THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE

GOVERNING BODY

Minutes of the Governing Body Meeting held on
Monday 9 July 2018 at 5.00 pm in the STEM Centre Conference Room

Present  Mr Rob Davies (CG and Chairman)

Dr Andy Allen (CG), Mrs Diane Cleves (Staff Governor - Academic),
Mr Ashley Coleman-Cooke (CG), Mrs Carol Cooney (CG),
Mr Andrew Dyne (CG), Ms Jean Golightly (CG), Mr Lee Holdsworth (CG),
Mrs Zoe Lewis (Principal / Chief Executive), Mr Tony Parkinson (CG),
Mr Tom Courtman-Stock (Student Governor),
Mr Matthew Horner-Trewick (Student Governor),
Mr Iain Wright (CG)

Officers  Mr Richard Atkinson (Clerk),
Mr John Chance (VP),
Mr Gary Cumiskey (DP),
Mrs Carolyn Kipling (VP),
Mrs Jane Steel (AP),

In Attendance

Miss Megan Clarke (Student)
Miss Claire Harrison (Minutes & Interim Clerk)

Key  CG - College Governor  EM - External Member
     Clerk - Clerk to the Corporation  DP - Deputy Principal
     MD - Managing Director  VP - Vice Principal
     AP - Assistant Principal  DOP - Director of Programme

Due to a number of apologies, it was agreed that:

- The agenda running order would focus on key decision items first, with the order being agenda items 1 to 4, then agenda items 8, 9, and then 6.1, 7.1, 7.2, 7.5, before returning to agenda item 5.

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<td>Mr Trevor Arnold (CG)</td>
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<td>Mrs Andrea Waller-Amos (Staff Governor - Business Support)</td>
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<td>Mrs Moira Britton (CG)</td>
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<td>Miss Marina Gaze (CG)</td>
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<td>Mrs Yasmin Khan (CG)</td>
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<td>Mr Andrew Malcolm (CG)</td>
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<td>Mr Peter Studd (CG)</td>
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2.1 26 March 2018

The minutes of the 26 March 2018 were approved.

2.2 19 May 2018

The minutes of the 19 May 2018 were approved.

2.3 Written Resolution (SRC & RCC Proposal)

The Clerk to the Corporation presented an up-date on the Written Resolution that was approved on the 20 April 2018, which approved the submission of the response to the Merger Proposal.

2.4 Written Resolution (OCP Contracts)

The Clerk to the Corporation presented an up-date on the Written Resolution that was approved on the 24 April 2018, which approved two new OCP Contractors until 31 July 2018.

18/034 ITEM 3 - MATTERS ARISING

The Clerk to the Corporation informed the Governing Body that all actions have now been completed, with the exception of the continuing review of A Levels, with further up-dates to be shared within the management accounts, as well as post enrolment.

18/035 ITEM 4 - DECLARATION OF INTERESTS

None.

18/036 ITEM 5 - STRATEGIC OVERVIEW

5.1 Principal / Chief Executive’s Report

The Principal / Chief Executive provided an overview on progress against the College’s new Strategic Plan 2018 - 2023, with key headings relating to One Ambition, One Commitment, One Community, One Team, One Voice and Organisational Resilience.

The Principal / Chief Executive informed members that Hartlepool College of Further Education is undertaking a Structure and Prospects Appraisal through the Further Education Commission to consider the potential for merger, requesting a steer of action with regards to this from the Governing Body.

Following a debate of the benefits and risks associated with...
submitting and not submitting, The Governing Body approved an Expression of Interest being submitted, subject to the draft submission being reviewed and agreed by the Chairman of Governors.

During this agenda item, members also debated the Five Year Financial Plan and whether any Higher Education growth should be included. Members agreed that growth cannot be established until an enrolment has taken place, and subsequently should be removed and reviewed following the next enrolment.

Finally, the Principal / Chief Executive then reported on the recent appointment of Stephanie Coleman, Executive Director of Business Development and Partnerships.

5.2 Terms & Conditions Up-date

The Principal / Chief Executive gave an overview of the progress being made with the Trade Unions regarding the proposed changes to Terms & Conditions, as part of an overall savings plan.

It was noted that the Collective Consultation Period is due to end on the 4 July 2018 (Redundancies) and 18 July 2018 (Terms & Conditions).

It was noted that once negotiations are complete with the Trade Unions, then the Governing Body will be asked to approve the revised Terms & Conditions by Written Resolution, so that the appropriate policies, procedures, documents and Contracts of Employment can be up-dated over the summer.

5.3 Corporate Services Committee Recommendations (2 July 2018)

Mr Andy Dyne, Vice Chairman of the Corporate Services Committee, presented a review of the meeting, and following discussion and taking into account discussions under agenda 7.2 (Contracts Up-date), a number of recommendations were approved:

- The list of OCP Providers for the 2018 / 2019 Academic Year, is approved.
- The 2018 / 2019 Fees Policy is approved.

In relation to the Five Year Financial Plan recommendations, these are minuted under agenda item 5.4, due to the proposed changes to the document.

During this agenda item, the Governing Body debated whether
the proposed cuts to pay and non-pay were deep enough, but also debated the on-going opportunities to grow income, as well as the risks due to changing policy, increasing competition, and declining demographics.

5.4 Five Year Financial Plan to 2022 / 2023

The Vice Principal - Finance & Registry introduced the Five Year Financial Plan and presented a detailed overview of the Five Year Plan to those Governors who did not attend the Corporate Services Committee, and a number of questions were posed.

Some concerns were raised regarding the current ratio position, and the assumptions regarding the interest profile. However, the Vice Principal - Finance & Registry stated that these had been considered, and felt that the Five Year Financial Plan was robust, but would continue to liaise with Governors, and amend the assumptions should the external environment worsen.

Governors asked:

- Whether the issue raised at Audit & Risk Committee on the 12 June 2018 regarding the leasing arrangements had been concluded? In response, the Vice Principal – Finance & Registry stated that the previous and current leasing arrangements have now been agreed with KPMG, and would be reflected within the Financial Statements accordingly.

- Whether certain provision would continue to be subsidised to ensure a broader curriculum? In response, the Principal / Chief Executive stated this was the case, but some areas such as A Levels would continue to be discussed, depending on recruitment, with further discussion planned for the 27 September 2018 Strategic Planning Day.

Following further discussion, it was agreed that:

- The 2018 / 2019 Revenue Budget, as detailed in Appendix 1, is approved for internal purposes.

- The Five Year Financial Plan to 2022 / 2023 would be amended to take into account a reduction in Higher Education growth assumptions, and once actioned would be circulated for approval by Written Resolution, so that the final version is submitted to the Education & Skills Funding Agency before 31 July 2018.
& Registry and Principal / Chief Executive work on the revised Five Year Financial Plan, and requests that this is sent out by the Clerk to the Corporation or the Interim Clerk to the Corporation, as soon as possible, so that approval can be sought.

Governors noted that the 2018 / 2019 Capital Budget had already been approved on the 26 March 2018, but requested that they be kept informed of the spend during 2018 / 2019.

(Mrs Diane Cleves left the meeting at this point.)

5.5 Management Accounts (May 2018)

The Vice Principal - Finance & Registry presented the May 2018 management accounts, which highlighted that the forecast position continues to be an operating surplus budget, but there were risks remaining in the budget, which were being closely monitored. Governors were then provided with an overview of the real operating position had the College received the right level of funding based on 2017 / 2018 recruitment, with the financial impact being felt in 2018 / 2019 due to lagged funding methodology.

(Mr Lee Holdsworth left the meeting at this point.)
(Mr Tony Parkinson left the meeting at this point.)

5.6 Higher Education Up-date

The Vice Principal - Finance & Registry gave an overview of the current position, following the decision on the 15 September 2017 to enter into a Validation Agreement with the Open University and Pearson Education.

A detailed overview of the progress being made on the validation of courses was noted, along with an up-date on the application numbers, which were encouraging at this stage of the academic year.

5.7 Recruitment & Progress Against Target 2017 / 2018

The Vice Principal - Finance & Registry presented the report, which provided a comprehensive up-date on the current progress in 2017 / 2018, with Governors noting the progress made against the various income streams.
6.1 Standards Committee Recommendations 
(22 May 2018)

Mr Ashley Coleman-Cooke, Chairman of the Standards Committee, presented a thorough review of the meeting, which had carried out extensive monitoring of progress against the College and Department Key Performance Measures (KPMs).

6.2 Progress Measures & KPIS Up-date

The Vice Principal - Quality & Performance presented the latest Performance Dashboard, which highlighted progress against the Key Performance Measures (KPMs) and the key metrics.

The Vice Principal - Quality & Performance also presented an alternative Performance Dashboard, which highlighted progress against National Rate, with the College performing well against many of the benchmarks.

Governors questioned if there had been any change seen between Assessment Point 4 and Assessment Point 5 predictions? The Vice Principal – Quality & Performance confirmed that no significant change had been seen and Value Added predictions had remained the same.

6.3 Curriculum Up-date

The Deputy Principal briefed the Governing Body on the progress made in 2017 / 2018, with a number of areas of focus for 2018 / 2019, including:

- Teaching & Learning Progress.
- Development of T Levels.
- Apprenticeships.
- Higher Education.
- Distance Learning.
- Adult Community Learning.
- Curriculum 360.
- Canvas.
- Gold Standard Lecturer.
- STEM

The Deputy Principal then shared with the Governing Body a summary of developments relating to Teaching & Learning, Study Progress, Adult Learning Programmes, Students with High Needs, and English & Maths and the preparation for an Ofsted Inspection in 2018 / 2019.

6.4 Safeguarding Up-date
The Assistant Principal - Students presented an up-date in relation to Safeguarding, with key areas being discussed, including the number of safeguarding interventions to date, Prevent Action Plan, and an up-date on induction refresher training for students.

6.5 Student Services Up-date

The Assistant Principal - Students presented an up-date on activities, including financial assistance for students, office adaptations, Student Counselling Service, Live Learn Well Project, changes to the Careers provision, with the College having to implement the Gatsby Charitable Foundations Benchmarks, which were published in December 2017.

6.6 Student Journey 2017 / 2018

Mr Tom Courtman-Stock (Student Sabbatical Officer & Student Governor) and Mr Matthew Horner-Trewick (Student Governor) presented their view of the Student Journey during 2017 / 2018, with a number of discussion points being shared with the Governing Body, including:

- Difficulties faced.
- Contribution to the Governing Body.
- Achievements and “You Said, We Did”.
- Future of the Student Union.

The Governing Body welcomed the informative and detailed presentation, and thanked the two Student Governors for their hard work in 2017 / 2018, and wished them luck for the future.

During discussion, the Governing Body were introduced to Megan Clarke, the new Student Sabbatical Officer in 2018 / 2019. Megan’s key priorities for the forthcoming year will be:

1. Getting a charging station in the main building and A Levels building.
2. Time out cards for students suffering from stress, anxiety, anger and depression.
3. Include A Level learners in more events over the year, and increase awareness in MC6 of cross-college events being held in the main building.

(Matthew Horner-Trewick and Megan Clarke left the meeting.)
7.1 Audit & Risk Committee Recommendations (12 June 2018)

Mr Ashley Coleman-Cooke, Vice Chairman of the Audit & Risk Committee, presented a review of the meeting, and after discussion, the following recommendations were approved:

- The Student Governor will no longer be a member of the Audit & Risk Committee, as of the 1 August 2018, due to the changes in the Post 16 Audit Code of Practice.

- The revised Terms of Reference are approved.


- The External Audit Fee is approved.

- RSM Tenon is approved as the Internal Auditor from the 1 August 2018 for an initial period of three years, subject to satisfactory annual reviews, with the appointment being extended by a further 2 x 12 months at the discretion of the Audit & Risk Committee.

- The Contract for KPMG (Financial Statements / Regularity Auditor) is extended for a further period of twelve months from 1 August 2018, taking the expiry date of the contract to 31 July 2019, and this will incorporate the 2018 / 2019 Financial Statements.

Some discussion then took place on the Risk Register, as detailed within the 2018 / 2019 Risk Management Plan, noting that there were currently five red risks. An overview of the current process in place, that has been audited several times over the years, was then shared with the Governing Body in terms of how the risks were managed, including the monitoring by the Risk Management Group, Senior Leadership Team and then Audit & Risk Committee, who “deep dive” into key risks.

Governors sought reassurance that these risks were being well managed, and requested that further detail is shared with them in terms of the inherent risk scores, board assurance framework and then the on-going monitoring of these risks.

Following this discussion, it was agreed that:
- The 2018 / 2019 Risk Management Plan is approved.

- The Risk Management Plan, Risk Register and other associated Risk Management documentation is posted on the Board IQ Governance Portal, so that Governors can be assured of the robust process that is in place, and review the documents in detail, where necessary.

- A progress up-date on how the key red risks are being managed is shared, as part of the Audit & Risk Committee recommendations, so that the Governing Body can keep a watching brief on how they are being managed to mitigate any impact.

In terms of the red risks, these were accepted as the key risks, with some changes likely at the next review, with regards to the safeguarding risk and the human resources risk, but the Governing Body wanted to see further efforts in reducing the red risks.

7.2 Contracts Up-date

The Vice Principal - Finance & Registry then gave an up-date on the OCP providers that the College wishes to contract with in the Academic Year 2018 / 2019, with the report having been shared with the Corporate Services Committee on the 2 July 2018. Following consideration of the proposals, and the recommendation from the Corporate Services Committee (2 July 2018) to approve the list, it was agreed that:

- The list of OCP Providers for the 2018 / 2019 Academic Year, as detailed in the report, is approved.

7.3 Northern Skills Group Up-date

The Principal / Chief Executive and Vice Principal - Finance & Registry provided an up-date on the activities within Northern Skills Group, with a detailed briefing provided on how the business is now to be structured, and delivered through the main curriculum.

Governors asked:

- How the management structure has changed within Northern Skills Group? In response, the Principal / Chief Executive reported that delivery of Apprenticeships is now within curriculum departments and would be managed by the Assistant Principals of Curriculum.

In addition, it was reported that the Vice Principal -
Quality & Standards will have responsibility for subcontracting and quality assurance, and the newly appointed Executive Director of Business Development and Partnerships will be responsible for sales and business development. Finally, the Principal / Chief Executive will line manage the Director of Marketing.

- What processes are in place, within the sub-contractor due-diligence process, to ensure early warnings are in place to mitigate any risk? In response, the Vice Principal - Quality & Performance assured Governors that a rigorous due diligence process is in place for sub-contractors and this process has been reviewed, with in-year monitoring points added for additional assurance and early warning of any risks.

### 7.4 Health & Safety Term 2 Up-date

The Vice Principal - Quality & Performance presented an overview of Health and Safety activities for Term 2, with the report highlighting that the number of accidents and incidents have continued to show a declining trend over the last three years, with thirty-seven Health & Safety Inspections having taken place.

Governors questioned if any RIDDOR incidents had been reported? The Vice Principal – Quality & Performance reported there had been no RIDDOR incidents in Term 2.

Governors sought assurance that the number of accidents and incidents have actually declined, and that the reporting of these incidents has not declined. The Vice Principal - Quality & Performance assured Governors that this has been investigated and the reporting of incidents, concerns and 'near-misses' has improved, enabling early positive intervention and proactive management.

### 7.5 Equality, Diversity & Inclusion Up-date

The Principal / Chief Executive presented a review of the activities, including the number of awards received, training, staff and student surveys. Governors also noted the progress being made with the 2017 / 2018 Equality Action Plan, and the proposed Equality Action Plan for 2018 / 2019, which was endorsed.
8.1 Governance Up-date

The Clerk to the Corporation presented an up-date on the following governance issues:

- Appointment of Clerk to the Corporation.
- Membership.
- Student Governor.
- 1:1 Meetings.
- Trustee Disqualification Rules under the Charities Act.
- GDPR Regulations.
- Governance Training (Term 3).
- FE Commissioner Letter - June 2018.

After discussion, it was agreed that:

- Miss Megan Clarke is appointed as the Student Sabbatical Officer and Student Governor for the period 1 August 2018 to 31 July 2019, and is also appointed as a member of the Standards Committee.

- The Instrument & Articles are approved following an up-date in relation the Trustee Disqualification Rules, which are now in place.

Governors requested that the Clerk to the Corporation up-dates the Category of Membership, Committee Structure and Instrument & Articles on the Governors’ Website and the BoardIQ Governance Portal.

8.2 Search & Governance Committee Recommendations (22 May 2018)

The Chairman of Governors presented the Search & Governance Recommendations from the 22 May 2018, and some discussion took place regarding whether approaching particular individuals was the right methodology, as opposed to approaching key leaders of certain organisations.

However, after some discussion, and reassurance that robust processes are in place to ensure that the process was fair, and met the needs of the business, it was agreed that:

- The Principal / Chief Executive would approach the Head-Teacher at Acklam Grange School, with a view to replacing Trevor Arnold when his Term of Office expires in October 2018.

- Mr Peter Studd (College Governor) is appointed for a
further period of four years from 12 July 2019.

- Mr Andrew Stephenson (*External Member*) is appointed for a further period of four years from 12 July 2019.

- Mr Sandy Wilson (*External Member*) is appointed for a further period of two years from 19 May 2019.

- The 2018 / 2019 Governance Training Plan is approved.

### 8.3 Search & Governance Committee Recommendations (2 July 2018)

*(The Clerk to the Corporation left whilst the agenda item was discussed, and the Vice Chairman of Governors acted as the Temporary Clerk to the Corporation).*

The Chairman of Governors presented the Search & Governance Recommendations from the 2 July 2018 Special Meeting, and after a discussion, it was agreed that:

- That an advert is placed as soon as possible for the post of Clerk to the Corporation, as outlined in Appendix 1 of the recommendations.

- That the Job Description and Person Specification for the post of Clerk to the Corporation, as outlined in Appendix 2 of the recommendations, is approved.

- That the Selection (*Senior Post*) Committee convenes on Thursday 9 August 2018 to shortlist, and Monday 20 August 2018 to interview.

- That Richard Atkinson (*Clerk to the Corporation*) is authorised to leave his existing post on 31 August 2018 on the understanding that he would be available to support the Interim Clerk in any Ofsted Inspection situation that may arise during September 2018.

- That an ‘Interim Clerking’ arrangement is put in place to ensure a full handover with the existing post holder.

- That the Interim Clerk appointment be awarded to Claire Harrison, Executive Assistant / Head of Administration, for a period of three months, and will be reviewed at the end of this period, depending upon the start date of the successful candidate.

- That an honorarium be paid throughout this interim
The Chairman of Governors then outlined the next stages in terms of advert, timescales (*closing date of 30 July 2018*), and the process of recruitment, which will involve the Selection (Senior Posts) Committee followed by a Special Meeting of the Governing Body or Written Resolution to approve the appointment. Due to the unavailability of Moira Britton, Chair of Corporate Services Committee, Mrs Carol Cooney (*College Governor*) will participate in the process.

*(The Clerk to the Corporation then returned to the meeting and was informed of the decisions made, which would be recorded in the minutes)*

### 18/040 ITEM 9 - COLLEGE POLICIES & PROCEDURES

The Clerk to the Corporation presented a range of College Policies and Procedures, following discussion at the Senior Leadership Team and other Committees. After some discussion on the key changes that have been made, it was agreed that the following policies / procedures are approved:

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Governors asked:

- Whether the various policies / procedures were also available in other formats, such as braille? In response, the Vice Principal - Quality & Performance stated that he would look into this, and ensure that documents were available in other formats, should they be requested.

Governors requested that the Clerk to the Corporation publishes...
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| Atkinson | 18/041 | ITEM 10 - DATE OF NEXT MEETINGS 2018 / 2019
Following discussion regarding changing the Strategic Planning date from the 6 to 27 September 2018, to allow enrolment information to be shared with the Governing Body, the following dates are **approved**:
- Thursday 27 September 2018 at 10.00 am (Strategic)
- Thursday 18 October 2018 at 5.00 pm (Ordinary)
- Tuesday 18 December 2018 at 5.00 pm (Ordinary)
- Thursday 7 February 2019 at 3.00 pm (Training)
- Thursday 21 March 2019 at 4.00 pm (Strategic / Ordinary)
- Saturday 18 May 2019 at 10.00 am (Strategic)
- Thursday 4 July 2019 at 5.00 pm (Ordinary)

The Clerk to the Corporation was **requested** to update the diary invites, calendar of Meetings, and ensure the latest document was on the BoardIQ Governance Portal. The Search & Governance Committee would also be moved to Thursday 27 September 2018 at 8.30 am.

| Reporter | 18/042 | ITEM 11 - MATTERS FOR PUBLICATION
All agenda papers will be made available, except the following:

5.1 Principal / Chief Executive’s Up-date
5.2 Terms & Conditions Up-date
5.4 Five Year Financial Plan
5.6 Higher Education Up-date
7.2 Contracts Up-date
7.3 Northern Skills Group Up-date

| Reporter | 18/043 | ITEM 12 - ANY OTHER URGENT BUSINESS |
The Chairman of Governors, on behalf of the Governing Body, thanked the Clerk to the Corporation for his excellent service over the last sixteen years, and wished him well in his new career.

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The meeting closed at 7.45 pm

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