

**Part 1 Non-Confidential Minutes**

**Corporation**

**Monday 11<sup>th</sup> July 2022**

**At City Hub, Nottingham, NG1 7HB**

<b>Present:</b>	Carole Thorogood (Chair) (CT)	)	
	Anja Beriro (AB)	)	
	Mary Carswell (MC)	)	
	Patricia Harman (PH)	)	External governors
	Jon Hawley (JH)	)	
	Angela Kandola (AK)	)	
	Andrew Simpson (AS)	)	
	Helen Smurthwaite (HS)	)	
	Sharon Townes (ST)	)	
	Andrew Unitt (AU)	)	
	Janet Smith (JS)	)	CEO/Principal
	Nick Proverbs (NP)	)	Staff governor
	Liam Sewell (LS)	)	Staff governor

**In attendance:**

Andrew Comyn (AC)	CFO/Deputy CEO
Mohammed Ramzan (MR)	Deputy Principal
Rachel Robson (RR)	Director of Governance
Jo Welham (JW)	Governance and Support Services Manager
Mike Firth (MF)	DfE

<b>1</b>	<p><b>WELCOME AND APOLOGIES</b></p> <p><b>227</b> The Chair welcomed JS to her first meeting as CEO/Principal. Apologies were received from Simon Bedford, Mike Green, and Lisa Wilson. Andy Griffin did not attend.</p>
<b>2</b>	<p><b>DECLARATIONS OF INTEREST</b></p> <p><b>228</b> Interests declared:</p> <ul style="list-style-type: none"> <li>▪ JS - CEO/Principal Nottingham College <ul style="list-style-type: none"> <li>- Trustee and Board Members of Skills and Education Group (SEG), awarding organisation and charity</li> <li>- Ofsted Inspector</li> <li>- Member of D2N2 LEP Principals' Group</li> </ul> </li> <li>• AK - Councillor, Nottingham City Council</li> </ul> <p>No other declarations of interest were received in relation to matters on this agenda.</p>
<b>3</b>	<p><b>MINUTES OF THE PREVIOUS MEETING</b></p> <p><b>3.1 Minutes</b></p> <p><b>229</b> The Board reviewed the non-confidential minutes from the previous meeting 28<sup>th</sup> March 2022 (distributed as CORP.110722.002). The Board <b>resolved</b> that the minutes be approved as a true record.</p>

	<p><b>3.2 Written Resolution</b>  <b>230.</b> Governors noted that they had passed one written resolution since the last Board meeting on 28<sup>th</sup> March (distributed as CORP.110722.003). This resolution was to approve the award of a contract for works at the City Hub to J Tomlinson Ltd. 12 votes were received in favour of the resolution. No votes against were received. The resolution was passed</p>
<p><b>4</b></p>	<p><b>ACTIONS AND MATTERS ARISING</b>  <b>4.1 Action tracker</b>  <b>231</b> Governors reviewed the Open Action Tracker (distributed as CORP.110722.004). Both actions were confirmed to be complete.</p> <p><b>232</b> There were no matters arising.</p>
<p><b>5</b></p>	<p><b>CEO/PRINCIPAL REPORT AND KPIS</b>  <b>233</b> JS presented the report to the Board (distributed as CORP.110722.005). JS took governors through the key points in the report:</p> <ul style="list-style-type: none"> <li>• Having started in role on 1<sup>st</sup> July JS confirmed that she had delivered a presentation to all staff and visited most centres. She reflected on the positive conversations held.</li> <li>• Positive progress with working with OU. The college will still continue to work with NTU</li> <li>• Feedback from the FEC visit in June was positive. JS and CT thanked the Martin Sim for his hard work during his time as interim CEO</li> <li>• ONS review ongoing</li> <li>• Staff governor elections undertaken, JS thanked NP and LS for their contributions over the last 2 years</li> <li>• Showcase events have been held. Governors that attended reflected on the quality of the work on show.</li> </ul>
<p><b>6</b></p>	<p><b>TEACHING, LEARNING AND QUALITY</b>  <b>6.1 Deputy Principal Report</b>  <b>234</b> The Board received the report from the Deputy Principal (distributed as CORP.11072222.006). MR took governors through the headlines in the report and the KPIs. A governor questioned how easy it was to interpret any issues arising from the attendance data in view of the nature of delivery over the last couple of years. MR confirmed that nationally colleges are reporting a dip in attendance. He emphasised the need to set high expectations at the start of the year and confirmed that a new pastoral system would support this.</p> <p><b>6.2 Learning and Quality Committee feedback and draft minutes</b>  <b>235</b> MC took governors through summary of the recent Learning and Quality Committee meetings (distributed as CORP.110722.007). She highlighted the key issues arising from the discussions undertaken by the committee:</p> <ul style="list-style-type: none"> <li>• Preparation for T levels is ongoing, continuing concerns nationally on the challenge to deliver the required work placements</li> <li>• Ongoing work to ensure the college achieves the AEB target</li> <li>• Plans in place for enrolment</li> <li>• Tutorials have been reviewed and new programme will be rolled out in 22/23. The committee received a presentation on this as it is an area of focus in the QIP and will further review this in 22/23</li> </ul>

	<ul style="list-style-type: none"> <li>• Progress against the QIP reviewed at both meetings. Progress as expected with actions on track or complete</li> <li>• Need for all staff and governors to read KCSIE. Will be requested to do so by 5<sup>th</sup> September, the committee will review compliance.</li> <li>• Minutes from meeting on 30<sup>th</sup> June will be shared under separate cover.</li> </ul> <p><b>6.3 Policies for approval</b></p> <p><b>236</b> The L&amp;Q Committee recommended the following policies to the Board for approval:</p> <ul style="list-style-type: none"> <li>(a) Safeguarding Policy (distributed as CORP.110722.008)</li> <li>(b) Bursary Policy (distributed as CORP.110722.009)</li> <li>(c) HE Bursary Policy (distributed as CORP.110722.010)</li> <li>(d) HE Fees Policy (distributed as CORP.110722.011)</li> </ul> <p>The Board <b>resolved</b> to approve all policies</p> <p><b>6.4 L&amp;Q Committee Terms of Reference and Business Schedule</b></p> <p><b>237</b> The Board received and reviewed the Committee Terms of Reference and Business Schedule (distributed as CORP.110722.012), recommended for approval by the L&amp;Q Committee. It was noted that the potential number of independent governors has increased from 4 to 6.</p> <p>The Board <b>resolved</b> to approve the L&amp;Q Committee Terms of Reference and Business Schedule.</p> <p><b>6.5 HE &amp; OfS Compliance Report</b></p> <p><b>238</b> The Board received and noted the report (distributed as CORP.110722.013).</p> <p><b>6.6 Governor Feedback on visits</b></p> <p><b>239</b> The report (distributed as CORP.110722.014) was noted by governors.</p> <p><b>6.7 Governor open day feedback</b></p> <p><b>240</b> The Board received and noted the report (distributed as CORP.110722.015). Governors that attended reflected positively on the event; this will be repeated in 22/23.</p>
7	<p><b>SAFEGUARDING</b></p> <p><b>241</b> The Board received the Quarter 3 Safeguarding Report (distributed as CORP.110722.016). It was noted that this had been reviewed at the Learning and Quality Committee. PH, safeguarding link governor, reflected on the work undertaken across the college to support learners and additional use of behaviour mentors for 22/23.</p>
8	<p><b>FINANCE AND ASSETS COMMITTEE FEEDBACK</b></p> <p><b>8.1 Finance and Assets Committee Feedback and draft minutes</b></p> <p><b>242</b> AU presented the draft minutes from the meeting held on 27<sup>th</sup> June 2022 together with a summary report of the key points from the meeting (distributed as CORP.110722.017). It was noted that progress against development plans for both IT and MIS are now being scrutinised by F&amp;A Committee. The increase in applications was noted. AC updated on planned keeping warm activity.</p> <p><b>8.2 Management Accounts P10</b></p>

	<p><b>243</b> The Board received the management accounts for P10 (distributed as CORP.110722.018). AC confirmed that the report format had been amended to reflect FEC feedback, KPIs will be added in 22/23. The ongoing work to ensure achievement of the AEB threshold was discussed. A governor noted the miscalculation on small group funding and asked if all other AEB funding was calculated correctly. AC confirmed that this issue was not replicated elsewhere. A governor questioned the impact of not hitting the AEB threshold of 97%. AC explained the clawback rules that would apply if the threshold was not met.</p> <p><b>8.3 Policies for approval</b></p> <p><b>244</b> The F&amp;A Committee recommended the following policies to the Board for approval:</p> <ul style="list-style-type: none"> <li>(a) Financial Regulations (distributed as CORP.110722.019)</li> <li>(b) Procurement Policy (distributed as CORP.110722.019)</li> <li>(c) Supply Chain Fees &amp; Charges Policy (distributed as CORP.110722.020)</li> </ul> <p>The Board <b>resolved</b> to approve all policies</p> <p><b>8.4 Finance &amp; Assets Committee Terms of Reference &amp; Business Schedule</b></p> <p><b>245</b> The Board received and reviewed the Committee Terms of Reference and Business Schedule (distributed as CORP.110722.021), recommended for approval by the F&amp;A Committee.</p> <p>The Board <b>resolved</b> to approve the F&amp;A Committee Terms of Reference and Business Schedule.</p>
<p><b>9</b></p>	<p><b>BUDGET AND FORECAST 22/23</b></p> <p><b>246</b> The Board reviewed the draft budget and forecast (distributed as CORP.110722.022). AC confirmed that the report had been shared with the FEC and also reviewed and recommended for approval by F&amp;A Committee. Updates to the report, as highlighted, have been made following those reviews but no changes to the numbers have been necessary. Governors raised further queries on the likelihood of achieving the AEB target and the implications of not doing so. Governors questioned the pay costs as a percentage of income in terms of the FEC benchmark. AC confirmed that the current assumption applied, as previously agreed by the Board, is that this will reduce over several years so as not to impact on improvements in quality. Potential inflationary pressures on pay and non-pay moving forward were discussed. AC directed attention to the key risks identified in the report.</p> <p>The Corporation <b>resolved</b> to approve:</p> <ul style="list-style-type: none"> <li>• The 3 year plan</li> <li>• 22/23 budget including the incremental pay award</li> <li>• The submission of the CFFR to ESFA by 31 July 2022</li> </ul>
<p><b>10</b></p>	<p><b>AUDIT COMMITTEE FEEDBACK</b></p> <p><b>10.1 Audit Committee Feedback and draft minutes</b></p> <p><b>247</b> ST presented the draft minutes and summary report from the recent committee meeting (distributed as CORP.110722.023).</p> <p><b>10.2 External Audit – Audit Strategy Memorandum</b></p> <p><b>248</b> The Board reviewed audit strategy memorandum (distributed as CORP.110722.024). As recommended by the Audit Committee the Board <b>resolved</b></p>

	<p>to approve the audit strategy memorandum and the audit and regularity engagement letters.</p> <p><b>10.3 Internal Audit – Internal Audit Plan 22/23</b>  <b>249</b> The Board reviewed the internal audit plan 22/23 (distributed as CORP.110722.025). ). As recommended by the Audit Committee the Board <b>resolved</b> to approve the internal audit plan 22/23.</p> <p><b>10.4 Risk Management Report</b>  <b>250</b> AC presented the report (distributed as CORP.110722.026). It was noted that the Board has not considered risk appetite for some time. A session will be planned for 22/23 (<b>Action JS/RR</b>).</p> <p><b>10.5 Freedom of Information Policy</b>  <b>251</b> The Board <b>resolved</b> to approve the policy as recommended by the Audit Committee (distributed as CORP.110722.027)</p> <p><b>10.6 Audit Committee Terms of Reference &amp; Business Schedule</b>  <b>252</b> The Board received and reviewed the Committee Terms of Reference and Business Schedule (distributed as CORP.110722.028), recommended for approval by the Audit Committee.</p> <p>The Board <b>resolved</b> to approve the Audit Committee Terms of Reference and Business Schedule.</p>
<p><b>11</b></p>	<p><b>WORKFORCE AND DEVELOPMENT COMMITTEE</b></p> <p><b>11. 1 W&amp;D Committee Feedback and draft minutes</b>  <b>253</b> AB took governors through the committee feedback and draft minutes (distributed as CORP.110722.029). She highlighted the work being undertaken around staff turnover. The main item of business at the meeting was the review of the new People Strategy, progress against the strategy will be reviewed through the committee. A governor questioned the compliance with mandatory training and asked that a snapshot date be selected and data on the reasons for non-compliance be provided for that date. The continual rolling nature of staff leaving and joining was noted, as were issues around parental leave and sick leave.</p> <p><b>Action DH</b> – to select a snapshot date and provide data on the reasons for non-compliance with mandatory training for that date.</p>
<p><b>12</b></p>	<p><b>GOVERNANCE &amp; SEARCH COMMITTEE FEEDBACK</b></p> <p><b>12.1 G&amp;S Committee Feedback and draft minutes</b>  <b>254</b> The feedback and draft minutes were received and noted (distributed as CORP.110722.030).</p> <p><b>12.2 Re-appointments and new appointments of external governors</b>  <b>255</b> The Board received the recommendations from G&amp;S Committee for re-appointments, and new appointments following the recent external recruitment process (distributed as CORP.110722.031) and <b>resolved</b> to:</p> <ul style="list-style-type: none"> <li>• Re-appoint Mary Carswell for a further term of office of one year to 31<sup>st</sup> July 2023 to support succession planning</li> <li>• Re-appoint Jon Hawley for a further term of office of 2 years to 31<sup>st</sup> July 2024</li> </ul>

	<ul style="list-style-type: none"> <li>• Re-appoint Angela Kandola for a further term of office of one year to 31<sup>st</sup> July 2023</li> <li>• Appoint new external governors Liz Mossop and Steve Wooler for terms of office of four years to 31<sup>st</sup> July 2026</li> <li>• Appoint Graham Basten as a co-opted member of L&amp;Q Committee for a term of four years to 31<sup>st</sup> July 2026</li> </ul> <p><b>256</b> It was noted that Allen Motsi has stepped down from the Board due to work commitments and that Mike Green has confirmed that he will step down when his first term of office ends on 31<sup>st</sup> July. The Board thanked them both for the contributions during their time on the Board. CT confirmed that work remained ongoing in relation to the appointment of a new governor with an HR background.</p> <p><b>12.3 Committee Memberships 22/23</b>  <b>257</b> The Board received the proposed committee memberships for 22/23 (distributed as CORP.110722.032). The Board <b>resolved</b> to confirm the memberships as set out in the report.</p> <p><b>12.4 Link Governors</b>  <b>258</b> The Board reviewed the updated Link Governor Scheme and proposed link roles for 22/23 as recommended by G&amp;S (distributed as CORP.110722.033). The Board <b>resolved</b> to approve the updated scheme and link roles.</p> <p><b>12.5 Code of Good Governance</b>  <b>259</b> The Board <b>resolved</b> to approve the adoption of the updated Code of Good Governance for English Colleges (distributed as CORP.110722.034).</p> <p><b>12.6 Audit Committee Terms of Reference &amp; Business Schedule</b>  <b>260</b> The Board received and reviewed the Committee Terms of Reference and Business Schedule (distributed as CORP.110722.035), recommended for approval by the G&amp;S Committee.</p> <p>The Board <b>resolved</b> to approve the G&amp;S Committee Terms of Reference and Business Schedule.</p>
13	<p><b>CHAIR AND VICE CHAIR 22/23</b>  <b>261</b> An email regarding the reappointment of CT as Chair of Governors for a further year, and MC as Vice-Chair for a further year had previously been circulated to governors. No objections or other candidates had been put forward.</p> <p>The Board <b>resolved</b> to appoint CT as Chair and MC as Vice-Chair for the 22/23 academic year.</p> <p><i>LS and NP left the meeting before the next item</i></p>
14	<p><b>STAFF GOVERNORS</b>  <b>262</b> The Board received the report updating on the recruitment process undertaken for the appointment of staff governors (distributed as CORP.110722.036). The terms of office of LS and NP end on 31<sup>st</sup> July. Governors noted that Liam Sewell (teaching staff) and Kirsty Bailey (support staff) were the successful staff members. The Board resolved to appoint Liam Sewell (teaching staff) and Kirsty Bailey (support staff) as staff governors with a term of office of two years to 31<sup>st</sup> July 2024.</p>
15	<p><b>AOB</b></p>

	<b>263</b> There were no items of AOB.
<b>16</b>	<b>DATE OF NEXT MEETING</b> <b>264</b> The next scheduled meeting will take place on Monday 17 <sup>th</sup> October 2022 at 4.30pm.