



CORPORATION
MINUTES OF MEETING HELD ON TUESDAY 10 DECEMBER 2019
AT BISHOP BURTON COLLEGE
AT 5.30 PM

PRESENT: Mr A Menzies (Chair); Mr K Kendall (Vice-Chair); Mr B Meredith (Principal); Ms E Broadley, Mr R Ellison; Mr N Franklin, Mr J Hurst; Ms A Moran; Mr I Sackree, Mr A Silvester; Mr M Thomas; and Mr D Waxman.

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**"); and Mr S Kelly (Finance Director).

19.21 APOLOGIES FOR ABSENCE

Mr M Lucid.

19.22 DECLARATIONS OF INTEREST

- i. 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.

Mr I Sackree declared that his company occasionally works for the College in relation to the recruitment of staff but that he keeps himself separate from any College engagement.

19.23 MINUTES OF THE PREVIOUS MEETING

- i. Minutes of the previous meeting held on 22 October 2019, along with the confidential minutes, were **APPROVED** as an accurate record and were signed by the Chair.

Proposed: Mr M Franklin

Seconded: Mr R Ellison

- ii. The Clerk noted the Action Summary confirming that Mr J Hurst will be attending the annual staff meeting; that the paper on achievement rates would be included in the Principal's Report; that a direct debit had been arranged to pay OfS fees; that a facilitator had been identified to lead the Governors' Training Day in March 2020 and that the Governor appraisal process would be reviewed at the Governors' Training Day.
- iii. One Member asked if there was a template that could be used for governor appraisals from another college. The Chair said that Corporation could look into this.
- iv. The Principal reported in relation to an action point that the refectory at Riseholme Showground Campus will be reconfigured to provide more social space for students and another cafeteria area was being made available.

19.24 PRINCIPAL'S REPORT TO THE GOVERNORS – DECEMBER 2019

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

Proposed: Mr M Franklin

Seconded: Mr R Ellison

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

Further to a point arising out of the Principal's Report, the Members **AGREED** to re-schedule the Corporation meeting scheduled for 4 February 2020 to 18 February 2020.

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

19.25 AUDIT COMMITTEE BUSINESS

i. To receive and consider the Minutes of the Audit Committee Meeting held on 28 November 2019

The Audit Committee Chair took the Members through the minutes. In response to a Member's question the Members discussed the provision of first class rail travel. It was noted that the College's policy is that travel tickets must provide value for money and whilst this would usually mean standard class is the preferred option, occasionally, first class travel can provide value for money where, for example, it enables work to be completed during travel. The Finance Director pointed out that no first class travel has been undertaken this academic year.

The minutes of the Audit Committee meeting held on 28 November 2019 were **RECEIVED**.

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

The Audit Chair took the Members through the Questionnaire noting that the Audit Committee had reviewed this document in depth. It was noted that the Committee had discussed, in particular, potential conflicts of interest in relation to staff and third party contractors and confirmed that, in order to avoid conflicts, senior staff are not permitted to use College contractors. It was noted that the Questionnaire is an internal document only, which is answered by the Senior Leadership Team and used by the Auditors as a starting point for the Regularity Audit.

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

Proposed: Mr D Waxman

Seconded: Mr R Ellison

iii. To consider and approve on the recommendation of the Audit Committee the Member's Report and Financial Statements including the Regularity Audit Report for 2018/19

The Audit Chair took the Members through the financial statements and directed Members the summary of this item in the Audit Committee minutes.

The Finance Director highlighted that there was a surplus of £662,000 before the pension FRS102 adjustments. The Finance Director pointed to the further information in the accounts in relation to senior staff pay, a requirement which has been discussed by the Audit Committee following review of the ESFA's governance checklist. Financial performance indicators are all being met apart from the gearing ratios which are higher due to the capital build at the Riseholme Showground Campus.

The Members Report and Financial Statements including the Regularity Audit Report for 2018/19 was **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE**.

Proposed: Mr A Silvester

Seconded: Mr I Sackree

- iv. **To consider and approve on the recommendation of the Audit Committee the Management Letter on Financial Statements for 2018/19 including the Final Regularity Audit.**

The Audit Committee Chair took the Members through these documents and directed Members the summary of this item in the Audit Committee minutes. The Audit Chair drew the Member's attention to the Appendix to the document which highlights emerging issues in the college sector. The Finance Director clarified that the reference to adjustments "*washing through*" means that the end of year adjustments will be completed by the end of January.

The Management Letter on Financial Statements for 2018/19 including the Final Regularity Audit was **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE**

Proposed: Mr N Franklin **Seconded:** Mr D Waxman

- v. **To consider and approve on the recommendation of the Audit Committee the Annual Audit Committee Report for 2018/19**

The Audit Committee Chair took the Members through the Report noting that it summarised all of the Audit Committee's business in relation to internal audits and the financial statements audit for the financial year 2018/19. The report includes the Audit Committee's opinion – that an adequate and effective framework for governance, risk management and control is in place.

The Annual Audit Committee Report for 2018/19 was **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE.**

Proposed: Mr I Sackree **Seconded:** Mr N Franklin

- vi. **To consider and approve on the recommendation of the Audit Committee the College Risk Management Annual Report for 2018/19**

The Audit Chair took the Members through the Report noting that the Risk Management Register is reviewed at every Audit Committee meeting and a robust risk management framework is in place. The Audit Chair noted that the Committee had had a lively discussion in relation to the description of the College as a "Risk Averse Organisation" in the risk policy which was widened out to be discussed by Members at the Corporation meeting. The Members agreed with the Committee's conclusion that the College is not "Risk Averse" as this indicates that the College avoids all risk. The College is entrepreneurial in its approach, the important thing is that the College is "Risk Aware" and has a robust framework in place to manage risks.

It was **AGREED** that the reference to "Risk Averse" in the Risk Management Strategy should be replaced by "Risk Aware".

Action: Finance Director

The College Risk Management Annual Report for 2018/19 was **APPROVED ON THE RECOMMENDATION OF THE AUDIT COMMITTEE.**

Proposed: Mr J Hurst **Seconded:** Mr R Ellison

19.26 FINANCIAL MANAGEMENT REPORTS

The Members **RESOLVED** that the Financial Reports should be considered as a confidential item.

Proposed: Mr M Franklin **Seconded:** Mr R Ellison

i. **To receive and consider the Management Accounts to 31 October 2019.**

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

The Finance Director informed the Members that the terms for the loan for the Riseholme Showground Campus had been altered following the October meeting of Corporation, that the interest rates have increased to 1%, and that the term was now 2 + 5 rather than 2 + 7 years.

The Members **APPROVED** the changes to the loan terms.

Proposed: Mr A Silvester

Seconded: Mr J Hurst

The Management Accounts to 31 October 2019 were **RECEIVED**.

ii. **To receive and consider a Report on Debtors**

The Finance Director took the Members through the Report on Debtors.

The Report on Debtors was **RECEIVED**.

iii. **To consider and approve a proposal for the fees for the Showground Residential Accommodation**

The Finance Director took the Members through the proposal which was approved by the Members. The fees for the Riseholme Showground Campus residential accommodation were **APPROVED**.

Proposed: Mr K Kendall

Seconded: Mr D Waxman

iv. **To receive and consider details of the new ESFA Integrated Financial Model for Colleges.**

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

The ESFA Integrated Financial Model for Colleges was **RECEIVED**.

19.27 COLLEGE PERFORMANCE REPORTS

i. **To receive and approve the FE Self-Assessment Report for 2018/19.**

The DPCQ took the Members through the draft FE Self-Assessment Report. It was noted that this was done under a new inspection framework. The College had undergone a process of internal and external self-assessment. FE Associates had been engaged to conduct an assessment of teaching and learning to validate internal judgements.

The DPCQ said that the internal leadership is thought to be very good but the College could not provide an "Outstanding" grade for leadership overall whilst the Corporation was rating itself as "Good". It was also noted that English and Maths results and apprenticeships also needed work to be brought up to "Outstanding".

In terms of individual curriculum departments, several were rated very highly. The introduction of a new curriculum in Equine had caused issues which lead to a reduced pass rate last year and there was room for improvement. In response to a Member's question, the DPCQ said that the self-assessment report is sent to Ofsted and would be the basis for any inspection. It would be problematic for the College if it graded itself too highly and Ofsted disagreed following an inspection, so the College always takes a realistic approach to its own self-assessment. The DPCQ said that if you just looked at the data the College would likely be "Outstanding", the main weaknesses would be in Maths and English.

One Member commented that he would like to see a bridge to get from “Good” to “Outstanding” from a leadership perspective and noted that it is important that the proposed governance changes are implemented now, before the College is judged by Ofsted. The Principal was asked for Ofsted categories to be looked at as part of the governance training session that would take place at the Governor Training Day in March.

Action: Principal

The FE Self-Assessment Report for 2018/19 was **APPROVED**.

Proposed: Mr K Kendall

Seconded: Mr M Thomas

ii. **To receive and approve the HE Self-Evaluation Report for 2018/19**

The DPCQ took the Members through the HE Self-Evaluation Report. The DPCQ noted that the success rates and achievement rates have been down on last year and also the student survey had been disappointing this year.

The DPCQ reminded the Members, a lot of work has been done to improve HE student satisfaction results, including a revamping of Freshers' Week, improving student social spaces and a new induction programme. A restructuring of the FE management structure last year will also help in providing clear lines of responsibility. The staff are aware of what is expected of them in order to improve and so far are responding positively. It was noted that retention figures are good but success rates are not as good as they need to be. It was noted that the UCAS requirements for admission have been increased with a view to improving success rates. It was also noted by one Member that this may improve recruitment with a higher threshold to entry pointing towards quality.

The HE Self-Evaluation Report for 2018/19 was **APPROVED**.

Proposed: Ms A Moran

Seconded: Mr K Kendall

At this point Mr J Hurst left the meeting.

iii. **To receive and consider the Annual Health & Safety Report for 2018/19**

The DPHROS took the Members through the Report. The Chair commented that it was important that the schedule of individual incidents was circulated to the Members to provide perspective to the overall figures. For example, it highlighted the number of incidents relating to Equine. Considering the scale of the College's operations over two sites the Chair commented that one reportable incident in a year was very good. The DPHROS said that she would obtain bench marking data from Landex to compare the amount of incidents.

Action: DPHROS

In response to a Member's question the DPHROS said that equine related incidents extended to external riders as well as students. One Member commented that it was a matter of concern that there had been 79 incidents in the first three months of this year and on that trend the number of Health & Safety incidents for 2019/20 seemed to be heading higher than in 2018/19. The DPCQ noted that equine related incidents tended to be higher at the beginning of an academic year as students learn riding skills the number of incidents decrease in the second half of the year as the students skills improve. The Chair commented that he would prefer over reporting rather than under reporting when it comes to health and safety incidents. The important measure is what happens over time.

The Annual Health and Safety Report for 2018/19 was **RECEIVED**.

19.28 GOVERNANCE AND SEARCH COMMITTEE

i. To receive and consider the minutes of the Governance and Search Committee meeting held on 15 October 2019

The minutes were taken as read.

The minutes of the Governance and Search Committee meeting held on 15 October 2019 were **RECEIVED**.

ii. To receive a verbal update on the Governance and Search Committee meeting held on 10 December 2019

The Chair took the Members through the business of the Governance and Search Committee meeting. In particular, the Principal took the Members through the proposal to move away from the Carver model of governance, and to a committee based system which is adopted by many other colleges. The proposal would involve the creation of two new committees dealing with Finance and Resources and Quality Enhancement and Standards.

The meeting cycle will be changed to:

- Full Corporation - 5
- Audit Committee - 4
- Governance and Search and Remuneration Committee - as required
- Finance and Resources Committee - 4
- Quality Enhancement and Standards - 4

It was proposed that there would be a minimum of four members of Corporation on each committee. Committees could also include co-opted members with relevant expertise. It was noted that terms of reference would need to be drafted and the committees populated. One Member noted that staff and student governors would also be included on the Education/Standards Committee. It was noted that the new committee structure would be launched for the start of the academic year 2020/21.

The Chair confirmed that detailed proposals would be brought to the February meeting of the Corporation. **Action:** DPHROS

The Clerk would also be bringing a proposal for clerking services. The options are to either continue with the external provision of clerking services or to employ an in-house clerk for two to three days a week.

Action: Clerk

The Members all **AGREED IN PRINCIPLE** to the proposals for a new committee governance structure.

Proposed: Mr A Silvester **Seconded:** Mr I Sackree

iii. To consider, and if thought fit, approve on the recommendation of the Governance and Search Committee the appointment of a new external member

The Chair reported that the Governance and Search Committee had interviewed two candidates earlier in the day. The Committee had also agreed to take forward the applications of three other candidates who, on paper, appear to be of a very high calibre.

The two candidates interviewed today both interviewed strongly and it was decided that Victoria Shannon would be recommended for appointment. The other candidate would be considered alongside the three other candidates who would be interviewed in early January. A decision would then be made in relation to further appointments at the meeting to be held on 18 February 2020.

The Members had a general discussion about the current skill set of the board and the potential need to fill agricultural vacancies. It was noted that the gaps previously identified by the Governance and Search committee were in relation to those with a financial background, or with experience in equine and/or sport. It was also noted that the co-opted governor for the Audit Committee continued to be advertised as this had not been filled.

The Members **RESOLVED ON THE RECOMMENDATION OF THE GOVERNANCE AND SEARCH COMMITTEE** to appoint Victoria Shannon as an external member of corporation for a term of three and a half years ending on 31 August 2023.

Proposed: Mr A Silvester **Seconded:** Mr D Waxman

19.29 GOVERNANCE

It was noted that the Governor Training Day would be held on Friday, 6 March 2020 and further details would be circulated in the New Year.

19.30 DATE OF THE NEXT MEETING

The next meeting will be on Tuesday 18 February 2020 at 5.30 pm at Bishop Burton College.

19.31 ANY OTHER URGENT BUSINESS

None.

19.32 CONFIDENTIAL ITEMS

There was one confidential item which is covered in the confidential minutes.

There being no further business the meeting concluded at 7:40pm.

Signed: Chair.....

 Name:.....

 Date.....