Barnet and Southgate College Corporation
Board of Governors Meeting
15th July 2021

MINUTES

PART A: NON-CONFIDENTIAL

Time	18.30 to 20.45	
Venue	Southgate, Room 405A/B	
Governors present (Quorum: 6)	Adam Goldstein	Chair
	Alessandra Almeida-Jones	
	Mervin Archer	
	Fiona Bulmer	
	Sheila Dawson	
	Graham Duncan	Vice Chair
	Imelda Galvin	
	Jenny Jarvis	
	Darren Mepham	Chief Executive
	Sakina Quettawala	Student Governor
	Cait O'Riordan	
	Hannah Sheath	
	Mark Sweeny	
	Christalla Tsatalla	Staff Governor
In attendance	Neil Coker	Principal and Assistant CE (P/DCE)
	Tracey MacIntosh	Exec Director Commercial (EDC)
	Mark Sellis	Exec Director Corp Services (EDCS)
	Melissa Drayson	Clerk to the Corporation
	Lorna Lloyd-Williams	Head of Governance designate
Apologies	Sue Baldwin	
	Nana Brew	
	Ezgi Yaman Ozturk	Student Governor

PART A:

Item		Action lead
1.	**Preliminary Items**	
	The meeting was preceded by refreshments and speeches to bid farewell to, and mark the valuable service to the college of, Ann Zinkin, Mervin Archer, Fiona Bulmer and Graham Duncan upon their retirement from the Board. Sheila Dawson was also thanked for her sterling contribution, and for agreeing to an extension of her term of a year to ensure smooth succession on the Audit and Risk Committee.	

Item		Action lead
	Melissa Drayson was thanked for her support to the Board during her four years as Clerk. All were presented with a token of thanks from the college.	
1.1	**Chair's welcome, apologies and quorum** The Chair welcomed all to the meeting, especially Hannah Sheath to her first meeting as governor and Lorna Lloyd Williams, who would be taking up her post as Head of Governance and Corporate Affairs folowing Melissa Drayson's departure. Apologies had been received from Nana Brew and Sue Baldwin. Sue Baldwin had also tendered her resignation from the Board. It was confirmed that the meeting was quorate	
1.2	**Confirmation of eligibility and declarations of interests** It was confirmed that all present were eligible to participate in the meeting. There were no new declarations of interests and previously declared interests were carried forward.	
1.3	**Requests for urgent items of other business** There had been no requests for urgent other business.	
2.	**Minutes of previous meetings**	
i.	**Meeting on 20th May 2021** The Part A and Part B Minutes of the Board of Governors meeting on 20th May were **APPROVED** as an accurate record.	
ii.	**Matters arising and outstanding actions** *Supporting paper by Melissa Drayson, Clerk* It was confirmed that the majority of actions had been completed or were on the agenda. An update was provided on those yet to be completed: - <u>20 May 2021 Item 4.2</u>: The Ofsted Briefing would now be held at the first Board meeting in 2021 - <u>20 May 2021 Item 5</u>: The appointment of a successor for the EDI Link Governor remained outstanding. - <u>28 Nov 19 Item 3:</u> The development of an environmental sustainability strategy would be a key Board priority under the updated AOC Code of Governance	
	AGREED:	
	i) Action to provide Ofsted briefing to Board in October	LLW/NC
	ii) Action to appoint successor EDI Link Governor as part of review of Link Governor roles	LLW
	iii) Take forward development of Environment and Sustainability strategy to 2021-22	DM

Item		Action lead
iii.	**Written Resolutions**	

The following matters decisions were made by Written Resolution since the previous meeting. These were **RATIFIED** by the Board:

21 June 21: On the recommendation of the Audit Committee, to appoint Scrutton Bland as the College Internal Auditors, from 1st August

29 June 21: On the recommendation of the Search Committee and the Audit Committee, to appoint Hannah Sheath as Governor, and Alex Middleton as a Co-opted member of the Audit Committee

29 June 21: On the recommendation of the Head of Governance recruitment panel, to appoint Lorna Lloyd Wiliams as Head of Governance and Corporate Affairs.

3. Chief Executive's Report

Supporting paper by Darren Mepham, CE

The report was in two parts. The first part outlined the move from a cost model to a business planning approach, to identify how each curriculum area supported or mitigated the college structural deficit. This, in turn, would help to identify strategic options and choices around the shape of future college provision. The second part of the report provided a strategic overview of the proposed budget and would be discussed under item 6.3.

Governors welcomed the report as providing a clear business planning process for linking the strategic plan with growth. A timeline was requested for when the Board might begin to see the outputs from this work. Governors were advised that the medium-term planning process was almost concluded. This would then be evaluated in terms of financial impact (the 'so what?' question). A set of actions for each manager would be agreed over the summer. These would then be communicated back by managers to teams so that individual members of staff were able to understand how their own contribution linked back to the strategy. The results of this work would be reported and discussed by the Board in October. The Finance Committee would also continue to monitor achievement of the Business Improvement Plan.

The question was raised about how quality would feature in future curriculum planning decisions. Management responded that the Quality Improvement Plan would sit alongside the Business Improvement Plan, but care was being taken not to duplicate it.

Item		Action lead
	Governors considered that it would be helpful to have a risk appetite framework against which to evaluate opportunities. Management undertook to consider this and bring proposals to the October meeting. It was also requested that the October report should include an analysis of the Equality, Diversity and Inclusion (EDI) impact of any proposals. It was reported that work had already started to address the gender imbalance of provision based at the Southgate Campus. The Board supported the acknowledgement of the role of the college in the community and the tolerance of loss-making provision and asked how intelligence about community needs was gathered. Management responded with the example that Sports was a gateway provision for some students, leading to other qualifications. Currently, the costs of provision, including field and equipment hire, were high. The College's LLDD (Special Educational Needs) provision was unique in the area, and currently demand outstripped supply. The financial contribution was small compared to other curriculum areas, so decisions were needed whether to grow, replicate or reduce. The Board noted the consultation launched that day on post-16 vocational qualification review. Sector bodies had expressed serious concern that the proposals to withdraw BTECs on such a large scale would disadvantage many traditional FE students, potentially forcing them to study courses that were not right for them. **AGREED:**	
	i) That a report would be brought to the Board in October on the outcomes and impacts of the curriculum business planning process, including and EDI impact assessment.	ELT
	ii) That consideration be given to establishing a risk appetite framework against which to evaluate options and opportunities.	ELT
4.	**Quality, Teaching and the Student Experience**	
4.2	**QTSE Group report and recommendations** *Report by the Chair of the QTSEG of meeting on 1st July* The QTSEG Chair reported on the following headlines: • the highlight of the meeting had been a Deep Dive presentation from the Art, Design and Media curriculum leads. • Increasingly strong quality KPI data was being presented, and progress against the actions in the Quality Improvement plan was good. However, a true sense of the impact of QI actions would only be gained from student achievement.	

Item		Action lead
	- Feedback from governors who had attended the June 'immersion visit' was very positive, and it was intended that termly visits would be arranged during 2021-22. Governors were encouraged to book to see the Wood Street Art exhibition on campus, although it was also possible to view this online. - The College was likely to get an Ofsted visit early in 2021-22, and preparation work was already underway to meet the requirements of the Education Inspection Framework. A full briefing would be provided to the Board early in the new term. - Self-assessment activity had already commenced, and a Governor SAR validation would take place at the Quality Committee meeting in late September. Emerging outcome data supported the initial self-assessment that the college was good with outstanding features, but the Ofsted judgement would be based on what inspectors saw during the visit.	
	Governors commented that they were assured by the scrutiny of quality data, but more information was needed to monitor the student experience. It was accepted that it had been hard to gauge a true picture during Covid. Meetings with students during the immersion visit had, however, suggested that awareness of the student rep system was low in some areas. The student governor commented that more could be done to publicise the student rep role, and how this linked to student voice. Students needed to feel that their comments were being listened to, and that action was being taken in response.	
	The Principal confirmed that a focus for the next year would be on ensuring that the student voice infrastructure was working as effectively as possible.	
4.3	**Student Governor report** *Oral update by Sakina Quettawala*	
	An update was given on actions taken following the report from the female students' forum on safety issues. It was confirmed that the forum would continue to meet and would be supported by the Head of Student Services. The Student Governor reported that some actions had yet to be fully implemented to encourage reporting of incidents either online or through teachers. Some female students were also not confident that security staff would intervene effectively in an incident.	
	The Board was keen to ensure that the issues raised were kept on the agenda and actions taken were fed back. The possibility of governor attendance at student rep meetings would be explored further.	
	AGREED: Governor attendance at student rep meetings to be discussed.	NC/LL W/SQ

Item		Action lead
5.	**Safeguarding Annual Report** *Supporting paper presented by Principal*	
	Governors noted that the report reflected the full year and consolidated previous termly reports. There was a high level of assurance that robust processes were in place should concerns arise. A question was raised, however, about the communications plan to ensure that all students were aware of where to go if they had a problem. Students were provided with a lot of information as part of their induction, and through tutorial sessions. Student survey data suggested that students were aware of the safeguarding team. This was supported by the Student Governor, who suggested that the message should be reiterated throughout the year to ensure that students were confident that their concerns would be listened to and dealt with appropriately.	
	Management confirmed that they would review online reporting mechanisms to ensure that they were accessible. Staff training would continue to be prioritised to ensure that all staff were alert to signs of a safeguarding concern, including minor behavioural changes.	
	Governors asked how survey questions were formulated and whether students had any input. At present, questions were determined by management, but it was accepted that different approaches to gaining student feedback should be considered.	
	The important of safeguarding to Ofsted was recognised. In response to questions, it was confirmed that all teachers were encouraged to use opportunities to reinforce and promote messages around British Values, Safeguarding and Equality and Diversity through their lessons. It was also a priority to ensure that safeguarding within work placements was robust.	
	The level of data and detail about activity was welcomed. Governors agreed, however, that they needed to understand better what issues the data revealed and how these linked to the action plan. It was confirmed that this analysis took place at management level.	
	AGREED: That a report on the evaluation of safeguarding data, the key issues identified and the triangulation with the action plan would be brought to the October Board meeting. The safeguarding link governor would be asked to assist with this.	NC/NB
6.	**Finance and Resources**	
6.1	**Finance Scrutiny Group Report** *Minutes of the meeting of the 29th June presented by the FSG Chair*	
	Headlines from the meeting were:	

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- Governors had scrutinised the May (p10) management accounts. These showed a further gradual improvement so that the forecast year end position was nearly at budget. The Group had challenged the management team to find further savings to achieve the budget. The Board noted that the P10 Management Accounts had also been included with the papers and took assurance from FSG scrutiny.
- The main discussion item had been the draft budget and financial plan. This showed a significantly improved deficit position compared to the current year. The group was confident that this was achievable but had cautioned management not to move too quickly in achieving savings, especially at the expense of investment in growth. The key risks to achieving the budget were Adult Education Budget and ESOL recruitment. Covenant headroom would need to be monitored closely during the year if there was under-recruitment.
- Bringing partnership provision in-house would result in moderate net savings.
- The final decision regarding the pay award would be revisited in the Autumn, there was in-principle support for the pay award but this would need to be affordable
- A full sensitivity analysis had been requested with the final budget for the board.
- The new approach to Business Improvement Planning (discussed in the Chief Executive Report) had been welcomed
- Minor amendments had been made to the Financial Regulations and Supply Chain Charges policies
- The Subcontracting Declaration had been reviewed and was recommended for approval. Management reported that this would be revisited in the Autumn in the light of possible changes to the definition of subcontracting by the ESFA.

RESOLVED: That, on the recommendation of FSG, the following be APPROVED:

i) Financial Regulations 2021-22
ii) Declaration of Subcontractors
iii) Supply Chain Fees Policy

AGREED: That an update on subcontracting be brought to the Finance Committee in the Autumn Term — TMc/ MS

6.2 Budget 2021-22 and Financial Plan

Supporting papers: part 2 of Item 3: CEO Report and Item 6.3, presented by the EDCS and CE

The Chief Executive's paper drew attention to the trajectory to achieve the strategic objective of a surplus in 2023-24. The report also highlighted the tight headroom against banking covenants in 2021-22,

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and the affordability of the cost of living pay award, flagged at the June Finance Scrutiny Group. The key budget risks were set out in terms of learner income, teacher recruitment, and the possibility of a further Covid lockdown.

The budget did not yet include a staff pay award, and this would be revisited once the 2021-22 financial position became clear. The risk to staff morale following a challenging year, where many staff had gone above and beyond, was recognised. The Board urged management to maintain clear and transparent communications to the unions and staff in general, on the factors involved, and the likely timeline, in making the decision. Governors asked for clarity on when it would be possible to make an accurate assessment about affordability. Although there might still be some uncertainties over adult and ESOL numbers , it was hoped that the situation would be clearer in late November.

The impact on staff at the lower end of the pay-scale, particularly when inflation was increasing, should be a particular consideration.

Governors welcomed the sensitivity analysis and asked for the table to be retained throughout the year as a monitoring tool for the whole Board. There was discussion of any other potential risks that had not been captured. In response to questions, management considered that the impact of Long Covid on staff sickness and capacity was a further risk. Other external risks, such as Brexit and a further lockdown, were difficult to quantify. The possibility that other HE partners would withdraw, as had been the case with Derby University, was believed to be low.

In response to questions, it was confirmed that the budget was consistent with the detailed CFFR, which was the ESFA's latest financial model showing the monthly progression of budget for two years, cashflow and financial health calculations.

RESOLVED: That the budget 2021-22 be APPROVED.

AGREED:

i.	**That proposals on the affordability of the cost of living pay award be brought back to governors at an appropriate time, and updates provided in the meantime**	DM/MS
ii.	**That the scenario and sensitivity analysis be provided as part of the monthly management accounts and made available to all governors.**	MS/HS
iii.	**That the new ESFA CFFR be sent out to governors for information.**	

6.4 Business Continuity Plan
Supporting paper presented by the EDCS

Item		Action lead

The BCP had been brought to the Board for approval in accordance with an internal audit recommendation. The question was raised about the need to share home telephone numbers within the document. The distribution of this information would be checked.

RESOLVED: That the Business Continuity Plan be APPROVED.

6.5 Liquidation of MBC Ltd
Supporting paper by the EDCS

The rationale for a (solvent) Members Voluntary Liquidation (MVL) had been considered by the MBCL Board of Directors at a meeting on 5 July. This was considered to be lower risk and less costly than a Creditors Voluntary Liquidation (CVL). The external auditors had advised that there were no Corporation Tax risks to this approach. Due to the external auditors' familiarity with the college, it was proposed that they should be appointed as liquidators for a fixed fee. They had confirmed that there would be no conflict of interests in taking on this work.

At the Directors meeting on 5 July, a resolution was duly passed to call a meeting of the shareholders (the Board of Governors). The Board was now asked to resolve to wind up the company and place it into liquidation. It was proposed that the Chair of the Board was appointed Chairman of the de facto Meeting of Members and would act as the shareholder during the liquidation. Darren Mepham and Tracey McIntosh, as remaining Directors of MBC Ltd following Fiona Bulmer's departure, would be nominated to swear a Declaration of Solvency on behalf of the Company.

RESOLVED: That the following proposals be approved
i) That, as Shareholder, a resolution be passed by the Board to place MBC Ltd into a Members Voluntary Liquidation (MVL)
ii) That Adam Goldstein represents the Board, as shareholder, at Members' meeting
iii) That Darren Mepham and Tracey McIntosh are the two Directors of MBC Ltd who will swear the Declaration of Solvency.

7. Audit Committee report and recommendations
Minutes of meetings on 1st and 17th June, presented by the AC Chair.

The summary report and minutes from both meetings were noted. In addition, the Chair highlighted the following:

- A Greater London Authority (GLA) funding audit had resulted in a 6% error due to a mistake on the ILR. As this was above the threshold of 1%, an unsatisfactory grade had been awarded;

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- The Financial Statements and Regularity Audit plan had been presented. The new Audit Code of Practice required a more robust and challenging approach to going concern, including a requirement for assumptions and estimates to be reviewed by 'those charged with governance'.
- Some internal audit reports had yet to be completed and reviewed. Arrangements had been agreed to review these by email before the end of the current internal auditor's contract on 31 July.
- The Counter Fraud Strategy had been written by the Clerk, with input from governors and ELT. The Action plan was noted

RESOLVED: that the following be APPROVED, at the recommendation of the Audit Committee:

i) The Finance Statements and Regularity Audit Plan 20-21

ii) The Counter Fraud Strategy and Action Plan

8. Governance and Policy

8.1 Appointment of Vice Chair of the Board

The Clerk reported that there had been one nomination from Imelda Galvin. Imelda was thanked for putting herself forward.

RESOLVED: That Imelda Galvin be appointed Vice Chair of the Board of Governors for a two year term, from 1 August to 31 July 23

8.2 Reappointment of Governors

RESOLVED: That Sheila Dawson be reappointed for a further one year term of office.

8.3 Committee membership and Chairing 2021-22

It was noted that there remained some governor vacancies on the Audit and Risk Committee. Volunteers would be sought from the board membership to join the committee on an interim or permanent basis.

RESOLVED: that the proposed Committee membership for 2021-22 be APPROVED, and the following be appointed as committee chairs

Chair of Finance Committee: Imelda Galvin
Chair of Audit and Risk Committee: Sheila Dawson
Chair of Quality Committee: Jenny Jarvis
Chair of Search and Governance Committee: Alessandra Almeida-Jones
Chair of Remuneration Committee: Alessandra Almeida-Jones

Item	Action lead

8.4 Calendar of Meetings 2021-22

Proposed meeting dates were noted with two changes: the October Board meeting would now take place on Thursday 21st October. The December Board meeting would be on Thursday 16th December.

8.5 Governance Policy Framework

The Board thanked the Clerk for the significant amount of work that had gone into reviewing its constitutional and policy framework to reflect the adoption of a committee structure in 2021-22, and Mark Sweeny, the Chair and Chief Executive for their input.

RESOLVED: that the following be APPROVED

- **i) That the revised Instrument and Articles of Government**
- **ii) The Standing Orders and Schedule of Delegation**
- **iii) The Governor Code of Conduct**
- **iv) Terms of Reference for:**
  - **a. The Finance Committee**
  - **b. The Audit and Risk Committee**
  - **c. The Quality Committee**
  - **d. The Search and Governance Committee**
  - **e. The Remuneration and Appraisal Committee**

8. Other urgent business

There were no items of urgent other business

9. Dates of forthcoming meetings

21 October 2021
16 December 2021

Venues to be confirmed

The meeting closed at 21.15

Adam Goldstein
Signed: ………………………………………………………………………………..(Chair)