

Askham Bryan College Corporation

Corporation Meeting

Minutes of the meeting held Thursday 14 October 2021 – 3.00pm-5.45pm Committee Room, Askham Bryan College, York

Prior to the meeting the Governors had a tour of the York Campus and photographs for the new website.

1. Attendees

Linda Haigh (LH), Annabel Jelley (AJ), Martin Moorhouse (MM), Graeme Osborn (GO), Trevor Shaw (TS), Maureen Vevers (MV) - Corporation Chair, Declan Whelan (DW) – Non Academic Staff Governor, John Williams (JW) – Vice Corporation Chair, Emma Wilkins (EW), Tim Whitaker (TW) – Principal/Chief Executive Officer/Accounting Officer and Chris Moss (CM) – Co-optee.

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

Mark Gent (MG) Director of Estates attended the Special Focus Topic on the Estates Plan.

Acceptance of apologies for absence: Mike Galloway (MG), Oli Goddard (OG) – Student Governor/SU Vice President, Nick Lawton (NL) – Academic Staff Governor, David Lynch (DL), Jordan Webster (JW) – Student Governor/SU President.

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.

2. Declarations of Interest

Consideration was given to the Register of Interests and members were asked to check their entries.

There were no changes to the Declarations of Interest as detailed in the register, 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 Bradford College.
- MV as a University of York Court Member and University of York Archaeology Department Advisory Board Member
- MG as a University of York Court Member
- DL stated that Andrew Jackson acts for the Natwest Bank where DL is employed.
- AJ declared that as a consultant in the sector she is Interim Head of the North Yorkshire IOT which the College is part of.

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.

3. Meetings of the minutes held 19 July 2021

Resolved: The minutes were accepted as a true and accurate record to be signed by MV as Chair.

4. Matters Arising/Action Schedule

The Action Schedule was updated.

5. Chair's Verbal Report

Members agreed that aspects of minute 5 Chair's Verbal 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.

MV stated that she thought the strategy was now coming in to focus and time could now be spent on progressing this. MV stated that there is still a lot of work to do and Governors have a key role in supporting the Executive and monitoring progress in taking the College forward.

6. Chief Executive's Report

Members agreed that aspects of minute 6 Chief Executive's 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 Chief Executive's Report (Newton Rigg, Strategy, Leadership, People, Covid 19, Recruitment, Further Highlights, Further matters (previously reported), SS, SB and EB reports.

TW highlighted the following:

- The sale of Newton Rigg has been completed.
- Integrating Business Planning in to the College to build on performance monitoring and how we operate and plan for the future. Need to generate a 2-5% surplus which is a priority, to reinvest in to the College.
- Key Corporate Measures and targets acts as a balanced score card, along with the Risk Register and Internal and External Audits and Audit Committee checks and balances to provide assurances to Corporation, as in line with the sector.
- There is a focus on delivering the strategy. TW stated he had been to a number of organisations and Colleges to see how they operate so can see the common threads.
- The College is experiencing issues with staff recruitment as others in the sector are too.
- The College is doing an external benchmarking exercise on work and pay structure.
- Recruiting to Executive Director People and Organisational Development.

JW asked if it is a Senior Postholder. TW stated that it would be atypical to have it in that role. EW stated she thought it should be a Senior Postholder. TW confirmed they will be part of the Extended Executive, but at this stage not a Senior Postholder. EB stated that the role will be dedicated to HR as a Department only.

- The College is appointing a Director of Communication.
- The College offered a pop up vaccination centre so a large proportion of students are vaccinated. The return to College has been amazing with few confirmed covid cases.
- 16-19 (core business) student recruitment has seen good growth at York. There are challenges around our Adult Education Budget. HE is a concern and 7% behind target

which has a direct impact on this year's budget and looking closely at why it has occurred and what we need to do. This is similar in the sector.

- HE Graduation Ceremonies at York Minster were great events.
- Stacy Vipers has been appointed as Head of Digital Learning with Digital being at the forefront of Colleague Engagement Day on Monday.

7. Strategy

Members agreed that aspects of minute 7 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.

Strategy Update – Key Corporate Measures and Targets

Consideration was given to the Key Corporate Measures and Targets document having made the changes from Committees, including RAG rating. TW stated the NSS score will remain during the year as is a once a year survey. Stakeholder metrics will accelerate when Director of Communications role is in place.

TS delete +near the 25% digital. ACTION

Strategic Plan Update

Consideration was given to the Strategic Plan Report, highlighting the progress and key activities since the approval of the College Strategic Plan in May 2021.

- Assessment against each key strategic theme - high level snapshot of current progress against each strategic theme
- Key work streams and priorities for the next 12 months
- Selected views of leadership team's activity plan in relation to each strategic theme, provided as annexes

TS asked if the Company Structure fits in one of the work streams. ACTION

EW asked if Theme 2 is where the College keeps on track of the Access and Participation Plan and Inclusion. It was confirmed that it is. TW stated we are achieving the 10% for L2, but the jump to 25% is a challenge and is important that staff are digitally enabled.

8. Estates Plan

Members agreed that aspects of minute 8 Estates Plan 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 Estates Report outlining what is being done and what is being planned and investment, in line with the Strategic Plan and vision.

Mark Gent – Director of Estates (Surveyor background) joined the meeting. It was noted that Mark had previously worked at the College in 2003 and has been with us for two years. It was noted that John Mawson has retired today. The Corporation gave their thanks to John for all he has done for the College. It was also noted that Jonathan Swift (engineering background) has joined the College as the Senior Estates and Facilities Manager and the College is also advertising for a Project Manager so there is the right type of expertise in the team.

EB outlined that whilst there has been investment in the Farm and Animal Management, which has not been wholly funded, there has been very little investment in the central section of the campus.

It was noted that there has not been a full coherent Estates Plan for the College. It was also noted that an early draft of the Estate Plan had been submitted for the Transformational Fund, which was unfortunately, not successful. A further draft was worked on and presented to F&GP Committee and a further draft is due to be submitted in November to ensure the decisions that are made are right for the College in the future. The outcome of the 27 September twilight session is being incorporated in to the new plan.

It was noted that the College is undertaking a space utilisation survey so can look at whether the College needs space or it is a case of repurposing space. The College is also undertaking a condition survey with a view to a five year preventative maintenance plan, as the DfE report does not reflect the condition of the site. The College is also looking at prioritisation, starting with statutory compliance and urgent maintenance and managing revenue maintenance.

MG left the meeting.

ACTION Consider having a Corporation Meeting at Stewart Park, Middlesbrough.

9. Finance

Management Accounts P12/Financial Forecast

Consideration was given to the Management Accounts for Period 12.

EB stated that the position is significantly favourable to the quarter forecast and shows prudence, which is something we need to work on in terms of forecasting so can be redistributed. The cash position is favourable.

JW asked if a business case for the Adult Education Budget was submitted. It was confirmed that it was.

TS asked about the columns on page 53 and the difference. It was noted that they relate to the Q3 forecasted position and the difference was likely to be from rounding.

10. Curriculum

Q&S Committee Meeting 4 October 2021

Members agreed that aspects of minute 10 Q&S Committee 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 Quality and Standards Committee Meeting Minutes from 4 October 2021, which GO, in the absence of MG, reported on the key messages/risks.

- Covid 19 position still being monitored
- Recommendation: Safeguarding Policy and Procedure in line with Keeping Children Safe in Education (KCSIE) 2021
- All staff and Governors required to confirm annually that they have read and understood the updated KCSIE with a short test to complete this year
- **Recommendation:** KPIs for FE and HE
- PIAP showing 7 key areas think need to focus on this year
- Recruitment of staff is currently a challenge

- Recruitment to the Adult Budget via Flex and Princes Trust is a risk. Adult budget was not achieved last year
- HE recruitment is behind predicted which impacts on budget in year
- Office for Students (OfS) Spreadsheet for monitoring conditions of registration in order, but monitoring NSS and impact on TEF
- National Student Survey (NSS) overall student satisfaction has declined
- All teaching this year will be face to face
- Residential accommodation full with a waiting list
- Mental health referrals increased
- Complaints a declining trend
- FEAB met for the first time
- Deep dive process will be used in Teaching and Learning

KPIs

Consideration was given to the FE Curriculum KPI report which SS reported on as covered in the report with concerns.

Consideration was given to the HE Curriculum KPI report which SB reported on as covered in the report with concerns

Resolved: The Corporation approved the Safeguarding Policy and Procedure in line with Keeping Children Safe in Education (KCSIE) 2021 and noted that all staff and Governors required to confirm annually that they have read and understood the updated KCSIE with a short test to complete this year.

The Corporation approved the recommended KPIs for FE and HE.

11. Student Union Verbal Report

In JWe/OG absence there was no Student Union Verbal Report.

JC stated that there were now regular meetings in the diary with the Student Governors/SU President/SU Vice President, Clare Williams – Assistant Principal Students and Rob Rennie – Residential Services Manager and there was much activity around Freshers and JWe would like to work with Governors on their direct interaction with Governors.

Consideration was given as to how to involve the student voice in the development of the estate.

12. College Company Meeting 20 September 2021

Consideration was given to the College Company Meeting Minutes from 20 September 2021 meeting.

GO highlighted the following:

- Farms carrying a c£200k loss.
- College/Two subsidiaries Structure work continues to conclude by July 2022 and to also include student contribution for inter company transactions and loan agreement.
- Capital projects on track for completion with no contractual issues.
- **Recommendation** - To undertake a VEAT notice by 30 September 2021 to award Velcourt a 3-year contract from 1 November 2021. In the event the VEAT notice is challenged within 30 days of release, to extend the current contract for 12 months and run a competitive tender for award 1st November 2022. Plus sign the External Audit Engagement Letters for the subsidiaries.

- Lessons Learned exercise to be undertaken in relation to Newton Rigg to include the Task and Finish Group.

JW asked if July 2022 is enough time. EB confirmed this is to tie in with the financial year end.

Resolved: The Corporation approved to undertake a VEAT notice to award Velcourt a 3-year contract from 1 November 2021. In the event the VEAT notice is challenged within 30 days of release, to extend the current contract for 12 months and run a competitive tender for award 1st November 2022. Plus sign the External Audit Engagement Letters for the subsidiaries.

13. Audit Committee Meeting 5 October 2021

Consideration was given to the Audit Committee Meeting Minutes from 5 October 2021, which TS reported on the key messages as follows:

1. The meeting was quorate. MG gave apologies.
2. AJ declared her involvement in the North Yorkshire IoT Project.
3. The minutes of the meeting held on 6th July 2021 were approved and the Action Schedule reviewed and confirmed.
4. Further to changes by the ESFA, Grant Thornton (External Auditors) have agreed undertaking sample testing on students in relation to revenue funding. Assurance was provided that at this stage the external audit is on track to enable signing off for 31 December 2021 deadline. There will be an additional fee for this work.
5. **Recommendation:** The Audit Committee recommend the Regularity Self Assessment Questionnaire and Covid 19 Regularity Self Assessment Questionnaire for 20/21 to be signed by the Accounting Officer and Chair of Corporation.
6. The Committee received an update from the Internal Auditors with two outstanding reports. The Annual Report will be submitted in December, along with the Internal Audit Plan to commence in January.
7. The report on the progress made on the implementation of Audit Recommendations was reviewed. The Committee noted progress. There were no requests for extensions.
8. **Recommendation:** The Audit Committee recommended the Strategic Risk Register which was reviewed with proposed changes to be presented to Corporation. It was noted that Newton Rigg has come out of this.
9. **Recommendation:** The Audit Committee recommended the Risk Appetite Statement to Corporation.
10. **Recommendation:** Audit Committee recommended the list of policies to be seen by the Audit Committee, subject to review of the full list.
11. The report on Policies and Procedures was reviewed. The Committee were content with the progress being made.
12. The report on GDPR and Cyber Essentials was reviewed. Cyber Essentials Plus has been achieved and the next stage is IS27001 which TW is checking in relation to ESFA funding requirements.
13. The Committee reviewed the Gift and Hospitality Register. A reminder to be put in Staff Notices to ensure all staff are aware they need to record gifts.
14. **Recommendation:** The Audit Committee recommended the OfS Regulatory Spreadsheet to Corporation.
15. There had been no fraud or irregularities identified since the last meeting and no expenditure on overseas expenses.
16. **Recommendation:** Audit Committee recommended the approval of the engagement letters to the meeting of Corporation on 14 October and for the letters to be signed electronically by DocuSign by Tim Whitaker in his capacity as Accounting Officer and Governor of the College and as a company Director of the College subsidiaries.

17.Recommendation: The Audit Committee recommended that the College move away from CPC framework for the tender for External Audit and move to an open procurement tender to enable more applicants, as supported by Tenet, with a longer lead in time.

18.Date of Next Meeting agreed as 8 December 2021.

EW asked if being outside the framework will increase the fees and market driven rates. It was not thought to. JW stated the framework is more of a quality framework.

Resolved: The Corporation approved:

- Additional costs for External Audit.
- the Regularity Self Assessment Questionnaire and Covid 19 Regularity Self Assessment Questionnaire for 20/21 to be signed by the Accounting Officer and Chair of Corporation, following the amendments from the Audit Committee.
- Version 6 of the Risk Appetite Statement to Corporation.
- The list of policies to be seen by the Audit Committee, subject to review of the full list.
- The OfS Regulatory Spreadsheet.
- The approval of the External Audit Engagement Letters to be signed electronically by DocuSign by Tim Whitaker in his capacity as Accounting Officer and Governor of the College and as a company Director of the College subsidiaries.
- The College move away from CPC framework and move to an open procurement tender for the External Audit Provider to enable more applicants, as supported by Tenet, with a longer lead in time.

14.Risk Register

Consideration was given to the Risk Register, which was accepted.

15.Governor Activities/Training

It was noted that LH, AJ, MM, JWe, GO, JW and EW had attended the HE Graduation at the Minster.

It was noted that LH and GO had attended the British Event Horse Trials which they described as 'great'.

It was noted that JW had attended the AoC Chairs' Meeting.

16.Search and Governance Committee

Consideration was given to the Search and Governance Committee Director of Governance Report.

EW stated about the use of Linked In and increasing the diversity of the Corporation and need to challenge ourselves. AJ concurred and the need to bring different perspectives and would hope that in two years there would be new people round the table. LH suggested setting targets for the Corporation in representing the community and listening to TED talks as to the benefits other people's stories can bring on inclusion. It was noted that increasing diversity is on the Governance QiP.

It was noted that involvement in an external agency in the Spring Term should hopefully result in new Governors.

It was noted that AJ had attended Committees to understand the workings of the Corporation, but could only join one Committee. JW stated need to have a balance between working and retired Governors. AJ stated it's also about considering the way the meetings happen and

when, eg shorter, but more frequent meetings. AJ was encouraged to express any comments/observations/self assessment she had so they could feed in to action plans.

GO stated he was very pleased that MM would be joining the College Company Meeting.

Resolved: The Corporation approved:

- MG, MM and TS extend term by 4 years
- MM join F&GP Committee after accounts signed off (leave Audit Committee) and join College Companies as a Director in the New Year
- GO step down from College Companies (when the time is right) and take over Safeguarding/Prevent/Careers/SEND link from JW
- EW step down from Q&S Committee and EDI link
- AJ join Q&S Committee and become the EDI link
- Task and Finish Group to oversee Corporate Structure
- Quality, length and timeliness of papers is set as a target for Senior Postholders
- Implement v17 of Code of Conduct
- Include expectation for role for Staff Governors on Corporation Committee in future recruitment and move to it being an application of interest for the role and put in to the same process for recruitment of Governors
- Write into Committee Terms of Reference to annually review Committee membership and rotate Corporation members so that members can Chair any Committee.

17. Confidential Items

Members agreed that aspects of minutes 5, 6, 7, 8 and 10 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.

18. Any Other Business

Consideration was given to the ESFA September 2021 Letter setting out themes (Post 16 Audit Code of Practice, Maintaining Integrity, ILR, Related Party Transactions, Audit Committee, Governance Professionals, FE CFO Programme, Changing Auditors, Compliance with OfS, Accounts Disclosures, Consultation on FE Funding and accountability), which was noted.

Consideration was given to the Landex Membership August 2021 Letter confirming the College continues to meet the requirements for 'Designated Specialist Land Based Provider' status, is financially stable, and qualifies to continue in full membership of Landex, which was noted. In addition to Landex, Askham Bryan is a member of Land Based Learning (LBL) Ltd., the National Land Based College (NLBC) Ltd., and Land Based Assessment (LBAL) Ltd. The Principal is a non-executive Director of Landex, and Sandra Burnhill is a non-executive Director of LBAL.

19. Date of next meeting:

Resolved: 20 December 2021.

I certify that this is a true and accurate record of the meeting held 14 October 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
Current				
14/10/21	7	delete +near the 25% digital in Corporate Measures and Targets.	TW	31/10
14/10/21	7	Put Company Structure Work in to a work stream.	TW	31/10
14/10/21	8	Consider having a Corporation Meeting at Stewart Park, Middlesbrough.	MV/JC	05/22
Pending				
15/03/21	248	Consider ways of increasing ethnic diversity and other forms of diversity across the organisation. TW to work with Landex too. 14/10 this work is ongoing, via the EDI Committee and in terms of Governance through the recruitment processes.	All	07/22
22/07/19	100	Corporation members to undertake cyber security training during the board portal process.	JC/Governors	07/22
Cleared				
15/03/21	240	Include more diverse imagery in the Strategic Plan 2021-26. 14/10 Clear. Further iterations will include.	TW	Before publication
18/10/19	120	Include Moodle access as part of board portal project. 14/10 Clear. Microsoft Teams now been used to access.	JC	ASAP

I certify that this is a true and accurate record of the meeting held 14 October 2021 and agree to them being made public on the Askham Bryan website.

Signed
Chair

Date