

# **Askham Bryan College Corporation**

## **Corporation Meeting**

### **Minutes of the meeting held Monday 20 December 2021 – 3.00pm-5.30pm Via Microsoft Teams**

#### **20. Attendees**

Linda Haigh (LH), Annabel Jelley (AJ), Martin Moorhouse (MM), Graeme Osborn (GO), Trevor Shaw (TS), Maureen Vevers (MV) - Corporation Chair, Jordan Webster (JW) – Student Governor/SU President, 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.

**Acceptance of apologies for absence:** Declan Whelan (DW) – Non Academic Staff Governor, Nick Lawton (NL) – Academic Staff Governor, David Lynch (DL).

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.

#### **21. Declarations of Interest**

Consideration was given to the Register of Interests.

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
- 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.

#### **22. Meetings of the minutes held 14 October 2021**

**Resolved:** The minutes were accepted as a true and accurate record following the addition of minute numbers in the confidential section, to be signed by MV as Chair.

#### **23. Matters Arising/Action Schedule**

The Action Schedule was updated.

## **24. Chair's Verbal Report**

MV stated how saddened and shocked she was to hear of the death of Dave Brown, HE Head of Teaching, Learning and Assessment, providing a stark reminder of the danger of covid. It was acknowledged that Dave was a well-respected staff member, who will be missed and respects were paid.

MV reported that Mike Galloway had resigned with immediate effect, for personal reasons, Ollie Goddard – Student Governor had left the organisation since the last meeting and DW was due to leave the organisation in January. Thanks and best wishes were given.

It was noted that Corporation member recruitment is due to take place in the Spring Term, with the aim of also diversifying members.

MV reported that the FEC visit that took place 10 December 2021, had resulted in them stating that the College is on the right trajectory and endorsed the College's approach, so will recommend to the Territorial Team sign off to the process, with no further visits. MV reported that they had expressed confidence with the leadership and governance in the College, doing the right things and making good progress. MV thanked all involved and expressed pride.

MV stated that whilst there has been progress with the quality of the Corporation papers, she was disappointed at the delay with the papers on this occasion and stressed the need for every Corporation paper to be available 7 days in advance of meetings, every time.

MV also asked that Committee reports be taken as read and for Chairs to focus on 3-5 key messages of a strategic nature, not covered on the agenda. It was noted that Committees make recommendations for collective decisions by Corporation.

## **25. Chief Executive's Report**

Members agreed that aspects of minute 25 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 and FEC letter of 3 November (Leadership, People, Covid 19, Ofsted preparation, Planning and Improvement, FEC visit, Newton Rigg, Student Recruitment, Further Highlights, Further matters (previously reported), SS, SB and EB reports).

TW highlighted the following:

- Lynne Griffin had been appointed as Executive Director of People and Organisational Development.
- Senior Postholder maternity leave, with the Corporation to be involved in recruitment. MV gave congratulations.
- With DW resignation, a longer term view is to be taken about what is needed in that part of the College.
- Staff recruitment and retention is becoming a significant concern, as it is across the sector, which is placing additional stress and strain. Over half the Principal's placed this as their single concern at the AoC Conference.
- The College is preparing a report on the pay structure, which should be ready in the Spring.
- Covid is changing rapidly and the College is preparing communications ready for any announcements in the New Year.
- Ofsted are undertaking full inspections of schools and Colleges by 2025.

- Performance reviews and business planning sessions have been undertaken, with the structure to be considered in early Spring, so can make them more streamlined.
- FEC Diagnostic Assessment process started in June 2018 and has involved a team effort to get to where we are today, with the organisation in a better place.
- Highlights section, including Yorkshire Post Conference and that the College floristry team led by Sue Lee won the British Florist Association Industry Awards Training provider of the year.

## **26. Strategy**

Members agreed that aspects of minute 26 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.

It was noted that overall achievement is on track.

TW highlighted that:

- Enrolment is amber, as some to make up in year.
- Ofsted and OfS are once a year assessments.
- SAR, externally validated which places the College as Good.
- TEF Bronze.
- FE student satisfaction confident is solid. NSS remains a risk. Care Standards remains outstanding.
- Programmes delivered by digital mediums is at 10%.
- Stakeholders is beginning to move with more work planned in the Spring Term.
- Commercial income is on track, despite challenges.
- Employer satisfaction is on track.
- Operating position is slightly behind and will factor in to forecasting. The College is showing Good Financial health.
- Staff satisfaction questionnaire will take place in the Spring Term. Work on external survey, with more detailed scoping from the HR team.

The Key Corporate Measures and Targets will be brought back for consultation on the recruitment metric and how measure income and more precision over the digital metric.

### **Estates Strategy and Newton Rigg proceeds**

Members agreed that aspects of minute 28 Estates Strategy and Newton Rigg proceeds 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 Strategy, outlining what is being done and what is being planned and investment, in line with the Strategic Plan and vision. It was noted it had been to Corporation in March, discussed further in October and via the F&GP Committee and was brought here with more detail on the framework, objectives and clear parameters for achieving for approval and prioritisation of expenditure as set out in the plan, eg on the condition of the estate, keeping the estate compliant, maintenance and in line with the vision to 2030 to meet the needs of curriculum for eg the introduction of T-Levels and the Finance Plan.

There was a break.

## **27. Finance**

### **Finance and General Purposes Committee 11 November and 8 December 2021 key messages**

Members agreed that aspects of minute 27 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 Finance and General Purposes Committee key messages/risks and recommendations from 11 November minutes and 8 December 2021, which JW reported on.

It was noted that James Sadler had confirmed he will join the F&GP Committee as a Co-optee in the new year.

Debbie Watson (Grant Thornton –External Auditors) joined the meeting.

#### **Draft External Audit Findings**

#### **Revised ABC Financial Statements and Annual Report**

#### **Revised ABC Company Limited Financial Statements and Directors' Report**

#### **Revised ABC Enterprises Limited Financial Statements and Directors' Report**

#### **Going Concern as presented to the Committee**

#### **Letter of Support**

#### **Letters of Representation**

Consideration was given to the separate financial papers covering the above papers. It was noted that the documents had been scrutinised at 8 December joint briefing and actions included in the latest versions.

DW highlighted it had been a good audit process and the College had delivered information well. DW noted that all the audit findings had been resolved and they are just reconciling the ESFA to R14 and once concluded will issue the final report, but unlikely to need to adjust the financial statements.

Going Concern work now completed and no issues identified, downgraded risk from significant to normal level and tested accordingly.

The Newton Rigg work was completed with no outstanding issues and disclosures meet requirements.

No further changes were identified.

MV thanked DW.

**Resolved:** Following further scrutiny the Corporation approved the:

- External Audit Findings
- Revised ABC Financial Statements and Annual Report
- Revised ABC Company Limited Financial Statements and Directors' Report
- Revised ABC Enterprises Limited Financial Statements and Directors' Report
- Going Concern as presented to the Committee
- Letter of Support

- Letters of Representation

Authorising MV, TW and JC to sign accordingly via Docusign to be able to submit to the ESFA portal by 31 December 2021, along with the financial return and Audit Committee Annual Report, with final versions submitted to be circulated to Corporation.

## **Santander Agreement**

### **Management Accounts P3 inc Q1 Financial Forecast**

Consideration was given to the Management Accounts for Period 3, which was noted had been to F&GP Committee and shows a forecast surplus position of £226k, after absorbing the HE position, but there is a risk to delivering the adult budget.

## **28. Curriculum**

### **Q&S Committee Meeting 22 November 2021**

Consideration was given to the Quality and Standards Committee Meeting key messages/risks and recommendations from 22 November 2021, which GO as Chair of the meeting, reported on, as detailed in the papers.

GO highlighted English and maths as an ongoing concern, with an internal notice to improve, along with Learning Support. HE main concern is the NSS and will not change until new data set. Also HE recruitment and FDAP position. Plus adult provision and recruitment of staff.

### **FE KPIs**

Consideration was given to the FE Curriculum KPI report, which SS reported on, as covered in the report, with concerns as outlined by GO above.

SS outlined that the R14 data had been returned and shows 83% achievement, 90% retention and 92% pass.

Student recruitment cycle at 3.5% additional target, so at c6% above target.

EW asked on pg 133 staff utilisation shown at 105% and whether staff are being over utilised. SS explained that 860 hours are allocated to teaching staff and 816 for Course Managers and the College maps against the hours they are actually teaching, so if someone is off need to cover for them and allocate a 3% buffer, so the recruitment issues or short term sick are causing it to be over.

LH asked what would change the staff recruitment position. It was noted to be a sector issue, but thought that pay and Ofsted, could also be issues. TW stated that the College is looking at the overall structure, which is a big piece of work.

### **College Self Assessment Report**

Consideration was given to the Final Draft College Self Assessment Report, due to be submitted to Ofsted by 31 January 2022, who will use it as a basis for any visit.

SB thanked Corporation members for attending the SAR validations, as it was great to get an external view.

It was noted that the PIAP/QiP maps progress.

EW apologised that she had not been able to attend this year and asked on pg 22 about behaviour where self assessing as Good. SB stated that the College self assessed at this due to attendance.

MV stated she found the process very useful as get to see a different side to the College.

MM stated it was an extremely good way to understand what lies underneath and recommended the process to other Governors to attend.

**Resolved:** Corporation approved the College Self Assessment Report and overall grades.

### **HE KPIs**

Consideration was given to the HE Curriculum KPI report, which SB reported on, as covered in the report, with concerns over the NSS and recruitment as above, but KPIs are on track.

SB highlighted outstanding FDAP position, which is hoped to be resolved in the Spring Term, but a concern as the NSS has dipped, so preparing how will manage this.

### **29. Student Union Report**

Consideration was given to the Student Union Report which JWe reported on, highlighting the following:

- SU asked students what they think about the SU. Went to Student Council and they are actively happy about the SU and grateful for what they provide.
- Got a fantastic team. Unfortunately, no Vice President for the remainder of the year.
- LGBTQ now an EDI Officer.
- Met other student leads in York.
- Rebranding gone well with more followers.
- Students satisfied.
- Negatives - SU stop and start, recurring theme that Starbucks is closed and catering difficulties.
- New report system and open floor space.
- Charity days not abundant. Drugs and alcohol awareness.
- Values in community ABC and to nurture.
- Student population massive in York and provide more guest leaders industry leads and more positive community.
- SU could be more efficient – report system so ideas to SU.
- Future - More ways to be inclusive, eg Foundation Learning area, RAG week, Drug and Alcohol Awareness, local events, start up local things, continue larger scale events, focus societies.
- Student Spaces – student feedback grand with expectations especially HE, with a focus to improve existing teaching spaces and how can improve accommodation.

MV stated she thought it was a vibrant report in a difficult year.

EB stated that Aramark have struggled to recruit staff and asked JWe if he wanted to be part of the discussion with them as a provider.

GO very happy to see the SU developing and links with other areas across the city. GO stated he had an idea about volunteering which he will pick up online and stated best of luck with how will manage things in the New Year.

JW stated that he thought it was a very good report and enjoyed reading it and was good to capture the student voice with estates development. AJ thought this too and that it was important to build in to the Estates Strategy, as to what can make a difference. ACTION

It was suggested that if it is unlikely that another SU Vice President will be found, for the role of Student Governor to be offered to another student.

### **30. College Company Meeting 6 December 2021**

Consideration was given to the College Company Meeting key messages/risks and recommendations from 6 December 2021, which TW as Chair of the meeting, reported on as detailed in the papers.

TW highlighted the following:

- Reduction in farm losses
- IoT delayed in part due to material shortages and there has been an increase in costs of £120k
- No challenge to the VEAT notice for Farm Management so the College is re contracting with Velcourt, who are currently recruiting for a livestock specialist Farm Manager.
- Discussions are being had re the Company Structure and hopefully changes in the next Financial year.
- MM to become a Company Director in 2022.
- Recommend the Corporation approve the subsidiary financial statements.

**Resolved:** MM to become a Company Director in 2022.

### **31. Audit Committee Meeting 8 December 2021**

Consideration was given to the Audit Committee Meeting key messages/risks and recommendations from 8 December 2021, which TS as Chair of the meeting reported on as detailed in the papers:

TS highlighted:

- **Recommendation:** Draft Financial Outturn 2020/21 of the Corporation and Companies, the draft External Audit Plan and Management Report and Going Concern Statement all considered. The committee noted the pleasing result as detailed in both the accounts and also the External Audit Plan and Management Report. Minor changes were identified to the committee and subject to those changes Audit Committee recommend to Board the going concern statement and the External Audit Plan and Management report. Subject to those minor changes and also the positive recommendation of the Directors of the two Companies the Audit Committee also recommend for approval the accounts of the two companies and also the Group accounts. The committee also noted that the Letter of Representation would also need approving when received and the Letter of Support to the two companies would need refreshing in order that the Directors of those two companies could sign their accounts off on a going concern basis.
- **Recommendation:** The Audit Committee Annual Report was reviewed and approved subject to a few minor drafting changes and final clarification of the minor points referred to above. It was noted that the updated version had been submitted to Corporation with the changes shown in red.
- **Recommendation:** The Internal Audit Annual Report was reviewed and the Committee commented on the positive nature of the report and recommends its approval.
- Internal Audit reports were received for IT health Check – Limited Assurance, Curriculum Planning –Short Courses – Limited Assurance, with a suggestion this be looked at by Q&S Committee, Corporate Governance – Substantial Assurance
- IT implementation dates July 2023 and outstanding audit recommendations to same date.
- The report by the ESFA on Funding Rules Monitoring Recovery was considered. Given the size of the funding being audited the

committee considered this an excellent result and asked that the team be congratulated on such a positive result.

- The Risk Appetite Statement was further reviewed and minor changes recommended, including asking Board to confirm the movement of Business Continuity from Adverse to Cautious. This was agreed by Corporation.
- **Recommendation:** The report on Policies and Procedures was reviewed and the Committee are content to recommended approval. It was commented that they would like to see the Financial Regulations and comment on them prior to them going to Board for approval, at next review. ACTION
- There had been no fraud or irregularities identified since the last meeting and no expenditure on overseas expenses.
- **Recommend** extending the Internal Audit Service by 12 months, depending on confirmation of price. **Resolved:** Corporation approved the Internal Audit Service be extended by 12 months, subject to price.
- External Audit Services going to tender in 2022.

### **32. Audit Committee Annual Report**

Consideration was given to the revised Audit Committee Annual Report. It was noted that the report is submitted to the ESFA as part of the annual return with the financial statements at 31 December 2021.

**Resolved:** The Corporation approved the Audit Committee Annual Report to be signed by TS as Audit Committee Chair.

### **33. Policies and Procedures List**

**Resolved:** The Corporation approved the Policies and Procedures review list to be seen by each Committee/Corporation.

### **34. Risk Register**

Consideration was given to the Risk Register, which was accepted. It was noted that the two risks that are increasing are generating income and staff turnover.

JW highlighted risk 6 scoring anomaly. ACTION

### **35. Governor Activities/Training**

Governor involvement in the SAR process was noted and also the FEC Diagnostic Assessment visit.

JW reported that he had attended the AoC Governance Conference which provided a useful update and discussion.

It was noted that GO and MM had undertaken a wider estate tour and think it would be useful for all Governors to see the wider estate. ACTION

### **36. Confidential Items**

Members agreed that aspects of minutes 25, 26, 27 and 28 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.

### **37. Any Other Business**

None.



**38. Date of next meeting:**

**Resolved:** Confirmed as 24 January 2022, 14 March 2022 - Away Day, 23 May 2022 and 13 July 2022 (note change in date).

I certify that this is a true and accurate record of the meeting held 20 December 2021 and agree to them being made public on the Askham Bryan website.

Signed  
Chair

Date

CONFIDENTIAL DRAFT

Date Action Raised	Minute No	Action required	Action by	By when
<b>Current</b>				
20/12/21	29	Include Student comments in to Estates Strategy.	EB	24/01/22
20/12/21	31	Financial Regulations review to include presentation to the Audit Committee.	EB	Next review
20/12/21	34	Check scoring against Risk 6 on Risk Register.	JC	24/01/22
20/12/21	35	Organise tour of wider College Estate.	TW/JC	Summer /Autumn Term
<b>Pending</b>				
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
14/10/21	7	Put Company Structure Work in to a work stream. 20/12 College Company providing oversight.	TW	31/10
14/10/21	8	Consider having a Corporation Meeting at Stewart Park, Middlesbrough. 20/12 potentially the March Away Day.	MV/JC	05/22
<b>Cleared</b>				
14/10/21	7	delete +near the 25% digital in Corporate Measures and Targets. 20/12 Clear	TW	31/10

I certify that this is a true and accurate record of the meeting held 20 December 2021 and agree to them being made public on the Askham Bryan website.

Signed  
Chair

Date