

**OPEN MINUTES OF THE  
BOARD OF GOVERNORS  
18 OCTOBER 2018**

- Present:** Ms T Burton (Chair) Mr P Head  
 Ms E Bowstead (Student Governor) Ms M James  
 Mr M Burgess (Principal) Mr M Lawson (Staff Governor)  
 Mr T Dover Ms H Ridler  
 Ms Julie Haines (Staff Governor) Ms P Schreuder
- In Attendance:** Mr A Bates Chief Financial Officer  
 Mr R Jones CRM administrator, Showcase only  
 Dr K Morris Vice Principal, Curriculum & Quality  
 Mr N Pratt Head of Data Management, Showcase only  
 Ms C Rosser-Mayo Director of HR  
 Ms S Steed Vice Principal, Students  
 Ms J Tegg Head of Work Based Learning, Showcase only  
 Ms J Cosson Clerk and Governance Advisor to the Board of Governors
- Apologies:** Mr P Carr  
 Mr J Ingram (Student Governor)  
 Mr S Marston  
 Mr K Rog

**Attendance: 71.4%**

		ACTION
<b>Showcase: CRM demonstration led by Julie Tegg and Neil Pratt (C)</b>		
<p>JT, NP and RJ gave an overview and demonstration of the College's CRM system, explaining how the existing system has been developed over the past year to be able to support the wider College structure.</p> <p>Members congratulated the College on the progress that has been made in a relatively short space of time.</p>		
<b>PRELIMINARIES</b>		
<b>42/18</b>	<b>Private Business</b>	
	None.	
<b>43/18</b>	<b>Apologies</b>	



	Noted as above.	
<b>44/18</b>	<b>Declaration of Interests</b>	
	<p>It was confirmed that the Register of Interests recorded all of the current declarations of interests of those present. Members had been asked to update their annual declarations.</p> <p>There were no further declarations.</p>	
<b>45/18</b>	<b>Membership Proposals</b>	
	<p><i>EB and TD left the room for this item.</i></p> <p>Members were provided with proposals relating to Board size and Board and Co-opted Member appointments. Members considered and the recommendations.</p> <p><b>RESOLVED:</b></p> <ol style="list-style-type: none"><li>1. That the designated Board size remain at 18 Members (13 External Members).</li><li>2. That Evie Bowstead be appointed to the Board and to the Curriculum and Quality Committee as a Student Member for one year from 18 October 2018 to 31 August 2019, subject to continuing as a GC student.</li><li>3. That Jamie Ingram be appointed to the Board and to the Curriculum and Quality Committee as a Student Member for one year from 18 October 2018 to 31 August 2019, subject to continuing as a GC student.</li><li>4. That Will Abbott be appointed to the Board as an External Member and Chair of the Business and Resources Committee from 19 October 2018 to 18 October 2022.</li><li>5. That Tony Dover be appointed to the Board as an External Member from 18 October 2018 to 17 October 2022 and remain on the Audit Committee.</li><li>6. That Phil Head be appointed Chair of the Audit Committee from 3 October 2018.</li><li>7. That Ryan O'Donnell be appointed as a Co-opted Member of the Curriculum and Quality Committee for an initial term of one year from 18 October 2018 to 17 October 2019.</li><li>8. That Paul Whitehead be appointed as a Co-opted Member of the Business and Resources Committee for an initial term of one year from 18 October 2018 to 17 October 2019.</li><li>9. That Peter Derrick be appointed as a Co-opted Member of the Curriculum and Quality Committee for an initial term of one year from 18 October 2018 to 17 October 2019.</li><li>10. That Trish Burton be appointed as link governor for Careers.</li><li>11. That Anne Williams be awarded the Honorary Vice-President role in recognition of her 24 years' service to the College.</li></ol>	



	<p>12.The Board noted that the vacancies on the Board and Committees are being monitored and progressed as appropriate by the Governance Review and Search Committee.</p> <p><b>ACTION: JC to write to Anne Williams confirming HVP award.</b></p>	JC
46/18	<b>Confidentiality of Items (C)</b>	
	As marked (C) for a period of two years. All the marked items were confidential on the grounds of commercial sensitivity.	
47/18	<b>Minutes of the meeting of 28 June 2018</b>	
	The minutes of the meeting of 28 June 2018 were approved and signed as a true record by the Chair.	
48/18	<b>Matters Arising from the Minutes and Actions Matrix</b>	
	None.	
<b>KEY BUSINESS</b>		
49/18	<b>Principal's Update (C)</b>	
	<p>MB provided an update on a number of items including:</p> <ol style="list-style-type: none"> <li>1. Policy development</li> <li>2. Estates updates</li> <li>3. College performance for 2017/18</li> <li>4. Recruitment</li> <li>5. Funding issues</li> </ol> <p>MB informed Members of the current week of action organised by the AoC and encouraged Members to support the various lobbying initiatives taking place on behalf of colleges. MB thanked CRM for co-ordinating the College's response.</p> <p><b>RESOLVED: The Principal's Update was noted.</b></p> <p><b>ACTION: JC to send email to governors, co-opted members and HVPs re action to be taken for Love Our College's week – signing petition and emailing MPs.</b></p>	JC
50/18	<b>Financial Matters: (C)</b>	
	<b>Management Accounts/Progress with Financial Plan and Year End Initial Forecast</b>	
	AB presented a paper providing an initial view of the College's financial results for 2017-18 and reporting on any material impact these have on	



	<p>the College's 2018-20 Financial Plan. The position had been reviewed by BRC at their last meeting.</p> <p><b>RESOLVED: The end of year position and progress with the Financial Plan were noted.</b></p>	
<b>51/18</b>	<b>Curriculum and Quality Matters (C)</b>	
	<p><b>Stakeholder Feedback Annual Report</b></p> <p>KM introduced the report.</p> <p>Members discussed how the College prioritises the areas highlighted in feedback and the mechanisms by which the College demonstrates that it has responded to feedback, for example via posters, Student Representatives, Heads of School and student forum groups. EB confirmed that she had been part of a group which had met with their Head of School to discuss various issues arising from the results of feedback.</p> <p><b>HE Quality Assessment Review/Return</b></p> <p>KM provided an update on the College's registration with the Office for Students and the Quality Assurance process and measures going forward.</p> <p><b>Draft SAR</b></p> <p>KM presented the draft SAR which had been reviewed by C&amp;Q at their last meeting. The SAR detailed the progress against the areas for improvement set out in the last Ofsted report and focused on each aspect of the Ofsted Common Inspection Framework against which the College has RAG-rated itself.</p> <p><b>RESOLVED: Members thanked KM for her work on the SAR and noted the key themes and judgements in the document. It was noted that the final version of the SAR may be updated further once all final data is available and will be presented to the December Board meeting for approval.</b></p>	
<b>52/18</b>	<b>Review of KPIs and Operating Plan for 2018/19</b>	
	<p>Members reviewed the Operating Plan for the year showing progress to date against the Strategic Plan, and the KPI report. A new graphic dashboard had been added to the KPIs which provided an overview of key areas and which was well-received.</p> <p><b>RESOLVED: The Operating Plan and KPIs were noted.</b></p>	
<b>53/18</b>	<b>Internal and External Audit Plans</b>	



	<p>AB presented the Internal Audit Plan for 2018/19 and the External Audit Plan for the 2017/18 Financial Statements audit.</p> <p>There were some pages missing from the Internal Audit Plan in the papers. AB reminded Members how the Internal Audit Plan is devised. PH and TD confirmed that the Audit Committee had approved the plan and recommended it to the Board for approval. It was noted that there is flexibility to amend the plan at this stage and during the year if required and the Audit Committee had invited proposals for areas to be covered.</p> <p>The External Audit Plan was tabled. AB reported that the College's external auditors are in the process of carrying out the annual Financial Statements audit. The audit follows a standard process and there is therefore less scope for amendment at this stage. The plan was recommended for approval by the Audit Committee.</p> <p><b>RESOLVED: Members noted the recommendations of the Audit Committee with regard to the Internal and External Audit Plans and approved them, subject to any concerns which might be raised once they had the opportunity to properly review both plans.</b></p> <p><b>ACTION: JC to circulate complete Internal Audit Plan.</b></p> <p><b>Members to respond with any concerns by Friday 26 October.</b></p> <p><i>Post meeting note: No concerns received.</i></p>	<p>JC</p> <p>ALL</p>
54/18	<b>Annual Review of Financial Regulations</b>	
	<p>AB reported that the Financial Regulations had been reviewed by BRC in February and May 2018. Proposed updates had been presented to BRC alongside a number of planned actions. The document had been updated with various changes including arrangements for Board pre-approval of short-term, low-risk lettings, which had been added as discussed at the last meeting. The approved 2018/19 Terms of Reference for the Audit Committee and Business Resource Committee had also been added. The final document was approved by BRC on 27 September 2018. HR confirmed that BRC recommended the document for approval by the Board.</p> <p>Whilst the College's Internal Auditors, ICCA, are unable to formally approve the Financial Regulations, they have reviewed them and made recommendations which have been incorporated.</p> <p>The Regulations will be reviewed annually.</p> <p><b>RESOLVED: The Board approved the changes to the College's</b></p>	



	<b>Financial Regulations.</b>	
<b>55/18</b>	<b>Annual Health and Safety Report and Review of Policy (C)</b>	
	<p>AB presented the Annual Health and Safety Report highlighting significant Health or Safety related events and providing key data and explanations of the performance of the College during the academic year 2017/18.</p> <p>BRC monitors this area through the monthly reports submitted to the Committee.</p> <p><b>RESOLVED: The Annual Report was noted.</b></p>	
	<b>ROUTINE BUSINESS</b>	
<b>56/18</b>	<b>Risk Management Update and Review of Risk Register (C)</b>	
	<p>AB presented the Risk Management Update and Review of Risk Register.</p> <p>PH and TD confirmed that the Register had been reviewed at the October Audit Committee meeting.</p> <p><b>RESOLVED: The Board noted the Risk Register and the updates to it.</b></p>	
<b>57/18</b>	<b>Approval of Policies:</b> <ul style="list-style-type: none"><li>• <b>Financial Regulations</b></li><li>• <b>Health and Safety</b></li></ul>	
	<p>Members reviewed the above policies.</p> <p>Both the Financial Regulations and the Health &amp; Safety Policy had been approved at the September BRC meeting. HR confirmed that they were recommended by BRC for approval by the Board.</p> <p><b>RESOLVED: The policies were approved by the Board.</b></p>	
<b>58/18</b>	<b>Use of College Seal (C)</b>	
	<b>RESOLVED: The Board noted and endorsed the use of the Seal.</b>	
<b>59/18</b>	<b>Committee Reports and Minutes: (C) as indicated in minutes:</b> <ul style="list-style-type: none"><li>• <b>C&amp;Q – 13 September 2018</b></li><li>• <b>BRC – 27 September 2018</b></li><li>• <b>Audit – 2 October 2018</b></li><li>• <b>GRS – 4 October 2018</b></li><li>• <b>EWG – 12 September 2018</b></li></ul>	





	<p>Minutes of the above meetings had been made available to Members on the College's systems. Summary reports of key items from the above meetings were provided by the Chairs of each committee. Members reviewed the reports from the Committee Chairs.</p> <p><b>BRC</b></p> <p>HR congratulated the College on being nominated for the best place to work award.</p> <p>HR reported that BRC had considered the retender for the appointment of the College's bankers and recommended that the College extends its contract for banking services with Barclays by a further year to 31 August 2020, with a competitive tendering process commencing in October 2019. AB explained the reasons for the proposal to retain Barclays and Members were supportive of the reasoning.</p> <p><b>Audit</b></p> <p>PH highlighted that the Internal Audit Report on Project Management Controls had provided Substantial Assurance and reported that the Internal Auditors had been impressed that the College is using project management as a tool for delivery of a number of its objectives (of which the CRM project was one).</p> <p><b>GRS</b></p> <p>TB and JC updated Members on plans for the Strategic Planning day in November which will focus on governance.</p> <p><b>EWG</b></p> <p>MB reported that the EWG will come to a natural end at its next meeting now that the RFD campus has been completed.</p> <p><b>RESOLVED: The reports and availability of the minutes were noted.</b></p> <p><b>Members approved the recommendation of BRC that the College extends its contract for banking services with Barclays by a further year to 31 August 2020, with a competitive tendering process commencing in October 2019.</b></p>	
60/18	<b>Governance Matters</b>	
	<b>Governance and Regulatory Developments</b>	
	<p>JC presented a paper detailing governance and regulatory developments since the last meeting and the actions required as</p>	



follows:

1. Office for Students Accounts Direction 2018/19 and Guidance for Accountable Officers
2. Colleges Senior Staff Remuneration Code Consultation - closes 23 November 2018
3. Revised KCSIE in force 2 September 2018
4. Working Together 2018
5. Criminal Exploitation Of Children And Vulnerable Adults – Home Office Guidance
6. Revised UK Corporate Governance Code - From 1 January 2019
7. NCVO Draft Code Of Ethics For Charities
8. College Insolvency Regulations 2018
9. Performance Reporting For FE College Groups And Multi-Site Colleges
10. 16-18 English And Maths Briefing
11. Inclusive Board's Report on Diversity
12. Remuneration Of Governors Update
13. NLGs
14. New AoC Monthly Governance Briefing
15. AoC Governance Professionals Conference 11 October
16. AoC 'College's Week' Planned Week Of Activity 15 To 19 October

Some pages were missing from the papers.

**RESOLVED: The Board noted the Regulatory Update.**

**The Board agreed to continue to have due regard to the UK Corporate Governance Code as revised from 1 January 2019.**

**ACTION: JC to circulate complete Regulatory Developments paper.**

JC

**Members to respond to the Clerk regarding the AoC Senior Staff Remuneration Code consultation by 1 November.**

ALL

***Post meeting note: Comments received from two Members.***

**Governor Development Activity**

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

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

**RESOLVED: The Board noted the Link and Development activities, which enrich the Governors' understanding and oversight of the College.**

**Meeting Evaluation Form**





gloucestershire college

	Members had been provided with a Meeting Evaluation Form. Members considered the information provided.  <b>RESOLVED: That the Board note and endorse the feedback from the Meeting Evaluation Form.</b>  <b>Self-Assessment Sheet</b>  Members completed the Self-Assessment Sheet.	
<b>OTHER</b>		
<b>61/18</b>	<b>Any Other Business</b>	
	None.	
<b>62/18</b>	<b>Date and time of next meeting</b>	
	<ul style="list-style-type: none"><li>• Strategic Planning Day: 24 November 2018, 9am – 3pm, Boardroom, Cheltenham Campus</li><li>• Board Meeting: 13 December 2018, 4.00pm, Boardroom, Cheltenham Campus.</li></ul>	

Signed.....  .....

Date..... 13th December 2018 .....

