

SHREWSBURY COLLEGES GROUP

MINUTES

Group :	SHREWSBURY COLLEGES GROUP – BOARD MEETING	Date:	10/12/2018
Location:	ORIGINS RESTAURANT, LONDON ROAD CAMPUS, SHREWSBURY	Time:	5.30 p.m.
Membership:	Andy Allen, Meg Chandler, Gordon Channon, Christine Davies, Iain Gilmour, Christina Gore, Joshua Harry, Richard Heath, Nigel Merchant, David Pulford, Robert Rosson, Rex Sartain, James Staniforth (Principal/Chief Executive), Michael Thompson, Paula Tucker and Michael Willmot.		
IN ATTENDANCE:	<u>Members of the Senior Leadership Team (SLT):</u> C. Armstrong, Group Vice Principal, Curriculum Support and Business Development (GVP – CS&BD) Mark Brown, Group Vice Principal, I.T. and Strategic Development (GVP – IT&SD) Donna Lucas, Group Vice Principal - Human Resource Development (GVP – HRD) Paul Morgan – Director of A Level Studies (DoALS) Paul Partridge – Finance Director (FD) Chris Pemberton, Group Vice-Principal, Quality and Curriculum Development (GVP – Q&CS). Clerk to the Board – Tracy Cottee		
APOLOGIES:	Joshua Harry and Rex Sartain		

PART I – OPEN ITEMS

57/18. Declarations of Interest

1. Andy Allen declared a Standing Interest as an employee of Harper Adams University.
2. Richard Heath declared a Standing Interest as an employee of Harper Adams University.
3. Gordon Channon declared an interest in Minute Number 58/18. He left the meeting for the duration of the item and did not speak or vote.
4. David Pulford declared an interest in Minute Number 64/18. He left the meeting for the duration of the item and did not speak or vote.
5. Robert Rosson declared an interest in Minute Number 64/18. He left the meeting for the duration of the item and did not speak or vote.
6. Michael Thompson declared an interest in Minute Number 64/18. He left the meeting for the duration of the item and did not speak or vote.

G. Channon left the meeting

58/18. Election of Chair of Board

The Clerk reported that at a Special Meeting of the Board on 16 November 2016, the Board had appointed G. Channon as Chair until March 2019 and had extended his Term of Office as an Independent Governor to the same date (Board Min. No. 23 refers). Recently, the Board had granted a Second Four year Term to Mr Channon (Board Min. No. 49/18 refers).

In accordance with Standing Order Number 18, the Board considered the appointment and Term of Office of the Chair of Board.

Having been nominated by I. Gilmour and seconded by R. Rosson, it was unanimously

Resolved: That Gordon Channon be appointed Chair of the Board for a two year period.

G. Channon returned to the meeting.

G. Channon in the Chair.

59/18. Minutes of Board Meeting Held 10 October 2018 (Appendix – Agenda Item 3)

Resolved: That the Minutes of the meeting held on 10 October 2018, be signed and approved as a true record.

60/18. Matters Arising

None.

61/18. Chair's Announcements

- Meg Chandler had been nominated and appointed as the Student Governor (16 – 19 cohort) (Board Min. No. 49/18 refers) and was welcomed to the Board and the meeting;
- The revised guidance 'Keeping Children Safe in Education' had been circulated. All governors were expected to read the Guidance with particular reference to Part 2 "The management of safeguarding" which was specifically for governing bodies and complete a Declaration to this effect by the end of Term;
- Governors who had attended the recent Learning Walk in Construction Trades reported very positively on their experience and on the opportunity to meet staff and students. The Curriculum Leader - Construction & Trades was commended for his enthusiasm and commitment;
- David Pulford had attended the Performing Arts Panto and expressed his enjoyment of the production;
- Governors had attended a tour of the newly- opened HE facility at London Road which would have an official opening on 15 December 2018. Student feedback had been very positive.

62/18. Summary of Minutes and Recommendations from Committees (Appendix – Agenda Item 9e)

Special Search & Governance Committee – 03 December 2018 (draft Minutes previously circulated)

The Committee Chair gave a verbal update and presented recommendations -.

63/18. Board Vacancies - Interviews with Prospective Candidates

The Committee had interviewed candidates for an Independent Governor Vacancy, considering the current Board skills set, the Board's Succession Plan and the performance, contribution and skills base of the individuals interviewed.

Resolved: That –

- 1. K. Butler be appointed to the Independent Governor Vacancy with effect from 11 December 2018, for a Term of four years and be appointed to the current vacancy on the Quality, Standards & Curriculum Committee; and**
- 2. R. Wilson be appointed as a co-opted Finance & Business Operations Committee with effect from 10 December 2018, with a view to offering an appointment to the next available and suitable Independent Governor Vacancy when that arises.**

64/18. **Board Vacancies and Succession Planning**

The Committee Chair reported that -

- search activity would increase in 2019;
- The Academic Staff Governor (London Road Campus) Notice of Vacancy would be re-issued and that interested applicants be invited to contact the Committee Chair for further information;
- A candidate for the Audit Committee Co-opted Committee vacancy would be interviewed at the next Committee meeting.

Having given careful consideration and having due consideration to the Board's skills audit and succession strategy, the Committee made a number of recommendations regarding terms of serving governors.

Resolved: That –

- 1. Mitch Neale be appointed as Student Governor (HE) for a Two Year Term with effect from 10 December 2018;**
- 2. Robert Rosson's Term of Office be extended to 30 September 2019, to include the extension of his position as Vice-Chair of the Board;**
- 3. David Pulford be appointed as a co-opted Finance & Business Operations Committee for a Term of two years, with effect from 16 March 2019;**
- 4. The Term of the Parent Governor (London Road Campus), M. Thompson be extended to 09 July 2019.**

65/18. **Principal/CEO's Report**

The Principal/CEO spoke to his report (previously circulated). He provided further verbal updates on -

- Enrolments, including a presentation on full-time enrolments. The Board acknowledged that, at the census point, the College had recruited more students than projected, despite a downward demographic trend. Factors contributing to this increase included a higher application to conversion than in 2017 and the College's increasing reputation based on its improving outcomes;
- Year 11 Advice and Guidance Events. College Year 11 Open Evenings had seen significant and improved attendance, having been more effectively promoted and aligned with schools' liaison work. The Board expressed its thanks to the College staff;
- The devolution of the Adult Education Budget (AEB) and its impact on the College's budget and provision going forward. The Board supported plans to mitigate the impact;
- Additional in-year capital funding –expected allocation;
- Progress Monitoring – Period 1.

Resolved: That -

- 1. the report of the Principal/Chief Executive be noted; and**
- 2. the Board's thanks be passed to all staff.**

66/18. **Summary of Minutes and Recommendations from Committees**

Finance & Business Operations Committee – 10 October 2018 (Appendices – Agenda item 9a) (Minutes previously circulated)

The Committee Chair gave a verbal update and presented recommendations.

67/18. **Draft College Financial Regulations**

The Committee had reviewed the Financial Regulations and made several amendments which were included in the final version presented (previously circulated).

Resolved: That the Financial Regulations be approved.

68/18. **Health and Safety Annual Report 2017 – 2018**

This report (previously circulated) provided an update on Health and Safety across the College covering the academic year ending 31 July 2018, including an Assurance Statement with regard to the Board's responsibilities for health and safety and the Health & Safety Objectives and priorities for 2018 – 2019.

The Committee had also received the annual assurance statement based on the Institute of Directors and the Health and Safety Commission 'Leading Health and Safety at Work' guidance as assurance on the effective leadership of health and safety.

Resolved: That the Health and Safety Annual Report 2017 – 2018, be approved.

Finance & Business Operations Committee – 06 November 2018 (Appendix – Agenda item 9b) (Minutes previously circulated)

The Minutes were presented. There were no recommendations.

Quality, Standards & Curriculum Committee – 12 November 2018 (Appendix – Agenda item 9c) (draft Minutes previously circulated)

The Committee Chair reported that the Committee had considered reports on –

- the latest progress against the College's Key Performance Indicators (KPIs) 2018 – 2019, which also compared performance against final results for 2016 – 2017;
- Progress Grade Period 1 for A Level and vocational provision; the first entered set of progress grades for the academic year 2018 - 2019. The Committee had looked at the interventions in place to bring students to their full potential. These interventions were pro-active and targeted at students through a rigorous analysis of data and using teacher feedback. This system operated across the College and applied to all provision.;
- All course review meetings had taken place with new, realistic targets in place for 2018 – 2019;
- Interventions had already started with the most significantly at risk or lower-performing areas being the first as part of this cycle.

Regarding academic provision -

- The high grades percentage was, at present, lower compared with 2017 – 2018; however, areas for further work had already been identified. The Committee Chair reported that the College had in place robust structures and processes to support students and teachers to improve on this projected performance;

- Interventions would be planned in meetings with Programme Leaders to assess students at risk and those under-achieving to put together an action plan for change;
- The Committee Chair had attended the Subject Self-Assessment Grading meeting and as a result felt assured that the process had been robust and transparent, involving Curriculum Leaders and/or Programme Leaders in reaching judgments. The Board would consider the overall SAR at its strategic planning event to be held on 26 January 2019;
- The Committee had considered the Annual Complaints & Compliment Report and supported the College's pro-active approach; and
- The Safeguarding Lead Governor was working with the College to ensure that new entrants to work were now placed onto safeguarding training on their first day of induction. The number of in-house training sessions had been increased with changed times offered.

Audit Committee – 21 November 2018 (Appendices – Agenda item 9d) (draft Minutes previously circulated)

The Committee Chair gave a verbal update and presented recommendations.

69/18. **Risk Register and Board Assurance Framework**

The Committee had reviewed (previously circulated) the Risk Register and Board Assurance Framework (BAF) – November 2018 Update and had identified the live risks for the 2018 – 2019 Risk Register and BAF. The Committee had been assured that risks had been identified and were being actively managed. All governors also received the regular financial reports which contained financial risk analysis.

Resolved: That

1. **the Risk Register and Board Assurance Framework (BAF) – November 2018 Update, be approved; and**
2. **the risks identified for the 2018 – 2019 Risk Register and BAF, be approved.**

70/18. **Whistleblowing Policy**

The Committee had reviewed the draft Whistleblowing Policy presented (previously circulated) and had requested it be amended to make explicit links to the College's current Gifts & Hospitality Policy and Procedures.

Resolved: That the Whistleblowing Policy be approved, as amended, to include the up-to-date contact details for the Charity 'Concern at Work'.

71/18. **Audit Committee Draft Annual Report 2017 - 2018**

The Committee had reviewed a précis of the activities of the Committee in an annual report for the Year 1 August 2017 to 31 July 2018 (previously circulated).

The Annual Report to the Board provided -

- a summary of the work of the Committee during the financial year under review, including any significant issues arising up to the date of preparation of the Report;
- any significant matters of internal control included in the management letters and reports from auditors or other assurance providers;
- the Committee's view on its own effectiveness and how it had fulfilled its terms of reference; and
- the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control and its processes for securing economy, efficiency and effectiveness.

Resolved: That the Audit Committee Annual Report 2017 - 2018, be accepted.

(Note: The Audit Committee Chair signed the Report at the meeting.)

Finance & Business Operations Committee – 04 December 2018 (Appendices – Agenda item 9f) (draft Minutes tabled at meeting)

72/18. Over Draft Facility – Request for Delegated Authority

To ensure that the College was able to meet its obligations, the Committee considered it prudent to ensure that the College was able to put in place appropriate short term facilities. The College's Bank had indicated that it was willing to extend overdraft facilities to the College and had indicated that such facilities could be put in place within 4 to 6 weeks if required. The Committee noted that such a facility had been granted in 2017-18, but had not been necessary.

Resolved: That the Finance Director and Principal/CEO be provided with a standing authority to arrange an overdraft facility for the College, as or when this be deemed to be required. Should the facility be used, it be reported back to the Committee.

73/18. Draft Health and Safety Policy - Health & Safety Update

The Committee had reviewed the revised and updated College Health and Safety Policy (previously circulated). The Lead Governor for Health & Safety reported that he was confident that the health and safety function was being conducted effectively.

Resolved: That the Health and Safety Policy be approved.

(Note: The Health & Safety Policy Statement was signed by the Board Chair and Principal/CEO at the meeting.)

74/18. External Audit Report Financial Statements for the Year Ended 31 July 2018 (Appendix – Agenda item 10)

The Board reviewed the presented Financial Statements for the Year Ended 31 July 2018 (previously circulated), having already been considered by both the Audit Committee (Audit Min No 31/17 refers) and the Finance & Business Operations Committee (F&BO Min No. 49/18 refers).

The Draft Financial Statements had been audited by the Financial Statements auditors, Grant Thornton, who indicated a 'clean' unqualified audit opinion in terms of both truth and fairness and regularity.

The FD advised that governors were required to make an assessment of the College's going concern and that the auditors needed to be satisfied that the assessment was robust.

The Audit Committee had considered the observations arising from the audit, which are contained in the Financial Statements Auditor's Report (Audit Min. No. 26/18 refers).

The Board thanked the Finance Manager and Team for their hard work in assisting the Financial Statements Auditors.

Resolved: That, having considered the draft Financial Statements, the report of the Finance Director and Financial Statements auditors and the reports on going concern –

- 1. the Board considered the Shrewsbury Colleges Group to be a going concern; and**
- 2. approved the draft year-end financial statements 31 July 2018 and Management Letter, for signature by the Chair and Principal/CEO.**

(Note: The Chair and Principal/CEO signed sets of documents at the meeting. The Financial Statements and Management Letter would be sent to the ESFA by 31 December 2018.)

75/18. Safeguarding Annual Report 2017 – 2018 (Appendix – Agenda item 11)

The Board considered the Safeguarding Annual Report (previously circulated) which provided updates on Safeguarding at the College. The College had self-assessed Safeguarding provision as 'Good', using the 'Inspecting Safeguarding in Early Years, Education and Skills' Guidance. The College was compliant with areas of strength and the Safeguarding Improvement Plan would move Safeguarding to Outstanding by summer 2019.

Resolved: That the Safeguarding Annual Report 2017 – 2018, be accepted.

76/18. Single Equality Scheme – Report of Equality & Diversity Lead Governor

The Equality & Diversity Lead Governor reported that she had read the Draft College Single Equality Scheme, recently approved by the Senior Leadership Team (SLT). Whilst there was no legal obligation to comply with the Public Sector Equality Duty, the College had chosen to comply on a voluntary basis, as a means to comply with the Equality Act.

77/18. Risk

As part of the discussions on the College's Risk Register and Board Assurance Framework agreed (Board Min No. 67/17 refers), all committee agendas now featured a final item to consider whether risks connected with that committee had been effectively addressed in the meeting.

The Board also undertook a review of the risks within the remit of the Board. It was assured that the College was taking reasonable actions to mitigate these risks.

It was agreed that Minute Number 78/18 be considered as confidential under Article 16(2) (d) and Standing Order 11.

The Staff and Student Governors left the meeting at this point.

78/18. Summary of Committee Decisions – Confidential

Special Remuneration Committee – 03 October 2018 (Appendix – Agenda Item 15) (Minutes tabled at meeting)

The Committee had provided a response to an Association of Colleges (AoC) (of which the College is a member) consultation on the proposed amendment to Section 9 - Good Governance, Remuneration of Senior Post Holders (paras 9.9 and 9.10).

After consideration of the documentation and professional representations from the Principal/CEO and Clerk to the Board, the Committee had agreed that, whilst the College would not complete the on-line consultation, it would submit a letter to the Association of Colleges as follows –

“Whilst the wide-ranging and extensive nature of the proposed amendments may reflect the diverse nature of further education providers generally; it is the conclusion of the Shrewsbury Colleges Group, on assessing the documentation and receiving professional input from the Principal/CEO and Clerk to the Board, that the proposed amendments would not be appropriate for the College's current and future circumstances.

However, the College appreciates that the aim of the draft documentation is to help governing boards meet and exceed basic governance requirements, demonstrating that the sector had robust arrangements to govern and manage their own affairs. Therefore, the Board will draw up its own Policy and Procedure for Senior Post Holder Remuneration going forward and also consider which Governance Code would be most suitable for adoption.”

Resolved: That the resolution of the Remuneration Committee be noted.

Special Human Resources Committee – 06 December 2018 (Appendix – Agenda item 9g)
(draft Minutes tabled at meeting)

- The Committee Chair provided a brief update on the progress of the ITrent implementation and explained that the system would be rolled out to managers in the New Year, together with a support package of training on how to use the system;
- A Staff Survey had been conducted in July 2018. The GV – HRD had presented a report to the Committee, summarising the response rates of and general comments received with respect to the six categories surveyed. The Committee had noted that the results from this Survey indicated an improved position to the previous survey conducted in May 2017, with significant progress being made in almost all areas of satisfaction, particularly in areas where the College had agreed to focus on in its Action Plan following the 2017 Survey. The Board acknowledged the improving picture and that the 2018 Survey Action Plan would be based on the survey findings.
- The Committee, having reviewed the Terms, had concluded that, at this point, the Committee should remain as part of the College’s governance arrangements.

The Chair of the Committee also provided a confidential verbal update, details set out in a Confidential Minute.

Resolved: That the resolutions of the Special Human Resources Committee be noted.

The Principal/CEO, Clerk and all members of SLT with the exception of the GVP – HRD left the meeting at this point.

Remuneration Committee – 10 December 2018

The Chair of the Committee provided a confidential verbal update, details set out in a Confidential Minute.

Resolved: That

- 1. the Board Chair be granted delegated authority to undertake consultation on the recommendations of the Remuneration Committee set out in a Confidential Minute; and**
- 2. report on the outcome of the consultations to the next appropriate Board meeting.**

74/17. **Date of Next Meeting – Strategic Planning Event – 26 January 2019.** Venue – H.E. Centre, London Road Campus.

75/18. **Information Pack item**

The Board received the following item (previously circulated) –

- F.E. Commissioner’s Letter to chairs and principals dated 20 November 2018.

The meeting concluded at 7.00 p.m.