

GOVERNING BODY

DRAFT - Minutes of the meeting of the Full Governing Body held at 17.00 on Tuesday 17 April 2024 in G5

Members – Full Governing Board

Present

Lindy Stacey	Chair of Governors
Iain Springate	External Governor
Dawn Stabb	External Governor
Richard Bevan	External Governor
Hermione Williams-Copp	External Governor
Sean Mackney	Principal and CEO
Gaynor Castle	External Governor
Jon Price	Academic Staff Governor
Katerina Kolyva	External Governor
Andy Champion	External Governor
Val Parsons	Business Support Staff Governor
James Wright	External Governor
Martin McNeill	External Governor
Julie Mcleod	External Governor

In Attendance

Bill Blythe	VP Finance, Resources and Regional Affairs
Jason Jones	Deputy Principal Education & Learners
Joanna Boardman	Director of Governance and Director of Executive Operations
Alex Farmery	Executive Officer

As this was the first Board Meeting for 4 new external Governors, the meeting started with an introduction around the table.

1. Apologies for Absence

Apologies were received from Pat Denham, Neil Sherman, Stephen Wells, Keira Keen and Lewis Willcocks.

2. Declaration of Interests

Katerina Kolyva declared her interest as the CEO of the ETF (Education and Training Foundation) and Iain Springate declared an interest if any discussions were to arise around external stakeholders/employers that work with the college.

3. Confidential Items

It was confirmed that there were confidential items and minutes which would be covered under the confidential items on the agenda later in the meeting.

4. Matters arising

It was agreed that there were no matters arising from the minutes that were not already on the agenda.

5. Minutes from previous meeting

23FGB36/37

The minutes from the meeting on 12 December 2023 and 23 January 2024 were approved.

6. Items brought forward by the Chair

There were no items brought forward by the Chair.

7. Principal and CEO

7.1 To Approve the Marketing Strategy

23FGB38

The Marketing strategy was received by the Board and it was agreed that this needed retrospective approval, as it was discovered during the internal Audit that approval for a marketing strategy was needed by the Board.

It was noted that the college was already in its last year of this strategy and a new one would be designed alongside the new College strategy 2025. The ideas for the new college strategy would be presented to the Board in July 2024 and the final strategy sign off would be in June 2025.

It was noted that more substance in regards to sustainability was needed as part of the Marketing strategy in achieving Net Zero.

As well as a new strategy there will be new KPIs developed to track changes, improvements and achievements such as conversion rates.

The Marketing Strategy was retrospectively approved by the Board.

7.2 To Note the University of Northern Devon Brand

23FGB39

The Board noted the University of Northern Devon Brand and was assured that the brand had been extensively researched including accessibility.

It was recommended to the Board to link to "Petroc Official" on social media to see our Marketing team in action and both our Brands in use but also for useful information and sharing.

7.3 To review the draft Accountability Agreement

23FGB40

The VPFR introduced the first draft of the accountability agreement this year which is due to be submitted by the 30 June 2024 after signature from the CEO and the Chair of the Board.

It was noted that for the layout of the report the VPFR followed the guidelines from the DfE (Department for Education) including the Local Needs Duty, a new requirement for all colleges to complete.

It was discussed whether the document should be glossier, with pictures, logo etc or if it should be kept as it was. The Board decided that the document was very factual, very informative and a tick box exercise, by all means useful, for the DfE. It was agreed to improve and enhance next year's edition with no changes to this one.

The Accountability Agreement was approved by the Board and the Board authorised the Chair to sign the document on its behalf.

8. Link Governor report

8.1 High Needs Activity (SEND)

23FGB41

The Board received the update by the Link Governor for SEND and it was confirmed that more site visits will be carried out in the summer term.

8.2 Safeguarding

It was confirmed that the Link Governor for SEND was attending the college's Safeguarding Committee meetings on a regular basis and today carried out a review and check of the college's Single Central Record together with the HR department and the Deputy Principal. It was confirmed that the college holds all records in one place and DBS checks are all up to

date. It was noted that this was a delegated responsibility for the Board and a requirement by the DfE.

8.3 Health and Safety

The Link Governor for Health and Safety reported that there had been no major incidents at the college since the last meeting and that:

- The team continues to roll out new online system (Parago)
- There is a strong reporting culture at the college with any near misses or accidents being reported
- All major policies had been updated
- The H&S Coordinator was leaving the college and a replacement will be recruited with a member of the estates team being trained to step in temporarily

9. Curriculum and Quality

9.1 To receive any minutes of the Curriculum and Quality committee held on 17 October 2023 **23FGB42**

9.2 Link Governor update

23FGB43

The Board received the Link Governor update including:

- Learning walks and their impact
- Learner achievement, concerns regarding maths and English
- Apprenticeship provision, improvements made but continually monitored
- Curriculum, does the offer meet the needs of the local skills agenda?
- Attendance, strategy to improve learner attendance

It was confirmed that any of the above concerns are covered in the Quality Improvement Plan and regularly monitored, in particular during the termly Performance and Improvement Reviews.

It was reported that one of the new Governors will be joining the Quality and Curriculum Committee and that any documents from the committee were available to Governors upon request.

9.3 To approve the Study Programme Policy 24/25

23FGB44

It was noted that the Curriculum and Quality Committee had discussed the Study Programme and after some agreed amendments it had been approved by Chair's action.

There was a discussion around the wording for A Levels where it is expected of learners to study 3 A Levels and that was taking away the opportunity for learners to study 4 or more A Levels. It was agreed to change the wording to confirm that learners would need to study a minimum of 3 A Levels to achieve the necessary qualification to progress to university. The college has no objection if learners wanted to study 4 or more A Levels however in some cases this does effect retention, class size and staffing levels.

The Study Programme was approved with the suggested amendment and the assurance that for advertising purposes students would not be restricted to 3 A Levels.

10. Audit Committee

10.1 To receive any minutes of the Audit Committee held on 28 November 2023 and the Joint Audit and Finance and General Purposes Committee minutes from 28 November 2023 **23FGB45 /23FGB46**

The chair of the Audit Committee noted the latest Internal Audit – Student Attendance Processes came very close to receiving the least favourable audit opinion (minimal assurance), but achieved a partial assurance opinion. However, the Audit Committee received an update on the actions from the Audit including evidence on some completed

actions and hence was satisfied with the progress made since the Audit. It was assured that the College Leadership Team were now monitoring the Internal Audit monitoring report on a monthly basis.

11. People and Remuneration Committee

11.1 To receive any minutes of the People and Remuneration Committee held on 11 October 2023 **23FGB47**

It was reported that the new layout and approach of the VP People, Organisational Development and Engagement report, similar to the DP termly report, was well received by the committee, and it was agreed to keep monitoring the action plan in the absence of the VPPODE.

12. Search and Governance

12.1 To receive any minutes of the Search and Governance committee held on 31 October 2023 **23FGB48**

It was noted that the work for the Governor of the future had been put on hold currently due to more pressing commitments of the Board and the Executive Team. The Governor of the future programme will be designed to aid recruitment of younger potential Governors on a 6 month programme to upskill before becoming a Governor in collaboration with other local colleges.

12.2 To note Termly Student Governor update

No students were present at the meeting.

12.3 To note Staff Governor update

The academic staff governor presented to the Board using slides to share the history of developments over their 17 years as a staff member and how those developments and changes may have shaped staff attitudes and levels of engagement.

It was shared that there are many long serving members of staff and those who have transitioned from students to staff and so do have that longer institutional memory. Those staff were described as passionate and hate to feel any level of failure in the ability to deliver a strong student experience and great outcomes.

Concern about the ability for staff to act as positive ambassadors for the college when going through repeated restructures and dealing with a perceived lack of direction or understanding of the college vision.

The committee asked what the staff wanted? and the response was to 'be in the trenches together', restore the links into the community and have a brand to be proud of. Also increased visibility of middle management, stability and time to develop the curriculum.

There was a recognition that when financial challenges are being faced work and the roles of staff can become harder across all levels., however work life balance was still important.

The staff governor was asked what the perception of the board was and they responded that the staff felt the board were divorced from the college, that staff care about the day to day things and the connection between the Executive and the staff and then the Board and The executive and that communication was key.

A note was made that in the all staff video the Principal and CEO stated that there would be no redundancies 'this term' and as it is unusual to make redundancies later in the academic

year the staff took that to mean none in this academic year. The Executive and Board shared that they were aware of this.

The Board did share that it understood the perception and that there may be approvals needed for plans that would not be popular with all people, but that may be necessary for the overall college.

12.4 To note the Director of Governance update and approve proposed changes 23FGB49

The DoG paper was taken as read and it was noted that there had been a lack of engagement and responses from the Board on the effectiveness review this year. The Board was encouraged to participate in Self-Assessment and appraisal activities and induction and training opportunities.

It was reported that the External Board Review is underway with Governance4FE completing this review as part of the new regulations since the reclassification of colleges. Fiona (Governance4FE) will be invited to attend a committee meeting and a board meeting (July 2024) as part of the review. At the board meeting there will be a report presented with the outcome of the review.

13. Non-Discussion Items

Recommendations from the Curriculum and Quality committee

- **To note the Deputy Principal Curriculum and Quality Report and to approve the Quality Improvement Plan*** **23FGB50**

The Quality Improvement Plan 23/24 was approved.

Recommendations from Financial and General Purposes Committee:

- **To note the Student Union Annual Accounts*** **23FGB51**
- **To approve the Course Fee Policy 24/25*** **23FGB52**

The Course fee policy 24/25 was approved.

- **To note Month 6 Management Accounts*** **23FGB53**

Recommendations from Audit Committee

- **To note the Risk Management Update*** **23FGB54**
- **To note the KPI update (appendices available upon request) *** **23FGB55**

Recommendations from People and Remuneration Committee:

- **To note the Vice Principal People, Organisational Development and Engagement report*** **23FGB56**

All the above papers were received, noted and necessary approvals given.

14. Finance and General Purposes

14.1 To receive any minutes of the Finance and General purposes committee held on 28 November 2024 **23FGB57**

- 14.1.1 The chair of the F&GP committee briefly summarised the key points from the meeting, acknowledging that the college had sought support from both the DfE and

the FE commission on the colleges financial position and encouraged the Executive Team to present more efficient and effective solutions to the Board.

14.2 To discuss the College Financial Position

23FGB60

The Principal referred to the paper as submitted pointing out that the college was facing a particular challenge to meet the needs of the community in North Devon and in Tiverton, as both were very different, in particular by being the only provider in the area. The decision on what the best solution will be was still being discussed by the executive team as each solution presented different concerns. It was clear that the college needed to reduce its expenditure and deliver courses in the most efficient way in order to keep the college open. There had been discussions around which courses could be taken out such as A Levels or Apprenticeships but decided neither would be beneficial financially and to leave them in.

It was noted that the planned restructure was included in the papers/budget presented to Board.

The VPFRRRA reported that a T Level funding claw back due to under recruitment and retention, as well as failure to achieve the colleges Adult Education Budget resulted in the much higher deficit than originally anticipated. Also factoring into that was an upward drift in salaries, the SEND project with the DCC (Devon County Council) behind schedule and not yet confirmed, a lower student number effecting the tuition support payments, a lower number of staff participating in the ETF industry insight programme and staff agency fees much higher than anticipated due to not being able to recruit in certain subject areas.

It was resolved that now would be the best time to start a restructure due to notice periods and the end of the academic year only being 3 months away.

A discussion followed on the best case and worst-case scenarios and the question if land sale would be the best solution in the long term for the college finances. Would short term solutions to improve funds be better such as:

- Remove Catering (only £20k return)
- Resolve attendance and retention issues
- Ways to reduce cost without harming student experience
- Sharing resources with local schools to improve funds
- Encourage creativity for estates and facilities (sublet)

Iain Springate declared a conflict of interest at this point.

The Board then proceeded to discuss the possibility of a merger with a college group, or a partial merger or full merger/acquisition with another college. This would be looked at as part of the action plan for the Task and Finish group to monitor.

It was reported that a Task and Finish Group will be set up (pending Board approval) made up of External Governors, the Executive Team and the Director of Governance in order to track and monitor the progress of the proposed actions in the paper presented. The group would meet regularly over the next few weeks until the process was completed and the college was in a secure financial position. Terms of reference will be written as well as a risk analysis (including timings of the process, flight risks as part of the redundancy process, length of service of staff members) with both being presented to the group as soon as possible.

There was a strong opinion from the Board about not cutting too much but enough to ensure sustainability for the college and to keep the breadth of curriculum that the college currently offers in order to not loose any more learner numbers. Courses had been merged into one where there two or three different courses with the same subject were being taught. Cuts would need to be made by finding the right balance, doing this in a sensitive and strategic way and not at the learners cost.

At one point the Director of Governance reminded the Board of their responsibility and accountability towards the college.

The Principal requested the Board to come to a decision on the following recommendations as per the paper and advised that any actions would be followed up by the Task and Finish Group.

Recommendations as per paper:

- Approve the proposed actions described in this paper and its appendices to secure the College's financial position
- Approve the creation of a Task and Finish Group of the Board to monitor progress
- Provide advice to the Executive on any further action it believes should be taken
- Consider whether it wishes the College to pay to purchase additional legal advice, for the Board, in relation to its responsibilities regarding maintenance of the College's financial position

All recommendations were approved, and it was agreed to look for more savings if possible as well as ensuring that insolvency would be on the regular Task and Finish Group agenda.

14.3 Tiverton A Block

23FGB58

It was confirmed that the lease documents for Tiverton A Block had been received and were ready to be signed and sealed.

Board approved the seal of the lease by the Chair of Governors.

The Staff Governors were excused from the meeting at 20.33.

15. Confidential Items

15.1 To discuss the College Financial Position

23FGB59

It was noted that the Confidential papers showed more savings in detail such as departments and job titles.

It was reported that the college would engage an external HR consultant to offer a stronger approach for this process. It was also confirmed that there was a meeting with the JCC in April to inform them of the consultation process.

15.2 To receive confidential Audit committee minutes from 28 November 2024

23FGB61

The minutes were received.

15.3 To approve Confidential FGB minutes from 12 December 2023

23FGB62

The minutes were approved.