Board of Governors Meeting

28th March 2022
18.00-20.30
Southgate Room 504A&B

Governors present	Adam Goldstein	Chair (attended remotely)
	Alessandra Almeida-Jones	
	Sheila Dawson	
	Imelda Galvin	***Vice Chair***
	Jenny Jarvis	
	Darren Mepham	Chief Executive
	Sakina Quettawala	***Student Governor***
	Cait O'Riordan	
	Hannah Sheath	
	Mark Sweeny	
	Sue Baker	Staff Governor
	Chalene Scott	Staff Governor
	Nana Brew	
	Biza Mebrak	Student Governor
In attendance	Neil Coker	Principal and Assistant CE P/DCE)
	Tracey MacIntosh	Exec Director Commercial (EDC)
	Mark Sellis	Exec Director Corp Services (EDCS)
	Lorna Lloyd-Williams	Head of Governance & Executive Office (attended remotely)

Italics denotes absence **DRAFT MINUTES**

Item	The Meeting opened at 18.01 and was quorate with 7 governors being present.
1.	**CHAIR'S WELCOME** The Chair expressed the Board's thanks for the successful Ofsted result.
2.	**APOLOGIES FOR ABSENCE** Apologies were received and accepted from Alessandra Almeda-Jones, Hannah Sheath, Sakina Quettawala, Imelda Galvin and Cait O-Riordan . It was noted that Nana Brew was unable to attend because of continuing health issues and it was **Resolved** to grant Nana Brew a leave of absence for the rest of the academic year. The Board asked that their good wishes be passed on to Sakina for her forthcoming exams.

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<tr><td>3</td><td>DECLARATIONS OF INTEREST

Jenny Jarvis made a declaration of interest in relation to agenda item 14 regarding the governor training plan.

Adam Goldstein made a declaration of interest in relation to agenda item 14 regarding appointment of the Chair.</td></tr>
<tr><td>4</td><td>REQUESTS FOR URGENT BUSINESS

The Head of Governance advised the Board that they needed to note the application of the College seal to a contract between the college and the London borough of Barnet.</td></tr>
<tr><td>5</td><td>MINUTES OF THE MEETING HELD ON THE 16th December 2021 and the EXTRAORDINARY BOARD MEETING HELD ON THE 27th January 2022

The minutes of the meetings on the 16th December 2021 and the 27th January 2022 were approved as a true and correct record of the meetings.

Governors asked about the run hide and tell policy and commented that they were meant to receive a verbal update on the college run through of the policy. Governors questioned whether this had taken place and were advised that it had not as the college was awaiting training from the metropolitan police. It was hoped that this would take place in April, when the college would then undertake an all-staff familiarisation.
Action: Report back to Board once familiarisation has taken place.</td></tr>
<tr><td>6</td><td>MATTERS ARISING

The Head of Governance took the board through the matters as follows:
1. actions from 15th July:
Governor link visit scheme to be moved to the jurisdiction of the Search and Governance committee and reconsidered once the Board had increased its capacity.
Environment and sustainability strategy – leave on action sheet on basis will come to Board in July.
Curriculum business planning to be taken off as will be subsumed in strategic work college undertaking with ESFa and FEC
Risk appetite framework to be taken off as significant steps taken in relation to this.
2. actions from 21st October – all completed
3. actions from 16th December:
Risk register action take off as being closely monitored by audit committee and risk register elements coming to QTSE
Executive summaries ongoing and quality of Board papers will be looked at in annual bard self-assessment so take off the action sheet
Finance action - the EDCS advised that this was given to audit committee so can be taken off
Head of Governance should be DPO? The Board advised that they wished</td></tr>
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	this to be given further consideration and discussed outside of the meeting because of the Head of Governance's workload and the heavy duty of the role of the DPO. Governors were informed that operationally the college does have a strong manager and it was agreed that this would be discussed with the Chair and with Mr Sweeneys input outside of the meeting. The EDCs was asked to retain this duty for now. **Action: for further discussion**
7	**CORPORATE RISK REGISTER** The EDCS advised the Board that the quality improvement and safeguarding risks need to be updated post Ofsted and will be looked at in the QTSE committee. The chair of the audit committee advised that the risk register will now be elevated on the audit committee agendas. The Board were advised that the risk register still needs further work regarding assurance work in the final column and the target risk. It was suggested that the quality risks be further considered at the next QTSE meeting to ensure that the risk is at the right rating. **Action: Head of Governance** The Board discussed how static the risk register was and that this needs to be considered further.
8	**CEO REPORT** The Board discussed the CEO's report which outlined the work that the FE Commissioner and ESFA were undertaking with the college in its development of the strategic plan. It was noted that there were broadly two types of activity: 1. changes or improvements intended to increase the college's financial efficiency or student attraction and retention through current programmes. 2. feasibility studies to test several proposals for significant growth or curriculum change Governors asked how the experience was of working with the ESFA and FE Commissioner and members of ELT gave details. Governors asked ELT if there was anything that was not agreed with and ELT advised they did not necessarily agree with the view that the curriculum was static or a narrow offer. Governors also enquired as to what extent the regulators were looking at the community needs. The CEO provided particulars advising that both councils and the GLA were being spoken to. Governors asked that we do not lose sight of the work undertaken in the January board development day.

9	**FINANCE** • Overview of college financial position The EDCS took the Board through the financial headline summary. Governors commented that it looked positive but questioned whether this reflected reality and received confirmation that it did for this year. The EDCS informed the Board that the FE Commissioner had advised that the college and the Board should focus on the EBITDA figure. Governors acknowledged that what had been provided was a snapshot in time. Governor questioned whether the report was slightly too simple and commented that a line graph on forecasting accuracy would be helpful. It was agreed that this would be incorporated going forward. **Action:EDCS** • Report of the committee chair from the meeting on 3rd March The EDCS gave an update on the Enfield contract payments and advised that the first two terms part payments had been released and there had therefore been movement and improvement on the position. The chair of the board advised members that the committee had considered the colleges financial position going forward and a first draft budget was to be presented at the May finance meeting.
10	**CURRICULUM** • Overview of college quality position The Principal spoke to his report which contained headline feedback from the recent Ofsted inspection. The Board were advised that areas in which the college has challenges related to areas where the college have had difficulty in retaining good curriculum management. Governors were also informed that work was being undertaken on both internal and external communications regarding the inspection result. The Board asked for the staff governors' reflections on the inspection and were advised that staff felt proud of themselves and staff governors gave their perspectives and details of their experience. Staff governors commented on the positive behaviour of the students. The chair of the QTSE committee advised that the committee had received a headline update. Governors asked whether there were any key strengths that it would be easy for the College to get to outstanding on. The Principal advised teaching and learning and gave further particulars. The Principal also advised that student behaviour was another area. Governors advised that they wanted to see in the forthcoming budget proposal,

	a clear setting out of the ambition of the college in relation to curriculum and where any trade-offs might be. **Action : Principal and EDCS** Governors asked if the college recruits well in September and numbers increase whether there was anything that could be done regarding the lagged funding model and were advised that the college need to have a 10% increase in student numbers to make a business case for additional funding. The Principal was asked to expand on the marketing strategy and governors were given details of the planned campaign from the launch of the Ofsted report through to the end of the academic year. The Principal also spoke about the impact he hoped to see within the schools. Report of the QTSE committee chair from the meeting on 17th March The committee chair advised that the committee would be looking at electrical at its next meeting. The Board were informed that the committee had been very impressed by the maths and English department and the way in which the department was using creative ways in trying to drive improvement. Governors noted that further consideration had been given to the content of the scorecard. The committee had also received a safeguarding termly update and the main points of this were outlined to the Board. The Board also noted the committee had asked to hear more on staff wellbeing at its next meeting.
11	**HR & OD ANNUAL REPORT** The EDCs advised that a scorecard would need to be developed with normal metrics that you would expect to see in HR. The Board were advised that it was a difficult HR environment for attracting and retaining staff and that the College was working on an employee value proposition. The EDCS outlined some of the difficulties in relation to staff salaries and being competitive. Governors asked about staff turnover and advised that it needed to be detailed in the report. They also commented that there was no indication of the volume of sickness and how this might compare with other organisations provided in the report. Governors questioned how they know what the impact is of what the college does for staff. The Board were advised that the IIP survey would provide a baseline. In relation to the information provided on the gender pay gap , Governors commented that there was no information about the top management structures, ELT , SLT and questioned whether there was an issue regarding parity both in respect of gender and race and what steps was the college taking to address any issues. The Board were advised that the college had undertaken an initial analysis on ethnicity and it was clear that white British staff are paid more. The EDCS advised that it was also disproportionate in relation to gender pay gap. Governors

	discussed that there was a need to find a place where this could be discussed at governor level as there was not sufficient time to discuss and consider and to get into more details . Governors advised that there needed to be solutions particularly for such a diverse college. The Board also asked about governor involvement in the people strategy and that they would expect to see this strategy development and which committee would have oversight. Governors commented that there needed to be interconnection of strategies so the Board can see them in the round. It was agreed that there would be further discussion regarding this outside of the meeting. **Action: Discussion CEO, Chair and Head of Governance** In relation to governor oversight, the Head of Governance advised that Human Resources, Health and Safety and estates could be included in the remit of the finance committee which was quite usual for the sector. Alternatively, once there was sufficient capacity on the Board, a people or resources committee could be established to cover these matters and to meet once per term as a minimum. The committee noted the report.
12	**HEALTH AND SAFETY REPORT AND ANNUAL REVIEW OF H&S POLICY** The Board considered the annual report for 2020/21 .Key themes were noted to be: • Covid-19 had been a dominant factor in both 2020/21 and the current year • Comparisons of accident number between years was complicated by lockdowns • Mental health related incidents have increased during the pandemic • In recent months there have been three serious incidents in LLDD department, which were subject to full investigation. Two of these incidents were directly related to management of student behavior Governors asked about statutory compliance . The Head of Governance advised that wide-ranging statutory responsibilities were picked up in the QIP but that she would need to get back to the Board on the details of the specific H&S responsibilities. **Action : Head of Governance** Governors asked if there was a H&S lead in the college and were advised that there is. Governors also asked about mental health and behavioural issues and were updated on the incidents/serious issues that had occurred in LLDD. Governors were advised of some of the steps being taken to address this. It was **Resolved** to approve the Health & Safety Policy

	Feedback from committees
13	**AUDIT AND RISK** ***Committee minutes enclosed for information*** • Risk Management Framework The committee chair advised that there was a range of scores and that audit committee felt that there needed to a context or rationale for the ELT proposals together with information about how the risk categories will be used by staff. The committee chair advised that it was hoped that this could be discussed at the Board development day. It was agreed that the EDCS would bring some proposals and illustrations on this to the Board development day **Action: EDCS** It was **Resolved** to approve the risk management framework on the basis that there would be further consideration by the Board regarding risk appetite categories. • Treasury Management policy on the recommendation of the audit committee. It was **Resolved** to approve the Treasury Management Policy • Conflict of Interest and Conflict of Loyalties policy on the recommendation of the audit committee. It was **Resolved** to approve the Conflict of Interest and Conflict of Loyalty policy • Report of the committee chair The committee chair updated the Board on the internal audit reports that had been received and advised that in relation to the governance audit, some recommendations had gone to Search and Governance and others would be considered at QTSE committee regarding HE. The governance audit had been advisory and the highest assurance opinion had been given in relation to the other three audits. All recommendations except one had been low except for a recommendation in relation to the payroll audit which concerned overpayments to staff. The Board were advised that there had been good progress on implementing audit recommendations and there was still some work to do on data quality. The committee would be receiving a report at its next meeting regarding checks on data quality learner numbers. The committee had also received a paper on non-compliance with financial regulations and noted that there is a need to be clear that staff are clear on their responsibilities and to make it as easy as possible for staff to comply.

14	**SEARCH & GOVERNANCE** ***Committee minutes enclosed for information*** • Report of the committee chair This was not possible as the committee chair was unable to attend the meeting. • Code of Good Governance for English Colleges On the recommendation of the Search and Governance committee it was **Resolved** to adopt the revised Code of Good Governance for English Colleges. • Governance Quality Improvement Plan (QIP) On the recommendation of the Search and Governance committee it was **Resolved** to agree the governance quality improvement plan. • Governor Training Plan Jenny Jarvis having declared an interest, abstained from the discussion and vote. On the recommendation of the Search and Governance committee it was **Resolved** to approve the Governor Training Plan • Staff Governor committee membership On the recommendation of the Search and Governance committee it was **Resolved** to appoint Chalene Scott to the QTSE committee and Sue Baker to the finance committee. • Noting of written resolutions The Head of Governance advised that she had not received enough consents to pass the two written resolutions, one being to approve the gifts and hospitality policy, the other being to appoint recruitment agents to recruit up to three external governors. The Board being asked to consider these resolutions now it was **Resolved** to on the recommendation of the Audit and Risk committee to approve the gifts and hospitality policy. In relation to the appointment of recruitment agents, governors questioned whether the college should be spending this money and asked what attempts had been made to recruit governors by other measures. Members of the Search and Governance committee gave assurance that other avenues had already been taken and this had been considered before the recommendation was made to the Board. The current difficulty of recruiting trustees in other sectors was noted and with one governor voting against, the majority of the Board

	Resolved on the recommendation of the Search and Governance committee to appoint Nurole to conduct the recruitment of up to three external Governors. Adam Goldstein having declared an interest, abstained from the discussion and vote. • Appointment of Chair from 15th May 2022 Governors who were eligible having been invited to stand for the position of Chair and an application having been received from Adam Goldstein it was **Resolved:** to appoint Adam Goldstein to the position of chair for a second term of two years from the 15th May 2022.
15	**PERFORMANCE AND REMUNERATION** • Annual report of the remuneration committee It was **Resolved** to approve the annual report of the remuneration committee.
16	**Other urgent business** There was no other urgent business.
17	**Date of next meeting** **Board Development Day& FE Commissioner Workshop 26th May**
	The meeting closed at 20.27