

Minutes of the Corporation meeting held in the Boardroom at 1663 hrs on 24 February 2020

<b>Present</b>	Rod Allerton	Dean Duffield	Prof Sir Les Ebdon CBE DL
	Mark Haydon	Ian Jackson (Chair)	Gabe Manthorpe
	Angie Morris	Lionel Muskwe	Rachel Nicholls (Acting Principal)
	Brian Redshawe	Simon Smith	Arthur Vysocij
	Anthony Warner		
<b>In Attendance</b>	Ralph Devereux (Clerk)	Jane Spurgin (Consultant)	Catherine Hall (EDHR)
	Charlotte Hobday (Interim Group FD)	Peter Walker (VP(CS))	Angela O'Reilly (VP(CQ))
	Julian Kirkpatrick (AP (Curr))		
<b>Apologies</b>	Marco Cereste	Mary Kiernan	Michael Rabbett
	Nicola Shawe		

The Chair welcomed all to the meeting
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## STANDING ITEMS

### B51/19 ELIGIBILITY, QUORUM, DECLARATION OF INTERESTS

The apologies were accepted. The meeting was quorate; no notice had been received of any Member becoming ineligible to hold office. There were no interests mentioned in the Agenda and the formal register remained as previously declared.

**The information was noted and received.**

### B52/19 MINUTES AND ACTIONS

- a. Minutes of the last meeting held on 9 December 2019 were confirmed for electronic signature; action delegated to the Clerk. **(Action 1)**
- b. Matters Arising from the Minutes. There were no matters arising.
- c. Consents agenda was noted; actions from the previous meeting were considered.

Referenced minute for full detail		Status
Action 1	37/19. Meeting re EOI Centre of Excellence Green Technology	<b>Complete</b>
Action 2	38/19. Dashboard detail to be enhanced,	
Action 3	39/19. Chair to mail staff re staff meeting 20.12.19.	
Action 4	43/19. AFS to be signed. (Chair)	
Action 5	44/19. APT Loan repayment letter to be signed (NS).	

Action 6	44/19. PRCV Comfort letter to be signed. (Chair)	
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d. Urgent Business. There was no urgent business requested.

- a. **The information was noted.**
- b. **Action had been identified. (Register at 63/19)**

**B53/19 COMMITTEE MINUTES**

- a. UCP Shadow Council (UCPSC). The minutes of the UCPSC meeting (16.01.20), were reviewed and received
  - (i) re Action 5. 27/19. the EDI Report had been recommended and that was approved (**Action 2a**);
  - (ii) Dates for the OFS sponsored PWC audit had now been confirmed. (**Action 2b**)
- b. Curriculum and Quality (C&Q) Committee. The minutes of the C&Q Committee meeting (03.02.20), were reviewed and received. (**Action 2c**)
- c. Merger Steering Group (MSG). The minutes of the MSG (22.01.20) would be considered at B60/19.

- a. **The information was noted and received.**
- b. **Actions had been identified. (See Table 63/19 below.)**

**B54/19 PRINCIPALS REPORT**

The Principals Report and Annexes considered areas of interest which were not covered elsewhere on the Agenda and the detail was considered; the reports were taken as read with items of particular note raised specifically;

- a. Adult Learning Loans. The Education and Skills Funding Agency (ESFA) had now indicated that any clawback was unlikely;
- b. Subcontracting. The response to the ESFA consultation on subcontracting would evidence the robust arrangements in this area; it was likely that post-merger risks in this area would be reduced.
- c. Coronavirus. The Major Health Scare Action Plan had been updated in line with government advice and displays around College had been reinforced, an NHS poster was attached; the business continuity plan had been updated and will continue to be reviewed.
- d. University Technical College (UTC). The suggested UTC extension would require consideration by the Corporation and the Merger Steering Group (MSG); the proposal was complex and had implications for the future property strategy and the age range on campus. There was some consideration re the possibility of reassignment of the building in the event of UTC closure.

**The information was received.**

**B55/19 KEY PERFORMANCE INDICATORS (KPI)**

The Members Dashboard presented key monitoring data to inform Members “check and challenge” against approved targets set using appropriate sector benchmarks. The information was noted and in particular the Principal stressed:

- a. previously reported lower than allocation recruitment was unlikely to impact significantly as they were likely to be mitigated by improved base rates and subject weightings;
- b. early and positive indicators for the key area of recruitment were welcomed but would not dilute the effort to reverse the downward trend, more information would be brought to the next meeting (**Action 3**). Rod Allerton volunteered to attend one of the open evenings, which were held regularly to inform potential students and dates would be passed to him (**Action 4**);
- c. attendance was continuously monitored and the improvement was welcomed, retention was close to target.

- a. The information was noted and received.
- b. Actions had been identified. (See Table 63/19 below.)

**B56/19 FURTHER EDUCATION COMMISSIONER (FEC)**

The February 2020 Diagnostic Assessment report, together with the associated draft report from the December review were at Appendix 1 and 2 respectively; the outcome noted that “significant progress” had been made against the 5 original recommendations and, providing that the merger continued, had concluded that no further visits were necessary. This was a positive outcome and only achieved by 10% of assessed colleges. Appendix 2, which included the Principal’s comments was considered and discussed, the final report was awaited and would be circulated. **(Action 5)**.

- a. The information was noted and received.
- b. Actions had been identified. (See Table 63/19 below.)

**B57/19 C&Q**

- a. Quality Improvement Plan (QIP) Update. Progress against the attached QIP was discussed, informed by the first update with reference to the approved KPIs at Appendix 1, this information was widely monitored cross-college and the RAG Rated Progress Tracker report had showed good progress with at the last CQS meeting (53/19b). The second report presented to the Ofsted Monitoring team (see below) indicated further improvement, with:
  - (i) 39 actions completed (Green);
  - (ii) 67 actions satisfactorily in process (Amber); and
  - (iii) no unsatisfactory areas (Red).
- b. Ofsted Monitoring Visit. The inspection in May 2019 had resulted in an assessment of “Requires Improvement (RI)” and a consequent Monitoring visit had been completed in February 2020; the associated report of that visit was attached. Progress around the identified 4 “Themes”, each fully explained in the paper, were judged as the first two having made “reasonable Progress” and the final two “Significant progress”; this was a good outcome particularly since the full inspection had only been 10 months earlier representing 22 “teaching weeks”. Focus on continuing improvement remained paramount and immediate areas had been detailed in the paper. Analysis continued to inform further action. The draft report was attached and the final would be circulated when received, **(Action 6)**
- c. Equality and Diversity (E&D) Update. The Annual Report comprised 3 elements, namely the EDI:
  - (i) Annual Report;
  - (ii) Implementation Policy;
  - (iii) Policy and equality objectives; and
  - (iv) Gender Pay Gap information.

These detailed the cross-college work and consequent achievements in this vital area; the Report had been closely scrutinised by the CQS Committee (53/19b) and was discussed in that light. The Committee had recorded thanks to those involved in the Report and that was endorsed. **(Action 7)**. In response to a query it was explained that a comprehensive job evaluation had been put on hold as a result of the merger preparations. The Report was approved for publication on the Website. **(Action 8)**

- a. The information was noted and received.
- b. Actions had been identified. (See Table 63/19 below.)

**B58/19 FINANCE**

- a. Management Accounts. It was normal practice to post the completed accounts were available on Board IQ. The December numbers indicated a deficit of £9k against budget partly due to timing but also due to both the tuition fees and nursery income lines below annual budget.
- b. Mid-Year Report. It had not been possible to complete the 2<sup>nd</sup> quarter forecast since the accelerated deadline for the ESFA Integrated Financial Model had taken priority. Detail in the accompanying papers was explained and noted.; learner numbers were particularly considered. The Q2 re-forecast, expected to show a modest surplus, would be taken to the F&GP Committee meeting tbh on 19 March. **(Action 9)**
- c. 3-year Financial Plan. The document had been prepared in accordance with governance policies and the full detail was supplemented by clear and comprehensive notes, including the background and clear links to the Strategic Plan. The implications, assumptions and associated risks were clearly detailed and noted and the financial objectives and assumptions for the forecast were clearly explained. Development of the 3-year plan, had been advanced to meet the introduction of the ESFA Integrated Financial Model for Colleges (IFMC) (integrating several financial plans and documents) to be submitted by 28 February and which still contained inherent spreadsheet design errors. The detail related to PRC alone and disregarded the probable merger with NCS; a post-merger plan would be detailed later and would form the basis for Phase 2 Due Diligence (DD). This detail included PRC, APT and PRC Ventures, together with further detail (ESFA Financial Health Analysis) and the IFMC was then scrutinised. Some income elements had been estimated. The details, including tabulated key financial tables, were fully explained and informed close discussions and consideration was given to the effect of possible discontinuance of pension contribution support, which had largely contributed to the end-of-year deficit forecasts. The budget was then fully discussed page by page with reference to the notes and it was agreed that the proposals met the needs of the College and provided for the financial commitments for the coming year. The minimum cash-holding requirement, possible increases in pension liabilities, and the provision for a staff pay rise were fully discussed. The Capital Plan had been increased £900k and was discussed. The Plan was discussed at length; regular updates to would be brought for Corporation scrutiny; the processes and the Plan as presented were approved. **(Action 10)**

- a. **The information was noted and received.**
- b. **Actions had been identified (Register 63/19)**

#### **B59/19 RISK REGISTER**

The Risk Register (RR) was scrutinised and the 5 changes to the primary risks were explained and noted;

- a. Reduced or Closed – References 29, 156, 239 and 257 had been reviewed after discussion with the FEC team and was explained in the accompanying paper;
- b. Increased – Reference 251.

There were currently 7 primary risks; the RAG ratings were and the RM detail were noted.

**The information was noted.**

#### **B60/19 MERGER**

Both Corporations had accepted continuance of the process after receipt of the Phase 1 DD and it was necessary to consider the next steps in the merger process. The:

- a. draft minutes of the MSG meeting held on 22 January (Appendix A);
- b. revised key merger dates (Appendix B) adjustments to the future programme had been necessary, full reasoning was included in the documents; and
- c. Public Consultation Response (Appendix C) Participation in and outcome of the public consultation had been satisfying with an overwhelmingly positive outcome.

Were all discussed and noted.

- d. Merger Shadow Board (MSB). The proposal for a MSB to enable timely progression of the merger process required several approvals, initially: should the remit and membership of the MSG be extended into a formal MSB wef 3 April 2020. That was approved, **(Action 11)** accordingly, enabling decisions were necessary;
- (i) the MSB Terms of Reference (TOR) at Appendix D were discussed and approved **(Action 12)**;
  - (ii) the appointment process for the recruitment of 2 additional members to the MSB was agreed as detailed in the accompanying paper; the Clerk would seek volunteers particularly valuable would be legal and HR expertise. **(Action 13)**; and
  - (iii) an additional meeting in June to accept transfer of assets, rights and liabilities from NCS at point of merger was agreed as 29 June **(Action 14)**.
- e. Awayday. A joint awayday would be held on 3 March 2020 at the William Cecil Hotel, St Martins, Stamford on 3 March at starting at 1600hrs. It was also agreed to try and arrange a tour of NCS earlier that afternoon. **(Action 15)**
- a. The information was noted and received.
- b. Actions had been identified (Register 63/19)

**B61/19 URGENT BUSINESS**

There had been no urgent business agreed.

**B62/19 NEXT MEETING**

The next meeting would be held at PRC at 1663 on 23 April 2020.

**B63/19 ACTION REGISTER**

Referenced minute for full detail		Resp	By
<b>Action 1</b>	52/19. Last minutes (09.12.20) confirmed for signature.		
<b>Action 2a&amp;2b&amp;2c</b>	53/19. UCP&CQ Committee minutes received. EDI Report approved.	Clerk	wie
<b>Action 3</b>	55/19b. Recruitment detail to next meeting.	RN	23.04. 20
<b>Action 4</b>	55/19. Open day detail to RA.		
<b>Action 5</b>	56/19. Final FEC Diagnostic Visit Report to be circulated.	VPCQ	asap
<b>Action 6</b>	57/19b. Final Ofsted Report to be circulated		
<b>Action 7</b>	57/19c. Thanks from CQ Committee endorsed.		
<b>Action 8</b>	57/19c. EDI Report approved for publication.		wie
<b>Action 9</b>	58/19b. Mid-Year re-forecast to FGP Committee meeting.	VPCS	19.03.20
<b>Action 10</b>	58/19c. 3-Year Financial Plan (IFMC) approved.		
<b>Action 11</b>	60/19d. MCG to be developed into a MSB.	Chair	asap
<b>Action 12</b>	60/19d(i). MSB TOR approved.		
<b>Action 13</b>	60/19d(ii). 2 more appointees necessary for MSB.	Clerk	06.03.20
<b>Action 14</b>	60/19d(iii). Additional Corporation meeting agreed.		
<b>Action 15</b>	60/19e. Tour of NCS to be arranged.	JS	03.03.20








# CorpMinutes24.2.20 Pt1RDRNIJ(Final)

Final Audit Report

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