

MINUTES

Group :	SHREWSBURY COLLEGES GROUP – BOARD MEETING	Date:	18/12/2017
Location:	ORIGINS RESTAURANT, LONDON ROAD CAMPUS, SHREWSBURY	Time:	5.00 p.m.
Membership:	Andy Allen, Linda Carroll, Gordon Channon (Chair), Christine Davies, Jae Evans, Christina Gore, Iain Gilmour, Richard Heath, Georgina Kelly, Steve Lewis, Nigel Merchant, David Pulford, Rob Rosson, Rex Sartain, James Staniforth (Principal/Chief Executive), Paula Tucker, Michael Thompson, 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:	Linda Carroll, Nigel Merchant and Mike Willmot.		

PART I – OPEN ITEMS

56/17. **Declarations of Interest**

Richard Heath declared a Standing Interest as an employee of Harper Adams University.

Andy Allen declared an Interest in Minute Number 63/17, as a candidate for re-appointment.

57/17. **Minutes of Board Meeting Held 25 September 2017**

Resolved: That the Minutes of the meeting held on 25 September 2017, be approved.

58/17. **Matters Arising**

None.

59/17. **Chair's Announcements**

The Chair welcomed –

- Georgina Kelly, the appointed Student Governor (16 – 18);
- Paula Tucker, the appointed Support Staff Governor; and
- Jae Evans, the appointed Student Governor (HE)

to their first Board meeting.

In response to a request from the Chair for governor feedback on the recent Governor Learning Walk to Motor Vehicle and Engineering, those governors that had attended reported very positively on their experience and on the opportunity to meet staff and governors. They praised the obvious enthusiasm of the staff and reported that they had met four apprentices. The Chair, who had also attended, reinforced this and commended future Learning Walks to the Board.

(Note: The next Learning Walk in the Spring Term would be Art and Design, academic and vocational, given the relocation of vocational Art to English Bridge, though this would be agreed by the Search & Governance Committee meeting in January 2018.)

60/17. **Standing Order No. 3.3 – Additional Confidential Item**

In accordance with Standing Order 3.3, the Chair agreed that the Principal/CEO could bring the following additional confidential matter to the attention of the Board, not being on the agenda.

61/17. **Apprenticeship Training & Delivery for Employers**

The Principal provided a verbal update, based on his Confidential Report (previously circulated) and set out in the Confidential Minutes.

Resolved: That the Confidential Report of the Principal/CEO and the actions taken by the College be noted.

62/17. **Summary of Minutes and Recommendations from Committees**

The Board was presented with the Draft Minutes of committee meetings held during the Autumn Term (previously circulated) as follows:

Search and Governance Committee – 04 October 2017. In the absence of the Committee Chair, a Committee member presented the following –

63/17. **Corporation Opportunities – Appointments to Board**

A Allen left the room.

The Committee had noted that the first terms of both Independent Governor, Andy Allen and Parent Governor, Nigel Merchant were due to end in December 2017. Both had indicated that they wished to remain on the Board and the Committee had considered their applications accordingly, based on assessment of prior performance, contribution in the role and individual skills and qualities in light of the current Board skills base and the Governor Person Specification and Job Description.

The Committee had considered that the candidates' previous experience as committed and motivated governors would remain beneficial to Board.

Resolved: That

- 1. Nigel Merchant, be appointed as a Parent Governor for a Three Year Term with effect from 18 December 2017; and**
- 2. Andy Allen, be appointed as an Independent Governor for a Four-Year Term with effect from 18 December 2017.**

ACTION: Clerk

A Allen returned to the room.

Finance and Business Operations Committee – 10 October 2017

The Draft Minutes were presented. There were no recommendations.

Quality, Standards & Curriculum Committee – 16 October 2017. The Committee Chair reported that the Committee had considered reports on –

- Higher Education, which was a standing item on the Committee's agenda. The Higher Education (HE) QAA Visit would take place on 14 May 2017. Both the H.E. Lead Governor and H.E. Student Governor would be involved in College preparations for the Visit;
- a summary of information relating to students' views, gathered by the Exit Survey conducted during May – June 2017 and which would contribute to the quality, annual planning and self-assessment cycles. Regarding student voice and student experience feedback, the Committee would continue to monitor actions that had emerged from the recent SPOC student survey;
- complaints/compliments received during 2016 – 2017 and had endorsed the College's approach to complaints, namely that the College was moving away from a defensive position when receiving a complaint, to considering any complaint as feedback to improve the College's service to students; and
- the 2017-18 course quality and self-assessment process. The Committee supported the College's approach to the quality of teaching, learning and assessment going forward.

The Committee Chair referred to the recent Learning Walk undertaken at the College. Whilst she appreciated that the Search & Governance Committee would discuss this matter at its next meeting, she expressed the hope that more governors would undertake Learning Walks going forward and would gain a wider understanding of the College, rather than focus on either one area or function.

64/17. Safeguarding Annual Report 2016 – 2017

The Committee Chair confirmed that the Committee gave great importance to this report. With that regard, the Principal/ CEO confirmed that all staff and volunteers were subject to robust DBS procedures on appointment. In response to a question from the Vice-Chair, the GVP – CS&BD confirmed that the College had experienced an increase in the number of recorded mental health referrals, particularly anxiety, depression and suicide risk. This was possibly due to a greater awareness of these issues and of the help available in College amongst staff and students. The College was also required to report against an increasing number of characteristics, for example, sexting, which could also account for the increase in referrals.

Resolved: That the Safeguarding Annual Report 2016 – 2017, be accepted.

Finance & Business Operations – 21 November 2017. The Committee Chair reported that the Committee had considered reports on –

- Estates Termly Report;
- Health and Safety Policy Update - The Committee had agreed that, as a result of the low risk and the timing of the internal audit review, the formal review of the current Health & Safety Policy be postponed in order to allow any findings or recommendations from the audit to be incorporated into the Policy as part of the annual review; and
- The Committee had also recommended the Financial Statements to the Board.

65/17. **Management Accounts – Year to Date 2016/17**

The Board reviewed the Management Accounts (previously circulated). Board members not on the Committee commended the revised layout of the Accounts, as devised by the FD on the request of the Committee.

Resolved: That the Management Accounts for the Shrewsbury Colleges Group up to 31 September 2017, be approved.

66/17. **Over Draft Facility – Request for Delegated Authority**

The Committee had recommended that the FD be granted delegated authority to enter into an appropriate short- term overdraft facility on behalf of the Shrewsbury Colleges Group, sufficient to ensure the liquidity, if so required, of the College during the period from January 2018 to April 2018.

Resolved: That the Finance Director be granted delegated authority to enter into an appropriate short- term overdraft facility on behalf of the Shrewsbury Colleges Group, sufficient to ensure the liquidity, if so required, of the College during the period from January 2018 to April 2018.

Audit Committee – 28 November 2017. In the absence of the Committee Chair, a Committee member presented the following –

67/17. **External Audit Report Financial Statements for the Year Ended 31 July 2017**

The Board reviewed the presented the Financial Statements for the Year Ended 31 July 2017 (previously circulated), having already been considered by both the Finance & Business Operations Committee (F&BO Min No. 39/17 refers) and the Audit Committee (Audit Min No 31/17 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. 32/17 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 2017, for signature by the Chair and Principal/CEO.**

(Note: The Chair and Principal/CEO signed both sets of documents at the meeting. The financial statements would be sent to the ESFA by 31 December 2017.)

68/17. **Audit Committee Draft Annual Report 2016/17**

The Committee had reviewed a précis of the activities of the Committee in an annual report for the Year 1 August 2016 to 31 July 2017 (previously circulated) which had been produced in accordance with the model as set out in the guidance on the Joint Audit Code of Practice Part 2 to which the Board subscribed.

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 2016/17, be accepted.

(Note: The Audit Committee Chair would sign the Report to be sent to the ESFA by 31 December 2017.)

69/17. **Risk Register and Board Assurance Framework**

The Committee had reviewed (previously circulated) the Risk Register and Board Assurance Framework (BAF) – November 2017 Update and considered whether to approve the carrying-forward of identified risks to the 2017 – 2018 Risk Register and BAF.

The FD reported that, since his appointment, he had met with risk holders and the SLT to ensure an holistic understanding and approach to the risks identified by the College. He highlighted that a number of red risks on the register were inherently high risk to the sector – such as risks around attendance and enrolment. RAG-rated assurance levels after existing controls were in place and expected assurance levels after proposed Action Plans had been completed were also recorded.

Resolved: That

- 1. the Risk Register and Board Assurance Framework (BAF) – November 2017 Update, be approved; and**
- 2. the carrying-forward of risks for the 2017 – 2018 Risk Register and BAF, be approved.**

70/17. **Principal's Update**

The Principal/CEO presented his Report (previously circulated), providing verbal updates, where necessary. He pointed governors' attention to the latest KPIs – targets and progress and, at the request of the Chair, briefed new governors on T Levels and how the College had become involved in the T Level pilot project.

In response to a governor query regarding one school's apparent lack of engagement with the College's schools' liaison activities, the Principal/CEO explained that a low level of engagement in this particular case was historical; however, it did send significant numbers of students to the College. The GVP - CS & BD explained that the College was working to increase engagement levels in this instance, through invitations to Taster events and other engagement activities.

The Chair of the HR Committee referred to the success of students in the World Skills and Maths Challenge, set out in the report and asked that the teaching staff involved be thanked for their hard work and support to students. The Principal/CEO explained that he specifically referred to these achievements in his schools liaison activities to reinforce the message that the College could provide opportunities for excellence for both academic *and* vocational students.

The Board's representative on the Radbrook Foundation reported that capital funds gained from the sale of the site at Radbrook Road had resulted in the Foundation awarding £80k revenue funding to the College to support student activities and provide funds to students. The Board thanked the Radbrook Foundation for its continued support to College students.

Resolved: That -

- 1. the report of the Principal/Chief Executive be noted; and**
- 2. the Board's thanks be passed to all staff involved in students' recent success in the World Skills and Maths Challenge.**

71/17. Higher Education Self-Assessment Report (HE SAR)

The Board reviewed the HE SAR (previously circulated). The GVP – Q&CD explained that the document was part of the HEFCE Assurance for Governance Framework and followed the HE Quality Code requirements. She added that she would provide a further briefing to Board at the next meeting on HE quality assurance and College preparation for the upcoming QAA Review. The HE Link Governor and HE Student Governor would be involved in QAA preparation, going forward, including meeting regularly with the GVP.

The Board commended the report and

Resolved: That the Higher Education Self-Assessment Report be accepted.

72/17. Human Resources Committee – Urgent Item - Pay Award 2017 – 2018

The Board was advised that, due to the recent inclement weather, it had not been possible to hold a planned meeting of the Human Resources Committee on 6 December 2017; that meeting would now be held in January 2018. The GVP HRD provided a confidential verbal update on the latest position regarding a cost of living increase for staff for the current academic year, details set out in a Confidential Minute.

Resolved: That the 1% salary increase to all staff with effect from January 2018, be noted.

73/17. Summary of Committee Decisions – Confidential - Remuneration Committee – 18 December 2017

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

Resolved that the resolution of the Remuneration Committee be noted.

74/17. Date of Next Meeting – Strategic Planning Event – 26 January 2018. Venue – PDP Suite, London Road Campus. The Principal/CEO explained that SLT had held an extended session looking at strategic planning. A Position Paper would be presented at the event, setting out the strategic context and possible strategic objectives for discussion and consideration. One of the themes to be picked up in more detail, for example, was property. It was expected that Board would provide an initial Strategic Plan for the SLT to work more fully on.

The meeting concluded at 18.35 p.m.