

**MINUTES OF THE CORPORATION MEETING HELD ON  
MONDAY 30 OCTOBER AT 5.00 PM  
IN THE BOARD ROOM AT THE ROUNDHOUSE**

Present: Janet Morgan (*Chair*), Carl Anderson, Jack Atwal, Richard Brewell, Phil Dover, Nick Freeman, Pete Lewis, Jonathan McCluskey, Martyn Marples, Lee Pratt, Graham Schuhmacher, Kevin Slack, Simon Smith, Mandie Stravino, David Williams

In attendance: Jon Fearon, Michael Ford, April Hayhurst, Kate Martin, Heather Simcox, Rose Matthews (Clerk)

Helen Jefferson (Minute number /17-18 only)

	<b>Action</b>	<b>Date</b>
<p><b>01/17-18 Apologies for absence and introductions</b></p> <p>Apologies for absence were received and accepted from Simon Smith and Mike Kapur.</p>		
<p><b>02/17-18 Introductions and Welcome</b></p> <p>Introductions took place and the Chair welcomed Pete Lewis, Martyn Marples, Carl Anderson, Lee Pratt and Richard Brewell to the meeting.</p>		
<p><b>03/17-18 Declarations of interest, confirmation of eligibility and quorum</b></p> <p>All members were eligible and the meeting was quorate.</p> <p>There were no new declarations of interest.</p>		
<p><b>04/17-18 Minutes of the previous meeting</b></p> <p>The minutes of the meeting held on 17 July 2017 were approved and signed as a true and accurate record.</p>		
<p><b>05/17-18 Matters arising</b></p> <p>There were no matters arising.</p>		
<p><b>06/17-18 Recent events</b></p> <p>The CEO shared a number of recent events which had taken place at the College, which included ministerial visits.</p>		
<p><b>07/17-18 Enrolment Report 2017-18</b></p> <p>The Deputy CEO shared enrolment figures to date for the 16-19 study programme element with a caveat that there would likely be some fluctuation.</p>		

Nationally, demographics showed there had been a population decline in the 16-18 age group predicted until 2020.

Graham Schuhmacher asked if the College had faced heavy competition from sixth forms trying to recruit from other schools in the City. This had been anticipated by the College given the competition and demographics of the area.

Graham went onto ask if the College were at risk from universities. The Deputy CEO said the university element related to offering unconditional places regardless of results and affected attainment rather than retention or recruitment.

The next critical date would be the ILR return on 6 December, which would influence the funding for the following year.

Martyn Marples asked if students transitioned to the College in-year. Whilst it was noted they did, this was a two-way process, with some students also leaving the College to transition elsewhere.

**08/17-18 Safeguarding Report 2016-17**

Helen Jefferson presented the annual Safeguarding Report for 2016-17 which was comprehensive and provided Members with information around all disclosures received in 2016-17, including trends and new matters.

Helen Jefferson responded to questions and went on to share some planned actions for 2017-18, developed as a result of some of the findings.

Corporation were asked to approve the appointment of Helen Jefferson as the designated Safeguarding Lead and Child Protection Officer for the College, which is explicit within her job description.

***Corporation approved Helen Jefferson's appointment as designated Safeguarding Lead and Child Protection Officer for the College.***

Helen Jefferson left the meeting at 6.00 pm.

**09/17-18 Annual Sub-contracting Report**

The Annual Sub-contracting Report was presented by April Hayhurst, which provided a summary of funding provision contracted for in 2016-17.

Performance year on year had improved on all levels of delivery with 16-18 Study Programmes and Apprenticeships, and quality indicators were good.

	Action	Date
<p>Looking toward next year, allocations had increased in terms of apprenticeship provision, with two sub-contractors focussing on Study Programmes.</p> <p>Approval was sought to continue with the existing sub-contract provision and to approve new sub-contracting arrangements with Rolls-Royce, Dent-Train and Uniper Technologies for 2017-18. Confirmation had been received prior to the meeting from Derby Teaching Hospitals who had approached the College to sub-contract functional skills for pharmaceutical training at an annual value of around £50K.</p> <p>Graham Schuhmacher asked if there were any concerns with any of the providers. April confirmed there were no concerns with any of those providers the College would be sub-contracting with in 2017-18.</p> <p><b>The Corporation approved the continuation with existing sub-contracting provision and new sub-contracting arrangements with Rolls-Royce, Dent-Train and Uniper Technologies and Derby Teaching Hospitals from 2017-18.</b></p>		
<p><b>10/17-18 Financial update including</b></p> <ul style="list-style-type: none"> <li>• <b>Management Accounts July 2017</b></li> </ul> <p>The CFO presented the Management Accounts for July 2017, headlines of which were reviewed.</p> <p>The CFO confirmed the College had finished the year in a favourable position compared to budget, with shortfalls in income offset by variances in pay and non-pay. This should move the College to a 'good' financial health rating.</p> <p>Martyn Marples questioned the variance relating to Franchise on page 5. The CFO explained there had been a risk with a couple of areas hitting the funding allocation and it related to some partnership work.</p> <p>Kevin Slack asked if the Johnson Building income had been included in rents and leases. The Johnson Building was not rented in October 2016 as originally planned. It was noted there was a small project whereby the College rented some premises which provided an additional cost of around £50K.</p> <p>Kevin said commercial income showed a reduction of £150K compared to budget. This related to changes in the commercial operations which focused on profit margin.</p>		
<p><b>11/17-18 Strategic Risk Monitoring</b></p> <p>The Director of Business Improvement presented the Corporate Risk Register and provided a summary of current litigation action being taken against the College.</p>		

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<p>Jack Atwal pointed out there were a lot of changes required with the introduction of the new GDPR legislation in May 2018.</p> <p>The Deputy CEO explained the Clerk had recently attended an AoC Data Protection event and the Clerk and Business Improvement Director talked through the work the College's GDPR Steering Group were undertaking in readiness for the new Regulations, along with the appointment of a dedicated Data Protection Officer. The Audit Committee had commissioned, in their annual audit plan, an internal audit in February 2018.</p> <p>Safeguarding had already been reviewed through the report presented earlier in the meeting and there had been no Prevent referrals.</p> <p>There was no new litigation to report. However, Graham Schuhmacher made reference to two claims relating to hearing loss. Both were unconnected.</p>		
<p><b>12/17-18 Appointment of Chair of Audit Committee and Membership for 2017-18</b></p> <p>Enacting its independence, the Audit Committee informed the Board they had appointed Kevin Slack as Chair of the Audit Committee for one year.</p> <p>Membership of the Audit Committee would consist of Kevin Slack, Jonathan McCluskey, Simon Smith, Mike Kapur, Peter Lewis, Martyn Marples and Rosslyn Green who was a co-opted Member to the Committee.</p>		
<p><b>13/17-18 Report from the Audit Committee held on 27 September 2017</b></p> <p>The Chair of the Audit Committee presented the report from the meeting held on 27 September 2017.</p> <p>The Committee had received four internal audit reports from the Internal Audit Service and the Committee Chair summarised assurances provided.</p> <p>The Committee Chair summarised other matters covered at the meeting.</p> <p>An annual review of the Audit Committee Terms of Reference had taken place in line with the Post-16 Audit Code of Practice with minor revisions made and was recommended for approval by the Corporation.</p> <p><b>The Corporation approved the revised Terms of Reference for the Audit Committee.</b></p>		

	Action	Date
<p>The Committee recommended the Internal Audit Plan and Strategy for 2017-18, which had been presented to the Committee, for approval by Corporation.</p> <p><b>The Corporation approved the Internal Audit Plan and Strategy for 2017-18.</b></p> <p>The following policies were presented to the Committee for recommendation to Corporation:</p> <ul style="list-style-type: none"> <li>• Treasury Management Policy</li> <li>• Prevention, Detection, Reporting of Fraud Policy</li> <li>• Travel and Subsistence Policy</li> <li>• Public Interest and Disclosure</li> </ul> <p><b>The Corporation approved the Treasury Management Policy, Prevent, Detection, Reporting of Fraud Policy, Travel and Subsistence Policy and the Public Interest and Disclosure Policy.</b></p> <p>The Audit Committee's self-assessment was shared at their meeting and any recommendations addressed.</p>		
<p><b>14/17-18 Appointment of the Chair and membership of Standards Committee for 2017-18</b></p> <p>The Corporation appointed Phil Dover as Chair of the Standards Committee and membership was agreed consisting of Phil Dover, Janet Morgan, Mandie Stravino, Jack Atwal, Graham Schuhmacher, Lee Pratt and Carl Anderson.</p>		
<p><b>15/17-18 Report from the Standards 'Strategy' Committee held on 30 October 2017</b></p> <p>The Chair of the Standards Committee provided a verbal report following the special Standards Committee meeting held earlier in the day.</p> <p>This meeting focussed on the key strategies to drive the core strategic ambitions of the College.</p> <p>The meeting had commenced with a presentation on the new technical routes programmes, which highlighted the reason for the reform, the timescale and how the College was preparing for delivery when these would be introduced in 2020.</p> <p>Kate Martin presented the Curriculum Development and Delivery Strategy and shared the 'co-design and co-delivery' for developing the curriculum, along with the Curriculum Business Planning Cycle.</p> <p>The Apprenticeship Development and Delivery Strategy addressed the Apprenticeship Levy and the changing landscape.</p>		

	Action	Date
<p>The final presentation had been the HE Strategy, which focused on excellent teachers, students and connections with employers.</p> <p>The Committee Terms of Reference had been reviewed and were recommended for approval by the Corporation.</p> <p><b>The Corporation approved the updated Terms of Reference for the Standards Committee.</b></p>		
<p><b>16/17-18 Appointment of the Chair and membership of Search and Governance Committee for 2017-18</b></p> <p>The Corporation appointed David Williams as Chair of the Search and Governance Committee with membership to include David Williams, Janet Morgan and Mandie Stravino.</p>		
<p><b>17/17-18 Report from the Search and Governance Committee held on 5 October 2017</b></p> <p>The Chair of the Search and Governance Committee summarised the meeting held on 5 October 2017.</p> <p>The Committee Chair asked the Corporation to ratify the appointment of new Corporation Members – Mike Kapur and Martyn Marples. It was highlighted this would exceed the Corporation composition outlined in the Articles of Association until the departure of other Members in March 2018.</p> <p><b>The Corporation ratified the appointment of new Corporation Members – Mike Kapur and Martyn Marples and noted this would exceed the composition outlined in the Articles of Association for a short period of time, but agreed this was necessary to secure the appointments.</b></p> <p>The Terms of Reference for the Committee had been reviewed and were recommended for approval by the Corporation.</p> <p><b>The Corporation approved the Terms of Reference for Search and Governance Committee.</b></p> <p>The Committee recommended Kevin Slack’s term of office be extended to July 2019 in line with the Audit Committee cycle.</p> <p><b>The Corporation approved the extension of Kevin Slack’s term of office to July 2019.</b></p> <p>The Corporation and its Committees’ annual attendance was reviewed and discussed, the Committee agreed there was no need to discuss any attendance issues further and recommended the 80% target for attendance be retained.</p>		

	Action	Date
<p><b>The Corporation agreed the retention of the 80% attendance target for Corporation and all of its Committees.</b></p>		
<p>An annual review of the Code of Conduct had taken place, with minor amendments.</p>		
<p>The Committee recommended to Corporation the adoption of the Code of Conduct.</p>		
<p><b>The Corporation approved the adoption of the updated Code of Conduct.</b></p>		
<p>The Standing Orders had been revised to incorporate the updated Code of Conduct, updated committee terms of reference and Board composition.</p>		
<p>The Committee recommended to Corporation the approval of the Standing Orders.</p>		
<p><b>The Corporation approved the adoption of the updated Standing Orders.</b></p>		
<p>An annual review of the Conflict of Interest Policy had taken place, with no changes recommended.</p>		
<p>The Committee recommended the review of the Conflict of Interest Policy for Corporation approval.</p>		
<p><b>The Corporation approved the adoption of the Conflict of Interest Policy.</b></p>		
<p>The Complaints against Corporation Policy had been introduced for the Members and the Clerk and was based on an Eversheds Model Policy.</p>		
<p>The Committee recommended to Corporation the Complaints against Corporation Policy for approval.</p>		
<p><b>The Corporation approved the adoption of the Complaints against Corporation Policy.</b></p>		
<p>A discussion had taken place in relation to DBS certification for all Corporation Members. The Committee recommended to Corporation that all Corporation Members completed DBS certification.</p>		
<p><b>The Corporation approved the recommendation to carryout DBS certification for all Members.</b></p>		
<p><b>18/17-18 Derby College Student Union</b></p> <p>Financial performance for 2016-17 was positive.</p>		

	Action	Date
<p>The Deputy CEO sought approval from the Corporation to approach wider College staff to seek an appointment to the DCSU Board.</p>		
<p><b>The Corporation approved the proposal to seek an appointment to the DCSU Board from the Derby College staff.</b></p>		
<p>Carl Anderson provided a verbal update on developments within the Derby College Students' Union, which included working with the University of Manchester as part of Black History Month, which had led to developing further relationships.</p>		
<p><b>19/17-18 Remote Approvals</b></p>		
<p>The remote approval of the following policies were ratified by the Corporation:</p>		
<ul style="list-style-type: none"> <li>• Annual Leave Policy and Procedure</li> <li>• Sickness Management Policy and Procedure</li> <li>• Student Financial Support Policy</li> <li>• Safeguarding Policy</li> <li>• Admissions Policy</li> <li>• Student Voice Policy.</li> </ul>		

*Staff and student members left the meeting.*

Signed: \_\_\_\_\_ Date: \_\_\_\_\_