

**CORPORATION
MINUTES OF MEETING HELD ON TUESDAY 22 OCTOBER 2019
AT THE SHOWGROUND CAMPUS, RISEHOLME COLLEGE
AT 5.30 PM**

PRESENT: Mr A Menzies (Chair); Mr K Kendall (Vice-Chair); Mr B Meredith (Principal);
Mr R Ellison; Mr J Hurst; Mr M Lucid; Ms A Moran; Mr M Thomas;
Mr A Silvester; and Mr A Ward.

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

19.08 APPOINTMENT OF STUDENT GOVERNOR FOR 2019/20

The Clerk noted that Ms E Broadley has been elected president of the Student Association and as per the usual policy is now put forward for appointment as the Student Governor. Ms Broadley is in her second year of an FdSc course in Animal Management and Behaviour.

The Members **CONFIRMED** the appointment of Ms E Broadley as the Student Governor with a term expiring on 31 August 2020.

Proposed: Ms A Moran

Seconded: Mr K Kendall

APOLOGIES FOR ABSENCE

19.09 Ms E Broadley; Mr N Franklin; Mr I Sackree; Mr D Waxman.

19.10 DECLARATIONS OF INTEREST

- i. Mr A Ward declared that he is a trustee of the Lincolnshire Agricultural Society in relation to item 19.13(vi) but as this was only an update and no decisions were being made he was not required to leave the meeting as there was no potential conflict of loyalty.
- ii. Mr K Kendall declared that he is a Review Manager for Quality and Standards Reviews with the Office for Students and would leave the meeting for item 19.15(ii) in the minutes.

19.11 MINUTES OF THE PREVIOUS MEETING

- i. Minutes of the previous meeting held on 17 September 2019, along with the confidential minutes, were **APPROVED** as an accurate record and were signed by the Chair.

Proposed: Mr R Ellison

Seconded: Mr J Hurst

- ii. The Clerk noted the Action Summary and thanked Governors for returning their Self-Assessments. The Principal is to bring a paper confirming all results and achievement rates to the next meeting of the Corporation.

Action: Principal

- iii. There were no other matters arising from the minutes not covered elsewhere on the agenda.

19.12 PRINCIPAL'S REPORT TO THE GOVERNORS – OCTOBER 2019

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

Proposed: Ms A Moran

Seconded: Mr R Ellison

The Principal took the Members through the Report and Members' questions are recorded in the Confidential Minutes.

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

19.13 FINANCIAL MANAGEMENT REPORTS

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

Proposed: Ms A Moran

Seconded: Mr R Ellison

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

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

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

- ii. **To receive and consider the report on Debtors**

The Finance Director took the Members through the Report on Debtors. Members' questions are recorded in the Confidential Minutes.

The Report on Debtors was **RECEIVED**.

- iii. **To receive and consider the Student Association Accounts for 2018/19**

The Finance Director took the Members through the Student Association Accounts for 2018/19 and Members' questions are recorded in the Confidential Minutes.

The Student Association Accounts for 2018/19 were **RECEIVED**.

The Members **APPROVED** a grant of £1,000 to the Student Association for 2019/20.

Proposed: Mr K Kendall

Seconded: Mr A Silvester

- iv. **To receive and consider an Update on the Bank Loan for the Student Accommodation on the Riseholme Showground Campus**

The Interim Finance Director took the Members through an Update on the Bank Loan for the Student Accommodation on the Riseholme Showground Campus and Members' questions are recorded in the Confidential Minutes.

The Interim Finance Director circulated the legal documents required by Santander and Lloyds banks to secure the loan from Santander to build the new student accommodation at the Riseholme Showground Campus and to permit a charge to be placed by Santander over the accommodation block with respect to the loan (the "**Documents**"). Full minutes in relation to discussion of the transaction and full text of the resolutions required to effect this transaction are contained as an appendix to the Confidential Minutes.

In summary after due consideration of the proposed transaction and the Documents the Members **AGREED** it was in the best interests of the College to enter into the Documents and **UNANIMOUSLY APPROVED** the resolutions and delegated authorities required by Santander and Lloyds which are contained in the Confidential Minutes

Proposed: Mr K Kendall

Seconded: Mr J Hurst

v. **To receive and consider the Appointment of the Main Contractor for the Student Accommodation on the Riseholme Showground Campus**

The Finance Director took the Members through Thornton-Firkin's Summary Tender Report on the appointment of the main contractor to build the new student accommodation on the Riseholme College Showground Campus and Members' questions are recorded in the Confidential Minutes.

The Members accepted the Tender Report and **APPROVED** the appointment of Contractor A subject to:

- procuring a Contract Guarantee Bond;
- reviewing Contractor A's latest financial accounts; and
- use of a Client Contingency fund.

Proposed: Mr K Kendall

Seconded: Mr J Hurst

vi. **To receive and consider an Update on the Pumping Station at the Riseholme Showground Campus**

The Finance Director took the Members through an Update on the Pumping Station at the Riseholme Showground Campus confirming that once legal documents have been agreed this will be brought to a future meeting of Corporation.

The update on the Pumping Station at Riseholme was **RECEIVED**.

19.14 **AUDIT COMMITTEE BUSINESS**

i. **To receive and consider the draft Minutes on the Audit Committee meeting held on 3 October 2019**

The Chair of the Audit Committee took the Members through the business of the meeting.

The minutes of the Audit Committee meeting held on 3 October 2019 were **RECEIVED**.

ii. **To consider and approve on the recommendation of the Audit Committee for the Corporation to be provided with an annual report on data returns**

At the meeting of 3 October the Audit Committee had considered the ESFA's letter to Corporation and checklist following the outcomes of the investigation into Bournville College. A recommendation on the ESFA's checklist is that the Audit Committee should ensure there is proper assurance over management and quality of data returns. Given this, the Audit Committee recommends that it would be prudent for Corporation to be provided with an annual report on data returns so that Corporation can be satisfied that data returns are completed and submitted in line with the relevant requirements.

Members **APPROVED** on the recommendation of the Audit Committee that Corporation is to be provided with an annual report on data returns.

Proposed: Mr J Hurst

Seconded: Mr R Ellison

- iii. **To receive and consider the Internal Audit Annual Report for 2018/19**
The Chair of the Audit Committee took the Internal Audit Annual Report for 2018/19 as read. The Audit Committee is of the opinion that the findings within the report illustrate the value of the Internal Auditor's work and noted that all recommendations up to the end of the financial year for 2018/19 have been actioned.

The Internal Audit Annual Report for 2018/19 was **RECEIVED**.

- iv. **To receive and consider the Internal Audit Strategy for 2019/20**
The Chair noted that the Audit Committee was satisfied with the process put in place to agree the Audit Strategy. The Committee made one recommendation in relation to widening the scope of the Fixed Assets Audit to also include Capital Projects and discussed timings and allocation of days for the audits.

The Internal Audit strategy for 2019/20 was **RECEIVED**.

- v. **To consider and approve on the recommendation of the Audit Committee the fees for the Internal Audit Service for 2019/20**

It was noted that the Internal Auditor's fee has increased by 2.6% on last year which is in line with CPI. It was noted that going forward approval of the fee for the Internal Audit Service will be sought on appointment rather than in the new academic year. The Audit Committee is satisfied with the quality of work provided by the Internal Auditor and believe it represents value for money.

The fee for the Internal Audit Service for 2019/20 was **APPROVED**.

Proposed: Mr J Hurst

Seconded: Mr M Thomas

19.15 COLLEGE PERFORMANCE REPORTS

- i. **To receive and consider the Customer Feedback Impact Assessment Report for 2018/19**

The DPCQ took Members through the Customer Feedback Impact Assessment Report for 2018/19. The report looks at the level of complaints received and how the College deals with them. The complaints recorded show that the College holds itself to a high level of accountability, it embraces complaints and ensures that all complaints are dealt with appropriately no matter what their level of seriousness.

In response to a Member's question on whether there are any internal procedures which assist the College in pre-empting complaints before they are raised, the DPCQ confirmed that potential complaints can be raised and discussed at department meetings. Staff are also encouraged to come up with ideas to improve their service and inspections and audits are carried out at the College. The DPCQ will however take this suggestion back to the team which handles complaints so that they can consider whether the College is able to do anything further.

The Customer Feedback Impact Assessment Report for 2018/19 was **RECEIVED**.

At this point Mr K Kendall left the meeting.

ii. **To receive and consider the Conditions of Registration for the Office for Students (OfS)**

The DPCQ took Members through a paper on the conditions of registration with the Office for Students (OfS). It is the College's first year of working with the OfS and it is a governance requirement that the Governing Body is aware of when the College needs to submit information to the OfS. It was noted that there is a significant fine of £500,000 for non-compliance. Whilst the majority of the conditions have been completed and or approved, Members were advised that the College has received a letter from the OfS as a result of a late payment of the OfS fee which is due annually in 1 August. It was the first year that payment was required. Payment was made in full on 9 August but had been due on 1 August. Member's considered a plan for ensuring compliance in the future and recommended a direct debit for the payment in question. All payment dates will also be held centrally in the database. The Assistant Principal Higher Education will be responsible for setting up payment for the following year as required for the ongoing conditions of registration. It will be an action to update relevant calendars to ensure compliance in 2020/21.

Action: Principal

A paper on the Conditions of Registration for the Office for Students was **RECEIVED**.

At this point Mr K Kendall re-entered the meeting.

iii. **To receive and consider the Quality Improvement Plan**

The DPCQ took Members through the Quality Improvement Plan. Maths and English are improving and attendance rates are excellent. Apprenticeship outcomes were, as at July 2019, 8% behind target. The College is awaiting clarity on the new rules around apprenticeships which will be available in May 2020. A large number of observations of teaching had been carried out and the College wants more members of staff to achieve an outstanding assessment rating. To summarise, the plan for 2018/19 was considered successful. The College set itself tough targets which have resulted in the College's performance indicators showing dramatic improvements.

The Quality Improvement Plan was **RECEIVED**.

19.16 GOVERNANCE AND SEARCH COMMITTEE

The Chair provided a verbal update on the business of the Committee meeting held on 15 October 2019. The Committee considered the two current vacancies and agreed that candidates with an equine, sport and financial background would be preferable. The Committee also considered a Co-opted Member for the Audit Committee. The Clerk was asked to contact previous interested parties and arrange for the two vacancies, to include a Co-opted member, to be advertised on the College website.

At the request of the Audit Committee, the Committee considered whether Staff Members could serve on the Audit Committee and decided it is not appropriate for them to do so considering potential conflicts in scrutinising and challenging line managers and also with potentially being the subject of an internal audit report.

The Committee also gave consideration to the ESFA letter to Corporation Chairs and checklist which was considered by both the Corporation and the Audit Committee. In response to a Member's question the Finance Director confirmed that senior post-holder remuneration would be included in this year's audit. He also confirmed that the College's accounts are posted on the College's website. The Chair confirmed that the AoC's code on remuneration would be considered by the Remuneration Committee at its next meeting.

The Chair also advised that the Committee discussed Governor training days and that the Committee agreed it would be helpful to have two half day training days, one in March and one in September, with one held at Bishop Burton and one at the Riseholme Showground campus. The Clerk is to provide training on conflicts of interest as part of one of the away days. The Clerk was asked to discuss potential dates with the Deputy Clerk and it was agreed that dates should be arranged for a training session in the spring and one in September.

A verbal update on the business of the Governance and Search Committee meeting held on 15 October 2019 was **RECEIVED**.

19.17 GOVERNANCE

i. **To consider and approve the Governors' Handbook for 2019/20**

The Clerk noted changes have been made to the Governor's Handbook in relation to the membership of committees. If the College's committee structure is changed going forward the Handbook will be amended as appropriate.

The Governor's Handbook for 2019/20 was **APPROVED**.

Proposed: Mr A Silvester

Seconded: Mr R Ellison

ii. **To consider and approve the Corporation Annual Report for 2018/19**

The Clerk took Member's through the Annual Report. A couple of minor typos were spotted which would be corrected in the final version.

The Corporation Annual Report for 2018/19 was **APPROVED**.

Proposed: Mr A Silvester

Seconded: Mr R Ellison

iii. **To receive and consider collated responses to the Governor Self-Assessment Rating**

The Chair took the collated responses as read and the Board discussed the outcomes. It was acknowledged that there are a very small number of negative comments but there are also a lot of positive comments which reflect the work of the Members. The collated responses are helpful in highlighting the areas which require improvement and the College now needs to review the areas which need addressing in order to move forward with becoming outstanding. It was agreed it would be helpful to ask Atholl Stott, Chair of RNN Group and Board Member of AoC, to come to a training day to assess governance at one of the training days.

Action: Clerk

Mr A Ward noted in particular the responses in relation to staff awareness of the work of Governors. A Member suggested that staff awareness around the role of Governor can be limited and that this can give the impression that staff do not appreciate the Members. It was suggested this could be improved by increasing visibility of Members, for example by attending the annual staff meeting. It was noted, however, that Members should not stray into a management rather than a governance role. It was agreed that the Senior Leadership Team would consider further how the profile of the Governors could be increased in relation to staff.

Action: Principal

The collated responses to the Governor Self-Assessment Rating were **RECEIVED**.

iv. **To receive and consider the revised Governor Link Programme**

The proposed Governor Link Programme was considered by the Members who were content with the arrangements. One Member commented that it was good that Members had the chance to be linked with different areas of the business from last year.

The Governor Link Programme was **RECEIVED**.

v. **To consider a Governor Appraisal Process**

The Chair asked Members whether it would be helpful to introduce an appraisal process and if so, how they would like the appraisal to work. The Chair suggested Members should consider whether they would want, for example, a one-to-one appraisal, small group sessions, a group appraisal with a facilitator, or whether they would like senior management to give feedback to each individual governor.

Members agreed an appraisal process would have to be a two way process; it would give governors an opportunity to provide open and honest feedback and it would assist the College in understanding what governor expectations are for the role. Members concluded it would be a good idea to introduce an appraisal process and agreed that the Chair and the Principal would consider this further and report back to the Corporation.

Action: Chair/Principal

19.18 DATE OF THE NEXT MEETING

The next meeting of Corporation will be on Tuesday 10 December 2019 at 5.30 pm at Bishop Burton.

19.20 ANY OTHER URGENT BUSINESS

Mr Ward raised on item of AOB which is recorded in the confidential minutes. Mr Ward notified Corporation of his intention to step-down as a Member at the end of the meeting.

The Principal and Chair expressed their thanks for the work that Mr Ward had put in as a Member and in promoting the College.

At this point the Staff Governors, Finance Director and Interim Finance Director and Deputy Principals left the meeting.

There being no further business the meeting concluded at 8:00pm.

Signed: Chair.....

Name:.....

Date.....