

**MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS
HELD ON
MONDAY 14 OCTOBER 2019**

Present:

Tim Rogerson (Chairman)	Anthea Palmer
Lynne Evans	Graham Rockett
Chris Edwards	Sara Russell (Principal)
Roger Huxstep	Alan Sydney
Michael Kazim	Tina Thorne
Barry Neaves	Joanna Townsend
	Michael Wesley
	David Williams

In Attendance:

Dave Cartwright (Vice Principal)	
Nick Allen (Deputy Principal Quality)	
Lucy Edevane (Deputy Principal Welfare and Progression)	
Peter Bell (Finance Director)	
Hilary Walsh (Clerk)	

Item		Action
1.	Apologies - Apologies received from Amanda Storey, Harmesh Bhambra, Leo Buckley and Rob Sykes.	
2.	The Board approved the appointment of Roger Huxstep as a Foundation Governor for a term of three years effective from 14 October 2019. All in favour. The Trust had nominated RH and the Search & Governance committee recommended his appointment (Search minutes 30 September refers).	
2.1	The Board approved the reappointment of Barry Neaves for a second term of three years effective from 14 December 2019. All in favour. The Search & Governance committee recommended his reappointment (Search minutes 30 September refers).	
3.	Minutes of the meeting dated 8 July 2019 The minutes were accepted as a correct record save for a typing error at 13.3, which the Clerk noted and amended.	
4. 4.1	Matters arising from the minutes 8 July 2019 Point 5.2 – the Clerk confirmed she had received a number of responses from governors with views on e-governance. She thanked those who had	

	<p>responded and reported that she had a useful meeting with GR and Head of IT over summer to discuss ways forward. The next step is to set up an e-governance working group (P&R minutes 30 September refers).</p>	
<p>5.</p> <p>5.1</p>	<p>Presentation by Nick Allen Assistant Principal (Quality) on headline results for 2018/19</p> <p>Due to the nature of this discussion, it is recorded in a separate confidential minute</p> <p><i>DW arrived.</i></p>	
<p>6.</p> <p>6.1.1</p> <p>6.1.2</p> <p>6.1.3</p> <p>6.1.4</p> <p>6.1.5</p> <p>6.1.6</p>	<p>Finance Report <i>Papers circulated: Financial report prepared by PB 24 September 2019, Balance Sheet as at 31 July 2019 and Income and Expenditure for the 12months August 2018 to July 2019.</i></p> <p>Position for year ended 31 July 2019. The Board noted that the outturn for 2018/19 is better than budget and revised forecast. This is due primarily to non-pay expenditure being circa £100k less than anticipated (mainly relating to premises and maintenance where financial procedures including tender processes makes it more difficult to spend quickly).</p> <p>PJB highlighted that his estimate in the report that the Financial Health score should be outstanding is incorrect. The College is in fact 0.1% short of being 'outstanding' but will remain a very high 'good'.</p> <p>The overall liability under FRS102 relating to LGPS pension liability has increased substantially this year and this will be reflected in the year-end balance sheet with a substantial negative figure in the statement of comprehensive spending in the final accounts.</p> <p>However, the teachers' pension is not reflected in the final accounts as an actuarial contribution although it should be remembered that the employers' contribution increased in September. The government, via the ESFA, are to pay the first nine months and the first payment had been received. Hopefully, the ESFA will make a similar contribution next academic year.</p> <p>PJB referred to the recent case relating to GMP (Guaranteed minimum pension) indexation and how this is applied to male and female members of both pension schemes. The likely effect will not be known until the Government implements solutions to the outcome of the case. The auditors are to deal with it by way of statutory notes in the final accounts.</p> <p>The Board asked the cause of the steep fall in the revised income figure at the end of July and the actual end of year figure for tuition fees. PJB reported that this relates to AHED. It is necessary for an early forecast but the final adjustments take a long time to be processed.</p>	

<p>6.1.7</p> <p>6.2</p> <p>6.2.1</p> <p>6.2.2</p>	<p>The Board asked about the reduction in the contribution made by boarding in 2018/19 and PJB confirmed that this was due to maintenance costs incurred.</p> <p>Budget for year ended 31 July 2020 The Board noted that there are no changes proposed to the overall budget at this stage. The cost of additional teaching to meet the increase in student numbers had been anticipated in the budget.</p> <p>PJB reminded the Board that the budget does include an allowance for a pay increase but this will be impacted if a negotiated settlement between the SFCA and relevant unions is higher than the allowance.</p> <p>TR reported that members of P&R agreed at its last meeting to the change of authorised signatories for the current accounts to include LE.</p>	
<p>7.</p> <p>7.1</p> <p>7.2</p> <p>7.3</p>	<p>Risk Management</p> <p>DC reported on the Risk Management Group (RMG) meeting earlier in the day. The business included agreeing a schedule of business for the year, a review of the Risk Management Policy and the annual review of the IT Risk Register.</p> <p>DC confirmed that there are no suggested amendments to the Risk Management Policy.</p> <p>He reminded the Board that the IT Risk Register had been introduced in response to a recommendation by the internal auditors. The Head of IT attended the meeting and the main action arising from the review is that additional insurance should be taken out to cover the risk of cyber-attack. This will also cover relevant training and simulated exercises.</p>	
<p>8.</p> <p>8.1</p> <p>8.2</p> <p>8.2.1</p>	<p>Principal's Matters <i>Paper circulated: Principal's Matters presented to P&R on 30 September 2019.</i></p> <p>Enrolment – SR reported that as of today there are 4186 students enrolled, which means that as it is near the census day there is growth of 200-220 students. SR confirmed this is very pleasing and reflects the significant work by all staff to ensure increased recruitment.</p> <p>Spending review - the Board noted that originally, the investment by government in education was £800m but in the end, the Treasury cut this to £400m.</p> <p>The rise in national funding only amounts to an uplift of £200 per student in 16-18 education and is for one year. This falls far short of the £760 per student called for in the Raise the Rate campaign. After ten years of cuts, it</p>	

	<p>is frustrating to note that the cost of educating a 16 year old is considered less than for a 15 year old when in the private sector fees for 16+ education increase.</p> <p>8.2.2 The Board asked if there is an update on which courses might attract additional funding. SR reported that it is still not clear although it could include an 'uplift' for STEM subjects. The College will apply as soon as the ESFA make known the qualifying criteria.</p> <p>8.3 Ofsted and Outstanding Colleges – SR confirmed that the College is planning for the likely eventuality that the College could be inspected, once legislation is passed to allow Ofsted to inspect 'outstanding' colleges.</p> <p>8.4 NEU SFC Industrial Dispute – the College did not meet the threshold required to mandate its members to join in the industrial discontinuous strike action. However, a fresh ballot it is going ahead. If the threshold is met, SMT will work with the union to try to ensure there is no disruption to important marketing events.</p> <p>8.5 Academy conversion- the Board noted that this was included in SR's report for information only. Details are in SR's report.</p>	
<p>9.</p> <p>9.1</p> <p>9.2</p> <p>9.3</p> <p>9.4</p> <p>9.5</p>	<p>Report of the Audit committee <i>Papers circulated draft minutes of the meeting 9 September. Sent electronically on 10 October – Regularity SAR, Internal audit Annual Report.</i></p> <p>BN referred to the minutes. The committee had welcomed JT to the meeting – she is to be appointed a member of the committee.</p> <p>BN reported that the committee had received the Internal Audit annual report, which provided a clear, clean and unqualified opinion. There had been an increase in the higher priority 1 and 2 recommendations when compared to the sector. These recommendations relate to advisory audits and reflect higher risk areas compared to those audited in the sector.</p> <p>There had been one poor delivery and quality of the audit. However, SMT was happy that this had been satisfactorily resolved and the way the auditors had dealt with the issue.</p> <p>The committee expressed its disappointment that the Head of Internal Audit had not attended the meeting to present the report. However, the committee agreed with NA that Mazars had continued to provide a good service and therefore the committee recommended that Mazars be appointed as the internal auditors for the two years 2019-2020.</p> <p>Resolved: the Board approved the appointment of Mazars as the Internal auditors for 2019/20 and 20/21 at the agreed rate of £430 per day plus VAT. All in favour.</p>	

<p>9.6</p> <p>9.7</p> <p>9.8</p> <p>9.9</p>	<p>The audit on PCIDSS had been advisory and highlighted a few compliance issues, particularly at AHED. It had been very useful in mitigating risk and assisted in an understanding of the area and enable suitable processes to be put in place.</p> <p>BN reminded the Board that the College must complete a regularity self-assessment each year and then pass it to the external auditor to inform the regularity assurance engagement. It is based on a template annexed to the Post 16 Audit code of Practice and is prepared by the Clerk with reference to PJB and NA.</p> <p>The committee recommended the approval of the draft and for SR and TR to sign it.</p> <p>Resolved: the Board approved the Regularity Self-assessment questionnaire as per the draft circulated and for SR and the Chairman of Governors to sign. All in favour save for RH who abstained.</p>	
<p>10.</p> <p>10.1</p> <p>10.2</p> <p>10.3</p> <p>10.4</p> <p>10.5</p>	<p>Annual Safeguarding update reminder from Deputy Principal (Welfare and Progression) <i>Papers circulated: Hampshire Safeguarding Children Board audit tool return September 2019 and tabled a copy of slides of presentation by LKE to the Board.</i></p> <p>LKE introduced the governors to the current safeguarding team. In addition, she reminded the Board that all members of SMT are trained to the same level as the safeguarding team.</p> <p>The safeguarding team meet every half term to review live cases and agree actions including removal from the live- case list.</p> <p>LKE referred to the range of Child Protection issues dealt with so far this term and highlighted the individual responsibilities of the safeguarding team. She reminded the Board there is a Corporate and individual responsibility for safeguarding. The Board noted that 95% of referrals relate to Mental Health issues.</p> <p>LKE highlighted that the nature and amount of child protection matters has expanded massively in the past five years resulting in a major rewrite of KCSIE last year with a few further amendments added this September. The amendments include an added emphasis on serious violence arising from County Lines and involvement in gangs – these are of particular relevance to 16-19 year olds who are a vulnerable age group. In addition, it notes that Upskirting is now a criminal offence.</p> <p>LKE reported that there is an increase in students presenting with suicidal thoughts and self- harming. Training for staff on suicide awareness and responding to a suicide event is part of the all staff training in October. In addition, training on how to handle disclosure was given to all staff in August.</p>	

<p>10.6</p> <p>10.7</p> <p>10.8</p> <p>10.9</p>	<p>The Board raised the point that staff need to be alert to the signals of suicidal thoughts in students rather than relying on self-referral. LKE confirmed that staff are alert to signals of students presenting in a different way e.g. disengaged, low mood and self/esteem and are far more probing in questioning than perhaps in the past.</p> <p>A governor reported that he had read KCSIE and asked the meaning of its reference to 'hazing'. LKE reported that this is an American term, which refers to initiation practices and is now becoming more common in British Universities and Colleges e.g. sports clubs initiations.</p> <p>Finally, LKE reminded the governors of the process if there are allegations about a member of staff or about the Principal. Information and advice are available in both the College Whistleblowing policy and the NSPCC whistleblowing helpline.</p> <p>The Board approved retrospectively the Hampshire Safeguarding Children Board Audit Tool 2019. All in favour.</p>	
<p>11.</p> <p>11.1</p> <p>11.2</p> <p>11.3</p> <p>11.4</p>	<p>Governor/student discussion</p> <p>TR reported the governor/student lunch did not take place today as the change in the timetable means there is now a teaching block at 1 pm on a Monday.</p> <p>As lunch meetings are no longer feasible, the Clerk will look to rearrange the timing of future meetings.</p> <p>MK confirmed that he did not wish to raise any issues.</p> <p>SR reported that SMT met with the SU recently. The discussion included future management of the SU vegetable/conservation patch and how to market the large number of reusable cups the SU have purchased.</p> <p><i>DW left the meeting.</i></p>	<p>Clerk</p>
<p>12.</p> <p>12.1</p>	<p>Report from the Search& Governance committee</p> <p><i>Paper circulated: Draft minutes dated 30th September 2019, draft Governor SAR 2019/20 and the Strategic Objectives 2019/22. The following copies were circulated electronically: copy of the Policy on Co-opted governors, the Policy on the Recruitment and Selection of Governors and the Terms of Reference for the committee.</i></p> <p>TT reported on the draft minutes circulated. The report on governor attendance for 2018/19 confirmed that attendance remains high at both Board and committees. Attendance at the Governor training day was good and an improvement on last year. However, attendance at College events could be improved.</p>	

12.2	The committee considered the Governor Self-assessment for 2018/19. This year the committee had self-assessed the Board against the AoC Code of Good Governance. NA has incorporated actions arising from the process and a copy circulated to the Board. The actions are then incorporated in the College SAR 19/20 to be considered by the Curriculum & QA committee in November.	
12.3	The committee considered succession planning and its recommendations regarding the appointment of Roger Huxstep as a Foundation Governor and the reappointment of Barry Neaves were approved earlier in this meeting.	
12.4	TT highlighted that the recent change to the terms of office for a governor means that the committee must bring forward plans for succession as some governors are stepping down shortly.	
12.5	With regard to succession planning, the committee had considered a potential nominee from the Mercers'. However, it has been brought to TT's attention today that this may not be able to proceed as the nominee is employed by the College's financial statement auditors, which may breach the Financial Reporting Council's Ethical Standards. The Clerk will investigate and then communicate with the Mercers'.	Clerk
12.6	The committee recommended JT as a member of the Audit committee.	
12.7	TT referred the Board to the Policy on the Recruitment and Selection of Governors and the Policy on the appointment of Co-opted members. The amendments are to bring both policies in line with the recent change to the term of office in the Instrument & Articles and the Standing Orders.	
12.8	The changes to the Terms of Reference are also mainly to bring it into line with the updated I&A and the Policy on Recruitment and Selection of Governors. It also reflects that this committee with the Curriculum & QA committee are responsible for considering and recommending the Strategic Objectives.	
12.9	The Board queried the removal of the reference to advertising for candidates when looking for new governors. This is covered in the Policy on Recruitment and Selection of Governors to which the committee must refer and is just one of several options open to the committee when seeking new governors and is dealt with on a case-by-case basis.	
12.10	The Board considered the draft Strategic Objectives 2019-22 as recommended by the committee. SR highlighted that the draft reflects the elements of the new Ofsted Inspection Framework and incorporates all the comments made at the governor training day in March.	
12.11	The Board queried if there are KPI's attached to the Strategic objectives as these could affect the wording of the objectives. SR reported there are no express KPI's as the Operational plan sets out how the objectives are to be implemented and the Curriculum & QA committee in turn monitors this.	

<p>12.12</p> <p>12.13</p> <p>12.14</p> <p>12.15</p> <p>12.16</p> <p>12.17</p>	<p>NA will amend 2.1 of the Strategic Objectives and add 'To' at the beginning of the clause.</p> <p>TT reported that the committee recommended the adoption of the AoC Code of Good Governance as the OfS had queried, during the registration process, why this had not been adopted. The committee had looked at various Code models and felt the AoC Code was the best fit for the College.</p> <p>NA reported that since the committee meeting, he and the Clerk had met to consider which parts of the Code do not apply to the College as tasked by the Search committee. They had concluded that elements of Part 5 Responsiveness and Part 7 Partnerships do not apply.</p> <p>NA also reported that as the College reports to the OfS then the College will either have to adopt the HE Remuneration Code (CUC) or the AoC Remuneration code. The latter is more appropriate and confirm this by adopting an appropriate clause in the Code.</p> <p>In the light of this development regarding the AoC Remuneration Code, the Board agreed that adoption of the AoC Code of Good Governance be deferred until the next Board meeting. This will allow the Remuneration committee to consider the AoC Remuneration Code at its meeting in November and report to the Board in December.</p> <p>Resolved: the Board approved:</p> <ol style="list-style-type: none"> 1. Strategic Objectives for 2019-22 as per the draft circulated subject to the minor amendment at 2.1. All in favour 2. The Policy on the Recruitment and selection of Governors as per the draft circulated. All in favour 3. The Policy on Co-opted members as per the draft circulated. All in favour 4. The Terms of Reference for the committee as per the draft circulated. 5. The appointment of Joanna Townsend as a member of the audit committee. All in favour. 	<p>NA</p> <p>Clerk</p>
<p>13.</p> <p>13.1</p> <p>13.2</p>	<p>Report from the Estates committee <i>Papers circulated: Draft minutes of the meeting 25 September 2019, Health & Safety annual report 2018/19 and sent electronically amendments to Health & Safety Policy 2018/19, the CCTV policy, the report on the Accessibility plan and the report on Sustainability.</i></p> <p>LE reported that the committee had received the annual H&S report and felt assured that there are no areas of concern. There had been an increase in sporting injuries but this could be an unusual 'one off' or more vigilant reporting by coaches. It is to be monitored.</p> <p>The H&S policy is reviewed each year. The draft minutes set out the proposed changes by VO all of which are sensible and mainly by way of</p>	

	<p>update. Similarly, the amendments to the CCTV Policy, are set out in the minutes, are sensible. The Clerk noted the typing error in the H&S Policy and will advise the Policy coordinator accordingly.</p>	
13.3	<p>Resolved: the Board approved the amendments to the Health & Safety Policy and the CCTV Policy as per the copies circulated with the agenda of this meeting. All in favour.</p>	
13.4	<p>The Estates manager had produced a report confirming that the College is fully compliant with all statutory requirements relating to the estate. A CIF bid is to be made by mid-December for repairs to the AHED roof and the College Centre conservatory.</p>	
13.5	<p>The repairs to the Pavilion roof were completed in time for the start of the academic year and the roof is now watertight.</p>	
13.6	<p>The Board noted that urgent repairs are to be carried out on the boiler that serves Freeman, Art Block and Pottery and the boiler in Falkland Lodge. Due to the urgency for the work to be carried out in Falkland Lodge before the onset of winter, the Chairman of Governors authorised the payment under his power set out in the Financial Regulations. This allowed the work to be commissioned prior to the Board meeting. The Board was advised that tenders for the work had been made (Estate minutes refer).</p>	
13.7	<p>Resolved: the Board approved retrospectively the Chairman's action to authorise the award of the contract for the replacement of boilers in Falkland Lodge to H&I for £33,980 plus VAT.</p>	
13.8	<p>LE reported that the future format of the Building Condition Survey is to be considered by the new Finance Director to determine the cost benefit of a review from a surveyor. In the meantime, John Wells has agreed to meet with JT to see if any improvements can be made to the survey in the interim.</p>	
13.9	<p>LE referred the Board to the Sustainability report which had been circulated and which confirms the excellent work to date in this area. The Board noted that the College is on its way to meet the sustainability objectives in the Operational plan.</p>	
13.10	<p>The Board noted the Accessibility report and asked if there are plans to commission an updated external report as the last one was some time ago. DC reported that there is no immediate plan for another external audit. Estates are conscious of the recommendations from the last external report and Estates actions in this regard are regularly monitored. In addition, some of the recommendations from the last report can only be carried out when the relevant building is refurbished or rebuilt.</p>	
13.11	<p>In addition, individual EHCP's are considered and appropriate action taken to meet an individual's physical needs.</p>	

13.12	LE reported that Barton Farm is still ongoing with no substantial update at present.	
13.13	The discussion on the Arts Building and report from the Trust are recorded in a separate confidential minute.	
14.	<p>Report from the Policy & Resources committee <i>Papers circulated: draft minutes of the meeting on 30th September and sent electronically Terms of Reference for the committee and draft Confidentiality policy.</i></p> <p>14.1 TR referred to the draft minutes and confirmed that most of the items had been considered earlier in this meeting namely finance, Principal's matters and the report from the Estates committee.</p> <p>14.2 The committee had received by way of information the letter addressed to TR as Chairman from the ESFA dated July 2019 regarding the report on the financial collapse of Bourneville College. The report highlights weaknesses in governance and the oversight of expenditure. This letter also emphasises the importance of Colleges adopting a governance code.</p> <p>14.3 The committee had received the Data Protection annual report. This confirmed that staff are responding well to training. Some themes have emerged and preventative measures have been put in place. Internal audit are to carry out an advisory audit on GDPR later this academic year.</p> <p>14.4 The committee considered and recommends to the Board the amendment to the Policy on Confidentiality (details are referred in the draft minutes).</p> <p>14.5 The suggested amendments to the committee's Terms of Reference are set out in the minutes and are by way of updates only. The Board approved the draft.</p> <p>14.6 The committee received by way of information a report on the Robert Hirst Fund. The report summarises the way in which students in receipt of the award have applied it to their further education in 3D design.</p> <p>14.7 Resolved: the Board approved the amendments to the committee's Terms of Reference and the Policy on Confidentiality as per the drafts circulated with the agenda. All in favour.</p>	
15.	Any other business	
15.1	TR reported that Graham Childs has stepped down as a Staff governor due to work commitments. SR will start the process for teaching staff to elect a new staff governor. The Board thanked GC for his contribution to the Board and the committees he served.	
15.2	The Clerk reminded the Board of her recent email seeking volunteers to assist with the Oxbridge practice interviews. Students value this	

	<p>opportunity and governors are given help with suggested questions. The Clerk will send another reminder to all governors with details.</p> <p>15.3 The Clerk reminded the Board of the production of The History Boys by the Company of Fools in December. It will take place in Varley Theatre on Sunday 15 December at 2pm as a preview, Monday 16 December at 5.30 pm and Tuesday 17 December at 5.30 pm. Please notify the Principal's PA for tickets.</p> <p>15.4 The College Carol Service is on 9 December at 7.30 pm. If governors wish to attend, they should notify the Principal's PA who will arrange to reserve seats.</p> <p>15.5 The Clerk will be absent from College on health grounds commencing 11th November and is unlikely to be back before Christmas. In her absence governors are to contact Karen Harper, SR's PA, for general enquiries as to meetings or college events on kharper@psc.ac.uk and for any queries regarding governance to Sara in the first instance or Tim. Vicky Owen will clerk the meetings and Kate Cull is to assist her in preparing papers.</p> <p>15.6 The Board noted that it was the last Board meeting for Peter Bell who is retiring after twelve years as Finance Director at the College. TR thanked PJB for his much valued contribution to Board and committee meetings, his patience in explaining and reporting the accounts to the governors and keeping a tight rein on the College finances. TR wished him all the very best for the future.</p> <p>15.7 <i>DC,NA,LE and PJB left the meeting</i></p> <p>15.8 SR reported on a staff matter, which is recorded in a separate confidential minute.</p> <p>15.9 The next meeting will be on Monday 9 December at 3 pm.</p> <p>15.10 There being no more business the meeting ended at 5.45 pm</p> <p>..... Timothy Rogerson Chairman of Governors</p>	<p>Clerk</p>
	<p>Date.....</p>	