**Minutes of the meeting of the Board of Governors held on Thursday 28 January 2021 at 3:45pm (virtual meeting)**

**Present:** Simon Perryman (Chair)

Nick Bowen (Vice Chair)

Helen Jaggar (Vice Chair)

Gavin Day (Governor)

Andrew Denniff (Governor)

Kay Dickinson (Governor)

Sharon Jandu (Governor)

Bethanie Jacobs (Student Governor)

Tracey Johnson (Governor)

Yiannis Koursis (Principal and CEO)

Marie Lang (Governor)

Conor Moss (Governor)

Simon Taylor (Governor)

David Shepherd (Governor)

Ben Sigsworth (Student Governor)

Helen Weatherston (Staff Governor)

**In attendance:** David Akeroyd (Deputy Principal – Development & Productivity)

Gavin Batty – Vice Principal Technical & Professional)

Heather Jackson (Director of Governance and Clerk to the Board)

Tony Johnson (Vice Principal – Corporate Services)

Leela Kelly (Apprentice)

Laila Lawton (Vice Principal – Finance)

Liz Leek (Deputy Principal – Culture, Place & Communities)

Toni Rhodes (Vice Principal Quality & Access to Learning)

James Russell (Executive Director, Funding & Performance)

**PART I** – *For Publication*

| **Minute** |  |
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| **PROCEDURAL MATTERS** | |
| **B21/001** | **Agenda Item No. 1: Quorum**  The meeting was quorate. |
| **B21/002** | **Agenda Item No. 2: Apologies for Absence**  Apologies were received from Chelle Charlesworth. |
| **B21/003** | **Agenda Item No. 3 - Declaration of Interests**  Tracey Johnson declared her interests as an employee of Barnsley Metropolitan District Council and noted that Wellspring Trust and ITS were both tenants of the Digital Media Centre which she managed. Kay Dickinson declared her interest as a Chair of NOCN, ITS, BCDC and Think. Helen Jaggar declared her interest as a Director of ITS. Yiannis Koursis declared his interest as a Director of ITS, BCDC and Think and as a Trustee of Wellspring Trust. |
| **B21/004** | **Agenda Item No. 4: Minutes of the last meetings held on 15 December 2021.**  It was noted that the minutes omitted James Russell at the meeting on 15 December 2021. It was agreed that they would be amended.  The Minutes were approved as a correct record.  It was **RESOLVED** to approve the Minutes of the meeting held on 15 December 2020.    The Chair signed the Minutes virtually. |
| **B21/005** | **Agenda Item No. 5: Matters arising from the last meetings**  There were no matters arising. |
| **B21/006** | **Agenda Item No. 6: Rolling action list**  It was **RESOLVED** to note the Rolling action list. |
| **B21/007** | **Agenda Item No. 7: Notification of any other business**  The Clerk noted that no questions had been raised before the meeting and therefore the starred items would be considered approved.  The Principal updated the Board on potential capital funding opportunities and it was agreed that an additional Board Creative session would be held on Thursday 11 March to discuss and approve and projects. It was also agreed that the Board Creative session scheduled for 22 June would be cancelled.  It was **RESOLVED** to hold a Board Creative session to discuss and approve Capital Funding Projects on 11 March 2021.  There were no other items of business. |
| **B21/008** | **Agenda Item No. 8: Principal’s Report**  The Principal presented his report and noted the ongoing building issues at Old Mill Lane which were covered by insurance. Mass testing was underway for the staff and students still attending College. It was also noted the students who required help with devices were being supported. Governors commended the positive approach to school meals taken by the College.  The Chair also noted the excellent feedback received regarding the Principal’s role in developing the White Paper, Skills for Jobs.  The Vice Principal, Quality noted that further guidance on the assessment process for exams and qualifications was still awaited.  It was **RESOLVED** to note the Principal’s Report |
| **B21/009** | **Agenda Item No. 9: South Yorkshire Colleges Collaboration**  The Deputy Principal Development and Productivity presented the report on the South Yorkshire Colleges Collaboration. Governors noted that the proposed special purpose vehicle (SPV) would protect the College from any undue risk and liability and it was proposed that each SPV would require specific approval from the Board before progression.  It was **RESOLVED** to approve the Deputy Principal Development and Productivity and the Vice Principal Finance to proceed with the setting up of an appropriate legal structure for the traineeship delivery contract.  It was **RESOLVED** that Governors would be presented with further details around each specific arrangement within the South Yorkshire Colleges Collaboration project with a request for approval. |
| **B21/010** | **Agenda Item No. 10: ESFA Finance Return**  The Vice Principal Finance updated the Board on the financial position for 2020/21.  The Vice Principal Finance noted that all income streams had been reviewed particularly apprenticeships. Governors discussed apprenticeships and their impact on future year targets.  The Vice Principal Finance noted the College was projecting that it would meet its budget targets and expected to meet the requirements of all bank covenants. The financial health grade was predicted to improve.  It was **RESOLVED** to approve the 2020/21 forecast and assessment of the financial health grade for submission to the ESFA and note that it provided adequate assurance against the risks identified. |
| **B21/011** | **Agenda Item No. 11: Going Concern Assessment**  The Vice Principal Finance presented the going concern assessment for the College and its subsidiaries. It was noted that the work had been carried out in December and updated in January. The detailed report had been discussed at the Audit Committee including a detailed review of the reverse stress testing work.  The Vice Principal Finance noted that the College and its subsidiaries BCDC and Think were going concerns. Governors also noted that although ITS had made significant progress in the last year, both it and Smartstyle had been affected by the impact of Covid-19 and would need further College backing for a period of 12 months to July 2022.  The Chair of the Audit Committee confirmed that the Audit Committee had been through the detailed going concern reports and had challenged and interrogated the detail in the presence of the external auditors.  The Chair of ITS and Smartstyle confirmed the challenges faced by the subsidiaries and noted the work that they had undertaken to reduce costs.  It was **RESOLVED** to approve the assessment that the College group is going concern.  It was **RESOLVED** to approve the issuing of letters of financial support to ITS and Smartstyle up to July 2022. |
| **B21/012** | **Agenda Item No. 12: Financial Statements**  The Vice Principal Finance presented the audited financial statements for the College and its subsidiaries for the year to July 21 2020. It was noted that the financial statements have been presented to the Audit Committee and changes made since this meeting had been included in the appendices.  The Vice Principal Finance noted that the overall group results remained in line with the December reporting and that an unqualified and clean report had been presented by the auditors. A number of small recommendations made by the auditors had been accepted by the College.  Governors noted that the financial statements would be signed electronically by DocuSign by the Principal and the Chair after the Board meeting.  The Vice Principal Finance noted that the College was still waiting for bank confirmations relating to ITS and Smartstyle which may impact on final submission to the ESFA by January 31.  It was **RESOLVED** to approve the financial statements for the College and its subsidiaries.  It was **RESOLVED** to approve the issuing of letters of representation to Grant Thornton. |
| **B21/013** | **Agenda Item No. 13: Annual Audit Committee Report**  The Chair of the Audit Committee presented the Annual Audit Committee Report and noted that it covered the internal and external audit programmes, Board Assurance Framework as well as the policies and procedures covered by the Audit Committee. Governors noted that all internal audits had been positive in the previous year and that all recommendations had been implemented.  It was **RESOLVED** to approve the Annual Audit Committee Annual Report and note that it provided adequate assurance against the risks identified. |
| **B21/014** | **Agenda Item No.14: Annual Remuneration Committee Report**  It was **RESOLVED** to approve the Annual Remuneration Committee Report and note that it provided adequate assurance against the risks identified. |

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| **B21/015** | **Agenda Item No. 15: Capital Project Update**  The Vice Principal Finance presented the Capital Project Update paper. The Deputy Principal Development and Productivity noted unforeseen impacts on the cost of development of the SciTech basement. It was proposed that the build continues and any additional funding required would be sourced from the business as usual budget. The Vice Principal Finance confirmed that this would not impact on the overall financial health of the College. The Chair confirmed that the issues had been discussed as part of the Sci-Tech project briefings. Costs would be reported back the board once they were known.  It was **RESOLVED** to approve the funding for the Sci-Tech project.  It was **RESOLVED** to approve the £40k additional expenditure on the Multi-Use Games Area replacement. |
| **B21/016** | **Agenda Item No. 16: Management Accounts**  It was **RESOLVED** to note the Management Accounts which had been covered in the paper Item No. 10. |
| **B21/017** | **Agenda Item No. 17: Annual Review of the Terms of Reference**  It was **RESOLVED** to approve the proposed changes to the terms of reference and note that they provided adequate assurance against the risks identified. |
| **B21/018** | **Agenda Item No 18: Minutes of the Audit Committee held on 8 December 2020 and 12 January 2021**  It was **RESOLVED** to note the Audit Committee minutes held on 8 December 2020 and 12 January 2021. |
| **B21/019** | **Agenda Item No. 19: ITS Meeting held on 13 January 2021**  It was **RESOLVED** to note the minutes of the ITS Board meeting held on 13 January 2021.  It was **RESOLVED** to note the ITS Risk Register and note that it provided adequate assurance against the risks identified.  It was **RESOLVED** to note the ITS Ofsted Report. |
| **B21/020** | **Agenda Item No. 21: BCDC Meeting 13 January 2021**  It was **RESOLVED** to note the minutes of the BCDC Meeting held on 13 January 2021. |
| **B21/021** | **Agenda Item No. 22: Think Meeting 13 January 2021**  It was **RESOLVED** to note the minutes of the Think meeting held on 13 January 2021. |
| **B21/022** | **Agenda Item No. 23: iTrust meeting**  It was **RESOLVED** to note the minutes of the iTrust meeting held on 14 January 2021. |
| **B21/023** | **Agenda Item No. 24: Good News Report**  Governors noted the awards and support given to apprentices and commended the ongoing work of the College despite the lockdown.  It was **RESOLVED** to note the Good News Report. |
| **B21/024** | **Agenda Item No 25: Link Visit Update**  Governors noted the Link visit reports for Higher Education and Special Educational Needs. |
| **B21/025** | **Date and Time of the next meeting:**  **11 March 2021 – Additional Creative Meeting – Capital Funding**  **23 March 2021 – Monitoring and Quality** |

The meeting closed at 17:56

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