

**Confidential minutes of the 141<sup>st</sup> meeting of the Board of the Corporation of Sunderland College held on Tuesday 26<sup>th</sup> February 2019 at 6pm in Room 1-22, Bede Campus**

**PRESENT:** Mr J Barnett  
Ms J Cramman  
Mr T Crompton  
Councillor L Farthing  
Mr R Lawson (Chair)  
Ms C Magog  
Mr P McEldon  
Mr S Patterson  
Mr K Ramanathas  
Mr R Saelzer  
Ms E Thinnesen (Principal & Chief Executive)

**IN ATTENDANCE:** Scott Clenell, Head of IT  
Maxine Bagshaw, Interim Head of Corporate Governance & Policy  
Emma Moody, Womble Bond Dickinson Solicitors  
Alison Smullen, Womble Bond Dickinson Solicitors  
Nigel Harrett, Deputy Principal/Deputy Chief Executive  
David Howells, Vice Principal Finance & Resources  
Mark Hughes, Head of Hartlepool Sixth Form College (HSFC)  
Vicky Morton, Assistant Principal Student Customer Experience  
Ian Nixon, Executive Director Commercial Activity

**BD/19/35 APOLOGIES AND CONSENT FOR ABSENCE & DECLARATIONS OF INTEREST**

Apologies for absence were received from George Blyth, Simon Marshall, Mark Patten and Jonathan Phillips.

Round table introductions were made.

Standing declarations of interest were noted. A specific declaration was made at the meeting from Judith Quinn. It was noted that she is related to the interim Chair at Northumberland College. A declaration was also noted in relation to June Cramman, who is personal friends with the interim Principal at Northumberland College and his wife. It was agreed that June Cramman and Judith Quinn would step out of the meeting when discussions took place regarding agenda item BD/19/39.

The Chair welcomed everyone to the meeting and indicated that, everyone had hoped that the Colleges would be further on in the merger process than is actually the case, however there are still some key matters to discuss and address. He reminded the Board that it is still not too late for Sunderland College to walk away from the proposed merger and that the Board have to be satisfied that continuing with the merger is in the best interests of Sunderland College.

**BD/19/36 MINUTES OF THE MEETINGS HELD ON 5<sup>TH</sup> AND 12<sup>TH</sup> FEBRUARY 2019**

The minutes were reviewed and a minor error was noted in relation to the minutes from the 12<sup>th</sup> February meeting. The Interim head of Corporate Governance and Policy indicated

that Ralph Sealzer was not present and that George Blyth was present. Save for this one change, it was agreed that the minutes were a true and correct record of the meetings.

AGREED: to approve the minutes of the meetings held on 5<sup>th</sup> and 12<sup>th</sup> February 2019.

**BD/19/37 MATTERS ARISING**

It was agreed that all matters arising would be covered as part of planned agenda items.

**BD/19/38 MERGER UPDATE**

(Redacted)

AGREED: to note the content of the update provided.

**BD/19/39 GOVERNANCE**

The interim Head of Corporate Governance and Policy presented a number of items for consideration.

1) Local Governing Body Terms of Reference

Governors' attention was drawn to the proposed terms of reference for the local governing boards at both Northumberland and Sunderland College. She confirmed that she had taken any feedback received at the January strategy session. The Board reviewed the content and agreed that they represented the spirit of governor views and intentions.

2) C&Q Committee Terms of Reference

The interim Head of Corporate Governance and Policy confirmed that these have been modelled on the terms of reference currently in place for the Committee at Sunderland College. She reminded that post-merger, this will become a sub-committee of the local Boards rather than the regional Board. Again, the Board reviewed and agreed that the contents were in the spirit of their views and intentions.

3) New Governor recruitment for the local Sunderland College Board post-merger

Governors' attention was drawn to the CVs for Jill Colbert and Julia Fox. In relation to Jill Colbert, she explained that her appointment is intended to replace Simon Marshall on the Sunderland Local Board, given his stated intention to step down as a Governor at the conclusion of the transition period (suggested July 2019). Her skills and experience are expected to be a like for like match. In relation to Julia Fox, all agreed that her appointment would strengthen the financial skills and qualifications on the Sunderland College local Board. Assurance was given that both individuals have followed a robust recruitment process.

AGREED:

- a) To approve the proposed Terms of Reference for the local Board of Governors at Northumberland and Sunderland College post-merger
- b) Approve the proposed Terms of Reference for the C&Q Committees that will exist at the local level and who will report in to the LGBs
- c) Approve the appointment of Jill Colbert and Julia Fox as Governors on the Sunderland College local Board with effect from 1<sup>st</sup> July 2019 to 1<sup>st</sup> July 2023.

It was noted that both Jill Colbert and Julia Fox will be invited to take part in the planned training for Governors, which is to be scheduled in the transition period which is March to July 2019.

The Board made the suggestion that Louise Bradford, a former Sunderland College Board member, be approached to see if she would be willing to re-join the local board given that the conflict that existed regarding the College's contract with Creo is no longer an issue. It was agreed that the Chair, the Principal and John Barnett would follow up. **(Action: Chair/Principal/JB, March 2019)**

#### **BD/19/40 FINANCIAL REGULATIONS – A REVIEW FOR THE POST MERGER POSITION**

The Vice Principal Finance & Resources presented this agenda item and confirmed that the key changes are:

- Amendments to the purchasing and expenditure (section 13) in particular to include an additional requirement for all orders in excess of £1,500 to be signed off by the Director of Finance or other designated finance officers.
- Amendments to limits under fixed assets (section 15) to reflect those contained within purchasing and expenditure
- Minor amendments to wording to provide clarification

He confirmed that the intention is to align both Colleges and that there were no other significant changes other than those highlighted.

The Board's attention was drawn to annex 6 and the whistleblowing procedure. It was explained that the College is looking to extract this in to a separate document and not contain it within Financial Regulations. This will be presented for Board approval at the meeting on 19<sup>th</sup> March 2019.

AGREED: to approve the amended Financial Regulations as presented.

(Staff left the meeting at 7.10pm)

#### **BD/19/41 NORTHUMBERLAND COUNTY COUNCIL LOAN NOVATION**

(Redacted)

AGREED: to note the content of the update provided.

#### **BD/19/42 NORTHUMBERLAND COLLEGE LOCAL GOVERNING BODY UPDATE**

The Vice Chair, Tom Crompton, introduced this item and drew Governors' attention to the report prepared by the interim Head of Corporate Governance and Policy and the CVs also provided. He confirmed that on the 19<sup>th</sup> February ten individuals were interviewed with a view to recruitment on to the local governing board at Northumberland College post merger. Interviews were conducted by Tom Crompton, June Cramman, Ellen Thinnesen and Nigel Harrett, supported by Maxine Bagshaw and Drew Richardson-Walsh from Peridot Partners. He explained that the individuals split into two panels so as to be able to see all individuals within one day, and he provided assurance that a very robust professional approach was taken.

He advised that three were internal candidates, being governors sitting on the pre-merger Northumberland Board, and seven were new external candidates. The external candidate

search focused on a number of specific skills requirements including legal, financial, agricultural/land based, estates, strategic planning, project management and governance.

(Redacted)

He confirmed that the panel would wish to put forward the recommendation that a number of individuals be appointed as Governors to the new local Board at Northumberland, these are:

1. Lynn Thompkins
2. Jeff Hope
3. Ian Brown
4. Andrew Ferguson
5. John David Holmes
6. Neil Salverson
7. David James Towns

He confirmed that these appointments would support the previously agreed position that he and Mark Patton will also join the local Board at Northumberland, and he confirmed that a focus for the next round of recruitment is female candidates with education experience.

The Board were happy to support the proposals made and agreed to appoint the seven individuals identified, with the intention being that they undertake a broad range of training in the transition period between March and July 2019.

AGREED: to appoint

- a) Lynn Thompkins
- b) Jeff Hope
- c) Ian Brown
- d) Andrew Ferguson
- e) John David Holmes
- f) Neil Salverson
- g) David James Towns
- h) Tom Crompton
- i) Mark Patten

To the post-merger Northumberland College local Governing Board.

It was agreed to await conclusion of the merger before scheduling in Board meeting dates in the transition period.

#### **BD/19/43 CEO'S JOB DESCRIPTION AND KPI'S**

The Chair provided a verbal update and confirmed that the JD is now in its second draft and will be presented to the Board for approval at a subsequent meeting. He confirmed that the KPIs set for the CEO will be based upon the KPIs set by the Transaction Unit.

AGREED: to note the content of the update provided.

#### **BD/19/44 SENIOR TEAM STRUCTURE OF THE MERGED COLLEGE**

(Redacted)

AGREED: to note the content of the update provided.

**BD/19/45 AOB**

There were no items of additional business.

**BD/19/46 DATE AND TIME OF NEXT MEETING**

The Clerk confirmed that the next scheduled meeting was 5<sup>th</sup> March 2019.

Meeting closed at 8pm.