



## **Minutes of a Meeting of the Board of the Corporation**

held in the Conference Room of the College on 17<sup>th</sup> December 2013 at 5.30pm.

### ***Present:***

Mr T Edwards (Chairman)

Mr G Marshall, Mr D Waugh, Mr G Gibson, Mr J Davies, Mr D Temperley, Mrs G Granath.

Mr A Croney, Mr K Temperley and Mrs S Nicholson joined the meeting after the report from the Remuneration Committee.

### ***Apologies:***

Mr J Lyle.

### ***In attendance:***

Mr M Sowerby, (Clerk to the Corporation).

Mr P Polowyj Interim Director of Finance and Resources, Mrs K Redhead Director of Curriculum and Quality and Mrs S Errington Director of Business Development attended the meeting after the report from the Remuneration Committee.

## ***1. Report from the Remuneration Committee – Confidential Item***

### ***Agreed:***

**1.3. THAT the Board approve the recommendation of the Remuneration Committee and allow the Principal to retire on the 31<sup>st</sup> March 2014.**

1.4. The Chairman then asked Members to consider a number of recruitment options. Members were informed that the post would have to be advertised nationally, a recruitment agency could be used to carry out the shortlisting of applicants or a panel of Members could do it. Members were also made aware of timing issues, the effect of the Principal's holiday entitlement, a possible recruitment timescale and the probability that an external applicant if appointed will have to serve a period of notice with their current employer. The Chairmen informed Members that he had approached the Director of Curriculum and Quality and she was willing to temporarily stand in the position if the need arose.

1.5. Following a lot of discussion, Members agreed the following:

- The services of a recruitment agency will not be required and a panel of at least five Members will shortlist and interview the applicants.
- An advert will be placed online, in FE Weekly before the end of the week and a further advert will be placed in the Guardian after Christmas.

- The closing date for applications will be 13<sup>th</sup> January, shortlisting will take place during that week and interviews will take place on Monday 27<sup>th</sup> January 2014. The Board will then consider and approve the successful applicant at the meeting on the 28<sup>th</sup> January 2014.

1.6. At 6.00pm Staff Members and Officers joined the meeting.

## **2. Introduction**

2.1. The Chair welcomed everyone and thanked Staff Members and Officers for their patience during the Remuneration Committee report.

2.2. The Chairman then announced the retirement of the Principal. The Chairman on behalf of the Board thanked the Principal for his support and dedication over the years. Members were advised that hopefully the appointment of a replacement will be announced at the next meeting of the Board. The Director of Curriculum and Quality had agreed to act as temporary Principal should the need arise.

2.3. The Principal thanked the Board and stated that the decision removed a lot of pressure from his mind.

## **3. Declarations of Interest**

3.1. There were no declarations of interest.

## **4. Minutes of a meeting of the Board of the Corporation held on Tuesday 8<sup>th</sup> October 2013.**

### ***Matters arising:***

4.1. Item 8.2.3. Audit Committee Terms of Reference. The Clerk informed Members that the Audit Committee had considered and agreed the revised Terms of Reference at the meeting held on the 11<sup>th</sup> November 2013.

### ***Agreed:***

4.2. **THAT the Board receive the minutes as a true record.**

## **5. Minutes of the meeting of the Audit Committee held on Monday 1<sup>st</sup> July 2013.**

5.1. The Chairman of the Audit Committee informed the Board that the minutes were an accurate record of the meeting and there was nothing further to add.

### ***Agreed:***

5.2. **THAT the Board receive the minutes.**

## **6. *Draft Minutes of the meeting of the Audit Committee held on Monday 11<sup>th</sup> November 2013.***

6.1. The Chairman of the Audit Committee confirmed that the minutes were an accurate record of the meeting and many of the reports were on tonight's agenda. The Vice Chair took the opportunity to thank the Senior Management Team for all their hard work which was reflected in the findings of the audit reports.

### ***Agreed:***

**6.2. THAT the Board note the draft the minutes.**

## **7. *Chairman's verbal report***

7.1. The Chairman advised Members that his report consisted of the following items:

- The Awards Event.
- AoC Report
- SAR Moderation Panel meeting

### **7.2. The Awards Event**

7.2.1. The Chairman informed Members that he had received very positive feedback about the Awards Event and thanked the Director of Business Development and her team for all of the hard work involved in organising the event. The Chairman informed Members that Michael Quinlyn Dixon who had been responsible for the graphics at the event for a number of years, is to leave the College at the end of the month. The Chairman stated that he will write to Michael, on behalf of the Board, thanking him for his outstanding work over the years.

### **7.3. AoC Report**

7.3.1. The Chairman reminded Members of the AoC report and the input to the report by Members of the Board. The Chairman had received a personal response from Dr Susan Pember, author of the report and had been informed that the report was to be presented at a regional meeting of the AoC. Unfortunately the Chairman was not available to attend the regional meeting and after considering the meeting agenda the Vice Chair and Clerk had decided the value of their attendance would be minimal.

### **7.4. SAR Moderation Panel meeting**

7.4.1. The Chairman informed Members that he and the Vice Chair and Clerk had attended the SAR moderation panel meeting. Members were informed that several comments and suggestions were made and these have been incorporated into the final document which is to be presented later in the meeting.

7.5. The Chairman informed Members that the Principal had advised him that Mrs Oman had resigned from her position as Director of Finance and Resources. The post is temporarily being filled by Paul Polowyj and interviews have just taken place to find a permanent replacement. On behalf of the Board the Chairman welcomed Paul to the meeting.

***Agreed:***

**7.6. THAT the Board receive the Chairman's report.**

**8. *Principal's report***

8.1. The Principal presented his report which included the following:

- The 2013/2014 Contract Values and Recruitment Performance to 5/12/13
- Langley Park update

**8.2. 2013/2014 Contract Values and Recruitment Performance**

8.2.1. The Principal presented his report and highlighted the current position relating to the performance of the College and partners against the allocation profile for each funding stream. Members were made aware that due to difficulties with the SFA software the data contained within the table was produced internally in an alternative way.

8.2.2. The Principal then outlined the 16-18 Learner Responsive performance informing Members that current performance is almost £2.4m against an allocation of £2.8m. The Principal then explained the Nissan National Traineeship funding situation and informed Members that the 16-18 apprentice performance is on target.

8.2.3. The Principal then advised Members of the increase in the Adult Skills Budget from £6.2m to £10.656m. £10.560m has been allocated to the College core business and partners. Performance to date is £5.824m. The Principal stated that the increased allocation is great news for the College and means that the College three year growth plan, agreed earlier in the year, will be exceeded this year.

8.2.4. Following a question the Principal confirmed that if we maintain performance against targets then our income will continue at this level in subsequent years. Following a further question the Principal confirmed that the College has worked with Group Horizon before and Members were given background information about the company. Due diligence has been carried out and Members were given assurances that this partnership is unlikely to raise similar issues to those experienced earlier this year with Future Strategies.

***Agreed:***

**8.2.2. THAT the Board note the 2011/12 recruitment position.**

**8.3. Langley Park update**

8.3.1. The Principal informed Members that the prospective purchaser pulled out of the sale just before it was to be finalised. However a new expression of interest has been received. The prospective purchaser has offered £125k, which is £5k less than the previous offer and the Principal has accepted the offer. Following questions the Principal confirmed that the new prospective purchaser intends to use the property for manufacturing purposes and if the sale proceeds we will have to pay back £30k to the County Council.

***Agreed:***

**8.3.2. THAT the Board note the position.**

8.4. The Principal informed Members that Mr Chris Todd has been appointed to the position of Director of Finances and Resources and his employment will commence on the 3<sup>rd</sup> February 2014. The Principal thanked Mr David Temperley for his time and input into the selection process.

## **9. *Finance and Resources Reports***

### **9.1. Finance Report for the period to 31 October 2013**

9.1.1. The Interim Director of Finances and Resources presented the report and provided Members with details of the management accounts for the three month period up to the 31<sup>st</sup> October. The surplus at the end of the period was £181k

9.1.2. The Interim Director of Finances and Resources then gave Members further detail relating to cash balances and the proposed revision to the full year budget following the increase in the Adult Skills budget.

9.1.3. The Interim Director of Finances and Resources then explained each of the appendices and outlined the progress made on the £200k capital programme.

***Agreed:***

**9.1.4. THAT the Board:**

- **Note the management accounts for the three months to the end of October and the capital programme.**
- **Approve the revision to the 2013/14 budget.**

Mrs G Granath left the meeting at this point (6.30pm)

### **9.2. Annual Report and Financial Statements 2012/13.**

9.2.1. The Interim Director of Finances and Resources informed Members that this report and the following three reports were all considered and approved at the Audit Committee meeting held on the 11<sup>th</sup> November 2013.

9.2.2. The Interim Director of Finance and Resources highlighted several aspects of the report. Members were informed that there was a surplus of £2.2m, cash

balances of £2.5m and following an explanation of the exceptional items included in the surplus there was an underlying surplus of £400 to £500k.

9.2.3. Following a question the Interim Director of Finance and Resources and the Principal provided further explanation of the £500k inter-company balances and the £1m 16-18 funds.

9.2.4. The Interim Director of Finance and Resources then presented a summary of the key points of the following reports:

- The Audit Findings Report. Members were informed that this was a very positive report which had been discussed in detail at the meeting of the Audit Committee. Members were advised that following receipt of further information an adjustment to one of the tables in the report had been made since the Audit Committee meeting:
- The Internal Audit Annual Report. Members were informed that this was a very good report. 7 of the 8 reviews undertaken had been given a “green” rating and the other an “amber” rating:
- The Audit Committee Letter to the Board and Principal. Members were informed that this report had been drafted by the Clerk, on behalf of the Audit Committee and had been approved at the meeting of the committee held on the 11<sup>th</sup> November 2013.

***Agreed:***

**9.2.5. THAT the Board:**

- 1. Approve the audited Financial Statements.**
- 2. Note the contents of the Audit Findings Report, Internal Audit Annual Report and the Audit Committee Letter to the Board and Principal**

**9.3. Business Continuity Plan Review**

9.3.1. The Interim Director of Finance and Resources presented the report and advised Members that the plan has been refreshed by updating titles and contact numbers but no fundamental changes were required.

9.3.2. Following a comment regarding poor mobile phone network coverage and a question about training, the Interim Director of Finance and Resources and Principal confirmed that walkie-talkies are available for use if they are needed, and the training given to the Emergency Management Team was explained. The Chairman commented that an IT failure simulation should be considered and undertaken every two years.

***Agreed:***

**9.3.3. THAT the Board approve the latest version of the Business Continuity Plan.**

**9.4. Health and Safety Report**

9.4.1. The Interim Director of Finance and Resources outlined the report which included statistical data for both the college and the partners. The Chairman asked that future reports also include a section where both sets of data are merged into one.

***Agreed:***

**9.4.2. THAT the Board note the report findings.**

**9.5. Risk Register**

9.5.1. The Interim Director of Finance and Resources presented the report and informed Members that the Audit Committee had proposed that this report is used as a live document and reported at each meeting of the Board.

9.5.2. Following a question from the Chairman regarding Board risks the Interim Director of Finance and Resources confirmed that only the top 11 risks are include on the list.

***Agreed:***

**9.5.3. THAT the Board approve the adoption of the Risk Register as a standing item on future Board agendas.**

**9.6. Financial Regulations**

9.6.1. The Interim Director of Finance and Resources outlined a proposed revision to sub-contracting arrangements contained within the Financial Regulations. The amendment had previously been approved and recommended by the Audit Committee.

***Agreed:***

**9.6.2. THAT the Board approve the recommendation of the Audit Committee to the proposed revision to the Financial Regulations.**

The Principal informed Members that the Interim Director of Finance and Resources has done an excellent job during his time at the College. The Chairman expressed his thanks to Mr Polowyj on behalf of the Board.

**10. Curriculum and Quality Reports**

**10.1. College Performance Report 2011/2012**

- 10.1.1. The Director of Curriculum and Quality outlined the following key points:
- College Learner Responsive, long provision, success rates have remained static at 86% and are slightly better than our partners:
  - The success rates of Learner Responsive short provision have been maintained at 91%, for the third year, despite a significant increase in numbers. Due to rising national averages however 91% is now only in the

50<sup>th</sup> percentile. The partners are performing stronger than the College in this category:

- Success rates on apprentice provision have dropped to 69% overall. This is due almost entirely due to the issues with Future Strategies.

10.1.2. The Director of Curriculum and Quality then highlighted several sections of the tables included in the report.

10.1.3. A Member commented that the College has always had an ethos to support people who cannot support themselves and this was demonstrated at the Awards Evening. The Chairman confirmed that it had been very difficult to judge the student of the year awards because the quality was so high.

10.1.4. Following a question the Director of Curriculum and Quality confirmed that the demise of Future Strategies will continue to have an impact on the College into this year. On a positive note the demise has also brought the College new business opportunities.

***Agreed:***

**10.1.5. THAT the Board note the report.**

**10.2. Self – Assessment Report (SAR) and Quality Improvement Plan (QIP) 2012/2013**

10.2.1. The Director of Curriculum and Quality presented the summary report and thanked the Chairman and Vice Chair for their involvement in the moderation process. Their comments have been reflected in the final version of the report. Members were then advised that it is no longer a requirement to submit the SAR to an external body and in future the report will be used by the College as an end of year snap shot and in the production of the Quality Improvement Plan.

10.2.2. The Director of Curriculum and Quality then outlined several key areas of the report. Members were advised that a copy of the Quality Improvement Plan was available from the Clerk, on request.

***Agreed:***

**10.2.3. THAT the Board note the report.**

**11. Board Matters**

**11.1. Member Personal Review Report**

11.1.1. The Chairman thanked Members for their involvement in the Personal Review meetings which took place in August. Following the review meetings a meeting with the Chairman, Principal, Director of Curriculum and Quality and the Clerk was arranged. All of the outcomes of the Personal Review meetings were discussed. Two items, Board membership for partners and visits to similar colleges could not be progressed. The first item, if considered, would result in confidentiality



issues and contractual difficulties and the second item was problematic because there are no colleges who operate as we do. The following proposed actions were however considered and agreed:

- The Vision and Mission statements will be reviewed as part of the Strategic Review next year:
- Members should contact the Clerk if they would like to visit curriculum areas:
- The Clerk will arrange access to the AoC website for any Member who requests access:
- An information sheet will be developed and sent to Members prior to the October meeting, after the summer break:
- Succession planning for the Chairman and Vice Chair positions will commence in 2014:
- Informal lunches will commence in February and informal presentations from managers, assessors or guest speakers will take place before the lunch:
- A Student Member recruitment drive will take place up to the end of January. The Chairman and Clerk will have an informal discussion with any suitable candidates.

***Agreed:***

**11.1.2. THAT the Board note the report.**

**11.2. Amendment to Instrument and Articles of Government**

11.2.1. The Clerk advised Members that at the meeting of the Board held on the 2<sup>nd</sup> October 2012 it was agreed that if the Student Member vacancies on the Board still remained at the end of the year then consideration would be given to reducing the number of Student Member positions from two to one.

11.2.2. Members were informed that although attempts have been made, and continue to be made, to identify and recruit suitable candidates the Student Member positions still remain vacant. The Chairman informed Members that the vacancies had an effect on Board performance indicators.

11.2.3. The Director of Curriculum and Quality confirmed that a meeting has been arranged in January between the Chairman, Clerk and a number of interested Students. The Chairman will report the outcome of the meeting to the Board at the next meeting.

***Agreed:***

**11.2.3. THAT the Board approve the reduction in the number of Student Members from two to one and instruct the Clerk to amend to the Instrument and Articles of Government and the Standing Orders accordingly.**

### **11.3. Training and Effectiveness**

11.3.1. The Clerk informed Members that he was not aware of any regional training events or seminars during December or January

### **12. *Next meeting Agenda***

12.1. Items for the next meeting include:

- Minutes of the previous meeting
- Chairs verbal report
- Principal's report
- Finance report.
- Risk Register
- Health and Safety Policy Review report
- Destinations report
- Safeguarding report
- Staff Development report
- Confidential Items review
- Governor attendance and Performance Indicators report
- Register of Interests

### **13. *Any other business***

13.1. Mr Davies thanked the Principal and the Director of Curriculum and Quality for their help and support when his visitor from Russia visited the College.

13.2. Mr Marshall commented that the Awards Event had been very good and the presentation by the Principal had been excellent.

### **14. *Date of next meeting***

14.1. The date of the next meeting is Tuesday 28<sup>th</sup> January 2014 at 5.30pm.

The meeting closed at 7.25pm.

The Chair wished everyone present a healthy Christmas and a very happy New Year.