



**FURTHER EDUCATION CORPORATION MEETINGS 2018/19**

**MINUTES OF THE FURTHER EDUCATION CORPORATION MEETING**

**Held at 5pm on Monday 1<sup>st</sup> October 2018**

**Nelson and Colne College, Boardroom**

**Members present:** Stephen Barnes (Chair), Amanda Melton (Principal), Mike Phelan, Nadeem Rashid, Phil Wilkinson, Kendell Earl, Rob Pheasey, Zoe Ogden, Claire Pye, Jane Cleaver

**In attendance:** David Rothwell (Deputy Principal)  
Tracey Baron (Associate Principal – Quality and Lancashire Adult Learning)  
Alison Rushton (Vice Principal – Skills Academy and Apprenticeships)  
  
Debbie Corcoran (Clerk to the Corporation)

Peter Ryder (Merger Project Team) – for item 6

<p><b>Item 1.</b></p>	<p><b><u>Welcome and Apologies for Absence</u></b></p> <p>Stephen Barnes (Chair) began the Corporation meeting by welcoming everyone, and introductions were made.</p> <p>Apologies for absence were received and accepted from:</p> <p>Emma Schofield, David Whatley, Azhar Siddique, Helen Khan, Hadiqa Ayub, Anita Ghidotti (Executive Director), Sam Mercer (Executive Director - Corporate Planning) and Nicola Tomlinson (Merger Project Team).</p> <p>It was noted that agenda item 8.4 Recommendations on SPH remuneration would be deferred to the next Board meeting.</p>
<p><b>Item 2.</b></p>	<p><b><u>Declarations of Interest</u></b></p> <p>Members and officers present declared that they had no interests, personal, fiduciary, or otherwise in any item on the open agenda for the meeting.</p>
<p><b>Item 3.</b></p>	<p><b><u>Minutes of the Previous Meeting (9<sup>th</sup> July 2018)</u></b></p> <p><i>Submitted: 'Minutes of the Board of Corporation Meeting held on 9<sup>th</sup> July 2018' Part 1 and also Part 2 (confidential) (circulated in Board papers)</i></p>

	<p>The Minutes of the Board of Corporation Meeting held on the 9<sup>th</sup> July 2018 (part 1 and part 2) were both agreed as an accurate record and for the signature of the Chair.</p> <p>Stephen Barnes (Chair) asked the Clerk to review the style of minutes, following discussions at AoC Governors Council, so that Governor’s questions and the resulting answers were recorded, as well as areas of scrutiny and challenge.</p>
<p><b>Item 4.</b></p>	<p><b><u>Matters Arising</u></b></p> <p>Matters arising were as follows:</p> <ul style="list-style-type: none"> <li>• The planned update for the Board on the Gender Pay Gap would be made available outside of the meeting to Governors</li> <li>• The Principal updated that following Paul Britton’s leaving the College at the end of the 2017/18 academic year, the 2 newly appointed Vice Principals (Fionnuala Swann and Morag Davis) have taken up post, joined the senior leadership team and achieving excellent impact in their new roles</li> </ul>
<p><b>Item 5.</b></p>	<p><b><u>Governance Report</u></b></p>
	<p><i>Submitted: Report (circulated with Board papers)</i></p> <p>The Clerk presented the Governance Report.</p> <p><b>5.1 Annual appointment of Corporation Chair and Vice Chair</b></p> <p>To support an open and transparent process to appointments, the existing Chair (Stephen Barnes) and Vice Chair (Rob Pheasey) left the Board meeting at this point. The Clerk confirmed to the Board that the existing Chair and Vice Chair had indicated their willingness to continue in these roles in 2018/19 and invited any additional expressions of interest from Governors. There were no additional expressions of interest, Governors expressed their full confidence in the current Chair and Vice Chair and they were confirmed to continue in these roles for the 2018/19 academic year.</p> <p><b><u>Resolved:</u> To re-appoint Stephen Barnes as Chair of the Corporation, and Rob Pheasey as Vice Chair for the 2018/19 academic year</b></p> <p><b>5.2 Recommendations from Search Committee on the appointment of Accrington and Rossendale (ARC) Governors to the Nelson and Colne College (NCC) Corporation, should merger progress</b></p> <p>The Clerk confirmed that 3 Governors of Accrington and Rossendale College (ARC) had expressed an interest in joining the Corporation of NCC post-merger, to support transition and continuity. The Chair updated that all 3 candidates had been interviewed by himself, the Principal and Vice Chair of our College, and a summary of the candidates and interviews was provided.</p> <p>The Board agreed the panel’s recommendation to appoint Stephanie Bridgeman and Steve Hughes to our Corporation from 30 November 2018 onwards, on an initial term</p>

of office of 2 years, and that the third ARC Governor interviewed should be invited to consider a role as a co-opted Committee member of our Corporation's Quality and Curriculum Committee and Academic Board.

**Resolved: That Stephanie Bridgeman and Steve Hughes be appointed as independent Governors to the NCC Corporation post-merger on a 2 year term of office, and to join the Audit and Finance and Resources Committee respectively**

**5.3 Annual updates – attendance, registers and returns**

The Clerk presented Corporation and Committee attendance statistics for 2017/18, with trend analysis from previous years and benchmarking against sector averages. The Corporation welcomed that overall attendance was 87%, higher than the national average of 80%. The College's Board attendance rate for 2017/18 however was below the 2016/17 level, with statistics provided of individual Governors attendance. The Board discussed and agreed the importance of full attendance at Board and Committees, particularly when dates were shared for the year in advance but recognised Governor's work commitments and that absence was sometimes unavoidable.

**Governor questions**

**Q (MP) –** Do the national benchmark statistics on attendance include the majority of Colleges and are they therefore representative?

**A –** Yes, 92 Colleges had submitted data to JISC, for inclusion in the benchmark attendance statistics

**5.4 Corporation and Committee membership**

The Corporation reviewed current membership and meeting days/times of its Committees to support full attendance. It was noted that with additional members of the Corporation agreed today, Committee membership would be at the minimum required levels for all existing Committees. Membership of the new Finance and Resources (F&R) Committee was discussed, with the following members expressing an interest and agreed as members: Stephen Barnes, Amanda Melton, Rob Pheasey and Phil Wilkinson. Claire Pye (Staff Governor) also expressed an interest, and the Clerk will review the eligibility of Staff Governors to serve on this Committee, given its focus.

The Corporation thanked Hadiqa Ayub (Student Governor) for her commitment and support given that her term of office ended today. It was agreed to extend Kendell Earl's term of office until 30 July 2019, and she was thanked for her ongoing support. Given Zoe Ogden was shortly leaving the College for new opportunities and therefore ending her term of office as a Staff Governor, the Corporation warmly thanked her for her input to the Board, with the Principal particularly acknowledging her key role and valuable insight when LAL was transferring into the College.

**Resolved: To extend the term of office of Kendell Earl (Student Governor) to 30 July 2019**

**Item 6.**

**Merger with Accrington and Rossendale College (A&RC)**

This was a confidential item, and is recorded through reserved minutes (part 2)  
After the item, Peter Ryder left the Corporation meeting.

Item 7.

## **Strategic Updates**

### **7.1 Principal's Update**

*Submitted: 'Principal's Report' (circulated with Board papers)*

Amanda Melton (Principal) presented her report, which included updates and information in key areas such as:

- Recruitment – an update was shared on recruitment of 16-18 students, showing 1,708 students enrolled (30 more than last year), Apprenticeships and HE
- Results – the Board warmly congratulated the College team and all staff on recently announced and excellent results, particularly the out-standing success in Maths and further improvement in English GCSE; strong delivery in A levels which is likely to place us in the top 5% of performing Colleges in the country and level 3 vocational achievements

The Board asked the Principal to write to staff to share their thanks and recognition for their hard work, commitment and expertise, and the Principal was thanked for her update.

**Resolved: That the Corporation receive the 'Principal's Report' and note its content**

### **7.2 Key Performance Indicators (KPIs)**

*Submitted: Report (circulated with Board papers)*

Tracey Baron (Associate Principal) presented the KPI report, requesting the Board's approval of the proposed KPIs for 2018/19 and review of latest performance shared.

Governor's noted that the KPI targets and performance update included the position for both NCC and ARC historically where it could be confirmed, and a new merged College target where appropriate.

The implication of the outcome of the DfE's recent consultation on campus-level performance reporting was discussed. It had been confirmed that NCC will be a 'multi-site' College which means future performance reporting will be required at both individual delivery site level in the College as well as overall (which is our College's current practice).

Governors scrutinised the KPI targets and current performance. The Board asked for additional assurance on the College's ambition in the KPI's where the proposed target for 2018/19 was below the 2017/18 out-turn. It was agreed that the Committee's will further review these KPIs on behalf of the Board, with a report back and recommendations at the next Board meeting when KPIs are tabled.

Item 8.

## **Finance, Resources and Audit**

### **8.1 Finance Report**

*Submitted: Report (circulated with Board papers)*

David Rothwell (Deputy Principal) presented the report, which included the draft year end out-turn summary compared to previous projections. Headlines were:

- Headline operating surplus of £462k, which is above the June 2018 projection (+£34k)
- A summary income and expenditure was shared, with variances made explicit in both areas
- A draft year-end balance sheet was shared, with closing capital position, fixed assets book value, cash/investment balance
- Finance KPIs show the College's overall financial health for 2017/18 as 'outstanding', with the Deputy Principal explaining that this is just over the 'good' threshold and highly sensitive to any adverse movement in EBITDA (currently 6%)
- Draft outturn pay cost/income ratio is 70%
- Further to a net £1.7mn positive FRS 102 revaluation the LGPS pension deficit has reduced from £6.0mn to £4.3mn
- It was noted that the figures are subject to external audit, out-turn is expected to be as predicted

The Chair drew attention to the College's reduced under-lying operating surplus, and recognised the new Finance and Resources (F&R) engagement moving forward to support the Board on key financial strategy and approach.

**Resolved: That the Corporation receive the 'Finance Report' and note its content**

### **8.2 Proposals for Finance and Resources Committee**

*Submitted: Report (circulated with Board papers)*

The Clerk presented the draft terms of reference for the new Finance and Resources (F&R) Committee, which were reviewed by the Board and then agreed.

**Resolved: That the Corporation approve the terms of reference of the new Finance and Resources Committee**

### **8.3 Remuneration Committee recommendations on All Staff pay awards**

The Chair updated the Corporation on the recommendation from the Remuneration Committee meeting of 1<sup>st</sup> October 2018, which was for a 1% or £250 pay award (whichever was the greatest) for staff, with an effective date of 1<sup>st</sup> January 2019.

The Corporation reviewed the approach taken by the Committee. This included consideration of the national pay negotiations led by the AoC plus the National Joint Forum pay claim for 2018/19. It was noted that the College has included scope for a

pay award of 1% in its budget for 2018/19 and as such, wants to be able to provide reassurance to staff that this award will be made independently of the outcome of national negotiations, particularly given another year of outstanding achievements for the College. The Board supported making a decision now, to enable the Principal to advise staff of the award to be made ahead of the Christmas break and ensure it can be made in a timely manner from 1<sup>st</sup> January 2019, with no requirement for back-pay.

The Board wished to be mindful of the progress of national negotiations and should the discussions with Government be successful in securing a more positive outcome for Colleges (linked to Government funding), would want to re-visit these discussions.

**Resolved: That the Corporation approve a 1% or £250 pay award for staff, with an effective date of 1<sup>st</sup> January 2019**

#### **8.4 Remuneration Committee recommendations on Senior Postholder (SPH) pay award**

The item was deferred for a future Board meeting.

#### **8.5 Health and Safety Annual Report**

*Submitted: Report (circulated with Board papers)*

David Rothwell (Deputy Principal) presented the report, which updated the Corporation on the College's Health and Safety policy and practices in 2017/18. The Board were pleased there had been no RIDDOR incidents, or HSE visits or action in-year. Areas reviewed by the Board included:

1. Health and Safety Policy review
2. General safety awareness and induction
3. Risk assessments / health and safety inspection / hazard reporting
4. Codes of Conduct (specialist areas)
5. Staff Training
6. Walk through/Health and Safety Quality Cycle
7. Accident Statistics
8. First Aid
9. Fire Evacuation
10. Planned Preventative Maintenance (Legal Compliance) PPM
11. Health and Safety Committee / Union Contribution
12. 2018/2019 Priorities

The Board were assured of progress and compliance with legal requirements and also good practice.

**Resolved: That the Corporation receive the 2017/18 annual Health and Safety Report and are assured of the College's approach**

#### **8.6 Unapproved minutes from Audit Committee (29 June 2018)**

*Submitted: Report (circulated with Board papers)*

In the absence of the Audit Committee's Chair, David Rothwell (Deputy Principal) presented the report. Member's attention was drawn to the outcomes of the recently completed internal audit reports and BDO's annual internal audit report also. Thanks

	<p>to BDO were noted, and the positive year. The approach to sign-off of the financial statements of ARC was discussed, as this would occur pre-merger. The Board asked for assurance that the internal audit plan for 2018/19 focused on areas of highest risk post-merger, for the Board to have visibility on the number of days support and also for the College to have the ability to flex these in-year as needed given merger and transition.</p> <p><b><u>Resolved:</u> That the Corporation note the unapproved minutes from the Audit Committee of 29 June 2018</b></p>
<p><b>Item 9.</b></p>	<p><b><u>Quality and Curriculum</u></b></p>
	<p><b>9.1 Quality Update</b></p> <p><i>Submitted: Presentation (circulated with Board papers)</i></p> <p>Tracey Baron (Associate Principal) presented the slides, which gave an overview of achievement in 2017/18 overall, by provision type and age – including benchmark and trend data. 6 areas of focus and priority for the College in relation to quality were proposed and discussed with Governors, and it was confirmed that the Quality and Curriculum Committee will review performance and challenges at a finer grain level for Board assurance at their next meeting.</p> <p><b><u>Resolved:</u> That the Corporation receive the quality update and note its content</b></p> <p><b>9.2 Unapproved minutes from Quality and Curriculum Committee (27 June 2018)</b></p> <p><i>Submitted: Report (circulated with Board papers)</i></p> <p>Mike Phelan, Chair of the Committee, presented the unapproved minutes and summarised key areas of focus and challenge. In particular the College’s focus on new arrangement for Apprenticeships was noted and welcomed, the curriculum offer for 2018/19 explained and reviewed, and an update on the Academic Board received.</p> <p><b><u>Resolved:</u> That the Corporation receive and note the content of the unapproved minutes from the Quality and Curriculum Committee (27 June 2018)</b></p> <p><b>9.3 Unapproved minutes from ACL Advisory Board (29 June 2018)</b></p> <p><i>Submitted: Report (circulated with Board papers)</i></p> <p>Phil Wilkinson, Chair of the Committee, presented the unapproved minutes and summarised key areas of focus and challenge. Input from LAL learners and direct learner voice at the meetings was valued, with new methods of the Committee engaging with less confident learners in place.</p> <p>The Clerk reminded that Governors had been emailed an invitation to the Self Assessment Report (SAR) validation panels on the 13<sup>th</sup> December, with Mike Phelan explaining the value of Governor attendance and input to this element of the quality cycle.</p>

	<b><u>Resolved:</u> That the Corporation receive and note the content of the unapproved minutes from the ACL Advisory Board (29 June 2018)</b>
<b>Item 10.</b>	<b><u>Single Equality Scheme</u></b>
	<p><i>Submitted: Report (circulated with Board papers)</i></p> <p>Tracey Baron (Associate Principal) presented the paper, which outlined the Single Equality Scheme (SES), the College's response to the statutory general and specific duties outlined in the Equality Act 2010. The report and discussion focused on the equality legislative framework, the College's values, our commitment to equality and diversity, alignment with strategic priorities, equality objectives, leadership and management and responsibilities of the Board, leadership team and equality and diversity working group. Involvement and consultation with stakeholders was reviewed, and related policies and procedures.</p> <p>It was confirmed that a shared approach to equality and diversity was already in place across both NCC and ARC and Governors were assured of the approach, rigour and compliance. The supporting Equality and Diversity action plan would be shared with Governors at the next Board meeting, to give additional assurance.</p> <p><b><u>Resolved:</u> That the Corporation receive and approve the Single Equality Scheme (SES).</b></p>
<b>Item 11.</b>	<b><u>Policies requiring Board approval</u></b>
	<p><i>Submitted: Report (circulated with Board papers)</i></p> <p>7 policies were presented by the Clerk for Board agreement:</p> <p>a) updated and refreshed policies for <b>Data Protection</b> and <b>Freedom of Information</b></p> <p>b) a new policy for <b>HE Refund and Compensation</b></p> <p>c) new policies for the merged College, which will only be in place if merger progresses and from the first day of a new College operating:</p> <ul style="list-style-type: none"> <li>• <b>Complaints Policy</b></li> <li>• <b>Health and Safety Policy</b></li> <li>• <b>Safeguarding Children and Vulnerable Adults Policy, Procedures and Guidance</b></li> <li>• <b>Subcontractor Fees and Charges Policy</b></li> </ul> <p>The Board welcomed the approach of a cover paper summarising changes and key aspects, with supporting detail also available for Governors to access at their discretion. The policies were reviewed in turn, and approved.</p> <p><b><u>Resolved:</u> That the Corporation approve the policies for Data Protection, Freedom of Information, HE Refund and Compensation, Complaints Policy, Health and Safety Policy, Safeguarding Children and Vulnerable Adults Policy, Procedures and Guidance and the Subcontractor Fees and Charges Policy.</b></p>



Item 12.	<u>AOB</u>
	<p>There were no items of any other business.</p> <p>The Chair thanked everyone for their contributions, and the meeting was closed.</p> <p><b>The date of next Corporation meeting was confirmed as Monday 3<sup>rd</sup> December 2018 2pm-7pm (strategic planning workshop, followed by a shorter Board meeting)</b></p>

**Debbie Corcoran  
Clerk to the Corporation**

Signed as an accurate record:.....(Chair of Corporation)

Name:.....Date:.....