Minutes of the meeting of the Board of Governors held on **13 December 2018**.

- **Present:** Clive Macdonald (Chair), Yultan Mellor (Principal), Mike Bramhall, Tim Thornton, Ken Richardson, Frank Lord, John Edwards, Liz Stanley, Neil James (up to and including B18/187), Catharyn Lawrence (up to and including B18/187), Kate Fleming, Ann Corrigan, and Nesta Goulding (up to and including B18/187).
- **In attendance:** The Vice Principal (up to and including B18/187), the Treasurer/Head of Finance (up to and including B18/187) and the Clerk to the Governors.

Apologies: Bob Harrison, Anne Shiels, Sarah Tyler and Colin Forrest.

GENERAL BUSINESS AND GOVERNANCE

B18/123 DECLARATIONS OF INTEREST

Each governor present declared their interests in accordance with sections 177 and 182 of the Companies Act 2006. The Board considered the following potential interests in particular. With respect to:

- Their role as trustees Clive Macdonald and John Edwards declared a non-financial interest in items which related to the Wentworth Castle and Stainborough Park Heritage Trust. In relation to item 18 National Trust Agreement for Lease it was noted that the item was an update only and was in relation to arrangements with the potential successor organisation rather than the current trust;
- His role as Deputy Vice-Chancellor Prof Tim Thornton declared an interest in items relating to HE and the College's relationship with the University of Huddersfield;
- His role as a consultant with the University of Huddersfield Mike Bramhall declared a potential conflict of interest in items relating to HE and the College's relationship with the University of Huddersfield.
- **B18/124** It was agreed that no decisions to be taken would be affected by these interests/potential interests and it was not considered necessary for anyone to withdraw from the meeting.

B18/125 MINUTES AND MATTERS ARISING

The minutes of the meeting held on 27 September 2018 were approved as an accurate record (a signed copy is filed in the minute book).

B18/126 B18/110 It was reported that the College had received confirmation from the Office for Students (OfS) that it was no longer required to submit a Quality Assessment Return – Governor Assurance Statement.

B18/127 MEMBERSHIP AND GOVERNANCE MATTERS

(A copy of document 4i is filed in the minute book)

The Board considered and approved the appointment of Nest Goulding and Rhiannon Guest as student governors.

- **B18/128** The Board considered the Governance Annual Report for 2017/18 which included:
 - An overview of governance arrangements in the year;
 - An annual report from the Search Committee;
 - An assessment against a range of key measures.
- **B18/129** The Board particularly explored the College's governance arrangements in relation to the English College's Code of Governance and considered the appropriateness of commissioning a more formal review of governance. It was noted that the College would be undergoing an externally conducted Ofsted health check in February 2019 which would include governance in relation to teaching and

learning and leadership and management. It was agreed that this would provide an indication of whether any further review work would be helpful and what form it should take, and that the position should be reviewed again after consideration of the outcome of the health check process.

- **B18/130** The Board considered the profile report which monitored membership of the Board of Governors in relation to ethnicity, disability, gender and age, and compared it to the composition of the student body. The Board noted that further work was required in relation to BAME inclusion and welcomed the planned targeted recruitment campaign.
- **B18/131** The Board considered and approved revised committee terms of reference, noting that changes included:
 - Audit Committee that staff cannot be members, a reduction to at least five members, that removal of requirement for internal audit service to be reappointed annually;
 - Quality Committee inclusion of clarity that the committee has oversight of the full range of College provision;
 - Policy and Finance Committee inclusion of a requirement for the principal to be a member.
- **B18/132** It was noted that no changes were proposed to the terms of reference for the Search Committee and those of the Remuneration Committee would be reviewed following the Board's consideration of whether to adopt the AoC Senior Staff Code of Remuneration.
- **B18/133** The Board considered and approved proposed performance indicators for committees for 2018/19.
 - Resolved: i That Nesta Goulding be appointed as a member of the Board of Governors in the category student governor for a term of office from 13 December 2019 to 25 May 2019.
 - ii That Rhiannon Guest be appointed as a member of the Board of Governors in the category student governor for a term of office from 13 December 2019 to 25 May 2019.
 - iii That the need for a further review of governance be considered following the outcome of the Ofsted health check scheduled for February 2019.
 - iv That the revised terms of reference for the Audit, Quality, Policy and Finance and Search committees be approved.
 - v That committee performance indicators for 2018/19 be approved.

ITEMS FOR DISCUSSION AND APPROVAL

B18/134 2017/18 OUTTURN PERFORMANCE

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

The Board considered the final outturn dashboard for 2017/18 and particularly noted that:

- achievement rates were good across the board and up on previous years in some areas;
- the College continued to work on class size and no-show rates;
- satisfaction data was uniformly high;
- staff sickness absence data was not as positive and had been monitored closely throughout the year;
- A new sickness policy had been introduced which was having a positive impact.
- **B18/135** The Board agreed that performance had been closely monitored on an on-going basis and the outturn position was in line with that reported throughout the year.
- **B18/136** The Board considered the **outturn management accounts for 2017/18** and received a <u>TABLED</u> update paper for consideration. It was reported that:

- As previously reported the College had achieved planned over delivery in 2017/18 for which it had received an additional payment from the ESFA of £105K;
- In the last few days, after receipt of the final reconciliation statement and confirmation of the over-delivery payment, the College had received notification from the ESFA that they would be withdrawing £75K of funding from the College for 2017/18 as a result of its process for monitoring compliance with funding rules;
- This approach to applying the process after the final reconciliation would greatly financially disadvantage the College;
- The College intended to challenge the approach with the ESFA;
- As a result the College had been required to re-open its accounts to reflect the changed position;
- The final outturn position remained positive, but not as positive as anticipated.
- B18/137 It was noted that:
 - The College had been aware of the £75K since August 2018 which was had been related to an error in the student records system;
 - The College had not removed the error as the ESFA were aware of it and it was therefore not considered to be a risk, with the College fully expecting the funding to be withdrawn from the overall 107% delivery;
 - The position was being replicated across the sector and was proving problematic for auditors, however Grant Thornton had confirmed that it would not impact on their ability to sign off the College's financial statements.
- B18/138 The Board:
 - Agreed that the overall outturn position remained positive but were disappointed to be disadvantaged in this way;
 - Encouraged the College to challenge the decision of the ESFA and agreed that the chair of the Board of Governors should write to the ESFA to protest if the decision was not reversed;
 - Sought and received assurance that there was no risk to retrospective challenge for previous years.
- **B18/139** It was noted that there were no other differences in the management accounts to those reported in September 2018.
- **B18/140** The Board considered a <u>TABLED</u> updated **reconciliation statement** which reflected the changes reported and presented a comparison of the management accounts against the published accounts. It was noted that the two key differences related to staff costs and interest payable resulting from the FRS102 treatment of pension liabilities.

Resolved: i That the chair of the Board of Governors write to the ESFA should the College's challenge be unsuccessful.

B18/141 2017/18 ANNUAL REPORTS

(A copy of document 6i is filed in the minute book)

The Board considered the **Safeguarding and Prevent Annual Report for 2017/18** which provided an update on the College's work in support of safeguarding learners and their children and compliance with the Prevent duty during the 2017/18 academic year. The Board particularly noted:

- The range of Prevent work undertaken during the year;
- The positive outcome from the equality and diversity forum;
- The positive comments received during teaching observations;
- The introduction of internet monitoring software;
- The safeguarding and prevent training undertaken by staff
- The Incidents reported.
- **B18/142** The student governor confirmed that the learning they had undertaken in relation to prevent had been very positive, particularly compared to the approach they had encountered at other providers.

- **B18/143** The Board also considered the outcome of a recent review of the College's DBS checking regime. It was noted that:
 - Since the Protection of Freedoms Act 2012, which had amended the scope of regulated activity in relation to adults, the College had ceased to undertake DBS checks for the majority of its workforce, with Enhanced DBS with barred list checks (children) only being undertaken for staff employed within the Children's Centre;
 - This was due to:
 - A change in the definition of regulated activity for adults in the Protection of Freedoms Act moved the focus to the *activities* – activities provided to any adult which, if any adult requires them, will mean that the adult will be considered vulnerable at that particular time;
 - The Safeguarding Vulnerable Groups Act (2006) no longer labelling adults as 'vulnerable' because of the setting in which the activity is received, nor because of their personal characteristics or the circumstances of the adult receiving activities:
 - As a result, the College no longer had any legitimate grounds on which to undertake DBS checks for the majority of its workforce.
- **B18/144** It was noted that this change had been a source of some anxiety for the College, particularly given the very different approach which had prevailed under previous legislation. The review had therefore been initiated in order to test the current approach against government guidance and take legal advice from Eversheds.
- **B18/145** It was reported that the review had confirmed that the approach was in line with current legislation and consistent with data protection law, which only permits the processing of data relating to criminal records and convictions in specific circumstances, and effectively prohibits blanket DBS checking.
- **B18/146** It was noted that the College continued to undertake a rigorous and robust recruitment process to ensure that only appropriate candidates were appointed to positions at the College.
- **B18/147** The Board sought and received assurance that the Principal was satisfied that the approach was appropriate and compliant with legislation.
- **B18/148** The Board considered and approved the appointment of a lead governor for safeguarding.
- B18/149 The Board considered the Health and Safety Annual Report for 2017/18 which provided:
 - An overview of health and safety management and compliance arrangements in the College;
 - Details of the outcome of an internal audit of the area undertaken during the year;
 - The outcome of audits undertaken by the College's external health and safety advisor;
 - Details of the College's CHAS reaccreditation;
 - Information regarding the College's online safety management system;
 - Details of staff training undertaken during the year;
 - Data regarding insurance claims, accidents and incidents and benchmarking.
- **B18/150** The Board noted that:
 - There had been no fundamental compliance issues raised as a result of the internal audit which had resulted in an adequate assurance opinion;
 - There had been an increase in accidents/incidents reported during the year and though it
 was likely that the increase was attributable to improvements in reporting arrangements
 rather than an actual increase in accidents/incidents the positon would be closely monitored;
 - The College had reported one RIDDOR reportable accident during 2017/18 which related to a staff slip, trips and falls incident outside of the buildings during inclement weather and had led to a review of the gritting procedure for road and footways;
 - Largely compared to AoC national figures incident rates at the College were lower than wider sector peers in relation to general staff incidents, general learner incidents and RIDDOR reportable (learner) incident;

- The only area where Northern College recorded a higher figure than the AoC national figures was in RIDDOR reportable (Staff).
- **B18/151** The Board explored:
 - The potential increase in incidents reported and noted that they would be analysed in detail once the data had been transferred to the College's new health and safety management system;
 - The benchmarking data and the relevance of the organisations being used as comparators;
 - The reporting of near misses.
- **B18/152** The Board considered the **Data Protection Annual Report for 2017/18** which provided an update on the work carried out in support of data protection compliance within the Northern College during the 2017/18 academic year. It was noted that it was the first data protection annual report to the Board which had been developed to support its role in overseeing the College's compliance with its data protection responsibilities.
- B18/153 The Board noted:
 - Noted the activities undertaken to support compliance in 2017/18 and the actions planned for 2018/19;
 - Considered a report regarding data breaches during the period;
 - Encouraged the undertaking of the further compliance work identified, particularly the delivery of appropriate staff training.
- **B18/154** The Board thanked the College for the reports and agreed that they provided appropriate assurance in key legislative areas.

Resolved: i That the Safeguarding and Prevent, Health and Safety and Data Protection Annual Reports be noted.

ii That a process for identifying and appointing a lead governor for safeguarding be implemented with a view to a recommendation being considered at the next meeting of the Board of Governors.

B18/155 <u>2017/18 SELF-ASSESSMENT REPORT AND QUALITY IMPROVEMENT PLAN</u>

(A copy of document 7i is filed in the minute book)

The Board considered the **Self-Assessment Report for 2017/18** and noted that:

- The report had been considered by the Quality Committee at its meeting in December 2018 and was recommended for approval;
- The report was similar to previous versions but had been developed to include a context and links to Barnsley data and priorities and how the College supports their delivery;
- All judgements were supported by key pieces of both qualitative and quantitative;
- A table was included setting out overall retention, pass and achievement rates for the year in the format that would be used by Ofsted;
- Overall the data was very positive compared with sector benchmark, with one area below benchmark relating to the Diploma;
- Overall achievement was 97%;
- Participation trends were predominantly positive;
- Areas for development had been included in the quality improvement plan, along with some others brought forward from the previous year.

B18/156 The Board considered the **Quality Improvement Plan** and particularly explored actions relating to:

- BAME data, noting that staff representation had improved and how this had been achieved was being analysed, and a targeted campaign was planned for governor recruitment;
- Student progression and destination data, noting the significance of evidencing outcomes in relation to devolution;

- Observations of teaching and learning, noting that there was evidence that a minority of teaching was not outstanding and further development was required;
- BAME achievement, noting that very small numbers of Black Caribbean and Chinese students achieved less than other BAME groups and though this was statistically very small it was important for the College to ensure that no groups were being disadvantaged.
- **B18/157** The chair of the Quality Committee gave a verbal report from the committee and confirmed that the committee had:
 - Discussed the report in detail;
 - Agreed that the data was largely excellent;
 - Were satisfied that all the areas for improvement had been identified and included in the improvement plan.
 - Supported the awarding of the proposed grades.
- **B18/158** The Board explored BAME representation in detail, specifically noting that BAME representation on the Level 2 Diploma was 0%. It was agreed that a strengthened action to enhance participation and progression for BAME students should be added to the improvement plan.
- **B18/159** The Board explored the available student progression and destination data in detail and asked that the Quality Committee consider how the data could be extended and developed and report back to the Board of Governors.
- **B18/160** The Board explored observations of teaching and learning in detail, particularly the evidence supporting the judgement that the majority of teaching and learning was outstanding or good and agreed that the wording around this statement should be reviewed to ensure it accurately reflected the position.
- **B18/161** The Board considered and supported the awarding of Grade 1 all areas.
 - Resolved: i That the self-assessment report for 2017/18 be approved.
 - ii That the awarding of Grade 1 for all elements be approved.
 - iii That a strengthened action to enhance participation and progression for BAME students should be added to the improvement plan.
 - iv That the Quality Committee consider the monitoring of student progression, destinations and outcomes in detail and how it can be further developed and report back to the Board of Governors.
 - v That the statement regarding observation of teaching and learning be reviewed to ensure it accurately reflected the position.
 - vi That with the inclusion of the actions above the Quality Improvement Plan be approved.

B18/162 2017/18 AUDIT MATTERS

(A copy of document 8i is filed in the minute book)

The Board considered the Annual Audit Committee Report to the Board for 2017/18 which:

- Presented a summary of the work of the committee during 2017/18;
- Included the committee's opinion that:

Based on the work undertaken by the committee during the year it is the Audit Committee's opinion that the Board of Governors can be satisfied with the adequacy and effectiveness of the College Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets.

- Confirmed that no significant issues or matters of internal control had been raised during the period.
- **B18/163** The Board noted the report, thanked the committee for its work during the period and agreed that it provided them with appropriate assurance.
- **B18/164** The Board received and noted the **Internal Audit Service (IAS) Annual Report for 2017/18** which included the opinion of the IAS regarding the College's risk management, control and governance processes. It was noted that:
 - The report provided the Head of Internal Audit's annual opinion on the adequacy and effectiveness of Northern College's internal control arrangements based on the work of Internal Audit during 2017/18:
 - Internal audit coverage did not guarantee to detect all errors, systems or control weaknesses or indeed identify all of the opportunities for improvements in management arrangements that might exist;
 - Based upon the agreed annual programme of risk based audit coverage and management's implementation of recommendations an adequate (positive) assurance was provided.
- **B18/165** The Board noted the findings and agreed that whilst the internal audit work during the year had raised recommendations for improvement there were no findings which should prevent them from approving the signing of the financial statements for 2017/18.
- **B18/166** The Board explored the approach taken by the Audit Committee to monitor the implementation of audit recommendations and were assured that a robust monitoring process was in place.
 - Resolved: i That the Annual Audit Committee Report to the Board for 2017/18 be received and noted.
 - ii That the Internal Audit Service Annual Report for 2017/18 be received and noted.

B18/167 <u>2017/18 FINANCIAL STATEMENTS AUDIT</u>

(A copy of document 9i is filed in the minute book)

The Board considered the Financial Statements 2017/18 and Audit Findings Report and noted that:

- All audit findings had been rated as green, and there were no control recommendations identified;
- There had been no adjusted or unadjusted misstatements identified during the course of the audit;
- The control issues raised were the same as those in 2016/17 and had not been a cause for concern for either the auditors or the Audit Committee;
- The Audit Findings Report had been considered by the Audit Committee at its meeting on 12 November 2018 who had concluded that from their point of view there are no issues that should prevent the Board of Governors from approving signing of the financial statements for 2017/18;
- The Financial Statements had been considered by the Policy and Finance Committee at its meeting in November 2018 and recommended them to the Board of Governors for signing;
- The Policy and Finance Committee had also considered the auditor's advice regarding going concern and recommended to the Board of Governors that based on the financial statements for 2017/18 its opinion was that the company could continue to trade;
- The audit work was substantially complete and there were no matters of which the auditors were aware that would require modification of their audit opinion or regularity report conclusion, subject to final review of the financial statements and signed letter of

management representations, and resolution of a pension benefits query with relation to the USS split and confirmation of post balance sheet events:

- The financial statements had been adjusted to reflect the developments as outlined at B18/136-138 above.
- **B18/168** The Board considered the auditor's advice regarding going concern, in particular in relation to the governors' role as directors of the company. The directors considered the position shown by the financial statements, and the advice received from the Policy and Finance Committee, and concluded that based on this the company could continue to trade.
- **B18/169** The Board welcomed the very positive report and thanked the College for its sound financial management.
- **B18/170** The Board reviewed the Letter of Representation, no issues were identified.
- B18/171 The Board considered the Regularity Audit Self-Assessment, no issues were identified.
 - Resolved: i That the Financial Statements for 2017/18 be approved for signing by the chair of the Board of Governors.
 - ii That the Letter of Representation be approved for signing by the chair of the Board of Governors.
 - iii That the Regularity Audit Self-Assessment be approved for signing on behalf of the Board of Governors.

B18/172 COLLEGE REPORT

(A copy of document 10i is filed in the minute book)

The Board received the College report and particularly noted:

- Positive student recruitment data;
- Very good student feedback;
- Developments related to the Free Thinking Programme;
- Devolution developments, the issuing of the ESFA funding letter and how a=the arrangements will apply to the College in its protected status;
- Changes to the Ofsted framework.
- **B18/173** It was reported that the Policy and Finance Committee were developing an oversight role in relation to the College's preparations for devolution and this would be reported to the Board of Governors as appropriate.

Resolved: i That the report be noted.

B18/174 INTERIM ESTATES STRATEGY

(A copy of document 11i is filed in the minute book)

The Board considered an interim estates strategy and noted that:

- All FE colleges should possess an up to date estates strategy which seeks to proactively manage and develop the estate and teaching/support resources;
- The College's previous three-year strategy was completed in 2017;
- A process for consultation regarding the development of a new strategy which would outline campus requirements for five years was planned, and it was intended that this process would be supported by the engagement of external specialists;
- Prior to the new strategy being developed an interim document had been developed which included a general evaluation of the site and the condition of existing stock and a 'wish-list' of potential estates activity over the coming two years.
- **B18/175** The Board received the interim strategy, approved the proposed interim approach and agreed that any actual proposed expenditure beyond the annual agreed estates budget be considered in detail

by the Policy and Finance Committee who would make recommendations to the Board of Governors as appropriate.

Resolved: i That the Interim Estates Strategy be received and noted, and any actual proposed expenditure beyond the agreed estates budget be considered by the Policy and Finance Committee.

B18/176 2018/19 INTEGRATED PERFORMANCE REPORT

(A copy of document 12i is filed in the minute book)

The Board considered the **dashboard to 31 October 2018** and noted that:

- There were no issues regarding student retention or achievement identified at this point in the year;
- In-year retention on the longer courses was reported for the first time, and was currently very positive;
- Overall HE student numbers had increased and were ahead of plan;
- Average class size across the short course provision was slightly below target at this point, although the overall class size was positively impacted at this stage in the year by Access to HE and the L2 Diploma groups;
- The no show rate had improved on last year (at 14%), but was rag rated red as it remained significantly behind target at 12% against a 10% target. It was noted that this was a long-standing issue for the College which needed further analysis and work to address;
- There were no particular concerns regarding participation rates, although it was noted that the male/female ratio was not quite at target;
- Teaching hours appeared to be behind where they should be, but very little provision runs in August so the College would expect a low figure at this point. It was noted that this area would be further investigated;
- There were no areas of concern regarding student feedback from the Short Course Questionnaire;
- Staff absence to date appeared to be improved when compared with the end of last academic year;
- The College had introduced a revised Sickness Absence Policy which may be having a positive impact;
- The cost and usage of both gas and electricity were up on last year. It was noted that there had been significant requests for additional heating in the student accommodation, and the heating season had started earlier this year. The ongoing usage will be carefully monitored with a view to trimming heating schedules if it is possible;
- Both adult education and community learning income were forecast to hit target;
- There were no areas of concern in finance at this point in the year. The only area rag rated as red was the staff costs versus the College PI, which may warrant further exploration at an appropriate point.
- **B18/177** The Board considered **management accounts to 31 October 2018** and noted that they reported a positive position which was very early in the year. It was noted that the income for the Free Thinking Programme had been adjusted from £100K to £50K.

Resolved: i That the report be noted.

B18/178 2018/19 AUDIT MATTERS

(A copy of document 13i is filed in the minute book)

The Board considered and approved the **Internal Audit Service Annual Plan for 2018/19**, noting that it had been developed on a risk basis in consultation with the Audit Committee and was recommended by the committee for approval. It was noted that the following areas would be covered in 2018/19:

- Information governance;
- Risk management;
- Health and safety;

- Performance management;
- MIS system;
- Journals;
- Follow-up of previous audit recommendations.
- **B18/179** The Board received a verbal update from the Audit Committee considering the provision of **financial statement audit services for 2018/19**. A separate confidential minute was recorded.

Resolved: i That the Internal Audit Service Annual Plan for 2018/19 be approved.

B18/180 RISK MANAGEMENT AND ASURANCES – KEY STRATEGIC RISKS (A copy of document 14i is filed in the minute book) The Board considered the Risk Register – Key Strategic Risks.

- **B18/181** The Board agreed that the risks identified and the relevant controls were appropriate and accurately reflected those pertinent to the college.
 - Resolved: i That the risk register be noted.
- B18/182 POLICIES FOR APPROVAL

(A copy of document 15i is filed in the minute book)

The Board considered and approved the revised Whistleblowing Policy, noting that it had been reviewed and was recommended by the Audit Committee.

Resolved: i That the Whistleblowing Policy be approved.

ITEMS FOR INFORMATION

B18/183 INFORMATION FROM THE SECTOR

(A copy of document 16i is filed in the minute book)

The Board received and noted the Annual Report of the Further Education Commissioner - 1 September 2017 to 31 July 2018.

B18/184 REPORTS FROM COMMITTEES

(A copy of document 17i is filed in the minute book)

The Board received and noted minutes from the following meetings:

- Policy and Finance Committee 20 September 2018
- Policy and Finance Committee 27 September 2018

CONFIDENTIAL MATTERS

B18/185 NATIONAL TRUST – AGREEMENT FOR LEASE

It was agreed that this item should not be recorded as confidential.

- **B18/186** The Board received a verbal update regarding progress with legal arrangements relating to the winding up of the Wentworth Castle and Stainborough Park Heritage Trust and the takeover of the park and gardens by the National Trust. It was reported that:
 - Whilst it had not been possible to present documents for consideration and approval at this meeting as planned work between the parties and their legal advisers was on-going;
 - The College had now received draft lease documentation and draft deeds of easement which it had reviewed;
 - There were a number of minor changes the College would like to see to the Head Lease;
 - The deeds of easement were more problematic with a number of areas where the College required resolution, in particular issues regarding the shared use of the car park and the biobubble. The Board supported the College in its aim to ensure that it did not see an increase to its current liabilities in these areas.

- The current target was for documents to be available for approval and signing by the end of January 2019.
- **B18/187** The Board sought and received assurance that areas of concern previously raised that had not been referred to here had been resolved to the satisfaction of the College.

B18/188 STAFFING MATTERS (A copy of document 19i is filed in the confidential minute book) A separate confidential minute was recorded.

DATE OF THE NEXT MEETING

B18/189 The next meeting of the Board of Governors will take place on **Thursday 14 March 2019** at 11.00am.

Signed	Date	