

Minutes of the meeting held in the Board Room at the Derby Road site on Thursday 27th September 2016 at 4.00 pm.

BOARD MEMBERS PRESENT:	Terry Dean Dame Asha Khemka DBE Hari Punchihewa, Chair Colin Sawers
ALSO IN ATTENDANCE:	Maxine Bagshaw, Clerk to the Corporation Andrew Martin, Deputy Principal/Director Finance Tom Stevens, Executive Director Capital Projects and Estates Tracy Thompson, Director of HR Lesley Roberts, Vice Principal: Business Development & Employer Engagement Steve Cressey, Head of Service: Partnerships & Projects David Overton, Governor attending for Estates matters only

		ACTION by whom	DATE by when
16.49	APPOINTMENT OF THE COMMITTEE CHAIR FOR 2016/17		
	Hari Punchihewa was nominated and approved as the Committee Chair for the 2016/17 academic year.		
	AGREED: to appoint Hari Punchihewa as the Committee Chair for 2016/17.		
16.50	DECLARATIONS OF INTEREST		
	The Chair reminded those present to declare at the start of the meeting any interests that they may have on items on the agenda. No specific interests were declared and standing declarations were noted.		
16.51	WELCOME INTRODUCTIONS & APOLOGIES FOR ABSENCE		
	Lesley Roberts was welcomed to her first meeting of this Committee and round table introductions were made. Apologies for absence were received from Malcolm Hall and Alan Mele.		
16.52	MINUTES OF THE MEETING HELD ON 24 TH JUNE 2016 AND MATTERS <u>ARISING</u>		
	The minutes were reviewed and it was agreed that they were an accurate record of discussions.		

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	AGREED: to approve the minutes of the meeting held on 24 th June 2016.		
	There were no matters arising.		
16.53	ACTION PROGRESS REPORT		
	 Members reviewed the action progress table and a number of points were noted/agreed: Action points 1&2 – the Executive Director Capital Projects and Estates advised that completion of the Carbon Trust work had now been deferred to February 2017. Item 7 – the development of alumni and/or student ambassadors. It was explained that this is being reviewed and has been set as an objective for the Director of Communications and Marketing to develop. The Principal indicated that there may need to be some initial investment made but provided assurance that the College knows this is a priority and will become more important with the development of the HE Centre. 	ED CP&E	Feb 2017
	AGREED: to note the update provided.		
16.54	PROPERTY UPDATE		
	 The Executive Director Capital Projects and Estates introduced this item and provided an update on projects still ongoing. 1) <u>Vision University Centre</u> Work is progressing to schedule with exception of external cladding to west elevation of the building and ceramic floor tiling to ground floor atrium. The first and second floors of the building were completed as planned and internal works are now progressing. Handover has been deferred to 5th October for practical operational reasons, for teaching to commence from 10th October 2016. Between the 5th and the 10th the College will conclude installation of soft furnishings etc. Arrangements are in place to enable external cladding and internal tiling to continue without disruption to College fit out. It was confirmed that the delay to external cladding has not had an impact upon the internal works required. External cladding is anticipated to be on site by 26th September with 4 weeks to install and a completion date of 28th October 2016. The vast majority of the cladding required is now on site. 		
	In general discussion the Board were advised that the original handover date planned was 16 th September. It was agreed that as contractors were late the Executive Director Capital Projects will look in to LADs. Teaching is due to commence on 31 st October.		

The Committee were reminded that contractors had a late start because of the late decision from the LEP Board regarding capital investment. He provided assurance that the project was in line in terms of budget and that no additional costs were expected to be incurred in relation to the extra time that site cabins had been in place.

Existing HE students who returned to College on 19th September were allocated alternative teaching accommodation on site until completion of the University Centre, with new courses coming on stream in 2017.

2) Derby Road refurbishment

The target completion date for the main elements of work approved by committee on 23rd February 2016 and return of students has been met. Some elements of work to finalise the project will continue through the Autumn term as planned without disruption to teaching and learning.

3) Derby Road LED lighting

The Committee were reminded that they have previously approved an energy optimisation report and submission of an application for Salix funding. On confirmation that the College had been successful in the application for funding the Committee approved the tender process for the appointment of electrical contractors which took place recently. A two stage tender process has been adopted. The first stage was to complete LED lighting as part of the new suspended ceilings in the 3 story block, 6 story tower and enviro block. The second stage is to install LED lighting in classrooms and corridors in the 6 story tower block, 3 story block, enviro block and foundation studies block. This has been tendered with installation to commence from the end of 2016.

Members' attention was specifically drawn to page 84 which summarises the phase 2 tender process and the budget implications at page 85. The Committee were advised that the College successfully applied for 100% interest free loan of £215,096.10 to be paid back directly to Salix Finance by direct debit on a 6 monthly basis over a period of 4 years. The specification of lighting and approval process with Salix is using Aurora light fittings. As reported the work was completed over the summer vacation period as part of phase 1 at a total of £89,464.30. The tendered cost to implement phase 2 is £90,446.78.

4) <u>Vision Studio School fire alarm installation and WNC Ashfield</u> <u>House fire alarm renewal</u>

Members' attention was drawn to paragraphs 13.6 and 13.8 which explain the need to renew the fire alarm at Ashfield House. It provides a summary of the tender process at paragraph 13.8 and the outcome is reported on page 88. On the basis of tenders submitted the most competitive quotations for both VSS at £33,816.00 and Ashfield House at £36,300 is Tecserve installing during normal working hours.

It was confirmed that the tenders received were both within the original financial parameters agreed.

Installation of the alarm system for the Studio School is complete. Work was undertaken over the summer vacation to ensure completion prior to return of students. The replacement fire alarm system for the Ashfield House site will be undertaken over the winter term.

The Committee were advised that all teaching and learning at Ashfield Centre, Sutton in Ashfield has now been withdrawn as planned with a curriculum decant to Derby Road Campus and the Engineering Innovation Centre. This took place ready for the return of students in September 2016. Ashfield Centre is now a dormant site.

The Committee were advised that additional work is still required to fully accommodate the motor vehicle curriculum move from the Ashfield Centre, particularly in relation to storage. Further alterations will be required as part of the final solution for engineering. As an interim measure essential changes have been made to the workshop area to be ready for September 2016. This includes accommodating engines and lifts temporarily in shipping containers located on the carpark to enable more workshop teaching space to be provided. It was acknowledged that using shipping containers was not a long term solution. The estimated cost for a storage solution is the erection of a garage structure at a cost of circa £80,000 +VAT.

Q/CH The Committee questioned what the space utilisation figures were for the Engineering Centre. They challenged the senior team and indicated that they wanted greater clarity regarding whether the centre was operating at maximum utilisation in terms of space, they expressed the view that they do not wish to authorise additional expenditure to build storage if there is already space available in the building. They expressed the view that there needed to be careful and close monitoring of student numbers before making any further commitment to this building.

The Executive Director Capital Projects and Estates advised that within the current building the College has maximised the workshop space for students and has given up storage as a compromise. It was agreed that the Executive Director Capital Projects and Estates would review utilisation and space available and then robustly assess whether additional capital investment is required.

Q The Committee questioned whether the College will continue to support NEETs at Ashfield. It was confirmed that NEET students are supported and have been integrated within the normal College curriculum. It was confirmed that staff will monitor how well they thrive in the new environment. As a result of the changes the College has not seen a reduction in student numbers. It was explained that student mentors at the Ashfield Centre have also moved to other College facilities and therefore students have seen a continuation of staff and support available.

- 5) <u>Disposal strategy</u>
- a) Acorn Way it was reported that the former motor vehicle maintenance workshops at Acorn Way, Oak Tree Business Park, Mansfield are sold subject to contract. The sale of Acorn Way forms part of the Colleges disposal strategy with the consolidation of Engineering to the new Engineering Innovation Centre at Sutton in Ashfield.
- b) VWS property portfolio the Committee were advised that the College has completed a break from a property in Wakefield operating as part of the VWS portfolio with effect from 7th July 2016. This completes all property transactions for VWS. The only VWS site retained as part of the College portfolio is the former Henry Boot Centre in Sheffield.
- As a general comment the Committee all agreed that the refurbishment works to the Derby Road site were looking incredibly good and they asked that their appreciation be passed on to appropriate staff. One question was raised by the Committee in relation to paragraph 8.13 and the reference to book stock being stored until installation. It was confirmed that installation has now been completed and all books are in place and available to students.

AGREED:

a) to note the contents of the report provided; and

b) following a tender process, approve the appointment of the electrical contractor for the installation of LED lighting using Aurora Fittings on the Derby Road campus at a tendered cost of circa £75,372 +VAT. In the 6 story tower block, 3 story block, enviro block and foundation studies block.

16.55 **INSURANCE AND RISK**

The Deputy Principal/Director of Finance introduced this item and confirmed that College group insurance is in place for 16/17. This is the second year of an agreement following the tender which commenced in 15/16. The College is insured by Zurich Insurance to provide cover against College risks for the 3 year period to the end of 17/18.

The total cost of cover for the College Group at £143,160.41 is some £1,739 (1.2%) lower than the previous year. However additional WIP insurance is offset by a reduction in cost of the motor policy due to fewer insurable vehicles. It was explained that the WIP insurance relates to the HE Centre. A standalone policy is in place in relation to terrorism. The cost for this in 15/16 was £6,300 and the cost in 16/17 is £8,250.

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He confirmed that the premium is generally competitive and covers all key aspects of insurance required. Members' attention was drawn to the schedule at page 11.

AGREED: to approve the insurance costs and extent of cover provided for the 2016/17 financial year.

16.56 EMPLOYER RESPONSIVE REPORT

Lesley Roberts and Steve Cressey introduced reports on two items the first was in relation to partner contracts and the second was in relation to strategic changes proposed.

In relation to partner contracts it was explained that at the beginning of the academic year there are always negotiations with partners and it is often a period of 'flux'. He drew members' attention to the table of partner contracts, the first page shows a combined position; the second page shows new contracts and third page shows carry forward activity. Items highlighted in yellow show increases proposed. He explained that the net reduction in contract changes overall is minimal. Key matters noted were:

- CILEX has decided to seek funding for new activity with a new prime funder for 16/17. This is due in the main to CILEX requiring training delivery premises nationally to drive efficiency in their business model. CILEX has sought a prime who can support this and who has more national presence. The College is currently negotiating the possible transfer of 105 continuing learners to the new prime funder.
- Amber Train has revisited their original profile to reflect anticipated employer need.
- RX Advisor, a very specialist and small provider in funded provision, has decided to focus exclusively on their commercial training and consultancy business in 16/17. It was explained that this is in the pharmaceutical industry and the impact on funds is minimal.
- London Hairdressing apprenticeship activity (LHAA) has revisited their original profiles and is being supported for the first time with 16-18 traineeships funded by the College EFA contract.

Members' attention was also drawn to the partner performance report where it was noted that it is predicted that the overall and timely achievement rates for apprenticeships will increase from the period 13 data set by the closure of the 15/16 contract, with the overall achievement rate reaching between 76%-77% and the timely achievement rate reaching between 67% and 69%. College direct delivery is predicted to end, with an overall achievement rate of 77% and a timely achievement rate of 69%, with all main contract types above the national rates. Partnerships are likely to finish with an overall achievement rate of 76%, a timely achievement rate of 67% and with only 24+ overall achievement being slightly below the national rate. Work place learning is expected to increase slightly on the timely achievement outturn to 90%, with classroom based expected to remain the same as the position at period 13.

The Committee questioned whether there are mechanisms in place to spot partner quality issues early. Assurance was given that processes are in place and that there are regular partner reviews. In terms of instances where partners have gone in to liquidation it was explained that it is often because other primes and SFA contracts have allowed them to grow beyond their capacity.

> In terms of future changes it was explained that the intention is to add in an additional element to the due diligence assessments and this relates to the number of primes that partners work with. The view is that some primes are more effective and efficient than others and partners holding contracts with a greater number of primes often have capacity issues and the whole process is much more complex for them to manage which has been seen to have a negative impact.

> The Committee generally discussed timely success rates and their importance and the distinction between actual and timely statistics. It was confirmed that not being 'timely' has a funding impact which is important both to the College and to partners and that this negative financial impact can put a lot of pressure on everyone. In terms of an incentive it was explained that the College takes a 30% management fee from partners, however if partners are able to bring in qualifications on a timely basis then this management charge is reduced to 20%.

Q The Committee questioned whether there were any early warning milestones. It was confirmed that there are and that these are monitored during monthly visits to partners and contract monitoring reports. It was explained that College staff can see the progress of every learner with every partner and there are some known trigger points and statistics to watch for. The College also frontloads everything that involves an exam, this is to give sufficient time for any resists required and seek to avoid any potential for non-timely conclusion.

> It was confirmed that the College and partners are always trying to narrow the gap between overall and timely success rates and the objective is to see a maximum gap of 10%.

> The Committee were reminded that the quality performance data is also shared and reviewed by the Standards Committee who also look in depth at the quality assurance processes.

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	The Principal indicated that the report provided does not strip out functional skills performance and that this needs to be a focus as College apprenticeship statistics in relation to functional skills performance is over the national average by 40%-50%. This is a real success and the College has had to do a lot of work with partners to achieve this. It was explained that partner performance regarding functional skills is supporting direct College delivery which needs to be improved. Partners are doing something right and the College needs to harness whatever this is. It was explained that the next set of partner reviews will take place at the end of November 2016. The consequence of this is that there will be no review of the schedule of contracts at the next meeting but there will be a significant update in February 2017. It was explained that the schedule of contracts takes the College up to the 31 st March as this is the end of the agreed funding period provided so far. AGREED: a) to note the update provided; and b) agree contract variations proposed. Vision Business – Strategic Changes	VP BDEE	Feb 2017
	For commercial sensitivity reasons it was agreed that discussions would be recorded confidentially		
16.57	EMPLOYER FEEDBACK 2015/16 ANALYSIS		
	The Deputy Principal/Finance Director introduced this report which was prepared by the Director for Strategy and Innovations. He explained that the employer survey results confirm what was already known in that the sales team have been underperforming for some time. To address the fact that only 69% of employers responded positively to 'communicating with the sales team' changes have been made and some telesales staff have been brought in with some very positive kick off signs evident. The Committee indicated that for future reports they would find it useful to have conversion rates reported detailing sales team activity.	VP BDEE	Each meeting
	The Committee were advised that the current sales team are being heavily performance managed with changes being made to their focus and the processes. In terms of the employer survey results the feedback is correct for the service that the College did offer, however assurance was given that this will be different under the new strategy and new team.		
	To monitor and hopefully evidence improvements for the first 6 months there will be a dedicated member of staff taking weekly employer surveys. This will allow the College to respond very quickly to any issues identified.		

AGREED: to note the update provided.

16.58 ANNUAL REVIEW OF STANDING ORDERS

The Clerk introduced this item and drew members' attention to very minor changes proposed, these are to reflect the fact that the Corporation no longer operates a Search Committee. The Committee all agreed that the changes were self-explanatory and were happy to recommend the amended document to the Board.

AGREED: to recommend that the Board approve the minor changes proposed to the standing orders.

16.59 FRAUD & CORRUPTION LOG 15/16

The Deputy Principal Director of Finance introduced the report and confirmed that this is considered by both this Committee and the Audit Committee. It provides a summary of activity which covers all College and all partners. He confirmed that the College works closely with internal auditors whenever required.

Key points noted were:

- The College carries out extensive work with its partner delivery programme and has included a section on anti-corruption within the terms of its standard partner delivery contract that has been the subject of legal advice and renewal.
- Internal audit acts on behalf of the Audit Committee in ensuring that College management has appropriate arrangements in place to deter, detect and investigate fraud. This role extends to provide adequate assurance to the Committee and is delivered through a risk based audit approach to determine a number of key matters as part of an annual programme of assurance.

Reactive cases of suspected fraud or irregularity in 15/16:

 During 15/16 the College did not receive any directly reported or alleged cases of fraud or irregularity. However, the College were asked in March 2016 to comment upon an investigative piece being pursued by the Guardian in relation to Sports Direct, based largely upon the payment of the national minimum wage. This enquiry also picked up on the numbers of apprentices that were being supported at Sports Direct (as this type of employment has a different level of national minimum wage). It was explained that the Colleges connection with Sports Direct was through Transline, Transline is a subcontractor to the College. The review showed that there were no issues of eligibility or irregularity, however the College has pulled away from contracts with Transline because of the reputational risk.

A closedown of reported items for 14/15:

- The Development Fund on 26th June 2015 the College was notified of an allegation of potential irregularity regarding a partner named the Development Fund. The alleged potential irregularities included a fraudulent learner signature, contractor delivery capability, absence of assessment records, learner name similarity and centre approval withdrawal. Baker Tilly were appointed to investigate following a competitive tender process. After completion of the field work and final report dated 10th August 2015 the investigation was closed down. The College is satisfied that funding had not been claimed inappropriately and was in line with the funding rules. Some minor adjustments were made to the individual learner record of just over £12,000. The funding agency were notified of the outcomes as were the College Audit Committee. The closing of this investigation has been formally confirmed by The Skills Funding Agency and no further action is expected with regard to College provision.
- Harrow International Business School (HIBS) there was alleged potential irregularity which included claims for exited learners, concerns about learner employment status, fabrication of evidence and falsification of test results. The investigation has been completed and aside from what has been concluded to be an isolated incident, where one learner had left their employment but remained on the programme, there was little or no evidence to support the allegations raised. Funds amounting to just over £6,000 were removed from the College funding claim in relation to the findings of the investigation. Again the investigation outcome has been reported to the Skills Funding Agency and they are satisfied that no further action is required.

Members' attention was drawn to section 25 of the report and the key priorities for 2016. Of particular note is the potential for invoice fraud and the changes made to the Colleges processes, these are expected to be sufficiently robust to ensure that fraudulent attempts cannot be replicated. He confirmed that there are sector bulletins sharing examples of fraud attempts and these continue to raise awareness. In terms of the College no significant attempts in relation to cyber fraud have been identified. It was confirmed that the fraud risk register is regularly reviewed and presented to the Audit Committee.

AGREED:

a) to note the 2015/16 annual fraud and corruption report; andb) note the content of the current fraud risk register.

16.60 MANAGEMENT ACCOUNTS (DRAFT) TO 31ST JULY 2016

The Deputy Principal/Director of Finance introduced this report and he described it as an early draft. In terms of preparation the team are not being helped this year by the changes made to the finance systems in August. In terms of the system, it is now operating stably but there are some speed issues to improve.

He advised that the College has also been selected to participate in an ILR audit. KPMG were appointed on behalf of funders and they have carried out their onsite work this week and as a consequence the finance team are slightly behind where they would normally be in terms of yearend conclusion at this point in the year.

Key matters brought to members attention were:

- As reported to the Board during the year the financial year has been one of contrast between the College struggling to meet its own delivery targets within the apprenticeship programme and BKSB, one of the colleges full cost provision areas surging ahead and producing another record year.
- In contrast to the 14/15 financial year 15/16 sees a year with no material contribution from the wind down of VWS. In 14/15 the company contributed £400k through its property exit programmes, largely through release of provisions.
- The College performance has been hit by the performance of its own apprenticeships and work related training programme. Whilst partner performance has been strong the College will be more than £1million adrift of the College contribution target for work related training and the area will see significant changes in order to position itself to grow in to the future apprenticeship reform opportunities.
- The overall income for the group will be in the range of £50.8million (14/15 was £58.5million) following a year without any ESF activity. In 14/15 the ESF programme contributed almost £7million to the group income position.
- The overall group operating profit for the year of £875k is lower than the £1,751k earned in 14/15 due to the reasons already explained.
- Whilst the outcomes of the FRS 102 pensions disclosure evaluation (FRS 17) has been provided to the College, the entries have not yet been posted as we await the final format determined under the move to revised reporting under FRS 102. However, the long term deficit in the scheme has got considerably higher (from £14.7million to £23million) due to changes in the long term bond yields used to calculate the discount rate. The triannual scheme review is due at the end of this academic year and this could lead to more significant changes.
- College group pay costs of £25.5million are some £300k lower than the previous year, driven by lower costs in College following a weaker recruitment of 16-18 learners in the year. This weaker recruitment has a knock on impact to the allocation levels for this programme in 16/17.
- Whilst the performance in 15/16 will be weaker than 14/15 the group remains in a strong and healthy position delivering an operating surplus and must continue to build on this for 16/17.

	 Reserves levels will be above covenant levels on the balance sheet which remains an important performance indicator in the current climate. He explained that changes in the treatment rules will have an impact on reserves, this particularly relates to the calculation of untaken holiday as a debt. The impact of this to College is circa £700k. The Committee indicated that in terms of final reporting they would want to see a specific sheet which compares actual against budgeted performance for 2015/16. The performance of BKSB which is the Colleges primary source of full cost income deserves specific mention as both turnover of £3.2million and operating profit of £1.5million have exceeded target and set another new record for the business. The company still needs to consolidate the operations of BKSB India for 15/16 which will generate a small loss but this will not detract away from the performance delivered by the team. Group borrowing on the balance sheet date will be £15.522million (in 13/14 this was £16.261million) as the College has begun the repayment of its long term debts. No access has been taken from the £3million facility provided for the HE Centre 	Director Finance	November 2016
	as the College seeks to utilise working capital and reserves to minimise borrowing. The important debt/income ratio will be around 30.5% at the balance sheet date. It was explained that anything above 40% is seen as a cause for concern in the sector.		
	The Committee in discussing the performance of BKSB indicated that it was very important that there is clarity regarding the fact that BKSB is part of the Colleges commercial offering and is an example of income diversification. It was acknowledged that the College is judged at group level and this is the most important indicator of performance and profitability.		
	AGREED: to note the content of the draft yearend management accounts presented.		
16.61	TREASURY MANAGEMENT POLICY AND PERFORMANCE		
	The Deputy Principal/Director of Finance introduced this item and confirmed that the financial year has continued to see interest rate returns at historically low levels and, following the vote to leave the European Union in June 2016 the bank of England reduced further its base rate to 0.25% from 0.5% and made further liquidity available to banks to secure capital levels. In turn this has had a knock impact to deposit levels which have weakened further from a low base.		
	• From 14 th April 2013 the College and its subsidiaries have received 0.5% on cleared current account credit balances in line with the loan tender offer from Lloyds.		

From August 2016 this rate has fallen to 0.25% following the BOE decision and will result in lower returns in 16/17.

decision and will result in lower returns in 16/17.		
• The total interest earned up to the end of the 15/16 financial year is based solely on the current account balances and		
amounts to £45,662 which is slightly better than the annual		
budget of £20k.		
• Following completion of the new Higher Skills Centre the College		
cash balances will be much lower than in previous years as it		
seeks to maximise the use of working capital and avoid the		
utilisation of the £3million revolving facility put in place to		
finance the build project.		
 Interest costs of the two existing term loans are included within the background the loans and an illustration of the second seco		
the budget and the loan value will start to reduce.		
Assurance was given to the Committee that College activity has been		
well within the parameters of the Treasury Policy.		
The Committee were advised that controlling cash going forward will be		
at a lower level and will be different without the need to fund capital		
projects. Cash flow will need to be carefully managed.		
AGREED:		
a) to note the treasury management investment performance for the		
15/16 financial year; and		
b) approve the continued use of the Treasury Management Policy with		
no recommended changes being made.		
BOARD MEMBERS EXPENSES REPORT FOR 2015/16		
The Clerk introduced this item and drew members' attention to the		
schedule of very limited Board members expenses claimed and paid.		
AGREED: to note the update provided.		
AOB		
There were no additional items of business to discuss. The Director of HR		
confirmed that her detailed yearend People Report for 15/16 would be	Dir HR	Nov 2016
presented at the next meeting.		
Meeting closed at 5.55pm.		

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