



CORPORATION MEETING

17 November 2016

MINUTES

Present:	Carole Thorogood (Chair))
	Richard Cox)
	Mark Dunwell) External governors
	Larry Greenwell)
	Clive Rix)
	Stephen Russell)
	Ann Reddington	Staff governor (teaching)
In attendance:	John Snow	Vice Principal Corporate Services
	Yultan Mellor	Vice Principal Curriculum
	Debbie Duggan	Vice Principal Organisation Development
	Jason Folkett	Vice Principal Learner Services
	Ian James	Clerk to the Corporation
	Suzanne Thurlow	HR Adviser

PART 1

APOLOGIES FOR ABSENCE

36 Apologies were received from Brendan Coulson, Gill Lane and John van de Laarschot (Designate CEO Nottingham College).

DECLARATION OF INTERESTS

37 The Chair reminded governors of the requirement to declare their interest in any agenda items. Following any such declaration governors would not be able to speak or vote on the matters under discussion.

APPOINTMENT OF STUDENT GOVERNORS

38 **Resolved** that Helen Hopkinson and Alex Weston be appointed as governors in the student category until 31 July 2017 or until the dissolution of the Corporation, whichever is the sooner

MINUTES

39 **Resolved** that the minutes (Part 1) of the meeting held on 15 September 2016 be approved as a correct record and signed by the Chair

AUDIT COMMITTEE

40 The Board received, for information, the minutes of the meeting of the Committee held on 8 September, details of which had been provided at the previous Board meeting.

41 A further meeting had been held immediately before this Board meeting and the Committee Chair drew attention to the following points:

- The external auditor had made complimentary remarks about the finance team's readiness for the audit, especially in view of the conversion this year to new accounting standard FRS 102
- there were no significant issues arising from the audit of the financial statements or the regularity audit
- there had been an increase in the FRS17 pensions liability from £24m last year to £36m at 31 July 2016 mainly due to current interest rates
- the question of whether the accounts could be prepared on the "going concern" basis was dependent on confirmation from the Bank of the continuation of the revolving credit facility although this was not expected to be a problem
- the Committee had only received the financial statements at the meeting today so they had agreed that they would communicate comments/queries by email to enable the Chair to make a recommendation for approval of the final version of the accounts at the 8 December Board meeting

FINANCE UPDATE

42 The Vice Principal Corporate Services presented a report updating governors on the financial position for 2015/16 and 2016/17. The outturn for 2015/16 showed an improved position of an operating surplus of £506k compared to the forecast of £350k although the balance sheet would show the adverse effect of the revolving credit facility, adding £6.2m to the College's current liabilities at 31 July 2016. This situation had arisen due to the facility only being extended on a short term basis because of merger, rather than being fully updated in excess of one year. The renewal of the facility was due and Board approval to the formal minute required by the Bank was requested.

43 There was produced to the meeting two letters of variation (the Letters of Variation) from Barclays Bank plc (the Bank) to the College setting out the amendments to a facility agreement dated 26 July 2012 pursuant to which the Bank has offered the Borrower (as defined in the Letter of Variation), the Facility (as defined in the letter of Variation). One letter agreed an extension to the end of October 2016 and the other to the end of December 2016.

44 Resolved –

- 1 that the amendments set out in the Letters of Variation are in the interests of and for the benefit of the College and are most likely to promote the success of the College for the benefit of the members as a whole and that such terms and conditions of the Letter of Variation be and are approved and accepted
- 2 that Carole Thorogood and John Snow are authorised to sign the Letters of Variation on behalf of the College to indicate acceptance of the terms and conditions
- 3 that the Bank is authorised to act in all matters concerning the Facility as amended by the Letters of Variation upon instruction from the College, in its capacity as Borrower of the Facility, signed in accordance with the Bank's mandate for any of the accounts of the College held with the Bank current from time to time

HE ANNUAL REVIEW

45 The Board received a report on the HE Annual Review in the form of a Higher Education Standards and Quality Report. The Vice Principal Curriculum drew attention to revised quality requirements of the HEFCE which included governing bodies being asked to provide additional assurance statements on quality and standards matters.

46 The report included the Annual Quality Assessment template for approval by the Board.

47 **Resolved** that the Annual Quality Assessment be approved

ENROLMENT UPDATE

48 The Vice Principal Curriculum submitted a report detailing the current position with enrolment of students for 2016/17. For 16-18, enrolment remained around 5% below target for the EFA allocation following the 1 November census date and this included the College extending its work with a partner to deliver 16-18 full time provision for 85 students.

49 Adult full time numbers were 2% below target but it was hoped to recover this with part time enrolments during the year. Apprenticeships were recruiting well and it was expected that the College would achieve its target. HE numbers were on target.

DASHBOARD

50 The Board received the routine dashboard enabling governors to monitor progress with key performance indicators. Current concerns were reflected by the Enrolment Update above. It was noted that cashflow was currently in line with forecast.

INTERNAL AUDIT ANNUAL REPORT

51 The Board received the Internal Auditor's Annual Report summarising the outcome of the internal audit work undertaken during the year and providing a formal opinion. The auditor had reported that "the College has an adequate and effective framework for risk management, governance and internal control". This was the highest level of audit opinion and reflected a successful outcome to the year's audit work.

ANNUAL SAFEGUARDING REVIEW

52 The Board received the Annual Safeguarding Report and were pleased to note the continuing self-assessed grade of 'outstanding' in this important area of work.

DATE OF NEXT MEETING

5.30pm, 8 December 2016

Chair

Date