



Minutes of the Board meeting held (via Microsoft Teams) on Thursday 16th July 2020 at 5pm

GOVERNORS PRESENT: Tony Westwater
 Andrew Copley, Principal & CEO
 Sean Lyons, Chair
 Spencer Moore
 Steve Sutton
 Rebecca Joyce
 Mark Williams
 Lee Radford
 Mary Mamik
 Charles Heaton
 Sardip Sandhu
 Kate Truscott
 Neil Macdonald
 Paul Frammingham

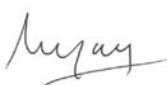
ALSO IN ATTENDANCE: Maxine Bagshaw, Clerk to the Corporation
 Louise Knott, Vice Principal: Communications, Engagement & Student Experience
 Jon Fearon, Finance Director
 Matt Vaughan, Vice Principal: Curriculum and Quality
 Suzanna Smith, Director: HR & Organisational Development
 Gavin Peake, Director: IT, Estates & Learning Resources
 Mike Firth, ESFA Observer

ACTION by whom	DATE by when

1 DECLARATIONS OF INTERESTS

The chair reminded everyone present to declare any interests that they may have on matters to be discussed. The principal specifically declared an interest in relation to item 27, which is a verbal update following the Remuneration Committee meeting earlier in the day. In addition, the chair declared an interest in relation to item 28, which relates to an update regarding remuneration of the post of chair. Standing declarations were also noted.

2 WELCOME, INTRODUCTIONS & APOLOGIES FOR ABSENCE

Signed : _____  _____ Chair

Date: 15/10/2020

Apologies for absence were received from Clive Pitt, Jane Hawksford, John Gray and Mel Stirland. The chair took the opportunity to advise the Board that this was the last meeting to be attended by Mark Williams, it being the case that he has concluded his term of office as a governor. The Board all took the opportunity to thank him for his time and commitment throughout the four-year period.

3 MINUTES OF THE MEETING HELD ON 11TH JUNE 2020

The minutes were reviewed and the Board agreed that they were a true and correct record.

AGREED: to approve the minutes of the meeting held on 11th June 2020.

There were no matters arising.

5 ACTION PROGRESS REPORT

The Board were happy to note the content of the update provided.

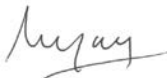
6 OUTCOMES OF THE STRATEGY REVIEW MEETING HELD ON 11TH JUNE 2020

The principal introduced this item and confirmed that the result of this work has manifested in three documents, which are:

- The proposed new strategic objectives
- The proposed balanced scorecard
- The proposed calendar for the annual KPIs.

In relation to the strategic objectives, he advised that each has a lead member of the executive identified and, also, the means by which each objective will be monitored by the Board. There are three mechanisms for this: dynamic KPIs, which will be reported at each board meeting; annual KPIs, which will be reported at the relevant board meeting; and progress reports, which will be presented to each iteration of the relevant committee or the full Corporation Board. Every strategic objective will be monitored through at least one of these mechanisms.

The Board were then asked to consider the proposed balance scorecard and it was explained that it is formed by four sides and a number of rings. These are coloured for the purpose of explanation but will not retain these colours once in operation. The outer pink ring includes the strategic objectives. The blue ring describes the four sides of the balanced scorecard. The yellow ring contains the dynamic KPIs – these will be calculated mathematically for each board meeting and ascribed a red, amber or green RAG judgement. The grey ring contains those items which will be subject to a progress report, either to a committee or the

Signed : _____  _____ Chair

Date: 15/10/2020

full Board. Each of these will be ascribed a RAG rating by that committee. The purple ring contains the annual KPIs, which will be calculated annually at the appropriate point. In the centre, in white, is the college vision, to which all of the objectives should be driving.

The Board discussed the proposal and agreed that there was a good balance across all four areas, and felt that the colour coding would help to focus attention. In discussion, there were a number of points made; in particular:

- In relation to 'stakeholder surveys', it was confirmed that these will include staff, employers and students.
- In relation to the college's 'reputation in the market', the Board asked whether there was some way of formalising the position via research to assess how the brand is viewed.
- In terms of the external marketplace, one governor questioned whether the college should have a competitor plan in place, for example, any competition by any college within one hour's distance. They questioned whether there was benefit in undertaking a strengths and weakness analysis, so that the college's position against competitors could be maximised. In addition, the Board questioned whether there was more that could be done in terms of the relationship with NTU, to build and leverage options.
- In considering the proposals presented, a challenge from the Board was to carefully consider how actions could be prioritised against other work that needs to be done.

The principal expressed the view that WNC was not really competing against other colleges on the basis of geography. He indicated that the college does compete with other schools; however, this is a different dynamic. All agreed that it was important to be part of a coherent FE offer across the region. A challenge from one member of the board was that they would like to see a mix of 'lagging' and 'leading' indicators. They felt that there was more that can be done in terms of the 'leading', particularly regarding future developments, as this would help to inform the tactical plans. It was agreed that committees throughout the year would consider what the reports they receive tell them about the future.

One member of the Board expressed the view that it was important to link the documents to the risk register as well, as this may identify some risks which haven't yet been considered. It was agreed that this would be done for the first meeting of the Audit Committee, i.e. risks inherent to the strategic objectives and how these fit in to the risk register.

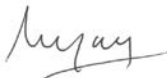
As requested, the Board were happy to approve in principle the documents presented, and the principal confirmed that they would be developed further in time for final presentation to the first meeting in the next academic year.

FD

Sept. 2020

Principal

October 2021

Signed : _____  _____ Chair

Date: 15/10/2020

AGREED:

- a) To note the update provided
- b) Approve in principle the three documents presented, which were:
 - 1) Strategic objectives
 - 2) Balanced scorecard
 - 3) Calendar for annual review of KPIs

7 COMMITTEE CHAIR'S REPORT – WORKFORCE DEVELOPMENT COMMITTEE 10TH JUNE 2020

The committee chair introduced this item and drew governors' attention to her written report. Particular items that she wished to flag up to the Board included:

- Challenges regarding the HR information system and the review being completed. She explained that the college has decided to explore alternative options to give independent modules and, if progressed, this would give a more sophisticated approach. The college is supported by external consultants in relation to this review. The MyHR system currently in place is managed through the i-Trent system, and any support required is very, very expensive. To try to address the inadequacies, the college is looking at a bolt-on solution which will help with data extraction and reporting going forward.
- Committee membership – the chair welcomed additional volunteers to join this committee, and governors were asked to contact the clerk directly in relation to this. Sardip Sandhu expressed an interest in joining the committee, and this was agreed by the Board.

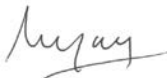
AGREED:

- a) To note the content of the update provided
- b) Agree the appointment of Sardip Sandhu as an additional committee member for 2020/21.

8 STAFF SURVEY RESULTS – ANALYSIS AND ACTION PLAN

The principal introduced this item and confirmed that the executive were really pleased with the results, given that the position has moved significantly in one year. He described the response rate as impressive, even in lockdown and also at a time where there were restrictions placed on annual leave. He acknowledged that there were still a few areas that need to be addressed and confirmed that the executive will review and plan how best to tackle these.

A question from the Board was in terms of how the survey results are communicated in relation to the positives, and also what is being done to address any areas still requiring improvement. All agreed that it was

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important that there is a mechanism to show that the staff voice has been heard. The principal indicated that staff are now used to weekly communications and, within this, there is an opportunity to identify some issues raised by staff, either explicitly or more gently. He confirmed that the staff survey results have been shared and contributions acknowledged. It was explained that an update on progress being made regarding any areas still requiring improvement will be visited from time to time through the Workforce Development Committee.

Director
HR & OD

2020/21

The principal indicated that the Rising Stars programme is being launched and it is believed that this will be a significant boost to staff, as it is a really clear example of the college investing in its own. The principal also made the observation that the business improvement projects completed have really helped with interdepartmental communication streams.

A challenge from one member of the board was that they would like to see more work done in terms of recognition and celebrating success. The principal confirmed that this has been discussed at the employee council, and that the HR team is looking at options for 'nurturing appreciation'. Staff have been asked to provide feedback. The director of HR and organisational development indicated that the team is also looking at 'gifts of kindness', and that it is important that these are random and authentic but will include acknowledgments regarding birthdays, first year of service, 25 years of service, etc. She confirmed that the college will start to see the ideas quickly being developed into action in 2020/21. In relation to this, governors were invited to provide any ideas that they may have from their own organisations that can be considered alongside any others. The Board acknowledged that the college was now in a position to start to boast about what it does well. A challenge from one member of the Board was to have mechanisms in place to celebrate students as well as staff.

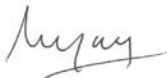
Governors

Sept. 2020

The Board considered recognition generally and the executive acknowledged that there was more that could be done consistently in support areas, particularly in terms of those involved in business planning. It was described as a journey. The director of HR and organisational development confirmed that the breakfast meetings and afternoon teas held throughout the year have really helped to engage staff in curriculum planning.

The Board were advised that the self-assessment report process has now been completely changed, with the introduction of a new three-page position statement. It was confirmed that this has made it easier to engage staff in relation to this. All acknowledged that culture change is one of the hardest things to achieve, but all felt that the staff survey results were good evidence that progress was being made.

A question and challenge from one member of the Board was whether or

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not 'support services' should be called 'partners' so as to change the perception. All agreed that what is important is that all staff are integrated within the business planning processes.

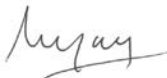
AGREED: to note the content of the update provided.

9 **COMMITTEE CHAIR'S REPORT – STANDARDS COMMITTEE 18TH JUNE 2020**

The committee chair introduced her summary report and took the opportunity to flag up a number of aspects, including:

- Thanks and appreciation to the staff for compiling the detailed reports and providing much greater clarity regarding the metrics.
- Key focus of the meeting was provision within the context of COVID. Assurance was provided in relation to:
 - 1) Assessed grades
 - 2) Start of the year arrangements – these will be new plans; however, staff have done everything that they can to mitigate risks
 - 3) Safeguarding procedures and arrangements remain robust.
- Key weaknesses remain as: apprenticeship provision and maths and English.
- RAG ratings will change to focus on the position against year-end targets rather than month to month changes.
- The committee provided clarity in terms of the expectation of reports to focus on impact wherever possible.
- Committee membership and terms of reference remain fit for purpose and there are no recommendations to the Board to change at this point in time
- Updated QIAP has been provided so that all governors can review.

When considering the QIAP, a question from one member of the Board was why there are so many ambers, which would seem to indicate that the college is 'behind', when so much has been – and is being – done. The vice principal explained that the focus of the QIAP is the impact on the learner and that the college needs to be assured in relation to this, and that any improvements are sustained, which is why a cautious approach to the RAG rating has been taken. He confirmed that the QIAP will be refreshed and presented to the Standards Committee at their meeting in September 2020. He expressed the view that the college needs to be 'tough on itself' so that this continues to drive forward improvements. Whilst accepting this approach, the Board asked whether it was possible to look at how much has been achieved against each action, e.g. 50%, 80%, etc. The vice principal confirmed that, going forward, the team will start to use arrows to show the trajectory within the RAG ratings.

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AGREED:

- a) To note the content of the summary report and detailed minutes of the meeting
- b) Note the content of the updated QIAP.

10 COMMITTEE CHAIR'S REPORT – FINANCE & ESTATES 21ST JUNE 2020

The committee chair drew governors' attention to the summary report and the detailed minutes, and he described this as a 'wide-ranging meeting'. Key matters that he wished to flag up included:

- The management accounts continue to show a good position.
- Thorough exercise undertaken in relation to curriculum costings, which led to some interesting committee debate.
- For the period 2020/2021 and beyond, whilst uncertain times, the Committee felt that the assumptions made were sensible and prudent.
- The Committee received a health and safety update, with positive movements seen in relation to any issues previously identified. The Committee were pleased regarding the plans in place for improved near miss reporting.

AGREED:

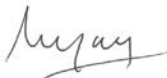
- a) To note the content of the summary report
- b) Note the content of the detailed minutes of the meeting
- c) Note the content of the May 2020 management accounts.

An observation made by one member of the Board was that bksb appears to be carrying significant cash balances (page 12 of the management accounts), and they questioned why this was the case. The finance director indicated that this was influenced by a number of factors, including:

- Instead of taking cash from the company, the college has been paying down its loan.
- Pension deficit restricts the amount of cash that can be taken from the company because of the need to ensure the correct level of distributable reserves. He advised that he was in dialogue with the external auditors regarding the potential different accounting treatment for the pension liability, but that the situation has not been confirmed at this stage.
- At the point of sale, the company will be sold without cash, i.e. cash-free and debt-free.

The committee chair drew governors' attention to the proposals regarding subcontracted activity and, in particular, the supporting paper within the pack at 9C. The Board were happy to support the proposals presented.

The Board considered the Treasury Management Policy and it was

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explained that this had been slightly amended to reflect the fact that the college's cash reserves are placed with Lloyds, which could be perceived as a non-aggressive strategy. It was acknowledged that the college is currently reliant upon the relationship with Lloyds, therefore everyone felt that this approach was the right one. On this basis, governors were happy to approve the amendments proposed.

The Committee considered the proposal regarding LEP bid match funding and it was acknowledged that this would be discussed in further detail within the commercially confidential items later on the agenda.

AGREED:

- a) Approve the recommended 2019/20 contract increase for Qualitrain
- b) Approve subcontract proposals/allocations for 2020/21
- c) Approve amendments to the Treasury Management Policy

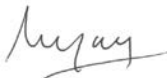
11 2020/21 BUDGET

The Finance Director introduced this item and, in terms of commentary, the Board were asked to note a number of matters, including:

- The budget has tried to reflect anticipated COVID risks, e.g. additional cleaning costs, variations to group sizes, etc.
- Potential impact to apprenticeship provision – £6.5 million was originally within the curriculum plan; however, this has been brought down to £3.8 million with £750k carry-in from 19/20 (deferred revenue). This was described as a very prudent view but reflects the fact that the apprenticeship market may be the area most significantly impacted by economic challenges.
- The overall position is £100k down on the original recovery plan; however, there is still the anticipated benefit of bksb contribution to offset this.
- The sale of bksb is still a strategic objective; however, throughout the period that it remains unsold, the college will have access to more cash, which it can put towards curriculum and IT costs.
- EBITDA at the 19/20 yearend will be circa £6 million, which is a significant shift on the prior year.
- In terms of the financial health calculation, the college is moving from 'inadequate' in to 'requires improvement', and has 'good' in sight.

In considering the information provided, a challenge from the Board was that it was quite difficult to navigate between the various documents and they indicated that, in future, they would like to see closer alignment with the format of the management accounts.

The Board asked what the position was in relation to cash flow. The

Signed : _____  _____ Chair

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finance director confirmed that the revolving credit facility is £3 million but will reduce, therefore this needs to be taken in to account. The finance director confirmed that he would make the appropriate adjustment within the forecasts. The finance director confirmed that the college has submitted a detailed plan to the ESFA, which explains the movement since January 2020. This details what has changed and the impact.

A challenge from the Board was that they would like to see more detail provided on the lines, i.e. more detailed breakdown rather than the headlines. It was agreed that these would be sent to members of the Finance & Estates Committee with Rebecca Joyce also cc'd in.

Finance Director

17.07.20

The Board asked for an update in relation to the proposed changes regarding covenants. The finance director indicated that Lloyds are being helpful and are exploring options in relation to either a waiver letter or early repayment. If the latter occurred, it may mean that the college would not be in breach of covenants in any event. It was acknowledged that April 2021 is a key point and that the position needs to be monitored; however, at this point in time, Lloyds seem happy to support the request made by the college.

One member of the Board asked whether there was any impact following the 18-19 uplift announced today. The finance director confirmed that there could be an impact; however, it is unknown at this stage whether it will be on the basis of an allocation or part of the lagged funding. One consequence is that it could free up some AEB to commit in other areas.

A challenge from one member of the Board was that the ESFA health calculation appears not to include any depreciation. The finance director confirmed that he would check this position and report to the Board if there are any material changes.

Finance Director

July 2020

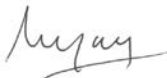
Considering the budget as a whole, the Board were happy to approve in principle, but it was acknowledged that the additional information requested at the meeting and any points of clarification would be provided as a matter of urgency.

AGREED:

- a) To note the content of the paper provided
- b) Approve the budget proposed for 2020/21
- c) Request that the finance director provide a more detailed breakdown of the budget to members of the Finance & Estates Committee and Rebecca Joyce.

12

COMMITTEE CHAIR'S REPORT – AUDIT 29TH JUNE 2020

Signed : _____  _____ Chair

Date: 15/10/2020

The committee chair introduced this item and drew governors' attention to the summary report and detailed minutes of the meeting. Areas that he particularly wished to flag up included:

- Ongoing concerns regarding apprenticeship provision; however, it was acknowledged that this had already been discussed earlier in the meeting.
- Some internal audit reports were received late in draft form, which were not considered and were deferred; however, assurance was given that there were no issues of concern arising from these reports.
- Employer engagement audit is now planned.
- Audit relating to learner records has been deferred to the autumn.
- Subcontracting audit will be complete by 31st July 2020.
- External audit plan approved and the Committee were advised that they will have a particular focus on going concern; however, it is not envisaged that this will be an issue at this point in time.
- Committee undertook a review of membership and terms of reference and believe that they remain fit for purpose.

Areas for the Board to consider going forward are:

- Devolved ownership of risk throughout the organisation
- Apprenticeship provision.

AGREED:

- a) To note the content of the summary report
- b) Note the content of the full minutes of the meeting
- c) Note the content of the updated risk register.

13 **CORONAVIRUS UPDATE**

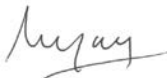
The principal presented this item and the Board were happy to simply note the comprehensive update provided. The chair confirmed that he has taken the opportunity to walk around site and considers it to be well organised and with a less draconian feel than originally imagined. He confirmed that the building remains unthreatening, which will be important for students returning in September. The principal confirmed that there have been 719 students on site for adaptive assessments and that all have adhered well to expectations and guidance issued.

AGREED: to note the content of the update provided.

14 **CHAIR'S UPDATE**

The chair provided a verbal update and particularly drew governors' attention to:

- The Secretary of State's speech regarding the white paper
- Secretary of State's letters to LEPs and Further Education

Signed : _____  _____ Chair

Date: 15/10/2020

Commissioner

- NEY review now issued and will be circulated; of particular interest are the comments made regarding financial oversight.

AGREED: to note the content of the update provided.

15 PRINCIPAL'S UPDATE

The principal introduced his comprehensive written report, which the Board were happy to take as read. The principal provided a number of further updates, including:

- There has recently been an exciting meeting regarding the advanced manufacturing park concept, with 22 people in attendance. A number of working groups have been established with a six-week target set for the development of a business plan. Ashfield and Mansfield local authorities both agreed that the land behind the college would be the best option to be considered.
- Work continues with the Mansfield and Ashfield Place Boards, with the principal and VP: CE&SE sitting on these. They have asked for more of a skills focus in terms of funding bids, and there is the potential to develop an adult centre at the rear of the Chesterfield Road site.
- A large number of government initiatives and guidance documents are being released, including information regarding:
 - Apprenticeship funding
 - Higher training qualifications
 - Tendering regarding adults
 - Ofsted operations.

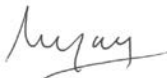
He confirmed that there is a huge amount of guidance and that staff will need to reflect on the implications for 2020/21. All acknowledged that the timing of this guidance released was not helpful and it was accepted that staff will need time to absorb the implications and any changes needed.

AGREED: to note the content of the update provided.

16 SAFEGUARDING, PREVENT AND E&D – EXCEPTIONS REPORT

The vice principal: communications engagement & student experience introduced this item and drew members' attention to the comprehensive written report. She provided an update in a number of areas, including:

- There are another three potential CSE cases and staff will be attending case conferences in relation to these.
- There has been one additional county lines referral today, and staff will attend the strategy meeting.
- There are a few welfare concerns, including:

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- A student has been admitted to Millbrook. It is hoped she has an alternative placement and then her needs for September can be assessed.
- The college has refused entry to one adult because of a fixation on a member of staff. There have been some very bizarre emails and a referral made to the Prevent team; however, they are not taking this further.
- Update to Keeping Children Safe in Education has been issued in draft form and the next step is for the college to amend its procedures. This will be provided to governors in late August with a briefing. She indicated that there were no major revisions expected, but reminded governors that they have a mandatory obligation to read this.

VP CE&SE

Aug 2020

AGREED: to note the content of the update provided.

(Steve Sutton left the meeting at 6.35pm)

17 **EMPLOYER ENGAGEMENT STRATEGY UPDATE**

The vice principal introduced her detailed report and confirmed that staff are in the process of reviewing the strategy, and that employer segmentation will be part of this. She confirmed that the college has started to work with NTU in terms of mapping out the offer to employers, and digital will be the first area to be completed. A challenge from one member of the Board was not to forget the public sector when considering digital links. The Board asked how the college has performed in terms of the year one targets. The vice principal confirmed that she will complete a yearend summary note as part of the review process.

VP CE&SE

Oct. 2020

AGREED: to note the content of the update provided.

18 **STUDENT UNION CONSTITUTION**

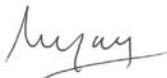
The vice principal introduced this item and confirmed that the constitution has been tweaked slightly to reflect the actuality, including:

- Voting mechanisms – the position at college is not as complex as some organisations
- A number of other areas have been tidied up in terms of language points.

A challenge from the Board was in terms of the removal of the indemnity, and they asked whether this presented a risk. The vice principal confirmed that all activity undertaken by the SU goes through a staff approval process, therefore the risks are mitigated.

AGREED:

- a) To note the content of the update provided
- b) Approve the proposed changes to the constitution document as

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presented.

19 **GOVERNANCE REPORT**

Governors' attention was drawn to the written report, and the Board were happy to agree that committee terms of reference roll forward unchanged into the next academic year. They were also happy to approve the committee membership proposed, with the addition of Sardip Sandhu on the Workforce Development Committee.

She then provided an update on the Board effectiveness and capability working group meeting and the proposal to progress with an external facilitator. The chair provided a summary of costs associated with CVs to date, and it was confirmed that the cost 'envelope' for this review would be circa £15k.

AGREED:

- a) To note the content of the update provided
- b) Approve committee membership for 2020/21
- c) Approve committee terms of reference for 2020/21
- d) Approve the proposal to commission the external review of Board effectiveness with a cost envelope of circa £15k.

20 **AOB**

The principal drew two matters to the Board's attention:

- He is to be interviewed on the radio tomorrow
- The college is specifically mentioned in Ben Bradley's column in the Chad.

It was agreed that Richard Skelhorn would circulate a link to the clip once recorded.

Principal

July 2020

21 **DATE AND TIME OF NEXT MEETING**

This was confirmed as 15th October 2020 at 5pm.

CONFIDENTIAL ITEMS

It was agreed that confidential items would be recorded separately.

(Mark Williams left the meeting at 6.50pm)

Meeting closed at 7.25pm.

Signed : _____  _____ Chair

Date: 15/10/2020