

MINUTES OF MEETING OF THE GOVERNING BOARD HELD AT 5.30PM ON THURSDAY 8 DECEMBER 2022 VIA TEAMS

Present: Dr S Morton (Chair) Mr R Newall
 Dr A Birkinshaw
 Ms J Atkins
 Professor J Craig
 Dr J Guth
 Mr D Langton

In attendance: Mr G Dixon - Vice-Principal (Finance and Resources)
 Mrs A Lall - Vice-Principal (Curriculum and Quality)
 Mr D Bulloch - Director of Curriculum
 Ms K Rae – Armstrong Watson (External Auditors)
 Mrs C Drury – NLG (External Governance Reviewer)
 Mrs J Tracy - Interim Director of Governance

ACTION

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| M22/56 | <p>The Chair welcomed Ms Karen Rae and Mrs Carole Drury to the meeting. Ms Rae was attending in relation to the Finance papers (Item 7). Mrs Drury was attending as part of the External Governance Review.</p> | |
| M22/57 | <p>The Chair informed Board members that as the meeting would not be quorate for the Confidential Items 14 - 17, unless Mr M Stone was able to join the meeting at some point, and as the Staff Governors would be asked to leave for these items, an additional Board meeting would be arranged for Items 14 – 17.</p> <p><i>Post meeting update: Board meeting arranged for Thursday 15 December 2022 at 6pm.</i></p> | |
| M22/58 | <p>Item 1: APOLOGIES FOR ABSENCE</p> <p>There were apologies for absence from Mr E Drake, Ms H Kerrick, Mrs J Rogers, Mr M Stone, Luke Scott (Student Governor), Mx L Johnson (Principal and CEO) and Mrs J Matthews (Director of Governance)</p> | |
| M22/59 | <p>Item 2: DECLARATIONS OF INTEREST</p> <p>There was a declaration of interest from Professor J Craig regarding his appointment as an Office for Students (OfS) Teaching Excellence Framework (TEF) assessor.</p> | |
| M22/60 | <p>Item 3: BUDGET 2022-23</p> <p>a. AEB UPDATE AND PLAN 2022-23</p> <p>Duncan Bulloch, Director of Quality, presented the paper which, as previously requested, included further information on the current position of the AEB budget against the end of year target. The paper also covered the reasons for missed targets, the plans to mitigate the current shortfall and the risks associated with those mitigations. Areas of risk in the curriculum plan had been RAG-rated.</p> | |
| M22/61 | <p>The Board noted the forecast view which allowed for planned and new activity and that if all came to fruition, the College would achieve 98% of the target AEB budget.</p> | |
| M22/62 | <p>The Chair expressed his appreciation for the work which was being undertaken to improve the situation, but requested information on whether the College was looking at an overall shortfall in income. The Vice Principal (Finance and Resources) confirmed an anticipated shortfall of £22k, though this was not a given.</p> | |
| M22/63 | <p>In answer to a question from a member of the Board, the Vice Principal (Finance and Resources) provided information on the work being undertaken regarding potential subcontracting work. The Board was also given assurance on how the quality of such provision would be ensured. The Board also received information on the marketing activities related to student recruitment.</p> | |

Mr Bulloch left the meeting. (17:55pm)

M22/64 It was **agreed** that it would be helpful for this report to be presented to the Board on a regular basis.

VP C&Q

Item 4: MINUTES

4a. MINUTES OF 6 OCTOBER 2022

M22/65 The minutes of the meeting held on 6 October 2022 were **approved**.

M22/66 The Board also **approved** the correction to the minute of the July 2022 Board meeting in relation to paragraph M21/189 to reflect the Board's approval of "the budget for 2022-23 and financial forecasts 2023-24".

M22/67 It was **agreed** that Item 8a – Financial Position Summary and Item 8b – Control Budget – would be taken next.

Item 8: BUDGET 2022-23

8a. FINANCIAL POSITION SUMMARY

M22/68 The Vice-Principal (Finance and Resources) informed the Board that with the ONS reclassification of colleges, the paper was now out of date. The Board noted that information on the impact of the reclassification was being received daily and that the College estimated that approx. £300k would be received from the ESFA capital funds as part of the reclassification, together with a capital allocation of £100k for energy efficiency initiatives to be spent by the end of July 2023. The Board was informed that the above would result in an improved cash flow position.

M22/69 The College was asked to provide information on any downsides regarding the reclassification. The Vice Principal (Finance and Resources) informed the Board that the College would not be able to borrow privately, there were controls over senior pay and in the longer term, there would be a change in the structure of how colleges would function. There were also discussions on moving the financial year end. The ONS reclassification was also covered in the Principalship update.

M22/70 A member of the Board also speculated whether a Labour government might move colleges to local authority control which would again completely change how colleges operated. The College was asked to note that a review of the Finance, Resources and Investment Committee schedule and agendas might be required to ensure that the College was able to anticipate the information which was needed.

M22/71 In answer to a question from a member of the Board, the Vice Principal (Finance and Resources) stated that the key areas were the change of the funding payment schedule and the funds for capital investment in the estate. The Vice Principal (Finance and Resources) confirmed that the change to the funding payment schedule would not impact on the College's financial health score.

8b. CONTROL BUDGET

M22/72 The Vice Principal (Finance and Resources) apologised to the Board as the appendices had not been included in the paper circulated to members. These would be circulated after the meeting. *Post meeting update: Appendices circulated.*

M22/73 The Vice Principal (Finance and Resources) summarised the key points, noting that these had been considered at Finance, Resources and Investment Committee. These included a pay review, investment in roles/services, employers' national insurance contributions, LGPS contribution rate, HE rate and utilities inflation. The overall impact of the changes on the financial health score was noted, though the overall rating remained as 'Good'.

M22/74 It was **agreed** that further consideration of the paper would be given after the item on staff pay award had been discussed.

M22/75 Mr D Langton left the meeting.

M22/76 It was **agreed** that Item 7 – Financial Statements would be taken next.

Item 7: FINANCIAL STATEMENTS

7a. AUDIT COMMITTEE REPORT TO THE BOARD

M22/77 The draft Audit Committee Report to the Board 2021-22 had been considered by Audit Committee at its meeting on 30 November 2022. A request by the Committee to an amendment to the wording in Section 11 had been completed.

M22/78 Noting the recommendation from Audit Committee, the Board **approved** the Audit Committee Annual Report 2021-22.

7b. MANAGEMENT LETTER

M22/79 Ms Rae from Armstrong Watson had joined the meeting to present the Management Letter in accordance with the ESFA requirement. It was noted that the Management Letter had already been considered at a joint meeting of the Audit and Finance, Resources and Investment Committee the previous week. Ms Rae had highlighted a number of points and confirmed that there was a clean unmodified audit opinion alongside a clean opinion on regularity.

M22/80 The Board **approved** the Management Letter as circulated.

7c. MANAGEMENT REPRESENTATION LETTERS

M22/81 The Board noted that the representation letters – for Audit and Regularity – had been considered at the joint Audit/Finance, Resources and Investment Committee meeting on 30 November 2022.

M22/82 The Board **approved** the Management Representation Letter for signature by the Chair, and noted that the Regularity Representation Letter would be signed by the Acting Principal as the Accounting Officer as cover for sickness absence of the Principal.

7d. FINANCIAL STATEMENTS 2021-22

M22/83 The Board had received the Financial Statements 2021-22 which had been considered by the Audit and Finance, Resources and Investment Committees and **approved** them as circulated, noting that as requested at that meeting, reference to equine, fuel and the reclassification of colleges had been included.

M22/84 Ms K Rae (Armstrong Watson) left the meeting (18.20pm)

Item 4: MINUTES

4b. REVIEW OF ACTION TRACKER AND MATTERS ARISING ON THE MINUTES

M22/85 Governors had received the action tracker and noted the updates on previous actions, including those by the Acting Principal. The Acting Principal confirmed that she was working through the outstanding actions to ensure that these were updated as necessary. Relevant actions would also be discussed at the next SMT meeting.

M22/86 The Chair provided an update on the Board Away Day scheduled for Thursday 26 January 2023. The focus for the day would be Ofsted and strategic partnerships, with external stakeholders being invited.

Item 5: PRINCIPALSHIP

5a. PRINCIPALSHIP REPORT

M22/87 The Board had received the Principalship report and members noted the update on a number of key activities which covered Ofsted, recruitment, and finance and resources.

M22/88 The Board noted the proposed grading for the SAR and the preparations in the College for an Ofsted inspection, the full details having been provided to Learning, Teaching and Assessment Committee. A training session for Governors would now be arranged for early in the New Year.

M22/89 The Board was informed that 16-18 recruitment was looking positive and recruitment activity continued for the remainder of the year in relation to other provision, including Adult Education.

M22/90 The information on Finance and Resources was as discussed previously in the meeting and included the update on the ONS reclassification of colleges. Information on estates development, the Strategic Development Fund (SDF) investment and curriculum efficiency and financial sustainability was also provided and noted by the Board.

M22/91 The Chair thanked the College for the succinct and informative report.

Item 6: LEARNING AND TEACHING

6a. LEARNING AND TEACHING REPORT

M22/92 The Vice Principal (Curriculum and Quality) presented the Learning and Teaching report which provided the Board with summary update on FE, Apprenticeships and HE, student engagement, teaching and learning, and outcome targets and 5-year strategic targets. Learning, Teaching and Assessment Committee had considered the detailed information.

M22/93 The Board was informed of the discussion at Learning, Teaching and Assessment Committee in relation to Office for Students (OfS) and the College's decision not to go to Teaching Excellence Framework (TEF) at that time.

M22/94 The Chair commented on the updates to the Self-Assessment Report (SAR) and Quality Improvement Plan (QIP) requested at Learning, Teaching and Assessment Committee. The Vice Principal (Curriculum and Quality) confirmed that this would be covered in the SAR report and that the College would be working on all feedback received to ensure that the QIP aligned with the SAR. The final version would be sent out to Board members in early January.

VP C&Q

M22/95 A discussion took place on the partnership with Hull University, the College reporting that there whilst a formal review had not been undertaken, there were no concerns and the move was seen as being positive. Further development and plans for future delivery were being discussed and the College was receiving good feedback from Hull on how it could improve, the validation processes, etc.

6b. SELF-ASSESSMENT REPORT 2021-22 AND QUALITY IMPROVEMENT PLAN 2022-23

M22/96 A paper setting out the key areas for the Quality Improvement Plan (QIP) for 2022-23 had been circulated and it was noted that it had been discussed by the Learning, Teaching and Assessment Committee. Feedback from the Committee and the validation meeting had been taken into account, and as previously mentioned the final SAR and QIP would be circulated to Board members.

M22/97 The Board noted the indicated grades which had been proposed against the Education Inspection Framework (EIF) key judgements and types of provision. Consideration was also given to the overall effectiveness judgement.

M22/98 The Board **approved** the key judgement grades, noting that the SAR and QIP would be updated as indicated and circulated to Board members prior to being uploaded to the Ofsted portal.

Item 7: FINANCIAL STATEMENTS

7a. AUDIT COMMITTEE REPORT TO THE BOARD

7b. MANAGEMENT LETTER

7c. MANAGEMENT REPRESENTATION LETTERS

7d. FINANCIAL STATEMENTS 2021-22

M22/99	See above – minutes recorded in order in which the item was considered.
	<p>Item 8: BUDGET 2022-23</p> <p>8a: FINANCIAL POSITION SUMMARY</p> <p>8b. CONTROL BUDGET</p>
M22/100	See above – minutes recorded in order in which the item was considered.
	<p>Item 9: HEALTH AND SAFETY AND ENVIRONMENT</p> <p>9a. HEALTH AND SAFETY ANNUAL REPORT 2021-22</p>
M22/101	The Vice Principal (Finance and Resources) presented the paper which provided the Board with and update on the Health and Safety across the College for the year ending July 2022.
M22/102	The Board was informed that the new Health and Safety Manager had started that day, this being slightly earlier than planned but was allowing for a longer handover period. In answer to a question from a member of the Board, the Vice Principal (Finance and Resources) confirmed that the Health and Safety Manager would be looking at the risk assessment and policies in practice.
	<p>9b. HEALTH AND SAFETY POLICY</p>
M22/103	The updated Health and Safety Policy had been circulated. The Board noted the changes to the Health and Safety structure within the College and Heather Kerrick’s role as Health and Safety Link Governor. The latter’s appointment would be included in the Policy.
M22/104	The Board approved the Health and Safety Policy on the recommendation of the Finance, Resources and Investment Committee and noting the amendment to be made as above.
	<p>Item 10: GOVERNANCE</p> <p>10a. REPORTS FROM COMMITTEES/GOVERNANCE MATTERS IF NO COMMITTEE REPORTS</p>
M22/105	The Board received the reports from Committee Chairs.
	<p>10b. APPOINTMENT TO:</p> <ul style="list-style-type: none"> - BOARD OF GOVERNORS - TEACHING, LEARNING AND ASSESSMENT COMMITTEE
M22/106	The Chair provided an update on the continuing work with Peridot on Board appointments. Having also considered the paper, the Board: <ul style="list-style-type: none"> - Noted the reminder re the appointment of Lisa Hart a member of the Board, and as recommended by Search and Governance Committee. Her term of office would be from 8 December 2022 to 31 March 2026 and subject to the successful outcome of DBS and other pre-appointment checks. The Board confirmed the appointment and also approved Lisa Hart’s appointment as the Safeguarding Link Governor. - Approved the proposals regarding the appointment of Claire Thomas. - Noted the proposed appointment to Learning, Teaching and Assessment Committee of both Staff Governors – Julie Atkins and Richard Newall - Formally ratified the appointment of Luke Scott as Student Governor with immediate effect, his term of office being until 31 July 2023 and subject to the satisfactory completion of the pre-appointment checks as per the report.
M22/107	The Chair explained the rationale for both Staff Governors being appointed to the Learning, Teaching and Assessment Committee. However, as the meeting was not quorate for this item, the appointment to Learning, Teaching and Assessment Committee of both Staff Governors would be taken to the next meeting of the Board.

M22/108	The Chair reminded the Board that work with Peridot on further Board appointments was continuing. He had also been in contact with the Yorkshire Dales and the potential interest in Board membership for the future was noted.	
M22/109	The Chair also reminded the Board that Sue Laycock would stay on until the end of March 2023, but the Board would need to look to the appointment of the Chair of Staffing and Remuneration Committee. The Chair wished to record the Board's thanks for her contribution over the years and Board members were asked to consider taking on this role.	All
M22/110	10c. REMUNERATION ANNUAL REPORT 2021-22 The Board received and approved the Remuneration Annual Report 2021-22, noting that this would have been considered and approved by Staffing and Remuneration Committee prior to submission to the Board. However, due to unforeseen circumstances, the Staffing and Remuneration Committee meeting had been cancelled.	
M22/111	Item 11: RISK MANAGEMENT 11a. STRATEGIC RISK REGISTER AND ACTION PLAN The strategic risk register had been circulated and the Vice Principal (Curriculum and Quality) highlighted the changes. It was noted that four red risks remained relating to achievement rates, income shortfall, AEB delivery and underperformance and poor Ofsted outcome.	
M22/112	The Board noted the addition of a new strategic risk in relation to changes in Senior Post Holders (SPH) and/or Chair of Corporation, but that this had been classed as low following mitigation.	
M22/113	Item 12: REVIEW OF MEETING Governors reviewed the effectiveness of the meeting and commented that quoracy had been an issue for the meeting. The Chair noted that unfortunately this had been unforeseen and the Interim Director of Governance provided an update on the particular circumstances for absence which were unavoidable.	
M22/114	It was agreed that the Interim Director of Governance would contact Board members to arrange for an additional Board meeting to consider the staff pay award and the budget sign off. <i>Post meeting update: Meeting arranged for Thursday 15 December 2022.</i>	Interim DG
M22/115	The Board considered whether any new risks should be added to the risk register. The Vice Principal (Finance and Resources) spoke about the ONS reclassification of colleges and the potential reduction in Board powers. It was agreed that this would be added to the risk register.	VP F&R
M22/116	Item 13: DATE OF NEXT MEETINGS It was noted that the next meetings would be held on: <ul style="list-style-type: none"> - Thursday 26 January 2023 (Away Day) - Thursday 9 February 2023 (Board Briefing) - tbc - Thursday 20 March 2023 	
M22/117	It was agreed that all Staff and Staff Governors leave the meeting. Mrs C Drury also left the meeting.	
M22/118	The following minute (in italics) was classified as confidential and not for publication.	
M22/119		
M22/120		
M22/121	Item 14: CONFIDENTIAL ITEM: PART 1: PAY AWARD – JANUARY 2023	
M22/122	Item 15: CONFIDENTIAL ITEM: PART 2: CONFIDENTIAL MINUTES	
M22/123	Item 16: CONFIDENTIAL ITEM: PART 3: CONFIDENTIAL MINUTES	

Item 17: CONFIDENTIAL ITEM: PART 4: CONFIDENTIAL ITEM

M22/124

M22/125

M22/126

The meeting closed at 7.00pm.