



**MINUTES OF THE CORPORATION MEETING HELD ON
MONDAY 22 OCTOBER 2018 AT 5.00 PM
IN THE BOARD ROOM AT THE ROUNDHOUSE**

Present: Janet Morgan (*Chair*), Jack Atwal, Richard Brewell, Kate Cusick, Phil Dover, Peter Lewis, Martyn Marples, Graham Schuhmacher, Kevin Slack, Mandie Stravino, David Williams

In attendance: Jon Fearon, Michael Ford, April Hayhurst, Helen Jefferson (Minute no 06/18-19 only) Kate Martin, Heather Simcox, Rose Matthews (Clerk)

		Action	Date
01/18-19	APOLOGIES FOR ABSENCE Apologies for absence were received and accepted from Nick Freeman, Mike Kapur and Gary Malcolm.		
02/18-19	DECLARATIONS OF INTEREST, CONFIRMATION OF ELIGIBILITY AND QUORUM All members were eligible and the meeting was quorate. Graham Schuhmacher declared an interest as Chair of the Derby Manufacturing UTC Mandie Stravino declared an interest as she represented Derby College as a member of the UTC. As a Director of the UTC, Kate Martin declared an interest.		
03/18-19	MINUTES OF THE PREVIOUS MEETING The minutes of the meeting held on 16 July 2018 were formally approved and signed as a true and accurate record.		
04/18-19	MATTERS ARISING		
89/17-18	The Clerk organised the Lead Governor visits and Nick Freeman was invited to attend the Health and Safety Board meetings.		
96/17-18	Financial performance would be covered as part of the Finance Report. The CFO had circulated the covenant details to ensure adherence to FRS 102 accounting standards.		
98/17-18	The revised Skills Audit and Data Protection Agreement had been circulated and a reminder to those outstanding issued.		
05/18-19	HEALTH AND SAFETY Two link meetings had been held since the last Corporation meeting between PS and NF. PS had shared current plans		

and future direction. NF had made some suggestions for raising the profile of Health and Safety, which included a regular agenda item at Corporation. NF was scheduled to attend the Health and Safety Board meetings.

06/18-19 SAFEGUARDING ANNUAL REPORT

The Director of Services for Students shared the Annual Safeguarding Report for 2017-18, which covered the policies and processes in place to ensure staff had the training and support mechanisms to respond to disclosures. The report provided Members with information around all disclosures received in 2017-18, including trends, which were broken down in a number of ways. It also included residential provision at Broomfield Hall and the Little Explorers Nursery.

Alongside this report, the Director of Services for Students presented a report on the updated Keeping Children Safe in Education Guidance. The report outlined governors' responsibilities and arrangements the Group had in place to evidence compliance.

The Board were reminded Jack Atwal, as Lead Governor for Safeguarding, attended the Designated Safeguarding Lead group on a bi-monthly basis.

The Director of Services for Students responded to questions and went on to share some planned actions for 2018-19.

The Director of Services for Students left the meeting.

07/18-19 OUTCOMES 2017-18 AND ENROLMENT 2019-20

The Deputy CEO provided a summary report to update Members with key end of year outcomes from 2017-18 and enrolment information for 2018-19.

Overall achievement figures were shared for 16-18 and 19+. Both of which compared well against the provider average figures.

Outcomes for GCSE English in both age ranges performed well with early indications showing these were above provider group average. Outcomes for 19+ maths GCSE students had improved significantly and although figures for 16-18 maths students showed a decline on the previous year - indications were that the College would remain above provider average and the figures reflected a trend in secondary and the further education sector.

A Levels demonstrated an improved performance across most the key metrics.

Members commented on the teacher effectiveness score on the KPIs which was disproportionate against the improved outcomes. Work was still being carried out on the scorecards.

The Deputy CEO presented the headline figures for enrolment, 14-16 provision had sustained figures, HE had recruited above target. The College had recruited well against key programmes set against a demographic low for 2018 in the College's catchment area.

Members questioned where apprenticeships were covered and the Deputy Principal provided a brief overview with starts looking healthy, but showing a spiky profile throughout the year.

8/18-19

FINANCE REPORT, INCLUDING;

- **Management Accounts – July 2018**
- **Tender for Electrical and Mechanical provision**

The CFO delivered his report to the Board.

The Management Accounts were based on data from the September return to the ESFA (R013) and resulted in a prudent outturn in some areas.

Apprenticeships had a record year in activity, the actual came in less than forecast, but was a £500K increase on 2016-17. The CFO outlined the reasons for the lower income in his report.

The CFO discussed the EBITDA calculation, with the EBITDA actual generating an ESFA Financial Health Score of 220, which is a "good" rating.

As the full financial targets set for 2017/18 had not been achieved, the College was not in a position to make any cost of living awards or increments and this was acknowledged.

The CFO sought approval of the Board to add CITB to the College's sub-contract providers with an initial value of up to £20K for 2018-19.

APPROVED: The Corporation approved the addition of CITB to the College's sub-contract providers.

The D2N2 LEP had contracted with the College for the Technology Hub, providing investment for Engineering and Building Services. A grant was due to be received in October 2018 with a further figure in December 2018. The

College would be providing a sum for match funding from revenue and capital expenditure from 2017-18 and 2018-19.

APPROVED: The Corporation approved the addition of £1.3 m to the capital expenditure 2018-19 for the LGF3 funded technology hub.

The Board questioned the CFO on a number of financial issues, which included the Lennartz position.

The CFO presented a report outlining the current Mechanical, Electrical and Public Health Engineering Services contract. A tender exercise had been undertaken with a recommendation to the Corporation to award the contract to Imtech Inviron Ltd.

APPROVED: The Corporation approved the recommendation to award the Mechanical, Electrical and Public Health Engineering Services contract to Imtech Inviron Ltd.

9/18-19

REPORT FROM THE AUDIT COMMITTEE HELD ON 25 SEPTEMBER 2018

The Chair of the Audit Committee presented his report following the meeting of 25 September 2018.

Internal Audit reports were presented on the Mock Funding Audit (ESFA) 19+ AEB and Apprenticeships, along with a follow up report on previous recommendations.

The Internal Auditors, ICCA, presented their annual report Annual Internal Audit Report for 2017-18 to the Committee. The report provided reasonable assurance the controls the College had in place were operating adequately and effectively.

The Internal Audit Plan and Strategy for 2018-19 was presented at the meeting and the Chair outlined the focus areas for the year with Health and Safety KPIs featuring on the risk report.

APPROVED: The Corporation approved the Internal Audit Plan and Strategy for 2018-19.

The External Auditors, BDO provided a progress report on the External Audit and Financial Statements for 2017-18, which was progressing well.

In addition, the Committee received reports on risk, the pensions valuation and reviewed the Committee terms of reference with minor revisions made.

APPROVED: The Corporation approved the updated Audit Committee Terms of Reference.

It was noted the Committee would receive a regular report on Data Protection highlighting key activities. The Committee Chair informed the Board of a data breach, which was reported to the ICO, but upon investigation required no further action.

10/18-19 REPORT FROM THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 10 SEPTEMBER 2018

Jack Atwal, who undertook the role of Chair at the Search and Governance Committee, provided a verbal report to the Committee following the meeting held on 10 September 2018.

An annual review of the Search and Governance Committee Terms of Reference had taken place, no changes were recommended with the exception of removing the reference to the Vice Chair.

APPROVED: The Corporation approved the revised Search and Governance Terms of Reference.

The Committee reviewed annual attendance for 2017-18 and recommended to retain the 80% attendance target.

APPROVED: The Corporation approved the 80% attendance target.

The Board Effectiveness Questionnaire was reviewed and feedback from Board members was considered, with the deadline for completion extended to mid-November.

The Clerk had contacted all Board members to confirm their wish to continue with their committee roles.

Phil Dover had been approached to extend his term of office for a further two years until 31 July 2021.

APPROVED: The Corporation approved that Phil Dover's term of office be extended for a further two years until 31 July 2021.

Graham Schuhmacher had been approached to extend his term of office for a further two years until 31 July 2021.

APPROVED: The Corporation approved that Graham Schuhmacher's term of office be extended for a further two years until 31 July 2021.

Kevin Slack's term of office had exceeded the eight-year term recommended for all Corporation members. However,

	Action	Date
<p>it was recommended to extend Kevin's term of office for a further two years to allow the opportunity for a successor to be identified.</p> <p>APPROVED: The Corporation approved that Kevin Slack's term of office be extended for a further two years to 31 July 2021.</p> <p>An annual review of skills had been undertaken with no gaps identified at present. There was one independent female member of the Board, no member aged 18-24 with the exception of the student governor and no members self-certified as having a disability. No other backgrounds except Asian, Asian British – Indian and White British were declared. The Committee would consider this as part of future recruitment.</p> <p>Additional link governors had been introduced for Adult and Community, LLDD/High Needs and Employability.</p> <p>An updated Code of Conduct for Member was recommended for approval.</p> <p>APPROVED: The Corporation approved the updated Code of Conduct for Corporation Members.</p> <p>Updated Standing Orders were recommended for approval.</p> <p>APPROVED: The Corporation approved the updated Standing Orders.</p> <p>The Acting Chair advised the proposed AoC Senior Staff Remuneration Code was out to consultation. The Clerk would consult with the Remuneration Committee members and collate a response to the consultation.</p>	Clerk	Nov '18
<p>11/18-19 AGREE LINK GOVERNORS FOR 2018-19</p> <p>The Corporation agreed the Link Governors for 2018-19.</p> <p>David Williams also informed the Corporation of an Education Standards Sub-Committee he was championing as a trial at Broomfield.</p>		
<p>12/18-19 NOTE CHAIR AND MEMBERSHIP OF THE AUDIT COMMITTEE</p> <p>The Audit Committee as an independent Committee appoints its own Chair. The Committee appointed Kevin Slack as Chair for the year.</p> <p>APPROVED: The membership was confirmed as Kevin Slack, Mike Kapur, Peter Lewis, Martyn Marples. Rosslyn Green had been co-opted to the Committee.</p>		

	Action	Date
<p>13/18-19 AGREE CHAIR AND MEMBERSHIP OF THE STANDARDS COMMITTEE</p> <p>APPROVED: The Chair of Standards Committee was agreed as Phil Dover.</p> <p>APPROVED: Committee membership consisted of Phil Dover, Jack Atwal, Kate Cusick, Gary Malcolm, Janet Morgan, Graham Schuhmacher.</p>		
<p>14/18-19 AGREE CHAIR AND MEMBERSHIP OF SEARCH AND GOVERNANCE COMMITTEE</p> <p>APPROVED: The Chair of Search and Governance Committee was agreed as David Williams. The membership for the year was David Williams, Jack Atwal, Janet Morgan, Mandie Stravino.</p>		
<p>15/18-19 AGREE CHAIR AND MEMBERSHIP OF THE REMUNERATION COMMITTEE</p> <p>The Committee were asked to consider a Chair for the Remuneration Committee. The Clerk reminded Members, this should not be the Chair of Corporation.</p> <p>APPROVED: The Committee appointed David Williams as Chair with membership consisting of David Williams, Jack Atwal, Phil Dover, Janet Morgan, Kevin Slack.</p>		
<p>16/18-19 STRATEGIC RISK MONITORING</p> <p>The Deputy CEO summarised the Strategic Risk Monitoring report which detailed the high priority risks identified in the Corporate Risk Register and gave a summary of current litigation action being taken against the Group.</p> <p>RECEIVED: The Corporation received the Strategic Risk Report and Risk Register.</p>		
<p>17/18-19 PROPERTY REPORT</p> <p>The Deputy CEO presented the Property Report which provided Members with an update in relation to the College's leased properties.</p> <p>RECEIVED: The Corporation received the Property Report and noted its contents.</p>		
<p>18/18-19 POLICIES</p> <p>The Standards Committee recommended the following policies for approval by the Corporation:</p>		

Action	Date
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- Positive Behaviour Policy
- Student Voice Policy

The Search and Governance Committee recommended the following policies for approval by the Corporation:

- Complaints and Conflict of Interest Policy
- Complaints against the Corporation Policy

The Corporation approved all four policies:

- **Positive Behaviour Policy**
- **Student Voice Policy**
- **Complaints and Conflict of Interest Policy**
- **Complaints against the Corporation Policy**

The meeting finished at 7.00 pm

Signed: _____ Date: _____