

Non-Confidential Minutes of the Corporation Meeting
held on 17 December 2024 at Bishop Burton College at 5.00pm

Corporation Members	Appointed as	Chair/Vice	Apologies
Angela Moran	Independent Member	Vice Chair until appointed as Chair from Minute 9.1)	
Neil Cunningham	Staff Member		
Susan Hamer	Independent Member		
Jim Harris	Independent Member		
Chris Henson	Independent Member		
John Hurst	Independent Member		
Danny Metters	Ex-Officio		
Adam Milner	Independent Member		Until: []
Emma Milson	Independent Member		Apologies
Peter Phythian	Independent Member		Apologies
David Richardson	Independent Member		
Martyn Thomas	Independent Member		
Gray Towse	Independent Member		Until: Item 5
Ian Watson	Independent Member		
Laura Woodhouse	Staff Member		
Henri-Anderson Pinder	Student Member	From Minute 6 until Minute 5.1	
Sophie Warriner	Student Member	From Minute 6 until Minute 5.1	

In Attendance			
Sallyanne Pearson	Director of Governance		(DG)
Kate Calvert	Chief People Officer	(Executive from	(CPO)
Beth Curtis	Vice Principal Riseholme & Business Development	Minute 6)	(VPRBD)
Stephen Kelly	Chief Financial Officer		(CFO)
Sharron Mansell	Vice Principal Quality of Education & Skills		(VPQES)
Helen Wooldridge	Vice Principal Growth Planning & Performance		(VPGPP)
Richard Lewis	RSM (External Auditors) (from Minute 6 until Minute 3)		(RSM)

(Minutes: 2024/25.2)

1 Welcome, Apologies, and Absences

Angela Moran (Vice Chair of the Corporation) opened the Meeting.
Apologies were noted, **with consent**, from Emma Milson and Peter Phythian.
The Vice Chair noted the resignation of Ian Sackree and explained that a new Chair to the Corporation would need to be appointed at the outset of the Meeting.

2 Declarations of Interest

2.1 Consider and declare, as required, amendments to the Register of Interest

Nothing Raised.

2.2 Consider and declare conflicts of interest to items arising as part of the evening's business

- Angela Moran: Item 3 (Appointment of Chair)
- Gray Towse: Item 3 (Appointment of Vice Chair)

9 Any other Urgent Business

9.1 Appointment of Chair of the Corporation

The DG explained that Ian Sackree, the former Chair of the Corporation, had resigned and a new Chair needed to be appointed. Formal thanks were noted to Ian Sackree for his commitment to the College and Corporation. It was confirmed that Angela Moran was the only nominee for the role, which had been supported verbally and in writing in advance of the Meeting.

Angela Moran left the Meeting

Discussion was opened. The Corporation discussed the nomination and possible length of tenure.

The Corporation **RESOLVED** to appoint Angela Moran as Chair of the Corporation until July 2026 (being the remaining amount of tenure she would have served as Vice Chair) with the appointment being reviewed at the end of the academic year. It was noted that Angela Moran would need to step down as Chair of the Audit Committee. The DG noted that the composition of the Audit Committee would need to be reviewed at the Governance, Search and Remuneration Committee Meeting in January 2025.

Angela Moran returned to the Meeting

The Corporation updated Angela Moran on her appointment who noted her thanks for the support shown. Angela Moran continued the Meeting in her capacity as Chair; noting her immediate resignation as Chair of the Audit Committee.

9.2 Appointment of Chair to the Audit Committee

The nomination of Ian Watson, as Chair of the Audit Committee, was noted.

Ian Watson left the Meeting

The Corporation discussed the nomination and support thereto. It was noted that Ian Watson would only be able to act as Chair of the Committee for a limited period of time owing to other commitments. Discussion was undertaken. It was **RESOLVED** that Ian Watson be appointed as Chair of the Audit Committee but the length of tenure be reviewed at the Governance, Search and Remuneration Committee Meeting in January 2025.

ACTION: Ian Watson's length of tenure as Chair of the Audit Committee and the composition of the Audit Committee to be reviewed at the Governance, Search and Remuneration Committee Meeting in January 2025

Ian Watson re-entered the Meeting.

Ian Watson noted his appointment as Chair of the Audit Committee.

9.3 Appointment of Vice Chair to the Corporation

The DG confirmed that a nomination and requisite support had been made for Gray Towse's appointment as Vice Chair of the Corporation.

Gray Towse left the Meeting

Discussion was undertaken regarding the requirements to appoint a Vice Chair as part of the evening's business. The progression and development of Governors through the roles of Committee Chair and then Vice Chair/Chair of the Corporation was discussed.

The Corporation **RESOLVED** not to appoint a Vice Chair, as part of the evening's business, and is to review its expectations of the role (and succession thereto) at the Governance, Search and Remuneration Committee Meeting in January 2025.

Gray Towse re-entered the Meeting

The Chair summarised the discussions undertaken; thanking the nominee for the interest in the role.

ACTION: Role of Vice Chair, Role Description of Vice Chair and succession planning thereto to be discussed at the Governance, Search and Remuneration Committee Meeting in January 2025

7 Governance

7.1 Consider and approve the appointment of Student Members

- (a) The Chair explained that the Corporation had adjusted its Instrument and Articles of Association (**I&AGs**) to increase the number of Student Governors from two to three; each from specific cohorts of the College. It was noted however that, following the election process, two students from the Bishop Burton campus had been appointed as President and Vice President of the Student Association.

Following discussion, the Corporation **RESOLVED** that Henri-Anderson Pinder and Sophie Warriner (the two elected students) would act jointly and hold one Student Governor seat on the Corporation.

A Governor commented that although the I&AG's mandated representation across the College; this had clearly not been achieved and works to develop, incentivise and support students to want to participate in these roles should be developed. The Principal confirmed that the approach had been developed to date bringing about the interest received and it would be built on in readiness for the next year.

Richard Lewis entered the Meeting.

Henri-Anderson Pinder and Sophie Warriner entered the Meeting.

Kate Calvert, Beth Curtis, Stephen Kelly, Sharron Mansell and Helen Wooldridge entered the Meeting.

The Chair welcomed the Student Governors to the Corporation.

6 Committee Reporting (Part Two)

6.2 Finance and Resources Committee (Tuesday 10 December 2024)

- (a) **Note receipt of the Minutes and accept them into the record**
Receive the Summary of Minutes and Annual Reports from the Chair
(Items taken as one)

A verbal summary of the Minutes was provided by the Chair of the Finance and Resources Committee (**F&R Chair**). Minutes of the Meeting and Summary of Minutes/Annual Reports are to be provided to the next Corporation Meeting.

This item was taken as confidential

4 Committee Reporting (Part One)

4.1 Audit Committee (Thursday 28 November 2024)

(b) Receive the Summary of Minutes and Annual Reports from the Chair and on the advice of the Committee and External Auditor (where appropriate), consider and approve:

i) **the Regularity Audit Self-Assessment Questionnaire 2023/24**

RSM confirmed that the Audit Committee had reviewed the Questionnaire and it was recommended for approval. Minor amendments since its consideration at the Audit Committee were noted.

ii) **the Annual Report of Audit Committee 2023/24**

It was reported that the Annual Report had been updated, since the Audit Committee Meeting, to reflect the material uncertainty regarding the going concern and factual changes relating, primarily, to the Corporation's Membership. RSM confirmed the Audit Committee's opinion that the Corporation's internal assurance framework was effective.

iii) **the Report and Financial Statements 2023/24**

RSM explained that the Financial Statements reflected the College's performance including educational activities and its strong cash position. RSM reiterated the material uncertainty relating to going concern.

Particular reference was made to the following:

- the "Statement of Corporate Governance and Internal Control" and the Corporation's responsibilities and conclusions thereto;
- the "Statement on the College's Regularity, Propriety and Compliance" which detailed the non-contractual termination payment which breached Managing Public Money requirements;
- the modified opinion in the "Independent Auditors Report to the Corporation" relating to the material uncertainty of going concern;
- the treatment of the LPGS Pension Scheme as an asset for the 2023/24 period but it was noted that this could change going forward pending actuarial review;
- the modified conclusion set out in the "Independent Reporting Accountant's Report on Regularity to the Corporation" relating to the non-contractual termination payment in breach of the requirements of the Managing Public Money

It was queried whether the Statement of Internal Control and Governance needed to be amended to reflect the material uncertainty on going concern. RSM confirmed, in their opinion, it did not and an explanation was provided. It was confirmed however that the Statement had been updated to reflect the changes in board membership.

iv) **the Final Audit Findings Report 2023/24**

RSM referred to its opinions contained in both the Report and Financial Statements as well as the Audit Findings Report and its conclusions relating to the material uncertainty over going concern and the non-contractual termination payment. RSM confirmed that amendments to reflect the updated position had been made to the Final Audit Findings Report following its submission to the Audit Committee.

v) **Appointment/Resignation of Directors of the Subsidiary Companies**

The CFO explained that the directorships of Bishop Burton Farm Enterprises Limited (being the only live subsidiary) needed amendment. The Corporation **RESOLVED** that Bill Meredith and Ian Sackree be removed as Directors and Danny Metters and Martyn Thomas be appointed as Directors.

It was further noted that the Statement of Corporation Governance and Internal Control would also be amended to reflect these changes .

The Corporation considered all items discussed, in completeness, as part of Item 4.1. The Corporation **APPROVED** all the documents pending the amendments noted and delegated authority to Danny Metters, Angela Moran, Martyn Thomas and Ian Watson to sign off, as appropriate, the aforementioned documents (including subsidiary accounts).

The Summary Minutes were **noted** and **acknowledged**.

Richard Lewis left the Meeting

3 Minutes of the Previous Meeting

3.1 Receive and approve the Non-Confidential Minutes from the meeting held on 15 October 2024

It was noted that David Richardson was omitted from the attendance list of the Minutes. The DG is to amend the Minutes. Pending the amendment, the Minutes were confirmed as a true and accurate record of the Meeting and were **APPROVED**.

Action: DG to amend Minutes and include David Richardson to the attendance list

3.2 Receive and resolve the Action Summary and Matters Arising

The Committee noted and reviewed the Action Summary and its updates. Actions were **RESOLVED** and are detailed in Appendix 1 to these Minutes.

4 Committee Reporting (Part One)

4.1 Audit Committee (Thursday 28 November 2024)

(a) Note receipt of the Minutes and accept them into the record

The Minutes were accepted into the Corporation's Record.

(b) Receive the Summary of Minutes and Annual Reports from the Chair and on the advice of the Committee and External Auditor (where appropriate), consider and approve:

The Summary Minutes and the Annual Reports were **NOTED** and **ACKNOWLEDGED** and the following items noted:

v) **the Risk Management Annual Report, Strategy and Policy**

The revised Risk Management Strategy and Policy were presented. Items were taken as read and **APPROVED** by the Corporation.

(vi) **the revised Risk Register and Risk Management Action Plan**

It was explained that the Risk Register and Risk Management Action Plan had been reviewed and updated to reflect feedback from collaborative training sessions across the College. **Governors opened discussion whether the Risk Register sufficiently reflected the risk of breaching loan covenants.** Discussion was undertaken and the CFO is to review.

ACTION: CFO to ensure that the risk of breaching bank loan covenants is reflected accurately in the Risk Register and Risk Management Action Plan.

The Corporation **APPROVED** the Risk Register and Action Plan.

The Chair raised a further discussion item of the Audit Committee surrounding the increasing of credit/purchasing cards at the College. The rationale outlined and the Corporation's support to explore this further was sought. The Corporation **APPROVED** further exploration and a proposal is to be reviewed by the Audit Committee at its next Meeting.

6 Committee Reporting (Part Two)

6.1 Curriculum and Quality

(a) Note receipt of the Minutes for the Meeting held on 3 December 2024 and accept them into the record

The Minutes were **accepted** into the record.

(b) Receive the Summary of Minutes and Annual Reports from the Chair

The Chair of the Curriculum and Quality Enhancement Committee (**C&QE Chair**) provided an update. The C&QE Chair explained that the Meeting had been lengthy and a Special Committee Meeting had been convened to ensure diligence in carrying out its responsibilities. The C&QE Chair explained that areas previously of focus, such as apprenticeships, had improved in performance and reflected positively on the assurance provided by operational leads especially around attendance and student experience. The C&QE Chair emphasised that the Corporation could be reassured of the attention given to various issues. The College leadership was commended for their understanding and prompt responses to questions.

Summary overview of the below documents was undertaken. The Corporation took the following items as read with no comments raised:

i)	Quality of Education Improvement Strategy :	APPROVED
ii)	HE OfS Regulation Compliance Tracker:	APPROVED
iii)	Teaching, Learning and Assessment Policy:	APPROVED
iv)	Academic Admissions Higher Education Policy (2024/25):	APPROVED

The Summary Minutes and the Annual Reports were **NOTED** and **ACKNOWLEDGED**.

(c) Special Meeting held on 9 December 2024

Gray Towse, who had acted as Chair of the Special Meeting, updated the Corporation.

A Special Committee Meeting had been convened to provide further scrutiny to the Self-Assessment Report (**SAR**) and Self-Evaluation Document (**SED**). It was explained that the SAR had undergone several modifications and was a more accurate representation of the organisation. The SAR had determined a Self-Assessment of "Good" with "Outstanding" features. Reporting moved on to the SED which was described as robust. The Assistant Principal for HE was praised for understanding and handling of challenges. The document provided strong assurance to the Committee, with some minor amendments suggested for grammar and spelling. Reference was made to data included in the SED which appeared to have anomalies. This is being reviewed and will be updated in due course.

The SAR and the SED (subject to the amendments noted) and ancillary Quality Improvement Plans were **APPROVED** by the Corporation.

Gray Towse left the Meeting

5 Principal's Report: College Performance, Strategic Priorities and KPIs

5.1 Objectives and Priorities Plan and approval of 2024/25 Key Performance Indicators

(The Principal presented a PowerPoint to the Corporation)

The Corporation **RECEIVED** the Principal's Update via PowerPoint Presentation.

Vision, Mission and Values

Collaborative works with all stakeholders around developing and determining the Vision, Mission and Values was outlined. In-depth discussions were undertaken to determine the final prose to ensure clarity and inclusivity for all.

The Corporation **APPROVED** the following:

Vision Statement: "Leaders in specialist and technical education, at the forefront of developing the workforce of the future through innovation and engagement."

Student Governors left the Meeting

Mission Statement: "Transforming lives through high quality education which raises aspirations and delivers sustainable skills to prepare students for success."

The discussion moved on to the Colleges values. It was proposed that the values be determined by the staff body during an all-staff training day. The Corporation **APPROVED** the proposal to allow the staff body to determine the final version of the values.

Key Performance Indicators (KPI's) and Growth Strategy

Reference was made to the KPIs in readiness for approval. **A Governor referred to the need for a more defined approach to enterprise; the importance of an enterprise umbrella that encompassed values and guiding commercial activities and partnerships was noted.** The Executive Team explained that the Stakeholder Engagement Strategy and the Commercial Strategy were currently being developed. The Executive Team confirmed that following feedback from the Governor's Strategic Sprint growth at Riseholme had been reviewed and revised and was contained in the Growth Strategy as part of the evening's business.

The Corporation **APPROVED** the Key Performance Indicators and the Growth Strategy

Update on the Environmental and Sustainability Strategy

The Environmental and Sustainability Strategy is to be provided to the next Corporation. Governors requested an update on the College's current position and timescales involved in meeting its targets emphasising the importance of integrating sustainability into the institution's operations and decision-making processes.

6 Committee Reporting (Part Two)

6.2. Finance and Resources Committee (Tuesday 10 December 2024)

- (b) Receive the Summary of Minutes and Annual Reports from the Chair and on the advice of the Committee:

(Taken in part earlier in the Meeting)

- iii) Annual Equality & Inclusion Report 2023/24

The document was outlined in brief and noted for receipt by the Corporation.

7 Governance

7.1. Appointment of Members

- (b) **Appointment of Independent Member (Olly Nicoll)**

A summary overview of the recruitment process and skill set of a proposed Governor was provided. It was confirmed that the number of Independent Members on the Corporation would not need to increase given the resignation of Ian Sackree.

The Corporation **APPROVED** the appointment of Olly Nicoll as an Independent Member and is to consider which Committee to appoint him to at the Governance, Search and Remuneration Committee Meeting in January 2025. Authority was delegated to the DG to commence the proposed Governor's Term of Office upon satisfactory completion of all pre-appointment checks.

ACTION: Olly Nicoll to be aligned to a Committee at the Governance, Search and Remuneration Committee Meeting in January 2025

7.2 Strategic Sprint

Plenary of discussions and actions arising from the Strategic Sprint Event held on Saturday 23 November 2024

The Corporation **NOTED** the paper provided for information.

7.3. Stakeholder Engagement

- (a) **Receive and note the Link Governor Programme**

The Corporation formally **NOTED** and **APPROVED** the Link Governor Programme and the Link Governor Programme and Commercial Enterprise Areas Guidance.

- (b) **Receive and note attendance and feedback from Link Governor Visits / Skills and Employer Advisory Group and other Stakeholder Engagement Event**

The Corporation noted the update provided. **It was commented by a Governor that the number of employers who had attended the event had been relatively low and this needed to increase.** The Principal outlined initiatives being put in place to strengthen attendance from employers.

8 Policies/Policy Cycle

8.1 Receive and note the Physical Intervention Policy

The Corporation noted the amendments made for information.

8.2 Consider and approve the Update on the Policy Cycle

A discussion on proposed amendments to the Policy Review and Policy Cycle was undertaken. The DG advised that the current process should be reviewed in full to ensure it was not overly onerous to Governors but did ensure it was carrying out its duties in full. The DG is to provide a review of the current process to the Governance, Search and Remuneration Committee Meeting in January 2025.

ACTION: DG to provide an update on the Policy Cycle at the Governance, Search and Remuneration Committee Meeting in January 2025

9 Any Other Urgent Business

Nothing raised.

There being no further business the meeting closed at: 8:15pm

Chair _____

Name _____

Date _____

Appendix 1

Min Ref	Title	Action Point	Person/s Responsible	Action
24 September 2024				
(2425.1) 4.2	Governance and Search Committee	DG to work with Principal and CEO to align Members to areas and themes of the Link Programme and circulate	DG	Complete
		Updated 15 October 2024 : DG to finalise and circulate the Link Programme to Members and the ELT	DG	Complete (On Agenda)
15 October 2024				
(2425.2)8	Policies (Part One)	VPGPP to amend the Physical Intervention Policy to provide clarity on when the Physical Intervention Policy would be relied upon	VPGPP	Complete (On Agenda)
(2425.2)3	Minutes of the Previous Meeting	DG to amend the Minutes to reflect Adam Milner’s attendance	DG	Complete
(2425.2)4.2	College Performance: Strategic Priorities and Key Performance Indicators	Ownership and monitoring of risk management areas to be included in the Objectives and Priorities Plan	CFO / Principal	Update received. Remove as Action
(2425)5.1	Reports (Part Two)	DG to circulate the link to the Association of Colleges updates	DG	Complete