



## CORPORATION

**FINAL SIGNED Minutes of the Meeting held on Tuesday 17 July 2018**

**at 5.30pm in O2.03 Osprey House, Redditch**

### **Present**

<b>Governors:</b>	Neill Bucktin	Chair
	David Ash	
	Steve Bolton	
	Paul McCunn	
	Denis Miles	Vice Chair
	Robert Pearce	
	Susannah Twigg	
	Gary Woodman	

**By Skype:** Fiona Hellowell

<b>In Attendance:</b>	Nicki Williams	Vice Principal, Corporate and Resources
	Julia Breakwell	Assistant Principal, Information Systems and Student Experience
	Peter Robinson	Assistant Principal Higher Education & Standards
	Cherie Clements	Director of Finance
	Tony Green	Director, Funding, Data and External Contracts
	Nicki Pearsall	Observer - Student Governor 2018/19
	Sue Frost	Clerk to the Corporation

### **Action**

The meeting was preceded by thanks and presentations to the Governors and staff who were leaving. The Chair thanked:

- Vikki Greenfield - Governor
  - Susannah Twigg – Student Governor
  - Peter Robinson - Assistant Principal Higher Education & Standards
- for their service and contribution to the College.

### **30.1 Apologies**

i) The Chair welcomed Nicki Pearsall as an observer and a Student Governor for 2018/19 and all present introduced themselves. Apologies were received from Kevin Gaffney, Peter Heath, Lucy Hodgson, Stuart Laverick (Principal), Laura Marsh and Debbie Morris.

The Chair explained that Vikki Greenfield had written on 11 July 2018 resigning from the Corporation to avoid potential Conflict of Interest with her new role at the University of Worcester and wishing the College well. The Corporation **ACCEPTED** Vikki Greenfield's resignation.

### **30.2 Declarations of Interest**

i) Members were asked to declare any Interests, financial or otherwise, which

they may have in any Agenda Item. Paul McCunn declared that his wife is a College employee and Gary Woodman declared an interest in the Engineering Centre Development because of his position on the Worcestershire Local Enterprise Partnership and would leave the meeting for that item. Other Members confirmed that they had no interests to declare. Staff present had an interest in the discussion on staff pay. Withdrawals for other Interests were shown on the Agenda.

### **30.3 Minutes of the Last Meeting**

- i) Three minor corrections were highlighted in the papers. The Corporation **APPROVED** the revised Minutes of the meeting held on 22 May 2018 as a true record for signature by the Chair.
- ii) The Corporation **APPROVED** the Notes of the workshop held on 19 June 2018 as a true record for signature by the Chair.

### **30.4 Matters Arising**

- i) The Corporation reviewed the Action Points report and noted progress. Members acknowledged the additional information provided in the notes. Twelve actions had been completed or would be completed during the meeting and four carried forward. (Revised Governance and Search Committee Terms of Reference, NEC Virtual Tour, additional information for mid year Subcontracting Performance Report and the combination of Equality and Diversity Action Plans.)
- ii) The Corporation **MONITORED** action taken and remaining to be taken in respect of Matters Arising from the Minutes of previous meetings and Notes of workshops.

### **30.5 Determination of Any Other Urgent Business**

- i) There was no other urgent business.

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

#### **i) Principal's Update for Governors**

The Principal's Report was presented by the Assistant Principal Higher Education & Standards and included commentary on:

- The FE & Skills System Report issued by the Policy Consortium
- The House of Lords Economic Affairs Committee Report - Treating Students Fairly: The Economics of Post-School Education

Both reports were available on the Governor portal. Governors were familiar with the issues of lack of resource, frequent ministerial change and policy churn but felt that it was unlikely to be well received given economic constraints. Members agreed that Colleges were able to be more responsive to flexible approaches to Higher Education but that Universities might not respond to the House of Lords approach. There were many examples of the lack of political understanding of Further Education and the opportunities it offered.

#### **ii) Financial Key Performance Indicators**

The Director of Finance presented the RAG rated data including financial outturn (amber), financial health (1 green, 2 amber) and bank covenants (2 green) and charts displaying operating surplus analysis, pay analysis and cash forecast for 2017/18 with the Summary Financial Position, Balance Sheet, Capital Expenditure and Cashflow Forecast. The current operating projection for the year end was a £614k deficit against a budgeted £36k surplus with "Good" financial health. The increased deficit (from the last

reported position) was largely due to an additional £100k doubtful debt provision which was prudent. £187k exceptional restructuring costs had been added below the line.

The Corporation **RECEIVED** the Principal's Report, **NOTED** that there had been no changes to the Curriculum and Quality Key Performance Indicators and **MONITORED** progress against targets.

## **TEACHING LEARNING AND ASSESSMENT**

### **30.7 Quality Group**

- i) The Corporation **NOTED** that the Quality Group meeting to be held on 4 July 2018 had been postponed.

### **30.8 Higher Education - Academic Board**

- i) The Corporation **RECEIVED** the Minutes of the Academic Board meeting held on 9 May 2018, verbally reported on 22 May 2018

## **LEARNER EXPERIENCE**

### **30.9 Learner Voice**

- i) The Vice Principal, Corporate and Resources reported on the year's Learner Voice activity which was very positive. The Report showed that participation rates had increased over three years for attendance at meetings and training and completing feedback. Students had participated in many events including the Corporation Away Event, Prevent training, interviews with Ofsted Inspectors, the Investors in Diversity award and West Mercia Police 'Stop and Search Forums'. Positive feedback had been received about student contributions. Arrival Survey information was in the report and the in year satisfaction survey was in the Supporting papers. The Learner Voice Action Plan 17/18 was included in the supporting papers, had been shared with the Student Senior Leadership Team and published on the Student Portal.
- ii) The Assistant Principal, Information Systems and Student Experience answered Governors' questions:
- How do you get Students involved? Learner Voice had a good structure with course representatives, Department and Senior Leadership meetings. Students saw value in giving their views in terms of changes in College and also for their CVs. Involvement snowballed and the next focus was on encouraging students to engage in their communities.
  - Why were there several unfilled spaces following the Students' Union elections? Students were encouraged to stand for election but were not coerced. The process was student led and it was not uncommon for some spaces to be filled in an autumn by-election. The Student Governor commented that there was not much knowledge of the process in Alliance House and the Assistant Principal, Information Systems and Student Experience said that efforts were made to reach all students.
  - How were comments in the report that not all staff communicated all things addressed? Members of staff were encouraged to communicate clearly and consistently.
  - Why had fewer students completed the Satisfaction Survey? The survey had been later in the year. The wider "FE Choices" survey had to be completed by students and it was possible that the College would not do a separate in year survey in 2018/19 as useful feedback was also available through meetings.

The Corporation **RECEIVED** the Learner Voice Report for 2017/18, including

the Student Satisfaction Survey overview.

ii) **Learner Involvement Strategy**

The Vice Principal, Corporate and Resources reported on the Learner Involvement Strategy which was in the Supporting Papers. It had been updated for 2018-2020 to develop learners' understanding of the importance of democracy and their voice in their own community and to facilitate further engagement opportunities. There were links to the Careers Strategy.

The Corporation **APPROVED** the Learner Involvement Strategy 2018 – 2020.

**External Partnerships**

30.10 **Subcontracting Performance Report**

i) The report included partner outcomes against Maximum Contract Values (MCV) at the end of May and the Director, Funding, Data and External Contracts answered Governors questions. Subcontracting had reduced because of funding changes. Some contractors had low percentage completion rates, but these were May figures, the Individualised Learning Record (ILR) closed down in October and it was expected that rates would increase by the year-end in line with previous experience.

The Corporation **MONITORED** partner performance/ quality outcomes to date in 2017/18.

ii) **Subcontracting Contracts for 2018/19**

The papers included a breakdown of partners and draft MCVs across different market areas for 2018/19. These were provisional sums which would require further approval in the Autumn. Lower sums were involved as more organisations had direct contracts under the apprenticeship levy. Some larger contracts were retained because of the value the College offered by providing wrap around services. Negotiations were going to plan.

The Corporation **APPROVED** draft subcontracting contracts for 2018/19.

iii) **Partner Management Fee Policy 2018/19**

The Partner Management Fee Policy was included in the Supporting Papers and included minor changes to dates and titles and some amendments to wordings to reflect updates to ESFA funding guidance and other relevant documents.

The Corporation **APPROVED** the revised Partner Management Fee Policy 2018/19.

30.11 **Investors in Diversity Reaccreditation**

i) The Assistant Principal Higher Education & Standards reported that the College had successfully achieved reaccreditation with the Investors in Diversity Stage 2. The report included a number of very strong comments about the integrated nature of equality and diversity practice. Robert Pearce had supported the process as a Governor representative. There were no weaknesses but some broad recommendations which would be incorporated into relevant Action Plans by Sal Friel and Claire Barton, the new Director of Quality.

The Corporation **NOTED** the successful retention of Investors in Diversity Stage 2 accreditation and **THANKED** and **CONGRATULATED** the College.

**AUDIT COMMITTEE****30.12 Audit Committee Minutes**

- i) In the absence of the Audit Committee Chair and Vice Chair, Denis Miles reported on the meeting which had included a presentation on Apprenticeships from KPMG and discussion of Financial Statements Audit and Internal Audit planning. The Audit Committee advised that ICCA's "Providing external assurance on subcontracting controls Certificate" certified "satisfactory" assurance with one minor recommendation and that RSM's "Governance: Strategic Planning" report provided Substantial Assurance (green) with no recommendations and the "General Data Protection Regulation (GDPR) Governance Framework" report included 14 advisory management actions to assist in preparation for the 25 May 2018 deadline.

The Audit Committee had discussed a change to the Audit Code of Practice stating that Staff Members "should not" be Audit Committee Members, but had concluded that it would not recommend that the Corporation should no longer appoint Staff Governors as Audit Committee members. Debbie Morris had been an Audit Committee Member throughout her appointment as Staff Governor and was felt to add valuable insight into College practice and processes as well as demonstrate openness and transparency. The Vice Chair reported views obtained by the Clerk to the Corporation from KPMG, RSM, and Eversheds-Sutherland and by the Principal from Julian Gravatt of the Association of Colleges. There was no clear consensus on appropriate action, which ranged from "comply or explain" to allowing an existing appointment to run but not reappointing. Neither was there an explanation as to the reasons for the change nor an understanding of the risks in not changing. The view of the Clerk to the Corporation was that "shoulds" in guidance should be adopted as a matter of best practice and that there might have been an incident which had prompted the change. If the Corporation wished to retain the Staff Member's insight, then the Corporation could set out a justification for reappointing the Staff Member or could remove the Staff Member from Membership but invite the Staff Members to attend meetings as this was open to all Governors.

The Corporation:

- **RECEIVED** the Minutes of the Audit Committee meeting on 12 June 2018
- **NOTED** the Audit Committee's advice
- **DECIDED** to write formally to the Education and Skills Funding Agency (ESFA) setting out the reasoning for having a Staff Member on the Audit Committee and seeking clarification as to why the ESFA now felt that this was not appropriate

Chair/CC

**Audit Committee Recommendations**

The Corporation **APPROVED** the following items, on the recommendation of the Audit Committee:

- ii) • The Internal Audit Strategy for 2018 - 21 and the Internal Audit Plan for 2018/19 (which remained at 40 days per year)
- iii) • The Financial Statements Audit Plan for 2017/18
- iv) • Financial Regulations

**GOVERNANCE**

*The Chair left the meeting and the Vice Chair assumed the Chair for this item. The Assistant Principal, Information Systems and Student Experience and the Director, Funding, Data and External Contracts also left the meeting*

*at this point.*

**30.13 Chair Appointment**

- i) The Corporation **NOTED** that a single nomination was received for the role of Chair and **REAPPOINTED** Neill Bucktin as the Corporation Chair for 2018/19 – 2019/20

*The Chair returned to the meeting and the Vice Chair congratulated him and thanked him for his continuing service*

**30.14 Governor Appointments**

**i) Student Governors**

The Chair congratulated the Student Governors on their selection. The Corporation:

- **APPOINTED** Nicki Pearsall as the nominated and elected Student Governor for Bromsgrove and Redditch campuses from 1 August 2018 to 31 July 2019
- **REAPPOINTED** Laura Marsh as the nominated and elected Student Governor for Malvern and Worcester campuses from 1 August 2018 to 31 July 2019

**ii) Staff Governors**

The Chair congratulated the Staff Governors on their selection. The Corporation **REAPPOINTED** Peter Heath and Debbie Morris as the nominated and elected Staff Governors from 1 August 2018 to 31 July 2022.

**30.15 Corporation Self Assessment**

- i) The Clerk to the Corporation reported that all Members had completed the survey and thanked them. The benchmarked results would be available in August and would inform the Governance Improvement Plan for 2018/19.

The Corporation **NOTED** 100% completion of the West Midlands Regional Clerks Network Governance Self Assessment Questionnaire.

- ii) The Chair thanked Members for their time and for their comments in the one to one meetings which he had found very useful. There were two meetings remaining, with one scheduled for the next day. The feedback would be reported to the Governance and Search Committee and would be incorporated into the Governance Improvement Plan where appropriate.

Chair/CC

The Corporation **NOTED** progress in completing the one to one reviews with the Chair.

**30.16 Students' Union Officers**

- i) The Corporation **NOTED** the results of the Students' Union Elections.

**30.17 CONFIDENTIAL ITEMS**

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- 30.20** *These items are recorded as Confidential Minutes 1 of 4*

**30.21 Any Other Urgent Business**

- i) There was no other urgent business.

**30.22 Meeting Reflection**

- i) Members were asked to complete the Meeting Effectiveness forms.

**30.23 Date and Time of Next Meeting**

i) Tuesday 9 October 2018, 5.00pm for 5.30pm, The Source, All Saints Building, Worcester

*Peter Heath, Staff Governor and Union Representative, was not in attendance*

**30.24 RESTRICTED CONFIDENTIAL ITEMS**

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**30.25** *These items are recorded as Confidential Minutes 2 of 4*

*In accordance with the Corporation resolution under Instrument 13 of the Instrument and Articles of Government, the Student Governors left the meeting at this point as did the Assistant Principal Higher Education & Standards.*

**30.26 RESTRICTED CONFIDENTIAL ITEMS**

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**30.27** *These items are recorded as Confidential Minutes 3 of 4*

*The Principal was not in attendance and Clerk to the Corporation and remaining staff members left the meeting at this point. The remaining Members present appointed a Clerk from amongst themselves to take the Minutes of this part of the meeting.*

**30.28 RESTRICTED CONFIDENTIAL ITEM**

*This item is recorded as Confidential Minutes 4 of 4*

The meeting closed at 8.20pm.

**Signed:**

**Date:**

Sue Frost  
Clerk to the Corporation  
18 July 2018