparison to others</td>
<td>J Chance</td>
<td>For Standards C on 4 March 19</td>
</tr>
<tr>
<td>9</td>
<td>Send questionnaires to governors not present and external members</td>
<td>Z Foster</td>
<td>Asap</td>
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