

GOVERNING BODY

Minutes of the meeting of the Governing Body held at 17:00 on 3 October 2016 at Barnstaple Campus

Present: Andrew Chapple (Chair - Item 1.2 onwards), Paul Petrides (Chair – Item 1.1), Jeff Andrew, Shaun Cooper, Laura Mae Cunningham, Ro Day, Diane Dimond, Laura Elliot, Kevin Finan, David Gibson, Andrew Pierce, Lindy Stacey, Lee Thommen and Eirene Williams.

In attendance: Jane Barton, Jane Hanson and Debbie Miller (from item 9)
Clerk: Bettina Walker

1. BOARD MEMBERSHIP MATTERS 16FGB01
Andrew Chapple withdrew for discussions on his appointment as Chair.
Andrew Pierce withdrew from item 1.2

1.1 Election of Chair of the Board

- a) Governors had been notified that Paul Petrides had indicated in late August 2016 that he would not be seeking re-appointment at the end of his term of office to 3 October 2016, and would therefore step down both as the Chair of the Board and as a Governor from the date of the Governing Body meeting on 3 October 2016
- b) An election for Chair of the Board had been instigated on 1 September 2016 with a call for nominations, and by the closing date of 16 September one nomination had been received. This nomination was for Andrew Chapple, proposed by Paul Petrides and seconded by Diane Dimond.
- c) The **Governing Body unanimously appointed Andrew Chapple as its Chair of the Board from 3 October 2016 onwards for a period of three years.**

Andrew Chapple took over as Chair of the meeting.

- d) Andrew Chapple thanked Paul Petrides for his contribution as a Governor and for leading the Governing Body as its Chair over the past two years.
- e) The new Chair outlined his mode of operation: open communication with debate and discussion, and corporate and collective decision making.

1.2 Arrangements for Election of Vice Chair

- a) The Governing Body noted the recommendation of the Search & Governance Committee, and **agreed to extend Andrew Pierce's term as Vice Chair of the Board to the end of his term of office in March 2017.**
- b) Governors considered that a pause in seeking a new Vice Chair would be to provide some continuity through the Area Review process, and give time to consider the election of a new Vice Chair.

1.3 Consideration of Terms of Office and Re-appointments

Jeff Andrew and Andrew Pierce withdrew for item 1.3a)

Ro Day withdrew for item 1.3 d)

- a) The Board **agreed with the Search & Governance Committee's recommendation that the decision on the consideration of the re-appointment of Jeff Andrew and Andrew Pierce was further postponed to March 2017, when the confidential matter would have reached a conclusion.**
- b) The re-appointment of Ro Day, Paula Stein and Eirene Williams had been discussed by the Search & Governance Committee taking into consideration these governors' own wishes, their number of terms of office on the Board, the criteria in the Standing Orders, the results of the Skills Audit, skills overlaps and the availability of potential new governors.
- c) The Board **agreed with the proposal that Paula Stein and Eirene Williams should be allowed to step down after their long service on the Board.**
- d) The Board noted the discussions and recommendations of the Search & Governance Committee **and re-appointed Ro Day as an External Governor for a period of two years to October 2018 in order to retain key links in the North Devon community and to provide continuity on the Board.** Ro had indicated that she would be willing to step down earlier if a suitable replacement could be found.

1.4 Appointment of New Governors and co-opted Members

CVs for potential new Governors had been circulated to Governors for consideration under separate cover.

- a) The Board noted the discussion and recommendation from the Search & Governance Committee that Ruth Williams would replace experience and knowledge of Higher Education and bring experience of learning technologies. The Board **appointed Ruth Williams as an External Governor with immediate effect for a period of three years to October 2019, subject to a review undertaken after the first twelve months.**

- b) The Board noted the discussions and recommendations of the Search & Governance Committee that Adrian Cox would bring regional and national experience in the Public Sector (Health), as well as replacing some accountancy skills. The Board **appointed Adrian Cox as an External Governor with immediate effect for a period of three years to October 2019, subject to a review undertaken after the first twelve months.**
- c) The Board noted the appointment of Laura Mae Cunningham as the College Student Sabbatical Officer for 2016/2017. The Board **appointed Laura Mae Cunningham as a Student Governor for a period of one year to 31 August 2017.**
- d) The Board noted the recommendations of the Search & Governance Committee, and **appointed Mark Tibbert as a Co-opted Member of Audit Committee for a period of two years to November 2018.**

1.5 Current and Upcoming Board Membership Vacancies

- a) Following the appointments under item 1.4, there was currently one vacancy for an External Governor.
- b) In addition the following governors were nearing the end of their term of office:
 - Laura Elliott - Dec 2016 - a Support Staff Election would take place
In November 2016
 - Martyn Gimber - March 2017 - would not be seeking re-appointment
 - Andrew Pierce - March 2017 - would not be seeking re-appointment
 - Martin Chance - August 2017 - would not be seeking re-appointment
 - Shaun Cooper - August 2017 - would not be seeking re-appointment

This meant that there would be at least 4 further vacancies for External Governors in the next 10 months.

- c) Advertisements for new governors had been placed in the North Devon Journal and the Mid Devon Gazette at the end of September/beginning of October 2016, with some encouraging responses received so far.
- d) The Board noted that the Search & Governance Committee would look into varying governors' terms of office, so as to achieve a more gradual turnover of governors in the future.

2. WELCOME AND APOLOGIES FOR ABSENCE

- a) Apologies for absence were received from Amy Bayet, Martin Chance, Martyn Gimber, Paula Stein and Sheena Murphy-Collett (Director of HR & Organisational Development).
- b) The Chair welcomed the following new Governors to the meeting:
 - Lindy Stacey – External Governor from September 2016
 - Laura Mae Cunningham – Student Sabbatical Officer for 2016/2017.

- c) The Chair also welcomed Jane Hanson, Vice Principal Quality, Curriculum and Learners and Debbie Miller, Vice Principal Business Development, Marketing and Curriculum (on her arrival).

3. CONFIDENTIAL ITEMS

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

- Item 5 – Devon Colleges Group
 - Item 7 – Area Review Update and
Notes of the Strategic Investment Working Group
 - Item 11 – Governance Self-Assessment 2015/2016
- Confidential items without staff and students present: Items 12

4. DECLARATION OF INTERESTS

The External Members of the Governing Body due to be considered for appointment and re-appointment declared an interest under Item 1.

5. MINUTES

16FGB02

- 5.1 The minutes and confidential minutes of the meeting of the Governing Body held on 11th July 2016 were confirmed as a true record of the meeting and were signed by the Chair.

5.2 "Clerk to the Corporation" Post

The Search & Governance Committee had discussed the title for the post stated in the Instrument & Articles as 'Clerk to the Corporation', and the Board ***agreed that, for the interim period (until recruitment by March 2017), the role name would be 'Governance Advisor' as this covered the remit.*** The Board also ***agreed that, when the permanent position was ready to be advertised, the job title and recruitment arrangements would be further reviewed and confirmed by the Remuneration Committee.***

5.3 Devon Colleges Group (Confidential)

5.4 Other Matters Arising

- a) **Reference Minute 5.2** - The Principal reported that the Vice Principal Finance & Resources, Bill Blythe's starting date had been delayed to 1 December 2016, but that he had started coming in for a few transition days.
- b) **Reference Minute 7.5** – The Governing Body noted that the decision on the European Social Fund funding bids to the Big Lottery and the Local Enterprise Partnership had been delayed, and the College was still waiting for an outcome on the tenders.

6. BUSINESS BROUGHT FORWARD BY THE CHAIR

There was no business brought forward by the Chair.

7. AREA REVIEW UPDATE (Confidential)

16FGB03

8. PROVISIONAL RESULTS 2015/2016 **16FGB05**

8.1 Provisional Achievement Rates 2015/2016 (Confidential)

8.2 Provisional Enrolment Data for 2016/2017

- a) The 16-18 enrolments were likely to be below target for the year. This was mainly due to the decreasing demographic trend in the population for this age group, as well as ongoing competition from other institutions.
- b) An issue had been highlighted regarding progression for students who had not achieved the required English and Maths grades to progress.
- c) Enrolments for 19+ were on target.
- d) There was a significant deficit in the Devon County Council (DCC) budget to support high needs learners, and discussions with DCC were ongoing.
- e) Adult enrolments were positive. Although Adult Learning Loans had not yet increased to levels expected given the changes to 19+ loan requirements.
- f) Apprenticeship enrolments for 16-18 and 19+ were up on this time last year.
- g) HE enrolments were similar to last year, but funding was expected to increase slightly.
- h) Governors ***noted the enrolments to date and that enrolments continued throughout the year, and an update would be reported later this term.***

8.3 Updated Policies

- a) The Safeguarding and Prevent Policy had been updated in line with new legislation and revisions in staff responsibilities. The Board ***approved and adopted the revised Safeguarding and Prevent Policy.***
- b) The Equality Policy had been updated in line with new legislation. The Board ***approved and adopted the revised Equality Policy.***

9. FINANCE REPORT **16FGB06**

9.1 Provisional Outturn for 2015/2016

- a) The Governing Body ***was pleased to note that the provisional and unaudited outturn for the 2015/2016 financial year was better than original forecast with a surplus of £765,000 on core activity.***
- b) This was a strong performance for the year, and was expected to result in the College retaining its Skills Funding Agency "Good" financial health category.
- c) The Board noted that, due to actuarial adjustments, the pensions deficit under FRS17 had increased by £407K more than expected during the year.

- d) The Principal stated that cash generated from the surplus would enable planned capital expenditure of some IT equipment. The College would continue to ensure that its workforce was in line with the College's business needs, responding to changes in the mix of curriculum provision

9.2 Insurance Cover

- a) The Governing Body noted the revised insurance cover and premiums.
- b) No cover had been included for terrorism, as the premium was disproportionate to the perceived risk.
- c) The Board noted the insurance cover for cyber attack, and noted that the mitigation was thought to be adequate at present, but that this was being kept under review.
- d) Governors asked how the College ensured that it was not underinsured, especially on property assets. ***The Acting Director for Finance and Funding would investigate this and confirm to the Chair of the Board.***

9.3 Health & Safety Policy and Report on RIDDOR Incidents

- a) The Health & Safety Policy had been updated in line with new legislation. The Board ***approved and adopted the revised Health & Safety Policy.***
- b) Governors ***noted the two RIDDOR incidents that had occurred over the past 2 months, and were assured that these were being dealt with appropriately.***

10. GOVERNANCE UPDATE

- 10.1 Draft Search & Governance Committee Minutes** **16FGB07**
The Board ***noted the draft minutes and recommendations of the Search & Governance Committee that took place on 21 September.***

- 10.2 Committee Composition** **16FGB08**

- a) The Board noted the recommendations of the Search & Governance Committee and ***agreed that, as a general principle, the composition of each Committee or Working Group should not normally be above 5 External Members of the Board.***
- b) The Board noted that the Search & Governance Committee had discussed in detail the good practice for the chairing of the Remuneration Committee and the Search & Governance Committee and ***agreed that the Chair of the Board should be ex officio the Chair of the Remuneration Committee.*** The Board also ***agreed that either the Chair or the Vice Chair of the Board should be the ex officio Chair of the Search & Governance Committee.***
- c) The Board noted the Search & Governance Committee's recommendation and ***agreed that any Co-opted members appointed to the Governing Body or to a Committee were in attendance in an advisory capacity, and could therefore speak, but did not count for quoracy, and could not vote at meetings.***

- d) The Board ***adopted the revisions to the composition of the Strategic Review Working Group Terms of Reference, including the membership reducing to 5 External Governors, but including both the Chair and Vice Chair of the Board plus the Principal.***

10.3 Committee Terms of Reference and Membership 16FGB08

- a) The Governing Body considered the revisions to the Terms of Reference for all the committees as recommended by the Search & Governance Committee. This included the recommendation that, for the Appeals, Disciplinary, Selection and Tender & Contracts Committees, their membership was not, as in previous years, fixed at the beginning of the year, but to remain more flexible and to convene the membership according to the Instrument & Articles, Financial Regulations and terms of reference as appropriate and as outlined for each of these committees or panels when and if needed.
- b) The Board ***approved and adopted the revised terms of reference for the:***
- Audit Committee
 - Remuneration Committee
 - Search & Governance Committee
 - Appeals Committee
 - Disciplinary Committee
 - Selection Committee
 - Tender & Contracts Committee
- c) In making recommendations for the membership of the Committees and Working Group, the Search & Governance Committee had taken into consideration the recommendations for the revised composition for each Committee and the Working Group, as well as succession planning. The Board ***approved the members for each Committee and the Working Group, and also approved the proposed link governors for Health & Safety, Equality & Diversity, Safeguarding & Prevent and Higher Education.***
- d) The Board noted the recommendation that the Search & Governance Committee no longer needed a Co-opted member, because communications with key stakeholders were much improved over the past 18 months with the new Principal. In making their recommendation, the Search & Governance Committee had also considered the confidential governance items discussed by the Committee. The Board ***agreed that, as the current co-opted member on the Search & Governance Committee had reached the end of his term of office, he would be asked to step down, and would not be replaced.***

10.4 Scheme of Delegation 16FGB09

The Scheme of Delegation had been updated with the new Executive Team Management roles, and the Board ***approved and adopted the revised Scheme of Delegation.***

11. GOVERNANCE SELF ASSESSMENT AND IMPROVEMENT

11.1 Governance Self- Assessment Report 2015/2016 (Confidential)

11.2 Governor Development Update 16FGB11

- a) Governors ***noted the attendance figures for 2015/2016 which at 73.4% were below the target of 80%, and below the national benchmark of 80.2%.*** The Board **reconfirmed the expected Governor attendance target for 2016/2017 as 80%.**
- b) The Board noted and ***agreed with the proposal to introduce a regular Governor Engagement Report so that Governor activities, other than just attendance at meetings, could give a fuller picture of governor engagement.***
- c) The Board noted that the Search & Governance Committee had ***considered, discussed and approved a Governor Induction and Training Policy.***
- d) The Board ***noted the good progress of actions against the 2015/2016 Governor Training and Development Plan, and approved the Governor Development Proposals for 2016/2017.***
- e) The need for an "appraisal" system for governors had been an action point in last year's Governance Improvement Plan, and was a requirement in the English Colleges' Code of Good Governance adopted by the Governing Body.
- f) The ***Individual Governor Review presented to and approved by the Search & Governance Committee was based on good practice examples, and the Board noted that the Committee had agreed that a pilot of governor reviews would take place with continuing governors in Summer Term 2017.***

As this was their last meeting with the Governing Body, the Chair thanked Eirene Williams, Paul Petrides and, in her absence, Paula Stein, for all their contribution to the College and wished them well.

Date of Next Meeting

Governors noted the following meetings schedule in 2016/2017:

Monday 14 November 2016 – Governor Awayday – 10:00 to 18:00

Wednesday 14 December 2016

Monday 30 January 2017

Monday 13 March 2017 – at Tiverton

Monday 24 April 2017

Wednesday 7 June 2017 – at Tiverton

Monday 10 July 2017

The meeting ended at 19:45

Notes of the confidential item 12 without staff and student members present were kept under separate cover