

## CORPORATION

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Minutes of the meeting of the Corporation held on Wednesday 21<sup>st</sup> September 2016 commencing at 9.35am in Room SC109, Easton Campus, Easton, Norfolk

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### **Present**

S Bendall	<b>SB</b>	Independent Member & Chair
M Coleman	<b>MC</b>	Independent Member
Bob Feltwell	<b>BF</b>	Independent Member
D Henley	<b>DH</b>	Principal
C Kerrison	<b>CK</b>	Staff Governor
D Nunn	<b>DH</b>	Independent Member
G Pilcher	<b>GP</b>	Independent Member
D Redhead	<b>DR</b>	Independent Member
P Richardson	<b>PR</b>	Independent Member
P Thirkettle	<b>PT</b>	Independent Member

### **In Attendance**

M Ferguson	<b>MF</b>	Vice Principal, Curriculum
R Robson	<b>RR</b>	Acting Clerk to the Corporation
M Wilkinson	<b>MW</b>	Director of Finance

### **Action**

## **1. PRELIMINARY PROCEDURAL MATTERS**

### **1.1 Welcome and Apologies for Absence**

SB welcomed all to the meeting. Apologies were received from Fran Baugh, Sandra Dinneen, Robert Sheasby and John Whyman.

SB advised that James Hunter and Ben Turner had confirmed they would not be seeking reappointment. She also advised that Richard Hirst had resigned.

### **1.2 Declarations of Interest**

PR declared an interest in relation to Morley.

No other declarations were received in relation to items on this Agenda.

### **1.3 Minutes of the previous Meeting**

It was noted that the minutes of the previous meeting required amendment and would be brought to the next meeting of the Corporation for approval.

### **1.4 Actions and Matters Arising**

The only action placed at the previous meeting related to the required press release. It was noted that a very favourable release had been placed in the local press. The action was confirmed complete.

There were no matters arising.

**2. GOVERNANCE BUSINESS**

**2.1 Reappointment of Members**

The Clerk advised that the Corporation needed to deal with the issue of the reappointment of members whose term of office had come to an end. As there were insufficient continuing members to hold a Search Committee meeting this business would need to be dealt with by Corporation in full rather than via Search recommendations. Members whose reappointment required consideration were confirmed as Sally Bendall, Bob Feltwell, David Redhead, Fran Baugh, Sandra Dinneen and John Whyman.

*SB, BF and DR left the meeting room.*

Members were reminded by the Clerk of their obligations under Standing Orders on the reappointment of members. They were directed to the outcomes of the Skills Audit (distributed with the papers). The reappointment of each member was then considered in turn. **The Corporation unanimously agreed to the reappointment of all six members for a further term of office of four years** and reaffirmed the decision taken at the meeting in July 2016 to appoint SB as Chair.

*SB, BF and DR returned to the meeting and were advised of the decisions taken.*

A member queried the value of the Skills Audit recently undertaken by members. The Clerk confirmed that this would allow the Search Committee to identify skills gaps when seeking to recommend new members and, in the immediate future, highlighted training needs for existing members. The Chair advised members that the need to update members Safeguarding training had been noted; members would be asked to complete online Safeguarding prior to the October Corporation meeting when a follow up session would be provided by the HR Director to answer any questions that members had and to provide a face to face training session on Prevent and LAC. A session on FE finance would take place prior to the November meeting. Two members remarked that they had recently attended a useful session with ACER on this subject. It was agreed that they would share the meeting notes.

**RR**

MW suggested that governors may benefit from a training with Julian Gravatt of AoC on this subject.

**DN/PR**

**RR**

**2.2 Review of I&As**

The Clerk confirmed that following the decision made by the Corporation in July to adopt the Policy Governance Model a review of I&As to ensure compatibility had been necessary. The suggested amendments, as set out in the paper distributed, were considered by members. A member requested that reference to confirmation of receipt by members be added to the clause on written resolutions. **Members unanimously resolved to accept the amendments to I&As subject to the suggested addition to Instrument 15.**

**RR**

### 2.3 **Review of Standing Orders**

For the reasons stated in item 2.2 the Clerk confirmed the necessity to consider amendments to Standing Orders. The implications of the change to the Policy Governance Model was highlighted in relation to Clause 10. A member confirmed the necessity to remove former governors as registered directors of the College companies. The practicality of tying in meetings was noted and the Chair confirmed that in future Directors meetings would be scheduled around Corporation dates. The need to ensure an appropriate balance between Executive and Non-executive Directors was noted. The need to check that any changes to Clause 10 were not in conflict with the Companies' M&As was noted. Subject to future agreement on changes to Clause 10 at the next meeting **the Corporation resolved to confirm the amendments to SOs.**

RR

### 2.4 **Terms of Reference – Search Committee**

The necessity for review was noted by the Clerk. **The Corporation resolved to confirm the revised Terms of Reference for the Committee.**

### 2.5 **Committee Composition and appointment of Chairs for 2016/17**

The Chair confirmed that following the decision to move to the Policy Governance Model only two Committees are required and would therefore remain; Search and Audit.

#### **The Corporation agreed the composition of the Committees:**

Audit – John Whyman, David Redhead, Philip Richardson, Robert Sheasby and Phil Thirkettle.

Search – Sally Bendall, David Henley, Bob Feltwell and Fran Baugh

**It was further agreed that John Whyman would remain as Chair of the Audit Committee.**

### 2.6 **Review Link Governors for 2016/17**

The Chair confirmed that agreement on which governor would be linked to which Link Area, as set out in the Link Governor Scheme, required updating in light of the various changes to the Corporation membership. **Corporation agreed to amend the Link Governor Scheme to add two further Link Areas; Safeguarding and Study Programmes. Link Governors were agreed as:**

RR

Construction and Engineering – David Redhead

Sport, Public Services – Sandra Dinneen

Anima, Equine, Land based – David Nunn and Robert Sheasby

Foundation Learning, English and Maths – Mark Coleman

Higher Education – Philip Richardson

Apprentices, Work based Learning – Philip Richardson

Schools – David Nunn and Robert Sheasby

Marketing – Sandra Dinneen

H&S, Buildings and Environment – John Whyman

Finance/MIS – Grant Pilcher

Safeguarding – Fran Baugh  
Study Programmes – Phil Thirkettle

DH suggested that a simple grid confirming the area of responsibility, governor and staff member involved and contact details of all be prepared and circulated to enable the contacts to be made and visits commence. He also requested that the first contact should be with the Director responsible for each area to ensure that the context to visits and any sensitivities are noted. **RR**

## **2.7 Meeting Schedule 2016/17**

The meeting schedule for 2016/17 was noted. The Chair confirmed that she was mindful that she had received suggestions that meetings be moved to an earlier or later start time. She therefore suggested that around March/April of 2017 one meeting would start at 8.30am and another would have an early evening start. Members could then consider their preferred option moving forward. Members requested that the revised start times be distributed sooner rather than later so that diaries could be updated. **SB/RR**

A member sought clarification on the timings for strategy days in February. The Chair confirmed that this would be an evening dinner followed by a full day programme the following day.

## **2.8 Board Policy Manual**

The Clerk explained to Members the need for a Board Policy Manual following the decision to adopt the Policy Model of Governance. The purpose of the Board Policy Manual is to set out the principles common to all Policy Governance Boards as well as EOC specific Ends Policies, Executive Limitations Policies and, subsequently, will include Governance Policies and Board-Principal delegation. She confirmed that the Manual should be viewed as a 'live' document to be continually assessed, reviewed and considered during the conduct of Board business. As events occur the Board may wish to make revisions to the Policies.

Members first considered section 1 of the Manual. Discussion took place on the notion of the 'ownership' of the College; the Principal suggested that they should consider the 'ownership' to be the audience that the College sought to represent through its Mission Statement. Members did not want to restrict those that they represent through the barriers of geography and industry. It was agreed to state the 'ownership' of the College being 'primarily as students, land-based industries, employers and rural communities across East Anglia'.

A member highlighted potential conflict between principle 5 and principle 10. The Principal suggested that Internal Auditors be asked to provide assurance on how the model is working when the Manual is complete. **Audit Com/MW**

**Subject as above the Corporation agreed to adopt section 1 of the Manual.**

Members moved on to review section 2 of the Manual; the Board's Ends Policies. A member noted that there was no direct reference to quality or to Ofsted. The Principal confirmed that this point had been considered, it had been felt that quality was a means to an end and as such embedded throughout the Ends Policies. Members requested that the wording of the second policy be amended to emphasise and reflect this with the addition of 'our KPIs will essentially ensure that we have the targets to attain this'. A member reflected that 'solvency' could be interpreted in several ways and therefore suggested that the fourth Policy be amended to refer to 'financial viability'. It was felt the emphasis of the policies would all be improved by the bullet points were referred to as the 'immediate priorities' to achieve the Ends.

**Subject as above the Corporation agreed to adopt section 2 of the Manual.**

Finally in this item members reviewed the Executive Limitations in section 3. Concern was expressed by members on the potential restrictiveness of clause 6 in the first policy. It was agreed to amend the wording to 'close relative' and to change to consent being required from the Chair. Throughout this section it was noted reference is made to the Principal 'may' not and 'shall' not, for consistency it was felt preferable to amend throughout to 'shall' not. Discussion took place around issues raised by the Budgeting/Forecasting Policy; the Principal confirmed in response to a member's query that the Finance Director had been consulted during the drafting of this section. After debate it was agreed to leave that policy section unaltered and to review if necessary at a later time.

**Subject as above the Corporation agreed to adopt section 3 of the Manual.**

**3. STRATEGIC PLANNING**

The Principal introduced members to the new format for reporting KPIs to the Corporation. The Report will contain commentary against the KPIs. He confirmed that this Report had been prepared for the month of August and was intended to show members what future Reports will look like. The Report will be collated by the Finance Director and will contain input from the Senior Management team as applicable to their areas of responsibility. He asked members for their feedback on the format.

A member queried definitions being used and asked for clarity in future reports. The Finance Director agreed to ensure that where necessary definitions will be included to ensure that there is no ambiguity. Another member noted that lots of targets were shown as zero and queried why. The Finance Director advised that this was because the Report related to the month of August when there were no students in College, he confirmed that targets exist but were not shown as they were not applicable for the month in question. It was agreed that a crib sheet/guidance on KPIs would be needed to ensure all information was clear. This would be placed on the Board IQ Bookshelf for members to access when required.

**MW**

**MW**

The Principal confirmed that all parts of the Report would be populated when next presented. He went on to advise members that he felt that this academic year had had a better start than previously; enrolment and recruitment had gone well. As at this point enrolment was at 97% of the budgeted target, it was noted that this could be expected to shrink by approximately 5% by the census date although late enrolments were still coming in. Members sought further clarity on enrolment information. The Finance Director confirmed that in 16-18 enrolments the college was retaining their position and noted that this was against a backdrop of falling demographics. Adult enrolments had seen a drop, members were reminded of the costs to students for these courses. The Chair reflected that from her perspective in the community students were more positive about enrolling and employers were more positive about the College's reputation. The Vice Principal commented that the next challenge would be to find innovative ways of getting adults to enrol. He suggested that it may be necessary to review the curriculum offer to ensure that areas such as IT/business management for land based and construction sectors were being catered for. Members supported this.

#### **4. TO ENSURE CONTINUED SOLVENCY OF THE COLLEGE**

##### **4.1 Treasury Report 2015/16**

The Finance Director took members through the Treasury Report. He confirmed that he was required by the auditors to advise the Corporation what has been done through the year. He reflected that more placements could have been made within the year. He also advised that he was still awaiting a response from Barclays as referred to in the Report and was therefore now considering Santander as another option.

##### **4.2 Pre-Audit Matters**

The Finance Director confirmed to members that the External Audit would be undertaken in October. Prior to that he was required to present the Fraud Checklist to member to ascertain if the Corporation was comfortable with the information presented. A member queried what would the Audit Committee subsequently receive. The Finance Director confirmed that they would receive the usual Management Letter from the auditors prior to sign off by the Corporation.

#### **5. AOB**

A member asked if the English and Maths summer examination results could be shared. It was confirmed that these will be sent out to members.

**MF**

#### **6. DATE OF NEXT MEETING**

The next meeting was confirmed as Wednesday 26<sup>th</sup> October 2016 at 9.30am at the Otley campus. The Chair highlighted that Safeguarding training will be given prior to the start of the meeting. The time will be advised in due course.

The meeting closed at 11.59am