

GOVERNING BODY

Minutes of the meeting of the Governing Body held in Room LSF24 at 17:00 on 27th September 2017 at North Devon Campus

Present: Kevin Finan (Chair), Stuart Brocklehurst, David Chalmers, Diane Dimond, David Gibson, Kelvin Mackenzie, Rob Malcolm, Stephen Richardson, Iain Springate, Lindy Stacey, Lee Thommen (items 1-8 and 12), Jenny Wallace

In Attendance: Bill Blythe, Jane Hanson and Sheena Murphy-Collett
Governance Advisor: Bettina Walker

MINUTES

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Andrew Chapple, Ro Day and Ruth Williams. Kevin Finan, Vice Chair, chaired the meeting.

2. DECLARATION OF INTERESTS

None of the Members present had any conflicts of interest to declare relating to agenda items.

3. CONFIDENTIAL ITEMS

It was agreed that the following reports would remain confidential to the Governing Body because of their business sensitive nature:

Item 6 – Provisional Learner Results 2016/2017

Item 7 – Estates Strategy Update

Item 14 – Provisional Enrolment Data

Confidential items without staff and students present: Items 17 and 18

4. BUSINESS BROUGHT FORWARD BY THE CHAIR

There was no business brought forward by the Chair.

STRATEGIC MATTERS FOR DISCUSSION

5. STRATEGIC PLAN UPDATE

17FGB01

5.1 Strategic Plan Action Plan and Strategic Risks

- a) The revised Strategic Plan had been approved by the Board at the July meeting, and the Action Plan cross referenced to it stating distinct deliverables to achieve the strategic aims, and with key milestones identified along the way.

- b) The Strategic Plan Action Plan identified risks, and these were being mapped against the existing Register of Key Risks, which was being updated for discussion at the November meeting of the Audit Committee.
- c) Many of the actions in the Action Plan would be underpinned by more detailed business plans, objectives for staff teams and individual staff members, and supported by workforce development.
- d) Actions were being costed, for example, as part of the Estates Strategy and the Digital Strategy.
- e) The Board **supported that Strategic Plan Action Plan and noted that the Register of Key Risks was being updated in line with this.**

5.2 Key Performance Indicators

- a) The top level Key Performance Indicators (KPIs) had been reviewed in line with the College's revised Strategic Plan 2017-2020, and would be underpinned by more detailed performance indicators throughout the College, for example, the Financial KPIs in the Management Accounts.
- b) The Board discussed the KPI to become Ofsted Outstanding. The VP Quality, Curriculum & Learners reported that metrics were being collected from Learning Walks, Resources Walks and Safety Walks, with early results indicating that the College was "good with some outstanding features". A fuller picture would be known by Easter 2018. The Board **recommended that the KPI should be amended to state "Outstanding at the next full Ofsted Inspection".**
- c) The class group target size should be 14 and the average taught class size 18. The picture across the College was inconsistent. However, in some areas efficiencies in taught hours time were reported through the delivery of more hours per teacher using flexible methods of learning, such as blended learning, thereby mitigating some of the financial impact of smaller groups.
- d) Student enrolments and class size numbers at the beginning of the 2017/2018 academic year were being closely monitored by the Senior Management Team with daily meetings to check on progress. The VP Finance & Resources reported that, despite small class sizes, almost all courses made a net contribution towards College overheads.
- e) The Board **approved the top level Key Performance Indicators subject to the revisions made at the meeting, noting that the overall learner achievement target would be reviewed in December once the 2016/2017 outcomes were finalised.**

5.3 Revision to the College's Senior Postholders

- a) Following the resignation of Debbie Miller, Vice Principal Business Development, Marketing & Learners, in June, Governors had been informed about interim measures put in place whilst the Executive Management Team reflected on what the College needed in terms staffing resources to generate funds outside of the conventional Government funded provision.

- b) The interim measures had worked well and could be continued. The Principal & Chief Executive reported that there was no longer a need for a Senior Postholder post in this area, and that some cost savings could be made. The Board **supported the appointment of an Assistant Principal Commercial Services reporting to the Principal.**
- c) The Board noted that the remaining designated Senior Postholders were: Principal & Chief Executive, VP Finance & Resources, VP Quality, Curriculum & Learners and Governance Advisor.

6. PROVISIONAL RESULTS 2016/2017 (Confidential) 17FGB02

7. ESTATES STRATEGY UPDATE (Confidential) 17FGB03

MATTERS FOR REPORT AND APPROVAL

8. MINUTES AND MATTERS ARISING 17FGB04

The Minutes were corrected to include Iain Springate as present at the meeting. The **minutes and confidential minutes of the meeting of the Governing Body held on 12th July 2017 were then confirmed as a true record of the meeting.** Matters arising were on the agenda.

9. GOVERNANCE SELF ASSESSMENT AND IMPROVEMENT 17FGB05

- a) Governors had recently completed an end of year self-assessment. The lower participation rate this year at 62.5% compared with 87% last year may have been influenced by the turnover of governors.
- b) The Board was pleased to note the positive direction of travel and key strengths. The Board also noted the key areas for improvement and action, which included:
- Enhanced Governor Development Programme during 2017/2018 aimed at familiarising the Board's new governors in their role.
 - Continuing to work on ensuring the amount of time given to discussion at Board meetings was proportionate to the topic's importance. The new Governing Body agenda structure from September 2017 should help in addressing this.
- c) 80% of Governors had assessed a good or better level of performance against the seven areas in the questionnaire. The Board noted the recommendations made by the Search & Governance Committee **and agreed the Self-Assessment Grade for Governance for 2016/2017 as a "Grade 2 – Good".**
- d) The Board noted the recommendations made by the Search & Governance Committee on items for inclusion, and **approved the Governance Improvement Action Plan 2017/2018.**

10. INSTRUMENT & ARTICLES REVIEW AND GOVERNOR HANDBOOK

10.1 Proposed Amendments to the Instrument and Articles 17SG06

- a) The Search & Governance Committee had considered the proposed amendments to the *Instrument and Articles* in detail, and the Board noted the following recommended amendments:
- All references to previous requirements for 'transitional arrangements' between the then old and the new I&A to be removed
 - The simple addition of wording in the description of what constituted a 'meeting', permitting meetings by technological facilities including telephone, teleconferencing and other means
 - The requirement always for at least one staff member and one student member as a minimum part of the Board's composition made explicit
 - The approval of minutes to be set out in future in Standing Orders
 - The inclusion of the facility to allow written resolutions by e-mail: this would only be used in emergency cases where it was not possible to convene a quorate meeting
 - Changes made to the arrangements for the appointment of Senior Post Holders other than the Principal, for simplification
- b) The Governance Advisor reported that she had taken some advice on the proposed amendment to be able to appoint a Chair of the Board externally should it not be possible to appoint from the existing governors. The advice had been that there was no need to change Instrument 5 in this respect, but that provision for this could be made by the inclusion of a clause in the Standing Orders.
- c) The Board ***approved and adopted the revised Instrument and Articles as amended in September 2017.***

10.2 Governor Handbook

- a) The Board noted that the external Governance Associate was undertaking a thorough review of the College's Standing Orders, Scheme of Delegation, Code of Conduct and governance policies and procedures, which would be brought together in a Governor Handbook. The Board noted the list of Contents.
- b) This work was ongoing and was due to be completed to be reported to the February 2018 meeting of the Search & Governance Committee at the latest.

10.3 Update on Actions from the Governor Panel Outcomes

The Board noted that the majority of the action points arising from the Governor Panel would be addressed during the review of the Code of Conduct. In addition the external Governance Associate was working on a communications protocol for governors.

11. HUMAN RESOURCES POLICIES

17FGB07

The Board reviewed and ***approved the revised Redundancy Policy.***

12. INTERNAL AUDIT STRATEGY 2017/18 TO 2019/20 17FGB08

Yasmeen Mehmood, from Internal Auditors, Haines Watts, present for this item, which was taken at the beginning of the meeting.

- a) The Board noted that the Internal Audit Strategy would normally be presented to the Board at the July meeting, but because of the appointment of a new Internal Audit Service, Haines Watts, from 1 August 2017, this had not been possible.
- b) The Internal Audit Strategy had been circulated to and reviewed by members of the Audit Committee, who had recommended the Strategy for approval, and had supported the undertaking of an internal audit on Health & Safety.
- b) The Board noted the recommendations of the Audit Committee and ***approved the Internal Audit Strategy for 2017/28 to 2019/20 and the Internal Audit Plan for 2017/2018 stating 30 audit days.***

MATTERS FOR REPORT AND NOTE

13. DRAFT YEAR END FOR 2016/2017

The Board ***was pleased to note that the provisional and unaudited outturn for the 2016/2017 financial year was better than original forecast with a surplus of £320 - £340K on core activity.***

14. PROVISIONAL ENROLMENT DATA FOR 2017/2018 (Confidential)

15. COLLEGE INSURANCE COVER

17FGB09

The ***Board noted the College's revised Insurance Cover and premiums.*** The Board also noted the liability cover for Senior Manager and Governors.

16. GOVERNANCE REPORTS

16.1 Membership Update

- a) The Board had one current vacancy for an External Governor and two other External Governors coming to the end of terms of office in the next 12 months.
- b) Two governors would be reviewed after being appointed for an initial year to March 2018, as part of the Governance Committee's plans to stagger governor appointments to avoid a large number of new appointments in any one year.
- c) An interim Governor Skills Audit had been undertaken by the external Governance Associate using existing data and information from new governors' CVs. A full Governor Skills Audit would take place before December.
- d) Laura Cunningham had resigned from her post, and the College would shortly be interviewing for a new Student Sabbatical Officer, who would be one of the two Student Governors.

- e) An election for the Mid Devon Student Governor was planned to take place in October 2017.

16.2 Governor Engagement and Attendance Report 2016/17 17FGB10

- a) The Board noted that there had been a big turnover of governors during 2016/2017. The **overall attendance for 2016/17 was 78.5%, which was very close to the target of 80%, and slightly below the national benchmark for the year at 80.2%.**
- b) The Board also noted the Governor Engagement Report, recording Governors' activities other than just attendance at meetings, thereby giving a fuller picture of governor engagement.

16.3 Annual Report on Training and Development 17FGB11

- a) The Search & Governance Committee had reviewed the actions against the Governor Training and Development Plan for 2016/2017, and noted that good progress had been made during the year. The Governor Briefing day in November 2016 had been particularly helpful.
- b) The Board **noted the Governor Development Plan for 2017/2018, and considered the briefings and training proposed to help the Board's new governors in the familiarisation of their role.**

16.4 Draft Search & Governance Committee Minutes 17FGB12

The Board **noted the draft minutes of the Search & Governance Committee which took place on 18 September 2017.**

CONFIDENTIAL ITEMS

Staff and Student Governors withdrawn from Meeting

Minutes for the following items were kept under separate cover.

17. CONFIDENTIAL MINUTES

18. PAY REVIEW PROCESS

Dates of 2017/2018 Meetings

Monday 13 November 2017 at 16:30 – Assistant Principal Presentations
Wednesday 13 December 2017 at 17:00 – possible briefing at 16:00 t.b.a
Monday 29 January 2018 at 17:00
Monday 19 March 2018 at 17:00 - Mid Devon Campus
Monday 30 April 2018 from 12:00 – 18:00 Governor Briefing Day
Wednesday 20 June 2018 at 17:00 - Mid Devon Campus
Monday 16 July 2018 at 17:00

The meeting ended at 20:00