

Part 1 Non-Confidential Minutes

Corporation

Monday 27th March 2023

At City Hub, Nottingham, NG1 7HB

Present:	Carole Thorogood (Chair) (CT))	
	Simon Bedford (SB))	
	Mary Carswell (MC))	
	Andy Griffin (AG))	
	Patricia Harman (PH))	External governors
	Angela Kandola (AK))	<i>left the meeting at item 15</i>
	Helen Smurthwaite (HS))	<i>via Teams</i>
	Sharon Townes (ST))	
	Steve Wooler (SW))	
	Janet Smith (JS)		CEO/Principal
	Kirsty Bailey (KB)		Staff governor
	Liam Sewell (LS)		Staff governor
	Caitlin Duffield (CD)		Student Governor

In attendance:

Andrew Comyn (AC)	CFO/Deputy CEO
Mohammed Ramzan (MR)	Deputy Principal
Lisa Wilson (LW)	Executive Director Employer Services <i>via Teams</i>
Rachel Robson (RR)	Director of Governance
Jo Welham (JW)	Governance and Corporate Support Manager
Tom Morrison (TM)	Stone King

1	WELCOME AND APOLOGIES 091 The Chair welcomed all to the meeting. Apologies were received from Sarah Akhtar, Anja Beriro, Jon Hawley, Henry Icke, Liz Mossop, Andrew Simpson and Andrew Unitt.
2	DECLARATIONS OF INTEREST 092 Interests declared: <ul style="list-style-type: none"> ▪ JS - CEO/Principal Nottingham College - Trustee and Board Member of Skills and Education Group (SEG), awarding organisation and charity - Ofsted Inspector - Member of D2N2 LEP Principals' Group <ul style="list-style-type: none"> • AK – Nottingham City Councillor • RR – governance consultant Stone King

	No other declarations of interest were received in relation to matters on this agenda.
3	<p>MINUTES OF THE PREVIOUS MEETING</p> <p>3.1 Minutes</p> <p>093 The Board reviewed the non-confidential minutes from the previous meeting on 12th December 2022 (distributed as CORP.270323.002). The Board resolved that the minutes be approved as a true record.</p> <p>3.2 Written Resolution</p> <p>094 Governors noted that they had passed one written resolution since the last Board meeting on 12th December 2022 (distributed as CORP.270323.003). This resolution was:</p> <ul style="list-style-type: none"> to approve the TEF submission for uploading to the OfS subject to any final non-material amends to support the submission
4	<p>ACTIONS AND MATTERS ARISING</p> <p>4.1 Action tracker</p> <p>095 Governors reviewed the Open Action Tracker (distributed as CORP.270323.004):</p> <p>11.7.22 Action 1 – the Board sessions on risk appetite have now taken place. Action complete.</p> <p>12.12.22 Action 1 – EMCCA devolution consultation information was shared by email. Action complete.</p> <p>12.12.22 Action 2 –call with Perrett Laver concerning their apprentice governor scheme, cost is prohibitive at this point. Action complete.</p> <p>4.2 Matters arising</p> <p>096 There were no matters arising.</p>
5	<p>CEO/PRINCIPAL REPORT AND KPIs</p> <p>097 JS presented the report to the Board (distributed as CORP.270323.005). She took governors through the key points in the report:</p> <ul style="list-style-type: none"> Funding rate increases for 23/24 will average out at 2.2% overall. This is in the context of inflation at over 10%, the National Minimum Wage increase, an expected rise in LGPS employer contributions, exam fee increases, OfS registration fee increase and the current pressure on public sector pay. The increases in costs outstrip the funding increase. Remains unclear if the reclassification by ONS to public sector will result in any contribution for FE pay rises as happens for the school sector. The opening position of the unions nationally has been to ask for RPI plus 2%, which is not affordable for the college. JS reflected that incremental pay has been resolved but that it remains necessary to find a pay rise for staff. A governor queried whether there was likely to be joint action nationally across all colleges. JS confirmed that unions were balloting staff to ascertain whether they are prepared to take action. She highlighted the need morally to go beyond the agreed incremental rises and to avoid staff action. Government continues to press ahead with level 3 reforms. This is a potential risk to the college as not all students will thrive on new T level courses. JS reflected on a mapping exercise undertaken by the college and reported to governors the likely number of students that would be impacted and the resulting impact on income. This information has been shared with AoC and DfE. A governor queried whether this was reflected in the proposed new Strategic Risk Register. JS confirmed that it will be reflected within the

	<p>financial risks (Action AC). JS confirmed that she had discussed this with the Shadow Minister for Skills and MP for Chesterfield, Toby Perkins, at a recent meeting.</p> <ul style="list-style-type: none"> • Lifelong Loan Entitlement will commence in 2025. JS noted the opportunities for the college which will be reflected in the new HE Strategy. • The college has received confirmation that the Financial Notice to Improve has been lifted and that the college will move out of FE Commissioner Intervention and move into Post Intervention Monitoring and Support (PIMS). • The college has won the national Beacon Award for Mental Health and Wellbeing in recognition of outstanding work for both staff and students. The Board congratulated the college and thanked all staff involved on winning the award and on the work that had been undertaken. <p>098 Governors received and reviewed the KPIs.</p>
6	<p>STRATEGIC PLAN 2023-26</p> <p>099 JS presented the Strategic Plan 2023-26 to governors (distributed as CORP.270323.006). She confirmed that following the input from governors on strategy day in January the draft plan had been shared with a wide range of stakeholders including staff, students and key external partners. Feedback from the consultation exercise had been positive and JS asked governors to approve the robust plan for the college for the next 3 years. She confirmed that a new balanced scorecard of college KPIs and a governor dashboard will be created for 23/24 to facilitate governance oversight and accountability. An organisational design project, 'Future Ready', will take place between April and December 2023.</p> <p>100 The Board resolved to approve the Strategic Plan 2023-26.</p>
7	<p>STRATEGIC RISK REGISTER</p> <p>101 The Board received the Strategic Risk Report (distributed as CORP.270323.007). AC highlighted the sessions on risk delivered by RSM at Strategy Day and by AC in the development session held ahead of the meeting.</p> <p>102 The Board resolved to approve the strategic risk themes and risk appetite levels and noted that the updated draft strategic risk register and final risk appetite statement will be presented to the Board in July for approval.</p>
8	<p>TEACHING, LEARNING AND QUALITY</p> <p>8.1 Learning and Quality Committee feedback and draft minutes</p> <p>103 MC (Chair of the Committee) took governors through summary of the Learning and Quality Committee meeting held on 27th February 2023 (distributed as CORP.270323.008). She highlighted the concerns of the committee on the government's proposed changes to the structure of qualifications and the impact on opportunities for learners. An appropriate range of qualifications is necessary to ensure that the college continues to meet local need. She also noted the need to increase the number of students responding to the National Student Survey. LW confirmed that the response rate was now at 70% with 4 weeks still to go.</p> <p>8.2 Deputy Principal Report</p> <p>104 MR highlighted the key points in his report (distributed as CORP.270323.009):</p> <ul style="list-style-type: none"> • Changes to level 3 qualifications • Update on the introduction of T levels in September 2023

	<ul style="list-style-type: none"> • Update on curriculum planning process • KPI update. <p>8.3 Ofsted Inspection Report 105 Governors were pleased to receive the full inspection report and noted the updates made to the QIP as a result of the inspection outcome (distributed as CORP.270323.010). The Board resolved to receive the Ofsted Report and to approve the updates made to the QIP 22/23.</p> <p>8.4 Executive Director of Employer Services Report 106 The Board received and reviewed the report (distributed as CORP.270323.011). LW highlighted the key points in the report:</p> <ul style="list-style-type: none"> • Following the development session taken ahead of the meeting she noted that the accountability agreement will be brought to the meeting proposed for 15th May for approval. • Update on apprenticeships including predicted outcomes • A new Dean of HE has been appointed and starts on 18th April <p>8.5 Subcontracting Strategy 107 Governors reviewed the Subcontracting Strategy (distributed as CORP.270323.012). LW noted that the Strategy is in line with the new subcontracting standard from the DfE. In addition to review at Learning and Quality Committee it was noted that the Strategy has been considered by the Audit Committee. In accordance with the recommendation received from the Learning and Quality Committee the Board resolved to approve the Subcontracting Strategy.</p> <p>8.6 FE & Apprenticeships Admissions Policy 108 Governors reviewed the FE & Apprenticeships Admissions Policy (distributed as CORP.270323.013). In accordance with the recommendation received from the Learning and Quality Committee the Board resolved to approve the policy.</p> <p>8.7 HE Attendance Policy 109 Governors reviewed the HE Attendance Policy (distributed as CORP.270323.014). In accordance with the recommendation received from the Learning and Quality Committee the Board resolved to approve the policy.</p> <p>8.8 HE Fees Policy 110 Governors reviewed the HE Fees Policy (distributed as CORP.270323.015). In accordance with the recommendation received from the Learning and Quality Committee the Board resolved to approve the policy.</p> <p>8.9 Governor Feedback on visits 111 The report (distributed as CORP.270323.016) was noted by governors. The Chair thanked all link governors for undertaking visits in the spring term.</p>
9	<p>LSIP, DUTY TO REVIEW AND ACCOUNTABILITY AGREEMENT 112 Following the development session held ahead of the meeting, governors noted the key points summarised in the report (distributed as CORP.270323.017):</p> <ul style="list-style-type: none"> • LSIP is nearing final form • The Board has a duty to review provision and that review work is underway • A draft accountability agreement needs to be prepared that reflects on the LSIP and the outcomes of the review

	<ul style="list-style-type: none"> The Board is primarily accountable for the review and the accountability agreement, both to be considered at a meeting on 15th May. <p>113 Ahead of the Board meeting on 15th May the Board placed the following actions:</p> <ul style="list-style-type: none"> To further progress the review in line with the recommendations flowing from the development session (Action LW) To authorise the Chair and/or Vice Chair to seek to meet with the Chair or their representative of any other relevant education provider or stakeholder group for the purposes of collaborating on the review (Action LW) To prepare a draft accountability agreement reflecting the draft LSIP and any themes or proposed actions emerging from the review, together with a draft review report and associated action plan (Action LW) To provide an update to the Learning and Quality Committee at its meeting on 24 April 2023, together with the latest draft of the review and the accountability agreement (Action LW) To submit for approval a final proposed review report and accountability agreement to the May Board meeting (Action LW)
10	<p>SAFEGUARDING</p> <p>114 The Board received and reviewed the Quarter 2 Report (distributed as CORP.270323.018). It was noted that this report has been considered in detail at Learning and Quality Committee.</p>
11	<p>FINANCE AND ASSETS COMMITTEE FEEDBACK</p> <p>11.1 Finance and Assets Committee feedback and draft minutes</p> <p>115 In the absence of the Chair and Vice Chair of the Committee the Board noted the minutes from the meeting held on 30th January 2023 and the draft minutes from the meeting held on 20th March 2023 together with a summary report of the key points from the meetings (distributed as CORP.270323.019).</p> <p>11.2 Management Accounts P6</p> <p>116 The Board received the management accounts for P6 (distributed as CORP.270323.020). AC took governors through the key points set out in the report. He highlighted the pressures on delivery of the full year budget EDITDA but confirmed operational day to day plans are in place to achieve the EBITDA target. Governors considered the overall subcontracting position and noted that this would be considered in more detail under the confidential agenda. A governor noted that the accounts presented were to the end of January, he questioned the position now shown in the accounts to the end of February. AC confirmed that these show an improved EBITDA position, with a decrease in pay costs and a reduction in the gap between the January forecast and the year-end EBITDA.</p> <p>11.3 Fees Policy</p> <p>117 Governors reviewed the Fees Policy (distributed as CORP.270323.021). In accordance with the recommendation received from the Finance and Assets Committee the Board resolved to approve the policy.</p> <p>11.4 Treasury Management Policy</p> <p>118 Governors reviewed the Treasury Management Policy (distributed as CORP.270323.022). In accordance with the recommendation received from the Finance and Assets Committee the Board resolved to approve the policy.</p>

12	<p>AUDIT COMMITTEE FEEDBACK</p> <p>12.1 Audit Committee feedback and draft minutes</p> <p>119 ST (Chair of the Committee) took the Board through the feedback and draft minutes from the Audit Committee meeting held on 13th March 2023 (distributed as CORP.270323.023). ST drew governors' attention to the review of the recommendation tracker and confirmed that full compliance from governors to the MFA requirement has now been achieved.</p> <p>She also highlighted the planned use of deep dives at the committee in 23/24 to provide additional context on the effectiveness of the identified mitigations of risks.</p> <p>12.2 Risk Management Report</p> <p>120 AC presented the current report (distributed as CORP.270323.024). Governors noted the new risk added. AC reiterated that the planned changes to risk reporting would be implemented in the summer term as previously discussed.</p> <p>12.3 Business Continuity Policy</p> <p>121 Governors reviewed the Business Security Policy (distributed as CORP.121222.025). AC advised that in light of recent weather incidents the policy will be further reviewed and may come back to Board in the summer term. In accordance with the recommendation received from the Audit Committee the Board resolved to approve the policy.</p> <p>12.4 External Audit Service</p> <p>122 The Board reviewed the recommendation of the Audit Committee to reappoint Mazars to undertake external audit services for the college and its subsidiaries for the year ended 31 July 2023 (distributed as CORP.270322.026). AC noted that the appointment in 20/21 was for a 3 year term subject to annual performance review. He advised that Mazars had performed well in year and the committee recommendation was re-appointment. The Board resolved to reappoint Mazars to undertake external audit services for the year ended 31 July 2023.</p> <p>12.5 Internal Audit Service</p> <p>123 The Board reviewed the recommendation of the Audit Committee to continue with the appointment of RSM as internal auditors for 23/24 (distributed as CORP.270323.027). AC confirmed that RSM had been appointed in 2021/22 for a 3 year term subject to annual performance review. He advised that RSM had performed well in year and the committee recommendation was to continue. The Board resolved to continue with the appointment of RSM as internal auditors for 23/24.</p>
13	<p>WORKFORCE AND DEVELOPMENT COMMITTEE</p> <p>13.1 Workforce and Development Committee Feedback and draft minutes</p> <p>124 In the absence of the Chair of the Committee the Board noted the draft minutes from the meeting held on 20th February 2023 together with a summary report of the key points from the meeting (distributed as CORP.270323.028).</p> <p>13.2 Gender Pay Gap Report</p> <p>124 Governors reviewed the Gender Pay Gap Report (distributed as CORP.270323.029). AC confirmed that the data shared related to the year ended 31 March 2022 and advised that in future years it is anticipated that the report will be available for review in the autumn term ahead of the required March publication date. Governors considered the position within the college and sought clarity on the reasons behind the data. AC noted that there was no inequality within the banding levels but rather that roles in the 2 lower quartiles have a higher number of female</p>

	<p>employees. A governor suggested the removal of reference to 'traditionally occupied by women' from the statement to better capture the context. A governor queried the flexibility offered in higher level roles that may better enable more women to apply and to be successful. A governor requested that the table providing a comparison with other organisations be shared again when the data is available (Action - Director of People and Development Services)</p> <p>125 In accordance with the recommendation received from the Workforce and Development Committee the Board resolved to approve statement for publication.</p>
14	<p>GOVERNANCE AND SEARCH COMMITTEE FEEDBACK</p> <p>14.1 Governance and Search Committee Feedback and draft minutes</p> <p>126 CT (Chair of the Committee) took the Board through the feedback and draft minutes from the Governance and Search Committee meeting held on 1st March 2023 (distributed as CORP.270323.030).</p> <p>14.2 Instruments and Articles</p> <p>127 Governors reviewed the updated Instruments and Articles (distributed as CORP.270323.031). In accordance with the recommendation received from the Governance and Search Committee the Board resolved to approve the updated Instruments and Articles.</p> <p>14.3 Standing Orders</p> <p>128 Governors reviewed the updated Standing Orders (distributed as CORP.270323.032). In accordance with the recommendation received from the Governance and Search Committee the Board resolved to approve the updated Standing Orders.</p> <p>14.4 Chair Recruitment</p> <p>129 Further to the discussion at strategy day on the appointment of a new Chair the Board reviewed the proposals received from recruitment consultants to support the recruitment process (distributed as CORP.270323.033). In accordance with the recommendation from the Governance and Search Committee the Board resolved to approve the appointment of Peridot to support the recruitment of a Chair Designate.</p> <p>14.5 External Governance Review</p> <p>130 The Board reviewed the report (distributed as CORP.270323.034) and noted the requirement to have an external governance review every 3 years. In accordance with the recommendation from the Governance and Search Committee the Board resolved to appoint Governance 4FE and to progress the timetable stated in the report.</p>
15	<p>AoC Code of Good Governance</p> <p>131 RR presented the report on the consultation being undertaken by AoC on the proposed new Further Education Governance Code (distributed as CORP.270323.035). It was noted that the consultation remains open until 6th April, RR asked governors to consider the Board's response to the consultation. She highlighted the need for the code to be adopted and adhered to by the Board to provide comfort to the Board and confidence to external stakeholders on how the Board is performing against an agreed standard. The code should also provide a framework for self-assessment and improvement. JS noted the limitations and loose nature of the proposed principles. The Board resolved to delegate the response to the consultation to be agreed by the Chair, the CEO and the Director of Governance and to be submitted by the deadline.</p>

16	AOB 132 There were no items of AOB.
17	DATE OF NEXT MEETING 133 The next scheduled meetings will be the open day and Board meeting on 15 th May 2023 and the Board meeting on 3 rd July 2023.