

Minutes of the meeting of the **Annual General Meeting of the Company/Board of Governors** held on 14 December 2017.

Present: Bob Harrison (Chair), Clive Macdonald, Jake Gibbins (up to and including Min B17/167, Mike Bramhall, Anne Shiels, Seb Schmoller, Ken Richardson, Tim Thornton, Liz Stanley, Neil James (up to and including Min B17/167), Kate Fleming (from Min B17/127 onwards) and John Edwards.

In attendance: The Vice Principal, the Treasurer/Head of Finance and the PA to the Principal (minutes).

Apologies: Frank Lord, Roger McKenzie and Sarah Tyler.

General Business and Governance

B17/121 DECLARATIONS OF INTEREST

With respect to:

- Their role as trustees Clive Macdonald, John Edwards 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;
- His role of chair of the Barnsley Metropolitan Council Audit committee Cllr Ken Richardson declared a non-financial interest in items which related to BMBC;
- 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.

B17/122 MINUTES AND MATTERS ARISING

The minutes of the meeting held on 28 September 2017 were approved as an accurate record (a signed copy is filed in the minute book).

B17/123 MEMBERSHIP AND GOVERNANCE MATTERS **(A copy of document 4i is filed in the minute book)**

The board considered and approved a range of membership matters.

B17/124 The board scrutinised and agreed the **annual report on governance 2016/17** and agreed that it was an accurate reflection and the quality improvement actions were appropriate. It was agreed that para 3.1 should be amended to read 'inspirational leadership and effective governance'.

B17/125 The board explored attendance issues and noted the actions being taken. It was agreed that it would be beneficial to consider an external monitoring mechanism in the next 2 years.

- Resolved:**
- i That Jake Gibbins be appointed as student governor for a term of office from 14 December 2017 to 18 May 2018.**
 - ii That Neil James be appointed as a member of the Audit Committee.**
 - iii That Seb Schmoller be appointed as a member of the Audit Committee.**
 - iv That with the inclusion of the amendment at B17/124 the annual report on governance 2016/17 be agreed.**
 - v That an external monitoring mechanism for governance performance be considered in the next 2 years.**

Items for discussion and approval

B17/126 THE PRINCIPAL'S REPORT

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

The board considered the principal's report and particularly explored:

- The drop in achievement to 84% on the Access to HE Diploma, it was reported that there was a planned curriculum review taking place which would be reported to the quality committee and the board of governors;
- College finances, it was noted that the college had received confirmation that it would be paid in full for overachievement in 2016/17, which amounted to an additional £148,670, which would be allocated to 2016/17 accounts on the advice of the external auditors;
- College finances – it was reported that the college's application for growth funding had been approved for 2017/18 and the college had been awarded £238,000;
- College finances – it was reported that a bid to South Yorkshire Fire and Rescue to deliver provision regarding safe and well ambassadors within the mental health and drug and alcohol services had also been successful and the college had been awarded £80,000 to the end of December 2019.
- Funding for the modern slavery provision which had been approved by the policy and finance committee against a business plan, with the intention that the development would add diversity to the college's provision;
- The closure of Wentworth Castle Gardens Trust noting that there is a definite commitment to re-open the gardens to the public, but no confirmed timescale as yet. It was agreed that there was a range of opportunities in the future and no significant threats.

Resolved: i **That the report be noted.**

B17/127 INTEGRATED PERFORMANCE REPORT

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

The board considered the final outturn against KPIs for 2016/17, and particularly explored:

- Staff absence figures;
- Male/female participation rates.

B17/128 The board considered the higher education dashboard for 2016/17 and noted that:

- This was the first of what would be an annual report;
- The report included a range of performance indicators specifically related to the college's HE provision.

B17/129 The board considered final outturn managements accounts for 2016/17 and particularly noted the over delivery payment of £250K from the ESFA for 2015/16 delivery, plus the over delivery payment of £149K for 2016/17.

B17/130 The board considered progress against key performance indicators to 31 October 2017 and noted that:

- Income targets were all green with the exception of HE income which was below budget;
- Recruitment for the HE programme had fallen substantially and had resulted in a significant decrease in income;
- The payroll as a percentage of income was rated red at 61.9%.

B17/131 The board explored staff recruitment and noted that sessional staff were no longer being used in the HE area and the provision was now fully staffed by core team members.

B17/132 The board agreed that it would be beneficial to carry out a curriculum review.

B17/133 The board considered management accounts to 31 October 2017 and noted that:

- The balance sheet was positive and cash flow was good.
- The home farm improvements/works were now complete;

- The only debtors were HE students and this was related to receipt of their student loans.

B17/134 The board welcomed the report and noted that the financial position was healthy.

Resolved: i That a curriculum review be undertaken.

B17/135 **SELF-ASSESSMENT REPORT 2016/17 AND QUALITY IMPROVEMENT PLAN**
(A copy of document 7i is filed in the minute book)

The board considered the self-assessment report 2016/17 and quality improvement plan noting that it was in two parts, one containing the introduction and key judgements and a second containing evidence.

B17/136 The chair of the quality committee provided verbal feedback from the meeting which had taken place on 14 December 2017 and noted that the grade 1 was recommended by the committee.

Resolved: i That the self-assessment report for 2016/17 be approved.
ii That the awarding of Grade 1 for all elements be approved.

B17/137 **SAFEGUARDING AND PREVENT ANNUAL REPORT**
(A copy of document 8i is filed in the minute book)

The board considered the **safeguarding and prevent annual report for 2016/17** and noted that it included an outline of the safeguarding and prevent arrangements in college, information regarding staff training, an outline of incidents reported during the year and the relevant feedback from student surveys.

B17/138 The board noted that approximately 50% of governors had completed a variety of prevent training and agreed that this should be included in the report.

B17/139 The board welcomed the report and the assurance it provided them that the college's approach to safeguarding and prevent were appropriate, well embedded and effective.

Resolved: i That the report be noted.

B17/140 **HEFCE ANNUAL QUALITY ASSURANCE RETURN**
(A copy of document 9i is filed in the minute book)

The board considered the HEFCE annual quality assurance return and noted that it had been considered in detail by the quality committee and was recommended by them for approval. The chair of the quality committee outlined the evidence which had been provided, reporting that it had been very detailed and provided a clear and auditable evidence trail.

B17/141 The board noted that there was now HE data in the integrated performance report.

B17/142 It was agreed that it would be useful for the board to consider an updated progress report for the QAA action plan at a future meeting.

Resolved: i That the HEFCE annual quality assurance return be approved for signing.
ii That an updated QAA action plan progress report be presented at a future meeting.

B17/143 **STRATEGIC PLAN 2017/18 – 2022/23**
(A copy of document 10i is filed in the minute book)

The board considered and discussed the proposed strategic plan 2017/18 – 2022/23, noting that it had been developed following discussions with the board at its planning session in September 2017.

B17/144 The board explored the inclusion of actions over a longer period of time, potentially two to three years and agreed that the principal should further consider this.

B17/145 The board explored the use of the word outstanding and whether it was a theme or a measure and agreed that the principal should explore this further with the leadership team.

Resolved: i That following the further consideration by the principal and leadership team as outlined in B17/XX the strategic plan 2017/18 – 2022/23 be approved.

B17/146 **RISK REGISTER – KEY STRATEGIC RISKS**
(A copy of document 11i is filed in the minute book)

The board considered the risk register - key strategic risks and noted that:

- I1 - Loss of external connectivity (e.g. telephones, internet, e-mail) - the ICT communication channel was now via the internet and this had provided a significantly more robust system.

B17/147 The board considered the impact of an absence of staff continuity in 2016/17 on the college's HE provision and agreed that the relevant risk should be reviewed to ensure the impact/controls were appropriate.

Resolved: i That in light of the impact on the college's HE provision in 2016/17 the relevant risk relating to staffing be reviewed to ensure the impact/controls were appropriate.

B17/148 **AUDIT MATTERS**
(A copy of document 12i is filed in the minute book)

The board considered the **annual audit committee report to the board for 2016/17** which included the committee's opinion regarding the college's risk management, control and governance processes. The board noted the report and agreed that it provided them with appropriate assurance.

B17/149 The board considered and noted the **internal audit service (IAS) annual report for 2016/17** which included the opinion of the IAS regarding the college's risk management, control and governance processes. It was noted that:

- The IAS reported that they were satisfied that sufficient internal audit work had been undertaken to allow them to draw a conclusion as to the adequacy and effectiveness of the college's risk management, control and governance processes, and that:
- The IAS reported that in their opinion the college had adequate and effective risk management, control and governance processes to manage its achievement of its objectives at the time of the audit work and had proper arrangements to promote and secure value for money;
- Of the audits undertaken during 2016/17 all had been graded as strong, with the exception of student support fund which had been graded as substantial.

B17/150 The board considered and approved the **internal audit service plan for 2017/18** noting that:

- 2017/18 would be the first year of work for the newly appointed IAS;
- The plan covered risk management and assurance, payroll, information governance (GDPR), year-end journals and follow-up;
- The plan represented a clear and solid programme of work and was proactive and positive.

B17/151 The board welcomed the proposal that the IAS facilitate a risk management discussion with the Board of Governors and provide input to the further development of the assurance matrix to ensure breadth of assurance.

Resolved: i That the annual audit committee report to the board for 2016/17 be received and noted.

ii That the internal audit service annual report for 2016/17 be received and noted.

iii That the internal audit service plan for 2017/18 be approved.

B17/152 FINANCIAL STATEMENTS AUDITORS

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

The board considered the **financial statements for 2016/17** and **audit findings** and noted:

- The audit had been very clean with two minor control issues raised relating to un-cleared cheques and the signing of employment contracts, it was confirmed both issues were being addressed;
- All audit findings were rated as green;
- The audit committee had considered the reports at their meeting on 13 November 2017 and recommended the financial statements to the board for approval;
- The policy and finance committee had considered the reports at their meeting on 16 November 2017 and recommended the financial statements to the board for approval;
- The deficit in the local government defined benefit pension scheme had decreased by £391,000 to a net liability of £3,531,000 at 31 July 2017.

B17/153 The board considered the auditors advice regarding going concern, in particular in relation to the governors role as directors of the company. It was noted that the college had:

- Reported a net asset, after the pension provision, of £295,000; and a net asset of £4,216,000 prior to the pension provision;
- Had achieved strong surpluses for a number of years which had resulted in cash and short term investments balances of £3,195,000, borrowings of less than 1% and an SFA financial health rating of good or outstanding.

B17/154 The directors considered the position shown by the financial statements and concluded that based on them the company could continue to trade.

B17/155 The board reviewed the letter of representation, no issues were identified.

B17/156 The board considered the regularity audit self-assessment, no issues were identified.

Resolved: i That the financial statements for 2016/17 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.

ii That the regularity audit self-assessment be approved for signing on behalf of the board of governors.

B17/157 GENERAL DATA PROTECTION REGULATION (GDPR)

(A copy of document 14i is filed in the minute book)

The board received and noted an update with regards to the actions being taken by the college to ensure compliance with the GDPR by 25 May 2018.

B17/158 The board considered and approved a proposal regarding the appointment of a data protection officer.

Resolved: i That the role of data protection officer be included in the job description of the clerk to the governors and additional hours be allocated to ensure that sufficient resource was available to carry out the tasks.

B17/159 POLICIES FOR APPROVAL**(A copy of document 15i is filed in the minute book)**

The board considered and approved the revised recruitment and selection policy which had been considered by the policy and finance committee and was recommended for approval.

Resolved: i That the recruitment and selection policy be approved.

B17/160 TRUST DEED OF EASEMENT**(A copy of document 16i is filed in the minute book)**

The board considered a report which outlined a request from the Wentworth Castle and Stainborough Park Heritage Trust for the college to give consent to a land transaction between the trust and one of its tenant farmers, noting that:

- The proposed land swap and land sale was designed to acquire for the trust some land within the designated grade 1 listed landscape and sell some land outside the listed landscape boundary;
- The transaction had reached the final stage and completion was being sort as soon as possible;
- The lands in question were remote from the college's site and of no particular interest to the college;
- The Trust's title to the wider parkland estate was covered by a restriction within a deed of easement agreed between the college and the trust dated 2011, designed to protect the college's interests with regard to the access required for the waste water treatment plant for the home farm complex which the college owns and manages;
- The college had taken advice from its solicitors and no issues or risks had been identified.

B17/161 The board considered the proposal and agreed that there would be no impact on the college and consent should be provided.

Resolved: i That the board of governors grant consent to the issuing of a certificate to the Wentworth Castle and Stainborough Park Heritage Trust solicitors confirming that:

'The provisions of paragraph 9 Schedule 3 of the deed of easement dated 18 February 2011 do not relate to the proposed transaction and that The Northern College for Residential Adult Education Limited hereby provides its consent to the proposed transaction.'

- ii That the board of governors consents to the submission to the Land Registry of a signed RX3 form to formally register this removal of the covenant restriction just specifically to the land being purchased from the trust in order that the restriction is not carried on to bind the purchase's land post sale completion.**

Items for Information

B17/162 ANNUAL REPORTS 2016/17**(A copy of document 17i is filed in the minute book)**

The board received and noted the following annual reports for 2016/17:

- Equality and Diversity
- Teaching and Learning

B17/163 The board noted that performance was appropriate and any actions included to address areas for improvement were also appropriate, relevant and proportionate.

B17/164 EDUCATION AND SKILLS FUNDING AGENCY (ESFA) FINANCIAL HEALTH LETTER**(A copy of document 18i is filed in the minute book)**

The board received and noted the ESFA financial health letter dated 18 October 2017 which

stated that the college had been judged to be:

- Outstanding for 2016/17 (the latest outturn forecast year), and
- Outstanding for 2017/18 (the current budget year).

B17/165 The board also noted the accompanying dashboard and the college's querying of the accuracy of some of the figures included.

B17/166 **INFORMATION FROM THE SECTOR**

(A copy of document 19i is filed in the minute book)

The board received and noted information from the sector which included:

- Letter from the FE commissioner – October 2017
- Letter to principal's from Peter Lauener – November 2017
- AoC policy update – July to September 2017

B17/167 **REPORTS FROM COMMITTEES**

(A copy of document 20i is filed in the minute book)

The board received and noted minutes from the following meetings:

- Policy and finance committee – 22 June 2017
- Policy and finance committee – 21 September 2017
- Audit committee – 19 June 2017
- Quality committee – 22 June 2017
- Quality committee – 16 November 2017

Confidential matters

B17/168 **CONFIDENTIAL MINUTES OF THE PREVIOUS MEETING**

The board approved the confidential minutes of the meeting held on 28 September 2017.

B17/169 **PAY AWARD RECOMMENDATIONS**

(A copy of document 22i is filed in the minute book)

A separate confidential minute was recorded.

B17/170 **PROCUREMENT UPDATE**

A separate confidential minute was recorded.

B17/171 **STAFFING MATTERS**

A separate confidential minute was recorded.

date of the next meeting

B17/172 The next meeting of the board of governors will take place on **Thursday 15 March 2018** at 11.00am.

Signed		Date	
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