

**Minutes of the Board meeting held on Thursday 9<sup>th</sup> May 2019 in the Boardroom, Derby Road**

**GOVERNORS PRESENT:**  
Paul Frammingham  
Jane Hawksford  
Rebecca Joyce  
Sean Lyons, Chair  
Mary Mamik (joining by conference call)  
Neil McDonald  
Lee Radford  
Sardip Sandhu  
Martin Sim, interim Principal and CEO  
Steve Sutton  
Kate Truscott  
Tony Westwater  
Mark Williams

**ALSO IN ATTENDANCE:**  
Maxine Bagshaw, Clerk to the Corporation  
John Owen, Interim Finance Director  
Louise Knott, Vice Principal Communications Engagement & Student Experience  
Gavin Peake, Director IT & Estates  
Sue Martin, Interim Vice Principal Curriculum & Quality  
Jane Peacock, ESFA Observer

ACTION by whom	DATE by when

**1 DECLARATION OF INTERESTS**

The Chairman reminded everyone present to declare any interests that they may have on matters to be discussed. No specific interests were declared and standing declarations were noted. The Clerk reminded Governors that they should inform her if their circumstances change in-year so that up to date records can be maintained.

**2 WELCOME, INTRODUCTIONS AND APOLOGIES FOR ABSENCE**

Apologies for absence were received from Jon Mold, Ian Baggaley, Martin Rigley, Robyn Hodgson. Jane Peacock the ESFA observer was welcomed to the meeting.

**3 MINUTES OF THE MEETING HELD ON 3<sup>RD</sup> APRIL 2019**

Signed:  Chair

Date: 10/6/19

The minutes were reviewed and it was agreed that they were an accurate record of discussions.

AGREED: to approve the minutes of the meeting held on 3<sup>rd</sup> April 2019.

There were no matters arising that were not included within the action progress report.

#### 4 **ACTION PROGRESS REPORT**

The Board considered the updated schedule provided and a number of matters were specifically noted:

- Line 9 – it was agreed that the proposed procedure would be developed and presented to the June meeting of the Finance and Estates Committee.
- Line 20 – the Vice Principal advised that dates for employer events are to be finalised next week. She explained that it is likely that the College will provide more targeted events, given the changes to the levy/non-levy funding available. The first planned event is in relation to IT apprenticeships. She confirmed that Governors would be informed of dates as soon as they are finalised.

Interim FD June 2019

The Chair took the opportunity to inform the Board that there is a college open day planned on 29<sup>th</sup> June 2019. The Vice Principal confirmed that she would circulate details to all Governors with an invitation to attend. She expressed the opinion that governor feedback with 'a fresh pair of eyes' would be very useful.

VP LK May 2019

#### 5 **PRINCIPAL'S REPORT**

The Principal presented his detailed report and a number of matters were particularly considered/noted;

##### 1) Register of Apprenticeship Training Providers (RoATP)

The Principal expressed his thanks to the Vice Principal and Mary Mamik, who has provided external support and consultation in relation to the application. He also confirmed that the College has sought further external review of the submission on the basis of 'leaving nothing to chance'. The deadline date for submission is 31<sup>st</sup> May but the Vice Principal hopes to be in a position to submit next week.

##### 2) KPIs

Headline information noted was:

- Retention has decreased by 2.7% compared to last term and stands at the target figure. This is a slight improvement (0.9%) compared to this point last year.
- Apprenticeship income – total cash enrolments stand at £3.5

Signed : \_\_\_\_\_ Chair

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million. This has increased by £0.8 million since the last report. The proportion of college versus partner income has gradually increased since the start of the year and currently stands at 5% above target. It was explained that the college is behind in terms of head count but is 'there or thereabouts' in terms of the financial position.

A question and challenge from the Board was why the college continues to underperform in relation to apprenticeship numbers, even though they were reviewed and reduced at the midyear point. The Principal reminded that there are some legacy issues to address and alongside this there have been staffing issues relating to assessors, the need for staff training and the ability to match staff availability with the apprenticeship applications received. A question and challenge from the Board was whether or not there is an action plan in place that Governors can monitor. The Principal provided assurance that, at the Standards Committee meeting earlier in the week, the sole agenda item for discussion was apprenticeships. At the meeting two key members of staff presented on issues and actions; these were in relation to VBSS and Construction, which are the two largest areas of apprenticeship delivery. The Board were assured that apprenticeship performance is a key focus for the Standards Committee. It was agreed that the minutes of the Standards Committee meeting held on 7<sup>th</sup> May 2019 would be circulated as soon as they are available and appended to these will be the presentation slides from the two Heads of School.

Clerk

May 2019

The Board questioned when the College will see the impact of changes made. The Principal expressed the view that this was likely to be in 19/20 and the expectation for 18/19 is simply to ensure that all aspects of apprenticeship provision are above MLP. He confirmed that the internal audit to be undertaken will validate the QAR data which is an important step. This will show a true picture, and it is expected that it will show a gradual improvement once the legacy issues are stripped out.

A question and challenge from the Board was in relation to employer expectations given the reduction in non-levy funding available and they asked if expectations are being managed. Assurance was given that this is the case.

The Principal acknowledged that the College is still not where it wants to be in terms of apprenticeship delivery, however there has been a huge distance travelled so far. His belief is that apprenticeship provision is now operating at a grade 3 level but that it will take some time to show improvements through the performance indicators and data. The Board all agreed that it was critically important for the college to be able to fully explain its data and accurately show what the current learner experience is i.e. showing that they are making progress. The interim Vice Principal Curriculum and Quality indicated that for the July Board meeting she will be in a position to provide a story board/position statements, this will ensure that all Governors have the same level of

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knowledge. A challenge from the Board was that, whilst the data is helpful they would wish to see more narrative i.e. the insights which cover the 'so whats' and describe what actions are being taken to tackle each and every known issue. It was agreed that at the strategy review day planned for 20<sup>th</sup> June that Governors would be given a significant opportunity to discuss and debate apprenticeship provision, including risks and strategy.

Interim VP  
C&Q

July 2019

Principal /  
VP C&Q

20.06.19

The Standards Committee Chair provided assurance to the Board that, from the starting point of where the college was in the autumn term, it has made a really positive impact. There is still work to be done but the College is on the right journey.

- Adult education – cash value enrolled has increased from the previous report. The proportion of AEB delivered in Mansfield and Ashfield has decreased slightly (-2%) however new provision has been targeted within D2N2 (3% increase) rather than outside the area.
- Attendance – main qualification attendance is relatively static (-0.3%). Maths and English attendance has increased very slightly (+0.1%) but both remain below target.
- It was explained that progress has been fairly static between points 3 and 4.
- Overall apprenticeship achievement rates have increased by 6.4% compared to the end of term 2. Timely success has improved by 7.4% since term 2 figures, however both stand below target and below the same point last year.
- Partner observations – good or better observations have increased by 14% since term 1.

### 3) OfS letter to Chairs re. viability and sustainability

The Principal described this as a 'warning show across the bow' in terms of colleges setting unrealistic budgets. The clear message is not to assume too much growth. He confirmed that the college's position is prudent with limited HE growth forecast which is the expected position and is in line with OfS expectations.

### 4) Financial Statements 2017/18

He confirmed that the College has received the ESFA's formal assessment of the college's financial health which unsurprisingly is that this is 'inadequate'. Members' attention was specifically drawn to the letter and the dashboards and it was confirmed that a one page addendum is being prepared confirming that the Financial Regulations have been updated and now include a specific reference to third party related transactions. All acknowledged that the letter contained no high level surprises.

### 5) Free School

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The Principal indicated that discussions are underway in respect of a bid to develop a free school in Mansfield. The bid champion is local MP Ben Bradley, with significant support from local businesses (Mansfield 2020) and potentially from Nottingham Trent University. It was explained that the discussions are purported to respond to employer feedback in terms of need in relation to employability and technical skills. The Principal advised that an 11-16 free school would not be a competitor to the college and would complement the offer, however if a free school is proposed which is 11-18 then they would be a direct competitor. There is a meeting planned on 23<sup>rd</sup> May which the college has offered to host.

A concern at this stage is that the free school may develop as a competitor for the post 16 provision. He also advised that there could be a risk in relation to the Chesterfield Road site if this is considered as an option for the location of a free school. The deadline for application submission is 31<sup>st</sup> September 2019. The Board indicated that they would wish to have the possible development of a free school included within the college's risk register. The Principal confirmed that he, on behalf of the college, will work with NTU to support an 11-16 proposal but that the college could not support any proposal regarding post 16 provision.

Interim FD May 2019

AGREED: to note the content of the report provided.

## 6 **RISK REPORT**

The interim Finance Director presented the detailed risk register and drew members' attention to the progress comments. Key matters noted were:

- A new risk has been added in relation to BKS India.
- Risk 8 'inadequate levels of capital spend' – he indicated that for 18/19 this has been removed as a risk as it has been managed and mitigated, however it will be reinstated for the 19/20 academic year.
- Line 9 – repricing of EFS – the ESFA have confirmed that EFS provided by them will remain interest free and therefore the risk probability score has been reduced. The College will not know the long term position with Lloyds bank until 2020 and therefore the risk in 18/19 is not relevant, however it will come back on to the register in 19/20.
- Line 3 'clawback of LEP capital grant' – it was confirmed that the Vice Principal is meeting with the D2N2 LEP as part of a resubmission in relation to the student numbers and a variation of the loan conditions. Discussions to date are looking positive and this may mean that this risk is quickly removed.
- Line 11 'college reputation' – this is a risk to be monitored directly by the Board rather than a Committee and it was agreed that a process for reporting on this needs to be produced. It was confirmed that the Vice Principal would devise a report for the next meeting and thereafter the Board would agree how

Signed : \_\_\_\_\_ Chair

Date:

frequently they wanted to monitor this risk e.g. each meeting, every half term, once per term etc.

VP LK

June 2019

The Finance & Estates Committee Chairman made the observation that, at the last Committee meeting there was an acknowledgement that new risks identified as part of the IBR process would need to be added to the register once the BDO report is finalised.

AGREED: to note the content of the update provided.

## **7** MONTHLY MANAGEMENT ACCOUNTS – MARCH 2019

The interim Finance Director presented the accounts for information and confirmed that they have been reviewed in detail by the Finance & Estates Committee at their last meeting. As an overview he confirmed;

- There are variances but they broadly offset each other
- The College is broadly tracking where it expected to be
- Apprenticeship numbers are still behind even the midyear reforecast, however there are still a high number of learners awaiting induction. He provided assurance that new processes are now in place which should avoid long delays occurring again. Whilst the number of starts are down the financial impact is on track and no significant shortfall is expected.
- Sessional pay as detailed on page 9 is higher than expected and is now being carefully monitored and controlled

So, overall the College is broadly on track. The Board questioned what the April position is looking like. The interim FD confirmed that staff in the finance department have not brought anything unusual to his attention.

A question and challenge from one member of the Board was in relation to BKSB and she asked for assurance that Gift Aid payments are not being made from non-distributable profits. The interim FD was able to provide assurance and confirmed that there is a covenant in place and that at the year end, through external audit, there is a check that no Gift Aid is paid out of non-distributable profits.

AGREED: to note the content of the monthly management accounts presented.

## **8** LLOYDS BANK

The interim Finance Director provided a verbal update and confirmed that the anticipated documentation will go to the next meeting of the Finance and Estates Committee in May, and thereafter come to the Board in June. He explained that the bank has been unwilling to release draft heads of terms until the IBR report from BDO is finalised. The expectation is that the report will be finalised next week and then heads of terms will follow a few days thereafter. He indicated that progress to

Signed : \_\_\_\_\_ Chair

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conclude this is slower than the college would want or expect.

In terms of the continuing RCF facility it was explained that the bank is going for credit approval to extend to the end of June 2019.

AGREED: to note the content of the update provided.

9 **COMMITTEE CHAIR'S REPORT FOLLOWING THE WORKFORCE DEVELOPMENT COMMITTEE MEETING ON 3<sup>RD</sup> APRIL 2019**

The meeting Chair provided a short overview of discussions and she particularly confirmed that there has been a very positive response from staff members in terms of joining the new Committee. She and Lee Radford were able to meet with two members of staff today and there are a further 3 to be interviewed on 23<sup>rd</sup> May. She described the Board as being in the lucky position of being 'spoilt for choice' and that this may then mean the Committee making a recommendation to the Board that more than two staff members are appointed. She confirmed that, if this was considered appropriate, there would be a recommendation to the Board in June. It was acknowledged that, should this be the case, the terms of reference may need to be reconsidered and/or governor membership so that there is an appropriate balance between Governors and staff.

She particularly drew the Board's attention to the requests to

- a) Rename the Committee, and
- b) Agree updated terms of reference.

The Board were supportive of the proposals made.

AGREED:

- a) To note the content of the Chair's report and the minutes of the meeting
- b) Approve the Committee name change to Workforce Development Committee
- c) Approve the amended terms of reference as presented.

10 **COMMITTEE CHAIRMAN'S REPORT FOLLOWING THE AUDIT COMMITTEE MEETING HELD ON 4<sup>TH</sup> APRIL 2019**

The Committee Chair provided an overview and confirmed that:

- There is the intention for a much greater review of the risk register with updates provided at every meeting
- Procurement processes were reviewed and the intention is to sample a small number of contracts to obtain assurance
- The scopes of internal audit activity are to be shared with the Committee
- There was a detailed review of the Inspire and Achieve Foundation contract with the College. The Committee were assured regarding the establishment and review of the contract, however there is an acknowledged need to separate out college

Signed : \_\_\_\_\_ Chair

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support and services to the charity.

- The Committee gave a clear steer to management that restated actions year on year should not occur
- The Committee agreed that internal audit fieldwork planned for 18/19 must occur as soon as possible so that any outstanding 18/19 reports are available for the next Committee meeting in June.

The interim Principal expressed a personal view that what the Inspire and Achieve charity does is fantastic and serves an absolute need in the community. It is a real worthwhile organisation. What is needed is for the College to regularise the services that it has provided to the charity in the past.

AGREED: to note the content of the Chairman's report and the minutes of the meeting.

**11**      **COMMITTEE CHAIR'S REPORT FOLLOWING THE FINANCE & ESTATES COMMITTEE MEETING HELD ON 29<sup>TH</sup> APRIL 2019**

The Committee Chair introduced this item and confirmed that:

- There was a detailed review of monthly management accounts including sensitivities and risks
- There are positive cash flow forecasts
- The accounts are broadly following the Recovery Plan
- Sensitivities regarding apprenticeship growth are an area to monitor and consider
- Estates report was very informative and reassuring. The college is very fortunate to have the quality of facilities that it does.

AGREED: to note the content of the update provided.

**12**      **EXCEPTIONS REPORT – SAFEGUARDING & EQUALITY AND DIVERSITY**

The Vice Principal introduced her detailed report and a number of matters were particularly noted:

- In relation to the allegation made against a member of staff a referral has now been made to DBSS and they will undertake their own investigation. As a consequence of this allegation the college has reviewed its procedures for inducting agency staff. She explained that there was also work to do in terms of students understanding the boundaries between staff and students and their expectations in relation to this. This issue has highlighted a lack of understanding and expectations. She confirmed that any agencies that the college uses to secure interim staff have also been contacted and the college has been very clear in terms of expectations regarding their employees.
- Site security remains under review. It was confirmed that a site security report was presented to exec earlier today including options, and the intention is that once further work has been

Dir IT and  
Estates

June/July  
2019

Signed : \_\_\_\_\_ Chair

Date:



concluded a report will come to the Board.

It was noted that Steve Sutton is the Safeguarding new link Governor. He confirmed that he attended the recent safeguarding management meeting and was confident in terms of the College processes and procedures in place. He described the meeting as very informative particularly in terms of the scale and complexity of the safeguarding issues that the college has to deal with.

AGREED: to note the content of the update provided.

**13**      **COMPLAINTS PROCESS**

The Vice Principal introduced her written report and confirmed that the college has now consolidated the complaints processes and that all complaints now received go through a central process, including those received from employers. She explained that there is confidence in the process going forward, however it is not currently believed that staff have picked up and dealt with all historical employer complaints, some of which have not been recorded, and therefore can only be progressed once an employer makes further contact through the new process.

The Board questioned whether the intention is for staff complaints to go through this process. It was explained that this process and policy relates to customer service issues only and not employment issues. A recommendation for the Board is that the policy should be explicit in relation to this. The Board questioned whether students see themselves as 'customers'. The Board were given assurance that there is evidence that this is the case.

The Vice Principal indicated that, as an executive, senior staff are looking at common themes to ensure that there are broad improvements. A challenge from the Board was that there needs to be some triangulation, for example absence, sickness, grievances etc. the Board indicated that they would find this information useful alongside the use of case studies to evidence how a response to a complaint has led to organisational change.

The Board considered paragraph 2.4 in the procedure and questioned whether this was too flexible for staff. They made the observation that informal complaints should be recorded somewhere, even though they do not trigger the complaints process. It was confirmed that all staff are encouraged to log both formal and informal complaints and this is something to be monitored.

In terms of the statistics provided, it was confirmed that there are a multitude of issues within the complaints made regarding 'teaching and learning', and that they range from the very minor through to the more significant. She confirmed that of the 84 complaints recorded 10 are still under active investigation, no complaints have gone to internal appeal, 1

Signed : \_\_\_\_\_ Chair

Date:

has gone to the ESFA and was closed and none have been passed through the OIA process which relates to HE provision in particular. The Board indicated that any complaints that go to external agencies or external appeal should be reported. This is potentially something to be linked with the whistleblowing policy, where such complaints under this policy are required to go to the Audit Committee. She advised that, in addition to the formal complaints mechanism, the college gains feedback from a number of other mechanisms including surveys and learner voice with 'you said we did' processes well embedded.

The Board then considered future reporting and monitoring of complaints. It was agreed

- Complaints are to be reported to and monitored by the Standards Committee in a similar way to safeguarding – these were suggested twice yearly.
- High level report to the Board regarding lessons learned and organisational change. Differentiation to be made on the basis of the severity of the complaint – once per term.
- Anything externally appealed or reported, for example to the ESFA, to be brought to the Boards attention – as required.
- Audit Committee to monitor the link with the Whistleblowing Policy where complaints/investigations under this policy are to be reported and monitored by the Audit Committee – as required.

AGREED: to note the content of the update provided.

#### 14 GOVERNANCE REPORT

The Clerk introduced her written report which covered two aspects

##### 1) Committee Membership

The Board were invited to approve Jon Mold as a member on the Finance & Estates Committee.

AGREED: to approve the appointment of Jon Mold as a member on the Finance and Estates Committee.

##### 2) Calendar of meetings 2019/20

The Board considered the draft provided and Governors were invited to contact the Clerk directly if they had any issues or concerns which needed to be considered before a final calendar is circulated.

Governors 16.5.19

#### 15 EXCEPTIONS

The Chair provided a verbal update and confirmed that this agenda item is intended to capture any developments that have occurred and need discussing after papers have been dispatched. A number of matters were

Signed : \_\_\_\_\_ Chair

Date:

considered.

1) Permanent Principal/CEO

He confirmed that Andrew Cropley will be starting with the college on 23<sup>rd</sup> May 2019, it being the case that he has negotiated early release from Craven College. He, together with Martin Sim and Andrew Cropley, are working through transition arrangements, these will occur during the month of June. From 1<sup>st</sup> June 2019 Andrew Cropley will assume the role of Chief Accounting Officer. There will be a short period of dual engagement in June to ensure a number of projects are completed where continuity is required.

2) Kate Allsop

The Chair advised that Kate Allsop tendered her resignation this week, all asked that their thanks and appreciation for her many, many years of service to the college be communicated. This then leaves a vacancy for the position of Vice Chair and it was agreed that any independent governor who is interested in being considered for the role of Vice Chair would send expressions of interest to the Clerk.

3) New Governor Recruitment

The Chair indicated that, there is an identified need following discussions with the Committee Chairs, to strengthen Governor skills in the areas of

- a) Curriculum experience, &
- b) Finance experience

He put forward the proposal that Peridot be engaged to secure high quality individuals with the relevant skills and experience. One member of the Board expressed the view that there should be caution regarding the size of the Board, but it was acknowledged that this has to be considered within the context of capacity and resilience. It was noted that the Committee Chairs on Finance & Estates and Standards have specifically asked for further recruitment and therefore the Board has to be guided by their opinions.

4) Freedom of Information Request

The Chair advised that he has received an FOI request regarding two college contracts. The FOI will go through the usual review process and there will be an update report to the Board at the next meeting.

5) FE Commissioner Stocktake

He confirmed that the College is trying to clarify the date and that this will be communicated once known.

AGREED: to note the content of the update provided.

Governors May 2019

Chair 10.06.19

Chair May 2019

Signed : \_\_\_\_\_ Chair

Date:

16 **AOB**

There were no items of additional business.

17 **DATES AND TIMES OF FORTCOMING MEETINGS**

The Clerk confirmed that the next scheduled full Board meeting is 10<sup>th</sup> June 2019.

18 **CONFIDENTIAL ITEMS**

It was agreed that confidential items would be recorded separately.

(Staff left the meeting at 7pm)

Meeting closed at 7.45pm.

Signed : \_\_\_\_\_ Chair

Date: