**Minutes of the meeting of the Board of Governors held on Tuesday 21 May 2019 at 4.00pm at Barnsley College, Old Mill Lane, Barnsley**

**Present:** Simon Perryman (Chair)

Nick Bowen (Vice Chair)

Helen Jagger (Vice Chair)

Yiannis Koursis (Principal and CEO)

Simon Brian (Governor)

Peter Clarkson (Staff Governor)

Kay Dickinson (Governor)

Ross Hooley (Staff Governor)

Conor Moss (Governor)

Clare Partridge (Governor)

David Shepherd (Governor)

Sara Turton (Governor)

**In attendance:** Joanne Platt (Interim Director of Governance and Clerk to the Board)

Liz Leek (Vice Principal - Curriculum)

David Reeve (Interim Vice Principal – Finance)

Phil Briscoe (Vice Principal – Quality & Student Experience)

Tony Johnson (Vice Principal – Corporate Services)

Suki Rai (Interim Vice Principal – Funding, Data and Compliance)

**PART I** – *For Publication*

| **Minute** |  |
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| **PROCEDURAL MATTERS** | |
| **B19/061** | **Agenda Item No. 1: Quorum**  The meeting was quorate. |
| **B19/062** | **Agenda Item No. 2: Apologies for Absence**  Apologies were received from Simon Taylor and Sam Bentley.  Ross Hooley joined the meeting at 4.15pm |
| **B19/063** | **Agenda Item No. 3: Declarations of interest:**  There were no declarations of interest. |
| **B19/064** | **Agenda Item No. 4: Minutes of the last meeting held on 19 March 2019 (Part I)**  The Minutes were approved as a correct record.  It was **RESOLVED** to approve the Minutes of the meeting held on 19 March 2019.  The Chair signed the Minutes. |
| **B19/065** | **Agenda Item No. 5: Matters arising from the last meetings (Part I)**  There were no matters arising. |
| **B19/066** | **Agenda Item No. 6: Rolling action list**  B19/024: No Governors had provided ideas for a ‘green’ goal for inclusion in the new Corporate Plan.  B19/030: It was noted that David Shepherd had been unavailable to attend the meeting to discuss the T-Level bid and had not therefore been involved.  B19/035: Helen Jaggar is attending the C-Stem PR meeting on 18 June and will report back to the Board at the next meeting on 16 July 2019.  B19/036: Due to conflicting commitments, it hadn’t been possible to convene a group of Governors to undertake the English and Maths ‘Deep Dive’, which will now be undertaken in the new academic year.  All other actions were complete. |
| **B19/067** | **Agenda Item No. 7: Notification of any other business**  There were no items of other business. |
| **MATTERS FOR CONSIDERATION / DECISION** | |
| **B19/068** | **Agenda Item No. 8: Board Membership / Appointments**  The Board noted the election of Alexander Newton as the new President of the Student Union and confirmed his appointment as the FE Student Governor. Sara Turton will act as his ‘buddy’ as part of his induction into the role over the summer.  The Board also noted that elections were currently ongoing for the election of a new HE Student Governor to replace Sam Bentley who will be leaving the College in the summer. The results of the election will be reported to the Board at its meeting on 16 July.  Governors discussed the need to recruit a new Governor as Clare Partridge’s term of office comes to an end in December 2019 and agreed to start the recruitment process over the summer.  Simon Perryman and Simon Brian agreed to conduct the interviews.  It was agreed that Simon Perryman will discuss the role of the Chair of the Audit Committee with Governors during his 1-1 meetings with them over the summer, with a view to appointing a new Chair of the Audit Committee from January 2020.  It was **RESOLVED** to appoint Alexander Newton as the new HE Student Governor with effect from 1 August 2019.  It was **RESOLVED** to begin the recruitment process for a new Governor. |
| **B19/069** | **Agenda Item No. 9: FE Tuition Fees Policy 2019-20**  The Board noted that the new policy contained some minor changes to ensure continued compliance with the requirements of the Office for Students.    It was **RESOLVED** to approve the FE Tuition Fees Policy 2019-20. |
| **B19/070** | **Agenda Item No. 10: HE Tuition Fees Policy 2019-20**  The Board noted that the new policy contained some minor changes to ensure continued compliance with the requirements of the Office for Students.    It was **RESOLVED** to approve the HE Tuition Fees Policy 2019-20. |
| **B19/071** | **Agenda Item No. 11: Non-Levy Apprenticeships and the impact of the Cap**  The Board considered a report in relation to the impact of the Cap on Non-Levy Apprenticeships.  Current planning assumptions show no anticipated impact for 16-18 apprenticeships. However adult non-levy apprenticeships is affected by the cap with a predicted impact on social mobility and business opportunities with local employers. The College is working with employers to re-profile its offer, but this is likely to impact on future growth opportunities.  Management is looking at this on a monthly basis and will have a better understanding of the impact at Round 3.  Governors noted that this is a national issue that will impact most on small businesses.  It was **RESOLVED** to note the information. |
| **B19/072** | **Agenda Item No. 12: Principal’s Report**  The Board noted the key priorities identified in the Principal’ report.  It was noted that the College will be supporting another College categorised by Ofsted as ‘Requires Improvement’ through the Strategic College Improvement Fund (SCIF). Some funding will be provided for this and although the College won’t benefit directly, it will nevertheless provide opportunities for further learning and to grow the College’s own people.  The Board noted that the first fully formed meeting of the new Board of Trustees of ITS had taken place and that the College was working through and is expecting to fully deliver the 6-month integration plan put in place following the acquisition at the end of February 2019.  It was noted that ITS is now taking part in all the College’s key business processes such as business planning and performance reviews, which is giving the College a better understanding of areas for development and economies of scale and opportunities.  A new Board of Trustees has been formed and governance arrangements are under review. The College’s internal auditors are currently undertaking an Apprenticeship audit, the findings of which will help to identify priority areas for improvement and potential sharing of good practice.  The Board noted the current consultation being undertaken by DfE to inform a review of Applied General Qualifications.  The Board also noted that the T-Level Capital Funding bid had been submitted in April. Assessments of the bids are currently underway with the outcomes being made known in July.  The College has also started work on developing an outline business case for the LEP bid for the digital developments at SciTech.  The Board noted changes to the Senior Leadership Team structure and that other opportunities for structure changes had been identified during business planning. The College is currently recruiting to three senior posts.  The Board also noted that the College was engaging with the LEP in relation to devolution and potential opportunities in relation to the Adult Education Budget and considered having a fuller discussion in relation to this at a future Board Creative Session.  The Chair informed the Board that he had received a letter and notice from the OfS in relation to an impending Quality and Standards Review which will take place sometime over the next few months and the Board agreed to add this as a new risk on the Board Assurance Framework (see item 13 below).  It was **RESOLVED** to note the Principal’s Report. |
| **B19/073** | **Agenda Item No. 12.1: Corporate Plan**  The Board considered the first draft of a new Corporate Plan for the College which will be used to engage with external stakeholders. The Plan reflects the strategic priorities agreed at the Governors’ Strategic Seminar and the last meeting of the Board in March and is underpinned by a new balanced scorecard against which success will be monitored and measured.  When finalised and approved, the plan will be launched with external stakeholders.  Governors generally liked the plan and its layout but asked for the key strategic priorities to be more upfront in the document. Governors would also like to see less text and more visual representation of the key messages.  Governors also queried how targets were being set and it was confirmed that the baseline position (where available) was used to determine targets.  It was **RESOLVED** that Governors will feedback any further comments on the draft plan and the balanced scorecard no later than 30 May 2019 to enable a final draft to be prepared for consideration at the next meeting of the Board. |
| **B19/074** | **Agenda Item No. 13: Board Assurance Framework (Q2)**  The Board considered the Board Assurance Framework at the end of Q2 and noted that this had already been reviewed by the Audit Committee at its meeting on 26 March with a number of minor revisions being made as a result.  A new risk in relation to Direct Entry has been added, although the risk is inherently low and the controls in place to manage this risk result in a low residual risk score. Despite this, the Board agreed to keep the risk on the Board Assurance Framework for a period of at least 12-months.  The Board noted that the risk score in relation to the protection of tertiary status has been reduced from high to medium, whilst the risk relating to the introduction of the new Management Information System (MIS) has increased slightly due to capacity issues and the need to link College data systems that are now being addressed.  Other changes relate to additional controls being put in place for existing risks.  In light of the discussions under items 11 and 12 above, it was agreed to re-frame the risk in relation to apprenticeships and to add a new risk in relation to the impending visit from the OfS and the retention of outstanding status.  It was noted that the revised Board Assurance Framework at Q3 (and incorporating the matters considered above) will be considered by the Audit Committee at its meeting in June  It was **RESOLVED** to note the position at the end of Q2.  It was **RESOLVED** to reframe the risk relating to Apprenticeships.  It was **RESOLVED** to add a new risk in relation to the visit by OfS. |
| **B19/075** | **Agenda Item No. 14: The potential impact of Brexit on the College**  The Board considered a report on the potential impact of Brexit on the College and noted that the expected impact based on facts known to date is minimal.  The Board noted that the biggest potential impact was political inertia. As the Government focuses its attentions on Brexit, there are delays in bringing other policies forward which impact on the College such as the Auger review and a lack of clarity on longer term funding.  Governors discussed the need to position the College to strategically invest for future growth and agreed to consider this at the next meeting of the Board following the outcome of business planning and the Board’s consideration of next year’s budget.  It was **RESOLVED** to note the position.  It was **RESOLVED** to consider further strategic investment for future growth at the July meeting of the Board. |
| **B19/076** | **Agenda Item No. 15: Corporate Governance Audit and Governance Improvement Action Plan**  The Board considered the report on the outcome of the Corporate Governance Audit undertaken by RSM in February and noted the findings that the College has an effective control framework in place and the substantial assurance rating given by the auditors.  It was noted that the three recommendations have been incorporated into a revised Governance Improvement Action Plan for completion over the summer, which the Board approved.  It was **RESOLVED** to note the report of RSM and to approve the Governance Improvement Action Plan. |
| **B19/077** | **Agenda Item No. 16.1: Apprenticeship Performance**  The Board considered a report showing the current position and likely outturn of apprenticeship success rates.  The data shows a predicted overall decline in performance although the College continues to have outstanding apprenticeship success rates and is still above the national average.  Management is monitoring performance and has set clear expectations that all learners still on programmes should achieve. Best practice is being shared across departments and where necessary, additional support has been put in place.  In light of the predicted decline in performance, Governors asked for the risk to be reviewed on the Board Assurance Framework (see Item 13).  It was **RESOLVED** to note the position in relation to Apprenticeship performance.  It was **RESOLVED** to reframe the risk relating to Apprenticeships on the Board Assurance Framework. |
| **B19/078** | **Agenda Item No. 16.2: National Achievement Rate Tables for 2019**  The Board considered a report showing the National Achievement Rate for 2017/18 compared to the previous year (as reported in the National Achievement Rate Tables 2019) and noted that overall, College performance has declined compared to the rest of the sector, resulting in the College’s ranking nationally falling. Despite this decline, performance for 16-18 year olds remains above the sector average and performance at Level 3 16-18 (where the majority of enrolments are) remains strong.  Performance at 19 plus has also improved for the fourth consecutive year but still remains below the sector average (which also improved during the same period) and apprenticeship performance improved to 10.2% above national average, improving the College’s ranking by three places.  The other headline college performance indicator is Functional Skills which remain very strong and progress and value added rates are still very good and are not in decline.  Governors sought assurance about how Level 2 16-18 achievement rates are being addressed and were advised that the move to a one-year GCSE model will impact positively. They also noted the actions being taken by management to address areas of decline and the predicted 2018/19 increased retention rate which will impact positively on results in 2018/19 for classroom based learning.  The Board agreed that there was a need to separate the data from the wider narrative to provide a more rounded picture of overall performance, and to capture this in the Balanced Scorecard for 2019-20. They also agreed to look at this again at the Governor results evening in September.  It was **RESOLVED** to note the report.  It was **RESOLVED** to capture a more rounded picture of overall performance in the Balanced Scorecard for 2019-20. |
| Conor Moss left the meeting at 5.45pm. | |
| **B19/079** | **Agenda Item No. 16.3: Funding Body Update – ESFA and OfS**  The Board considered the latest financial health assessment and dashboard issued by the ESFA alongside recently published guidance on intervention and a letter from the Office for Students (OfS).  It was noted that the ESFA has confirmed its agreement with the College’s assessment of its ‘Good’ financial grade and that the latest financial forecast shows an improvement in the projected outturn since the Board considered the financial dashboard in December 2018.  Governors discussed the policy document on College oversight recently published by the DfE and noted the change for 2019/20 to re-categorise the previous ‘Satisfactory’ grade to ‘Requires Improvement’ to align with Ofsted terminology and in recognition that Colleges in this category demonstrate a level of risk to financial health which Governing Bodies need to address.  ESFA is also planning to make changes to the financial health calculation next year and although the changes are as yet unknown, it is expected that the thresholds will be raised. The College is in a strong financial position but Governors discussed the need to be prudent in setting its minimum financial health score to minimise the risk of it falling into intervention under the revised policy and thresholds.  There was a discussion around providing for a development fund to enable the College to undertake special projects that will aid growth.  Governors also considered a letter issued to all registered providers by the OfS in relation to student number and fee income forecasts and the increased risk to financial viability and sustainability where future plans are underpinned by growth in student numbers that are not credible.  It was noted that the College plans student numbers and income through its robust business planning process and is able to mitigate the overall financial impact of falling numbers through its performance review process. This is therefore not a matter of concern to the College at this time.  The Board also considered the letter recently issued to all Colleges from the DfE which identifies characteristics of a well-run college. Governors noted that the College had taken a decision in its governance review to move away from a specific finance committee and had instead developed a reporting model that allows all members of the Board to be properly acquainted with the key numbers including a very clear financial chart showing projected and actual cash flow. It was noted that this alternative approach has created greater transparency and strengthened the financial governance of the College.  It was **RESOLVED** to note the report.  It was **RESOLVED** to increase the minimum financial health score points from 160 to 180.  It was **RESOLVED** to keep the minimum financial health score points under review when agreeing the future strategy of the College.  It was **RESOLVED** to provide for a development fund as part of the budgeting process to assist the College in achieving further growth. The provisional amount is £200k which is subject to affordability and will be confirmed at the July board as part of the budget approval process. |
| **B19/080** | **Agenda Item No. 16.4: Sub-contracting**  The Board considered the current position in relation to the performance of the College’s sub-contractors and noted the projected 98% performance by the end of the year.  The Board also noted that close monitoring arrangements are in place to mitigate against all risks and to ensure high standards are being achieved for the benefit of all learners.  It was **RESOLVED** to note the report. |
| **B19/081** | **Agenda Item No. 17.1: Prevent Policy**  The Board noted that there were no changes to the policy.  It was **RESOLVED** to approve the Prevent Policy. |
| **B19/082** | **Agenda Item No. 17.2: External Speaker Policy**  The Board noted that there were no changes to the policy.  It was **RESOLVED** to approve the External SpeakerPolicy. |
| **B19/083** | **Agenda Item No. 17.3: HE Freedom of Speech Policy**  The Board noted that there were no changes to the policy.  It was **RESOLVED** to approve the HE Freedom of SpeechPolicy. |
| **B19/084** | **Agenda Item No. 17.4: Student Support Fund Policy (14-16)**  The Board considered the Student Support Policy for 14-16 Learners following the introduction of direct entry programme for learners aged 14-16.  It was **RESOLVED** to approve the Student Support Fund Policy (14-16) |
| **B19/085** | **Agenda Item No. 17.5: Student Support Fund Policy (16-18)**  The Board noted that there were no changes to the policy.  It was **RESOLVED** to approve the Student Support Fund Policy (16-18) |
| **B19/086** | **Agenda Item No. 17.6: Student Support Fund Policy (19 plus)**  The Board noted that there were no changes to the policy.  It was **RESOLVED** to approve the Student Support Fund Policy (19 plus) |
| **B19/087** | **Agenda Item No. 17.7: Student Support Fund Policy (HE)**  The Board noted that there were no changes to the policy.  It was **RESOLVED** to approve the Student Support Fund Policy (HE) |
| **B19/088** | **Agenda Item No. 17.8: Probation Procedure for Senior Post Holders**  It was noted that the policy contained only minor changes to reflect new post titles and that the policy was now due for review in three-years rather than two-years as the previous policy.  It was **RESOLVED** to approve the Probation Procedure for Senior Post Holders |
| **B19/089** | **Agenda Item No. 17.9: Capability Procedure for Senior Post Holders**  It was noted that the policy contained only minor changes to reflect new post titles and that the policy was now due for review in three-years rather than two-years as the previous policy.  It was **RESOLVED** to approve the Capability Procedure for Senior Post Holders |
| **B19/090** | **Agenda Item No. 17.10: Disciplinary Procedure for Senior Post Holders**  It was noted that the policy contained only minor changes to reflect new post titles and that the policy was now due for review in three-years rather than two-years as the previous policy.  It was **RESOLVED** to approve the Disciplinary Procedure for Senior Post Holders |
| **B19/091** | **Agenda Item No. 17.11: Grievance Procedure for Senior Post Holders**  It was noted that the policy contained only minor changes to reflect new post titles and that the policy was now due for review in three-years rather than two-years as the previous policy.  It was **RESOLVED** to approve the Grievance Procedure for Senior Post Holders |
| **B19/092** | **Agenda Item No. 18: Board Calendar 2019-20**  Governors discussed the proposed Board Calendar for the forthcoming year and subject to a change to the date of the July 2020 meeting of the Board, approved the schedule of meetings.  Governors also agreed which Deep Dives they would undertake in 2019-20 as follows:  **Deep Dive 1:** Nick Bowen, Kay Dickinson and Clare Partridge  **Deep Dive 2:** Helen Jaggar, Simon Perryman, David Shepherd and Sara Turton  **Deep Dive 3:** Simon Brian, Conor Moss and Simon Taylor  Calendar invitations for all meetings will now be sent out by the Director of Governance.  It was **RESOLVED** to approve the Board Calendar for 2019-20, subject to a change to the date of the July 2020 meeting of the Board |
| **COMMITTEE BUSINESS** | |
| **B19/093** | **Agenda Item No. 19.1: Minutes of the meeting of the Audit Committee held on 26 March 2019**  It was **RESOLVED** to note and approve the Minutes of the meeting of the Audit Committee held on 26 March 2019. |
| **B19/094** | **Agenda Item No. 19.2: Minutes of the meeting of the Governance and Search Committee held on 7 May 2019**  It was **RESOLVED** to note and approve the Minutes of the meeting of the Governance and Search Committee held on 7 May 2019. |
| **B19/095** | **Agenda Item No. 20.1: Minutes of the meeting of the ITS Board held on 20 March 2019**  It was **RESOLVED** to note the Minutes of the meeting of the ITS Board held on 20 March 2019. |
| **B19/096** | **Agenda Item No. 20.2: Report from Wellspring Academy Trust**  It was **RESOLVED** to note the Report from Wellspring Academy Trust. |
| **B19/097** | **Agenda Item No. 21.1: Governor Link Visits – Safeguarding 20 March 2019**  Helen Jaggar confirmed that she has attended meetings with relevant members of SLT and College staff and can provide assurance to the Board of the strength and effectiveness of the College’s safeguarding arrangements.  It was **RESOLVED** to note the information. |
| **MATTERS FOR INFORMATION:** | |
| **B19/098** | **Agenda Item No. 22: Principal’s Good News Report**  It was **RESOLVED** to note the information. |
| **B19/099** | **Agenda Item No. 23:** Date and time of next meeting of the Board  **Tuesday 16 July 2019 – 4.00pm** |

Part I of the meeting closed at 6.35pm

**Signed (Chair): …………………………………………………………... Dated: ………………………………………………..**