

## Agreed Minutes

### MINUTES OF THE MEETING OF THE FE CORPORATION

Held on Friday 25<sup>th</sup> March 2022, at 9.30am in the Skills Park Board Room and via MS Teams

Present: Professor Sam Luke (Chair), Martin Butterfield, Angela Cross-Durrant, Simon Enoch, Paul Ford, Nadine Guy, Margaret Martin, Chris Muller, Asa'ah Nkohkwo, Vince Romagnuolo, Frances Rutter (CEO/Principal), Peter Stamps, Nick Vaughan Barratt, Felicity Fletcher (Academic Staff Governor), Sylvia Ofei-Kwatia (Support Staff Governor), Alper Bakici (FE Student Governor), Aaron O'Connor (FE Student Governor)

In Attendance: George Jenkins (Chief Finance Officer), Donna Patterson (Assistant Principal HR), Cliff Shaw (Deputy Principal Curriculum & Quality), Dario Stevens (Deputy Principal Planning & Information), Sandra Dessent (Governance Professional)

<b>44.21</b>	<b>1.0 Apologies for Absence</b>
	Apologies for absence were received from Lynn Reddick, Lamé Verre and Kirsty Shaw (HE Student Governor).
<b>45.21</b>	<b>2.0 Declarations of Interest</b>
	<p><u>Professor Sam Luke</u>: Unremunerated Director of NESCOT Enterprises Ltd. (NEL)</p> <p><u>Peter Stamps</u>: Unremunerated Director of NESCOT Enterprises Ltd., (NEL)</p> <p><u>Sandra Dessent</u>: Salaried employee and Company Secretary of NESCOT Enterprises Ltd. (NEL)</p>
<b>46.21</b>	<b>3.0 Minutes of the Previous Meeting and Matters Arising</b>
	<p>The minutes of the meeting held on 28<sup>th</sup> January 2022 were agreed as a true record, subject to the amendment below:</p> <p>Minute 33:21, page 3 bullet point 6:</p> <p>'That the Senior Management Team reflect on their due diligence processes <i>to look outside the governance process, and apply common sense and basic research to ensure nothing is being missed</i>'.</p> <p>Matters Arising:</p> <div style="border: 1px solid black; padding: 5px;"> <p><b>Develop and implement induction programmes for new External Governor, and internal appointments for Chair of Corporation, Vice-Chair of Corporation and Chair of Curriculum &amp; Quality.</b></p> </div> <p>In progress and ongoing.</p>

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	<p><b>Follow up on FE Student Governor Findings regarding the responses in relation to the Student Induction Survey.</b></p> <p>Action complete - see minute 48.21.</p>
	<p><b>Ensure that students are aware of the College's commitment to process checks in a timely manner.</b></p> <p>Action complete – reported by Deputy Principal Planning &amp; Informaton.</p>
	<p><b>Meeting with Staff Governors and Head of Marketing to be arranged to discuss ways of raising the profile of Staff Governors in the College.</b></p> <p>Action complete - see minute 49.21.</p>
	<p><b>Assistant Principal to liaise with Staff Governors to maximise the effectiveness of the staff survey.</b></p> <p>Staff survey completed and meeting to be arranged to analyse the results. Also see minute 49.21.</p>
	<p><b>Director of Finance to provide updated financial model reflecting the potential impact of reduced income from Satellite sites and possible clawback from ESFA in 2022</b></p> <p>Action complete see minute 53.21.</p>
<b>47.21</b>	<b>4.0 Principal and Chair Update Report</b>
	<p><u>4.1 Chair's Report</u></p> <p>Following a recommendation from the Search &amp; Governance Committee it was unanimously agreed to appoint Paul Ford as an external Governor, for an initial term of two years expiring in March 2024. Following the ratification, Paul Ford joined the Board meeting and was welcomed to the Governing Body.</p> <p>The Chair also informed the Corporation that external Governor John Willis had resigned his position on the Board due to other commitments.</p> <p><u>4.2 Principal's Report</u></p> <p>The Principal gave an update to the Board with the following highlights:</p> <ul style="list-style-type: none"> <li>• Update on the restructure of the Executive Leadership Team</li> <li>• Institute of Technology: Coast to Capital agreed to £100,000 payment towards equipment and alterations</li> <li>• Animal Management: £100,000 payment agreed by Coast to Capital to enhance the animal care facilities</li> </ul>
<b>48.21</b>	<b>5.0 Student Matters</b>
	<p>Following on from the previous meeting the Student Governors revisited the Travel &amp; Tourism and Animal Management Students to assess</p>

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	<p>progress on outstanding issues that had been highlighted in the Student Induction Survey.</p> <p>Whilst there were still some minor timetabling issues with the Travel and Tourism students, they reported that overall students were happy with the responses to their concerns and appreciated that points they raised were being listened to and receiving attention.</p> <p>Students had been willing to take part and the Student Governors felt that students were more comfortable to talk to their peers rather than staff.</p> <p>It was noted that this project had been aimed at newly enrolled students and contact was made by going into classrooms and talking initially to groups. Going forward, now that their presence was being recognised, a specific NESCOMS page should be set up so that there is a central point for student feedback. This in turn will be reported to the Corporation.</p> <p>The Chair and CEO/Principal, on behalf of the Corporation, thanked the Student Governors for their professional and useful presentation and their hard work in bringing such important information to the attention of the Board.</p>
<p><b>49.21</b></p>	<p><b>6.0 Staff Matters</b></p>
	<p>The Staff Governors presented a report updating the Corporation on their proposals to develop a reporting framework with the aim of encouraging staff engagement.</p> <p>The objectives for a ‘drop-in’ session for staff were set out, the outcomes from which would inform the development of a termly staff forum session (to replace the Staff Consultative Group).</p> <p>Having discussed the proposals the Corporation agreed to:</p> <ul style="list-style-type: none"> <li>• The objectives of the drop-in session</li> <li>• The relaunch, repurpose and rename of the Staff Consultative Group</li> <li>• For drop-in sessions to include an External Governor – (Governance Professional to co-ordinate).</li> </ul> <p>Regarding the recent staff survey, the Assistant Principal agreed to meet with the Staff Governors to review the responses and plan for further investigation into selected responses.</p> <p>The Support Staff Governor updated the Corporation on the sustainability linked activities that had taken place during Wellness Week at the College.</p> <p>The Chair, on behalf of the Corporation, thanked the Staff Governors for their input and encouraged them to feel confident to implement their proposals with the backing of the Board.</p>
<p><b>50.21</b></p>	<p><b>7.0 Curriculum Matters</b></p>

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### 7.1 Chair's Report & Draft Minutes from 23<sup>rd</sup> February

The Chair reported on the main outcomes of the meeting and highlighted the following:

- The importance of drilling down into Apprenticeship data that gives clarity and helps the Corporation understand the steps to be taken to achieve success
- Acknowledged the confidence that the Committee had in the due diligence and accuracy of the Safeguarding Team. The introduction of a Mental Health Panel was very important, and Corporation should receive regular updates
- The success of the HE Sub-Committee in providing more detailed information that is relevant and helpful for the Governors.

### 7.2 Curriculum Update Report

The Deputy Principal Curriculum & Quality updated the Corporation on the following:

- Apprenticeships
- English & Maths
- Outcomes and follow up on the FE Student Induction Survey
- Satellite Centre update (ASTML)
- Teaching, learning and assessment – outcomes from the latest teaching observations to be reported at the next Committee
- eLearning
- Safeguarding & PREVENT.

It was recognised that, in terms of safeguarding, the new Head of Student Wellbeing had positively impacted the Safeguarding Team's capacity to work closer with individuals with safeguarding issues. She had also been considerably involved in staff and student training. This was acknowledged as an important aspect of the College provision where staff were rapidly becoming an essential back up for a busy NHS.

### 7.2 Curriculum Update Report

The Deputy Principal (Curriculum & Quality) reported that the comments made the by the Curriculum & Quality Committee regarding the Equality & Diversity Annual Report had been considered and included where applicable in the final version which was now being updated by Marketing.



Regarding the Equality & Diversity Policy review it was reported that the Equality & Diversity Management Group had reviewed the Policy and suggested two minor changes i.e.:

Where reference is made to the *Students Learning Support Procedures* it be renamed *Learning Support Policy* and that the Equality & Diversity




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	<p>statement add reference to staff as follows: <i>'The diversity among you, our students, <u>and our staff</u>, makes our community stronger and our learning experiences richer.'</i></p> <p>The Corporation agreed to the changes and for the updated version to be published on the website.</p> <p><u>7.4 Curriculum Planning 2022/23 Update</u></p> <p>The Deputy Principal (Planning &amp; Information) outlined the progress so far, including the Coast to Capital curriculum planning sessions for staff and outlined the panel presentations planned for March. A full report will be submitted to the Curriculum &amp; Quality Committee in June.</p> <p>The Chief Finance Officer commented that he had attended the initial planning meetings as part of his induction and was impressed by the energy and motivation of the staff and the honest and open conversations regarding challenges around generating demand. It was noted that upselling and cross-selling could be improved and that curriculum innovation would be a focus for Ofsted.</p>
<b>51.21</b>	<b>8.0 Corporation KPIs and progress against Strategic Objectives</b>
	<p>The Deputy Principal (Planning &amp; Information) presented the KPIs and progress against Strategic Objectives for February. The scoring methodology was discussed, and it was suggested that adding numbers alongside percentages would be helpful to improve clarification, as percentages can distort the picture.</p> <p>The Deputy Principal (Planning &amp; Information) agreed to review the format.</p> <p>The Assistant Principal clarified that 14 long-term absences were reported in February, however most had returned to work in March.</p> <p>The absence rates were discussed, and the Board requested assurance on the relevance of a national benchmark and how the KPIs for staff absences and turnover linked into the key priority 'Employer of Choice'. It would be helpful to know the reasons for staff leaving.</p>
<b>52.21</b>	<b>9.0 Audit Matters</b>
	<p><u>9.1 Chair's Report and Draft Minutes from 11<sup>th</sup> March</u></p> <p>The Chair of Audit summarised the business of the last meeting and highlighted the following:</p> <ul style="list-style-type: none"> <li>• The Internal Auditors' benchmarking report indicated that the College systems and controls were adequate in comparison to other Colleges</li> <li>• There were plans to develop a new finance system, details of which would be regularly fed back by the Chief Finance Officer</li> <li>• The importance of accurate data collection was discussed in the interests of saving money, time and effort.</li> </ul>

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	<p><u>9.2 Strategic Risk Register</u></p> <p>The Chief Finance Officer presented the Strategic Risk Register and details of the five 'significant' risks alongside the mitigating management actions plans.</p> <p>The cyber security risks were discussed, and the Corporation were assured that the NESCOL systems were advanced in comparison to other Colleges, and a programme of cyber security training sessions for staff was being implemented.</p> <p>The Corporation were also advised that a new government website had just been launched call 'Protect' and details were to be circulated to Governors.</p>			
<b>53.21</b>	<b>10.0 Finance Matters</b>			
	<p><u>10.1 Chair's Report and Draft Minutes from 18<sup>th</sup> March</u></p> <p>The Chair of the Finance &amp; General Purposes Committee summarised the business of the last meeting and highlighted the following:</p> <ul style="list-style-type: none"> <li>• The management accounts were showing a deficit and the Committee had been keen to deep-dive into the figures to identify trends</li> <li>• Meeting was to be set up to discuss progress towards preparation of an Estates Strategy</li> <li>• The value of the Smith &amp; Williamson investment fund had dropped by just under £0.4M to £4,053k from January to March, but was still above the investment level of £4M. The fluctuation was due to the current market volatility which had been affected by the war in Ukraine.</li> <li>• It was recognised that there were tough challenges for the year ahead and into the next financial year and that the budgeting process (which would commence after the Easter break) would have to be managed carefully.</li> </ul> <p><u>10.2 Management Accounts and KPIs January 2021</u></p> <p>The Chief Finance Officer presented the accounts as follows:</p>			
<b>College Group</b>	<b>January '22 forecast (£000)</b>	<b>Likely case budget (£000)</b>	<b>Variance (£000)</b>	<b>Movement in forecast since September 2021 (£000)</b>
<b>Total income</b>	30,247	34,888	(4,640)	 <b>£3,344</b>
<b>Total pay expenditure</b>	(17,698)	(19,677)	1,979	 <b>£1,542</b>

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Total non pay expenditure	(15,509)	(14,931)	(578)	 £1,136
Total expenditure	(33,207)	(34,607)	1,400	 £406
Operating surplus/ (deficit)	(2,960)	280	(3,240)	 £2,938

	<p>The Corporation were informed that full-year income was forecast to be £4.6M less than budget, with the main component being a reduction in income from the Satellite Site.</p> <p>Staff Costs were forecast to be £2M less than budget.</p> <p>Despite the financial challenges, the College’s underlying financial health remained strong, and the forecast was a ‘Good’ financial health status at year-end.</p> <p><u>10.3 Capital Programme update 2021/22</u></p> <p>The Chief Finance Officer presented an update and gave details of the exceptions to the budget. Overall the College had approved a programme for 2021/22 to the value of £2.26M, which was forecast to be overspent by £63k, mainly due to cost of six unplanned projects.</p> <p><u>10.4 Settlement Payments Update</u></p> <p>The Corporation received a summary of the settlement payments.</p> <p><u>10.5 HE Tuition Fees Policy 2023/24</u></p> <p>The Corporation received a report detailing the rationale for 2023/24 HE Tuition Fees Policy which had previously been considered and agreed by the Senior Management Team, who had set the fees according to the following principles:</p> <ul style="list-style-type: none"> <li>• Fees to be increased on those courses that recruit largely younger students who usually receive higher education fee loans from the Student Loans Company</li> <li>• Fees were to be frozen for courses that recruited largely adult mature students who were considered to be more sensitive to price factors.</li> </ul> <p>Having considered the HE Tuition Fees Policy 2023/24 the Corporation agreed the recommendations from the Finance &amp; General Purposes Committee and the Senior Management Team to approve the Policy.</p>
<b>54.21</b>	<b>11.0 HR Update</b>
	<p>The Assistant Principal HR gave an update, the highlights of which were as follows:</p> <ul style="list-style-type: none"> <li>• Covid update including staff absence, testing and vaccines.</li> <li>• Staff Wellbeing: details of staff wellbeing week.</li> </ul>

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	<ul style="list-style-type: none"> <li>• Staff Survey: survey completed and a deeper analysis into some of the responses was being prepared and will be shared with Governors. Concerns regarding NEL Terms and Conditions has resulted in the NEL Board agreeing to a proposal to offer a more attractive package without losing the savings.</li> <li>• Kickstarters: 11 Kickstarters had been taken on across the College and a networking lunch had been held to give participants the opportunity to talk about their experiences and network. Two of the Kickstarters will be starting apprenticeships in May using funds from the apprenticeship levy.</li> <li>• Recruitment: details of the national recruitment crisis were shared and an outline of strategies to overcome recruiting difficulties.</li> </ul>
<b>55.21</b>	<b>12.0 Governance Matters</b>
	<p><u>12.1 Re-appointment of External Governor</u> (<i>Nick Vaughan-Barratt withdrew for this item</i>)</p> <p>Following discussion on his substantial contribution to the Governing Body, the Corporation was pleased to unanimously agree to the recommendation of the Search &amp; Governance Committee to re-appoint Nick Vaughan-Barratt for a term of four years expiring in June 2026.</p> <p><u>12.2.1 External Board Review Progress Report</u></p> <p>The Governance Professional provided a report detailing the progress against the agreed action plan and noted that progress had been made against all of the recommendations.</p> <p><u>12.2.2 Draft Code of Conduct</u></p> <p>The Board were presented with a draft Code of Conduct which had been discussed at the Search &amp; Governance Committee and a recommendation made to consult the Assistant Principal HR on its relevance and accuracy. It was agreed that the Assistant Principal's suggestions would be discussed and incorporated where appropriate and the revised draft would be tabled at the next Corporation meeting.</p> <p><u>12.2.3 Draft Corporation Calendar</u></p> <p>The Governance Professional presented the draft Corporation Calendar for 2022/23 and highlighted the proposed changes. Accordingly, the Corporation agreed the Corporation Calendar for 2022/23.</p>
<b>56.21</b>	<b>13.0 Meeting Evaluation</b>
	<p>The Chair invited the Corporation to evaluate the meeting and the following comments were received:</p> <ul style="list-style-type: none"> <li>• I really enjoyed the Student Governor presentation and also looking forward to meeting with Staff Governors</li> </ul>



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	<ul style="list-style-type: none"> <li>• A good meeting, we got a lot of things aired and got through it in a reasonable amount of time – good input from everyone</li> <li>• Really great presentation from Student Governors</li> <li>• Appreciate being able to ask really dumb questions and get really good answers</li> <li>• Very informative – as a new Governor I noted that this meeting included a lot of background information which meant I was able to keep up – well done to the Student Governors on their presentation</li> <li>• Good meeting – we got through a lot of subjects</li> <li>• Really appreciate the proactiveness of the Student Governors and I would like to thank the Chair of Audit for his support in highlighting the importance of accurate data, we needed that!</li> <li>• As always, a very good meeting – really helpful. We still need to work on data in terms of what we want out of it, but that is an ongoing mission. There is lots of good stuff taking place and exciting things happening as well</li> <li>• I am pleased that we are moving forward and changing – we have a great Board and it's getting better every time we meet</li> <li>• Good meeting – really good balance between information coming in and discussion – sometimes in the past it has been rushed</li> <li>• Good balance now between enough time to ask some questions and sufficient time for answers</li> <li>• Good meeting – the relationship between the Board and the Audit Committee is helping me to understand the overall picture which is very useful</li> <li>• I echo everyone's comments – Student Governors' and Staff Governors' presentations really good. It was the first meeting for the Chief Finance Officer and the clarity on the financial matters was really good</li> <li>• Good meeting and conversation. Some interesting things to follow up especially with regard to the mental health first aiders training. It will be interesting to follow that through along with other initiatives we are looking at</li> <li>• Excellent meeting, very informative – thank you for such a warm and friendly welcome</li> <li>• It's great to be here at last, it seems like a long time coming, thank you for having me</li> <li>• Good meeting – good engagement, everyone participated</li> </ul>
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	<ul style="list-style-type: none"> <li>The word I was going to use was inclusive – sometimes you don't hear all the voices until the meeting evaluation but for this meeting every single person in the room contributed</li> </ul> <p>The Principal/CEO summarised:</p> <p>Meeting evaluation summed up as all of the above and cake!....</p> <p>I am really delighted how Staff Governors are picking things up and running with them, and not waiting to be asked. Student Governors brilliant! You really do bring a much-needed extra dimension.</p> <p>For me, having been a CEO here for five years, it feels like one of the strongest Boards we have had.</p> <p>The Chair of Corporation responded:</p> <p>Well done to Student and Staff Governors, you are making a real impact. You are empowered to go out there and help us to understand what's going on so that we can make the changes we need to make this College a better place.</p> <p>Also, the Deputy Principal this is your last meeting and I just wanted to say a big thank you for the four years you have been at the College and all your hard work. Thank you very much on behalf of the Board, we wish you all the very best in pastures new. The College has been enriched and it will continue to go from strength to strength – thank you for all the inputs you have presided over.</p> <p>The Deputy Principal thanked everyone for their support and especially the Chair of Curriculum and Quality for his wisdom around safeguarding, and concluded it was a fantastic Board, and it had been a privilege.</p> <p>The CEO/Principal also added:</p> <p>Can I add my thanks also. You came for a year and stayed for four. During that time you faced many challenging and unforeseen circumstances and through them all you were always professional, calm and student focused. Thank you for your trust and friendship and everything you have taught me.</p>
<b>57.21</b>	<b>14.0 Date and Time of Next Meeting</b>
	The next meeting will be held on Friday 27 <sup>th</sup> May at 9.30am.

## Decisions:

1. Ratified the recommendation of the Search & Governance Committee to appoint Paul Ford as a Governor for a term of two years expiring in March 2024.
2. Approved the updated Equality & Diversity Policy, subject to the amendments agreed at the meeting
3. Agreed the draft Corporate Calendar for 2022/23

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4. Agreed the HE Tuition Fees Policy 2023/24
5. Agreed to the recommendation of the Search & Governance Committee to re-appoint Nick Vaughan-Barratt for a term of four years expiring in June 2026.

### **Actions:**

1. Set up a NESCOMS page for students to feedback to FE Student Governors
2. Assistant Principal (HR & Organisational Development) to meet with Staff Governors to analyse the responses in the staff survey.
3. Teaching, learning and assessments to be reported to the next meeting
4. Deputy Principal (Planning & Information) to review the format of Corporation KPIs, including the benchmarks used for staff absences
5. Governance Professional to circulate link to 'Protect' website
6. Following discussion with Assistant Principal, Governance Professional to table redrafted Code of Conduct at the next meeting

Signed

A handwritten signature in black ink that reads "Sam Luke".

Date...27<sup>th</sup> May 2022...

**Professor Sam Luke, Chair of the Corporation**