

**CORPORATION
MINUTES OF MEETING HELD ON TUESDAY, 11 JUNE 2019
AT BISHOP BURTON COLLEGE
AT 5:30 PM**

PRESENT: Mr A Menzies (Chair); Mr K Kendall (Vice-Chair); Mr B Meredith (Principal); Ms R Dunn; Mr N Franklin; Mr J Hurst; Mr M Lucid; Ms A Moran; Mr R Rook; Mr I Sackree; Mr A Silvester; Mr M Thomas; Mr D Waxman.

IN ATTENDANCE: Dr M Honeywell (Clerk); Ms F Crothers (Assistant Clerk); Mr R Garcha (Interim Finance Director); Ms K Calvert (Deputy Principal – HR and Organisational Services “**DPHROS**”); Ms R Ellis-Jones (Deputy Principal – Curriculum and Quality “**DPCQ**”).

18.71 APOLOGIES FOR ABSENCE

Mr A Ward, Mr R Ellison, Mr A Fisher.

18.72 DECLARATIONS OF INTEREST

Mr N Franklin declared that he is a partner of Rollits LLP who are engaged by the College to advise on various matters. However, Mr Franklin does not work on and keeps himself separate from any matters in relation to the College.

Mr Sackree also declared an interest in relation to an item recorded in the confidential minutes.

18.73 MINUTES OF THE PREVIOUS MEETING

- i. The minutes of the previous meeting held on 9 April 2019 were **APPROVED** as an accurate record and were signed by the Chair.

Proposed: Mr I Sackree

Seconded: Mr N Franklin

- ii. The Clerk took the Members through the Action Summary. It was noted in particular that the DPHROS circulated the last academic year's staff headcount to Governors on 30 May and that the Principal circulated an expression of interest document for approval on 10 May. An item in relation to the Options Review was to be discussed in the confidential section of the meeting.
- iii. There were no further matters arising from the minutes not covered elsewhere on the agenda.

18.74 PRINCIPAL'S REPORT TO THE GOVERNORS - JUNE 2019

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

Proposed: Mr N Franklin

Seconded: Ms R Dunn

The Principal took the Members through the report and the Members' questions are recorded in the confidential minutes.

At this point Ms A Moran entered the meeting.

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

18.75 THE FINANCIAL MANAGEMENT REPORTS

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

Proposed: Mr N Franklin

Seconded: Ms R Dunn

i. **To receive and consider the Management Accounts to 30 April 2019.**

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

The Management Accounts to 30 April 2019 were **RECEIVED**.

ii. **To receive and consider a Report on Debtors to 30 April 2019.**

The Interim 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 receive, consider and approve the Financing of the New Hall of Residence, Riseholme Showground Campus.**

The Interim Finance Director took the Members through the report on the financing of the new hall of residence and the Members' questions are recorded in the confidential minutes.

The Interim Finance Director reminded the Members that the Corporation has in place an existing term loan with Santander UK plc ("**Santander**") which was used towards the funding of part 2 of the College's Estate Strategy Plan.

It was noted that the Corporation proposed to finance the development of new student accommodation at the Riseholme Showground Campus and had received an offer of a new revolving credit facility from Santander for this. The Interim Finance Director summarised the proposed terms of the facility and presented a paper, the Indicative Heads of Terms dated 30 April 2019, to the meeting.

It was noted that the new revolving facility would be documented in a facilities agreement with the option to convert the new revolving facility to a term loan along with re-documentation of its existing term loan facility with Santander. The documents required, among others are:

- a) a facilities agreement to be made between the College as borrower and Santander as lender pursuant to which Santander shall, on the satisfaction of certain conditions precedent, make available a revolving facility of up to £2,400,000 and re-documentation of the existing term loan facility (the "**Facilities Agreement**");
- b) a legal charge over the new accommodation block at Riseholme Showground Campus, - LN1 2ZR to secure all indebtedness of the College to Santander (the "**Legal Charge**"); and
- c) any deed of covenant required to provide access rights to Santander over the campus (the "**Deed of Covenant**"), (together the "**Finance Documents**").

That the College would take legal advice from Rollits LLP in relation to the Finance Documents and any related or ancillary documents required.

The Members **APPROVED** the following:

- i entry by the Corporation into facilities with Santander on the terms of the Indicative Heads of Terms dated 30 April 2019;
- ii entry by the College into the Finance Documents;
- iii that delegated authority be given to the Chair of the Corporation and the Chief Executive & Principal to:
 - a. negotiate and approve the Finance Documents;
 - b. agree any changes required to any of the Finance Documents; and
 - c. approve entry into any and all documents, instruments, certificates, notices and confirmations necessary or desirable in connection with the consummation of the transactions or documents described above and which is approved by the person or persons so authorised and executing each such other instrument, certificate note or confirmation;
- iv that the Chair and Chief Executive & Principal be authorised to use the seal on behalf of the College on any Finance Documents as are required to be executed as deeds; and
- v that the Chair and Chief Executive & Principal be authorised to sign on behalf of the College any Finance Documents and any other documents related to the Finance Documents as are not required to be executed as deeds.

Proposed: Mr A Silvester

Seconded: Mr M Thomas

18.76 AUDIT COMMITTEE BUSINESS

The Clerk advised the Members that the Corporation is to appoint a permanent Chair of the Audit Committee. The Clerk advised that Mr D Waxman and Ms A Moran have been stepping in to chair the previous meetings but that it would be sensible to appoint a permanent chair.

Mr I Sackree noted the importance of the Audit Committee and advised the Members that he would be happy to join it. The Clerk noted that the Audit Committee currently had a full complement of members but that all committees would be reviewed and the membership of each committee settled at the first meeting of 2019/20 year. However, the Members agreed that it would be of great benefit for Mr Sackree to attend the next meeting.

Ms Moran said that she would be happy to continue as the Chair of the Audit Committee.

The Members **AGREED** that Ms Moran should be appointed as the Chair of the Audit Committee.

The Clerk was asked to arrange for the agenda and papers for the next meeting of the Audit Committee meeting to be sent to Mr I Sackree.

Action: Clerk

18.77 QUALITY REPORTS

- i. **To receive and consider the Access and Participation Plan 2020/21.**

The Principal took the Members through the access and participation plan for 2020 to 2021 and this was considered by the Members.

The Access and Participation Plan for 2020/21 was **RECEIVED**.

- ii. **To receive and consider the Academic/Disciplinary Regulations Review for 2019/20.**

The Principal took the Members through the Academic Disciplinary Regulations Review for 2019 to 2020 and pointed out amendments from the previous year.

The Members discussed the proposed removal of a right of students to challenge “verbal warnings”. The Principal explained that a “verbal warning” means an oral warning recorded in writing so that a pupil’s parent(s) can be informed. It was explained that a verbal warning was a step before a formal written warning and it had been decided to remove the right of challenge at this stage as the purpose of a verbal warning is to provide a step before a disciplinary escalates to a formal written warning. The Principal explained that it was felt that it was more appropriate to introduce a right of challenge at the formal written warning stage due to its seriousness.

The Members **AGREED** the proposed changes.

The Academic Disciplinary Regulations Review for 2019/20 was **RECEIVED**.

- iii. **To receive a verbal report on the Registration with the Office for Students and the Quality and Standards Review.**

It was noted by the Members that the registration with the Office for Students and the Quality and Standards Review had been adequately covered in the Principal’s Report.

18.78 GOVERNANCE

Link Governor reports were received from the following Governors:

- i. Mr D Waxman
Mr Waxman took the Members through a Link Governor report on Human Resources.
- ii. Mr R Ellison
Mr Ellison’s Link Governor report on Services to Business was taken as read.
- iii. Mr N Franklin
Mr Franklin’s Link Governor report on QIC was taken as read.

The Link Governor reports were **RECEIVED**.

18.79 ANY OTHER URGENT BUSINESS

There was none.

18.80 DATE OF NEXT MEETING

The next meeting of the Corporation will be held on Tuesday 16 July at 5:30 pm at Riseholme Showground Campus.

There being no further business the meeting concluded at 8.54 pm.

Signed: Chair.....

Name.....

Date.....