



**MINUTES OF THE BOARD OF GOVERNORS  
13 JULY 2017  
4PM, BOARDROOM, CHELTENHAM CAMPUS**

- Present:** Mr C Baldwin  
Mr J Brinley  
Mr M Burgess (Principal)  
Ms T Burton (Chair)  
Ms Julie Haines (Staff Governor)  
Ms G Hayes  
Mr P Head
- Ms M James  
Mr M Lawson (Staff Governor)  
Mr J Murden (HE Student Governor)  
Ms H Ridler  
Mr K Rog  
Ms P Schreuder  
Ms A Williams
- In Attendance:** Mr A Bates  
Ms J Kettle  
Ms C Rosser-Mayo  
Ms S Steed  
Ms J Cosson
- Chief Financial Officer  
Vice Principal, Curriculum and Quality  
Director of HR  
Vice Principal, Students  
Clerk and Governance Advisor to the Board of Governors
- Apologies:** Mr P Carr  
Mr S Marston  
Mr T Uppington (FE Student Governor)

**Attendance: 82.4%**

<b>PRELIMINARIES</b>		<b>ACTION</b>
	Board and Executive Members received a Data Protection Update provided by the College's lawyers. Harrison Clark Rickerbys, prior to the Board meeting.	
<b>41/17</b>	<b>Apologies</b>	
	Were noted as above.	
<b>42/17</b>	<b>Declarations of Interest</b>	
	No interests were declared other than standing declarations recorded on the current Register of Interests. It was noted that AW is a partner of Bruton Knowles for the purposes of the valuation of the Cheltenham campus – item 53.	
<b>43/17</b>	<b>Confidentiality of Items</b>	
	As marked for a period of two years (item 47 - RFD - for a period of five	



	years), for reasons of commercial sensitivity. Item 58 was declared confidential as set out in the relevant minutes and item 62 - SSEC minutes - was declared confidential as it dealt with named individuals.	
<b>44/17</b>	<b>Minutes of the meeting of 11 May 2017</b>	
	The minutes of the meeting of 11 May 2017 were approved and signed as a true record by the Chair.	
<b>45/17</b>	<b>Matters Arising from the Minutes and Actions</b>	
	Members were provided with an Actions Matrix and noted the status update of each item. The Executive team structure was tabled as an action from the previous meeting.	
<b>KEY BUSINESS</b>		
<b>46/17</b>	<b>Approval of Strategic Plan 2017-20 and Operating Plan 2017-18 - confidential</b>	
<b>47/17</b>	<b>Principal's Report – confidential</b>	
<b>48/17</b>	<b>Review of KPIs and Operating Plan Update - confidential</b>	
<b>49/17</b>	<b>Quality Improvement Plan Update - confidential</b>	
<b>50/17</b>	<b>SAR Key Themes - confidential</b>	
<b>51/17</b>	<b>Approval of Internal Audit Annual Plan, Appointment of Auditors, and Approval of Audit Fees</b>	
	<p>AB presented the Internal Audit Plan which had been discussed at the Audit Committee and was recommended by the Committee for approval.</p> <p>AB explained how the Plan had developed with the Internal Auditors looking at the College's Strategic and Operational Plans in conjunction with the College's Risk Register and their own knowledge of the sector. The Internal Auditors propose the areas of risk to be covered and the Audit Committee reviews those. The Chair of Audit confirmed that the internal audit process is intended to identify those areas where the College will benefit from review.</p> <p>A member asked whether the Internal Audit Plan would be covering cyber security under Data Security as this involved more than just data security. The Chair of the Audit Committee responded that this had been flagged by the Committee as a potential area of risk along with</p>	



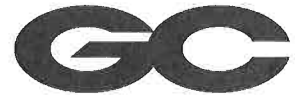
	<p>preparation for the new GDPR 2018. MB confirmed that the College had undergone a review of cyber security where the robustness of its systems had been tested.</p> <p>It was suggested that there may still be some gaps and it would be important to understand the scope of the proposed audit. Members discussed the audit cycle and frequency of audits. It was noted that some reports from the current year have not yet been finalised and will be presented to the Audit Committee in the autumn.</p> <p><b>RESOLVED: The Board approved:</b></p> <ul style="list-style-type: none"> <li>• The Internal Audit Annual Plan.</li> <li>• The Appointment of the Internal Auditors.</li> <li>• The Audit Fees.</li> </ul>	
<b>52/17</b>	<b>Approval of 3 Year Financial Plan and Annual Financial Plans for Subsidiary Companies – confidential</b>	
<b>53/17</b>	<b>Approval of Legal Charge over Cheltenham Property - confidential</b>	
<b>54/17</b>	<b>Risk Management Update and Approval of Policy* - confidential</b>	
<b>ROUTINE BUSINESS</b>		
<b>55/17</b>	<b>Management Accounts – confidential</b>	
<b>56/17</b>	<p><b>Approval of Policies*:</b></p> <ul style="list-style-type: none"> <li>• Student Funds Policy</li> <li>• Code of Conduct</li> <li>• Risk Management Policy</li> <li>• Health and Safety</li> <li>• Admissions</li> </ul>	
	The above policies were reviewed and approved by the Board.	
<b>57/17</b>	<b>Use of Seal</b>	
	<p><b>RESOLVED: The Board noted and endorsed the use of the Seal on the following occasions:</b></p> <ul style="list-style-type: none"> <li>• Forest of Dean DC Land Transfer (TP1) – land transfer of the site for the new campus at Northern Quarter (Steam Mills) at the Land Registry dated 17 May 2017.</li> <li>• Secretary of State for Environment Food &amp; Rural Affairs (Forestry Commission) Deed of Covenant related to the Land Transfer of the site for the new campus at Northern Quarter</li> </ul>	



	<p>(Steam Mills) dated 17 May 2017.</p> <ul style="list-style-type: none"> <li>• GC &amp; Barnwood Construction Ltd – Contractors Collateral Warranty x 6 executed 8 June 2017.</li> <li>• GC &amp; Barnwood Construction Ltd – Contractors JCT Design &amp; Build Contract executed 8 June 2017.</li> <li>• GC &amp; Barnwood Construction Ltd – Payment Guarantee executed 8 June 2017</li> <li>• GC &amp; Barnwood Construction Ltd – Novation of the Building Contract executed 8 June 2017</li> </ul>	
58/17	<p><b>Committee Reports and Minutes*</b> – confidential as indicated in the minutes:</p> <ul style="list-style-type: none"> <li>• Audit - 14 June 2017</li> <li>• NCD - 20 June 2017</li> <li>• Betaris - 20 June 2017</li> <li>• GFM - 20 June 2017</li> <li>• BRC - 20 June 2017</li> <li>• GRS - 4 July 2017</li> <li>• EWG - 5 July 2017</li> <li>• C&amp;Q - 6 July 2017</li> </ul>	
	<p>Minutes of the above meetings had been made available to Members on the College's systems. There were no questions.</p> <p><b>RESOLVED: The minutes were noted and endorsed.</b></p>	
59/17	<p><b>Matters referred by the Chair/Clerk:</b></p> <ul style="list-style-type: none"> <li>• Membership Proposals</li> <li>• Approval of Terms of Reference/Agenda Cycles</li> <li>• Governor Development Activity*</li> <li>• Self-Assessment Sheet Feedback*</li> <li>• Meeting Evaluation Form*</li> </ul>	
	<p>Members received a tabled paper setting out the current position with regard to Board membership.</p> <p>Members also reviewed a tabled set out terms of reference and agenda cycles for the Board's Committees as approved by those committees.</p> <p><b>RESOLVED:</b></p> <p><b>The Board noted that the student governor vacancies will be progressed.</b></p> <p><b>Tom Uppington and James Murden were formally thanked for their role as student governors.</b></p>	



	<p><b>That the following appointments/re-appointments to committees be approved:</b></p> <p><b>BRC: Chair – Anne Williams Vice-Chair – Keith Rog</b></p> <p><b>GRS: Chair – Keith Rog Vice-Chair – Trish Burton</b></p> <p><b>SSEC: Chair - Anne Williams Vice-Chair – Trish Burton</b></p> <p><b>That David Cooper be appointed as a Co-opted Member of the Business and Resources Committee from 4 September 2017 to 3 September 2018, subject to annual review.</b></p> <p><b>That Sue Kingston be appointed to the Senior Staff Employment Committee from 4 September 2017 to 30 November 2010, subject to annual review and in line with her current term of office.</b></p> <p><b>That the recommended designated Board size remain at 18.</b></p> <p><b>The Terms of Reference and Agenda Cycles for the committees were approved.</b></p> <p>Members had been provided with information on the Link and Development activities undertaken by Governors together with reports on learning and development activity undertaken by the Clerk and GH. The Chair thanked all Members for their involvement with all link and learning and development activity.</p> <p>Members had been provided with a Meeting Evaluation Form. Members considered the information provided.</p> <p>Members completed the Self-Assessment Sheet.</p> <p><b>RESOLVED:</b></p> <p><b>That the Board note the link and development activity which enriches the Governors’ understanding and oversight of the activities of the College.</b></p> <p><b>That the Board note and endorse the feedback from the Meeting Evaluation Form.</b></p>	
<b>OTHER</b>		



60/17	<b>Any Other Business</b>	
	None.	
61/17	<b>Date and time of next meeting</b>	
	<ul style="list-style-type: none"><li>• RFD new campus visit: 14 September 2017, 12 noon – 2pm</li><li>• Safeguarding Training Session: 21 September 2017, 5pm, Cheltenham</li><li>• Board Meeting: 12 October 2017, Cheltenham, 4.00pm</li></ul>	
<b>PRIVATE BUSINESS - EXTERNAL MEMBERS ONLY</b>		
62/17	<b>Committee Reports and Minutes:</b> <ul style="list-style-type: none"><li>• SSEC – 4 July 2017</li><li>• Confidential Board Minute - 11 May 2017</li></ul>	

Signed.....

Date..... 12 - 10 - 2017 .....