



**Confirmed Minutes**

**Present** Ms L Summers (Chair), Mr J Dawson, Mr A Nelson, Mr K Webb, Ms L Swinden, Mr J Hood, Ms T Wright, Ms P McGuire and Ms M Boryslawskyj, Ms R Drury, Ms A Williams (69% attendance)

**In attendance:** Mr A Shaw

**Clerk** Mrs C Coupland

**1. Apologies for Absence/ Declaration of Interest**

Apologies were received from Ms K Fleming, Mr B Tilford-Whitehouse, Ms H Richards. Ms H Haigh remains on maternity leave. Ms A Thompson did not attend.

There were no declarations of interest.

The Corporation congratulated Ms Williams on being awarded an OBE for services to education in the Queen's Birthday Honours.

**2. Minutes from Meetings held on 27<sup>th</sup> March 2018  
(Corporation meeting minutes and strategic planning minutes)**

**Resolved:**

- That these be accepted as a true record of the meeting.

**3. Matters arising**

Strategic Planning Meeting:

There were no matters arising.

Corporation Meeting:

*Principal's report: Senior Leadership Team re-structuring*

Update to be provided under agenda item 5

*Corporate Report*

Retention data with analysis provided under agenda item 5.

*Quality Improvement Plan (QIP)*

The Clerk confirmed that staff are to present to the corporation at its next meeting on their action research projects.

*Search & Governance Committee.*

Ms Summers informed the corporation that Mr Blade Timpson-Whitehouse is the newly appointed Student Governor. Regrettably Mr Timpson-Whitehouse was unable to attend tonight due to prior commitments. The Corporation look forward to welcoming Mr Timpson-Whitehouse at their next meeting.

*Finance & Resources Committee:*

Financial parameters for 2019-2020 and Forecast and financial modelling, as well as update on tender process for capital projects are to be addressed under agenda item 4.

#### 4. Annual Budget 2018/19 & Financial Forecast 2018-20

Mr Shaw presented the 2 year financial forecast and drew governors' attention to the major assumptions underlying its formulation.

Mr Shaw explained that the main driver is the allowance for student numbers to be funded at 2413 for 2018-19 (being the 'lagged' actual numbers for 2017-18), ensuring a mix of students at 40% on mainly academic subjects and the balancing 60% on vocational courses, together with around 90% of students studying level 3 courses, 10% level 2 courses and other level 1 and level 4/5 courses. Governors agreed that with the buoyancy of student applications for 2018-19, student numbers enrolment estimate for next year should remain at 2413 even with the demographic low point being for 2017-18 and 2018-19 cohorts.

The major year on year variances in the forecast were duly considered by the committee. In particular it was noted that staff costs are to increase by £93k in 2019 and by a further £88k for 2020, offset by the ongoing SLT restructure with non-replacement of Vice Principal Student Support and Guidance and re-assignment of HR functions as well as further staff restructuring within Art & Design and Media and IT departments. Members also acknowledged that the Senior Leadership Team had forecasted a 2% staff pay award over the two year period. Ms Williams however advised members that the Unions have initiated starter conversations with the SFCA for a possible 5% pay award. The Corporation acknowledged the considered approach and prudent planning being taken by the college with regards to its staffing budget and forecast figures. The Corporation reminded themselves however that any proposed national staff pay award is not compulsory but rather a recommendation for due consideration to determine affordability.

Members were also satisfied that the other key assumptions for the forecast period are driven to meet the agreed financial parameters for 2018-19 (as approved in March 2018) of maintaining £2.1 million cash, expenditure to not exceed income for any year and to just maintain 'outstanding' financial health. Governors noted that these key assumptions are also the recommended financial parameters, by the F&R Committee and Senior Leadership Team, for 2019-2020.

Mr Shaw confirmed that the financial commentary on the salient features continues to be set to the ESFAs Financial Planning Checklist. The Governors were also of the opinion that the detailed explanations of the assumptions underpinning the financial plan had enabled them to take an informed view about the reasonableness of the forecast and approve with confidence.

From the robust discussion had, the Corporation endorsed the major assumptions underlying the formulation of the financial forecast.

#### Resolved:

- **To approve the recommended financial parameters for the period 2019-20:**
    - **To just maintain 'Outstanding' financial health**
    - **To generate an Operating Surplus**
    - **To maintain Cash at above £2.1 million, but allow this to reduce to £1.4 million for agreed required potential major developments**
  - **To approve the 2 year financial forecast 2018-20 for forwarding onto the ESFA by 31 July 2018**
  - **To assess the financial health of the College as 'Outstanding'**
  - **To approve the annual budget for 2018-19, with:**

income	£11,584k
Expenditure	<u>£11,433k</u>
Operating Surplus	£151k
- Capital expenditure £940k (with £100k capital support)**

#### 5. Corporate report

Ms Williams presented the Senior Leadership Team report to the Corporation. Comprehensive updates were provided on key areas of the college and its performance to date against key performance indicators in particular:

#### Performance Update:

Ms Williams briefed Governors on the DfE Performance Measures for retention, which were published on 15<sup>th</sup> March 2018. The retention measure shows the percentage of students who are retained to the end of the 'core aim' (or main learning aim) of their study programme at a provider. Alongside the headline retention measure there are two supporting retention measures.

- Returned and retained for a second year; This supporting measure shows the percentage of level 3 students who return to the same provider for a second year of study and are retained in their second year.
- Retained and assessed; This supporting measure shows the percentage of students who are retained to the end of their course and are assessed. This allows monitoring of whether students are effectively completing their study rather than merely being enrolled at an institution for a certain period of time.

It was noted that % of A level students retained (year 2) was 92.5% which compared favourably to other similar colleges. However, the % of A Level students returned year 1 to year 2) and retained was 79.4% this compared disappointing to other establishments. The % of Applied General students retained was 94.1%, returned and retained was 78.7%. The % of Level 2 students retained was 87.5%. Retained and assessed was 86.4.

Ms Williams explained to the Corporation that the Senior Leadership Team had interrogated the lower returned and retained percentages at Advanced levels. It was concluded that the college's post results review of study programmes in August mitigated against the college's retention performance; for example where study programmes had changed these students were counted as not being retained. Action has since been taken by the college to ensure that in future these students are to be counted as transfers and not as retention hits. The Governors were satisfied with Ms Williams's explanation and endorsed the mitigating action being taken.

In addition, Ms Williams also presented, for approval, the proposed General Entry Criteria and Curriculum offer for 2019/20. Key changes were highlighted. Governors felt assured that the revised entry requirements were necessary and had not shown to be excluding students thus remaining true to the college's mission to remain inclusive.

#### Staffing Update:

Ms Williams provided the Corporation with an updated headline organisational structure for 2018/19, in light of the SLT voluntary redundancy consultation, which only ended on Wednesday 27<sup>th</sup> June 2018. The Corporation recognised the recent impact of the under-resourced Senior Leadership Team (due to sickness absence) and commended Ms Williams for undertaking the fundamental review of roles and responsibilities of the SLT. Governors however recognised that Ms Williams is to give further consideration to the organisational structure to best ensure that sufficient leadership capacity is in place for direction and momentum in moving the college forward. Governors also recognised that staff communications was a matter for Ms Williams to manage; to date staff have not been informed of the SLT voluntary redundancy consultation or its impact on the leadership structure going forward.

Ms Williams explained that the college is undertaking a fundamental review of the Appraisal System at the College for next year; further updates will be provided at future meetings.

#### Student and other stakeholder Views:

The Corporation welcomed the opportunity to review the headline outcomes of the recent stakeholder surveys. It was noted that the student perception survey was exceptionally positive. The Corporation was also particularly satisfied to see that 95 % of parents would recommend HNC to family and friends; this is a 1% increase on last year's survey.

Ms Williams explained that the Staff Perception Survey is conducted on a two year cycle – staff are currently being asked to submit their views. Outcome of this survey will be reported back to the corporation at a later stage.

#### College Initiatives:

Governors were advised that the College's application for Teaching School Status has been rejected for HNC did not meet the criteria for performance (raw key stage 5 measures). Other strategic options and possible collaborations are currently being explored by the Senior Leadership Team; details of which were disclosed to and endorsed by the Corporation.

Governors were also reminded that they are able to receive college alerts on events and news via social media – twitter / facebook

**Resolved:**

- **That the report be received**
- **That the General Entry Requirements for 2019/20 be approved.**

**6. Board Assurance Reviews:**

- i) **Poor Reputation management**
- ii) **Poor experience of college life**

The Governors thanked Ms Williams (and Ms Ross) for the comprehensive assurance reports and helpful commentaries. After a full discussion the Corporation was satisfied that the actions being taken by the college to mitigate against the risks were robust and effective. The Corporation was also confident in the different levels of assurances identified within the BAF for each of the separate risks. Governors therefore agreed that an overall green assurance level shall be assigned to both risks.

**Resolved:**

- **To assign Green overall assurance to each of the risks**
- **For the Clerk to update the Master BAF**

**7. Gender Pay Gap Report**

The Clerk reminded Governors that the Corporation had previously been informed at its meeting on 15th November 2017 that the College intended to publish the gender pay findings, once determined, in accordance with the Government's prescribed timescale. Governors at that time endorsed the college's intention to voluntarily publish the gender pay gap data, as HNC does not meet the threshold of 250 employees to make reporting mandatory.

The College has since used the acas guidance to ensure that its calculations are consistent with the requirements in the regulations. HNC's Median pay gap is reported to be 46.55% and the Mean pay gap is 14.12%.

The Clerk presented benchmarking data for SFCA member colleges. The Corporation noted that majority of SFCA colleges have not published their findings. However, of the Member colleges that have published their data; governors acknowledged the difficulties in determining true comparators for HNC given:

- The different compositions of workforce; some colleges for example outsource catering and/or cleaning services.
- The different nature and size of student cohort and its impact on staffing e.g. At HNC there are a high number of Student Support Assistants given level of high need students. At HNC, Student Support Assistants are all part time and predominately female.
- That the pay data is collected at a snapshot date. A different snapshot would likely yield a different result, for better or worse.

The Corporation noted however that the college had a median gender pay gap that was substantially wider than the national average of 11.6%. This is notwithstanding that the gender pay gap is positive in teaching roles and in cleaning roles. The negative differential is attributed wholly to the Support Staff category. Reducing the gender pay gap is therefore reliant on a better understanding of the roles, and gender pay differentials, within the Support Staff category.

Governors were informed that the College has taken the decision to not publish its report until Support Staff pay differentials are better understood and action plans identified where necessary. The Corporation endorsed this approach to be taken.

The clerk explained to Governors that it was important to note that gender pay reporting is different to equal pay. Pay gaps do not indicate that male and female employees are being paid differently for equal work.

**Resolved:**

- **That the report be received**
- **For further exploratory analysis to be undertaken by the college to better understand and explain its gender pay gap data, and for an update to be provided to the Corporation at a future meeting.**

**8. Staff Recruitment and Selection Policy**

The Corporation considered the proposed changes made to the college' Staff Recruitment and Selection Policy. The policy has been updated to appropriately reflect national developments in safeguarding and General Data Protection Requirements.

The corporation approved the policy, subject to the minor amendments deemed required, namely to ensure that any specific reference to the 'Assistant Principal – people and place' be replaced with the generic reference to the 'HR Team'. Governors also requested that the Policy states that random checks on social media will, rather than may, be made.

**Resolved:**

- **That the policy be approved, subject to minor amendments.**

**9. Link Governor Updates**

**Til Wright – Safeguarding & Prevent**

Ms Wright offered assurance to Governors that there are appropriate policies and procedures in place for Safeguarding and Prevent and that all concerns raised to date have been dealt with efficiently and appropriately. Ms Wright confirmed that no racist incidents had been reported this year.

Ms Wright also explained that she and the safeguarding team were pleased to hear that students identified as Looked After Children had secured good move on plans with the local authorities to better support them with Higher Education opportunities – such as being taken back into foster homes for university holidays etc.

**Resolved:**

- **That the Update be received.**

**10. Search & Governance Committee (Meeting held on 22nd May 2018)**

**Chair : Ms Linda Summers**

Ms Summers briefed Governors on the business of the Committee. Particular attention was given to the outcomes of the annual reviews of Governance policies and procedures. The Corporation duly approved the amendments proposed for Governors Code of Conduct and the Governors eligibility forms. The corporation also welcomed the introduction of privacy notices and retention schedule for governance data to affirm the colleges commitment to protecting governors (and prospective governors) rights and personal data. Ms Summers asked for all Governors to read, sign and return documents to the Clerk as necessary and to also note that the annual reviews of the Corporation's standing orders and scheme of delegation had been undertaken by the Committee and that no amendments had been required.

Ms Summers reminded the Corporation that effective engagement enables stakeholders to be confident that their views are to be heard and actively listened to and that there is an opportunity for those views to effect change for the good of the college. The stakeholder plan determined by the committee outlines the range of methods available that is to be used to build an effective and responsive corporation. The Corporation also approved the publication of its stakeholder engagement framework to guide the interactions with all stakeholders which is also underpinned by the College's ASPIRE values .

Ms Summers informed the Corporation that the Committee recommends the publication of the Competency Framework for Governance as a combined approach to the annual skills audit/self assessment review. The Committee has again agreed for the questionnaire, which was piloted last year, to be distributed to governors over the summer. Post analysis of the results and feedback from Governors will be considered by the Committee at its first meeting next academic year.

The Corporation approved the Committee's recommendations for membership appointments. Ms Summers advised the Corporation that Ms M Dean has been appointed as the Staff Governor as of the start of the new academic year until the end of the summer term 2020.

The Corporation agreed to the committee's recommendation for the first board meeting of the academic year to be paperless as a means of 'testing' readiness for e-governance. The Clerk is liaising with Dr Norton to agree dates and times for training for Governors on accessing and editing documents on Moodle in advance of this meeting. Ms Summers also advised the Corporation that in response to the General Data Protection Regulation (GDPR); all Governors will be issued a college email address; again the Clerk will circulate details in advance of the Autumn Term.

**Resolved:**

- **That the minutes be received**
- **That the changes proposed to the Corporation's Governors code of conduct and governor eligibility form be approved**
- **That the proposed privacy notices and retention schedule for governance data be approved**
- **For all Governors to return signed copies of the Code of Conduct, privacy notices and eligibility form to the Clerk**
- **That Mr Gavin Wright be appointed as a Co-Opted Member of the Audit Committee as of 3rd July 2018 for a period of up to 4 years (term of office to expire at the end of the Summer Term Autumn Term 2022).**
- **That Ms Boryslawskij be appointed as Chair of the Search & Governance Committee with immediate effect.**
- **That the Stakeholder Engagement Framework and Competency Framework for Governance be approved and published on the colleges website.**
- **For all governors to complete the Competency Framework, to be issued by the Clerk over the summer.**
- **For the Corporation's first meeting of the academic year 2018/19 to be paperless.**

**11. Audit Committee (Meeting held on 12<sup>th</sup> June 2018 )**

**Chair: Mr Antony Nelson**

Mr Nelson briefed Governors on the business of the Audit Committee.

Mr Nelson advised the Corporation that the internal auditor had explained to the committee that it was exceptional for him to be reporting back on significant reviews all having secured substantial assurance where no recommendations had been made and no operational effectiveness matters had been identified. As part of the approved internal audit periodic plan for 2017/18 Tiaa had also undertaken a review to follow up progress made by Huddersfield New College to implement previous internal audit recommendations from 2016/17. Through the work performed the Auditors were able to confirm that 6 recommendations from the 10 recommendations followed up had been fully implemented at the time of the review. 3 recommendations had not been completed by their original implementation date but were on course to be completed with a revised implementation date. One recommendation had been recorded as not having been completed – the reasons for that were explained and accepted..

The Corporation was informed that the College's External and Internal Auditors were both appointed by the Corporation in April 2015. Both contracts are for three years in the first instance, extendable in annual increments thereafter, subject to satisfactory performance up to a maximum duration of 5 years.

Mr Nelson explained that each provider had been assessed positively against their agreed performance indicators, and that the committee were also satisfied that both auditors were providing appropriate assurance. The Committee also agreed that the External Auditors and Internal Auditors had fulfilled the agreed service requirements.

The Corporation agreed the Committee's recommendation for the continued appointment of the auditors (external and internal) for 2018/19. Governors understood that the Audit Committee will undertake a full tendering exercise during 2019/2020 for auditor appointments for 2020/2021 onwards.

Mr Nelson informed the Corporation that the Committee had received an updated Board Assurance Framework for 2018/19 identifying the key business risks (strategic, financial and operational) proposed by the Senior Leadership Team. The Committee viewed the identified strategic risks as relevant and necessary going forward. The Committee was also satisfied that the major risks impacting the college are to remain subject to timely assurance reviews by the Corporation or its Committees. The timeframe is to be agreed by the Clerk and the College Risk Management Group with alignment to corporation responsibilities, existing agenda plans for corporation and sub-committees and criticality of risk issue. Mr Nelson advised the Corporation that all key risks identified throughout 2017/18 had all been subject to assurance reviews.

Mr Nelson explained to the Corporation that the Colleges Whistleblowing policy had been subject to its annual review. Governors were informed that the existing policy continues to reflect good practice initiatives and relevant legislation for how the college is to manage and respond to any raised concerns. Amendments to the existing policy were however necessary to ensure continued compliance with the Post 16 Audit Code of Practice 2017 to 2018 and to make clear that personal grievances (e.g. bullying, harassment, discrimination) are not covered by whistle blowing law, unless the particular issue / case is in the public interest. The corporation endorsed the proposed changes to the existing policy.

Mr Nelson advised the Corporation that the post-16 audit code of practice for 2017 to 2018 (published March 2018) sets out the Education Skills Funding Agency (ESFA) revised assurance and accountability requirements for post-16 providers for all periods commencing on or after 1 August 2017. Mr Nelson confirmed that the Audit Committee's current terms of reference continue to reflect the accepted good practice for audit committees of publicly funded organisations as set out within the Post 16 Audit Code of Practice 2017-2018. However two updates to the current terms of reference were required to ensure full compliance with the Code of Practice. The Corporation endorsed these changes.

**Resolved:**

- **That the minutes be received**
- **That the Corporation approved the continued appointment of the auditors (External and Internal) for 2018/19.**
- **That the Overview of the BAF 2018/19 be received**
- **That the amendments to the College's Whistleblowing Policy be approved.**
- **That the revised terms of reference for the Audit Committee be approved.**

**12. Finance & Resources Committee (Meeting held on 25<sup>th</sup> June 2018)**

**Chair: Mr Jonathan Dawson**

Mr Dawson briefed Governors on the additional matters considered at the Finance & Resources Committee meeting. Particular attention was given to the outcomes of the annual reviews of college policies and procedures – Governors were asked to note that there were no proposed changes to the Colleges Financial Regulations.

Mr Dawson also advised the Corporation that the Committee received the college's Health and Safety Report. Comprehensive updates were provided to the Committee on the progress made for the recommendations received in the Assurance Review of Estate Management in February 2018. Mr Dawson confirmed that the committee was satisfied by the college's response in particular with regards to incidents of unsafe practice with Fire Doors.

Mr Dawson briefed the Corporation on the outcomes of the returned tenders for catering and summer works. The successful catering contractors are to commence a new three year contract from 1 August 2018 with further options to continue for up to a further 2 years. A contractor has also been approved and appointed for the capital works projects over summer. Work is scheduled to start on 16<sup>th</sup> July 2018 and to be completed by 29<sup>th</sup> August 2018. The successful tender, post adjudication by the architects, remains under budget. Mr Dawson advised Governors that he was satisfied that the tender processes had been thorough and transparent.

Mr Dawson advised the Corporation that the Clerk is to circulate to all Governors a copy of college's financial dashboard information provided by the ESFA. Governors were asked to note the limitations with the presentation of the data.

**Resolved:**

- **That the minutes be received**
- **That the Clerk is to circulate to all Governors a copy of the College's Financial Dashboard.**

**13. Meeting schedule and Agenda Plan 2018/19**

The Meeting Schedule and Outline Agenda Plans for 2018/19 were presented for approval.

The Clerk advised Governors of the dates for the Cross College and Curricular SAR Validation meetings. Governors were asked to inform the Clerk of their availability to attend.

**Resolved:**

- **To approve the Schedule and Agenda Planner 2018/19**

**14. Any other Business.**

*Inspection Data Summary Report*

Ms Summers reminded Governors that the College's Inspection Data Summary Report (IDSR) had been circulated by the Clerk. The IDSR contains historic data for context, minimum standards, valued-added progress, completion and attainment, retention, English and mathematics progress and destinations.

Ms Summers explained that the Clerk is to liaise with the Senior Leadership Team to determine how best to integrate future updates of the IDSR into business agendas going forward.

*Record of Thanks & Appreciation :*

It was acknowledged that Mr Jonathan Hood and Ms Thompson's term of office were to expire at the end of the summer term. The Corporation wished to record their thanks and appreciation for their support and contributions whilst serving as Governors. Ms Summers also congratulated Mr Hood on his pending retirement after having taught at the college for 34 years.

Ms Summers also thanked Ms Sonia Ross for her time spent as Vice Principal Student Support and Guidance, and for her valuable inputs at corporation meetings. Ms Ross although stepping down from the Vice Principal role has recently accepted an alternative position within the college.

**15. Learner Impact Reflection**

The impact of discussion and scrutiny of the Corporation's work in improving the outcomes and experience for all learners was considered and the following agreed.

- **Assurance received that the college continues to provide a welcoming, safe and supportive environment for all students to develop personally and academically.**
- **Assurance that the college is maintaining strong financial procedures to ensure funding is allocated to the most appropriate areas, to maximise the student learning, experience and outcomes in a reducing funding external environment.**
- **Ability to financially support all elements of the Strategic Plan for the College, potentially impacting on all areas of student learning, experience and outcome**
- **An informed Board of Governors is effective in its scrutiny, challenge and support of the senior leadership team thus ensuring positive outcomes and progress for all students**
- **To continue to ensure that the college and the corporation publishes accurate and honest information about its activities and processes – this is particularly important in relation to information for parents, students and employers**

- The annual review of all Governance policies ensures the effective running of the Corporation and that of its committees and Governors ability to confidently provide oversight and scrutiny of the college and of its governing activities
- The corporation is committed to ensuring the effective control and due diligence takes place and that systems of delegation and accountability are in place.
- The Board continues to conduct its affairs as openly and as transparently as possible
- Assurance that the college strives to create a transparent, fair organisation that is attractive to work and learn at.
- Assurance received that the governing framework is compliant with statutory responsibilities and regulations.
- Assurance that the corporation continues to seek out best practice initiatives as well as to inform/lead best practice within the sector in order to remain outstanding in its performance.
- A high performing corporation is able to support the college to achieve its aims and objectives and secure positive outcomes for students.
- The pursuit of excellence in all of the Corporations activities is demonstrated by an uncompromising and highly successful drive to contribute to the colleges success and ambitions
- The Corporation is committed to ensuring the effective control and due diligence takes place and that systems of delegation and accountability are in place
- To continue to ensure that the college publishes accurate and honest information about its activities and processes.
- The Confidential Reporting Code provides a procedure whereby possible malpractice can be disclosed in confidence and without prejudice or retribution by any staff member, student or governor thus ensuring that HNC continues to be a positive place to work and study.

#### **16. Determination of confidentiality**

Supporting papers for agenda item 5 (staffing update) and agenda item 6 were deemed to be confidential.

#### **17. Date of next meeting: 11<sup>th</sup> October 2018. Staff presentation from 5pm with business meeting to commence at 5.30pm.**