

Meeting/Committee	Corporation Board
Date of meeting	11 December 2023

Minutes

	<p>Board members:</p> <p>Janet Pryke Jason Austin Heather Barnett (first hour) Sharon Blackburn Stephen Bulley Margaret Cobb Donna Clifford Shirley Collier Sally Gillborn David Grimes Paul Lomas Debbie Marshall Carol Stanfield (on sabbatical) Jennifer Worsdale Katie Asgari Katie Curtis</p>	<p>Chair Principal/CEO Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Staff Governor Staff Governor</p>
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In attendance:

Tracey Mace-Akroyd
 Phil Curtis
 Jane Hartog
 Cath Mollart

Ryan Falls
 Sarah Connerty

Deputy Principal/CEO
 Executive Director of Finance & Estates
 Executive Director of Marketing, OD and HR
 Executive Director of Corporate Services & Strategic Planning
 CavannaghKelly (external auditors)
 Interim governance advisor (minutes)

1	<p>Declarations of interest</p> <p>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.</p>
2	<p>Welcome, introductions and apologies for absence:</p> <p>The Chair welcomed colleagues to the meeting. Apologies received from Stephen Bulley, Katie Curtis and Donna Clifford. Carol Stanfield remains on sabbatical. Heather Barnett will depart after the first hour. After note: To note that student governor applications are being passed to the interim governance advisor shortly to take forward the appointments process.</p>
3	<p>Minutes of the meeting held on 12th October 2023</p>

	<p>AGREED: The minutes were reviewed, and it was agreed that they were an accurate record of discussions.</p>
<p>4</p>	<p>Action progress report Item 3 – The Executive Director advised that the updated strategy (to align with the format of the mid-year report) would be available for the December Board meeting. It was agreed that the HR strategy would be an item for discussion at the January Board strategy day (see item 7 CEO update) Item 3 – Dinnington campus - The CEO advised that the options analysis and appraisal would be presented at the December Board meeting. There was a discussion at the Finance and Resources Committee with an action to convene a workshop to consider options. Further details reported at item 7 CEO update Item 3 – Bank covenants and financial health – Further details at items 5 and item 6 under Going Concern confirmation and the Finance and Resources Committee summary report.</p>
<p>5</p>	<p>Items for discussion and decision</p>
	<p>2022/23 Financial Year end The Chair noted that the Joint Audit & Risk and Finance and Resources Committee met and considered the financial and audit papers with the auditors. The papers were not in their final form at the Committee and one governor asked the Executive Director of Finance and Estates if there are any changes to report. The ED noted that one item, an additional clawback, has come up which relates to learners that were enrolled in 2020-21 and were withdrawn out for 2021-22. This mainly relates to apprentices and the Group is one of 400 providers who have been affected. The clawback is £129k and is not material to change the figures in the accounts and does not impact on the Group’s financial health with the forecast remaining at 200 points. It will feature in this year’s Financial Statements. <i>The auditor joined the meeting (17.08)</i> The auditor (CavannahKelly) reported as follows: - 2022/23 Financial Statements and Audit Management Letter The report was taken as read. Key points included: Section 1 is a summary confirming the auditors independence. There is one adjustment to the Statements in respect to the pension. There is one unadjusted error around the assets, but this is around presentation. Section 2 outlines the scope. Section 3 is the significant risks and challenges and areas for the auditors to look at – revenue recognition, management override and potential for fraud. There are no significant findings and the auditors are awaiting ESFA confirmation. Going Concern is considering the ability of the College to trade for at least 12 months and the auditors are confident that the Group is a Going Concern. There is in year growth and different types of funding coming in. Section 4 – Significant risks – pension contributions. This year the Group has moved into an asset position, but that is not recognised as the asset cannot be realised or contributions reduced. There has been a meeting with the pension actuaries to get comfort on this. There is a section on regularity as the Group is now under Managing Public Money (MPM). Section 7 – findings and recommendations. Fixed assets is a significant piece of work and satisfactory process has been made. Approval limits will now have clear monitoring arrangements in place. There was an issue around procurement and the auditors are satisfied that appropriate action has been taken place and going forward monitoring is required. From the two subsidiaries one control weakness was identified around cut off and accruals and this has been rectified.</p>

In summary it was noted that the auditors are pleased with the Group and at this point in time are proposing a clean audit report with the accounts providing true and fair view of the Group.

The auditor noted that final reconciliations, in particular the SIMCA reconciliation, are required from the ESFA. **ACTION:** The ED of Finance and Estates confirmed that an email from the ESFA lead confirming the final reconciliations has been received and he will forward to the auditors.

The Board asked the following questions:

- Following the issue with clawback from 2020-21 when does the final decision relating to 2021-22 arrive and is the Group expecting any issues. The ED Finance and Estates noted that following the R14 return there is the opportunity to do work in the background internally and he is confident that any errors would be captured.. Going forward there is a different MIS manager in place and MIS are carrying out internal checks and reviewing documents regularly
- One governor asked if the ED knew that clawback was a possibility. The auditor noted that the clawback has been common across colleges and is a legacy of Covid. The governor noted that assurance for the Board that the Group is getting to a position where it can report all possible pitfalls to governors is important as there have been unexpected clawbacks before. The Board asked that the Exec consider the best way to take this forward and whether this would be an audit point for the MIS team.

The ED of Corporate Services and Strategic Planning noted that Covid was a main contributor. In terms of assurances moving forward a new apprenticeship tracking tool is being used monthly so there are instant updates on learners and that is stringently tracked by the apprenticeship manager. The manager then meets with team and a data cleanse is carried out. The team is working closely with the Finance team so they can adjust the forecast in year. The Deputy CEO noted that a lot of work took place post Covid to re-engage apprentices and MIS were using a localised tracker. This has been strengthened with the Head of MIS and Head of Apprenticeships who are working closely together. The Apprenticeships Working Group looks at it in detail and a lot of data cleansing takes place and the teams are aligned. There are much fewer withdrawals this year and there are assurances that new processes are effective

- One governor asked if there is any impact on achievement rates and it was confirmed there is not as the clawback is going back as far as 2021
- **ACTION:** The Chair of Audit and Risk Committee asked for a paper for assurance on the checks now being done to come to the Audit and Risk Committee. The ED of Corporate Services and Strategic Planning agreed to provide a summary of audits carried out, assurance on the income streams and how it is checked off with good controls and checks for the next Committee

The ED of Finance and Estates noted that minor amendments made since the Joint Audit and Risk and Finance and Resources Committee reviewed the documents are the page references and page 9 on ongoing costs which has been updated in light of the 6.5% pay rise. No other updates have been made.

Auditor departed at 17.26

AGREED: The Board approved the:

- 2023/24 Financial Statements Audit Management Letter and 2023/24 Members' Report and Financial Statements subject to satisfactory confirmation from the ESFA
- Group as a Going Concern

	<p>ACTION: The Board noted the recommendation to approve the letter of support and loan agreement with the National Fluid Power Centre Ltd subject to confirmation from the ESFA. The ED Finance and Estates noted that confirmation had not yet been received from the ESFA and the item would be circulated for written resolution including a copy of the loan agreement when confirmation is received. After note: confirmation received from the ESFA that a letter of support is not required and the loan agreement is circulated for written resolution on the 13 December 2023</p> <p>The Board noted the:</p> <ul style="list-style-type: none"> • completed Regularity Self-Assessment Questionnaire for the Accounting Officer and Chair to sign • the Audit and Risk Committee final report for signature by the Chair of the Audit and Risk Committee
<p>6</p>	<p>Committee Chair’s Reports</p> <p>The Board considered and noted the Chair’s feedback reports and minutes from the previous committee meetings. Committee Chairs highlighted a number of aspects, including:</p> <p>Committee Chair’s Report – Joint Meeting of Audit & Risk and Finance Committee – Minutes of the meeting held on 30th November 2023 and Committee Feedback Report</p> <p>The Chair reported that the Committee:</p> <ul style="list-style-type: none"> • Discussed in detail the Going Concern of the Group and the ED Finance and Estates provided a paper of assurance for the Committee which is included in the Board papers at item 5. • Reviewed and signed off the scopes for internal audit for the remainder of the year • Received a progress report on training for risk management and utilisation of the risk register. This provided assurance for the Committee and it was noted that by February 2024 risk processes will be rolled out ready for internal audit to review <p>Committee Chair’s Report – Meeting of Quality & Standards Committee - Minutes of the meeting held on 4th December 2023 and Committee Feedback Report</p> <p>The Chair reported that the Committee:</p> <ul style="list-style-type: none"> • Reviewed the Self-assessment report noting that the revisions proposed from the validation meeting had been included. The Committee were content with the grade assessments • Reviewed the safeguarding report and were assured that the Group is keeping young people safe. There are new filtering and monitoring systems for IT • Received an update on funding streams • Had a long discussion about modifications to English and maths provision and change in delivery to drive improvement. The Committee will receive updates on the new approach and the impacts it makes • Looked at HE and the reduction in numbers. There was a discussion around the national picture and changes in HE nationally. A task force has been set up looking at how to re position the Group’s HE offer looking at timings and content. Some findings would be implemented for this September and some longer term • One governor asked about the high numbers of students being referred for mental health support (p. 5 of the SAR) and asked if this is a strategic risk around completion and income. ACTION: The Deputy CEO noted that this is included in the risk report and going forward the Board would receive the risk report to provide further detail and context on Group risks.

	<p>1570 referrals have been made with learners on less than 84% attendance on all courses including vocational and English or maths being picked up. Not all learners are mental health referrals, a large majority related to anxiety and previous poor school experience, some are around learners being on the wrong course and the Swap Don't Drop scheme is working well. A lot of referrals come to the Student Support team. Numbers are monitored carefully so the teams aren't overwhelmed. This is the first time the Group has had a really accurate picture. A lot of actions are in place, changes to timetables are being made to support learners and there has been a swift response for refocusing and redelivery of E&M.</p> <p>Committee Chair's Report – Meeting of Finance Committee – Minutes of the meeting held on 5th December 2023 and Committee Feedback Report The Chair reported that the Committee:</p> <ul style="list-style-type: none"> Reviewed AEB and subcontracting learner numbers and progress and there is an ongoing positive trend with the data showing that to date all allocations will be realised. [Confidential item] <p>AGREED: The Board noted the contents of the update provided</p>
7	<p>CEO update The CEO provided an update including: Current application data - compared to this time last year the Group is up 1.27+ for study programmes. There is a positive picture for current study programme applications, adults and part time provision. HE is down -44 on this point last year. The key point in the year for HE is yet to come and it is an area of focus for the Group. One governor noted that there is such a big study programme this time with a large year one and there are students progressing not yet included. The CEO agreed noting that the majority of progressing learners won't be applying yet. One governor noted that the drop in HE is a national picture but the figures are so significant and asked if it puts programmes in jeopardy. The CEO confirmed this is possible and appropriate planning will take place but it is an indication at this stage that HE is not going in the right direction. ACTION: It was agreed that HE provision will be considered in a lot more detail at the Board strategy day</p> <p>Key Sector Priorities The CEO reported on national key sector priorities and the Groups areas of focus:</p> <ul style="list-style-type: none"> Skills Bootcamps – currently the Group does not focus on Bootcamps but it is a government priority Multiply is being delivered The Group has applied to be a member of the South Yorkshire IoT and attended the first board meeting The Group is working on the Lifelong Learning Entitlement for 2025 The ESFA has advised to hold on for further guidance on the Accountability Statements because there is going to be some synergy in reporting. <p>Sector themes</p> <ul style="list-style-type: none"> Enrolments nationally are seeing significant growth The Group is involved in discussions about the defunding of qualifications Capital is an area of focus and the Group is looking at post 2025 and what is out there to be the provider of choice Reclassification has implications for the Group around gains from sales of assets The Group has taken forward a pay award of 6.5%. Next year there will be further requests and negotiations with the Unions and the Group is mindful of the gap between schools and FE salaries which needs to be closely monitored.

Board strategy day – 23 January 2023

The CEO provided suggested topics to focus on and asked the Board for contributions to the agenda.

Items proposed are:

- Group strategic indications 2023-24
- Current strategic plan targets 2022-25
- HE strategy. It was noted that Donna Clifford sits on the HE Strategy Group
- Property update

ACTION: Governors asked for a facilitated session at strategic level on the HR strategy and the CEO agreed to meet with the ED Marketing, OD and HR to take forward.

ACTION: The CEO agreed to look at the Leonardo in Sheffield as a local central venue that was good value for money.

Recent ESFA/FEC PIMS meeting 5 December 2023

ACTION: Minutes are pending and will be circulated for the next Board meeting. The CEO provided an overview of the progress against the PIMs plan and one governor questioned why governance is included when it is not in intervention. The CEO explained that it remains on the plan for monitoring progress and improvements, to update on the current position with the Director of Governance, to review gaps in Board skills sets and for Board succession planning. The Chair noted that governance was the main focus and reason for going into intervention and will continue to be monitored.

Dinnington Site [Confidential item]

ACTION: The Finance and Resources Committee proposed setting up a workshop to consider key issues and opportunities and it was agreed that it would be helpful to convene prior to the Board strategy day and bring an item for full Board discussion. Paul Lomas, Jenny Worsdale and Margaret Cobb volunteered to join Exec members on the workshop and the CEO agreed to circulate dates to meet in early January.

Recent developments

- South Yorkshire Institute of Technology. The Group does not yet have a board member place but is around the table and involved in discussions
- The South Yorkshire Apprenticeship Hub launched last week and is a platform for employers to look at apprenticeship provision
- The Business Centre Rotherham has been launched
- The Board congratulated the staff governor and her team for the amazing achievement of student Emalise Stanley winning gold at the World Skills final

Heather Barnett departed at 18.00

Strategic Indicators (KPIs) December 2023 update:

The CEO noted the progress against the 2022/23 indicators aligned to the strategic priorities of:

- Quality of Education
- Financial Integrity
- People and Place in the Community
- Innovation and Growth
- Environmental Management System

One governor asked about the stretch attendance target and whether this can be met now the first term’s attendance is below target. The Deputy CEO noted that realistically the Group can only get to the top of amber as English and maths attendance is included. The aim of the target was to return to pre Covid attendance rates but this needs to be revisited to reflect the national picture whilst still maintaining aspirations.

	<p>It was noted that there is an indicator missing in 7b which is repeated in the finance document. AGREED: The Board considered and noted the current position of the KPIs.</p>
<p>8</p>	<p>Discussion items identified by Committees</p> <p>(i) Joint meeting of A&R and F&R Committee on 30.11.2023</p> <ul style="list-style-type: none"> • 22/23 Financial Statements Audit Management Letter • Review of Going Concern • Letter of Representation • Emerging risks <p>It was noted that all items for approval were taken under item 5 and an update on risk had been taken at item 6.</p> <p>(ii) Q&S Committee on 4.12.2023</p> <ul style="list-style-type: none"> • SAR 2022/23 – approval by Board <p>AGREED: The Board considered and approved the SAR 2022/23</p> <ul style="list-style-type: none"> • QIP 23/24 – timescales and process for update <p>The Board considered the QIP and no comments were raised.</p> <p>(iii) F&R Committee on 5.12.2023</p> <p>The Board noted the:</p> <ul style="list-style-type: none"> • CFFR Follow-up • AEB / Subcontracting Report <p>It was noted that the reporting to ESFA as part of the CFFR follow up included submitting monthly management accounts which were produced by the Group as part of its internal reporting so at the current time no additional work was required.</p>
<p>9</p>	<p>Governance</p> <p>Ratification of written resolutions</p> <p>There have been no written resolutions since the last Board meeting.</p> <p>Policies</p> <p>The Executive Director of Corporate Services & Strategic Planning provided an update on the policies for consideration as follows:</p> <p>Admissions Policy 2023 – this is a new policy that has been impact assessed. Governor feedback included:</p> <ul style="list-style-type: none"> • The policy is long and wordy • Subcontracted learners are not included and can the subcontracting policy be cross referenced • Can the staff responsible for ensuring compliance with the ONS requirements be the same colleagues who report to the Audit and Risk Committee new policy, impact assessed. <p>ACTION: It was agreed to work on the policy further, take it through impact assessment and bring back to the next meeting, ensuring that the policy is clear for staff to use.</p> <p>Freedom of Speech Policy – this is a current policy which has been updated to read RNN Group (previously College)</p> <p>AGREED: The Board considered and approved the Freedom of Speech policy</p> <p>Safeguarding for All Policy 2023-24 – this is a current policy which has been updated. The Board considered and agreed the track changes.</p> <p>AGREED: The Board considered and approved the Safeguarding for All Policy 2023-24</p>

	<p>Social Media Acceptable Use Policy 2023 – this is a new policy and it was confirmed that it does cover NFPC. AGREED: The Board considered and approved the Social Media Acceptable Use Policy 2023</p> <p>Support for Continuing Studies Policy – this is a new policy. It was confirmed that the policy is already in use, particularly for those with significant health problems, and has been received positively from the students and carers. The Board asked how staff are finding the policy and it was noted that staff have taken to it and feel they have further options with their learners rather than only recording an unauthorised absence. Attendance registers are more accurate. ACTION: The impact of the policy will be reviewed in the second week of January and reported back at the next meeting.</p>
10	<p>Committee Chair’s Report – Joint Audit & Risk and Finance Committee meeting held on 30th November 2023 - Committee Feedback Report This item was considered under items 6 and 8.</p>
11	<p>Committee Chair’s Report – Quality & Standards -Minutes of the meeting held on 4th December 2023 - Committee Feedback Report This item was considered under items 6 and 8.</p>
12	<p>Committee Chair’s Report – Finance - Minutes of the meeting held on 5th December 2023 - Committee Feedback Report This item was considered under items 6 and 8.</p>
13	<p>Key Documents AGREED: The Board considered the key documents: Self-Assessment Report 2022/23 – consideration and approval under item 8 - QIP 22/23 – Year end – consideration under item 8 - Management Accounts – October 2023 – discussion under item 5 and 7 - Strategic Risk Register – considered by the Audit and Risk Committee under items 6 and 8 - Safeguarding, Prevent and EDI report – considered by the Quality and Standards Committee under item 6</p>
14	<p>Any other items of urgent business</p> <p>Rawmarsh Road update [Confidential item] ACTION: The Board asked for a report on options and any adverse impacts from terminating the lease in January 2024</p>
14a	<p>Any other items of urgent business Board member renewals The interim governance advisor reported that governor renewals usually go through the Search and Governance Committee for recommendation to the Board but due to the imminent expiry dates of terms of office for the Chair of the Board and an independent governor the item has come direct to the Board. The Chair noted that when she had been offered the role as Chair the Group was in a very different position and the majority of governors were new to the role. The Chair role has been extended to the end of this academic year and the plan is to step down due to work commitments, availability and time available to carry out the role. A recruitment campaign will start in the new year and the ESFA are aware of the situation. <i>Chair departed 18.30</i> The interim governance advisor provided an overview of the attendance, performance, contribution and skills and experience of the Chair and independent governor and it was agreed that attendance and commitment is excellent and the skills and experience are essential and relevant to the Group and its direction of travel.</p>

	<p>AGREED: The Board considered and approved the renewal of Janet Pryke as an independent governor to a second term of office for four years</p> <p>AGREED: The Board considered and approved the renewal of Stephen Bulley as an independent governor to a second term of office for four years</p> <p><i>Chair returns 18.30</i></p>
15	<p>RES Ltd Board meeting minutes 22.11.2023</p> <p>AGREED: The minutes were noted</p> <p>There was a discussion about whether a letter of support for RES Ltd was required for Board approval. The Executive Director of Finance and Estates agreed to take offline and clarify. After note: The ED notes that after making enquiries with the DfE and Auditors no letter of support is required for RES Ltd as the subsidiary is solvent and in a net asset position.</p>
16	<p>NFPC Board meeting minutes 27.11.2023</p> <p>AGREED: The minutes were noted</p>
17	<p>Meeting dates: Tuesday 23 January 09.00-17.00 - Board Strategy Day Monday 5 February 2024 at 17.00 Monday 25 March 2024 at 17.00 Monday 20 May 2024 at 17.00 Monday 8 July 2024 at 17.00 <i>Exec members departed 18.20</i> <i>The staff governor departed 18.20</i></p>
	<p>CONFIDENTIAL ITEMS It was agreed that confidential items would be recorded on a separate basis.</p>

Meeting closed at: 18.55

Signed _____ Chair

Date _____