



## MINUTES OF BOARD MEETING HELD ON THURSDAY 14<sup>TH</sup> DECEMBER 2017

|                       |                     |  |
|-----------------------|---------------------|--|
| <b>Present:</b>       | Fiona Armer         | Minutes 128 to 147                     |
|                       | Peter Clark         | Chair                                  |
|                       | Rachel Court        |  |
|                       | Mark Donaldson      | Minutes 88 to 147                      |
|                       | Pat Drake           |  |
|                       | Richie Dunk         |  |
|                       | Jenny Grainger      |  |
|                       | Stephen Hegarty     |  |
|                       | John Rees           | Principal                              |
|                       | Pete Sanderson      |  |
| Janet Tyas            |                     |  |
| Katie Walker          |                     |  |
| <b>In Attendance:</b> | Denise Cheng-Carter | Deputy Principal (Finance & Resources) |
|                       | Rachael Hennigan    | Vice-Principal (Curriculum & Quality)  |
|                       | Lesley Venables     | Clerk to the Corporation               |

### PART ONE

#### APOLOGIES FOR ABSENCE

75 Apologies for absence were received from Malcolm Rogers (External Governor) and Mark Lowe (Student Governor).

#### DECLARATIONS OF INTEREST

76 Declarations of interest were received from Katie Walker, Pete Sanderson and Jenny Grainger in relation to minutes 129 to 130 and from Janet Tyas regarding minutes 123 and 125.

#### MINUTES OF PREVIOUS MEETINGS

77 **Resolved -** That the minutes of the meeting held on 19<sup>th</sup> October 2017 be approved as a correct record and signed by the Chair.

#### MATTERS ARISING

78 Governors received a list of actions from the previous meeting, together with an update on progress against each of these. It was noted that all issues were either in progress, had been completed or featured on this agenda.

## **PERFORMANCE REPORT**

79 Governors received the performance report, the information in which had been presented at the recent Curriculum, Quality & Standards and Finance & Resources Committee meetings.

80 Retention levels had exceeded the College target for both the 16-18 and 19+ cohorts (by 6.9% and 4.7% respectively). For HE programmes, retention was 2.1PP above the target.

81 Governors queried the level of retention on the KITS programme, which was 95%, and were informed that this was a short course that had now been completed. It had been challenging to align some systems of the two organisations and it was agreed that the consistency of quality standards was important for future cohorts of learners. Management were confident that this area of work would attain similar levels of performance to those based within the College.

82 Attendance was below target by 2.6PP overall, with particular concerns in Construction & Technology (6.9% under the target) and Maths (3.8PP below). Robust monitoring of attendance continued with a range of interventions used by staff to improve performance.

83 In terms of progress, 53% of learners presented no risk of leaving or achieving their expected levels of performance. A further 24.2% were graded as 'medium' risk, 9.6% as 'high' risk and 4.5% were making outstanding progress.

84 Currently, 35% of students aged between 16 and 19 had undertaken external work experience, which was a significant improvement on 2016/2017.

85 The College had enrolled 1575 16-18 learners against its funding allocation of 1501. A further 850 19+ learners had been enrolled and this should enable it to meet its ESFA target by the end of the academic year. Recruitment of HE learners indicated a reduction of 41 learners against the target of 262 and governors were advised that the College was unlikely to be able to make up the shortfall during 2017/2018.

86 Satisfaction ratings amongst employers with which the College engaged were high, with 77% likely to recommend it to a third party. Improving the College's ranking amongst employers from 127 out of 207 general FE colleges would be included in the College Action Plan.

87 Recruitment of apprenticeships was below target for both 16-18 and 19+ (by 64 and 122 respectively). Governors asked how confident management were that this position could be improved upon and were advised that the College was operating in an uncertain external environment. Although the actions being taken were having some impact, take-up of apprenticeships by employers had slowed, mainly due to the Levy Reforms. The College continued to work with local employers and was attempting to influence all relevant factors in their decisions to engage apprentices.

**Mark Donaldson joined the meeting.**

## **CHIEF EXECUTIVE'S REPORT**

88 The Chief Executive presented his report on strategic issues that had occurred since the October Board meeting.

## **Industrial Strategy**

89 The Government had recently published its Industrial Strategy, setting out priorities for the development of a highly-skilled workforce to support future prosperity (a copy of which had been posted to the Governance Moodle site, together with a briefing from the Association of Colleges on policy initiatives).

## **Advice & Guidance – The Baker Clause**

90 FE colleges and training providers would have a legal right to provide advice and guidance to school pupils on technical and work-based training options. An internal group had been established to devise proposals for improving 16-18 recruitment and enforcing this Government strategy, whilst maintaining good working relationships with local schools.

## **Letter from ESFA Chief Executive**

91 A letter from the Chief Executive of the ESFA had been circulated to governors, which stressed the importance of robust oversight of colleges' financial positions, following an increasing number of institutions having financial difficulty. The development of the College's financial reporting framework would continue to be given a high priority. Governors were reminded that there had been strong encouragement to merge from the FE Commissioner and that a consultation was being undertaken on an insolvency regime for colleges, with appropriate safeguards for ensuring that learners could continue their qualifications in such circumstances.

92 One element in the letter from the ESFA was a list of measures that governors should utilise to monitor performance, including gross margin at course level. It was agreed that this data was more appropriate for management to oversee, rather than governors, and that any exceptions by curriculum department would be reported through the Finance & Resources Committee.

## **Orange Box**

93 The CEO reported on recent discussions with Calderdale Council and the Department for Education on the legal aspects of transferring the lease of the "Orange Box" building to the College. The position regarding any clawback of funds in relation to a previous grant had still not been finalised.

94 Management was of the view that the venture posed a high level of risk for any capital investment and that the College would not have a sufficient degree of control over the activities being undertaken in the building, given that the current tenancy agreements would remain in place.

95 The Chief Executive of the Council had been informed that the College was investigating other options to deliver its Digital and Creative agenda, including the development of part of the Francis Street Campus. A decision was required shortly if the College was to start advertising the offer based in the Orange Box from September 2018. It was noted that Chair's action may be required to address any urgent issues in relation to this proposal.

## College Action Plan

96 Governors received for information an explanation as to how actions resulting from processes such as the Strategic Plan and Self-Assessment Report would be captured and monitored. The Senior Management Team felt that the 3 year College Action Plan would enable all areas for improvement to be tracked in a robust manner and reported to the appropriate committee.

97 A set of individual departmental action plans fed upwards to the CAP. The milestones against each action would be extracted and monitored on a regular basis. One of the next steps would be to identify to which committee or group progress against the milestones would be reported.

## Success Stories

98 The Board asked the CEO to thank those who had been featured in the “success stories” section of the report.

- 99 **Resolved -**
- 1 That alternative options to deliver the College’s Digital & Creative agenda be prepared and evaluated against the Orange Box proposal
  - 2 That authority be given to the Chair to progress matters outside of Board meetings, as appropriate

## SELF-ASSESSMENT REPORT

100 The Vice-Principal presented the draft Self-Assessment Report for 2016/2017.

101 Governors were advised by the Chair of the Curriculum, Quality & Standards Committee that the SAR had been subjected to a rigorous and extensive validation process, involving a panel of internal and external membership.

102 The Committee had endorsed the panel’s recommendation of an overall grading of a ‘2’ or ‘good’. All areas for improvement that had been identified would be monitored by the Committee through the College Action Plan, with regular progress reports to the full Board. Construction & Technology had been graded as ‘requires improvement’, however, it was noted that substantial progress had been made compared to the previous SAR.

103 The Board expressed its thanks to the Vice-Principal and her team for both the improved content and rigour of the Report and for the underlying work on which it was based.

- 104 **Resolved -** That the Self-Assessment Report for 2016/2017 be approved and submitted to both the Ofsted gateway and the governors’ Moodle pages.

## **FINANCIAL STATEMENTS 2016/2017**

105 The Deputy Principal reported that both the Audit and Finance & Resources Committees had considered the Financial Statements for 2016/2017. The former had also received the Financial Statements' Auditor's Management Letter, the Letter of Representation and the Audit Committee's Annual Report (all of which had been circulated to governors in advance of this meeting).

106 It was noted that the Auditor had made no significant recommendations arising from either the audit of the Financial Statements or the Regularity Audit. An unqualified opinion had been given on both elements. The College had been found to be operating a strong assurance and internal control environment, with no material adjustments identified above the 5% materiality level.

107 The ESFA's funding reconciliation statement had been received by the College and forwarded to the Financial Statement Auditors. Governors noted that this confirmed that the College would be funded for the over-delivery of 19+ provision for 2016/2017. However, this would have no impact on the overall outturn for the year.

108 The Audit Committee's Annual Report for 2016/2017 was presented for information and the overall opinion was that internal control systems were adequate and effective.

109 **Resolved -** 1 That the Financial Statements for 2016/2017 be approved and signed by the Chair and the Principal.

2 That the Letter of Representation be approved and signed by the Chair of the Board.

## **AUDIT COMMITTEE – 23<sup>RD</sup> NOVEMBER 2017**

110 The Chair of the Audit Committee presented the minutes of the meeting held on 23<sup>rd</sup> November 2017.

111 The Committee had received for information the Financial Statements for 2016/2017, the Letter of Representation and the Auditor's Management Letter. These had been discussed in detail and, together with the Committee's Annual Report to the Board for 2016/2017, had enabled it to conclude that internal controls were adequate and operating effectively.

112 An External Assurance Review on Sub-Contracting had been presented by the Internal Auditor, which highlighted a number of recommendations to strengthen the College's processes in this area. Once its format had been agreed by the ESFA, a certificate of compliance would be issued to the College.

113 The Health & Safety Annual Report for 2016/2017 had been received by the Committee, together with a draft of a revised Health & Safety Policy. An update on Risk Management had also been discussed, with some suggestions for further refinement of the report.

114 The Committee had reviewed the performance of the Financial Statements Auditors for 2016/2017 and had graded against each element of the agreed criteria as 'good' or 'outstanding'. A set of indicators had been approved for 2017/2018.

115 Revised terms of reference had been submitted to align them with the Post-16 Audit Code of Practice and were recommended for approval by the Board.

- 116 **Resolved -**
- 1 That the Health & Safety Policy for 2017/2018 be approved
  - 2 That the draft Committee Terms of Reference be approved

## **FINANCIAL & RESOURCES COMMITTEE – 30<sup>TH</sup> NOVEMBER 2017**

117 In the absence of the Committee Chair, the Deputy Principal presented a summary of the meeting held on 30<sup>th</sup> November 2017.

118 As discussed earlier, the Financial Statements for 2016/2017 had been received and were recommended for approval by the full Board.

119 The Committee had undertaken its first in-depth review of functional areas and had received a briefing on the IT Strategy and performance against the KPIs (which it felt were appropriate and of high quality).

120 A concern was raised in relation to a Ransomware attack that had occurred earlier in the year, which provoked some discussion and an explanation of the actions taken to address any future occurrences. These actions would be completed by the end of the academic year and a further report will be provided to the Committee at its July meeting.

121 Governors received the management accounts to 31<sup>st</sup> October 2017. It was noted there was a negative variance of £160K and 3 core areas where income levels were not as high as anticipated: a) apprenticeship recruitment – this was a national issue, with the number of apprenticeship starts significantly below the identified profile; b) uncertainty over the timing of External Funding payments and HE fees, which was reported under an earlier agenda item. However, through stringent cost control and maximising other income opportunities management was still predicting the outturn of £269K for 2017/2018.

122 Revisions to the current terms associated with the loan funding provided by Barclays Bank in respect of the capital project were received by the Board. The purpose of this variation was to take into account the introduction of FRS102 replacing FRS17, which would mean that the bank covenants would revert to their original intent.

123 An updated list of sub-contractors was recommended for approval by the Board.

124 Reports were also received on progress to date on the Orange Box project and the Joint Venture of the West Yorkshire Colleges' Consortium.

- 125 **Resolved -**
- 1 That the Letter of Variation for the loan provided by Barclays Bank be approved
  - 2 That delegated authority to sign the Letter of Variation be given to the Principal/CEO and the Deputy Principal (Finance & Resources)
  - 3 That the revised list of sub-contractors be approved

## **CURRICULUM, QUALITY & STANDARDS COMMITTEE – 5<sup>TH</sup> DECEMBER 2017**

126 The Chair of the Curriculum, Quality & Standards Committee gave a verbal update on the meeting held on 5<sup>th</sup> December 2017.

127 The Committee had received for information the latest version of the Whole College Performance Report, which had been discussed under a previous agenda item.

### **Fiona Armer joined the meeting.**

128 The Self-Assessment Report for 2016/2017 and the draft grades were recommended for approval by the Board.

129 The HE Self-Evaluation Document for 2016/2017 had been presented, which set out performance for the College's HE provision. New regulatory requirements, the Teaching Excellence Framework and revised guidance had all been incorporated into the document.

130 It was agreed that the report needed further work to include the key metrics for maintaining the College's TEF Silver status and moving towards a 'Gold' grading and to detail the main issues on improving HE performance. The outcomes of the SED would be added to the College Action Plan and strengths/weaknesses required external benchmarking to enable governors and management to determine the level of progress. A comparison of performance against that of other UK HEIs and FE colleges offering HE courses would be presented to the next meeting.

131 A report on safeguarding in the Autumn Term was received for information, including the number of cases and the categories of learners involved. No significant issues were raised.

132 Governors received a report on Teaching, Learning & Assessment, which set out the initiatives being employed to improve standards, including weekly CPD sessions for staff in targeted areas such as Construction & Technology.

133 Questions were raised over performance of lecturers in Maths compared to English and were advised that this had been affected by a national shortage of experienced tutors and the level of engagement amongst learners.

134 It had been suggested that the next Governor Development Day should include an activity or visit on English and Maths.

## **SAFEGUARDING REPORT 2016/2017**

135 Governors received for information the Annual Safeguarding Report for 2016/2017. There had been a total of 103 disclosures during the year, compared to 91 in 2015/2016. The Designated Safeguarding Governor reported that processes and procedures were sufficiently robust and operated effectively, but that the cases presented to staff were increasingly complex.

136 A high proportion of College staff had undertaken Prevent training during 2016/2017 and the College worked closely with other statutory agencies to address potential safeguarding and Prevent issues amongst learners. Student satisfaction levels were high in relation to safeguarding arrangements, as evidenced in the latest survey.

137 The Board was advised that fortnightly supervision sessions had been implemented for staff dealing with safeguarding issues. It was felt that the College needed to be more proactive and to promote enhanced learner safety strategies, instead of merely reacting to circumstances. Management was asked to review the College's processes surrounding the use of social media to ensure that the student contract was sufficiently robust to discourage abuse of this facility and to protect learners affected by such issues.

## **EQUALITY & DIVERSITY REPORT 2016/2017**

138 The Designated Governor for Equality, Diversity & Inclusion presented the Annual Equality & Diversity Report for 2016/2017.

139 Governors noted that student profiles in terms of equality and diversity did not adversely affect outcomes, which were consistent across variations in backgrounds. The gaps in achievement between groups of learners with and without particular protected characteristics were minimal.

140 The College had been assessed as 29<sup>th</sup> out of 180 in terms of its EDI practices and the EDI Co-ordinator had achieved national recognition for her work in 2016.

141 The Clerk was asked to check whether governors had access to the electronic training modules on safeguarding and EDI.

## **CHAIR'S REPORT**

142 Following agreement at the July meeting, the Chair presented a brief report on the activities he had undertaken on behalf of the Board in the intervening period.

143 Governors received a summary of the work undertaken at the Development Day on the governance self-evaluation. This had been prepared at the inaugural meeting of the Chairs' Forum.

- 144 **Resolved -**
- 1 That the Governance Self-Evaluation for 2016/2017 be approved
  - 2 That Governance be graded as a '2' or 'Good'
  - 3 That the priority areas for improvement be included in the College Action Plan

## **SCHEDULE FOR GOVERNOR DEVELOPMENT DAY**

145 A number of possible topics for the next Governor Development Day had been suggested recently. These were:

- Maths GCSE learning walks
- Digital & Creative curriculum in long-term
- Use of Moodle
- Actions from Governance Self-Evaluation

146 Further discussion of these themes would take place over the next few weeks and a draft programme would be circulated as soon as it was drafted.

147 As agreed previously, the cycle of evaluations would commence in January 2018 with the assessment of the performance of the Chair and individual governors, together with a revised skills audit. The Committees would be asked to determine their performance in June and the Board as a collective in October/November.

#### **DATES OF FUTURE MEETINGS**

|                               |                                 |
|-------------------------------|---------------------------------|
| 18 <sup>th</sup> January 2018 | Search & Governance Committee   |
| 15 <sup>th</sup> March 2018   | Audit Committee                 |
| 22 <sup>nd</sup> March 2018   | Curriculum, Quality & Standards |
| 29 <sup>th</sup> March 2018   | Financial & Resources Committee |
| 26 <sup>th</sup> April 2018   | Board                           |