



**Minutes of the Board meeting held on Thursday 11<sup>th</sup> July 2019 at 5pm**

**GOVERNORS PRESENT:** Andrew Cropley, Principal & CEO  
Paul Frammingham  
Rebecca Joyce  
Sean Lyons, Chair  
Jane Hawksford  
Mary Mamik (joining by conference call)  
Neil McDonald  
Jon Mold  
Lee Radford  
Sardip Sandhu  
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  
Jon Fearon, Finance Director  
Jane Peacock, ESFA observer  
Rachael Blythe, Director of HR (for the start of the meeting only)

Before the formal commencement of the meeting, the Chair took the opportunity, on behalf of the college and the Board, to thank Rachael Blythe for her hard work this year in very challenging circumstances. It was noted that she is leaving the college tomorrow following 16 years of service. The Board all took the opportunity to pass on their appreciation for the hard work and commitment shown by the HR team this academic year.

(Rachael Blythe left the meeting at 5.05pm)

**1 DECLARATIONS OF INTEREST**

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

ACTION by whom	DATE by when

Signed :           *Myra*                                 Chair

Date: \_\_\_\_\_

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 Martin Rigley, Ian Baggaley and Sue Martin.

Jon Fearon and Andrew Cropley were welcomed to their first Board meeting. It was noted that this would be the last Board meeting for both Jon Mold and John Owen.

**3 MINUTES OF THE MEETING HELD ON 10<sup>TH</sup> JUNE 2019**

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 10<sup>th</sup> June 2019.

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

**4 ACTION PROGRESS REPORT**

The Clerk to the Corporation introduced this item and drew Governors' attention to the progress column on the right-hand side. In relation to line 18, the Board requested that the interim Finance Director increase the level of Governor liability cover to £10 million, given that the additional cost was a very modest £241.

AGREED: to note the content of the update provided.

**5 CHAIR'S UPDATE**

The Chair, when acknowledging that this was the last formal meeting of this academic year, passed on his thanks and appreciation to all Governors and staff for the hard work shown in 18/19. There were a number of matters that he specifically drew to Governors attention, including:

- The College is moving forward with the development of its strategy and an update on this is included within the Principal's report
- Arrangements are being made for a Governors' dinner following the Board meeting scheduled for 19<sup>th</sup> September (subject to the restaurant being open at this early point in the year).
- There are some key exam results days over the summer; these are A-Levels on 15<sup>th</sup> August and GCSEs on 22<sup>nd</sup> August. Governors were invited to participate if they have the availability.
- An Ofsted inspection is anticipated in the next academic year, and staff are beginning to work hard to prepare for this.

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- On 26<sup>th</sup> July there is an AoC webinar specifically for Governors to give an update on the new Education Inspection Framework.

AGREED: to note the content of the update provided.

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### **MISSION, VISION AND VALUES**

The Principal drew Governors' attention to his written report and also provided a presentation to give a further update. He confirmed that:

- The proposals went out to consultation following the Governor strategy development day on 20<sup>th</sup> June 2019.
- There were 100 responses from staff.
- There was a good conversation at the leadership conference, which took place last week.
- In relation to the proposed Mission, feedback from staff was that they quite like the use of the word 'expert' but that this was only just over the median response rate.
- There was a strong positive response for the use of the word 'outstanding'.
- Staff felt that 'whatever their starting point' was too wordy.
- The use of the word 'thrive' was popular.
- As an overview, staff generally felt that the proposal presented was just too long and as a consequence this has now been condensed to provide something that is short, sharp and to the point.
- The proposed mission is 'To provide skills to enable all students, employer partners and our community to thrive.'

In relation to the Vision, he confirmed that the three bullet points agreed at the Governor strategy day went out to consultation and feedback from staff was:

- Ambition – very strong – mean response 4.48
- Consistency with Mission – strong – mean response 3.81
- Use of the word 'inspiration' – strong – mean response 3.57
- Ease of understanding – moderate – mean response 2.89
- Overall mean response of 3.48
- Feedback suggests that there were too many references to employer, employees etc. Staff also questioned whether the use of the word 'outstanding' was appropriate given the college's current circumstances.

The Principal advised that, following staff feedback, the proposed Vision has been condensed and reduced to 'A force for raising aspirations across our communities, where high-performing staff encourage students to stretch the boundaries of their potential and, in partnership with employers, develop the workforce of the future'.

The Principal then indicated that proposed Values were consulted upon, with the aim being to agree five as a focus. In decreasing order of

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popularity, staff feedback was:

- Respect – 4.62
- Integrity – 4.33
- Communication – 4.25
- High expectations – 4.18
- Student focus – 4.17
- Responsibility – 4.16
- Collaboration – 4.10
- Teamwork – 4.09
- Taking ownership – 4.01
- Courage – 4.00
- Honesty – 3.90
- Bravery – 2.99

The Principal then provided a summary of the current proposal following consultation. This is:

- Our Mission is – ‘to provide skills to enable all students, employer partners and our community to thrive’.
- We will become – ‘a force for raising aspirations across our communities, where high-performing staff encourage students to stretch the boundaries of their potential and, in partnership with employers, develop the workforce of the future’.
- Our values are
  - a) Respect
  - b) Integrity
  - c) Responsibility
  - d) Collaboration
  - e) High expectations

Governors were invited to discuss and provide feedback on this proposal and observations/comments made were;

- Governors like how succinct it is.
- Governors questioned whether students will look at this and understand it. The Principal was firmly of the view that they will. A challenge from the Board was whether or not the reference to students could be made earlier in the second paragraph.
- One member of the Board questioned whether the use of ‘force’ was appropriate, given that it could have a negative as well as a positive connotation. The Principal expressed the view that being a driving force was a positive and implies either positive action or reaction.
- One member of the Board questioned whether there was a need to specifically refer to employers or whether or not it was possible just to use partnerships instead.
- There was debate regarding the use of ‘high expectations’ and Governors felt that this was more important than a reference to ambition or aspiration.

In terms of next steps these were agreed as:

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- Develop and present to Board in September 2019, this will include:
  - a) Strategic Aims and 19/20 Strategic Objectives
  - b) Curriculum intent
  - c) Behaviours
- Develop and present to Board in October 2019
  - a) Breakdown of behaviours
  - b) HR strategy

A challenge from the Board was for the senior team to develop a booklet to show how individuals at all levels will enact the Mission, Vision and Values. It was agreed that this would be made available to Governors at the October meeting.

Principal

October  
2019

The Board all felt that there had been a robust exercise undertaken to ensure that the views of staff were properly considered and encapsulated. On the basis of this, they were happy in principle to approve the Mission, Vision and Values proposed today. It was acknowledged that there was further work now required to now fully embed within the new strategy to be developed and implemented.

AGREED:

- a) To note the content of the update provided
- b) Approve the proposals presented in relation to Mission, Vision and Values.

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

The Principal drew Governors' attention to his detailed report. Key matters noted were:

- Summary of the FEC stocktake outcomes following the visit on 19<sup>th</sup> and 20<sup>th</sup> June.
- Summary of the strategy review day on 20<sup>th</sup> June 2019.
- Update on the apprenticeship quality position, particularly subcontracted provision. The Principal indicated that he had provided quite a lot of detail to fully explain all aspects that are either completed or still outstanding.
- Work is underway in relation to Ofsted preparations, and he confirmed that training will be provided for staff in September and Governors will be invited to participate/attend.
- Apprenticeship audit – full details will be provided during confidential discussions later in the meeting.
- In terms of the KPIs agreed for 18/19, the college is not quite where it wants to be but it is by no means significantly adrift of expectations.

As a new Principal to the College, the Board asked whether there were any issues that he had identified as 'a fresh pair of eyes'. The Principal indicated that there were a number of aspects that could be improved including:

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- Curriculum planning – he expressed the view that there was more that could and should be done in terms of aspiration.
- Planning for the start of the next academic year could be better and he provided assurance that this is now a focus for staff.
- There is a significant piece of work to do to engage with external partners; part and parcel of this is having a curriculum plan in place that is forward thinking and innovative.

AGREED: to note the content of the update provided.

## 8 INTERIM FINANCE DIRECTORS REPORT

The interim Finance Director provided an update on a number of aspects.

### 1) May 2019 Management Accounts

Key points brought to the Board's attention were;

- These were reviewed in detail at the recent meeting of the Finance & Estates Committee.
- Trends continue as previously reported.
- The year is running according to plan.
- Performance overall is better than mid-year forecast and it is expected that this will continue to the end of the year.
- Concerns regarding apprenticeship provision and sessional pay costs are being managed.
- However, it should be noted that the yearend forecast still shows a deficit of £4 million, therefore, there is no room for complacency.
- The expectation is that 19/20 will be a much stronger year.

In reviewing the management accounts, Governors particularly focused upon section 7, which is the segmental school performance. The interim FD confirmed that the entirety of the table and information provided will be different next year. He expressed the view that it does not give a true reflection and, in particular, it does not give a true picture regarding Vision Business performance. He indicated that, in his view, real performance is better and that Vision Business takes more costs and less income than it should do. He advised that curriculum areas are £786k above mid-year forecast with Vision Business £246k below MYF and partnership £20k above MYF for the first 10 months of the year. The Vision Business figures are somewhat distorted by the variances for employer apprentice incentives. Removing these variances gives a more realistic picture of Vision Business operations, with income and non-pay £368k adverse and £4k favourable respectively. It should also be noted that some support costs for apprenticeship delivery and schools of learning remain in Vision Business pending the outcome of phase 2 of the restructure.

### 2) 2018/19 yearend forecast, 19/20 budget and 3 year forecast

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The interim FD drew Governors attention to appendix 1, which gives a comparison between 18/19 yearend outturn forecast, 18/19 financial recovery plan forecast and the difference. He particularly drew attention to a number of aspects:

- There is an increase in staff costs as a result of projects that are offset by income.
- £300k has been saved from 'other operating expenses'.
- The yearend forecast shows a £1 million improvement, mainly due to:
  - a) Increase in funding body grants;
  - b) Other income increases for projects;
  - c) Savings made in terms of operating expenses.

The Board all agreed that this was a significant step forward and passed on their congratulations to staff for their concerted effort to improve the college's financial position.

Governors' attention was then drawn to appendix 2, which sets out proposals for the 19/20 budget. Key matters noted were:

- The surplus/deficit before ITDA remains pretty much unchanged and it was explained that this is important because the bank covenants are aligned to these.
- Depreciation figure is lower but will start to creep up in 20/21.
- In terms of the budget presented, there has been some fine tuning but no fundamental changes made when compared with previous proposals.
- There are reduced funding body grants because of non-levy apprenticeship cap.
- There is an assumption regarding increased project income, however, the net effect of both of these cancel each other out.
- 'Other income' increase sits against higher staff costs, however, project income tends to be labour intensive so is not an exact match.

Governors' attention was then drawn to appendix 3 which shows the cash flow forecast to July 2020. The interim Finance Director confirmed that this presents no concerns for him and there are no particular matters that he would wish to bring to the Board's attention, save for the bank covenant requiring the college to maintain 20 cash days. The expected position in March 2020 is that the college will fall below 20 cash days. The bank has acknowledged this and will permit the college to go below 20 cash days in March 2020 without it being considered a breach of covenant.

The interim Finance Director explained that the next stage is that these figures presented, if approved, will be transposed into the ESFA prescribed format and submitted to them before the 31<sup>st</sup> July deadline.

A challenge from one member of the Board was in relation to a concern

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regarding the level of detail provided. He described this as a budget at a very high level but without the expected detailed breakdown. He expressed a view that the ESFA 3 year financial plan document should be specifically approved by the Board and that this requires the Board to actually see it and provide feedback. He indicated that the Chief Accounting Officer will need to be able to sign to confirm that the plan submitted to the ESFA is in line with agreed Board methodology and that, in the absence of any narrative, this was very hard to do.

Following discussion, it was acknowledged that the Finance & Estates Committee did have the more detailed analysis and the extra schedules not available to the Board today. It was explained that the proposed budget for 19/20 was reviewed on a line by line basis and that the outstanding aspect for the F&E Committee was the sensitivity analysis and narrative regarding the risks and opportunities. Members of the F&E Committee did not feel that, at the meeting, they had received the requested sensitivity schedule giving better clarity regarding the pessimistic versus optimistic points.

Governors agreed that what was presented to the Board today was very much a summarised position and they felt that perhaps the summary had gone too far the other way, but were able to see from the minutes of the F&E Committee meeting held in June that there was in depth debate regarding the 19/20 budget and 3 year forecast.

It was agreed that the 3 year plan in the required ESFA format would give the Board the appropriate level of clarity and that it is important that the full commentary provided within this is shared with the Board.

The Board were given assurance that the F&E Committee, at their recent meeting, spent at least an hour reviewing the content of the 19/20 budget and that, subject to the requested sensitivity analysis, they were happy to recommend in principle that the Board approve. The Finance & Estates Committee Chair confirmed that he was reasonably comfortable with the numbers provided but that there was still work to do regarding sensitivity analysis and reporting on this; however, he felt that this could be worked up over time.

The ESFA observer indicated that Governors would normally expect to see the 3 year plan including the commentary and sensitivity analysis at this meeting. From her experience, she would expect to see the commentary as a Board paper. A challenge from the ESFA observer was that the proposed budget and 3 year financial forecast does not include any of the potential recoveries due to the ESFA. She described these as significant sensitivities and therefore felt that they need to be very clearly articulated. It was agreed that, as a process point, the Board needs to have clearer sight regarding commentary both for the 19/20 budget and the 3 year financial forecast. It was confirmed that the documentation required by the ESFA includes the balance sheet and a summary of expected variations. The Board were advised that there is

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also a checklist that needs to be completed and submitted to the ESFA; this is a document that goes through 100 key questions.

The Board, whilst comfortable in principle with the numbers presented for the 19/20 budget 3 year financial forecast, did indicate that it was important for them to see the finalised documentation that was intended to be submitted to the ESFA. It was agreed that the interim Finance Director would send out the proposed finalised documents on 23<sup>rd</sup> July 2019 and that Governors would respond with any comments, observations, requests for change etc. by the end of that week (i.e. Friday 26<sup>th</sup> July 2019). It was agreed then that the interim Finance Director would compile a final document for submission to the ESFA on or before the deadline date of 26<sup>th</sup> July 2019.

AGREED:

- a) In principle, to approve the 2019/20 budget as presented
- b) In principle, to approve the 3 year financial forecast
- c) To receive from the interim Finance Director a copy of the ESFA documentation for submission so that feedback can be provided on or before 26<sup>th</sup> July 2019.

### 3) Risk Register

The interim Finance Director presented the updated register and confirmed that it was discussed in detail at the most recent meeting of the Audit Committee. He explained that there has been one risk which has increased, which is in relation to the student experience. It was explained that there is a paper scheduled to be presented to the Standards Committee next week which gives a summary of student surveys undertaken. This is showing a downward picture in terms of last year's results and therefore the decision has been made to keep this risk at an elevated level until staff are comfortable with all of the start of year arrangements. It was explained that the survey results were not 'catastrophic' but that, compared with the previous academic year which had seen exceptional performance, there has been a dip.

The Board acknowledged that this was a really good example of how the risk register is now being used as a live document and they were happy to take assurance from this. It was explained that there are a number of risks which will drop off the register at the end of the year and then it will be an opportune time to reconsider and refresh in line with new strategic objectives.

AGREED: to note the content of the update provided.

### 4) Subsidiary company dissolution/insolvency update

The interim Finance Director provided a verbal update and confirmed that he was still on target to conclude the dissolution/insolvency arrangements by 31<sup>st</sup> July 2019. He is still awaiting an aspect of tax

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advice regarding VWS, but the early indications are that there will be no tax issues. He confirmed that the aim to commence liquidation is 25<sup>th</sup> July 2019.

5) Bank Mandate Signatories

The interim Finance Director explained that, with the change in personnel, there is a need for Board approval to amend the bank mandates. His proposal is that Andrew Cropley and Jon Fearon be added as signatories to the mandates for both the college and the subsidiary companies, Martin Sim (the previous interim Principal) is to be removed, and John Owen will be removed on 1<sup>st</sup> September 2019.

AGREED:

- a) To approve the removal of Martin Sim and addition of Andrew Cropley as signatories to the college and subsidiary company mandates with immediate effect, &
- b) Approve the removal of John Owen and the addition of Jon Fearon as signatories on the bank mandates for the college and subsidiary companies with effect from 1<sup>st</sup> September 2019.

6) Insurance

Following discussions at the last meeting, the interim Finance Director provided an update and confirmed that, following a review, it has been agreed that terrorism insurance is not required: this is very much a low risk and high cost. He explained that risks are more to do with an intruder on site (i.e. a hostile intruder rather than a bombing/terrorist attack), therefore it is not considered necessary to incur the additional £7.5k expenditure. He indicated that approximately only 50% of colleges do have terrorism insurance in place, however, there is no particular correlation to geography throughout the sector. The Board were supportive of this approach but did ask that the likelihood of terrorism be added to the risk register as a contingent risk so that it can be monitored, and if there are any changes then a response can be discussed. It was noted that there is a separate Prevent risk register in place which is considered by the Standards Committee.

The Board were satisfied that the fact that the college has more than one building/site provides a mitigating factor in itself. The Board were happy to accept the executive team's recommendations in relation to this and were satisfied that there was an agreed process for review in place. It was confirmed that, if there is any notification/intelligence that changes the position, this will be flagged up to the Board.

7) Audit of subcontractor activity – timeline and submission deadline date

The interim Finance Director confirmed that the audit work required in relation to subcontractor activity has been planned and will take place

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before the deadline date of 31<sup>st</sup> July.

AGREED: to note the content of the update provided.

**9 PROPOSED PARTNERSHIP WITH MANSFIELD TOWN FOOTBALL CLUB**

The Principal presented his written report and expressed the view that it was important for the college to start to build local relationships. Discussions with Mansfield Town FC have indicated that they would wish to bring their established academy to the college and the local area. He confirmed that they have a good track record and the academy appears to be very well run with good results. They have high achievement and very positive progression rates. He expressed the view that MTFC is a club that is committed to making the academy work.

He drew members' attention to page 4 of his report which sets out the expected number of students. He explained that the 'scholars' are apprentices and will be engaged through a football league apprenticeship programme; as a consequence, the college will be seen as a subcontractor and these individuals not directly college students. By comparison the 'development squad' will be college students and the college will receive funding directly in relation to these. All agreed that the partnership was a very positive thing financially, however, it was acknowledged that lagged funding will be a challenge. The Principal expressed a view that growth in this area may offset some reductions in other college areas.

A question and challenge from the Board was in terms of what the college actually receives in terms of the financial position. It was explained that the college will receive £4k per student in line with FE funding rates and £7k per student in line with HE funding rates. Of this, the college will be committed to pay Mansfield Town £1,100 per FE student and £1,900 for each HE student to cover the delivery costs of coaching. A question from the board was in terms of progression pathways, and assurance was given that there are clear paths in place. The Principal committed to circulating an additional financial summary document which had been missed from the pack on the portal. On the basis of the information provided to the Board today, Governors were happy to support the partnership proposed.

Principal

July 2019

AGREED:

- a) To note the content of the update provided
- b) Approve the proposals presented in relation to a partnership with Mansfield Town Football Club.

**10 APPRENTICESHIP POSITION STATEMENT**

The Principal presented the detailed report prepared by Sue Martin. As an overview he indicated that the college is still not where it wants to be but that there is a commitment to ensuring that current apprentices

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have a good and better experience than has been the case in the past. He indicated that the detailed report shows the challenges and the progress that the college is making. He indicated that there was a significant issue in terms of historical poor practice that is being addressed, and he provided assurance that the college has made substantial improvements this year.

In considering the information provided, Governors expressed significant concern that it appears to be the case that 50% of students have failed to complete and/or achieve and that this should be compared with the national benchmark which is in the high 60%s. A challenge from the Board was that, by comparison, the college position appears to be really poor. They questioned whether the college position is so low because of the cleansing exercise undertaken. The Principal explained that it includes the impact of the data cleanse undertaken but also includes a lot of legacy data. A challenge from the Board was that they would find it incredibly useful to have a 'layman's summary', it being acknowledged that the calculation of quality metrics in relation to apprenticeship provision is complex. The Principal confirmed that this layman's summary would be provided once the college has completed all outstanding investigations. There will be three separate aspects to report against and clarity will be provided in terms of the historic and the current position.

Principal

2019/20

The Chair of the Standards Committee confirmed that this information provided has been shared with them and discussed in detail. She confirmed that, whilst it is a poor picture, it is important to make sure that it is ring-fenced so as to avoid the historic position continuing to distort the current position. A challenge from the Board was that, in terms of future reporting, information should only be provided once and that this should either be at Committee or Board but not both. The Principal indicated that it would not normally be an expectation that information provided would be duplicated, but that it is necessary for the full Board to give it sufficient focus because apprenticeship provision is so important and complex.

A challenge from the Board was in terms of apprenticeship reporting and it was explained that the Standards Committee is now moving towards a pictorial dashboard rather than verbal reports that are unnecessarily complex. The Board all felt that this was a positive step forward and asked that the pictorial dashboards be shared in the future rather than MS Word reports.

VP C&Q

2019/20

AGREED: to note the content of the update provided.

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#### **INTERNAL AND EXTERNAL AUDITOR APPOINTMENTS**

The interim Finance Director introduced this item and drew Governors' attention to the confidential minutes of the Audit Committee meeting held on 27<sup>th</sup> June 2019, where feedback was recorded in relation to the

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beauty parade presentations provided. He confirmed that three companies were interviewed for each of the vacancies and the recommendation from the Committee is that:

- a) Haines Watt be appointed as the college's internal auditors from 2019/20 for a 3 year period, &
- b) MAZARS be appointed as the college's external auditors for the academic years 19/20, 20/21 and 21/22.

Having reviewed the content of the minutes and the view of the Committee, the Board were happy to support the recommendations made. The interim Finance Director confirmed that KPMG will undertake the audit of the 18/19 yearend accounts and then it will be MAZARS from 19/20. He expressed the view that it was important to have continuity and consistency given this year's challenges.

AGREED:

- a) To appoint Haines Watt as the college's internal auditors from 2019/20 for a 3 year period, &
- b) To appoint MAZARS as the colleges external auditor's for the academic years 19/20, 20/21 and 21/22.

In terms of future reporting, the Board expressed the view that it was not necessary to pull out audit recommendations as a separate agenda item, and they agreed that they would be happy that such recommendations be picked up as part of the Committee Chair's report. It was agreed that the Clerk would schedule Committee Chairs' summaries and recommendations much earlier on the agenda in the next academic year.

Clerk

2019/20

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### **GOVERNANCE REPORT**

The Clerk to the Corporation provided an update in relation to a number of aspects.

#### 1) Subsidiary company appointments

She asked the Board to approve the appointment of Jonathan Fearon as a Director on the Board of VBSS Limited with effect from 1<sup>st</sup> August 2019. This is a like-for-like replacement for John Owen, who will resign as a director at the end of his contract with the college.

AGREED: to approve the appointment of Jonathan Fearon as a Director on the Board of VBSS with effect from 1<sup>st</sup> August 2019.

#### 2) Report and recommendations following the good practice visit to Barnsley College

The Clerk drew Governors' attention to a summary of feedback provided by Governors and members of the executive who were able to attend the visit, and the Board were happy to note the content.

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### 3) Governor Engagement Proposals 2019

The Clerk thanked Governors for providing feedback in terms of their availability and areas of interest. She confirmed that what was presented today was an initial view and that, over the summer, she would contact Governors on a one to one basis to make sure that they are happy with the proposals presented.

The Board were happy to support the proposals in principle, with any minor changes requested to be made following one to one discussions over the summer.

### 4) Board Work Plan for 2019/20

The Clerk advised that the Committees have had the opportunity to review work plans for the next academic year and those agreed items are included on the table which shows how Committee matters will feed in to Board discussions. She confirmed that the work plan is a framework document only for setting agendas, and that it is acknowledged that the Committees and the Board may request additional items from meeting to meeting. A challenge from the Board was in terms of the time available to discuss 'strategy'. They felt that there could be more dedicated time within the work plan to focus on forward-looking strategy rather than in year operational matters. Governors also requested that a summary calendar be provided that informs them of key matters internally, to be completed on a month by month basis. This is to ensure that key decisions required by the Board are effectively planned for the year.

The ESFA observer made the point that the cycle of 3 year financial planning is changing and therefore there will need to be an interim plan in place for the period July 2019 to January 2020.

Subject to the additional aspects discussed at the meeting and any further review by subcommittees, it was agreed to approve the in principle work plan proposed at the meeting.

### 5) Committees 2019/20 – Membership and Terms of Reference

It was acknowledged that steps are underway to appoint a number of additional Governors and that, subject to this recruitment, Committee membership for 2019/20 will be:

- Audit – Neil McDonald (Chair), Sardip Sandhu and Rebecca Joyce.
- F&E – Paul Frammingham (Chair), Kate Truscott, Tony Westwater and Andrew Cropley.
- Standards – Mary Mamik (Chair), Jane Hawksford, Jen Hope (co-optee), Andrea Morrissey (co-optee), Andrew Cropley, Steve Sutton, Melanie Stirland plus one student governor.
- Workforce Development Committee – Lee Radford (Chair), Kate

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

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Truscott, Martin Rigley, Jane Hawksford, Andrew Cropley, Ella Brookes (staff co-optee) and Helen Wilkinson (staff co-optee)

The Chair indicated that the expectation is that the frequency of Board and subcommittee meetings will reduce during the next academic year, to provide for a much more manageable schedule of meetings.

AGREED: to approve 2019/20 subcommittee membership as proposed.

It was confirmed that new Governors, once appointed, would be invited to join the appropriate committees depending upon their skills and experience.

The Board were asked to note:

- The resignation of Jon Mold with effect from 11<sup>th</sup> July 2019
- The resignation of Neil Shaw (F&E Committee co-optee) with effect from 2<sup>nd</sup> July 2019.
- The conclusion of term of office for Adam Mussert (F&E Committee co-optee).

She confirmed that there are currently no Committee proposals to change the existing terms of reference and therefore the Board was asked to roll them forward unchanged into the 19/20 academic year. This was approved by the Board.

#### 6) Staff Governor election results

The Clerk drew members' attention to the staff Governor expressions of interest and she advised that following voting the successful candidate is Melanie Stirland.

AGREED: to approve the appointment of Melanie Stirland as the staff governor (academic) from 11<sup>th</sup> July 2019 to 11<sup>th</sup> July 2023.

#### 7) Student Governor proposals for 2019/20

The Clerk presented her detailed summary and the options available to the Board. The Board were happy to agree the continued appointment of two student governors rather than three, and they asked that these vacancies be advertised to the entire student population. It was agreed that an invitation would be circulated in the new academic year to allow students to express an interest, with interviews or an election taking place if more than two candidates apply. The preference would be to have one student representative from FE and one student representative from HE. It was also agreed that both student governors appointed would be given de facto roles on the SU Executive so that there is a good line of communication between the SU and the Board.

AGREED: to approve the student Governor recruitment process for 2019/20

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

Date:

**COMMITTEE CHAIRS REPORTS**

Committee Chairs provided an update following a number of meetings.

1) Chair's report following the Workforce Development Committee meeting held on 17<sup>th</sup> June 2019

The Chair drew Governors' attention to his summary note and also the minutes of the meeting. He described it as a good first meeting and that staff engagement is a key focus. He advised that the college has been successful in recruiting Suzanna Smith as the new HR Director. It was described as a strong field with three candidates considered to be appointable. Susanna is the previous HR Director at Fly BMI and is able to start work on Monday.

AGREED: to note the content of the update provided.

2) Committee Chair's report following the Standards Committee meeting held on 13<sup>th</sup> June 2019

The Committee Chair drew Governors' attention to her summary note and the full minutes of the meeting. She confirmed that the college continues to make progress in relation to apprenticeship data. It is important that the college now focuses on current learners and moves forward with these at pace. She gave credit to Sue Martin, who has worked hard to move the college's position forward on this.

Other matters considered were:

- Retention and attendance statistics; these were reviewed as they are below the target set by the college but do not fall below national averages.
- The meeting planned in November will focus on the end of year QIP report, particularly those items currently RAG-rated as red.
- The risk register was reviewed and in particular 16-19 study programmes were discussed, as these were highlighted as an area for improvement in the last Ofsted inspection. She indicated that there was not yet enough assurance on the study programme position for the Standards Committee, therefore, it will continue to be a focus. She advised that all Governors might want to more broadly increase their study programme knowledge.
- The college's HE Access and Participation Plan was approved in line with delegated authority.
- An observation from the Committee Chair was that this Committee in particular now needs to be more challenging. She indicated that she would like to broadly invite all Governors to attend Standards Committee meetings so that all Governors are fully up to date in terms of the information provided.

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

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The Vice Principal: Communications, Engagement and Student Experience advised that the Access and Participation Plan has had to be slightly amended following feedback from OfS. She explained that this was not unexpected given feedback from other colleagues in the sector.

The Board agreed to invite the new academic staff Governor, Melanie Stirland, to join this Committee in the next academic year.

3) Committee Chair's report following the Finance & Estates Committee meeting held on 25<sup>th</sup> June 2019

The Committee Chair drew Governors' attention to his comprehensive note and the full minutes of the meeting. He explained that key matters discussed were:

- Contribution analysis
- May Management Accounts
- 2019/20 budget
- He raised a concern regarding Committee resilience, given that there were quite a number of apologies. It was acknowledged that there are interviews scheduled later in July with the hope that at least one new Governor will be recruited with financial expertise and qualifications.

The Principal advised that the staff survey mentioned in the report has not yet completed with the deadline extended, therefore, he is unable to provide feedback on the results today.

4) Committee Chair's report following the Audit Committee meeting held on 27<sup>th</sup> June 2019

The Committee Chair drew the content of his note and the detailed minutes of the meeting to Governors' attention. He explained that there were some delayed papers and therefore some items had to be deferred. He confirmed that the issue of late papers has been taken up with the executive and processes are being reviewed to give more capacity and resilience.

In terms of the recommendations to the Board, it was acknowledged that the appointment of internal and external auditors had already been determined earlier in the meeting. The further aspect of the KPMG 2018/19 Planning Memorandum was considered and the Board were happy to accept the Committees recommendation.

AGREED: to approve the KPMG 2018/19 Planning Memorandum as presented.

He made reference to the internal audit service and indicated that feedback had been given at the meeting regarding the content of the reports, as there were some aspects that were considered to be

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unnecessary and detracted from the key areas requiring focus. Internal audits have been directed to provide the scope and content of fieldwork testing to the Committee in advance of work actually taking place in the next academic year. This is to ensure that all aspects considered as important are agreed between the Committee, management and auditors.

AGREED: to note the content of the Committee Chairs reports as presented.

#### 14 **STUDENT UNION CONSTITUTION**

The Vice Principal: Communications, Engagement and Student Experience presented her report and explained that, each year, the governing body is required to review and approve the SU constitution. This is based on a model constitution circulated by the NUS and recommended by the AoC. For many years the college has employed a sabbatical Student Union President, which was a paid post. This arrangement is quite unusual for the sector and, as part of phase 2 recommendations, it was agreed that these posts would be voluntary moving forward. The proposal for the next academic year, which is reflected in the constitution is:

- 1) There will be three presidents who are volunteers elected by the student body (one for Derby Road, one for Oddicroft Lane and one for Station Park).
- 2) They will be supported by a Vice Principal for each site (as a minimum).
- 3) This would go to make up the minimum Student Union Executive, although the Executive committee, once formed, may add different roles according to need – Equalities Officer could be one such role, for example.
- 4) Posts of President and Vice President will be advertised widely in the early part of September, with elections held towards the end of September if necessary.

She explained that the proposal does have some implications for Student Governors in that one of the Student Governor roles was historically always allocated to the sabbatical SU Officer. After discussions earlier, it was agreed that the 2 roles for Student Governor will be advertised in September and as a result the Student Governors may not necessarily be SU President or indeed a member of the SU Executive. It is proposed that the Student Governors, once appointed, become co-opted members on to the SU executive if they are not already a member. This change has been reflected in the constitution.

The college's ambition is that, through these mechanisms, the SU will become much more enabled to coordinate events and activities relevant for sites; that they will be empowered to establish various clubs and societies; and will become (perhaps more than has been true in the past) a representative voice for students across the college.

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She confirmed that the changes would be reviewed in the early part of 2019/20 with proposals for change brought through an early meeting of the Standards Committee (if needed). She confirmed that the full corporation will continue to be asked to review the constitution on an annual basis.

AGREED: to approve the proposals for the start of the academic year 19/20 and the constitution changes made to reflect this.

## 15 **MARKETING UPDATE**

The Vice Principal: Communications, Engagement and Student Experience introduced her detailed report and an update was provided in relation to a number of areas:

- Applications continue to perform strongly against most funding streams. Of particular note is Year 11 school leaver applications, which have been showing an increase on the year previous for the whole year. The open day on 29<sup>th</sup> June, whilst steady, did generate in the region of 70+ applications, predominantly from Year 11 school leavers. What was pleasing was that some of the attendees at the open day were current Year 10 pupils who are getting a head start on choices for next year.
- 19+ applications have been on a downward trend for the last 3 years, however, acceptances as an indicator to attend are significantly up on the year previous.
- HE applications started the year strongly and have now levelled out to last year's total. The college is planning steady state in terms of numbers this September and appears at this time to be on track. Clearing is a risk as well an opportunity in terms of marketing as universities do tend to drop their offers and this can impact on those students who were intending to join WNC.
- The college is now in full swing with its summer campaign, which focused on four things:
  - a) Enrolment for part-time/AEB funded students
  - b) New and late applications for FE programmes
  - c) Conversion of existing applicants into enrolments
  - d) Clearing and late applications for Higher Education.
- In terms of employers, the team is continuing to work through a revised apprenticeship marketing strategy in light of some of the changes to funding. Rather than a one size fits all approach, the college will very much be tailoring its approach by levy/non-levy moving forward, with the likelihood that sales team efforts are targeted in this way, depending on individual skills rather than by sector. In tandem, the college is reviewing commission structures for this team. In relation to the recent employer event it was explained that, whilst the quantity of attendees was low, there were very pleasing attendees in terms of quality.
- The college is working with the District Council on far more joined-up working in terms of employer engagement, with the

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college seen as much more of an integral partner in discussions with existing and potentially new employers about business growth or inward investment.

- The college will host a new series of events next year with a much more sectorial focus.

AGREED: to note the content of the update provided.

**16**      **SAFEGUARDING E&D AND PREVENT – EXCEPTIONS REPORT**

The Vice Principal: Communications, Engagement and Student Experience drew Governors' attention to her detailed report, and key matters noted were:

- In terms of the number of referrals, this is a similar picture as last year and the college is now starting to see the numbers tail off.
- As the college moves into the summer, the team is starting to work quite intensively with some young people on transition. There are currently 1,200 young people and adults flagged on the risk register for September, although she explained that these were not all red risks. A challenge from the Board was in terms of improving transition paperwork that comes from schools and/or other providers.
- She drew Governors' attention to a serious safeguarding incident and explained that all of the college's paperwork, procedures and processes have been reviewed and it is not believed that any matters were missed. She explained that the college has now introduced an enhanced procedure which includes monitoring processes for students where there are significant and multiple facts of vulnerability. The estimate currently is that, going in to the new academic year, there are approximately five students who would satisfy the new criteria identified for the enhanced procedure. She explained to Governors that there is an exceptional needs panel in place and this particular student was reviewed and, as a consequence, a support worker was allocated to him and remained with him whilst he was in college. The local authority senior representatives in the children's services department have been invited in to college to hear the detail of the experience; it was agreed that Governors would be invited to participate in this meeting, once the date was known.

Steve Sutton, the safeguarding link Governor, confirmed that he was assured regarding the safeguarding team and processes in place. It was also confirmed that the Chair individually followed up with staff and is comfortable that there is no more that the college could have done to support this particular student.

AGREED: to note the content of the update provided.

**17**      **AOB**

VP CE&SE      July 2019

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As a matter of additional business, the Director of IT and Estates asked the Board to consider the college's early departure from the Sheffield Centre. The Board were reminded that the decision has been made to close operations at the Sheffield Centre because of a lack of referrals from DWP. The cost of early departure would be £92k but this would represent a £100k saving over the next three years.

The Board were satisfied regarding the rationale for closing the centre and seeking an early exit compromise.

AGREED: to approve the early departure proposals in relation to the Sheffield Centre.

**18**      **EXCEPTIONS**

The Chair confirmed that there were no exceptional items that he would wish to bring to the Board's attention at this meeting.

**19**      **DATE AND TIME OF NEXT MEETING**

It was confirmed that the next scheduled meeting is 19<sup>th</sup> September 2019 at 5pm.

**CONFIDENTIAL ITEMS**

It was agreed that confidential items would be recorded separately. There was a break in the meeting between 7.15 and 7.30pm.

(Gavin Peak and Jane Hawksford left the meeting at 7.15pm)

Meeting concluded at 8.50pm.

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

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