

## GOVERNING BODY

### Minutes of the meeting of the Governing Body held in Room LSF24 at 16:15 on 30th April 2018 at North Devon Campus

**Present:** Kevin Finan (Chair), Stuart Brocklehurst, David Chalmers, Diane Dimond, Karen McElpatrick, Sam Bryant-Jones, Steve Richardson, Iain Springate, Lee Thommen, Lindy Stacey, Jenny Wallace, Ruth Williams, Chris Williams, Ro Day

**In Attendance:** Bill Blythe, Jane Hanson and Sheena Murphy-Collett

**Governance Advisor:** Jane Barton (Interim)

### Minutes

#### 1. Membership and Apologies for Absence

- a) Apologies were received from the Student Governor - Nikki Chubb
- b) The Chair welcomed the new Support Staff Governor – Sam Bryant-Jones to her first meeting of the Governing Body.

#### 2. Declaration of Interests

Three Governors declared an interest, as the subject of decision, in Search & Governance matters, one against item 4 and two for item 9a. Two Governors asked that it be noted that should detailed approval be required on Apprenticeship Fees within the Course Fee paper (item 6b) they would declare an interest and abstain themselves from any voting. The Interim Governance Advisor declared an interest, as the subject of decision, in item 15; no other conflict of interests were declared.

#### 3. Confidential Items

It was agreed that item 13, The Emerging Budget Position 2018/19 and item 14 the Confidential Minutes from the meeting of the Corporation held on 29<sup>th</sup> January would be taken under confidential items. It was noted that the Chair also wished to bring forward a matter under Chair's Business; these items would be taken without staff and students present. It was noted that item 15 would be taken without the Interim Governance Advisor present.

#### 4. Business brought forward by the Chair

Cancelled Full Governing Body meeting of the 19<sup>th</sup> March: It was noted that some comments and queries had been received from Governors, following the cancellation of the meeting due to adverse weather conditions.

Governors acknowledged that the Executive Management Team and the Interim Governance Advisor had provided responses to the comments and queries raised. It was agreed that the Interim Governance Advisor would circulate the queries, from one Governor, and the management responses to all Governors.

**The Board approved the following:**

- a. **The appointment of the Financial Statement Auditors (Mazars) for 2018-2021; this had previously been approved via Chair's action on the 20<sup>th</sup> March 2018.**
- b. Extension to a Governor's term of office.

Ro Day left the meeting while the Board discussed extending her term of office for a further year. Ro Day's current term of office is due to end in October 2018. It was recognised that her length of service brought a wealth of experience and corporate memory to the Board; it was agreed that an extended term of office of one further year would ensure continuity for the College.

Ro Day's membership on the Search and Governance Committee would be reviewed by the Search and Governance Committee at the start the new academic year.

**Ro Day's extended term of office was approved to October 2019.**

Ro Day re-joined the meeting.

**5. Matters for Report and Approval: 17FGB58**

The minutes of the previous meeting of the Full Governing Body held on Monday 29<sup>th</sup> January 2018 were agreed and signed by the Chair.

Matters Arising:

Item 4, page 2. It was confirmed that the Principal and Chief Executive Officer, had responded, no further communication had been received from the parent.

Item 6. The Vice Principal Finance and Resources, confirmed that the public road off the roundabout (at the Mid Devon Campus) was not subject to a 12 year right of way clause; it has been confirmed that this road remains a fully adopted public right of way.

**6. Finance and Resources Reports 17FGB69**

The Vice Principal Finance and Resources presented the Month 8 Management Accounts and confirmed that work to ensure the College achieved budget was ongoing and would be covered in more detail later in the agenda.

Governors sought clarification on the planned Institute for Technology submission and the proposed Centre of Technology development. It was confirmed that these

are separate but closely co-located bids. The Institute for Technology is part of a regional collaborative bid. The Centre of Technology, Innovation and Excellence is a bid for ERDF Funds. The bid is for £720k with a further £480k of matched funding.

The Vice Principal Finance and Resources confirmed that the roll out to staff of Chrome books has been actioned. A pilot for students is being trialled within the Lifestyles building.

Governors noted the Month 8 Management Accounts for 2017/18.

The Vice Principal Finance and Resources presented for approval the Course Fees Policy 2018/19.

**The Board approved the:**

**Course Fees Policy 2018/19.**

Governors requested that the Risk Statement on covering papers should link to the appropriate Strategic risk(s) in future.

**7. For information: – College Finance Letter and Dashboard. 17FGB70**

Governors noted the letter from the ESFA and extended their congratulations to the Finance Team.

**8. Office for Students (OfS) Briefing: 17FGB71**

The Vice Principal Quality, Curriculum and Learners provided a briefing for Governors on the new HE Office for Students – the OfS. It was explained that in February 2018 HEFCE and OFFA ceased to exist, being replaced by the newly created OfS. The focus of the OfS is to ensure student protection and to make sure that HE provision delivers value for money.

Governors noted that as part of this ongoing change in culture, all Higher Education providers must register with the OfS; the registration process is the same no matter how large or small the HE institution might be. Failure to register will not prevent institutions from delivering Higher Education programmes, however students will be unable to access student loans for programmes taught at non-registered institutions.

The registration process opened on 8<sup>th</sup> April 2018. A provider who wishes to register for September 2019, must make an application and provide the necessary documentation by 23<sup>rd</sup> May 2018. OfS have confirmed that in doing so a provider will be informed of their success or otherwise by the end of September 2018.

Governors thanked the Vice Principal Quality, Curriculum and Learners for the briefing and noted the submission of the application for OfS registration by 23<sup>rd</sup> May 2018.

**9. Governance Reports: 17FGB63**

Search and Governance Committee Report and Recommendations for approval:

- a. David Chalmers and Iain Springate left the meeting whilst the Board considered their continuation as Governors for a further 3 years. It was recognised that both had made a significant positive impact as Governors in their first year of office.

**The Board approved:**

**The continued service for a further three year term of office (to the end of March 2021) for Iain Springate and David Chalmers.**

David Chalmers and Iain Springate re-joined the meeting.

- b. Governors received for approval the updated Committee membership and the revised Terms of Reference of the Search and Governance Committee.
- c. Governor Code of Conduct. The updated Code of Conduct was received for approval. Governors discussed the requirement for 80% attendance and how this would be managed. A Governor also asked if the consequences of not attaining an 80% attendance should be made more specific within the code. It was pointed out that any attendance below 80% would be reviewed during the Governor Review process.
- d. Individual Governor Review process was received for approval: Governors discussed the number of reviewees required and the appropriateness of the Chair and the Vice Chair reviewing one another. It was suggested that a Governors' Senior Independent Director (SID) role be established and agreed that Ro Day assume that position. It was confirmed that the external reviewers would remain at three (the Chair, the Vice Chair and the SID) this and the arrangement for the Chair and Vice Chair reviewing each other would be reviewed in 12 months. It was also identified that Governors required e-safety training. The Interim Governance Advisor reported that this is in hand and very soon an online training option will be made available; this will require Governors to sign up for a Google account. Information on how this can be done will be circulated shortly.

**Action:** The Vice Principal Finance and Resources will arrange for a note to be sent out to Governors, explaining how to setup a Google Account and access on-line training.

- e. Link Governor Scheme: was received for approval. Ro Day would now be added to this schedule.

It was noted that Governors would like to receive formal prior notice (where possible) of committee membership vacancies, (noting that the election of officers should remain consistent with the Committee Terms of Reference).

**Action:** The Interim Governance Advisor will ensure that Governors are notified of any forthcoming Committee vacancy;

**The Board approved the:**

**Updated Committee membership and the revised Terms of Reference of the Search and Governance Committee.**

**Governor Code of Conduct.  
Individual Governor Review Process.  
Link Governor Scheme.**

**Corporation and Committee dates for 2018/19: 17FGB72**

**The Board received and approved the Corporation and Committee dates for 2018/19.**

The General Data Protection Regulations **17FGB73**

The General Data Protection Regulations (GDPR) policy was received for approval. Governors suggested a 'deep dive' testing of compliance. Compliance with GDPR should be linked to the College Business Continuity Plan.

**The Board approved:**

**The GDPR policy.**

<p><b>Action:</b> The College should instigate a cycle of 'deep dive' testing of GDPR compliance and ensure that compliance with GDPR is linked to the College Business Continuity Plan.</p>
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**10. Audit Committee recommendations for approval: 17FGB64A**

**The refreshed Whistleblowing policy was received and approved.**

**11. The Freedom of Information (FoI) Policy: 17FGB65**

The refreshed FoI policy was received; it was confirmed that the lead for FoI requests is the Interim Governance Advisor.

**The Board approved:**

**The FoI policy.**

**12. For Information; Cancelled 19th March 2018 Committee Papers for Information and Note.**

Comments from Governors and the responses from the Executive Management Term were noted.

The dates of Governing Body meetings for the remainder of the academic year 2017/18 were noted:

Wednesday 20<sup>th</sup> June 2018 at 17:00 hrs – Mid Devon Campus  
Monday 16<sup>th</sup> July 2018 at 17:00 hrs – North Devon Campus

Staff and Student Governors left the meeting at 17:30 hrs.

*The Confidential Minutes for items 13, 14 and 15, without staff and students present, are kept under separate cover.*