WEST NOTTINGHAMSHIRE COLLEGE





Minutes of the Finance and Estates Committee meeting held on Wednesday 2^{nd} October 2019 at 5.30pm.

GOVERNORS

Paul Frammingham, Chair

PRESENT:

Charles Heaton

Kate Truscott Andrew Cropley

ALSO IN

Maxine Bagshaw, Clerk to the Corporation

ATTENDANCE:

Gavin Peake, Director of IT and Estates

Jon Fearon, Finance Director Julia Brookes, ESFA Observer

		ACTION by whom	DATE by when
1	DECLARATIONS OF INTERESTS		
	The Chair reminded everyone present to declare any interests that they may have on agenda items planned for discussion. Standing declarations were noted.		
2	WELCOME, INTRODUCTIONS AND APOLOGIES FOR ABSENCE		
	Charles Heaton and Julia Brooks were welcomed to the meeting. Apologies were noted from Tony Westwater.		7
3	MINUTES OF THE MEETING HELD ON 25 TH JUNE 2019		
	The minutes were reviewed and it was agreed that they were an accurate record of discussions.		
	AGREED: to approve the minutes of the meeting held on 25^{th} June 2019.		
	There were no matters arising.		

Signed : _____Chai

ACTION PROGRESS REPORT

Date:

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The Committee reviewed the action progress table and a number of matters were specifically discussed:

Line 4 – the Clerk confirmed that the HR Director has provided an update in relation to flexible working arrangements in place. She explained that, unfortunately, the HR system's capability to produce this type of report is not straightforward and her review has shown that there are some local flexible working arrangements in place that employees have directly agreed with their line managers without the involvement of HR. Also, some employees have submitted formal applications for flexible working requests. She advised that there is a piece of work to do in terms of introducing a new way of managing and monitoring flexible working arrangements, and the intention is that this will take place in the autumn term. The Committee agreed to request that the Workforce Development Committee pick up this issue to monitor and review at their next meeting.

WDC Committee

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- Line 5 is embedded and can be removed.
- Line 6 Health and safety annual report is due at the next meeting.
- Line 7 it was confirmed that apprenticeship data is now a key line of income analysis in the Management Accounts and therefore is transparently reported. It was acknowledged that, as the historical issues have been resolved, the reporting in relation to this should be more straightforward in the future. The Committee questioned whether the college monitors the non-levy apprenticeship 'pot'. It was confirmed that it does, and a risk has been identified that, from February 2020 to March 2020, there may be insufficient funds available for 19+ non-levy adults. The Finance Director advised that the college can cover over-performance by a reasonable amount and that this can be afforded, however, there may be a short period where aspects are unfunded, for example engineering apprentices, but that it is worth taking this risk in the shortterm to gain greater benefits long-term. He confirmed that he would update any risks on the risk register to reflect this as information confirms the risk. Current worst case is expected to be £60k lost funding.
- Line 8 this is completed and the college now also measures the start and end time for all apprenticeship provision.
- In terms of the subsidiary companies, the Finance Director confirmed that the striking off notices have been submitted for the two Safety Plus companies and the timescale for conclusion is between two and two and a half months. VWS and Vision Apprentices have gone into liquidation, and liquidators are progressing the closure of these companies.

AGREED: to note the content of the update provided.

5 IT STRATEGY

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The Director of IT and Estates introduced his detailed report and the strategy proposed. He explained that this is the third strategy prepared by him during recent years. He explained that the first strategy had a focus on infrastructure and was based upon 3-, 5- and 7-year lifecycles. The second strategy focused on core business products, with four out of the five being replaced (e.g. Finance, HR etc.). He explained that the college is in a relatively good place in terms of the IT provision and that a lot of the work has been done previously, which is why the strategy presented for discussion today is, in effect, keeping the college in a holding position.

The Committee reviewed the strategy on a section by section basis and a number of comments/observations were made:

- Core elements the college's core elements are likely to last for another 10 years and are in a good place.
- Storage and back-up this was reviewed and updated approximately two years ago. The systems are very robust and are tested on a regular basis. There is no major work required.
- Security this was described as a 'moving feast', with the college needing to keep on top of the threats and react, both proactively and reactively. Ransomware is the most significant threat. Robust systems are in place and anti-ransomware technologies will be implemented this term.
- Learning spaces these are all well-resourced. Modern software can be used on the older hardware, therefore the college does not have to consider the same replacement cycles; it is instead a schedule of upgrades. All classrooms will include an interactive board and PC at the front of the class.
- Phones it is within the proposed strategy cycle to replace them.
- An area for review within this strategy period is the corporate software, i.e. finance, HR, payroll, student records, learning platforms, and e-portfolio. This is part of a rolling programme of review.
- Digitisation and simplification of business processes there is quite a lot to do in this area, but the teams are making good progress.
- Student portal training resources etc. for students students will be provided with a 'one stop shop' portal allowing them access to every aspect of the college IT systems in one place. This interacting resource will highlight essential data items from numerous IT systems, including SMART targets, cashless catering, print credits etc. This is an area where the college needs to keep improving and this, together with staff and Governor systems, is the most significant area of development over the next two years. He described the systems used by staff as 'okay' but not nearly as good as the systems in place for students. He indicated that there was also a piece of work to do in terms of working with staff to ensure that they use the

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- systems that currently exist more effectively.
- IT procurement the Committee were given assurance that the college uses the large frameworks that exist. He described procurement as in a good place and under control.

The Committee's attention was drawn to section 14 of the strategy, which sets out target dates for year 1 but not beyond. It was explained that target dates for years 2 and 3 will be revisited at the end of this academic year, when an assessment is undertaken regarding what has and hasn't been completed as planned.

In general discussion, he confirmed that capacity to access the internet is the only action which is likely to be reactive rather than proactive. He confirmed that access is regularly monitored and the college has the ability to respond as required.

The Director of IT and Estates was thanked for his very comprehensive report, and all agreed that the priorities were clearly articulated.

The Committee asked for an update on the college's disaster recovery processes and arrangements. The Committee were advised that the college recently had to call upon its disaster recovery plans when there was a capacitor failure on the UPS. He confirmed that plans were activated and the team was able to minimise interruption with only a two-hour loss of teaching time. He confirmed that the issue should never have happened and that the supplier has confirmed that they will replace the two uninterrupted power supplies at no cost. He confirmed that staff within the team worked very well together to respond.

The Committee asked the Director of IT and Estates to identify the most significant risk to the strategy. He indicated that ransomware is a significant risk, with staff clicking on what they shouldn't. Also, the college sees students taking risks when using IT. There is confidence that students know what they should and shouldn't be doing, but they are choosing to take risks.

The Committee asked whether penetration testing is undertaken. It was confirmed that it is, both internally and externally. The Committee were given assurance that regular staff training and awareness-raising takes place and that this seems to be very effective, with only a low number of issues identified through testing. He confirmed that the college has really robust back-up systems in place and that this then ensures that any errors made by humans can be dealt with quickly and with minimal impact.

In terms of the strategy as a whole, the Committee questioned whether, because of financial constraints, the college was deferring works which will lead to a future peak. The Committee were advised that this was not the case and that all works historically and for the future are planned and phased well.

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In terms of internet capacity, it was explained that there are ongoing discussions with NTU and that, if partner proposals progress, there would be the intention to split the HE and FE systems. NTU would be responsible for HE connectivity and this would then provide the college with additional capacity for FE provision. It was acknowledged that, whilst the college is constrained in terms of expenditure, this will not lead to any issues so far as IT is concerned.

AGREED:

- a) To note the content of the update provided;
- b) Recommend that the Board approve the IT Strategy as presented.

6 ESTATES REPORT

The comprehensive written report was considered and the Committee were advised that the college completed all identified works in 2019, where these were urgent. He confirmed that the summer period was a busy one and specifically drew Governors' attention to the concerns around asbestos dust. Testing found negligible asbestos fibres, meaning that the issue was downgraded to the same status as the remainder of the known asbestos in the Derby Road building. He provided assurance that the position was safe as the asbestos is not disturbed and is located in inaccessible areas.

There was reference in the report to major works 'in the main' being resolved or downgraded. It was explained that, whilst there are some critical items still outstanding, these were not identified as requiring work in year one to address.

The Committee's attention was drawn to the issues identified in relation to the skylights in Relish kitchens, and the goods lift. In relation to the former, he explained that Relish is the only category C building that remains and that it doesn't have a future without investment. He confirmed that the skylights were removed during the summer break and additional lighting was provided to bring lighting in the training kitchens up to acceptable levels. He confirmed that work on the goods lift is taking place in line with the capital spend previously approved by this Committee.

The Committee's attention was drawn to the summary provided of routine works carried out. In terms of statutory electrical testing, he indicated that a review has identified no critical items, however, there are some remedial actions to take and the college is progressing these. There have been some room moves over the summer and this has been used as an opportunity to consolidate and better create team environments. Moves were undertaken to consolidate the front of house teams and safeguarding team to create a collective student services corridor directly off the main Derby Road reception. He

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confirmed that a lot of the routine works were undertaken over the summer.

In terms of staffing, the Committee was advised that there were significant changes in 2018/19 and that, during the first phase of redundancies, 41% of the staffing costs relating to the estates area were removed. This involved almost the entire management levels and half of the maintenance team. He was pleased to confirm that the impact of these changes was minimal with no loss of service. He explained that the change necessitated different working practices, all of which appear to be more efficient.

The Committee were advised that, following staff and management changes, the team committed to retendering all estates contracts. He drew Governors' attention to the spreadsheet, which shows progress. During the last year around 90% of all maintenance contracts have been renegotiated, and in many cases the tender process has provided significant savings (total £100k) while offering service levels at least as good as, and in some cases improved on, previous contracts.

The Director of IT and Estates drew the Committee's attention to section 7 of the report and the two capital requests. These are:

- Spindle moulder £13,622 inclusive of VAT
- Gas analyser £4,200 inclusive of VAT.

In relation to the latter, he advised that the current gas analyser is not up to the current required specification and therefore needs to be replaced.

He confirmed that there is a 3-year plan in place to replace the larger pieces of equipment that support teaching and learning, and that these two capital requests are part and parcel of this.

A challenge from the Committee was that there is an outstanding action for the senior team to review the capital authorisation/request process. It was acknowledged that this is something that is scheduled for November and it was acknowledged that the two items presented today for consideration are based on necessity at this time. The Committee, whilst happy to approve the spend as requested, did urge the senior team to ensure that the Board has sight of the processes in place for capital expenditure.

The Committee questioned whether the significant staff changes made have negatively impacted upon customer service. It was explained that internal systems now monitor all actions and track each request, and that it is actually the case that the response rate has been improved.

AGREED:

- a) To note the content of the update provided;
- b) Approve the capital request presented in relation to the spindle moulder and gas analyser.

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7 RISK REPORT

The Finance director presented this item and confirmed that the updated Risk Register for 2018/19 has been reviewed in detail by the Audit Committee last week. He indicated that, following comments made, he is now updating the risk 'appetite' section. It was acknowledged that his cover report explains the review undertaken and in some areas the rewording of particular risks.

He advised that there are two additional risks to be added to the register, these are:

- Risk assessments undertaken in the construction department;
- ESFA funding audit and specifically the risk in relation to potential funding recovery by the ESFA.

In terms of future reports, it was agreed that the focus for this Committee would be on finance and estates items. A challenge from the Committee was that the Risk Register needs to cross-reference agenda item 9 and the points made regarding subcontractor activity. They asked for better clarity in terms of the link with financial risks. The Finance Director confirmed that there was a specific risk on the register associated with subcontractor activity. He confirmed that the college does have a subcontract policy in place which provides for an 8% return as a minimum. This is risk mitigation, but it does not necessarily cover the whole financial risk. It was explained that, for subcontracts, the college only sees their management accounts once a year; however, assurance was given that a credit check is completed before any payment is made. The college also has a contract clause that enables 10% holdback until satisfactory completion of the contract. In addition to this, the college pays for services in arrears.

In discussion, it was acknowledged that the risk therefore is losing the margin on contracted activity. The Committee was advised that, to minimise this risk, the college knows that there are a number of contractors who can pick up any gaps if a decision is taken not to continue activity with one or another subcontractor, or if there were issues in terms of performance.

The Committee were reminded that, strategically, the college has made the decision to reduce the use of subcontractors. Previously, circa 40% of provision was via subcontractors, however, the college is now approaching 15% and intends to get this figure below 10%. It was explained that the college is likely to continue to use subcontractors in the future as there are a number who are strategic partners.

The Committee then specifically discussed lines 5 and 6 on the register, and the Committee questioned and challenged whether the college has confidence in terms of the 19/20 budget and controls. The Finance

Director explained that it was very early in the year and the position regarding income is not known, as is the case with pay costs. He confirmed that the risk quantification would move in-year, and it should be the case that it reduces. He described this time of the year as a 'period of uncertainty', which is reflected in the register, but that the position does become clearer as the year progresses.

AGREED: to note the content of the update provided.

8 FINANCE DIRECTORS UPDATE

The Finance Director provided an update on a number of areas:

1) Management Accounts to 31st July 2019

He drew members' attention to the detailed accounts and confirmed that these will be used as the basis for finalising the yearend accounts for 18/19. He advised that there has been a delay in finalising the full pack, as he has completed a fundamental review of the accounts; additionally, the college is awaiting confirmation of ESFA funding from R13 return.

In terms of format, he explained that there have been some slight changes made.

He took the opportunity to explain that a number of changes have been made when compared to the previous reports. A number of these are minor, but there are some more significant items which have had an impact on the outturn. These are:

- £300k reduction in income to recognise an overstatement of apprenticeship funding in 17/18. He confirmed that this relates to a prior year recovery of funds to the ESFA. There was an element that wasn't reconciled in terms of income versus cash received. This is a rolling error over a number of years which has had to be addressed. He provided assurance to the Committee that he has now changed processes and that it can never be more than one month before a reconciliation can be undertaken; this therefore prevents any future build-up.
- Approximately £100k for the cost of liquidation of subsidiaries.
- An increase in the liability to refund the ESFA by £397k (the refund has been agreed at £1.8 million).
- Recognising the risk that the college may not reach 97% of the funding allocation for AEB, which will lead to a clawback of up to £350k. He explained that this was a prudent approach to be taken in relation to AEB, and that these are the main factors for in-year variance on the income target within the midyear forecast.

Other key points brought to the Committee's attention were:

The college will show exceptional items throughout the year

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and EBITDA calculations with and without the exceptional items

- £1.8 million clawback agreed with the ESFA.
- Journal entry to be made for £1 million Gift Aid from BKSB. The college did originally anticipate £1.5 million, but this has had to be reduced given that there are some BKSB India costs to be written off. He explained that the engagement of programmers through BKSB India is not at a loss, however, the product sales activity in India is operating at a loss. It was acknowledged that the future of the India operations in under review. He confirmed that the company's underlying performance, without the known issues of VAT and India, are as expected and in line with the midyear forecast. The Finance Director explained the VAT issue and the potential repayment required. The issue to consider is what part of the company's licence fee paid relates to pre-learning versus learning, as this will impact upon whether or not costs are exempt from VAT.
- In terms of income and expenditure, other than exceptional items, the college performed slightly better than midyear forecast. He confirmed that he is taking a prudent approach.
- In terms of the costs associated with the liquidation of subsidiaries, the position is netted off when the college accounts get to group level.
- FRS102 the college's pension liability is increasing to £8 million; this is an issue for all defined benefit schemes. There is generally a lack of confidence in terms of returns and the lack of investment activity. Actuaries are taking a sceptical approach to valuations, which is negatively impacting the deficit position. Within the assumptions there is a shortened life expectancy position, but this does not offset the lack of confidence in returns. Governors were reminded that the college is part of a multi-employer scheme and that annual reviews are undertaken; this inevitably alters the pension liability.

AGREED: to note the content of the update provided.

2) Accounting timetable

The Committee's attention was drawn to the proposed 19/20 accounting timetable. The Finance Director confirmed that Lloyds Bank does not require management accounts for August, but they do expect to be provided with these for month two (September 2019). He has explained that income evidence will be low at this point in time, and hopefully the bank should be able to understand why this is the case.

3) September 2019 pay report

The Finance Director drew Governors' attention to the summary table, and it was confirmed that there is a positive variance of £210k at period two. It was explained that some of the positive variance will be

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used to close staffing gaps that have been identified. In terms of overall pay, he confirmed that the college is performing well and that this is the first good confidence indicator for the year. In terms of reporting to this Committee, he confirmed that it is something that can be monitored as the pay data is received before month end.

The Committee questioned whether there are any other operating issues to consider. The Finance director provided an update in relation to accruals into the 19/20 accounts. He explained that many have been reversed now that there is certainty, and actually fall within the 18/19 accounts. He confirmed that cost control is being actively managed. He confirmed that the yearend close-down is now taking place and that part and parcel of this includes checking that there is no contamination across the years.

For the next meeting, he confirmed that the September 2019 Management Accounts would be available, as would be the October pay report.

AGREED: to note the content of the update provided.

9 SUBCONTRACTOR REPORT

The Committee considered the schedule of activity and were reassured to see that contracts were not being allocated to companies who had not delivered to contract in the previous year. The Finance Director confirmed that so far there is only one subcontractor who is over the contract value. The college is currently in dialogue with them regarding whether they are or are not funded, but a decision will not be taken until after the funding audit is complete.

He confirmed that:

- The schedule shows the variances in terms of contracts that are over and above the contract values that have been issued and signed.
- DEERE apprenticeships did have an increase in-year.
- Over-delivery for Linden Management is one to monitor.
- There may be a need to look at Board retrospective approval.
- Subcontracted activity is significantly reduced when compared to prior years.
- A significant level activity in 19/20 is rollover activity. These are commitments made in prior years with provision now being in a wind-down period.
- Right Track Social Enterprise is currently under contract value, but they could still get to the full contract value. They provide quality training and give really good employment opportunities, however, for a number of reasons, the college will not be continuing its relationship with them.
- The college is now seeing a more local and relevant set of partners.

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The Committee considered the contract list for 19/20 and it was acknowledged that these contracts were approved by the Board at its last meeting.

AGREED: to note the content of the update provided.

10 <u>CONTRIBUTION ANALYSIS</u>

Due to the nature of the content, this item has been recorded in the confidential minutes.

11 BAD DEBT/WRITE OFFS

The Finance Director confirmed that there were no requests to this meeting for write off. The Committee made the observation that the college policy provides for a significant level of bad debt provision and that this then ensures that the college is adequately covered.

The Committee was advised that there is one partner where the college intends to take legal action to recover the non-payment of an audit adjustment. The value of this debt is in excess of £10k but, because of the college's bad debt provision, there will be no impact if any or part has to be written off. He confirmed that the college is not at risk financially regarding bad debt/write offs, and that it is simply a matter of him working through bad debts on a case by case basis and making decisions in relation to them.

The Committee made the observation that bad debt provision is almost half of the debt and they asked, as part of the FD's reviews, to consider the policy in relation to this and to systematically work through the aged debts to recover or write off as appropriate.

AGREED: to note the content of the update provided.

12 STAFF UTILISATION

The report from the Director of IT and Estates was noted and he explained that, because of the timing of the meeting, the system did not yet have sufficient certainty to be able to pull off a report. In these circumstances it was agreed that an updating report would be presented to the December meeting. The Committee indicated that the important thing for them is the 'so what?' and also the 'why?' at a high level.

The Committee were advised that the college is seeing lots of learners requiring additional maths and English support this year, potentially a value of +£230k. This is something to watch given that there is limited in-year funding because of the lagged payment regime. This may be something in relation to which the college has to submit a business

Director of IT / FD

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case to the ESFA.

In terms of future reporting, it was agreed that a number of items could be rolled in to one report, including:

- Contribution analysis
- Staff utilisation
- Class sizes etc.

AGREED: to note the content of the update provided.

13 RETROSPECTIVE AUTHORISATION REPORT

The Clerk explained the context for this agenda item, and the Finance Director provided assurance to the Committee that processes are now changed so that the college will not make any payment unless a purchase order number is provided. He acknowledged that this will change relationships with some suppliers, but that it is his intention to put the onus back on the supplier and that no invoice will be retrospectively authorised. He confirmed that the change in the processes would eliminate circa 95% of the issues that have arisen in the past.

It was acknowledged that there will be a need to change staff behaviours as well as a change in processes. It was accepted that suppliers will push this through given that the onus is on them to obtain a purchase order number before services/goods are provided.

The Committee were assured that changes are being made.

AGREED: to note the content of the update provided.

14 <u>FACILITIES AGREEMENT – SUMMARY OF CONDITIONS AND</u>
OBLIGATIONS

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The Finance Director's report was noted. He confirmed that the college had had a good conversation with Lloyds recently and that they have agreed to issue a Deed of Variation regarding clauses 2, 3, 4 and 5. This is because, whilst processes are underway, the college is unlikely to be able to hit the 31st October deadline in terms of closing the identified subsidiary companies.

In relation to the position with Mansfield District Council, the monies have been paid to remove the restrictions. Solicitors have not yet released monies to MDC, but it is anticipated that this will take place shortly.

The Committee asked for clarification regarding the financial conditions and monitoring arrangements. The Finance Director confirmed that these will be monitored through the Management Accounts. The intention is to include reference to them in the October 2019 management accounts and thereafter on a monthly basis. This will then allow senior staff and Governors to have an early warning regarding anything that could arise as an issue.

AGREED: to note the content of the update provided.

15 GOVERNORS AND EXECUTIVE EXPENSES 2018/19

The Clerk presented her detailed report and the Committee were happy to note the position as presented.

AGREED: to note the content of the update provided.

16 <u>2018/19 YEAREND ACCOUNTS – KEY MESSAGES TO BE INCLUDED AND</u> KEY ACCOUNTING JUDGEMENTS TO BE APPLIED

The Finance Director provided a verbal update and confirmed that the trial balance is ready and that the first element of testing by external auditors will take place next week. He confirmed that the college is in a position to do a speedy and clean close down. That being said, the college will have to await the outcome of the funding audit to see if there is anything material which arises, but thereafter the accounts can be finalised.

The Committee Chair explained the context for the request and the issues which arose when finalising the 17/18 accounts. In terms of the narrative to be included within the accounts and the messages to be delivered, it was agreed that the Finance Director would present a report to the next meeting.

Finance Director Nov. 2019

The Finance Director advised that he would be speaking to KPMG regarding the treatment of deferred capital grants. There is flexibility regarding how these can be treated and, if a different treatment was used, it would positively impact and improve the balance sheet. He

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explained that the pension liability increase, discussed earlier in the meeting, does negatively impact upon the balance sheet and that this, together with the treatment of deferred capital grants, may prevent some suppliers from contracting with the college.

In terms of a different accounting treatment to be applied, he explained that there would be a change in terms of revenue recognition, particularly for bursaries, as this in reality is a payment to an agent, not income. He confirmed that his conversations with KPMG are at an early stage and that it is his desire to present a true operational position. In terms of exceptional items, he confirmed that this information has been provided to the bank and auditors.

AGREED: to note the content of the update provided.

17 COMMITTEE REVIEW

The Committee took the opportunity to review the 18/19 year and particularly to assess whether or not they as a group had met all the expectations set out in the Terms of Reference.

The Committee acknowledged that, so far, there were two aspects included within the Terms of Reference that had not been dealt with. These are:

- Consideration of the student union accounts;
- Review of management accounts for subsidiary companies.

In relation to the former, it was agreed that an information paper would be presented to the November meeting for the 18/19 year. In relation to the management accounts for the subsidiary companies, it was agreed that these specifically relate to VBSS and BKSB now. It was agreed that copies of the management accounts would be presented to this Committee after each of the subsidiary company Board of Directors meetings.

Finance Director 2019/20

The Committee acknowledged that they had discussed the framework for capital expenditure earlier in the meeting and were looking forward to having greater transparency regarding this. The Finance Director confirmed that he would again be reviewing the Financial Regulations and that included within this will be delegated authority limits. The committee felt that there was more to be included in terms of this Committee's role in relation to IT and MIS, and they agreed to add in an additional line into the Terms of Reference. The Clerk confirmed that she would update and present to the Board for approval.

In terms of the proposed work plan for the year, it was agreed that the Clerk and the Finance Director would review outside the meeting to ensure that all key matters are scheduled and also discuss whether a number of points can be consolidated/amalgamated.

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AGREED: to note the content of the update provided.

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There were no items of additional business.

19 DATE AND TIME OF NEXT MEETING

18

The Clerk confirmed that the next scheduled meeting was 4th November 2019, with papers being dispatched before the October half term week.

CONFIDENTIAL ITEMS

It was agreed that confidential items would be reported separately.

Meeting closed at 8.15pm.

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