

CORPORATION
MINUTES OF MEETING HELD ON TUESDAY 27 OCTOBER 2020
VIA MICROSOFT TEAMS AT 5.30 PM

PRESENT: Mr A Menzies (Chair); Mr K Kendall (Vice-Chair); Mr B Meredith (Principal); Mr R Ellison; Dr S Hamer; Mr J Hurst; Mr A Milner; Ms K Moore; Ms A Moran; Mr I Sackree; Ms V Shannon; Mr A Silvester; Mr M Thomas and Mr D Waxman

IN ATTENDANCE: Ms C Sykes (Clerk); Ms K Calvert (Deputy Principal – HR and Organisational Services “**DPHROS**”); Ms R Ellis-Jones (Deputy Principal – Curriculum and Quality “**DPCQ**”); Mr S Kelly (Finance Director) and Ms A Paling (Assistant Principal Campus & Student Services “**APCSS**”).

Before the meeting formally began, the Chair welcomed Adam Milner to his first meeting as a full member of the Corporation.

20.01 APPOINTMENT OF THE CLERK TO THE CORPORATION

The Chair noted that the Remuneration Committee on 6th August 2020, recommended the appointment of the new Clerk to the Corporation. Corporation members were made aware of this recommendation and were contacted by written means. However, the Corporation must formally approve the appointment of the Clerk.

The appointment of Catherine Sykes as Clerk to the Corporation was **APPROVED**.

20.02 APOLOGIES FOR ABSENCE

Mr M Lucid.

20.03 DECLARATIONS OF INTEREST

There were none.

20.04 MINUTES OF THE PREVIOUS MEETING

- i. Minutes of the previous meeting held on 14 July 2020, along with the confidential minutes, were **APPROVED** as an accurate record and were signed by the Chair.
- ii. There were no other matters arising from the minutes not covered elsewhere on the agenda.

20.05 PRINCIPAL'S REPORT TO THE GOVERNORS – OCTOBER 2020

The Members **RESOLVED** that the Principal's Report should be considered confidential.

The Principal took the Members through the Report and Members' questions are recorded in the Confidential Minutes.

The Principal's Report was **RECEIVED**.

20.06 SAFEGUARDING

i. Safeguarding Report for 2019/20

The Members **RESOLVED** that the Safeguarding Report for 2019/20 should be considered confidential.

The APCSS took the members through the Safeguarding Report for 2019/20 and Members' questions are recorded in the Confidential Minutes.

The Safeguarding Report for 2019/20 was **RECEIVED**.

ii. Link Governor for Safeguarding Report

The Members **RESOLVED** that the Link Governor for Safeguarding Report should be considered confidential.

The Link Governor for Safeguarding noted that the report was taken as read by members. The Link Governor for Safeguarding confirmed that the link visit, as reported, with the APCSS, who is also the safeguarding lead, could assure Members that the College is fulfilling its duty with regarding to safeguarding.

iii. Safeguarding Policy

The APCSS took the members through the Safeguarding Policy. It was noted that the policy is reviewed annually, and that core systems around safeguarding remain unchanged.

A Member asked about the areas of safeguarding in relation to the College recruitment policy. The DPHROS confirmed that this was covered as part of Safer Recruitment, which is documented in the Recruitment Policy.

The Safeguarding Policy was **APPROVED**.

At this point the APCSS left the meeting.

20.07 COLLEGE PERFORMANCE & KEY PERFORMANCE INDICATORS

The Members **RESOLVED** that the College Performance and Key Performance Indicators Report should be considered confidential.

The Principal took the Members through the College Performance and Key Performance Indicators Report and Members' questions are recorded in the Confidential Minutes.

The College Performance and Key Performance Indicators Report was **RECEIVED**.

20.08 MIS DATA RETURNS

The DPCQ presented the MIS Data Returns Report. It was noted that Members had requested the report to ensure they were aware of the deadline dates, so that they could understand when the different returns were due.

The MIS Data Returns Report was **RECEIVED**

20.09 REVIEW OF POLICIES

The Clerk went through the policies as included in the paper. It was confirmed that the policies had been through the Policy Review Working Group on 20th October 2020.

The Chair, as a member of the Policy Working Group, noted that all the policies has been reviewed in a fine level of detail with only minor amends noted. The Clerk noted that the policies would now be incorporated into the Annual Cycle of Business for periodic review as required.

The Members **APPROVED** the policies as listed.

20.10 DIRECTOR OF BISHOP BURTON FARM ENTERPRISES LTD

The Finance Director noted that Mr N Franklin, is no longer a Member of the Corporation. Therefore, the Corporation was required to take expressions of interest and appoint a director for Bishop Burton Farm Enterprises Ltd. It was confirmed that the company was set up for the commercial activities of the College Farm to be processed through a limited company, and the time restraints on the role would entail one AGM meeting per year in December. It was also noted that the accounts for Bishop Burton Farm Enterprises Ltd were taken to the Audit Committee and to Corporation for Approval.

Mr K Kendall expressed his interest in the position, there were no other expressions of interest. The Chair thanked Mr Kendall for volunteering for the position.

The Appointment of Mr K Kendall as Director of Bishop Burton Farm Enterprises Ltd was **APPROVED**.

20.11 INSTITUTE OF TECHNOLOGY (IOT) – RISEHOLME COLLEGE

The Finance Director noted that as part of Chairs action; the delegated authority to approve the appointment of the IOT process had been completed, and that the contractor had been appointed, and started work. The Finance Director confirmed to members that the project was over budget by £23k, however would be addressed by further value engineering options with the contractor.

The update on the Institute of Technology (IOT) – Riseholme College was **RECEIVED**.

20.12 AUDIT COMMITTEE BUSINESS

i. To receive and consider the draft Minutes on the Audit Committee meeting held on 8 October 2020

The Chair of the Audit Committee took the Members through the business of the meeting. There were two areas to note:

Firstly, there were 8 areas of internal audit for 2019/20. At the meeting on 8th October 2020, there were 7 final and 1 draft report presented. Due to COVID-19, the draft report would be presented at the meeting of the Committee on 26th November 2020, as would the final Internal Auditors report. One report was noted as limited assurance, however the committee received assurance that the management responses, and the action plan to resolve the issues can be delivered. It was also noted that some of the issues were due to COVID-19 and new staffing within the department.

Secondly, the Committee has received and reviewed the process and proposed timetable for the Financial Statements Auditor (FSA) tender. It was also noted that should the Internal Auditor be successful in tendering for the FSA, that the service for Internal Audit Service would also need to go out to tender for the year ending 31st July 2022.

The minutes of the Audit Committee meeting held on 8 October 2020 were **RECEIVED**.

ii. To receive and consider the Internal Audit Strategy for 2020/21

The Chair of the Audit Committee noted that Members of the Audit Committee were satisfied with the process put in place to agree the Audit Strategy for 2021. The Audit Committee recognise that the work undertaken as part of the Internal Audit Process was not profitable to providers.

It was confirmed that the proposed fee has gone up in line with inflation; however, that in addition the proposal would see a decrease in the number of days; from 45 days to 35 days.

The Members discussed the effectiveness of the process with less days, and felt that the working relationship between the Auditors and College staff was strong and would not impact on the quality of the audit, therefore agreeing it to be a valid proposal.

The Internal Audit strategy for 2020/21 was **RECEIVED**.

iii. **To consider and approve on the recommendation of the Audit Committee the fees for the Internal Audit Service for 2020/21**

It was noted that the Audit Committee is satisfied with the quality of work provided by the Internal Auditor and believe it represents value for money, however due to the tender process for the Financial Statements Auditors for the year ended 31st July 2021, the tender process for the Internal Audit Service would be undertaken for the year 2021/22.

The fee for the Internal Audit Service for 2020/21 was **APPROVED**.

20.13 FINANCE AND RESOURCES COMMITTEE

- i. **To receive verbal update from the meeting held 27 October 2020**
- ii. **To receive and consider the Management Accounts to 31 July 2020**
- iii. **To receive and consider the Management Accounts to 30 September 2020**
- iv. **To receive and consider an updated Financial Forecast for 2020/21**

The Chair of the Committee gave the verbal update from the meeting held 27 October 2020, including the Management Accounts to 31 July and 30 September and the updated Financial Forecast for 2020/21 and Members' questions are recorded in the Confidential Minutes.

The Management Accounts to 30 July 2020, Management Accounts to 30 September 2020 and updated Financial Forecast for 2020/21 were **RECEIVED**.

v. **To consider and approve, on the recommendation of the Finance & Resources Committee, amendments to the College's Lloyds Bank Loan Facilities**

The Chair of the Committee took the Members through the Bank Loan Facility Letters and Members' questions are recorded in the Confidential Minutes.

The amendments to the College's Lloyds Bank Loan Facilities were **APPROVED**.

vi. **To receive and approve the Student Association Accounts for 2020/21 and approve the £1,000 grant to the Association from the College.**

The Chair of the Committee took the Members through the Student Association Accounts for 2019/20 and Members' questions are recorded in the Confidential Minutes.

The Student Association Accounts for 2020/21 and £1,000 grant to the Association from the College were **APPROVED**.

20.14 GOVERNANCE AND SEARCH COMMITTEE BUSINESS

The Chair of the Governance & Search Committee took the Members through the business of the meeting. One area for consideration for the Corporation was discussed.

The membership of the Audit Committee is small; it is therefore recommended by the Governance & Search Committee that a second co-opted Audit Committee member is appointed. The Clerk noted that an advert was already prepared and that in addition to the usual website and social media channels; local, relevant companies with people with these skills would be approached.

Members **APPROVED** to recruit a second Co-Opted member of the Audit Committee.

Action: Clerk

The minutes of the Governance & Search Committee meeting held on 24 September 2020 were **RECEIVED**.

20.15 GOVERNANCE

- i. **To consider and approve the updated Instruments and Articles of Government**
- ii. **To consider and approve the updated Standing Orders**
- iii. **To consider and approve the updated Code of Conduct for Corporation Members**

The Clerk noted that as part of the review of Governance, the Instruments and Articles of Government, Standing Orders and Code of Conduct for Corporation Members had been updated in line with the guidance from Eversheds, AoC and best practise knowledge of the sector. Once approved the documents will be made available on the Governance Section of the college website.

Members **APPROVED** the updated Instruments and Articles of Government, Standing Orders and Code of Conduct for Corporation Members.

- iv. **To consider and approve the Conflicts of Interest Policy for Corporation Members**

The Clerk noted that this was a new policy with had been drafted in addition to the Conflicts of Interest Policy for college staff. It was specific to governors, and was more suitable to their role within college.

Members **APPROVED** the Conflicts of Interest Policy for Corporation Members.

- v. **To consider and approve the Corporation Annual Cycle of Business for 2020/21.**

The Clerk noted that this was a new document, which ensures that the Corporation conducts its business to support the college's strategic objectives, be assured that the targets for educational and financial performance are being met, and that strategic objectives are on target, or what actions are being taken to bring them back on target ensuring the board is working optimally and statutory duties are being met.

Members **APPROVED** the Corporation Annual Cycle of Business for 2020/21.

20.16 ANY OTHER BUSINESS

There were four Items of Other Business for consideration by the Corporation.

- i. **To consider the Link Governor Programme, and the appointment of a Senior Independent Governor.**

One member noted the Link Governor Programme and whether the Corporation should appoint a Senior Link Governor. The Clerk noted that due to the number of new governors, the Governor Link Programme required review, and would be added to the agenda for discussion at the next Governance & Search Committee Meeting.

Action: Clerk

- ii. **To consider the role of Student Governor for 2020/21.**

The Chair noted that due to COVID-19 there was no Student Association for 2020/21. The president of the association would be appointed as the Student Governor; however due to there being no Student Association, the Corporation would be required to carry the vacancy for the time being. The members felt that the role of Student Governor was pivotal in receiving the 'Student Voice' on the board, and asked for the SLG to investigate means in which a student Governor can be appointed.

Action: Clerk / SLG

