



Minutes of the Corporation Meeting held on Monday 12 December 2022

Present: - Mervyn Jones (Chair)
Abigail Appleton (Principal)
Jennette Arnold OBE (Teams)
Oliver Cameron-Swan (Team)
Peta Darnley
Dr Mia Gordon
Joe Hedges
Clive Hodgeman
Kate Murrie (Teams)
Tim Newsholme
Caroline Sedilek
Charlotte Semus

In attendance: - Xaviere Hughes (Head of FE)
Justin Gregory (Head of HE)
Linda Watkins (Clerk to the Governors)
Tim Williams (Finance Director)

The meeting was quorate as a minimum of twelve Governors were present during the meeting.

1. Appointment of Governors

The Board agreed: -

- To appoint Caroline Sedilek as Staff Governor Professional Services for a 4-year term in office
- To appoint Charlotte Semus, as Student Governor HE for the duration of her course
- To appoint Zara Woodhouse as an Independent Governor and member of the F&GP Committee from 1 January 2023 for an initial 1-year term in office. Zara is a qualified accountant and also an abstract artist.

2. Process of the Meeting

- I. Apologies for absence were received from Professor Robin Baker, Sophie Curtis and Emily Kirkwood.
- II. The Chair welcomed everyone explaining that some SLT members had been unwell which had prevented capacity to prepare some papers for the meeting. This was a large agenda reminding Governors that Committees had previously discussed several items with recommendations for approval, these were indicated on the agenda.
- III. There were no new declarations of interests.

3. Minutes of the Last Meetings

- I. The Board agreed the Chair should sign the minutes, including the confidential minute, of the meeting held on 17 October 2022 as true records.
- II. The TEF is running a 4-year cycle which the Board had previously agreed not to apply to this year.
- III. The action list was noted evidencing that all actions were in progress.

The Board agreed: -

- To approve the minutes
- To note the special resolution which had been agreed following the last meeting becoming inquorate.

4. Principal's Report

- I. The Principal highlighted key developments from her written report covering enrolments, the successful launch of revalidated HE curriculum, the high level of serious safeguarding issues through the term, staff concerns about pay as the cost of living challenges increase with a risk of the loss of scarce skills, and the new changes to ESFA contracts with colleges which has not been published to date.

Applications and enrolments are similar to last year despite withdrawal of Level 1 and Level 4 programmes which have not reduced overall recruitment. Development of new courses for 2024 delivery will be presented to the AQ&S Committee. The Student Union is very active with good levels of student applications to its officer roles this year.

Self assessment of compliance against the Prevent regulations had been completed with no incidents of students at risk of radicalisation identified; however, there was some uneven practice regarding completion of risk assessments for visiting speakers. Colleges are required to notify OfS of reportable events. The Principal will report a near miss to address development of risk assessments for visiting speakers. A Governor asked if the College's practices were audited externally noting that TIAA, Internal Auditors, could audit Prevent in the future.

ESFA contract reforms will require colleges to prepare an accountability statement covering its purpose to provide context to the delivery of education, how the report has been developed, including consultation with stakeholders and contributes to national, regional and local priorities within the Skills Act. The Board will be required to approve the plan for submission to ESFA in May 2023. This will dovetail to the College's review of its strategic plan which is a substantial task which will involve stakeholder and employer engagement. The ESFA funding contract is dependent on the statement.

- II. College objectives and KPI's were presented for adoption which align with the SAR. These included some additional KPIs which were outlined in the paper. An internal progression target from FE to HE of 20% will be added noting 18.4% progressed in 2021/22. FE high grades had decreased marginally in 2021/22 with a target to achieve 29% this year. A Governor asked if the decline in high grades was a trend; this was driven by the first year of exams following the pandemic. The Head of FE was confident that these will increase this year based on reviewed staffing across curriculum areas and a view to build in opportunities to share practice for teaching staff. OfS are reforming the NSS survey and removed the question regarding quality of provision; the College will consider including this as an optional question when issuing the NSS questionnaire to students. The launch of the Foundation Degree has been deferred to 2024. Recent revalidation of courses has delayed embedding the Teaching Development Cycle in HE. A Governor asked about the teaching and learning professional cycle noting that this provides opportunities for teachers to build their professional development practices and quality enhancement.
- III. The Finance Director reported that the ONS reclassified colleges into the public sector from 29 November 2022. It is anticipated that there will be limited impact on the College's day to day operations; however, additional legislation and requirements will be placed on colleges such as seeking DfE's approval for borrowing and lease agreements. Reporting deadlines are anticipated to change in August 2024 following consultation in the autumn.

October 2022 management accounts have not changed significantly since September. The Finance Director was requested to notify Governors once there is clarity on energy costs. There is uncertainty on government policy after 1 April 2023. F&GP Committee have requested an energy audit. Herefordshire launched the 30 for 2030 initiative in Herefordshire for companies working towards becoming net zero. The National Living Wage will increase from 1 April. Utilities are a major concern with uncertainties particularly when to Government grant scheme finishes on 31 March.

- IV. The risk register was noted. The risk of recruitment and retention of key staff has increased due to staff recruitment challenges. A generic risk of changes in government policy will be added. **ACTION: FINANCE DIRECTOR.** There was discussion about pay and progression opportunities for staff noting that the College is considering options, affordability and the risk on recruitment. There are ongoing concerns regarding the cost of living for staff.

The Board agreed: -

- To note the Principal's report, October 2022 management accounts and risk register
- To adopt the 2022/23 KPIs

5. Assurance Reports

Several annual reports which provide assurance to Governors were presented. There was specific discussion about the following reports.

- I. The Safeguarding Annual Report 2021/22 was deferred to the February strategy meeting. **ACTION: HEAD OF FE**
- II. The Remuneration Committee's Annual Report 2021/22 was presented as a requirement to the AoC's Colleges' Senior Staff Remuneration Code which the Board has adopted. This requires the Remuneration Committee to prepare an annual report to the Board which is made available to the public.
- III. The Audit Committee Annual Report 2021/22 outlined the role and work of the Audit Committee providing an overall opinion on the effectiveness of the Corporation's audit assurance arrangements. The Chair of Audit Committee confirmed that the Committee were pleased that progress has been made to implement the recommendations with appreciation recorded to officers who have worked hard.
- IV. The Equality, Diversity and Inclusion Report had been discussed by the AQ&S Committee. This had subsequently been revised at the Committee's request to incorporate decolonisation of the curriculum.
- V. The Freedom of Speech Annual Report had also been amended following discussion by the AQ&S Committee regarding the sector debate of decolonisation of the curriculum.

The Board agreed to accept the following reports: -

- The Safeguarding Annual Report 2021/22 was deferred to February meeting
- Remuneration Committee's Annual Report 2021/22 which would be published.
- Audit Committee's Annual Report 2021/22 which would be submitted to ESFA with the Financial Statements
- RSM Internal Audit Service's Annual Report 2021/22
- Value for Money Annual Report 2021/22
- Health and Safety Annual Report 2021/22
- Treasury Management Annual Report 2021/22
- HCA People Annual Report 2021/22
- Equality, Diversity and Inclusion Annual Report 2021/22
- Freedom of Speech Annual Report 2021/22

6. Report and Financial Statements for the year ended 31 July 2022

- I. The ACOP regularity self assessment questionnaire had been discussed by the Audit Committee with a recommendation that the Chair and Principal sign the questionnaire which was a requirement in order for Mazars Auditors to recommend the financial statements for approval.
- II. The F&GP Committee had discussed financial aspects of the report and the Audit Committee had discussed the report making a recommendation to the Board to approve the Members' Report and Financial Statements for the year ended 31 July 2022. This was a clean audit report. The Chair and Chair of Audit Committee had also met with Mazars to provide additional assurance to the

Board. The Chair highlighted that Mazars have tested if the College is a going concern for the next 12 months and will remain a solvent entity which was confirmed.

The Board agreed: -

- To authorise the Chair and Principal to sign the ACOP regulatory self assessment questionnaire
- To endorse the Members' Report and Financial Statements for the year ended 31 July 2022 and authorise the Chair and Principal to sign the Letters of Representation for the financial statements and regulatory
- To thank the Finance Director and team for preparing the financial statements

7. **College FE Self Assessment Report (SAR) 2021/22**

The Head of FE recorded thanks to the Teaching, Learning and Quality Improvement Lead and colleagues for their immense input to prepare the SAR. This is a live document covering the student journey with reflection on student feedback. It comprises of input from all curriculum areas with individual course team SARs prepared in September and is aligned against the student journey and Ofsted framework. The SAR is reviewed by an external consultant in addition to scrutiny by the AQ&S (FE) Committee. The Chair of the Committee's feedback was also acknowledged who responded that she had very few comments and commended staff.

The SAR will be uploaded to Ofsted in January. The Head of FE presented the key strengths and areas for improvement, the latter will be incorporated in the development plan which the AQ&S Committee will closely monitor throughout the year.

The Board agreed: -

- To approve College FE Self Assessment Report (SAR) 2021/22

8. **Safeguarding Policy**

The Safeguarding Policy had been amended to incorporate Keeping Children Safe in Education (KCSIE) published in September 2022. The policy will be reviewed in January to incorporate recent learning and a review against other policies used in conjunction with the Safeguarding Policy. **ACTION: HEAD OF FE**

The Board agreed: -

- To approve the Safeguarding Policy which had been amended to incorporate requirements in KCSIE dated September 2022

9. **Committee minutes**

The Board noted minutes from the following Committees with Chairs invited to raise any specific points. The majority of relevant issues had been covered during the meeting.

- I. Audit Committee: 28 November 2022. There had been discussion about cyber security which has been identified as a key risk. The College recently applied for Cyber Essentials but did not meet the standard in some small areas which are being addressed. The Cyber Essentials standard has subsequently increased to ensure it

addresses potential threats; the College is working towards achieving this. The IT and Digital Manager will be invited to brief Governors about this in February. There had been discussion with TIAA the Internal Auditors regarding their audit plan considering if student recruitment or cyber security should be audited internally this year. There had also been discussion regarding the Prevent Agenda during the meeting.

- II. Search and Governance Committee: 21 November 2022
- III. Finance and General Purposes Committee: 21 November 2022
- IV. Academic Quality and Standards Committee: 22 November 2022 and 1 December 2022

11. Any Other Business

- I. The Chair informed Governors that this was potentially Dr Mia Gordon's last meeting as a Staff Governor. The Chair thanked her for her valuable contribution; this was echoed by others.
- II. The Chair wished everyone a Happy Christmas and 2023 thanking them for their contribution during the year.

12. Date and Time of Next Meeting

The next meeting would be the strategy meeting which had been arranged for Monday 27 February 2023 commencing at 12.30 pm; however, a new date was proposed of **Monday 6 March 2023** due to a clash of dates with the Principal's ETF FE Strategic Leadership Programme. The Clerk would confirm the date by email. **ACTION: CLERK**

[A confidential item followed]

Signed as a true record of proceedings

Chair: **Date:**