

BISHOP BURTON College

CORPORATION MINUTES OF MEETING HELD ON TUESDAY, 11 DECEMBER 2018 AT BISHOP BURTON COLLEGE AT 5.30 PM

PRESENT: Mr A Menzies (Chair); Mr K Kendall (Vice-Chair); Mr B Meredith (Principal); Mr D Drury; Ms R Dunn; Mr R Ellison; Mr A Fisher; Mr N Franklin; Mr J Hurst; Ms A Moran; Mr R Rook; Mr A Silvester; Mr M Thomas; Mr A Ward.

IN ATTENDANCE: Dr M Honeywell (Clerk); Mr B Norman (Lupton Fawcett); Mr S Kelly (Finance Director); Ms K Calvert (Deputy Principal - HR & Organisational Services); Mr P Brown (Director - Performance & Planning); Mr C Dennis (Farm Director).

18.27 APOLOGIES FOR ABSENCE

Mr D Waxman.

18.28 DECLARATIONS OF INTEREST

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

There were no other new declarations of interest.

18.29 APPOINTMENT OF STAFF GOVERNOR

It was noted that Andrew Silvester had been elected as the new Staff Member representing Riseholme College.

The Members **CONFIRMED** Mr Silvester's appointment as a Member of Corporation.

Proposed: Mr D Drury

Seconded: Mr A Ward

Andrew Silvester introduced himself to Corporation, noting his position at Riseholme College as a lecturer/assessor in work-based engineering and that he had been working in agricultural engineering for 35 years.

It was further noted that Mr Thomas was also attending his first Corporation meeting, having been appointed as a Member at the previous meeting.

18.30 DASHBOARD PRESENTATIONS

Mr Brown took the Members through presentations on enrolment and achievement rates in 2017/18 and the Finance Director took the Members through a presentation on the forecast funding position for 2019/20. Summaries of the talks are included in the confidential minutes.

The Dashboard Presentations were **RECEIVED**.

At this point Mr P Brown left the meeting and Mr C Dennis entered the meeting.

18.31 MINUTES OF THE PREVIOUS MEETING

The minutes of the previous meeting held on 23 October 2018 were **APPROVED** as an accurate record and were signed by the Chair.

Proposed: Mr N Franklin

Seconded: Mr R Rook

The Clerk took the Members through the action summary, noting in particular his response to a query as to whether the Vice-President of the Student Association could attend meetings if the Student Member was not able to attend. The Clerk noted that the Vice-President could be "in attendance" at the meeting but could not vote or count in the quorum in lieu of the Student Member. The Clerk informed the Members that all other action points had been dealt with.

18.32 MATTERS ARISING FROM THE MINUTES

In response to minute 18.24(v), the Members **AGREED** that Mr Ellison would continue in his Link Governor role in Work Based Learning and that Mr Rook would instead be the Link Governor for Student Support.

18.33 PRINCIPAL'S REPORT TO THE GOVERNORS – DECEMBER 2018

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

Proposed: Mr N Franklin

Seconded: Mr D Drury

(i) To receive and consider the Principal's Report for December 2018

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

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

(ii) To receive and consider an update on the proposal for the future structure of the College farm

Mr Dennis provided the Corporation with an update on the proposal for the future structure of the farm and the Members' questions are included in the confidential minutes. The proposal required some additional work and a final version would be brought to a future meeting of the Corporation. The Members agreed that they were content with the direction of travel.

The update on the proposal for the future structure of the College farm was **RECEIVED**.

At this point Mr Dennis left the meeting.

18.34 AUDIT COMMITTEE BUSINESS

(i) To receive and consider the minutes of the Audit Committee meeting held on 29 November 2018

The Chair of the Audit Committee took the Members through the business of the Audit Committee meeting held on 29 November. It was noted further to the minutes that the ESFA Assurance Review Report had been received by the Finance Director today without any changes to the draft seen at the meeting.

The minutes of the Audit Committee meeting held on 29 November 2018 were **RECEIVED**.

(ii) To consider and approve on the recommendation of the Audit Committee the Regularity Audit Self-Assessment Questionnaire

The Finance Director noted that the Regulatory Audit Self-Assessment Questionnaire was a standard form questionnaire completed by the College and presented to the Auditors at the outset of the Audit, and that it had been reviewed by the Audit Committee who recommended its approval to Corporation.

The Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the Regularity Audit Self-Assessment Questionnaire.

Proposed: Ms A Moran

Seconded: Mr A Ward

(iii) To consider and approve on the recommendation of the Audit Committee the Members' Report and Financial Statements including the Regularity Audit Report for 2017/18

The Chair of the Audit Committee commented that this was an excellent review of the College's activities. The Finance Director drew the Members' attention to the audit opinion, that the accounts provide a true and fair view and that they have been prepared in accordance with UK GAAP. The Chair of the Audit Committee added that no material adjustments to the Management Accounts were required. Overall there was a deficit of £281,000 which is actually adjusted to a surplus of £461,000 after an actuarial adjustment for pensions liability is taken into account. The Finance Director further reported that the Auditor had no adverse comments in relation to the Regularity Audit and that in general the Audit had been carried out on time and on budget.

The Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the Members' Report and Financial Statements including the Regularity Audit Report for 2017/18.

Proposed: Ms A Moran

Seconded: Mr N Franklin

(iv) To consider and approve on the recommendation of the Audit Committee the Management Letter on Financial Statements for 2017/18 including the Final Regularity Audit

The Chair of the Audit Committee took the Members through the Report, drawing the Members' attention to the section entitled "emerging issues" which she encouraged all Members to read. The Finance Director took the Members through the Final Regularity Audit, noting the adjustments made to the accounts. The Finance Director noted that no material deficiencies were found in the internal controls. It was also noted that a deed of gift would need to be put in place between the subsidiary companies and Corporation to enable subsidiaries to gift aid profits to Corporation.

The Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the Management Letter on Financial Statements for 2017/18 including the Final Regularity Audit.

Proposed: Ms A Moran

Seconded: Mr N Franklin

(v) To consider and approve on the recommendation of the Audit Committee the Annual Audit Committee Report for 2017/18

The Clerk took the Members through the Report, explaining that it is a summary of the Audit Committee's business throughout the year. One of its primary aims is to give further assurances to the Corporation that the Committee is doing its job. In particular the Clerk highlighted the risk management updates on page 4, the Committee's self-assessment and the internal auditors' recommendations.

The Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the Annual Audit Committee Report for 2017/18.

Proposed: Ms R Dunn

Seconded: Mr A Ward

(vi) To consider and approve on the recommendation of the Audit Committee the College Risk Management Annual Report for 2017/18

The Chair of the Audit Committee took the Members through the Report, noting that the College risk policy and risk strategy would be reviewed again during the year and presented to the Audit Committee.

The Members **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE** the College Risk Management Annual Report for 2017/18.

Proposed: Mr K Kendall

Seconded: Mr D Drury

(vii) To receive and consider the Annual Internal Audit Report for 2017/18

The Chair of the Audit Committee reported that audit on expenses and hospitality had been carried forward to the 2018/19 Audit Plan. The Finance Director added that the annual opinion given by the internal auditors that the College's governance, risk management and internal controls were generally adequate and effective, was the best that the College could have received.

The Annual Internal Audit Report for 2017/18 was **RECEIVED**.

(viii) To consider and approve the fee for the Internal Audit Service for 2018/19

The Members **RESOLVED** that the fee for the Internal Audit Service for 2018/19 should be considered confidential.

Proposed: Mr A Ward

Seconded: Mr R Ellison

The Chair of the Audit Committee discussed the proposed fee with the Members and the Members' questions are recorded in the confidential minutes.

The Members **APPROVED** the fee for the Internal Audit Service for 2018/19.

Proposed: Mr A Ward

Seconded: Mr R Ellison

18.35 FINANCIAL MANAGEMENT REPORTS

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

Proposed: Mr N Franklin

Seconded: Mr D Drury

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

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 receive and consider a Financial Forecast Update

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

The Financial Forecast Update was **RECEIVED**.

The Members also **APPROVED** a release of £250,000 from the contingency budget to cover a reduction in the Adult funding allocation.

Proposed: Mr B Meredith

Seconded: Mr A Silvester

At this point Mr A Fisher left the meeting.

18.36 COLLEGE PERFORMANCE REPORTS

(i) To receive and consider the Equality and Diversity Report for 2017/18

The Principal took the Members through the Report. The Vice-Chair commented that the College's handling of equality and diversity formed part of the criteria for the TEF rating.

The Equality and Diversity Report for 2017/18 was **RECEIVED**.

(ii) To receive and consider the Quality Improvement Plan

The Principal took the Members through the Plan and explained that it derived from the College's Self-Assessment Report. He noted that both the Quality Improvement Plan and the Self-Assessment Report had been validated by East Riding College as part of a peer review process. A Member asked if the Plan aimed to include key actions, to which the Principal replied that its primary function was to list key weaknesses and to monitor improvements consequent upon specific actions.

The Quality Improvement Plan was **RECEIVED**.

(iii) To consider and approve the College Self-Assessment Report for 2017/18

The Principal took the Members through the Report noting that the overall rating was "Good" across the Board rather than "Outstanding", this being considered more realistic in light of the transition period that had taken place over the last year. However, if Ofsted were to visit the College now the College would be pushing for an "Outstanding" rating. The Chair concurred with the ratings given.

The Members **APPROVED** the College Self-Assessment Report for 2017/18.

Proposed: Mr K Kendall

Seconded: Mr N Franklin

(iv) To receive and consider the HE Self-Evaluation Report for 2017/18

The Principal took the Members through the Report noting that the College's current TEF rating is "Bronze"; the main areas to improve on are retention and the National Student Survey scores. One Member added that results have improved over the last year in those areas which is encouraging.

The HE Self-Evaluation Report for 2017/18 was **RECEIVED**.

18.37 GOVERNANCE AND SEARCH COMMITTEE

(i) To receive and consider the minutes of the Governance and Search Committee meeting held on 23 October 2018

The Members took the minutes as read and there were no matters arising.

The minutes of the Governance and Search Committee meeting held on 23 October 2018 were **RECEIVED**.

(ii) To receive and consider a verbal update on the Governance and Search Committee meeting held on 11 December 2018

It was reported that the main items discussed at the Governance and Search meeting held earlier in the day were the candidature of a prospective Governor who had been interviewed prior to the Committee meeting, consideration of further Governor applications and a review of the size of the Corporation.

The Vice-Chair commented that the prospective Governor was a strong candidate with a great deal of sector knowledge and had interviewed well. In relation to other expressions of interest received, the Committee recommended that no further applicants should be considered until there were further vacancies on Corporation; there were likely to be vacancies arising in September. In summary the three recommendations to put to Corporation were:

1. that Ian Sackree be appointed as a Member of Corporation;
2. that the size of Corporation be increased to 16; and
3. that all current expressions of interest for new Members be kept on file until September.

The verbal update on the Governance and Search Committee meeting held on 11 December 2018 was **RECEIVED**.

(iii) To consider and approve on the recommendation of the Governance and Search Committee increasing the number of Members of the Corporation from the current limit of 15 Members

The Clerk informed the Members that the current size of the Corporation was 15 Members and that this was the limit according to the Articles and Instrument of Government found in the Governors' Handbook. However, Corporation was permitted to change its composition provided there are a minimum of 12 Members and a maximum of 20 Members. In order to appoint the prospective Governor who had been interviewed successfully earlier in the day the Clerk explained that the limit would need to be increased to at least 16. The Members agreed that the limit should be raised to 16 Members but that in terms of increasing the size of the Corporation further to accommodate additional Governor appointments this was neither required nor desirable. The Governor applications currently being considered would be held until new vacancies arose as a result of current Governor retirements in September 2019.

Action: Clerk

The Members **APPROVED ON THE RECOMMENDATION OF THE GOVERNANCE AND SEARCH COMMITTEE** increasing the number of Members of the Corporation from the current limit of 15 Members to 16 Members.

Proposed: Ms R Dunn

Seconded: Mr N Franklin

(iv) To receive and, if thought fit, approve the recommendation of the Governance and Search Committee on the appointment of a new External Member

The Members discussed the background and experience of Ian Sackree who had been interviewed earlier in the day. The interview panel were strongly in favour of appointing Mr Sackree. In response to a Member's question it was noted that Mr Sackree had dealt competently with the issue of whether any conflicts might arise with his professional background and the panel was satisfied that if any conflict were to arise then this could be dealt with. The panel also noted Mr Sackree's technical knowledge of the sector and suggestions for developing governance. The Clerk pointed out that it would be sensible to appoint the candidate for a term of three-and-a-half years to stagger terms of office considering the number of Members whose terms are due to end on 31 August 2021.

The Members **APPROVED ON THE RECOMMENDATION OF THE GOVERNANCE AND SEARCH COMMITTEE** appointing Ian Sackree as a Member for a term of three-and-a-half years terminating on 31 August 2022.

Proposed: Ms R Dunn

Seconded: Mr A Silvester

18.38 GOVERNANCE

(i) To discuss the composition of the Audit Committee

The Clerk relayed to the Members the composition of the Audit Committee which currently stands at 4 Members with no Co-opted Member. He explained that Mr M Thomas had agreed to sit on the Committee in place of the Co-opted Member which would bring the Membership of the Committee back up to 5. Mr Thomas agreed with this proposed set-up in the meeting. Going forwards, if a Co-opted Member were to be appointed, the composition of the Committee would be revised.

(ii) To confirm the Governor Link Programme for 2018/19

As noted at minute 18.32 Mr Ellison would be the Link Governor for Work Based Learning and Robert Rook would be the Link Governor for Student Support. The Members approved this change and confirmed the final version of the Governor Link Programme. The Clerk was asked to update the Deputy Clerk to make these changes.

Action: Clerk

The Governor Link Programme for 2018/19 was **CONFIRMED**.

18.39 ANY OTHER URGENT BUSINESS

The Chair announced that the chair and governors of East Riding College had invited the Corporation for refreshments at 6pm on 24 January 2019 at the College's Beverley campus.

The Vice-Chair reported back to the Corporation on the governance conference he had attended in Newcastle.

