

Minutes of the meeting of the Company/Board of Governors held on 28 September 2017.

Present: Bob Harrison (Chair), Clive Macdonald, Jill Westerman (Principal), Sarah Tyler (from Min B17/99 onwards), Kate Fleming, Seb Schmoller, Liz Stanley, Tim Thornton (from Min B17/108 onwards), and Neil James.

In attendance: The Vice Principal, the Treasurer/Head of Finance and the Clerk to the Governors.

Apologies: Ken Richardson, Frank Lord, Mike Bramhall, Anne Shiels, John Edwards and Roger McKenzie.

General Business and Governance

B17/91 DECLARATIONS OF INTEREST

With respect to:

- Their role as trustees Clive Macdonald and Jill Westerman declared a non-financial interest in items which related to the Wentworth Castle and Stainborough Park Heritage Trust.
- His role as Deputy Vice-Chancellor Prof Tim Thornton declared a non-financial interest in items relating to HE and the college's relationship with the University of Huddersfield;
- It was agreed that no decisions to be taken would be affected by these interests and it was not considered necessary for anyone to withdraw from the meeting.

B17/92 MINUTES AND MATTERS ARISING

The minutes of the meeting held on 13 July 2017 were approved as an accurate record (a signed copy is filed in the minute book).

B17/93 An update was provided regarding the development of the digital strategy, it was reported that Bob Harrison had met with the Academic Director – Student Support and a way forward had been agreed which would hopefully lead to a paradigm pioneering strategy which would be presented to the Board of Governors for consideration in due course. It was noted that a number of infrastructure projects which underpinned digital activity would continue to move forward as the investment in the infrastructure remained appropriate at this time.

B17/94 MEMBERSHIP AND GOVERNANCE MATTERS (A copy of document 4i is filed in the minute book)

The board considered and approved the order of business for 2017/18.

B17/95 The board considered and approved the reappointment of John Edwards for a third term of office under exceptional circumstances, noting that in his role as chair of the Wentworth Castle and Stainborough Park Heritage Trust it would be beneficial to retain his expertise in the board throughout the managed closure period.

B17/96 The board considered a revised governors' code of conduct which had been reviewed as part of its regular review cycle. The Board agreed:

- That the impropriety procedure should be updated to include alternative reference people for the clerk to raise issues with if the suspected impropriety involved the chair.

B17/97 The board considered revised standing orders which had been reviewed as part of their regular review cycle. The board agreed:

- To include reference to the co-chair arrangement in 10.2.

Resolved: i That the order of business for 2017/18 be approved.

- ii **That the with the inclusion of the addition in B17/96 the governors' code of conduct be approved.**
- iii **That with the inclusion of the addition in B17/97 the standing orders be approved.**

Items for discussion and approval

B17/98 THE PRINCIPAL'S REPORT

(A copy of document 5i is filed in the minute book)

The board considered the Principal's report and noted:

- The college had achieved overall over-delivery against ESFA funding targets for 2016/17 of 106%, putting it in a good position to receive an over delivery payment should it become available;
- An update on 2017/18 recruitment noting that overall it was positive but that recruitment to the full-time Access to HE Diploma was disappointing and unlikely to hit the target of 75;
- An update on attainments in English and maths;'
- An update regarding students from 2016/17, the board explored how this could be exploited for marketing purposes including the commissioning of video case studies recognising that the new word of mouth promotion was digital;
- An update regarding the college's bud for growth;
- The future of funding for mental health work;
- The results of feedback fortnight;
- An update regarding the managed closure of the Wentworth Castle and Stainborough Park Heritage Trust and the role of the board on developing options and future partnerships;
- An update regarding devolution, and in particular the 'pausing' of the devolution of the adult education budget since the writing of the paper;
- An update regarding Institutes for Adult Learning, the APPG and Research.

B17/99 The board considered the issues regarding recruitment to the diploma including that:

- No clear reasons for the low recruitment had been identified to date;
- Further analysis and benchmarking would be undertaken;
- Recruitment would continue until the very latest date;
- The financial implications would be considered, with actions proposed for how to address any shortfall;
- The extent to which partner organisations had been significant in the sign-posting of students to the course and the impact of reductions in those services;
- The potential to explore sponsoring of students both philanthropically and as part of meeting the objectives of other organisations/providers e.g. HE;
- The levels of progression from other courses in college;
- The need to mitigate retention issues.

B17/100 It was reported that finance was increasingly a barrier for students, particularly for those whose household income was over the threshold for support.

B17/101 The board proposed that:

- Early analysis be undertaken to consider whether the offer remained appropriate;
- Consideration be given now to actions that could be undertaken for 2018/19;
- Recruitment activity be stepped up;
- Contingency planning, including financial, be undertaken, for example the provision of a further course later in the year.

Resolved: i **That in relation to diploma under-recruitment an update be provided regarding the actions taken be provided at the next meeting.**

B17/102 FINANCIAL MATTERS - MANAGEMENT ACCOUNTS TO 31 JULY 2017**(A copy of document 6i is filed in the minute book)**

The board considered the management accounts to 31 July 2017 and noted that:

- Items to be finalised before the accounts were closed related to £45k of outstanding income to be accrued for local authority contracts and an expenditure accrual of around £23k for the removal of asbestos;
- The outturn position was likely to be £260/265K, which was slightly higher than previously reported;
- The I&E reserve was in-line with target;
- ESFA income was higher due to the additional £250K payment;
- There was nothing new to report with regard to income other than an accrual in relation to the mental health project underspend as previously discussed;
- The pay expenditure variance at £63K was positive given the circumstances during the year;
- Non-pay was higher than target but this was due to the expenditure related to the £250K additional ESFA payment;
- The balance sheet was now positive due to the LGPS valuation figure which had reduced by £400K from 2015/16, which whilst good could easily move in the opposite direction again in future years;
- Cash flow was in-line with target;
- The debtors position was positive, with the £33K relating to two recent debts from HE.

B17/103 The board welcomed the positive position reported and agreed that investing in profile raising would be a good investment within the context of these results.

Resolved: i That the report be noted.

B17/104 HE MATTERS – HEFCE QUALITY ASSESSMENT RETURN**(A copy of document 7i is filed in the minute book)**

The board considered a proposal that due to the timing of the publication by HEFCE of their Quality Assessment Return – Governor Assurance Statement for 2016/17 its approval be delegated to the Quality Committee. It was noted that to support their consideration and approval the Quality Committee would be provided with:

- A QAA action plan progress report;
- The HE performance dashboard for 2016/17;
- The HE annual report for 2016/17.

Resolved: i That the approval of the 2016/17 HEFCE annual quality assurance return the board be delegated to the quality committee.

B17/105 STRATEGIC PLAN AND QIP TARGETS – PROGRESS REPORT**(A copy of document 7i is filed in the minute book)**

The board considered a report which provided a detailed progress report against the 2016/17 strategic objectives and QIP actions. It was noted that virtually all the actions had been completed, with some partially completed and some would continue as areas for further development.

Resolved: i That the strategic plan and QIP targets progress report be noted.

B17/106 QUALITY STRATEGY 2017/18**(A copy of document 9i is filed in the minute book)**

The board considered and approved the quality strategy for 2017/18 which had been reviewed and updated by the Quality Committee.

B17/107 Resolved: i That the Quality Strategy 2017/18 be approved.

B17/108 GENERAL DATA PROTECTION REGULATION (GDPR)**(A copy of document 10i is filed in the minute book)**

The board considered a report which provided an update regarding the college's plans for achieving compliance with the GDPR which would come into force in May 2018. The board considered:

- The robustness of the proposed approach and reporting arrangements;
- Any potential resource implications.

B17/109 The Board agreed that it would like to see the outcome of the audit which was scheduled to be undertaken by JISC in October 2017.

Resolved: i That a progress report reading the college's compliance with GDPR and the outcome of the audit undertaken by JISC be presented to the next meeting of the Board of Governors, along with any resource implications.

B17/110 PROPERTY STRATEGY**(A copy of document 11i is filed in the minute book)****The board considered a report which provided:**

- An update regarding the property strategy projects undertaken during summer 2017;
- Notification of approval by the policy and finance committee to proceed to the costings phase of the first stage of the installation of an external CCTV system.

B17/111 The board noted the some aspects of the CCTV proposal had become higher priority following a suspected arson attack on the college site and that the Policy and Finance Committee had not wanted to proceed with the other elements of the proposal until engagement activities with staff and students had been undertaken.

Resolved: i That the report be noted.

B17/112 HEALTH AND SAFETY MANAGEMENT ASSURANCE REPORT**(A copy of document 12i is filed in the minute book)**

The board considered the annual health and safety report for 2016/17 which provided assurance to the Board of Governors that health and safety was appropriately managed and controlled in the college and all health and safety responsibilities were being addressed.

B17/113 The board explored in detail the limited assurance that was being provided regarding some aspects of the safety audits – ladders, fixed access and COSSH – in particular the timing of implementation of areas that had been identified in May 2017. It was agreed that further assurance would be provided to board members prior to the next meeting.

Resolved: i That further assurance regarding the areas of limited assurance in safety audits – ladders, fixed access and COSSH be provided to board members prior to the next meeting.

B17/114 AUDIT MATTERS - INTERNAL AUDIT SERVICE PLAN FOR 2017/18

A verbal report regarding the implementation of the new internal audit service was provided. It was reported that the process was going smoothly and that to date the new service appeared very positive and engaged. It was reported that the internal audit plan for 2017/18 would be presented to the board for consideration at its meeting in December 2017.

Items for Information**B17/115 REPORTS FROM COMMITTEES****(A copy of document 14i is filed in the minute book)**

The Board received and noted minutes from the following meetings:

- Policy and Finance Committee – 22 June 2017

Confidential matters**B17/116 CONFIDENTIAL MINUTES OF THE MEETING HELD ON 13 JULY 2017****(A copy of document 15i is filed in the minute book)**

The confidential minutes of the meeting held on 13 July 2017 were approved as an accurate record.

B17/117 MATTERS ARISING FROM THE MINUTES

A separate confidential minute was recorded.

B17/118 CONFIDENTIAL REPORTS FROM COMMITTEES**(A copy of document 16i is filed in the minute book)**

The Board received and noted confidential minutes from the following meetings:

- Policy and Finance Committee – 22 June 2017

B17/119 PAY AWARD RECOMMENDATIONS

This item was deferred to the next meeting when a recommendation from the Remuneration Committee would be available.

B17/120 PROCUREMENT UPDATE

A separate confidential minute was recorded.

Date of the Next Meeting

B17/ The next meeting of the Board of Governors will take place on **Thursday 14 December 2017** at 11.00am.

Signed	Date