



**WEST NOTTINGHAMSHIRE COLLEGE
CORPORATION BOARD**

Minutes of the Corporation meeting held in the Boardroom at the Derby Road site on Thursday 8 December 2011

BOARD MEMBERS PRESENT:
 Kate Allsop
 Howard Baggaley
 Libby Crane
 Nevil Croston
 Terry Dean
 Diana Gilhespy
 Jean Hardy (Chair)
 John Holford
 Asha Khemka
 Mike McNamara
 Phillip Lancashire
 David Overton
 John Robinson
 James Stafford

ALSO IN ATTENDANCE:
 Maxine Bagshaw, Clerk to the Corporation
 Andrew Martin, Deputy Principal and Director of Finance
 Patricia Harman, Deputy Principal Teaching & Learning
 Tom Stevens, Executive Director Capital Projects & Estates
 Louise Knott, Director Marketing & Communications
 Graham Howe, Vice Principal: Business Development

	ACTION by whom	DATE by when
<p>11.130 <u>DECLARATION OF INTEREST IN ANY ITEMS ON THE AGENDA</u></p> <p>Standing declarations of interest were noted. Howard Baggaley declared a specific interest regarding the confidential item 17, it was agreed that he would leave the meeting prior to discussions at this point.</p>		
<p>11.131 <u>WELCOME INTRODUCTIONS AND APOLOGIES FOR ABSENCE</u></p> <p>Apologies for absence were received from Tim Clarke, Nigel Cooper-Fowkes and Brian Stopford. Absent without apologies was Chris Winterton.</p>		
<p>11.132 <u>MINUTES OF THE MEETING HELD ON 24 NOVEMBER 2011</u></p> <p>The minutes were agreed as a true and correct record and were signed by the Chair.</p> <p>AGREED: to approve the minutes of the meeting held on 24 November 2011.</p>	Chair	8 Dec 2011

Signed : _____Chair

Date:

ACTION by whom	DATE by when
<p>11.133 <u>MATTERS ARISING AND ACTION PROGRESS REPORT</u></p> <p>There were no matters arising and members noted the action progress report.</p>	
<p>11.134 <u>PRESENTATION – BRIBERY ACT</u></p> <p>The Vice Chair of the Corporation presented an update on the legislative changes in this area. He provided very specific examples of what could and could not be perceived as bribery. He circulated a questions and answers sheet and an AoC governance briefing. The following points were specifically brought to members` attention:</p> <ul style="list-style-type: none"> • The UK is one of only a handful of countries who have adopted this legislation and who are taking enforcement actions. • Activity which could be determined as bribery is all a question of proportion. Some client entertainment is permissible, but it has to be reasonable in all circumstances. • The College has an Anti-Bribery policy in place which was approved by the Audit Committee at its meeting in November 2011. • Andrew Martin is the designated Compliance Officer. • There are limited defences to allegations of bribery and these can relate to whole College activity. As a consequence, there is a need to ensure subsidiary companies have their own anti-bribery policies in place. • Prosecutions regarding education institutions can only take place with permission of the DPP. No-one really knows at this stage how seriously enforcement will be treated, it was however, noted that a current example in the sector has shone a light on this issue. Members were informed about the negative publicity regarding the London School of Economics who had been found to have accepted a donation from a company with Colonel Gadaffi connections. It was agreed by all that this was a lesson to be learned. <p>AGREED: to note the content of the Bribery Act presentation.</p>	<p>Dir. Fin. March 2012</p>
<p>11.135 <u>PRINCIPALS REPORT</u></p> <p>The Principal introduced this item and drew members` attention to the content of her written report. She explained that there were lots of new Government announcements and that, what was becoming clear, was that there are going to be more freedoms in the sector. However, these freedoms come with more responsibilities. She explained that the implications of the new Education Act 2011 were significant and that she would provide a presentation to the Board at its meeting in January explaining what the legislation means for the College, particularly in relation to flexibility and freedoms. She confirmed that there were lots of different opportunities for the College moving forward and that the Board would have some choices to make.</p>	<p>Principal 26 Jan 2012</p>

Signed : _____Chair

Date:

ACTION by whom	DATE by when

She drew members` attention to the key performance indicators for 2011/12 at paragraph 5 of her report. Members acknowledged that it was a positive picture, albeit that there were some areas to address and improve.

AGREED: to note the content of the report.

11.136 2010/11 FINANCIAL STATEMENTS AUDIT MANAGEMENT LETTER

The Director of Finance introduced this item and confirmed that the information has already been presented to the Audit and Finance & Estates Committees. He explained that this document was a report from external auditors and he was pleased to advise that a clean opinion is provided with no need for the College to make any adjustments to its accounts.

Members all agreed that this was a very positive end to a successful year.

AGREED: to note the content of the 2010/11 Financial Statements Audit Management Letter.

11.137 2010/11 MEMBERS REPORT AND FINANCIAL STATEMENTS

The Director of Finance introduced this item and again confirmed that the detail of the documents presented had been reviewed by both the Audit Committee and the Finance & Estates Committee. He confirmed that the presentation of the information was in a standard format and represented a very successful year for the College. Members` attention was drawn to the following:

- Page 28 onwards – this is a consolidated income report. It shows two really strong years and provides a sound platform for the College`s capital developments.
- Page 30 – balance sheet information.
- Pension liability – this year the College has seen a reduction in its liability by £3.6million, which is as a result of an actuarial gain. It was acknowledged that there is uncertainty regarding treatment of this calculation in the future as it is very much dependant upon assumptions at any given point in time. Members were advised that there is still an affordability issue for the College`s pension liability going forward but that this is an issue shared with the whole sector.

Members reviewed the data in detail and congratulated the College Executive Team on its success and the very healthy end of year position.

AGREED: to approve the 2010/11 Members Report and Financial Statements.

Signed : _____Chair

Date:

ACTION by whom	DATE by when

11.138 LETTER OF REPRESENTATION 2010/11

The Director of Finance introduced this item and confirmed that the document was presented in a standard format and was the same as that signed off by the College in previous years. Members were entirely happy to agree signature of the letter.

AGREED: to approve the letter of representation 2010/11.

11.139 LETTER OF SUPPORT

The Director of Finance introduced this item and confirmed that the College`s subsidiary company Vision Apprentices Ltd requires a letter of support from the College before its financial statements can be signed off. He explained that because of the transfer of profit from the Company to the College by way of gift aid, the Company was technically insolvent and therefore a letter of support was required before the Company could confirm that it continues to operate as a going concern. The Director of Finance asked members to note that this was not an unusual request and, in fact, the Board have provided such letters to other subsidiary companies in the past.

Members were entirely happy with the explanation given and were happy to approve the letter of support.

AGREED: to approve the letter of support for Vision Apprentices Ltd.

11.140 AUDIT COMMITTEE ANNUAL REPORT 2010/11

The Audit Committee Chair introduced this item and drew members` attention to the internal audit summary reports. He explained that there were no common themes and that Management had responded positively to the improved practice recommendations. Members` attention was drawn to the external audit opinion where it was noted that it remains unqualified. Members all agreed that the information presented showed a very healthy picture and thanked members of the Audit Committee for all of their work in this area.

AGREED: to note the Audit Committee Annual Report 2010/11.

11.141 SAR 2010/11

The Deputy Principal introduced this item and confirmed that the substantial document has been reviewed at a number of levels internally and at Board level by the Standards Committee at its meeting on 17 November 2011.

Members reviewed the minutes of the Standards Committee meeting held on 17 November 2011 and acknowledged a robust

Signed : _____Chair

Date:

ACTION by whom	DATE by when

review. Within this context, Members were entirely happy to accept the Standards Committee recommendation to approve the document.

AGREED: to approve the Self Assessment Report 2010/11.

11.142 EXCEPTION REPORT – SAFEGUARDING, EQUALITY & DIVERSITY

The Deputy Principal introduced this item and drew members' attention to the written report. She confirmed that during the month of November 2011, there have been no reported incidents relating to Equality and Diversity. Additionally, there were no disclosures under the Young People and Vulnerable Adults Protection Policy. Members were asked to note that there was one safeguarding related incident and this concerned cyber-bullying. Members were assured that the issue was now resolved. Members reviewed the trend analysis and noted the risk assessment.

AGREED: to note the content of the report.

11.143 E-GOVERNANCE OPERATIONAL REVIEW

The Clerk to the Corporation introduced this item and confirmed that the use of paperless meetings had been scheduled for review at the Boards request. She confirmed that a questionnaire had been circulated to Governors and her report provided a summary of the responses received. Members took the opportunity to review the detail circulated and in particular the comments made regarding concerns. The following additional feedback was received at the meeting:

- 'Whilst I quite like the idea of paperless meetings, I feel that it stifles debate. There is a real issue regarding the inability to annotate'.
- 'When I am preparing for meetings, I use my Ipad and can annotate and place comments on the documents easily. If the real concern for the Board is the lack of an ability to annotate, then using Ipads may be appropriate. I believe the Board is developing its ability to debate whilst using the technology/system and because of this I hope the Board perseveres'.
- 'Very early days but I feel the use of IT has stifled the debate'.
- 'There has been a shift in the nature of debate at the meetings. Our role is to govern and not learn. There is the possibility that using technology prevents debate and this is a loss to the organisation'.
- 'I find it quite difficult to use but feel it will get easier in time'.

Signed : _____Chair

Date:

ACTION by whom	DATE by when
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- 'In terms of future developments, I feel that paperless meetings are the way forward and that, because of this, perseverance is required, although a slower pace at meetings may be required'.
- 'Smaller meetings allow more debate but the lack of an ability to annotate is an issue'.
- 'Governors need to be more disciplined regarding preparation and the system is much more reliant on the Governors doing the homework'.
- 'Finance information is very hard to read/understand electronically'
- 'Can we streamline the IT process and embed documents within the agenda for ease of use'.

The Principal expressed concerns regarding the negative feedback given and asked the Board to step back and consider the purpose of e-governance. It was acknowledged that it is only one medium of providing information and that if it is not effective, then why use it. All agreed that the prime objective of the Board is good governance and detailed debate and effective discussions was a significant element of this. The Board questioned whether there was the possibility that using IT would prevent them from discharging their governance responsibilities. Because of the perceived risk that this could be the case, members agreed to revert to the more traditional meeting system and use paper rather than IT.

The Principal confirmed that the Executive would review possible future options, but that for the sake of effectiveness of the Governance arrangements, the Board should revert to paper meetings for the foreseeable future.

AGREED: to note the update provided.

11.144 MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON 10 NOVEMBER 2011

AGREED: to note the content of the minutes.

11.145 MINUTES OF THE FINANCE & ESTATES COMMITTEE MEETING HELD ON 17 NOVEMBER 2011

AGREED: to note the content of the minutes.

11.146 MINUTES OF THE STANDARDS COMMITTEE MEETING HELD ON 17 NOVEMBER 2011

AGREED: to note the content of the minutes.

11.147 CONFIDENTIAL ITEMS

It was agreed that a record of confidential items would be provided separately.

Signed : _____ Chair

Date:

11.148 **AOB**

Two items of additional business were raised:

- 1) The Board congratulated the Principal on achieving Business Personality of the Year Award at the CHAD Business Awards. The Principal acknowledged that the local community recognition was significant and that she had been delighted to accept this award.
- 2) Education Act 2011 – implications for the College. The Board needs a full briefing on the change in legislation. The Principal confirmed that this would be part of her presentation at the 26 January 2012 meeting.

ACTION by whom	DATE by when
Principal	26 Jan 2012

11.149 **DATE OF NEXT MEETING**

It was confirmed that the next meeting was scheduled for the 26 January 2012.

Staff and Students left the meeting at 5.40 pm. Also to leave the meeting was Howard Baggaley.

Meeting closed at 5.55 pm.

Signed : _____Chair

Date: