# Governance



Meeting/Committee	Corporation Board
Date of meeting	13 <sup>th</sup> July 2022 at 5pm

## **1** Welcome, introductions and apologies for absence

## Attendees:

Janet Pryke Heather Barnett Jason Austin Jenny Worsdale Monika Rodzos Shirley Collier Stephen Bulley Margaret Cobb Sharron Blackburn Donna Clifford Rob Lawson Chair

Principal/CEO

# In attendance:

Maxine Bagshaw
Phil Curtis
Jane Hartog
Tracey Mace-Akroyd
Cath Mollart
Wade Makey
Chantelle Foster
Dan Stanbra

Director of Governance Executive Director of Finance Executive Director of Marketing OD and HR Deputy Principal/CEO (from 5.30-6pm) Head of Corporate Services Student observer Student observer (For agenda item 5)

## Apologies for absence:

Apologies for absence were received from Jo White, Carol Stanfield, Katie Curtis, Katie Asgari and Veronica De Bruce McCoy.

# 2 Declarations of interest

The Chair reminded everyone present to declare any interests that they may have on matters to be discussed. No specific declarations were made and standing declarations were noted.

# 3 Minutes of the meeting held on 23<sup>rd</sup> May 2022

The minutes were reviewed and it was agreed that they were an accurate record of discussions.



AGREED: to approve the minutes of the meeting held on 23<sup>rd</sup> May 2022.

There were no matters arising.

#### 4 Action progress tracker

Board were happy to note the content of the updates provided.

#### 5 2022/23 Subcontracting Proposals

Dan Stanbra was welcomed to the meeting and it was explained that he would be presenting the report which sets out the tender process and also makes recommendations for board approval regarding subcontracts proposed for next academic year. He drew governors' attention to the summary table provided at page 4, with the total intended subcontracting allocations at a value of just over  $\pounds 1.5$  million.

In relation to procurement, he explained that the group has used Tenet. They use a very rigorous process and now this now allows the group to call off the agreed organisations as suppliers rather than retender each year. He confirmed that the detailed table on page 4 provides proposals in relation to the allocations and how they are split between the areas and budget lines.

Board were advised that the team of staff involved in this process have worked really closely with Margaret Cobb who is the link governor for AEB. She confirmed confidence that what is proposed is fully compliant and that the organisation has followed proper processes. One governor commented that it may be useful for the board to receive some training on subcontracting during the next academic year and the Director of Governance confirmed that she would try and source this (Director of Governance, 2022/23).

Board considered the proposals and were happy to approve the awards as recommended in the table on page 4 of the report.

AGREED: to approve 2022/23 Subcontractor proposals as presented

(Dan Stanbra left the meeting).

#### 6 CEO's update

The CEO provided a presentation as well as sharing the PIMS action plan update and the in-year progress update regarding KPI strategic indicators. Key matters highlighted were:

- Covid data he advised that locally organisations are starting to ask people to wear face masks again as numbers increase, however this is not something that the group has done at this stage. There are no positive student cases. He advised that free tests are no longer available and therefore this could just be that cases are not recorded.
- Most recent PIMS meeting was on 28<sup>th</sup> June 2022 and they follow the same format each time. These continue to be positive meetings. Next planned meeting is 22<sup>nd</sup> September 2022.
- Current curriculum planning data in relation to AEB he advised that not all courses are the same value and therefore financially there are some variables within the actual numbers. Planned number for HE is 485 which is an increase from 459 in 2021/22



which is a positive. In relation to full cost the plan is 183 however the organisation wants to do much more.

One governor asked whether these numbers are the same as those that underpin the budget proposed for 2022/23. CEO confirmed that they are. A challenge from the board was that, with the stretch proposed in relation to ESFA funded learners and the lagged impact, what will the organisation be doing to maintain quality. CEO advised that the current class size average is 13 and that in 22/23 vocational have planned for an increase to 18 with general provision being 16, therefore not huge class sizes which will ensure quality is maintained.

CEO advised that, in Health and Social Care, there are larger classes and that staff have been able to adapt well to this. He confirmed that the organisation will train all staff who may be asked to deal with larger classes. Challenge from the board was to ensure that the Quality and Standards committee regularly monitor this point.

Boards attention was drawn to the ESFA full time application analysis produced on 11<sup>th</sup> July 2022 and comparisons provided between current data and predicted data which is by September 2022. In relation to the under 19 figure of 2852, the CEO advised that this is above allocation but not at the curriculum plan amount. He shared a slide which provided data modelling required to hit the ESFA planning numbers and a number of items were specifically highlighted, including:

- Those that are shaded red are where the organisation needs to make most adjustments
- There has been a lot of work done to improve how the organisation predicts numbers
- The whole process is now much more robust than in prior years
- Curriculum planning target for under 19 is 2985
- The modelling shows an increase for both under 19 and 19+ which means that there is more to do to support students and increase the conversion rate from 64% to 66%.
- Organisation is predicting more growth in construction which may mean the need for additional classes or alternatively the group may have insufficient space, which is something that has to be monitored.
- Day 42 retention percentage is important. Traditionally the group has lost circa 10%. If this figure could be reduced it may stretch the organisation more and therefore is something to carefully monitor through the enrolment process. CEO advised that it is important to avoid any 'bottlenecks' in the first two weeks.

CEO then continued with his presentation slides and key matters highlighted were:

- Current and predicted data for Higher Education. Current is 441 and predicted is 540.
- Shared Prosperity Fund group is involved in a number of initiatives including Basset Law Local Partnership Group and Rotherham Business Growth Board. Organisation will continue to support the different priorities.
- Local skills improvement plan (LSIP)
  - RNN group involved in both SYMCA and D2N2 via the SDF. Organisation has met with all key personnel and is very much involved in delivering to the priorities.
  - Meeting held with the CEO Doncaster Chamber of Commerce



- Meeting held with CEO East Midlands chamber of commerce
- RNN group creating a QUIP style document to address the SYMCA 46 recommendations and the East Midland chamber 10 recommendations, following creation of the Leicester and Leicestershire LSIP. Governors all agreed that it would be really helpful for the organisation to create a document which shows how RNN will be responding.

One governor noted that in relation to responding to local skills needs there is a requirement for colleges to undertake an external review and they asked how this will be facilitated and recorded. Governors all agreed that it was important to carefully consider when and how and it was agreed that the CEO would make proposals in relation to this in the next academic year, and that it would also tie in with the proposed additional strategy session to be scheduled in September 2022 (CEO, 2022/23).

- Strategic development fund (D2N2)
  - Development of the existing NNC space in to a 'green/low carbon automotive hybrid specialist centre' (approximately £150k)
  - Proposal of a remodelled automotive centre powered with solar panels with LED lighting, updated diagnostic equipment and integrated charge points to the interior and exterior.
  - Delivery of a suite of hybrid/electrical vehicle training courses at level 2 to level 4 (approximately £250k)
- Strategic development fund (SYMCA) group is reasonably confident that it will obtain support for a number of initiatives:
  - Proposed costings (£332.5k) based upon
  - Recruitment of two employer responsive officers and two engagement officers to drive LSIP realisation through engagement with employers and partners (capacity to support with a generation of apprentices, employer responsive and work placements).
  - Development of business hub as a standalone unit of the UCR
  - Development of incubation hubs at DVC (TTC) as progression for users of the business hub.
  - Installation of spray hub at DVC in response to employer demand
- World skills UK competition group has done exceptionally well in this with two learners through to the finals. Both finalists are based in hair and media makeup, one at Rotherham and one at Retford.
- AOC beacon awards and student awards applications are now open and these recognise the outstanding and innovative practice provided by FE Colleges and the achievement of their students.
- Adult education budget reconciliation:
  - The DfE has confirmed that there will be a 97% threshold for the 21/22 adult education budget. This means that the group will have clawback.
  - Extra funding of up to 10% for colleges and providers who exceed funding targets
  - Several mayoral combined authorities (MCA's) are also using 97% as the threshold although some are using 100%. At this point in time the group does not yet know whether there will be clawback implications.
  - Governors attention was drawn to the finance update later on the agenda which would give full implication details.



Launch of the South Yorkshire Colleges Group – CEO advised of the colleges involved in the partnership and confirmed that they have been working together for several years and that it is a positive environment. Group has a website which shares key information. Board were advised that a new CEO has been appointed at the DN colleges group and that he would be joining the partnership in the new academic year. Governors all agreed that it was an achievement to have developed this partnership and noted that, in some geographical areas there is very little collaboration.

One governor asked how the SYCG will help the group. CEO advised that in theory people who are actively involved in the group should be very helpful, however he noted that it was not a new group and that it had simply been relaunched. He confirmed that he will Chair the group from September 2022.

- Higher skills higher growth delivering business support for SMEs in the Sheffield City region
  - A Rotherham College student has won the outstanding work placement award of the month, recognising their fantastic efforts in recording the Rotherham Titans last game of the season. There were also catering students providing hospitality at the event.
  - Level 3 year 1 creative media production student Blake Morley was nominated by John Wayland Director of Rotherham Titans due to how engaged he was on the day and how well he represented Rotherham College.
- Staff recognition:
  - Bravo benefits has been introduced with training delivered to staff. There had been 394 KUDOS awards made since 1<sup>st</sup> October 2021.
  - Eight people have been recognised for staff awards (two for each of the values) and each has received vouchers
  - Wellbeing day is being positively received. It started in May with one day available for the period May to September 2022 and then a further day available in the 22/23 academic year.

CEO then drew the boards attention to the KPI update and he reminded that it is not yet the full year position which will be reported in the autumn term. He highlighted the fact that there are some areas currently RAG rated as red, particularly in the financial section, however the hope is that the position will improve.

AGREED: to note the content of the updates provided.

# 7 Update on Enhanced Ofsted Inspections

The Deputy Principal/CEO drew governors' attention to her report and presentation slides. Key matters highlighted were:

 The new arrangements will mean additional meetings with governors and therefore the group will need to consider which governors attend which meetings to ensure 'best fit'. In relation to inspection meetings regarding skills, Donna Clifford confirmed that she was happy to volunteer. Deputy Principal confirmed that early in the next academic year she would put forward proposals in relation to this (Deputy CEO, September 2022).



- Organisation is working to finalise an Employer Engagement strategy and will be utilising a QIP style report to committees in relation to this to monitor implementation. It was agreed that this would be circulated to governors when in a final form (Deputy CEO, September 2022).
- Organisation has to make sure that all information that inspectors require is complete and in one place. Staff will have to identify who falls within each of the stakeholder groups.
- The group has 'golden thread documents' for each strategy and it is important to capture the breadth of work done with stakeholders. Included within this is the need to capture impact.
- Staff will need to brief all of the organisations who Ofsted will speak to
- James Godsell is best placed to be the second nominee and he will be provided with coaching and training to support him.
- Staff are not underestimating the amount of work required and the group needs to be ready by September the 19<sup>th</sup>
- Inspection notice in relation to skills is 5 to 6 days

One governor cross referenced with the internal audit report on stakeholder engagement and asked whether the actions identified and agreed would be captured within the Employer Engagement strategy. Deputy CEO confirmed that staff will report against both the internal audit report and the strategy to ensure that they align. Intention is to share this with governors at the end of August or on the 12<sup>th</sup> September which is the proposed date for governor discussions on local skills needs (Deputy CEO, September 2022). Deputy CEO advised that she has some Ofsted training scheduled for 8<sup>th</sup> September and therefore, by the 12<sup>th</sup> she will have a really good idea of expectations. One governor asked whether there will be staff concerns regarding the enhanced focus and a challenge was to ensure that those staff who will be responsible for speaking to Ofsted are well supported in terms of their wellbeing. Deputy CEO advised that curriculum managers have all received extensive coaching and that more is planned. She confirmed that she would continue to liaise with HR to ensure support for wellbeing.

AGREED: to note the content of the update provided.

# 8 EDI Policy and Action Plan – Update and Assurance Summary

Deputy CEO provided a verbal update and confirmed that she has been able to meet with Heather Barnett who is the link governor for EDI twice. As a consequence of discussions, the EDI policy title has been changed and the content is now embedded. Staff have worked through the 21/22 action plan and the intention for 22/23 is to review priorities and submit a much more focused document to the Q&S Committee in the autumn term (Deputy CEO, Autumn 2022).

AGREED: to note the content of the update provided.

## 9 Committee Chairs Report – Audit and Risk

Committee Chair drew the boards attention to the feedback report and the detailed minutes of the meeting held on  $8^{th}$  June 2022. Key matters highlighted were:

- The meeting on 8<sup>th</sup> June was a wrap up on the 21/22 audits undertaken
- Committee looked forward to 22/23 and were able to agree a plan



- Internal auditors were able to provide good feedback whilst acknowledging there are some improvement actions agreed
- There is one audit report outstanding in relation to cyber security. A draft report in relation to this has been received and the college has until the end of this week to respond. The final document will be circulated to committee members once finalised.

One governor raised a question in relation to the outcome of the ESFA mock funding audit and the number of errors identified. They asked whether the board is now assured that everything is in hand and data is correct. They noted that, whilst only 30 learners were tested, there appeared to be something missing for each. Executive Director: Finance confirmed that all data errors have been corrected and, where required, new procedures have been created and rolled out. He confirmed that RSM will follow up as part of their future testing work planned.

Question from one governor was how the organisation will find any other errors and they noted that 20 out of the 30 sampled at audit had errors. Executive Director: Finance indicated that the organisation could do its own sampling. Challenge from the board was to ensure that data is accurate so as to avoid any funding consequences. It was agreed that an update on the internal sampling completed would be provided to the next meeting (Executive Director Finance, October 2022). Governors noted that apprenticeship paperwork was identified as an issue but all felt that the organisation needed to look wider than this. Challenge from the board was to utilise the RSM self-assessment toolkit that is available. Committee Chair indicated that the work of the external auditors this year has been flagged as a risk as they are new to the FE sector.

One member of the board asked what the position is in relation to auditing subcontractors. Board were advised that one audit has been completed and there is the potential to do another. Challenge from the board was to utilise either the internal or external audit service to support in relation to this.

## AGREED:

- a) To note the content of the committee meeting minutes and the summary report
- b) Note the content of the strategic risk register 2021/22
- c) Note the content of the internal audit plan for 22/23

Committee Chair indicated that governors had also taken the opportunity to review operational elements including membership, terms of reference, proposed meeting dates etc. and the recommendation is that committee membership and terms of reference roll forward unchanged in to 22/23. Board were happy to approve this.

# **10** OfS Audit Outcomes and Action Plan

Executive Director: Finance provided a verbal update and indicated that the report had not yet been received with the feedback meeting scheduled for 21<sup>st</sup> July 2022. He confirmed that he would provide feedback to governors as soon as possible and circulate the full report when received (Executive Director Finance, August 2022). He confirmed that HE has been flagged as an area requiring review to internal auditors and the intention is for them to look at this in the autumn term.

AGREED: to note the content of the update provided.



## **11** Committee Chairs Report – Quality and Standards

The Committee Chair drew the boards attention to the feedback report and the detailed minutes of the meeting held on 27<sup>th</sup> June 2022. She expressed the view that the committee had come a long way since 2019 and, as there is greater confidence in the team, the committee feel that it is now appropriate to refocus time and effort. She described it as a very full meeting including discussions on:

- Ofsted
- Marketing applications
- Apprenticeship provision and the assurance obtained through the work of the Task and Finish Group
- Safeguarding and particularly staff capacity
- Enrolment numbers

She explained that, as confidence in the team and reporting has grown, it is now important to avoid repetition which is why streamlined reports have been requested. She indicated that work done in relation to data presentation has been really helpful. It was noted that there were thirteen members of staff who attended the last meeting which ensures there is transparency and an ability to triangulate. All agreed that this was an effective model. One member of the board asked how concerned governors should be regarding apprenticeship provision. Feedback provided included:

- This is a real focus for the Task and Finish Group
- Group believes that there is a firm grip on issues, however it will be a long journey to solve the problems.
- There is a belief that staff are doing the best for students and are working through the data
- National average published data in March was 56% and the colleges position in 2020/21 was 60%
- Deep dive areas will influence how Ofsted view the organisation. We know where there are challenges and examples given were staffing and end point assessments.
- College is predicting that achievement rates will be lower in 21/22
- Aim is to evidence an 'improving requires improvement' position
- OOF occurs at the point of planned end date. A split is needed to show the historic versus the students who are just waiting to get through EPA.
- Apprenticeship Task and Finish Group really looks at the data in detail and there is a belief that the data cleansing exercise has been fully completed.
- All learners who have been withdrawn are known not to be live. This will impact on performance under the new inspection measures. Recruitment and retention are the only areas under the new apprenticeship measures which would not be considered to be 'good'.

## AGREED to:

- a) Note the content of the meeting minutes and feedback summary
- b) Note the content of the updated QIP 21/22
- c) Note the content of the risk report
- d) Note the content of the data dashboard report
- e) Note the content of the safeguarding, prevent and EDI report

Committee Chair indicated that governors had also taken an opportunity to review operational arrangements and undertake an annual self-assessment and the recommendation is that committee terms of reference and membership roll forward unchanged in to the next academic year. Board were happy to approve this.

## **12** Committee Chairs Report – Finance and Resources



The Committee Chair drew governors' attention to the feedback report and the minutes of the meeting held on 6<sup>th</sup> July 2022. He noted that the meeting had occurred only a week ago and he summarised the recommendations following discussions. He advised that he has recently been appointed as the Chair at Hull College which means that this will be his final meeting as he is stepping down to ensure he has sufficient capacity for the new role. He summarised the risk areas, including:

- AEB underperformance and financial consequences this is thought to be in the region of £1.2 million however the impact to the bottom line will be circa 50% of this.
- Ability to reduce reliance on subcontracting in 22/23
- Complying with bank covenants
- External stakeholder confidence given the likelihood of yearend financial health being 'requires improvement'
- Enrolment for 22/23 college needs to grow and avoid student attrition
- Growth in core funding needs to be a strategic priority
- HE recruitment
- Options relating to the disposal plans for the remainder of the site at Dinnington and Kiveton Park
- IT/cyber security
- Pay pressures and expectations within the sector
- Governor recruitment in the areas of finance and HR to support the work of the committee

Committee Chair then highlighted a number of aspects that are of relevance to the board, including:

- AEB deficit against allocation for the year. This is substantial. Clawback has been provided for in the 22/23 budget to be discussed later in the meeting.
- Intention to increase directly delivered AEB and reduce subcontracting in 22/23. The risks associated with this given underperformance this year and prior year.
- Committee provided in principle support for the bid submission to OfS. This was on the basis of the bid paperwork being available already and no match funding requirements.
- More work to do in relation to space availability and utilisation
- Digital strategy is being updated in the autumn term
- Environmental sustainability strategy is being created and will include targets and metrics that can be measured.
- Governors to be offered carbon literacy training in the autumn term
- HR strategy has been updated and presented for board discussion and approval, part of confidential discussions at agenda item 23.
- More work to be done in relation to risk management recording and tracking across the group
- More work to be done to finalise the content of a scheme of delegation. Committee were happy to support the proposed format shared at the meeting.
- Group needs better reporting of contracts.

One member of the board asked whether the clawback included in the 22/23 budget is £900k or £1.2 million. Executive Director: Finance indicated that it is £1.2 million and potentially could mean a breach of bank covenants. Challenge from the board was to ensure governor concerns are recorded given the potential implications. Board asked for further information in relation to the potential breach and particularly how significant it will be. Executive Director: Finance explained that it relates to the covenant regarding the outgoing of cash i.e. group



have more going out than coming in. The breach will not be significant but will be triggered by the failure to have sufficient cash cover. Breach amount will be circa  $\pm 165k$ . Board asked whether this amount can be recovered from elsewhere in the budget. Executive Director: Finance advised that staff are currently speaking to the bank about covenants and the intention is to notify Lloyds of a potential breach this week.

One member of the board asked whether, if any decisions regarding pay are not made until October, would this prevent a potential breach. The Executive Director: Finance confirmed that he would undertake modelling in relation to this (Executive Director Finance, July 2022). Challenge from the board was that, as there are still some conversations to be had with SYMCA regarding the clawback amount, there is potential for a lower sum than included within the budget. Whilst this was acknowledged the Executive Director: Finance expressed the view that the clawback figure would not change significantly as the vast majority was ESFA funded.

One governor made an observation regarding the contract renewal for servers and storage and they queried whether Tenet is providing the right level of service. Executive Director: Finance advised that Tenet have recently changed some staff and, as a consequence, the contracts register on behalf of the group has not been maintained. He advised that the contract with Tenet themselves ran out and as a consequence the group moved in to a rolling 6 month contract which ends in December 2022. He expressed the view that there are other procurement partners that can be utilised and that it would be possible for them to look at all of the ledger entries and create a contract list. He indicated that the organisation currently doesn't have a comprehensive contract list and governors all agreed that this was a concern. Challenge from the board was to urgently undertake a review on this to introduce a system that prompts, via email, when contracts need to be considered. Challenge from the board was that this really needs to be right and they expressed some concern that issues had not been picked up as part of external audits. Challenge from the board was that they need much more advance notice regarding contracts and they felt that staff needed to get to a position where they were being proactive rather than reactive. The Executive Director was asked to fully cost up options so that an accurate contract register can be established at the earliest opportunity (Executive Director: Finance, July 2022).

Executive Director: Finance expressed the view that the procurement processes used are secure, however the organisation needs to develop better sight of what is coming as forward planning allows for better negotiating power. Challenge from the board was that there could be significant cost savings if a review is completed and the organisation puts itself in a better position.

AGREED to:

- a) Note the content of the meeting minutes and the summary feedback report
- b) Note the progress being made in relation to site options at Kiveton and Dinnington
- c) Endorse the capital bid submitted to the OfS in relation to the Advanced Construction Centre (Rotherham)
- d) Note the content of the environmental sustainability update
- e) Note the content of the May 2022 monthly management accounts
- f) Approve the updated Financial Regulations as presented

The Executive Director Finance then drew the boards attention to the report provided on contracts and the recommendations for approval. Board were happy



to approve but restated the need to get in to a better position regarding contract awareness and planning.

AGREED: to approve

- a) The contract value of  $\pounds$ 206,400 with Hull University in relation to registration fees
- b) The contract renewal for servers and storage. Contract value is £622,521 with a nominal renewal charge of £1.

Committee Chair confirmed that governors had taken the opportunity to review operational arrangements and, subject to requiring a replacement for him as a member and Chair, that committee membership and terms of reference roll forward unchanged in to next academic year. Board were happy to support this.

## 13 Insurance 2022/23

Executive Director Finance introduced this item and confirmed that cyber insurance is the only area now outstanding, however this will be at an additional premium. He confirmed that there is a meeting planned for next week to finalise and he provided assurance that insurance will be in place ready for 1<sup>st</sup> August 2022. He indicated that full cyber insurance is to be purchased for next academic year which means that the organisation is having to provide much more information which is leading to the delay.

Board asked for an estimate regarding the likely uplift in the costs. Executive Director Finance indicated that historically the cost of insurance has been circa £240k per annum, however there has been a reduction in the footprint of the estate and associated IT kit required which may offset some of the expected increase. He reiterated assurance that the organisation will have adequate insurance in place.

AGREED: to note the content of the update provided.

## 14 2022/23 Budget and 3 Year Financial Forecast

The report prepared by the Executive Director: Finance was considered and key areas he brought to the boards attention were:

- What is proposed is a prudent budget
- The financial health calculation will be 'good' for the year, however there is no capital investment planned. At the Finance & Estates Committee meeting the capital ask was £200k.
- The group has modelled the impact of implementing the full AOC recommendation regarding pay which would mean +£750k. Recommendation is to review again in the autumn term when student numbers are known.

One member of the board asked for information regarding the budget principles including ratios, cash days, contribution rates, sensitivity analysis etc. She indicated that from the report provided it is not possible to see where the budget sits in relation to this and key KPIs e.g. pay to income ratios. She expressed the view that this report appears to have gone from providing governors with too much information to not enough. She acknowledged that there is likely to have been robust processes followed when creating the budget, however felt that more information needs to be articulated. Challenge from the board was for staff to ensure that there are an agreed set of principles and metrics that are always referred to so that the board then more clearly knows the parameters. She indicated that from the information provided it was simply not possible to know how close to the boundaries this budget is.

Board, whilst happy in principal to approve the budget, requested a more detailed report setting out the budget principles and key KPIs. It was agreed that the Executive Director:



Finance would circulate this information before the end of the week for governor feedback. Board requested that the report set out the financial impact of the risks and also the mitigating actions to be taken (Executive Director Finance, July 2022).

AGREED:

- a) In principle to approve the 2022/23 budget and 3 year financial forecast as presented.
- b) To request a much more detailed budget principles and budget KPI report to be circulated before the end of the week.

#### **15 Whistleblowing Policy**

The Director of Governance presented and explained that a periodic review had been completed. All agreed that the changes proposed were self-explanatory and on this basis they were happy to approve.

AGREED: to approve the updated whistleblowing policy as presented.

#### 16 Governance

The Director of Governance introduced her written report and a number of matters were considered.

1) Pay and Reward Task and Finish Group Terms of Reference

Board were reminded that this is a group established at the request of the Finance & Resources Committee and reports in to that committee. Group has now met once and the next planned meeting is  $21^{st}$  November 2022. Group considered draft terms of reference and suggested some additions, amendments and points of clarification. This updated version is included for board approval.

AGREED: to approve the Pay and Reward Task and Finish Group terms of reference as presented.

2) <u>Committee membership for 22/23</u>

Following each committee review, updated membership proposals are presented. Changes include:

- The addition of the Apprenticeship Delivery Task and Finish Group
- The addition of the Pay and Reward Task and Finish Group
- Removal of Rob Lawson given his resignation at the end of this academic year.

Janet Pryke confirmed that she will step back in to the role of Finance & Resources Committee Chair until new governor recruitment has taken place.

AGREED: to approve committee membership for 2022/23 as presented.

3) Meeting dates 2022/23

Director of Governance provided for information the calendar of meetings proposed and it was confirmed that this has also been circulated by email. She highlighted that the January 2023 date for Q&S needs to be amended due to a clash of availability. She confirmed that this would be done over the summer.

4) Chair and Vice Chair appointments for 2022/23



Board were advised that good governance requires the periodic review of appointments. Recommendation is re-appoint Janet Pryke as the Chair and Jenny Worsdale as the Vice Chair. Board were happy to approve this for the 22/23 and 23/24 academic years.

5) September 2022 Development Session

Board were advised that the executive would like to arrange a longer development session than originally planned for in September. Proposal is that this be 12<sup>th</sup> September 2022 at 1-5pm. There will be a focus on responding to local skills needs and how this aligns with curriculum planning. Board were happy to approve this.

## 6) <u>Student Governor appointments for 2022/23</u>

Board were advised that Wade Makey and Chantelle Foster had joined the meeting this evening as observers so that they could see how the board operates with a view to joining as student governors. Board were happy to support their appointment subject to their agreement. Director of Governance confirmed that she would contact both outside of the meeting to discuss further.

AGREED: in principle to appoint Wade Makey and Chantelle Foster as student governors for 2022/23.

## 17 AOB

There were no items of additional business.

## **18** Date and time of next meeting

This was confirmed as Monday 17<sup>th</sup> October 2022 at 5pm.

## **19** Confidential items

It was agreed that confidential items would be recorded on a separate basis.

(Chantelle Foster and Wade Makey left the meeting at 6.50pm)

Meeting closed at 7.20pm.

Signed	 Chair

Date \_\_\_\_\_