

**PUBLIC MINUTES OF THE
BOARD OF GOVERNORS
28 JUNE 2018**

Present: Ms T Burton (Chair) Mr M Lawson (Staff Governor)
Mr C Baldwin Mr S Marston
Mr M Burgess (Principal) Ms H Ridler
Mr P Head
Ms M James

In Attendance: Mr A Bates Chief Financial Officer
Ms C Rosser-Mayo Director of HR
Dr K Morris Vice Principal, Curriculum & Quality
Ms S Steed Vice Principal, Students
Ms J Cosson Clerk and Governance Advisor to the Board of Governors

Apologies: Mr P Carr
Ms Julie Haines (Staff Governor)
Ms P Schreuder
Mr K Rog
Ms A Williams

Attendance: 61.5%

		ACTION
PRELIMINARIES		
22/18	Apologies	
	Noted as above.	
23/18	Declaration of Interests	
	It was confirmed that the Register of Interests recorded all of the current declarations of interests of those present.	
	It was noted that SM had an interest in items relating to HE and would leave the room during relevant discussions if required.	
	It was noted that AW is a Partner of Bruton Knowles who have been appointed by the College in relation to various lettings. AW is not involved in the matters and was not present at the meeting.	
	There were no further declarations.	
24/18	Membership Proposals	
	Members were provided with proposals relating to Board size and Board and Co-opted Member appointments. Members considered	



	and the recommendations.	
	<p>RESOLVED:</p> <ol style="list-style-type: none"> 1. That the designated Board size be reduced to 18 Members (13 External Members). 2. That the Student Governor positions be progressed by the Vice Principal, Students. 3. That Phil Head be re-appointed to the Board of Governors and Audit Committee as an External Member and as Link Health & Safety Governor for a four year period from 1 September 2018 to 31 August 2022. 4. That Mary James be appointed as the Mental Health and Wellbeing Link Governor in line with her term of office. 5. That the Chairs and Vice-Chairs of the Committees be appointed in accordance with the Terms of Reference in the papers. 6. That the Board note that the vacancies on the Board and Committees are being progressed by the Governance Review and Search Committee. 	
25/18	Confidentiality of Items (C)	
	As marked (C) for a period of two years. All the marked items were confidential on the grounds of commercial sensitivity.	
26/18	Minutes of the meeting of 22 March 2018	
	The minutes of the meeting of 22 March 2018 were approved and signed as a true record by the Chair.	
27/18	Matters Arising from the Minutes and Actions Matrix	
	Members were provided with an Actions Matrix and noted the status update of each item. All items were complete.	
KEY BUSINESS		
28/18	Principal's Update (C)	
	<p>MB provided an update on a series of items including recruitment, pay, RFD and T Levels.</p> <p>Members noted that there are continued risks emerging from government policy.</p> <p>MB thanked those governors who had volunteered as invigilators for the summer exams.</p> <p>MB asked CRM to provide an update on the position since the last</p>	



	meeting with regard to staffing. RESOLVED: The Principal's Update was noted.	
29/18	Approval of Lettings (C)	
	Launchpad AB reminded Members that the Board had agreed, in principle, to the rental of Launchpad. At the last BRC meeting an offer was approved for recommendation to the Board. Since then, there have been further negotiations with Norton College, an education provider. RESOLVED: The Board approved the College continuing negotiations with Norton College and approved the letting in principle to Norton College. Board Pre-Approval of Short Term Lettings JC advised Members that the question of Board approval of short-term lettings had arisen in connection with the College's current Estates Strategy and the recent review of the College's Financial Regulations. The matter was considered at BRC on 22 May 2018 and the Clerk was asked to present a proposal for terms on which the Board may pre-approve short-term lettings within certain parameters so that Board approval is not required in advance. Legally, any 'disposal' of land or buildings requires full Board approval. This includes routine, short-term lettings. This responsibility cannot be delegated. Seeking full Board approval to routine, short-term lettings in advance is not always commercially or operationally practical. It was proposed that the Board agrees a set of pre-approved parameters for routine, short-term lettings that do not materially alter the College's position. Agreeing pre-approved parameters will enable the Executive to negotiate short-term lettings and progress the College's Estates Strategy in a timely manner in between Board meetings. Lettings within the pre-approved parameters will not need to be presented to the Board for approval in advance but will be notified to the Board and ratified at the next available Board meeting. Disposals that pose a material risk or alter the College's position will continue to require full Board approval in advance. MB added that the College currently has two serious offers to let parts of the Cheltenham campus. Again, this is a key part of the financial strategy. Bruton Knowles and HCR are also advising on these lettings.	



	<p>RESOLVED: The Board agreed to pre-approve short-term lettings within certain parameters.</p> <p>The College's Financial Regulations will be amended to provide for disposals to be permitted within the pre-approved parameters.</p> <p>Members noted and approved the schedule of investment properties - details of tenancies as at 26 June 2018.</p>	
30/18	Appointment of Internal Auditors (C)	
	<p>AB provided an update on the proposed award of the tender for Internal Audit services.</p> <p>RESOLVED: The Board approved the appointment of ICCA for a three-year term, their performance to be evaluated on an annual basis.</p>	
31/18	Approval of 3 Year Financial Plan and Annual Financial Plans for Subsidiary Companies (C)	
	<p>AB presented the College's financial forecast for 2018-2020 including:</p> <ul style="list-style-type: none"> • Updated financial position • Progress against financial strategy • Latest forecast for 2017-18 and financial forecast 2018-2020 • Self-assessment of the College's financial health grade. <p>The position had been reviewed by BRC at their last meeting.</p>	
32/18	RFD Update (C)	
	<p>MB gave a slide presentation showing progress with the construction of the new campus.</p> <p>RESOLVED: The RFD Update was noted.</p>	
33/18	Curriculum and Quality Update including SAR Key Themes (C)	
	<p>KM provided an update on key curriculum and quality issues from an evaluation of progress and TLA and emerging issues for the self-assessment report (SAR).</p> <p>RESOLVED: The Board noted the emerging position around student outcomes and the likely themes within this year's SAR.</p>	
34/18	Review of KPIs and Progress with Operating Plan (C)	



	<p>Members reviewed the current Operating Plan showing progress to date and the KPI report.</p> <p>RESOLVED: The Operating Plan and KPIs were noted.</p>	
ROUTINE BUSINESS		
35/18	Management Accounts (C)	
	<p>AB presents the Management accounts.</p> <p>RESOLVED: The Management Accounts were noted.</p>	
36/18	Risk Management Update (C)	
	<p>MB introduced a paper which had been prepared in response to a request from the Audit Committee to better understand the control environment in place at the College, focusing on key activity areas.</p> <p>RESOLVED: The Board noted the new format of Risk Register and the updates to it. It was noted that ICCA will do a full review of the Risk Register/Board Assurance Framework to take into account all types of assurances including internal controls and external verification in order to cross-reference and ensure that risks are being appropriately managed.</p>	
37/18	Approval of Policies: <ul style="list-style-type: none">• Admissions• Data Protection and Information Security• Health and Safety• Access to Information (Freedom of Information Policy and Publication Scheme)• Freedom of Speech	
	<p>Members reviewed the above policies, commenting that the changes were helpfully set out.</p> <p>It was noted that the Data Protection and Information Security Policy had been significantly rewritten in response to GDPR. A member was surprised that the College did not hold much sensitive data but was informed that the main area for sensitive data is Safeguarding. The HR team is now paperless. It was acknowledged that the biggest risk in terms of data protection is human error.</p> <p>In his capacity as Health and Safety Link Governor, PH remarked that there was likely to be more regulation as a result of the Grenfell Tower investigation and that the College must be completely up to date with the latest requirements in Health and Safety. It was suggested that the College should ask an independent consultant to review the Health and Safety Policy and Procedures and that the</p>	



	<p>College's insurance policies should be reviewed in the light of the recent lettings at the Cheltenham campus.</p> <p>RESOLVED: The policies were approved by the Board.</p>	
38/18	<p>Committee Reports and Minutes: (C) as indicated in minutes:</p> <ul style="list-style-type: none"> • C&Q – 26 April 2018 and 14 June 2018 • BRC – 22 May 2018 • Audit – 12 June 2018 • EWG – 2 May 2018 • GRS – 3 May 2018 • Betaris – 25 April 2018 and 16 May 2018 • GFM – 16 May 2018 • GPS – 16 May 2018 and Ratification of Appointment of Directors • NCD – 16 May 2018 	
	<p>Minutes of the above meetings had been made available to Members on the College's systems.</p> <p>Members reviewed the reports from the Committee Chairs.</p> <p>It was noted that the EWG will come to a natural end towards the end of the year once the RFD campus has been completed.</p> <p>GPS had been discussed in detail earlier in the meeting.</p> <p>RESOLVED: The Minutes and Reports were noted and endorsed.</p> <p>The appointment of the Directors of GPS was ratified by the Board in accordance with the Memorandum of Understanding between the College and the Company.</p>	
39/18	<p>Governance Matters</p>	
	<p>Regulatory Developments</p> <p>JC presented a paper detailing governance and regulatory developments since the last meeting and the actions required as follows:</p> <ol style="list-style-type: none"> 1. New ACOP and Audit Committee Requirements 2. Safeguarding – KCSIE, Sexual Violence and Sexual Harassment, Charity Commission 3. HE – OfS Registration, Quality, Remuneration Code, Complaints 4. Careers Guidance 5. GDPR in force 6. Gender Pay Gap Reporting 7. Changes to Ofsted inspections 8. Changes to Rules on Automatic Disqualification of Charity 	



- Trustees (incl. senior management)
9. Charity Commission – fraud and cyber security guidance
 10. New UK Corporate Governance Code due
 11. Insolvency Regime Update
 12. FE Commissioner's Termly Letter June 2018
 13. New Code of Conduct for Board Members for adoption and signing.

Members commented that they thought the new Code of Conduct for Board Members was very thorough and helpful in reminding governors of their responsibilities.

RESOLVED: The Board noted the Regulatory Update.

Approval of Governor Eligibility Policy, Conflicts of Interest Policy and Governor Code of Conduct

Members reviewed the above documents which had been revised as a consequence of matters set out in the Regulatory Update.

RESOLVED: The revised Eligibility Policy, Conflicts of Interest Policy and Governor Code of Conduct were recommended for approval by GRS and approved and adopted by the Board. Board Members were asked to sign the new Code of Conduct.

Annual Review of Board and Committee Terms of Reference/Agenda Cycles/Appointment of Chairs and Vice-Chairs

Members had been provided with the revised terms of reference and agenda cycles for the Board and its committees as approved by those committees.

RESOLVED: The Terms of Reference and Agenda Cycles for the Board and committees were approved.

Governor Development Activity

Members had been provided with information on the Link and Development activities undertaken by Governors.

JC tabled a report on her attendance at the AoC SW Clerks' Network in Taunton on 27 June 2018.

The Chair thanked all Members for their involvement with all link activity.

RESOLVED: The Board noted the link and development activity, which enriches the Governors' understanding and oversight of the activities of the College.

Meeting Evaluation Form



gloucestershire college

	<p>Members had been provided with a Meeting Evaluation Form. Members considered the information provided.</p> <p>RESOLVED: That the Board note and endorse the feedback from the Meeting Evaluation Form.</p> <p>Self-Assessment Sheet</p> <p>Members completed the Self-Assessment Sheet.</p>	
OTHER		
40/18	Any Other Business	
	Thanks were recorded to Anne Williams, Jeff Brinley, Clive Baldwin, Nestor Skroban-Korzeniecki, Gary Ridgway and David Cooper for their contributions to the Board over a number of years, particularly Anne Williams who had given so much of her time and expertise over 24 years on the Board.	
41/18	Date and time of next meeting	
	<ul style="list-style-type: none">• Board Meeting: 18 October 2018, 4.00pm, new Royal Forest of Dean Campus (tour of new campus at 3.00pm)• Governor Farewell Dinner: 18 October 2018, 7.00pm for 7.30pm, RFD Campus	

Signed.....

Date..... 18/10/2018