



**PUBLIC MINUTES OF THE
BOARD OF GOVERNORS
13 DECEMBER 2018**

Present: Ms T Burton (Chair) Mr P Head
Mr W Abbott Mr M Lawson (Staff Governor)
Ms E Bowstead (Student Governor) Mr S Marston
Mr M Burgess (Principal) Ms H Ridler
Mr T Dover Mr K Rog

In Attendance: Mr A Bates Chief Financial Officer
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
Mr J Ingram (Student Governor)
Ms J Haines (Staff Governor)
Ms M James
Ms P Schreuder
Ms C Rosser-Mayo (Director of HR)

Attendance: 66.6%

		ACTION
PRELIMINARIES		
64/18	Apologies	
	Noted as above.	
65/18	Declarations of Interest	
	It was confirmed that the Register of Interests recorded all of the current declarations of interests of those present.	
	It was noted that Staff Governors had an interest in item 78/18 (pay award). Staff and Student Governors would leave the room for that item.	
	SM declared his interest in item 76/18 (HE Developments). He would leave the room for that item.	

	There were no further declarations.	
66/18	Membership Proposals	
	<p>Members were provided with proposals from GRS relating to Board size, Staff Governor appointments and the role of the Estates Working Group. Members considered and approved the recommendations.</p> <p>It was reported that a Governors' Strategic Planning Day took place on 24 November focusing on Board effectiveness and assurance. Members were reminded of their role and responsibilities as governors and discussed ways of assessing their effectiveness and obtaining assurance. Two key themes emerged from feedback: a desire to get to know each other's skill set better and a desire for further engagement and familiarisation with the College. GRS will take forward any actions and proposals from the day relating to current governance arrangements.</p> <p>RESOLVED:</p> <ol style="list-style-type: none"> 1. That the designated Board size remain at 18 Members (13 External Members). 2. That David Kettleby be appointed to the Board as a Staff Governor for a two year period from 15 December 2018 to 14 December 2020, subject to continuing as a member of staff. 3. That Amy Pugh be appointed to the Board as a Staff Governor for a two year period from 9 March 2019 to 8 March 2021, subject to continuing as a member of staff. 4. That Julie Haines be thanked for her role as Staff Governor. 5. That the EWG be disbanded and any outstanding issues relating to the new FoD campus monitored by the Business and Resources Committee going forward. 6. That the members of EWG be thanked for their role. 7. That the vacancies on the Board and Committees and governance arrangements be monitored and progressed as appropriate by GRS. 	
67/18	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.	
68/18	Minutes of the meeting of 18 October 2018	
	The minutes of the meeting of 18 October 2018 were approved and signed as a true record by the Chair.	



69/18	Matters Arising from the Minutes and Actions Matrix	
	Members were provided with an Actions Matrix and noted the status update of each item, all of which were complete.	
AGM of Subsidiary Companies to Approve Financial Statements (C)		
70/18	Betaris Limited – Approval of Financial Statements	
71/18	Gloucestershire Facilities Management Limited – Approval of Financial Statements and Letter of Support	
72/18	Gloucestershire Professional Services Limited – Approval of Financial Statements	
73/18	New College Developments Limited – Approval of Financial Statements	
GC - Approval of Annual Reports, Consolidated Financial Statements and Subsidiary Financial Statements (C)		
74/18	Annual Reports: <ul style="list-style-type: none"> • Annual Report of the Audit Committee to the Board • Internal Audit Annual Report • External Audit Findings Report • Risk Management Annual Report and Review of Policy • Regularity Self-Assessment Questionnaire • Annual Report on Travel and Subsistence 	
75/18	Financial Statements: <ul style="list-style-type: none"> • CFO's Review of Financial Statements including Reconciliation and Chief Accounting Officer Recommendation • Consolidated Financial Statements of College • Letter of Representation • Appointment/re-appointment of Auditors for current year 	
KEY BUSINESS		
76/18	Strategic Matters (C) <ul style="list-style-type: none"> • HE Developments 	
	<i>SM left the meeting for this item.</i>	
	MB gave a presentation on the College's thinking over the past year in	



	relation to HE and its current position.	
77/18	Principal's Update (C)	
78/18	Financial Matters (C) <ul style="list-style-type: none"> • Management Accounts/Progress with Financial Plan • ESFA Finance Plan Letter and Dashboard (if available) 	
	Management Accounts/Progress with Financial Plan AB took Members through the Management Accounts to October 2018. These had been reviewed by BRC. RESOLVED: That the Management Accounts be noted. AB presented a tabled paper providing an update on the College's Three-Year Financial Plan and reporting movements from the previously submitted plan. This had been reviewed by BRC. RESOLVED: The Board noted the financial risks facing the College and the revised Three-Year Financial Plan. It was noted that further revisions to the Plan, with opportunities for development and detailed cost-saving options, will be presented in the new year. ACTION: JC to add itrain at GC showcase to a forthcoming Board agenda. Pay Award - EXTERNAL MEMBERS ONLY <i>ML and EB left the meeting for this item.</i> RESOLVED: The Board approved a 1.0% pay award to staff, backdated to 1 August 2018. ESFA Finance Plan Letter and Dashboard This was still awaited from the ESFA.	JC
79/18	Curriculum and Quality Matters (C) <ul style="list-style-type: none"> • Quality and Performance Update • Approval of College SAR • HE Annual Quality Assurance Return Update • Stakeholder Feedback 	
	Quality Improvement Plan Update	

	<p>KM took members through a report on the quality and performance of the curriculum up to December 2018.</p> <p>Approval of College Self-Assessment Report</p> <p>Members were provided with the final draft SAR, which had been reviewed in detail at C&Q.</p> <p>HE and Annual Quality Assessment Return Update</p> <p>KM reported the current progress with HE provision, the areas of concern and the actions in place as well as the position with the introduction of the OfS.</p> <p>The Board was asked to ratify the return which had been approved by C&Q.</p> <p>RESOLVED: The Board noted the QIP update, approved the College SAR for submission and ratified the submission of the HE Quality Assessment Return.</p> <p>Stakeholder Feedback</p> <p>KM provided an overview of stakeholder feedback and responses and plans to address any low scores.</p>	
80/18	Review of Operating Plan and KPIs (C)	
	<p>Members had been provided with the current Operating Plan showing progress to date and the KPI report.</p> <p>RESOLVED: The Operating Plan and KPIs were noted.</p>	
81/18	Safeguarding Annual Report and Review of Policy (C)	
	<p>SS took Members through the annual report and reported that an internal audit of Safeguarding had recently taken place.</p> <p>MJ confirmed that she had met with SS during the year in her role as Designated Safeguarding/Prevent Governor and was kept up to date with College briefings and developments in Safeguarding/Prevent. Governors had been provided with an annual Safeguarding Update by SS.</p> <p>Members commented that the report was an inspirational document which was informative and demonstrated the College's commitment in</p>	



	<p>this area. Members appreciated receiving the monthly Safeguarding newsletters for information.</p> <p>RESOLVED: That the annual Safeguarding report be noted and approved for publication as appropriate.</p>	
82/18	Equality, Diversity and Inclusion Annual Report and Review of Policy (C)	
	<p>Members reviewed the annual report. TB reported that C&Q had asked for an analysis to be tracked through the SAR and performance reviews.</p> <p>RESOLVED: That the annual EDI report be noted and approved for publication as appropriate.</p>	
ROUTINE BUSINESS		
83/18	Risk Management Update and Review of Risk Register (C)	
	<p>The Risk Register and Post mitigations Chart were reviewed.</p> <p>RESOLVED: The Risk Management Update was noted.</p>	
84/18	<p>Approval of Policies*:</p> <ul style="list-style-type: none"> • Risk Management • Safeguarding • EDI 	
	<p>AB reported that the Risk Management Report had been reviewed and was recommended by the Audit Committee.</p> <p>SS reported that the Safeguarding and EDI Policies had been reviewed and were recommended by C&Q. The Safeguarding Policy had also been reviewed during the recent Internal Audit of Safeguarding with no concerns.</p> <p>RESOLVED: Members reviewed and approved the above policies.</p>	
85/18	Use of the College Seal*	
	RESOLVED: The Board noted and endorsed the use of the Seal as set out in the paper.	
86/18	Committee and Subsidiary Company Reports and Minutes* (C) as indicated in minutes	

	<p>Minutes of the following meetings had been made available to Members using the College's systems:</p> <ul style="list-style-type: none"> ● Brasserie – 6 November and 16 November ● EWG – 14 November 2018 ● C&Q – 15 November 2018 ● Betaris – 27 November 2018 ● Audit – 29 November 2018 ● BRC – 29 November 2018 ● GFM – 29 November 2018 ● GPS – 29 November 2018 ● NCD – 29 November 2018 <p>Members reviewed the reports from the Committee Chairs/Vice-Chairs in the papers.</p> <p>RESOLVED: The minutes were noted and endorsed.</p>	
<p>87/18</p>	<p>Matters referred by the Clerk</p>	
	<p>Regulatory Developments</p> <p>JC presented papers which included details of:</p> <ol style="list-style-type: none"> 1. Colleges Senior Staff Remuneration Code Consultation 2. Work Based Students And The Prevent Statutory Duty – Guidance For Providers September 2018 3. College Insolvency Regulations Update 4. Adult Education Budget Devolution Update 5. Annual Report Of The FE Commissioner 6. New DfE College Governance Guide 7. New AoC Chair's Leadership Programme 8. Governors' Development Programme 9. New NLGs <p>RESOLVED: The Board noted the regulatory developments since the last meeting and the action taken as a result.</p> <p>Governor Development Activity</p> <p>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 activity.</p> <p>RESOLVED: The Board noted the link and development activity</p>	



	<p>which enriches the Governors' understanding and oversight of the activities of the College.</p> <p>Meeting Evaluation Form</p> <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		
88/18	Any Other Business	
	None.	
89/18	Date and time of next meeting: <ul style="list-style-type: none">• Strategic Planning Day: Saturday 2 March 2019, Cheltenham, 9am – 3pm• Board Meeting: 28 March 2019, Cheltenham, 4.00pm	

Signed.....

Date..... 4.4.19