

BISHOP BURTON College

CORPORATION MINUTES OF MEETING HELD ON TUESDAY, 17 JULY 2018 AT THE SHOWGROUND CAMPUS, RISEHOLME AT 5.30 PM

PRESENT: Ms Judy Richmond (Chair); Ms F Owen (Vice-Chair); Ms R Dunn;
Mr R Ellison; Mr N Franklin; Mr B Meredith (Acting Principal);
Ms A Moran; Mr R Rook; Mr D Turner; Mr A Menzies; Mr A Ward;
Mr D Drury; Mr K Kendall

IN ATTENDANCE: Dr M Honeywell (Clerk); Mr B Norman (Lupton Fawcett); Mr S Kelly
(Finance Director); Ms K Calvert (Deputy Principal - HR & Organisational
Service)

17.80 APOLOGIES FOR ABSENCE

There were none.

17.81 DECLARATIONS OF INTEREST

Mr N Franklin reminded the Members that he is a partner at Rollits LLP who carry out work on behalf of the College. However, Mr Franklin is not personally involved in any College matters.

As an employee of the National Trust Ms J Richmond declared that the National Trust have been talking to the College in relation to work placements schemes, but Ms Richmond is not involved in this initiative.

Mr Ward declared an interest in minute 17.89 due to his connection to Lincoln City.

Mr Kendall declared that he sometimes carries out consultancy work for the College in relation to the delivery of an ESF contract.

17.82 MINUTES OF THE PREVIOUS MEETING

Subject to the omission of one of the references to Mr R Rook entering the meeting, the minutes of the previous meeting held on 5 June 2018 were **APPROVED** as an accurate record and were signed by the Chair.

Proposed: Ms F Owen

Seconded: Mr A Menzies

The Clerk drew the Members' attention to the action summary carried over from the last meeting of Corporation. The Clerk noted that the paper on Committee Membership had been updated and would be circulated to Members in the meeting.

17.83 MATTERS ARISING FROM THE MINUTES

The Chair noted that a licence agreement with Lincoln City had been circulated to the meeting and would be discussed as Any Other Business.

17.84 PRINCIPAL'S REPORT TO THE GOVERNORS – JULY 2018

The Members **RESOLVED** that the Principal's Report should be considered confidential.

Proposed: Ms F Owen

Seconded: Mr A Menzies

The Acting Principal took the Members through his Report and Members' questions are recorded in the confidential minutes.

The Principal's Report was **RECEIVED**.

17.85 FINANCIAL MANAGEMENT REPORTS

The Members **RESOLVED** that the Financial Management Reports should be considered confidential.

Proposed: Mr K Kendall

Seconded: Mr N Franklin

(i) To receive and consider the Management Accounts to 31 May 2018

The Finance Director took the Members through the Management Accounts and the Members' questions are recorded in the confidential minutes.

The Management Accounts were **RECEIVED**.

(ii) To receive and consider a Report on Debtors to 31 May 2018

The Finance Director took the Members through the Report and the Members' questions are recorded in the confidential minutes.

The Report on Debtors was **RECEIVED**.

(iii) To consider and approve the College Budget Strategy for 2018/19

The Finance Director took the Members through the College Budget Strategy for 2018/19 and the Members' questions are recorded in the confidential minutes.

The Members **APPROVED** the College Budget Strategy for 2018/19.

Proposed: Mr K Kendall

Seconded: Mr D Turner

(iv) To consider and approve the 2 year Financial Forecast for 2018/19 - 2019/20

The Finance Director took the Members through the 2 year Financial Forecast for 2018/19 - 2019/20 and the Members' questions are recorded in the confidential minutes.

The Members **APPROVED** the 2 year Financial Forecast for 2018/19 - 2019/20.

Proposed: Mr N Franklin

Seconded: Mr K Kendall

(v) To consider and approve the Capital Budget for 2018/19

The Finance Director took the Members through the Capital Budget for 2018/19 and the Members' questions are recorded in the confidential minutes.

The Members **APPROVED** the Capital Budget for 2018/19.

Proposed: Mr A Menzies

Seconded: Mr R Ellison

(vi) To consider and approve College Tuition and Accommodation Fees for 2019/20

The Finance Director took the Members through the College Tuition and Accommodation Fees for 2019/20 which was considered by the Members.

The Members **APPROVED** the College Tuition and Accommodation Fees for 2019/20.

Proposed: Mr K Kendall

Seconded: Mr D Drury

(vii) To receive for information an update on the 4G pitch

The Finance Director took the Members through the update and the Members' questions are recorded in the confidential minutes.

The update on the 4G pitch was **RECEIVED**.

17.86 AUDIT COMMITTEE BUSINESS

(i) To note the minutes of the Audit Committee meeting held on 28 June 2018

The Audit Chair took the Members through the Audit Committee minutes and the principle business covered in the meeting. This was considered by the Members.

(ii) To consider and approve on the recommendation of the Audit Committee the appointment of the Internal Audit Service for 2018/19

The Audit Chair reported that the College's Internal Auditors were on track with their work and that the Committee were happy with the level of service that they provide to the College. He added that there were some minor issues with changes in staffing, but that this may have long term benefits because the Auditors are now employing staff who live closer to the College rather than coming over from Leeds and Manchester. It was suggested that the College was getting value for money from the Internal Auditors, the quality of the reports is good and importantly Mazars are prepared to give an audit opinion.

Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the appointment of Mazars as the Internal Audit Service for 2018/19.

Proposed: Mr A Menzies

Seconded: Mr K Kendall

(iii) To consider and approve on the recommendation of the Audit Committee changes to the Financial Regulations for 2018/19

The Audit Chair took the Members through the changes to the Financial Regulations which had been worked on and approved by the Audit Committee. One Member noted that there was reference in the Financial Regulations to detailed financial procedures on limits for entertaining guests. The Acting Principal would report on these limits at the next meeting of Audit Committee.

Action: Acting Principal

The Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the changes to the Financial Regulations for 2018/19.

Proposed: Mr A Menzies

Seconded: Mr K Kendall

(iv) To consider and approve on the recommendation of the Audit Committee amendments to the College's bank loan facilities following the introduction of FRS102

The Audit Chair took the Members through the changes to the bank loan facilities required by the College's principal lenders. It was noted that the Audit Committee had reviewed the changes which were brought about as a result of the introduction of FRS102 and were intended to mitigate the College being in breach of covenants due to changes in the accounting regime.

The Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the amendments to the College's bank loan facilities.

Proposed: Mr A Menzies

Seconded: Mr K Kendall

(v) To consider and approve on the recommendation of the Audit Committee a subcontracting agreement with Hull FC

The Audit Chair took the members through the subcontracting agreement with Hull FC noting that this had been reviewed at the last meeting of the Audit Committee.

The Members **APPROVED** the subcontracting agreement with Hull FC.

Proposed: Mr A Menzies

Seconded: Mr K Kendall

17.87 GOVERNANCE AND SEARCH COMMITTEE

(i) To receive a verbal update on the Governance and Search Committee meeting held on Tuesday 17 July 2018

The Chair and Clerk took the Members through the business of the Governance and Search Committee meeting which had taken place earlier in the afternoon. The interview panel reported on their meeting with John Hurst and a recommendation to his appointment would be made later at this meeting.

Two new applications had been received and these were considered at the meeting with reference to the Governors' skills matrix. It had been decided that both applicants would be interviewed on 30 July 2018 with a view to bringing recommendations to the September meeting of Corporation.

Further recruitment to Corporation was discussed with the Committee particularly keen to target potential governors with experience of sport administration and accountancy/business. The need to recruit to the Audit Committee, particularly when considering the retirement of the Co-opted Member of Audit, was acknowledged. Some leads were to be followed up in this regard. Members were asked to follow up potential leads from their own networks.

The reappointment of Members whose terms expire on 31 August 2018 were discussed and recommendations will be made later in the meeting.

The appointment of a new Vice-Chair on the retirement of Ms Owen was discussed and this would be considered by Corporation later in this meeting.

In terms of governance, the Clerk said that he would look at refreshing the Corporation's policy on conflicts of interests with the intention of bringing a new policy and some advice on Member conflicts of interest to a Corporation meeting early next term.

The Clerk had presented a paper on the make-up of Corporation committees which was also circulated to the meeting of Corporation. It was noted that there would be vacancies on the Audit Committee and in particular a new Chair would need to be appointed. The Committee structures would be determined at the September meeting of Corporation and the Clerk would circulate an email before the meeting to canvass interest on serving on various committees.

Action: Clerk

It was agreed that a meeting of the Governance and Search Committee would be convened on 18 September and recommendations on any new appointments be brought to the Corporation meeting on that day.

The verbal update on the Governance and Search Committee meeting was **RECEIVED**.

(ii) To consider and if thought fit approve on the recommendation of the Governance and Search Committee the potential appointment of John Hurst as a Governor

Members of the Governance and Search Committee provided some background on the experience and skills of John Hurst, noting that the Committee had agreed that John had the necessary experience and commitment to make a positive contribution to Corporation.

A Member queried the gender and diversity balance on Corporation. The Clerk confirmed that this is part of the Committee's considerations, but the Committee is somewhat constrained by who applies.

The Members **APPROVED ON THE RECOMMENDATION OF THE GOVERNANCE AND SEARCH COMMITTEE** the appointment of John Hurst as a Governor for a term of three years.

Proposed: Mr D Drury

Seconded: Mr A Ward

(iii) To consider and if thought fit approve on the recommendation of the Governance and Search Committee the re-appointment of Members of Corporation

The Chair noted that the Governance and Search Committee had considered the reappointment of Mr R Ellison and Mr A Ward whose terms expire on 31 August 2018. It had been recommended that the both Members be reappointed for an additional term of 3 years.

The Members **APPROVED** the re-appointment of Mr R Ellison and Mr A Ward as Members of Corporation for further terms of three years expiring on 31 August 2021.

Proposed: Ms J Richmond

Seconded: Ms R Dunn

(iv) To consider and approve the appointment of a Vice-Chair on the retirement of Ms F Owen

The Chair noted that the appointment of a new Vice-Chair had been trailed at previous Corporation meetings and that the Clerk had emailed the Members following the meeting of 5 June to take expressions of interest in the role. Mr K Kendall had put his name forward for consideration and the Governance and Search Committee considered that Mr Kendall had the right experience and commitment to fill the role. The incoming Chair was also supportive of the appointment. As Corporation will have a new Chair and new Principal starting in the next academic year it was recommended that Mr Kendall be appointed as Vice-Chair for an initial one year term to expire on 31 August 2019 to see how the relationships bed in and stagger the term dates of Chair and Vice-Chair.

The Members **APPROVED ON THE RECOMMENDATION OF THE GOVERNANCE AND SEARCH COMMITTEE** that Mr K Kendall be appointed as Vice-Chair for a one year term expiring on 31 August 2019

Proposed: Mr N Franklin

Seconded: Mr R Rook

17.88 GOVERNANCE

(i) To consider and determine the membership of Corporation Committees for 2018/19

As noted, the membership of Corporation Committees would be determined at the September meeting of Corporation and Members were asked to provide the Clerk with expressions of interest.

(ii) To consider and approve proposed changes to the clerking arrangements

The Clerk took the Members through the Scope of Services paper which had been distributed to Members which outlined the proposed changes to the clerking arrangements going forwards. In short, clerking would be split between Mark Honeywell and Ben Norman, with Ben taking a more active role in administration as he grows in confidence and competence and Mark taking a step back and advising on governance matters. Mark would continue to attend Corporation and Committee meetings for the foreseeable future.

A Member pointed out that there was no time period included in the Scope of Services. The Clerk informed the Member that clerking services to the College were on an annual retainer and that this had been the case since Mark began clerking in 2013. Another Member highlighted the potential confusion over who exactly was the Deputy Clerk. The Clerk confirmed that Kay Magurn was the Deputy Clerk whereas Lupton Fawcett LLP should be seen as responsible for delivering the clerking service. The Deputy Clerk is responsible for compiling the Corporation and Audit Committee papers and distributing them to Members, and also plays an important logistical role as the Clerks link to the College, particularly in arranging college business, arranging meetings and in co-ordinating with the Clerk on the production of Corporation agendas.

At this point Dr Honeywell and Mr Norman left the meeting whilst the Members discussed clerking arrangements.

The Members **APPROVED** the proposed clerking arrangement changes.

Proposed: Miss R Dunn

Seconded: Mr A Ward

At this point Dr Honeywell and Mr Norman re-entered the meeting.

(iii) To receive and consider a Link Governor Report – Frances Owen

Ms Owen tabled a paper on her recent visit to the College with respect to promoting the College as a leading specialist college.

The Link Governor Report was **RECEIVED**.

17.89 ANY OTHER URGENT BUSINESS

The Members discussed a draft Licence Agreement with Lincoln City which was circulated to the meeting. The Members suggested amendments to uncertain terms in the agreement and the Acting Principal said that he would feed these back to the College solicitors who would review the Licence. The Members agreed the principle of the agreement.

The License Agreement between Lincoln City Football Club and Bishop Burton College was **RECEIVED**.

