

Preston's College

Redacted and abridged¹ Minutes of the Board Meeting held 10th December 2020 at 5pm via Zoom

Present:

Mr J Boydell	Chair
Dr E Smith	Principal and Chief Executive
Mr S Anyon	
Mr S Browne	
Mr M Driver	
Mr S Edwards	
Ms J Garcia	
Ms L Hornsby	(from minute 6)
Mr J Jepson	
Mrs L Mason	
Mrs J Mein	(from minute 16)
Mr D Patel	(from minute 6)
Mr T Readett	(from minute 6)
Miss A Renfree	
Mr J Tansley	
Mr J Taylor	
Ms G Turner	

In attendance:

Mr S Nixon	Executive Director of Resources
Ms M Haworth	Vice Principal Quality, Teaching, Learning and Learner Support
Mr M Noblett	Vice Principal - Curriculum Delivery and Planning
Mrs C Rayner	Clerk to the Board

Apologies:

Mr M Collard
Ms J Jones

1. Welcome and apologies

The Chair welcomed everyone to the meeting.

The Board noted that apologies had been received from Mr Collard and that Ms Jones and Mrs Mein would join the meeting.

It was noted that a quorum was present.

The Chair referred to the volume of papers to be considered at the meeting and explained that part of the reason for this was because some papers had been deferred during 2020 to allow time for discussion of more urgent matter and, in addition, items considered by committees had also been included on the Board agenda to ensure the Board retained overall oversight. The Board noted that the Chair and the Clerk would review Board agendas during 2020/21.

¹ Please note that any matters which the Corporation is satisfied should be dealt with on a confidential basis have been removed from these minutes.

2. Appointment of new governors

The Chair introduced and welcomed the new governors to the Board meeting: Miss Renfree (Student governor -16-18), Mr Tansley (Student governor - Adult) and Mr Anyon (Staff governor - Business support), and congratulated new governors on their appointment to the Board.

The Chair recorded thanks to Ms Williams who had served as staff governor (Business support) from 2018- 2020.

The Chair congratulated Ms Garcia who had been appointed for a further two year term as the staff governor (Academic).

3. Declarations of interest

No declarations of interest were made.

4. Minutes of the previous meeting

The Board approved the Minutes of the Board meeting held on 15th October 2020 as a correct record.

Resolved: The Minutes of the Board meeting held on 15th October 2020 were approved as a correct record.

5. Matters arising

The Board noted the report on progress of actions from previous meetings.

Resolved: The Board noted the report on progress of actions from previous meetings.

6. Report of items agreed in writing – and items sent between meetings

The Clerk referred to her report on items agreed in writing and items sent between meetings. She reported that the Senior Post Holder (SPH) Remuneration Committee had approved the SPH Remuneration Committee Annual Report to the Governing Body and the SPH Annual Statement by written resolution in December 2020.

The Clerk referred to emails which had been sent to the Board between meetings including:

- a link to the latest Government guidance for Further Education related to Covid;
- publication of the College of the Future by the Independent Commission on the College of the Future;
- invitation to attend the AoC Governors' FE Finance Virtual Masterclass Series;
- invitation to attend a cyber security in FE colleges webinar;

- opportunity for Board members to review the proposed changes to the College's Governing documents.

The Clerk reported that the Governor and Staff Newsletter for December 2020 was also now available on the Governors' Portal. The Board noted the report.

Resolved: The Board noted the report on items sent between meetings.

The Board noted that as items 7, 8 and 9 interlinked they would be discussed together.

7. Principal and Chief Executive's Report

The Principal and Chief Executive presented her report. She referred to:

- the government's FE White Paper had been deferred and publication was now expected in spring 2021. It was anticipated that the paper would include recommendations for colleges to have greater collaboration including governance arrangements;
- progress of the Institute of Technology;
- that she continued to be proud of the ongoing efforts of staff and learners during such a challenging period.

The Chair commended management for maintaining staff and learner morale at the College throughout 2020.

Resolved: The Board noted the Principal and Chief Executive's Report.

8. Five Year Plan and Priorities for 2020/21

The Principal and Chief Executive presented the Five Year Plan Year 3 presentation 2020/21. She made reference to:

- milestones and deliverables for resources, curriculum delivery, teaching and learning and quality in Year 3 with RAG ratings;
- extracts from the Funding and Income dashboard which showed: income by funding stream, surplus and income forecasts for 2020/21 and performance ratios;
- continued focus on quality and teaching and learning during 2020;
- extracts from the Risk Register related to failure to achieve the Adult Education Budget (AEB) targets, failure to plan for appropriate AEB course provision to reflect changing learner demand relating to the pandemic, failure to achieve apprenticeship targets and failure to achieve general College income targets.

Mr Nixon, Executive Director Resources, outlined the initial financial assessment.

The Board noted the presentation and progress made against the first set of milestones within Year 3 of the Five Year Plan which would be discussed further as part of discussion on agenda item 9. The Board noted the Five Year Plan deliverables at Appendix A.

Resolved: The Board noted the presentation and progress made against the first set of milestones within Year 3 of the Five Year Plan which would be discussed further as part of discussion on agenda item 9.

9. Impact of Covid-19

The Board noted the report on the Impact of Covid-19 and the key items which had been covered in the presentation of the Five Year Plan Year 3. Management asked the Board to consider the scenarios presented and provide a steer going forward

The Board discussed the report as the first stage in wider discussions about the financial scenarios that would be acceptable in 2020/21 and agreed the approach going forward.

Resolved: The Board noted the report as the first stage in wider discussions about the financial scenarios that would be acceptable in 2020/21 and agreed the approach going forward.

10. Risk Management Register

The Board noted the Risk Management Register, dated November 2020, and in particular noted the three income related risks which had been highlighted during the presentation on the Five Year Strategic Plan - Year 3.

Resolved: The Board noted the Risk Management Register and agreed the current risks, actions completed and further actions still to be completed.

11. Dashboard

The Board noted that the full dashboard, which the Principal and Chief Executive had presented extracts from earlier in the meeting, was now available on the Governors' Portal.

Resolved: The Board noted the dashboard which was demonstrated at the meeting.

12. Audit Committee Annual Report

Mr Nixon referred members to the draft Audit Committee Annual Report 2019/20 at Appendix A and the Internal Audit Annual Report 2019/20 as Annex A of the report and Grant Thornton's Findings Report 31 July 2020 (the management letter) as Annex B.

He explained that the report remained a draft as Grant Thornton, the College's new external auditors, had some outstanding audit work to complete at the date of the Audit Committee meeting. He explained the challenges during 2020 had been because this was Grant Thornton's first audit and it had been mainly conducted remotely due to Covid. He reported that an updated version of the management letter had been shared with the Chair of Audit Committee before the meeting and that the outstanding external audit work discussed at the Audit Committee relating to pensions and an impairment review, had now been completed. He provided background on an additional outstanding matter relating to evidencing an historic deferred capital grant which was ongoing and had not been discussed at Audit Committee.

The Chair of Audit Committee explained that the Audit Committee would approve the Audit Committee Annual Report once the outstanding audit work had been completed and the Committee had reviewed the revised management letter. He also commented that it was not unusual for a new auditor to identify items for further review during their first audit.

Resolved: The Board agreed that the draft Annual Report of the Audit Committee would be accepted as a source of assurance when signed by Chair of Audit Committee. It was noted that the Chair of Audit Committee would sign the report following confirmation from Grant Thornton, external auditor, that all outstanding audit work had been completed.

13. Annual Report and Financial Statements 2019/20

Mr Nixon referred to the draft Annual Report and Financial Statements 2019/20. He reported that the financial information would not change but some narrative would be added regarding the financial performance, pension disclosures and pension scheme assets. He reported that the Board had the option of approving the Annual Report and Financial Statements 2019/20 in January 2021 as the ESFA had granted an extension to the submission deadline. However, the Board also noted the benefits of approval by the end of term.

It was noted that the Audit Committee had agreed in principle to give assurance to the Board that the financial statements and associated regularity self-assessment review had been prepared in a satisfactory manner, subject to confirmation from Grant Thornton on outstanding audit work.

Following discussion, the Board agreed to delegate to the Chair of the Governing Body approval of the financial statements for 2019/20, subject to the Audit Committee's approval of its Annual Report for 2019/20.

Resolved: The Board agreed to delegate to the Chair of the Governing Body approval of the Annual Report and Financial Statements for 2019/20 subject to Audit Committee approval of its Annual Report for 2019/20.

14. Bank Loan Arrangements

Mr Nixon, Executive Director Resources, provided an update on the bank loan arrangements.

The Board endorsed the view of the Resources Committee and agreed the approach going forward.

Resolved: The Board noted the report and agreed the approach going forward.

15. Higher Education Update

Ms Haworth presented her Higher Education Update report. Making reference to:

- an update on the Partnership Review with the University of Derby and the commendations and recommendations from this review;
- an update on the University of Central Lancashire partnership;
- plans to develop alignment of HNC/HND offer to ensure that there was a pathway to a degree apprenticeship route;
- sharing of resources for STEM provision;

- an Office for Students condition that unconditional offers could not be made to potential learners during the pandemic.

Ms Haworth referred members to correspondence from the Secretary of State to Higher Education Institutions, dated 9th October 2020, strongly encouraging Higher Education institutions to adopt the International Holocaust Remembrance Alliances (IHRA) definition of anti-Semitism.

The Chair of Quality and Standards Committee reported that the Quality and Standards Committee had discussed the IHRA definition at its last meeting, and whilst members raised some concerns regarding the tone of the letter, recommended to the Board that the definition be adopted.

Resolved: The Board:

- **noted the current internal and external factors which are impacting on the College's Higher Education provision, in light of the COVID 19 pandemic;**
- **agreed that the College should adopt the IHRA definition of anti-Semitism.**

16. Self Assessment Report 2019/20

Ms Haworth presented her report on the Self Assessment Report (SAR). She reported:

- that the draft College Self Assessment Report, at Appendix A, had been considered by Quality and Standard Committee, Heads of schools and curriculum leaders;
- Ofsted's new Education Inspection Framework focused on progress of learners and support for learners rather than outcomes and College management's approach to the SAR had adapted to reflect this;
- most areas now graded good with some moving to outstanding grading.

Mrs Haworth referred members to the SAR at Appendix A with proposed gradings which the Board discussed with management. In response to questions from members, the Board noted:

- overall performance was similar to 2018/19. However, the schools of ESOL, Skills Development and Visual Performing Arts were now considered outstanding;
- the College's work as a College of Sanctuary;
- good provision in hair and beauty;
- whilst AoC benchmarking was not available, Ms Haworth outlined comparison with the data analysis benchmarking for outcomes across College provision;
- the College's achievement rates for 2019/20 across provision;

- how management had internally and external reviewed the proposed the gradings, which included using the Quality Improvement Plan, networks, grading profiles, observations and test and challenge at Quality and Standards Committee which had agreed the rating of Grade 2. It had been noted during discussion of the SAR at the Quality and Standards Committee meeting that the College's strengths and development areas highlighted in the SAR had been discussed throughout the year with the Committee and the draft SAR was consistent with these discussions;
- potential impact of grade inflation in 2020 due to estimated grades and the transparent approach taken by management.

Members suggested that management should explore formally increasing the grade of the schools identified as "good to outstanding" to grade as outstanding in the 2020/21 SAR or at 1.5 if there were concerns about grade inflation. Members referred to the benefits of schools now considered outstanding sharing best practice with other schools and the overall benefits to morale. Management agreed to develop case studies for schools with provision now considered outstanding to share across the College.

The Principal and Chief Executive suggested that the Board build its Self Assessment Report into the Corporate Self-Assessment Report for 2020/21 as part of the Leadership and Management section. The Board agreed this should be developed for 2020/21.

Resolved: The Board endorsed the Corporate Self Assessment Report and its indicative grades.

Actions: The Board to build its Self Assessment Report into the Corporate Self-Assessment Report for 2020/21.

Management to consider moving some provisional grades to 1.5/outstanding going forward and to develop case studies during 2020/21 for schools considered outstanding.

17. Committee Minutes

The Board noted the Committee minutes:

- Search and Governance Committee – 24th September 2020
- Quality and Standards Committee – 1st October 2020
- Resources – 8th October 2020
- Audit Committee – 28th October 2020

Resolved: The Board noted the Committee minutes.

18. Governance Matters

The Board approved the appointments of: Mr Anyon (staff governor – Business Support) and Mr Tansley (student governor – adult) who had been elected unopposed and Miss Renfree (student governor 16-18) who had been elected by the Student Council.

The Clerk presented her report on Governors Matters. She referred to:

- candidates' statements for staff and student governors at Appendix A;

- the proposal from the Quality and Standards Committee to appoint Mrs Mason as safeguarding link governor;
- a proposal for the Board Strategic Planning event to focus on engagement with staff and learners which would enable the Board to hear from staff and learners and get feedback on their experiences of blending learning and remote working during 2020. She clarified an error in her report and confirmed that it was proposed that the Strategic Planning event would take place on 28th January 2021 prior to the Board's review of the Integrated Financial Model for Colleges;
- plans to publish the Senior Post Holder Remuneration Committee Annual Statement following approval by the Board.

The Board approved the appointment of Mrs Mason as link governor for safeguarding.

The Board agreed that the focus of this Board Strategic Planning event should be engagement with staff and students.

Following discussion, it was agreed that, that as a number of members were unavailable on the afternoon of 28th January 2021, an alternative date should be set for the Board strategic planning event.

Resolved: The Board:

- **noted the update on staff and student elections and approved the Board appointments of Mr Anyon (staff governor – Business Support) and Mr Tansley (student governor – adult) who had been elected unopposed and Miss Renfree (student governor 16-18) who had been elected by the Student Council;**
- **approved the appointment of Mrs Mason as link governor for safeguarding;**
- **approved the appointment of Mr Anyon to the Resources Committee;**
- **agreed that the strategic planning event for 2020/21 should focus on Board engagement with staff and students.**

Action: The Clerk to set an alternative date for the Board strategic planning session in 2021 following consultation with members and management.

19. Review of Governing Documents

The Clerk presented her report on the Review of Governing Documents. She referred members to the Instrument and Articles in Appendix A and the Standing Orders and Terms of Reference in Appendix B with proposed amendments shown as track changes. She reported that:

- the review included proposed changes recommended by the Search and Governance Committee and additional changes she had since identified as best practice during the year;

- further amendments had been proposed by the Chair of the Audit Committee to further ensure the independence of the Chair and Vice Chair of Audit Committee;
- committees had reviewed their Committee Terms of Reference in early 2020 and proposed amendments.

The Clerk highlighted the main changes:

- subject to approval by the Board, the governing documents would be reformatted into a Governance Handbook for Board approval;
- including provision for written resolutions in the Instrument of Government;
- clarification on the use of teleconferencing for meetings;
- revising the references to quoracy for Board and committee meetings for restricted Board meetings;
- including provision for an additional vice chair to assist with retention, succession planning;
- including provision for an additional student governor for HE;
- adding an explanatory note on Clause 16 of the Articles of Government regarding grievances, suspension and disciplinary procedures following HR discussions with the Joint Union Body;
- provision for delegation authority of Chair or Vice Chairs in Standing Orders.

The Board approved the proposed changes to the Instrument and Articles, Standing Orders and Terms of Reference.

Following discussion, it was agreed that the Clerk should explore the introduction of an ethics compliance mandate for staff and governors. It was noted that at present requirements for staff and governors to complete training was contained in the relevant College policies and procedures, review of compliance with AoC Code of Good Governance and the new Code of Conduct for Corporation Members.

Resolved: The Board:

- **noted the update and approved the development of a new Governance Handbook;**
- **approved the proposed changes to the Instrument and Articles, Standing Orders and Committee Terms of Reference and additional changes following review by governors.**

Action: The Clerk to explore the suggestion for the introduction of an ethics compliance mandate for staff and governors.

20. Health and Safety Update

a) Health and Safety Report 2019/20

Mr Nixon presented the Health and Safety Annual Report 2019/20. He reported that due to reduced numbers of staff and learners on campus during 2020, comparative data should be treated with caution. He reported:

- on the two Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2012 (RIDDOR) reportable incidents during the academic year 2019/20;
- compared to National and Regional statistics taken from the Health and Safety Executive, the College was currently operating well below the accidents/incident levels; compared of other businesses both locally and national;
- that an interim external health and safety officer had been appointed.

Mr Nixon reported on addition health and safety activities during 2020 including:

- development of comprehensive Covid-19 risk assessments;
- devising and implementing a Covid-19 secure system of controls to enable safe re-opening of the College following lockdown;
- development of a longer term health and safety action plan to be monitored by the new Health and Safety Committee, which would comprise of both management and trades unions.

In response to queries from members, the Committee noted further information on the two RIDDOR incidents. It was noted that whilst the incidents were accidental falls, both incidents had been reviewed, and lighting in the areas would be reviewed to see if any improvements could be made.

b) General Statement of Intent 2020/21

Mr Nixon referred members to the Section 1 General Statement of Intent at Appendix B which had been recommended for approval by Resources Committee. The Board confirmed the 2020/21 General Statement of Intent at Appendix B.

Resolved: The Board noted and approved the draft Annual Health and Safety Report 2019/20 and confirmed its commitment to Health and Safety by approving the 2020/21 General Statement of Intent.

21. Financial Regulations Review

Mr Nixon presented his report on the Financial Regulations Review. He referred members to the Financial Regulations at Appendix A with proposed minor amendments shown as track

changes and reported that the amendments had been reviewed by Resources Committee and recommended to the Board for approval. He outlined the amendments proposed:

- updates to reflect current practice i.e. the College's Whistleblowing policy was published on the College website and the Board also reviewed the Risk Register;
- a number of proposed governance amendments, including extending the scope of references to the Code of Conduct, bribery and expenses to also apply to Corporation Board members.

The Board approved the proposed changes. During discussion it was agreed the Nolan Principles referred to in the Financial Regulations could form part of the ethics compliance training referred to earlier in the meeting. It was noted that training on Charity Law originally scheduled for the Autumn had been moved into the new year and the reasons for this.

Resolved: The Board approved the proposed changes to the Financial Regulations.

22. Any other business

The Chair reported that Ms Hornsby would leave the Board at the end of 2020. On behalf of the Board and management he recorded thanks to Ms Hornsby for her contribution as Vice Chair of the governing body and Chair of Quality and Standards Committee and in particular her key contribution during the last Ofsted inspection.

Ms Hornsby thanked the Chair and shared her reflections on her time as a governor at Preston's College, which she had found to be a valuable experience. She paid tribute to the great progress the College had made, thanked everyone for their good wishes and gave everyone at the Colleges her best wishes for the future.

The Chair thanked members and management for attending and wished everyone well for Christmas.

23. Date of the next meeting – 28th January 2021

The Board noted that the next meeting would be held on 28th January 2021.