

## **Askham Bryan College Corporation**

### **Corporation Meeting**

#### **Confidential Minutes of the meeting held Monday 25 January 2021 – 3.00pm – 5.20pm via Microsoft Teams**

#### **215. Attendees**

Declan Whelan (DW) – Non Academic Staff Governor, Mike Galloway (MG), Linda Haigh (LH), Annabel Jelley (AJ), Nick Lawton (NL) – Academic Staff Governor, David Lynch (DL), James Mullen (JM) – Student Governor/SU President, Martin Moorhouse (MM), Graeme Osborn (GO), Trevor Shaw (TS), Maureen Vevers (MV) - Corporation Chair, Tim Whitaker (TW) – Principal/Chief Executive Officer/Accounting Officer, Jordan Webster (JWe) – Student Governor/SU Vice President, Emma Wilkins (EW) and John Williams (JW) - Deputy Corporation Chair and Chris Moss (CM) – Co-optee.

AJ was welcomed to her first meeting.

With over seven members present, the meeting was confirmed as quorate. It was resolved that Maureen Vevers chair the meeting. Maureen Vevers accordingly took the chair and declared the meeting open. The Chair reported that proper notice of the meeting had been given.

**In attendance:** Emma Barbery (EB) – Chief Finance Officer, Sandra Burnhill (SB) – Vice Principal, Judith Clapham (JC) – Director of Governance, Sharon Sheppard (SS) – Vice Principal.

**Acceptance of apologies for absence:** None

#### **216. Declarations of Interest**

The Clerk referred to the Register of Interests and it was noted that there were two updates, one from MG regarding him being a Member of the Court of the University of York and SB as an External Advisor - The Skills Network - Quality Performance Committee. Any further changes to be notified to the Clerk.

There were no other changes to the Declarations of Interest as detailed in the register provided, none of which it was agreed amongst those present precluded anyone.

Those thought relevant are listed below:

- TW and GO as Directors of ABC College Co Ltd and ABC Enterprises Ltd.
- TW as a Landex Director.
- JW as a Governor at Kirklees College.
- MV as a University of York Court Member and University of York Archaeology Department Advisory Board Member
- DL stated that Andrew Jackson acts for the Natwest Bank where DL is employed.

The Chair reminded the Members that the College was also an exempt charity and that all transactions must be compliant with all obligations under applicable charity law.

## **Minutes of the meeting held 17 December 2020**

**Resolved:** The minutes were accepted as a true and accurate record to be signed by MV as Chair, following an amendment to the Newton Rigg Strategic Review section as marked on the draft.

### **Matters Arising from the minutes/action schedule**

The Action Schedule was updated.

#### **217. Chair's Report**

MV welcomed everyone to the meeting and thanked all for attending. MV thanked staff for showing innovation and flexibility and keeping the College running, during the challenge of Covid, with few students on site. It was strange to think that as Governors some of us have not met in person.

MV stated there have been almost daily conversations with the FEC and that the College is managing problems and starting to spend more time looking ahead and that she was really optimistic for the future.

#### **218. Chief Executive Report**

Members agreed that aspects of minute 218 Chief Executive Report should be classified as confidential on the grounds of commercial sensitivity and reviewed in one year. The minutes and associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders), along with any draft documents.

Consideration was given to the CEO Report providing an update to the Corporation on strategic matters and issues current to the key areas of the business (Leadership and Governance, Finance, Student Recruitment, Curriculum, Quality and Performance, Student Services, Estates and Resources, Legal and Compliance, Staffing, External Relations and Engagement) which TW presented.

TW highlighted:

- Online learning is getting a good engagement and working as well as could have hoped.
- Lockdown is causing significant extra financial pressure, but mitigating against this as best can.
- Awaiting confirmation of the % for the Adult Education Budget, before clawback.
- It is a positive picture for 16-19 recruitment. Awaiting guidance on the end of year exams and assessment, but working with the ESFA and DfE as guidance is released.
- Projects are progressing and on track, some delays, but no concern.
- HR update provided in report.

#### **219. Strategy**

Members agreed that aspects of minute 219 Strategy should be classified as confidential on the grounds of commercial sensitivity and reviewed in one year. The minutes and associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders), along with any draft documents.

### **Newton Rigg Strategic Review Update**

Consideration was given to the Newton Rigg Strategic Review update.

### **Low Beckside Farm Appraisal**

Consideration was given to the Low Beckside Farm Appraisal Report.

## **Strategy Outline Update**

TW proposed to work on the strategy further, with a twilight session before the strategy is presented for approval at the 15 March Corporation meeting. MG expressed an interest in being more involved in the detail.

## **Estate Strategy Outline Update**

TW proposed that the Estate Strategy align to the above.

### **220. Finance**

Members agreed that aspects of minute 220 should be classified as confidential on the grounds of commercial sensitivity and reviewed in one year. The minutes and associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders), along with any draft documents.

## **Finance and General Purposes Committee 19 January 2021**

Consideration was given to the Going Concern Report, Impairment Report, Financial Statements for the College, Financial Statements for Askham Bryan College Company Limited, Financial Statements for Askham Bryan Enterprises Limited, Letters of Representation, Letter of Support and Written Resolutions.

Consideration was given to the F&GP Committee update and recommendations from 19 January 2021 which JW presented the following key messages to the Corporation.

Messages to Corporation

- Meeting started with joint session with the Audit Committee, where EB presented the Going Concern and Impairment reports and Grant Thornton, External Auditors presented their Audit Findings Report to date. Still areas for them to complete so Final Audit Findings Report still awaited. Also awaiting completion of funding audit and bank refinance work – all presented to this meeting
- **Recommending** to Corporation the following be approved:

**Going concern report** subject to a change relating to Newton Rigg

**Impairment report**

**Financial Statements for the College**, subject to change log

**Financial Statements for Askham Bryan College Company Limited**, subject to change log

**Financial Statements for Askham Bryan Enterprises Limited**, subject to change log

**Letters of Representation**

**Letter of Support**

**Written resolutions** relating to the redeemable shares of the College held in ABC Co Limited

- **Recommending ESFA Financial Return** - to be submitted by 31 January 2021.
- Considered P4 Management Accounts. P5 is in papers for Corporation. Noted College working towards Cyber Essentials. New Student Records System in the budget for 21/22
- Funding Report considered – Adult Education at risk. Delivering online and awaiting % delivery before would claw back. There is a delay in the Apprenticeship Agriculture Standard at L2
- **Bank extension of loan terms and refresh of covenants considered and recommended, subject to receipt of Lloyds documentation, which is in the late Corporation papers, with queries been satisfactorily answered.**
- IoT project on track. LEP Digital Skills Academy awaiting their board sign off. Bio Yorkshire at an early stage. ESFA Capital Grant Allocation extension been granted. Letter of intent to be issued.
- Procurement – no update
- Estate Strategy – working to align once College Strategy in place

- Some governors taken up the AOC finance training and positive feedback. Exec also attending the senior leaders finance sessions

JW noted that the way Newton Rigg has needed to be treated in the going concern has complicated the process, with a changing position and formally expressed thanks to EB and Financial Controllers, Helen Woodhouse and Kelly Temple for all their work in getting to the point of sign off today.

### **Audit Committee 19 January 2021**

Consideration was given to the Audit Committee update and recommendations from 19 January 2021, which TS presented the following key messages to Corporation.

- There were no new declarations of interest.
- The revised Audit Committee Annual Report was reviewed and **recommended** for submission to Corporation subject to:
- Corporation subsequently approving the Letter of Comfort for Askham Bryan Company Ltd;
- Corporation subsequently approving the agreement regarding preference shares with Askham Bryan Company Ltd; and
- Updates to 2 paragraphs within the report which further strengthen it.
- The Committee then went into joint session with the Finance and General Purposes Committee in order that the Executive and the External Auditors could update the joint committee on progress since the last joint meeting. Members asked appropriate questions and sought various assurances relating to the documents from both the Executive and the External Auditors prior to the closure of the joint meeting and the Audit Committee reconvening to conclude its deliberations.
- The Committee noted that a report on an outstanding ESFA Funding Audit is still Outstanding and could affect matters if received before the signing of the accounts but subject to that agreed to:
- **Recommend** to Corporation the updated Going Concern Statement, subject only to a minor change on page 1 relating to Newton Rigg which was identified in the Joint Meeting;
- **Recommend** to Corporation the Impairment Assessment;
- **Recommend** to Corporation the Updated External Audit Management Report, subject to the further changes outlined in the joint meeting;
- **Recommend** to Corporation the three Letters of Representation;
- **Recommend** to Corporation the Letter of Comfort for Askham Bryan Company Ltd;
- **Recommend** to Corporation the documentation relating to the Preference Shares held in Askham Bryan Company Ltd;
- **Recommend** the Financial Statements of Askham Bryan Company Ltd to Corporation subject to a few minor consequential changes and on the assumption that both the Letter of Comfort and the Letter relating to the Preference Shares are agreed by the Corporation;
- **Recommend** the Financial Statements of Askham Bryan Enterprises Ltd to the Corporation subject to a few minor consequential changes; and
- **Recommend** the Financial Statements of Askham Bryan College to the Corporation, subject to the minor changes identified in the Joint Meeting.

The amount of work was recognised and it was hoped that as the Newton Rigg position became clearer end of year processes would become easier.

## **College Companies recommendation**

TW as a Director of the College Companies recommended the Financial Statements of Askham Bryan College Company Limited and Askham Bryan College Enterprises Limited and the written resolutions relating to the redeemable shares of the College held in ABC Co Limited

**Resolved:** The Corporation unanimously agreed the final:

- Going Concern Report
- Impairment Report
- External Audit Report
- Financial Statements for the College
- Financial Statements for Askham Bryan College Company Limited
- Financial Statements for Askham Bryan Enterprises Limited
- Letters of Representation
- Letter of Support
- Written Resolutions relating to the College Company Preference Shares
- Audit Committee Annual Report

## **Management Accounts (P5)/Financial Forecast**

Consideration was given to the Period 5 Management Accounts to 30 November 2020. It was stated that any savings made will balance out and that the modelling for quarter 2 will include the impact of lock down and give a more up to date position.

## **Bank extension of loan terms and refresh of covenants**

Consideration was given to the Bank Facility – Term Loan Extension and Covenants Report and documents. It was noted that these had been scrutinised at F&GP Committee and related to September 2022.

### **221. Curriculum**

#### **Quality and Standards Committee 21 January 2021**

#### **Self Assessment Report (SAR)**

#### **FE Proposed KPIs**

#### **HE KPIs**

Consideration was given to the Quality and Standards Committee update and recommendations from 21 January 2021 which MG presented with the following key messages to Corporation, stating it was a good meeting that gave confidence.

- MG first meeting as Chair. Thanks to EW. Self, SB, SS and JC met – will work on improving the quality and focus (exceptions and key risks) of papers to the Committee to provide assurance of the appropriateness, proportionality and effectiveness of the College's Quality Assurance systems achieving the intended outcomes. Identify 3-5 key risks, what are, what doing about them and how resolving.
- **Recommending revised Terms of Reference for the Committee**, with the addition of at least four meetings a year. Further consideration to be given to the Terms of Reference of the HEAB and how this relates to Corporation oversight and approvals and through Q&S Committee so aligned. Ensure exercising full oversight. Streamlined and generic so more longevity.
- Looking at how embed governance oversight of HR in Committee structure. Department looking at KPIs.
- Committee was provided with a Covid update and how the College is responding. Some students struggling to submit work online, but 98% have access to Microsoft Teams, often using mobiles. Digital poverty. Free SIM cards provided. Bursary can be used to buy equipment. Some HE students back in accommodation. Making up packs for some learners and some learners attending on site. Using registers to identify students at risk

and then following up to support. Also providing mental health support. It was noted there was low staff absence which is encouraging.

- QA1 policy outlining quality checks and measures in place against which the College is monitored internally. Performance reviews undertaken termly. Good practice is being shared between campuses – how monitor and how improve the standards.
- Committee considered OfS update on conditions of registration which are stringent which can result in de-registration, but confirmed all in hand - (Access and Participation Plan, Metrics, Self Assessment of Covid correspondence to students, financial sustainability and electoral registration) – all scrutinised and in hand.
- College has responded to consultation on smaller providers in HE.
- Ofsted to be a focus on next meeting agenda.
- NSS Action Plan a key area for improvement as is a critical metric.
- There are clear progression routes from FE to HE
- TEF Bronze due to historic continuation data and types of employment students enter
- **Committee recommends Self Assessment Report and HE Annual Report**
- **Committee recommends KPIs for 20/21.**
- FE White Paper been released.

**Resolved:** The Corporation unanimously approved the Q&S Committee revised Terms of Reference, Self Assessment Report, HE Annual Report and KPIs for 20/21.

## **222. Student Union Update**

JM gave a verbal Student Union Update and highlighted:

- They have been involved in the FE Council and the HE Council is tomorrow, noting that a main area of focus is mental health and to speak to tutors to keep student focus aside from Powerpoint presentations.
- There has been a focus since Christmas on reinforcing the online approach and keeping them engaged. Opened chat rooms to combat isolation.

## **223. Governor Committees and Activities**

### **Risk Register**

Consideration was given to the Risk Register. It was noted that it is a working document and is considered at SLT, Risk Management and Audit Committee.

A Governor asked TW to talk through the biggest risks at present. TW stated the financial impact of Covid. The withdrawal from Newton Rigg by July 2021 and cyber security and incidents were also considered high risk.

A Governor asked for the blanks to be filled in for details of mitigations and assurances.

**ACTION**

### **Individual Governor Activities**

It was noted that Governors had been involved in:

- the AoC Finance Masterclass sessions
- JW meeting with Neil Hudson, MP

All were thanked for their contributions.

## **224. Confidential Items**

Members agreed that aspects of minutes 218, 219 and 220 should be classified as confidential on the grounds of commercial sensitivity and reviewed in one year. The minutes and

associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders), along with any draft documents.

## 225. Any Other Business

None.

## 226. Date of next meeting:

**Resolved:** 15 March 2021 which is proposed as a longer meeting with break out groups.

I certify that this is a true and accurate record of the meeting held 25 January 2021 and agree to them being made public on the Askham Bryan website.

Signed  
Chair

Date

Date Action Raised	Minute No	Action required	Action by	By when
<b>Current</b>				
25/01/21	220	Circulate the final External Audit Report	JC	ASAP
25/01/21	223	Complete the blank sections on the Risk Register	JP	ASAP
<b>Pending</b>				
17/12/20	207	Arrange twilight session for Governors on Estate Strategy	JC	01/21
15/10/20	196	Move to a change in structure of the College Companies, so operational, with reporting function to the Corporation	JC/EB	ASAP
15/10/20	196	Circulate Chair nomination forms	JC	Dec 20
15/10/20	196	Organise individual governor self assessments	JC	Autumn Term
20/7/20	174	Review confidential minutes	JC	ASAP
18/5/20	166	Consider how Governor departmental visits can take place virtually and how Governors could input in the future. 20/7 It was noted that emails have been sent. If Governors have not already undertaken their visit, to be picked up next year.	TW/SB	ASAP
9/3/20	147	Context to mean and median outcome in Gender Pay Gap report to be provided in the report for next year.	TW/RH	March '21
9/3/20	147	Include lower quartile in pay strategy and include financial implications.	TW/RH	ASAP
9/3/20	148	Organise a training session for Governors on the IFM, financial health context and funding streams. 17/12 AoC Masterclasses offered.	JC/PM/EB	ASAP
9/3/20	149	Organise an EIF presentation for Corporation. 17/12 has taken place at Q&S Committee.	JC/SB	ASAP
18/10/19	120	Include Moodle access as part of board portal project.	JC	ASAP
22/07/19	100	Arrange a presentation from marketing on how effective the function is. 18/10 in new year. 17/12 has taken place at Q&S Committee.	TW/JC	ASAP
22/07/19	100	Corporation members to undertake cyber	JC/Governo	ASAP

		security training during the board portal process.	rs	
<b>Cleared</b>				
9/3/20	151	Review sector advice for EU students and fees from September 2021. 20/7 It was noted that Norwegian students will not attend College in 20/21. 25/1 will cost students more per year for visa and health cover, so may impact moving forward	SS/SB	ASAP
17/12/20	206	Send MG funding report produced for next F&GP Committee	JC	01/21

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Signed  
Chair

Date