

BARNSELEY COLLEGE BOARD OF GOVERNORS

MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON TUESDAY 12 MAY 2015

PART I

PRESENT:

G Beever	Governor	C Partridge	Governor
P Bird	Governor (staff)	D Shepherd	Governor
C Booth	Governor	M Taylor	Governor (from 15.77)
N Bowen	Governor (Vice Chair)	J Thirkell	Governor (Chair)
S Burkinshaw	Governor (student)	S Turton	Governor
R Dewar	Governor	M Wesson	Governor (staff)
G McSkimming	Governor		

IN ATTENDANCE:

A J Oaks	Clerk to the Board	P Singh	VP Comms and Recruitment
D Harding	VP Quality and Adults	A Fairest	VP Property Development
T Johnson	VP Corporate Services	C Webb	Deputy Principal
J Miccoli	VP Teaching & Learning	P Briscoe	AP Access to Learning
G Garvey	Principal SFC	E Holmes	Student

APOLOGIES FOR ABSENCE

15.52 Apologies were received from S Brian, R Pourali and J Ward.

The Chair reported the resignation of Paul Helm, who had left the Board in April 2015.

The Chair welcomed Ella Holmes to the meeting. Ms Holmes had been elected as the new Student Union President and would take over from S Burkinshaw from September as FE student governor. Introductions were made.

DECLARATION OF INTERESTS

15.53 The Chair reminded members of the requirement to declare any financial or personal interests in any agenda items. Members reserved the right to declare interests should any arise during the course of the meeting. C Partridge's standing declaration was noted. Directors and the Clerk of Wellspring Academy Trust declared their interest in Agenda item 10 and Part II of the meeting.

MINUTES

Minutes of the meeting held on 17 March 2015

15.54 The Minutes of the Board meeting (Part I) held on 17 March 2015 were agreed as a true and accurate record and were signed by the Chair.

MATTERS ARISING

15.55 The Board received a list of actions arising from previous meetings. With regard to 14.35, the Vice Chair reported that the Quality and Standards Committee had reviewed a data dashboard focusing on the agreed areas Governors wish to drill down into. The dashboard could be used in a number of ways and in time would be developed to incorporate more data from other areas.

- 15.56 Re 14.24 the Chair proposed R Pourali report back to the Board at the next meeting regarding her link E&D visit.

STRATEGIC PRIORITIES

- 15.57 The Board received a report highlighting progress against each of the College's strategic priorities. The Chair invited comments with regard to each strategic priority. Governors had continued to monitor progress against strategic priorities through link visits, most recently reporting on progress to the strategic seminar in February.
- 15.58 The Board noted and received the report for priority one, which was provided for information. No concerns were raised and the report was received. Several questions were raised with regard to strategic priority 2 to understand how the leadership of the Sixth Form was being further refined. The Principal of the SFC commented that following the resignation of the Director of Learner Experience he was looking at how best to restructure the team without replacing him, by refining staff responsibilities rather than bringing about significant change. D Shepherd referred to the identified risks associated with the move to the new build, and sought further information of timescales. The Principal SFC stated that access to the building was expected in October, but a significant amount of work would still be required, such as the IT infrastructure and furniture. An adjustment had been made to the academic year to finish one week earlier at Christmas and to start one week earlier in January.
- 15.59 Further questions were raised regarding progression, governors noting the numbers forecasted to go onto Russell group universities, which had increased over the previous year. The Principal SFC commented that the appointment of an Academic Ambition co-ordinator to support able students to progress was working well and making an impact which would be maintained, working in partnership with secondary schools and discrete groups of students.

The Principal SFC left the meeting.

- 15.60 It was agreed that discussion on SP3 would be deferred to Agenda item 13 - Quality and Standards business. SP4, English and Maths, focused on improved performance in GCSE and in the embedding of the subjects into the curriculum. Results indicated that the strategies implemented to improve English and maths had a positive impact in 2013/14 and retention on GCSE english for the current year was similar to previous year, at 94.4%, and higher in Maths. The college success rate for Functional skills at 82% in 2013/14 was well above the national average of 62%. The VP spoke of the work being undertaken to improve performance which included upskilling staff and identifying staff training needs through a significant staff development programme. New appointments had been made and subject leaders were being held accountable for maths and English. Governors raised questions about the level of ability on entry and the challenge to bring about the required improvement.

The Deputy Principal joined the meeting.

C Partridge joined the meeting,

- 15.61 The VP provided further information of the preparatory work undertaken. The Vice Chair commented that there was a huge focus on English and maths in the schools to narrow the gap, recruit appropriately qualified staff and upskill and retrain existing staff. He believed the borough would see a rise in the achievement rates within the next two years as a result. The Chair referred to the recent feedback from a governor's link visit and an OWL in respect of English and maths and invited C Partridge to comment. C Partridge stated that she had been very impressed with the teaching overall. She had observed some aspects of the lesson that had been of concern and her feedback to the Principal and Chair had highlighted this to allow management to take action. This had highlighted the importance of training for staff. The report was received.

- 15.62 The report for SP5 STEM was provided mainly for information. G McSkimming raised a question in relation to the potential risk of losing apprenticeship training staff, particularly subject leaders and the challenge to find suitably qualified replacements. The Principal explained that his strategy was to 'grow our own' as a succession plan and continue to train staff. Following a question from D Shepherd around the viability of the offer and how closely this would be monitored the Deputy Principal responded explaining the opportunities available to the College.

M Taylor joined the meeting.

- 15.63 The Board received the report on SP6. D Shepherd requested clarification of the financial implications of not meeting budget. The Chair commented that the F&R Committee had discussed a report on learner numbers and funding at its meeting on 28 April and had recognised that there were no financial implications in the current year. The Principal commented that going forward the financial implications of reduced funding were more complex and in response to a further question from S Turton, explained how the loss of some sub contracted delivery had impacted on income and learner numbers.

There were no questions raised with regard to SP 7.

SAFEGUARDING

- 15.64 The Board received a report seeking governor approval of the approach to ensuring the College was meeting and exceeding its legal obligations in respect of safeguarding. The Board recognised its duty to ensure the College met its legal requirements and that failure to demonstrate it was discharging its responsibilities in this area would lead to an inadequate Ofsted judgement at inspection. The Board had participated in safeguarding training in January 2015.
- 15.65 J Thirkell would remain Safeguarding lead until the end of the academic year and then take over responsibility for link governor for SEND duties. M Taylor had volunteered to take over the safeguarding link role and had arranged to meet with the AP Access to learning and the Clerk to receive an update on the Scheme and gain a more in depth understanding of the legal requirements. It was proposed the Clerk schedule at least two safeguarding link visits per year going forwards to provide sufficient opportunity for the link governor to ask detailed questions about the safeguarding policy and how it was being applied, in order to provide the necessary assurance to the Board.
- 15.66 The link governor feedback form had already been amended in relation to statutory link visits, and it was proposed such feedback forms be included in the papers for the Board following a visit. The revised arrangements would form part of the new Safeguarding Scheme which would be presented to the Board for approval in July 2015.
- 15.67 Following a question from the Chair regarding action being taken by the College in respect of SEND duties, the AP Access to Learning confirmed that a Policy would be brought to the Board in July, together with the revised Safeguarding Scheme which would also incorporate the College's obligations in respect of the new duty on College's following the assent of the Counter Terrorism Act. In response to governors seeking clarification of the Board's monitoring role, the Clerk advised that the Safeguarding policy was reviewed annually and that the Board received an Annual report in the autumn term to demonstrate compliance with regulations. This, in addition to assurance from the link governor for Safeguarding, would provide an appropriate level of oversight.

RESOLVED 15.67 To approve the proposals for link visit arrangements for 2015/16 for incorporation into the Safeguarding Scheme.

SALIX LOAN

- 15.68 The Director of Finance's report was presented by the VP Property Development. Further to approval of a loan from Salix earlier in the year to replace lighting in Sci Tech with LEDs, a further round of funding had been opened that the College wished to bid for to replace

lighting in the Sports and UCB with LEDs, energy efficient boilers in UCB and energy efficient IT servers/power management software. The College would receive the full value of the cost from Salix if the application was successful and would repay the loan over four years. In making a decision about which schemes to apply for, it was imperative that they return the best value, being mindful of increasing the debt to the college. It was therefore proposed to enter into a maximum loan of £150k bringing the total loan with Salix to £220k with annual repayments of £55k which was considered prudent and manageable. With the annual capital budget proposed at £1,000k for 2015/16, it was further proposed to increase the budget to £1,150k subject to Board approval of the Salix loan.

- 15.69 Referring to the release of asset sales, R Dewar asked if the loan would be necessary if the College realised the full value of the asset sales. The VP stated that due to the deadline of 26 June for submissions to Salix, he did not believe the asset sales would be finalised in time. Following further questions, Governors were satisfied with the rationale for the application.

RESOLVED 15.70.1 To approve the application and Salix loan up to the value of £150k and to authorise the Principal to sign the loan documentation on behalf of the Board;

RESOLVED 15.70.2 to approve an increase to the annual capital budget by £150k subject to a successful Salix application.

SFA FINANCIAL DASHBOARD

- 15.71 The Board received a report highlighting the college's financial performance provided by the SFA. The dashboard depicted the College's financial performance against the sector and was derived from the College's Financial Statements for 2013/14 and the Three year plan approved by the Board in July 2014. The dashboard highlighted the College's strong performance in financial planning.

- 15.72 For newer governors, the Deputy Principal explained that the College did not use the SFA Financial Health Grade for monitoring financial performance. As approved by the Board from time to time, the main financial measure was through EBITDA, with three high level financial measures appropriate for the College. These were explained in more detail, particularly because the SFA financial health grade did not take into account any measure of the college's ability to pay a planned level of debt servicing costs each year, and the current ratio score with the health grade would drive the college to make poor financial decisions. This would not change whilst the college continued to have its revolving credit facility in place and/or long term loans to pay.

- 15.73 The DP referred to the recent report of the FE Commissioner, in which the SFA's concerns about the rising number of Colleges with financial concerns but where a score of Satisfactory or Good had been reported. These were most often colleges who had not invested in infrastructure and where income was in decline. At Barnsley, the financial health score in SFA terms had been Good, with a forecast of Satisfactory for this year and in 2015/16 as recognised and approved by the Board in line with the agreed health indicators. He added that the most challenging area to move to Good or better was the current ratio measure for cash and liquidity. With staff costs forecast to be around 57%, this compared well against the FE Commissioner's report which suggested 62% as an average. In response to a question from C Partridge regarding the bank's approach to the College's stance, the Deputy Principal confirmed that a risk assessment had been undertaken to satisfy Barclays Bank. Further to discussion the Board resolved to reaffirm the three key measures for financial performance as follows:

RESOLVED 15.73.1 EBITDA (less capital grants) as a percentage of turnover with a target minimum of 10% each year.

RESOLVED 15.73.2 Interest cover with a target minimum of 2.

RESOLVED 15.73.3 SFA Financial Health Grade with a target minimum of Satisfactory.

INTERNATIONAL REVIEW

- 15.74 The Board received a report updating it on current developments and performance against the international strategy which had been provided in advance of the meeting. The Chair commented that she recognised newer governors would have limited knowledge as to background of the strategy and welcomed comments and observations. R Dewar had noted that the Audit Committee had made a referral to the F&R Committee at its meeting in March to seek assurance of the robustness of the monitoring of risks associated with the strategy. Given his limited knowledge of the international Strategy, he had sought to clarify the Audit Committee's concerns outside of the meeting and questions had been raised prior to the Board meeting by R Dewar which the Deputy Principal responded to.
- 15.75 The Deputy Principal summarised the background and rationale for the International Strategy which had been a key strategic aim in 2012/13. Whilst it was no longer a top strategic priority, the SMT continued to monitor the action plan associated with the strategy on a regular basis and provide an opportunity for Governors to monitor and scrutinise performance at both F&R Committee and Board. The report detailed the four areas the international department were currently focusing on. In response to questions, the Deputy Principal confirmed that risks were managed through the Risk management policy at departmental level and monitored through the rigour of the performance review process. Whilst there had been significant changes to the strategy, the effectiveness of the strategy was re-evaluated against the 3 year plan on a regular basis by SMT.
- 15.76 Newer governors were invited to meet with the Deputy Principal outside of the meeting to gain a more in depth understanding of the strategy and how it had developed over the last 2-3 years. D Shepherd referred to the reputational risks associated with the strategy, particularly the risks posed in certain Countries, for example recent Human Rights issues highlighted in the media. In response to a question from C Partridge regarding safeguards, the Deputy Principal assured the Board that full discussions had taken place at JCC meetings to ensure robust processes were in place, and that the College followed the advice of UKTI implicitly. In China and Saudi Arabia, the College only entered into contracts with local or national government approved public bodies and would not engage with private enterprise. The Board were informed that the College was very aware of its responsibilities under the Anti Fraud and Anti Bribery Policies and that the Director of Finance was currently writing an international travel policy for the College.
- 15.77 The Principal spoke of how the strategy had developed over the last couple of years in response to changes in income streams and opportunities that had been made available for investment. The Chair commented on the mission to become 'World Class', reminding governors of the need to look outwards in order for the College to move forwards.

The report was noted and received.

WELLSPRING ACADEMY TRUST ARTICLES OF ASSOCIATION

- 15.78 The Board received a report from the Clerk setting out the Wellspring Academy Trust Board's decision to adopt new Articles of Association. The Clerk explained that amendments to the Articles of Association may only be made by a Special Resolution of the Members. As principle sponsor of the Trust, the Board of Governors should be consulted on any proposed changes to specific clauses. The move to adopt new Articles of Association arose as a result of the DfE recognising that MATs require a more flexible framework to operate within and as such had streamlined the Articles to maintain accountability but provide more autonomy. The Board of Directors had supported the proposal to adopt the new Articles in March 2015. The Members were currently consulting on the proposed changes.
- 15.79 The Clerk explained that the Articles provided for the College Board to appoint Directors and Members. Initially when the Trust had first been established, the DfE had proposed the College have the power to appoint up to 13 Directors and 6 Members. With an average

membership of 10-15 Directors, it was proposed in the new Articles that the College have the power to appoint up to a third of the Directors, with Members remaining at six. Discussion took place with regard to the need for Board oversight and influence, particularly in the coming year, in recognition of the Board's responsibility to monitor the College's investment in the Company. Further to consideration of the proposals, it was:

- RESOLVED 15.79.1** That the sponsor College have the power to appoint up to one third of Directors to the Trust Board;
- RESOLVED 15.79.2** That the sponsor College retains the power to appoint up to six Members.
- RESOLVED 15.79.3** That the Clerk inform the Trust Board of the College's decision at its next Board meeting in order that the provisions may be written into the Articles of Association for Wellspring Academy Trust.

PRINCIPAL'S REPORT

- 15.80 The Principal's report provided a comprehensive update of developments and activities that had taken place since March 2015, which were commented on favourably.

GOVERNOR / LEARNER ACTIVITY

- 15.81 Since March several Governor/learner activities had taken place. P Bird had undertaken a link visit to Health and Safety and attended a H&S Committee meeting, which he provided detailed feedback on. In his opinion he was fully satisfied that the College's H&S policy and procedures were fit for purpose, robust and that all legal and statutory requirements were being complied with.
- 15.82 C Partridge had undertaken a link visit and an OWL to English and maths. Her feedback had been given earlier in the meeting when discussion on the strategic priorities took place. N Bowen had attended a SFC Learner Forum and had been most impressed with the students' ability to speak honestly with regard to their experiences in the College.

DIRECTOR VACANCIES

- 15.83 The Chair reminded Governors that the two subsidiaries BCDC and Think Barnsley Ltd, required Directors to replace A Eckford and G Vaughton on the respective Boards. The Principal commented that the commitment to become a Director of BCDC was not onerous, the Board meetings being short and held three times a year immediately prior to F&R Committee meetings.

COMMITTEE BUSINESS

Audit Committee

- 15.84 The Chair of Audit referred to the Minutes of the Audit Committee meeting held on 24 March 2015. She reported that the Committee had discussed the approach to risk management and in particular the risk register which should be 'owned' by the Board. Following scrutiny of the top level risk register by the Committee, it was proposed the Board receive it for consideration. The referral to the F&R Committee in respect of monitoring the international strategy was noted. The Risk Register would be presented to the Board next in the autumn term.

The Minutes were noted and received.

Finance and Resources Committee

- 15.85 G Beever referred to the Minutes of the meeting held on 28 April 2015 Part I, commenting that several issues discussed by the Committee had been covered by the Board. There were no recommendations for Board approval. The Minutes were noted and received.

Quality and Standards Committee

- 15.86 N Bowen referred to the Minutes of the Q&S meeting held on 30 April 2015. He commented that the data presented in the meeting had given the Committee greater confidence in the distance travelled, in particular in-year progress and value added which was very positive. The report on ALPS had also provided a degree of confidence regarding predicted outcomes as a result of the increased rigour, challenge and changes in leadership. The Committee wished to convey their congratulations to the staff at UCB for the outcome of the recent QAA visit.

CHAIR'S TERM OF OFFICE

- 15.87 The Chair reported that her three year term as Chair would end in July 2015 and that she was willing to serve another term to be determined by the Board. She indicated that subject to the outcome of the recruitment and selection process for the Principal and CEO, she would consider her position and inform the Board of her intentions at the Board meeting in July 2015.

DATE AND TIME OF NEXT MEETING

- 15.88 The Chair advised the Board there would be an additional Board meeting on Monday 29 June 2015 at 4.00 pm to receive the recommendation of the Selection Panel for the appointment of the Principal/CEO.

It was proposed to use the additional meeting as an opportunity to discuss in more depth the heating and ventilation issue. These would be the only two items on the Agenda.

- 15.89 The final Board meeting of the academic year would take place on Tuesday 14 July 2015 at 4.00 pm as previously arranged.

End of Part I.

The VP Teaching and learning and the AP Access to Learning left the meeting.