

Minutes of the Board meeting held in the Board Room at the Derby Road site on Thursday 21st April 2016 at 5.00 pm

GOVERNORS PRESENT: Kate Allsop
Ian Baggaley
Tim Clarke
Nevil Croston, Chair
Terry Dean
Jamie Fryatt
Nick Golubs
Malcolm Hall MBE
John Holford
Diana Meale
David Overton
Hari Punchihewa
John Robinson (until 6.15 pm)
Colin Sawers
Mark Williams
Chris Winterton (from 5.35 pm)

ALSO IN ATTENDANCE: Maxine Bagshaw, Clerk to the Corporation
Patricia Harman, Deputy Principal: Teaching and Learning
Andrew Martin, Deputy Principal/Director: Finance
Thomas Stevens, Executive Director: Capital Projects and Estates
Andrew King, Director: Strategy and Innovation
Louise Knott, Director Communications, Marketing and Learner Engagement (until 6.15 pm)
Tracy Thompson, Director of HR
Sacha McCarthy, Director of Employer Engagement
Gavin Peak, Director of IT
Chris Thomas, Incoming Deputy Principal: Teaching and Learning

16.33 DECLARATION OF INTERESTS

The Chair reminded governors present to declare any interests on agenda items to be considered. No interests were declared.

16.34 WELCOME INTRODUCTIONS AND APOLOGIES FOR ABSENCE

Apologies for absence were received from Dame Asha Khemka DBE and Jean Marriott the Student Governor. Mark Williams and Chris Thomas were welcomed to their first Board meeting.

ACTION by whom	DATE by when

Signed : _____ Chair

Date:

16.35 MINUTES OF THE MEETING HELD ON 10TH MARCH 2016

The minutes were reviewed and agreed as an accurate record.

AGREED: to approve the minutes of the meeting held on 10th March 2016.

There were no matters arising.

16.36 ACTION PROGRESS REPORT

Members reviewed the action progress table and were happy to note the current position.

AGREED: to note the update provided.

16.37 CARE AND EDUCATION STUDIES PRESENTATION

Jackie Pugh the Head of School for Care and Education joined the meeting and provided a presentation. In terms of the context of the department she explained that it falls within 3 distinct areas, which are:

- a) Health and Social Care;
- b) Early Years;
- c) Foundation studies.

In addition to this full cost courses are provided to the community. The School has 837 learners and 49 staff (excluding community tutors).

In terms of the presentation content this was broken down in to a number of key areas:

- 14/15 Performance;
- Leadership and Management;
- Current Performance (KPIs);
- Teaching, Learning and Assessment;
- Predicted Success (15/16);
- Further Development.

14/15 Performance

She explained that Health and Social Care has unfortunately had a history of poor performance and was, in the last year internally graded as a 4. Early Years was graded as a 3 and Foundation Studies a grade 2. It was noted that a new Head of School started on 18th June 2015 and since that time has been working tirelessly to raise standards and bring about the improvements required.

Leadership and Management

She explained that the College has taken advantage of staff leavers to review and carefully manage recruitment. In addition to this, poor performance has been managed through capability procedures.

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Key matters noted were:

- New staff team in Health and Social Care;
- Rigorous systems for monitoring performance;
- Improved communication;
- Highly effective use of QIP;
- Good performance management of staff;
- Intense staff development with clear impact;
- Improved target setting (in year);
- Good teaching and learning.

Current Performance

She acknowledged that attendance for Health and Social Care (at 88%) is a cause for concern, however assurance was given that this is being monitored and challenged. Retention for Health and Social Care is 95%. Early years is 94% retention and 91% attendance. Foundation studies is 95% retention and 90% attendance. She confirmed that achievement is now the focus for the team.

Teaching Learning and Assessment

- Whole School approach to learning walks and observations.
- Themed learning walks.
- Continual focus on high expectations.
- Highly effective use of learning consultants with clear impact.

Members' attention was drawn to the grade profile for staff including first observations and then the position after re-observations. Governors were pleased to note that the vast majority of grade 3 and 4's had been improved following support and re-observation.

Predicted Success – Vocational

Key statistics explained were:

- Health and Social Care target success is 84% (14/15 success was 69%).
- Early years target success is 90% (14/15 success was 87%).
- Foundation Studies target success is 94% (14/15 success was 90%).

She confirmed that all curriculum areas are currently on track to achieve or exceed the target success rates.

Study Programme Elements

- Attendance at Maths/English is good at 89% (compared to a College average of 85%).
- All students have completed/planned external work placements although it was indicated that work placements are not suitable for some foundation studies students. These students are completing in house preparation for work.

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Further developments

- Further work planned to achieve outstanding outcomes and positive destinations.
- Further develop the achievement of Maths and English.
- Further work to achieve consistently outstanding teaching and learning.

The Board asked where the new team had been recruited from. It was explained that all vacancies went out to advert and that the College took a chance on recruiting some non-qualified teachers from industry. These individuals are being trained as teachers by the College.

The Board questioned how reliable and accurate the target position is in terms of outcomes. The Board were assured that all staff know the reality of the situation through constant and robust monitoring.

Jackie Pugh was thanked for her update and left the meeting at 5.15 pm.

16.38 GOVERNOR PORTAL/TABLETS – DEMONSTRATION AND TRAINING

The Director of IT took the opportunity to circulate the surface Pro 3 devices to be provided to Governors to enable paperless meetings. He provided a brief demonstration explaining how the device works and how to access the portal through the device. Operating instructions were circulated and in addition the Director of IT confirmed that he can be contacted on a one to one basis for further training and any queries.

During the demonstration the Board discussed the passwords provided. The Director of IT explained that the passwords had been developed using GCHQ guidance. It was agreed that a copy of the GCHQ guidance would be circulated to Governors so that they could share within their own work environments and develop the appropriate password policies.

In terms of the move to paperless meetings the Director of IT indicated that this would be introduced at each Governors own pace. Governors were asked to notify the Clerk or the appropriate person in the admin team supplying papers as soon as they were ready to go paperless.

16.39 KPI UPDATE

The Director of Strategy and Innovation introduced this item and circulated the summary of top 10 KPIs. Key matters noted were:

- 1) Total learners – the College does not have a firm target for learner numbers overall but is undertaking a number of actions that could have a significantly positive impact on. These include:
 - Further targeting of apprenticeship starts;
 - Commercial high level professional courses through the University Centre;

Dir. IT

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- Preparing bids for the next round of ESF contracts;
- 2) Full-time 16-18 students – in order to improve College performance against target for 16/17 the team are:
 - Setting realistic targets for 16-18 year olds, taking account of the continued demographic downturn;
 - Targeted and increased marketing on areas of low application;
 - Improved engagement over summer and at exam results time. All acknowledged that retention and progression is important;
 - Planning and improved induction for September 2016 to ensure higher, early retention rates.
 - 3) Apprenticeship starts – the College is over contracting adult apprenticeship activity in order to maximise the volume of delivery that can be achieved from the available budget. The College is closely monitoring the delivery of subcontractors and ensuring that money can be reallocated away from underperforming providers. It was confirmed that the College is seeing month on month improvements in this area.
 - 4) Success rates (classroom based) – there are a range of measures being taken to improve success, these include:
 - Close monitoring of attendance in place as attendance impacts upon retention.
 - Progress of individual students is monitored to ensure they are on track to achieve.
 - Intervention sessions to support achievement are being delivered, including English and Maths.
 - Greater focus on English and Maths – the cross College steering group oversees developments in this area.
 - New staff in English and Maths are in place and increased focus on ensuring staff are checking spelling, punctuation and grammar through vocational provision.
 - 5) Success rates (apprenticeships) – this is RAG rated as Amber at this stage in relation to the overall position. The College is ahead of where it was at the same point in the prior year.
 - 6) Success rates (work place learning) – no change from the previously reported position.
 - 7) No further update available.
 - 8) Graded lesson observations – the majority of planned graded lesson observations have now been carried out and of those 84% have been good or better, which is just short of the 85% target. Half of the planned graded lesson observations have been carried out for partners and out of this 75% have been graded good or better in line with target. This is an improvement on the 71% reported in the previous update.
 - 9) Staff absence – absence data has been closely monitored to ensure that there are no wide spread issues, the increase is a result of increased days off due to surgery and respiratory issues.

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Changes to the absence procedure means warnings are issued quicker and faster action is taken where there are issues of persistent absence.

- 10) Financial indicators – the mid-year forecast has been adjusted to set a revised operating surplus that is £1.272million (budget £1.424million). Current performance is close to the revised forecast and, dependent upon meeting revised targets for apprenticeship activity, the target should be met.

The Board reviewed page 13 of the pack and the statistics and graphs provided. In particular they discussed the HE numbers and asked for an explanation as to whether numbers and recruitment are in line with target. It was explained that total learners were 496 in October 2015 and 505 in March 2016. 505 is in line with target. Expectations for the new centre means that targets have been set for 17/18 and leading up to that period there is an anticipated steady build-up. It was confirmed that the centre will have other higher level studies and not simply HE delivery.

Members discussed the total learner figures and were advised that the College is unlikely to recover the shortfall against target which is mainly due to the end of the ESF project, with nothing included in the forecast to replace ESF until they issue new contracts which is thought to be around the October 2016 period.

In terms of the success rates for classroom based learning it was explained that the RAG rating has not been changed as the College is currently waiting for the end of year results.

AGREED: to note the update provided.

16.40 **FINANCE**

The Deputy Principal introduced a number of items and explained that they covered a range of issues requiring College Board approval at this stage.

1, College Fee Policy for 2016/17

Members' attention was drawn to page 17 of the report and it was explained that this policy is annually reviewed. The proposals have been through the Finance, Resources and Estates Committee and they are recommending that they be approved by the Board. Specific attention was drawn to page 19 and the change proposed in relation to co-funding. Eligible learners will be expected to access the advanced learner loans. Members attention was drawn to section 13 of the policy which sets out the Colleges own fee remission categories.

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The Deputy Principal indicated that it would be necessary to bring back an addendum to the policy as the College is developing its own pricing structure. It was explained that this would be available in September/October 2016. It was agreed that the new apprenticeship fee structure would be scheduled for discussion and approval at the September/October 2016 Board meeting.

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In relation to section 13B on page 19 one Governor present asked for an example of the type of individual who would fall within the criteria outlined. The Deputy Principal was able to provide an example and acknowledged that the category of individuals who would fall within the eligibility criteria were relatively small.

AGREED: to approve the College Fee Policy for 2016/17 as presented.

2, FRS 102

The Deputy Principal introduced this detailed report and again confirmed that the content has been reviewed by both the Audit Committee and the Finance, Resources and Estate Committee. He explained that the report outlines a number of key matters:

- Page 26 – there are some reporting changes and also options regarding treatment of deferred capital grants. Following discussion the Board were happy to remain with the accruals treatment regarding deferred capital grants.
- Page 27 – sets out the change and impact regarding employee benefits. The Board were supportive of the proposal to a) calculate the opening provision for the holiday pay accrual and adjust at each year end and b) consult on moving the College annual leave year to coincide with the financial year.
- Page 28 – property plant and equipment fixed assets. It was explained that there are a number of options regarding how fixed assets can be valued. The Board accepted the position that there are no clear reasons at present to adopt a change in accounting policy and, to prevent any ongoing valuation fees, continue to carry fixed asset values at the depreciated historic cost and do not seek to revalue any class of asset.
- Page 28 leases – there are potential changes for leases but the current thinking/expectation is that all leases will continue to be operating leases.
- Page 28 – sets out the situation where there may need to be a change to the financial instruments. The Deputy Principal expressed the view that this will not be required at this stage.

In terms of summary, he concluded that there were no clear reasons for making any changes to current accounting policies and treatments, the Board were happy to accept the proposals presented.

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AGREED: to accept the recommendation made that existing accounting policies and treatments be retained, unless it becomes apparent that there are compelling reasons to make a change in the future.

3, Financial Regulations

Members' attention was drawn to the Financial Regulations which were provided in full on the portal. It was confirmed that these had been reviewed by the Finance, Resources and Estates Committee with no substantial changes made. Some elements of the regulations have been split out in to procedures, assurance was given that these are all clearly referred to within the updated document proposed.

AGREED: to approve the updated Financial Regulations presented.

4, Safety Plus Letters of Support

The Deputy Principal explained that the College still has 2 non-trading subsidiaries and that both have balances sitting on the balance sheet (one positive and one negative). The Deputy Principal is the sole Director for each of these organisations. He explained that because of the company positions letters of support are required before the yearend financial statements can be signed and it is confirmed that the companies remain a going concern.

AGREED: to approve the letters of support presented for Safety Plus Construction Ltd and Safety Plus (Training and Consultancy) Ltd.

5, HE Centre Loan

The Deputy Principal introduced this item and indicated that at the Governors meeting on 27th August 2015 the Board approved the post sanction indicative terms for a 3 year loan facility to support the financing of the HE Centre build. This loan will take the form of a revolving credit facility accessible over the period of 3 years ending on 31st March 2019. The formal offer has now been provided by Lloyds Bank for consideration by the Board and is included within the paper pack. The Board are required to formally minute acceptance of the offer in order to make the facility accessible.

The terms of the offer remain as set out in the post sanction indicative terms. This includes an arrangement fee of £15k payable upon acceptance. A commitment interest fee of 0.70% of any undrawn balance will be payable from the acceptance date until the termination date. This means that if the facility is not drawn down at all the maximum commitment interest would amount to £21k per annum. Once a drawing is made the interest applicable to the drawing will be calculated based upon the London Inter Bank offer rate (LIBOR) plus 1.75%.

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In terms of the facility letter it was explained that a formal legal review has not been undertaken, however the Deputy Principal has compared the content with the existing loan agreement and there are no significant changes. Particular attention was drawn to section 7 of the report which highlights a slight change proposed. It was explained that the facility is in reality a 'safety net' and at this stage there is no expectation that there will be a need to draw down the facility.

Members' attention was drawn to page 37 and the proposed wording of the resolution to be approved, the Board were happy to adopt such phraseology.

AGREED: a) to approve the terms of the loan facility offer, b) approve the wording of the Board resolution as proposed and request the Chair and the Clerk to sign the resolution accordingly.

One additional matter requested was that the agreement include a requirement for the College to confirm any instructions to the bank in writing.

16.41 QUALITY REPORT

(John Robinson and Louise Knott left the meeting at 6.15 pm)

The Deputy Principal: Teaching and Learning introduced this item and drew members attention to a number of key matters:

- Page 59 section 2 – she indicated that for success rates (15/16 classroom based learning) one of the key factors is retention at key points in the year. The table provided shows retention rates as at 22nd March 2016 for College delivered provision. The retention rates are broken down by age and level of programme. She provided assurance that in the areas where the College needed to make the most significant improvements this has been achieved. The College now has to await the summer results to get final success rates.
- Section 2.3 – this includes retention in relation to English and Maths. It was acknowledged that the retention rates are very similar to the statistics regarding study programmes as these relate to very similar students.
- The College's area of concern is achievement for English and Maths. The standards/level of difficulty have increased significantly and some students are struggling with the requirements. Assurance was given that the College has added in extra interventions and support wherever needed.
- Overall retention is looking positive.
- Section 2.8 attendance – this impacts upon the retention statistics. English and Maths are slightly less than vocational but there is not a huge difference. Assurance was given that there is an incredibly detailed monitoring set of mechanisms in place.

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- Section 2.11 – workplace learning success rates are reported throughout the academic year. The table provides success rates at period 7 for 15/16 contract year for apprenticeships and work place learning. It was noted that there is an error in the penultimate paragraph on page 62. The last sentence of this paragraph should read ‘for advanced apprenticeships as at period 7 the overall success rate was 74% (not 89%) compared to the end of year position of 70%’.
- Page 63 section 3 relating to teaching and learning observations. The College is very close to target at this point in time. As at 8th April 2016 242 graded observations have been completed and recorded. The profile shows that 83.5% of the observations were graded good or better compared to the College target for 15/16 of 85% and the end of 14/15 position of 85.3% good or better. She explained that there are more on-going learning walks and more staff observations undertaken through the peer process.
- Page 64 – Governors noted that there were a higher number of grade 3 and 4 observations with partners than when compared to College direct delivery. This was acknowledged but the Board were assured that there has been a significant improvement on the prior year.
- Section 4 Higher Education – the University of Derby partnership review took place in February 2016. The outcome of the review was that the panel recommended approval of the partnership and the collaborative arrangements for a further 5 years.
- Page 65 section 5 curriculum reviews – the Board were advised that curriculum reviews undertaken have been considered in detail by the Standards Committee. 23 curriculum reviews were carried out between November and December 2015 (curriculum review 1) and 23 (curriculum review 2) were carried out between February and March 2016. Each have followed a standardised agenda that included in the first review; early withdrawals, at risk students, safeguarding, observations of teaching, learning and assessment, ProMonitor. The standard agenda for the second review covered; progress tracking, learner voice, target setting, marked work and work placements. The third curriculum review will be taking place during the summer term 2016.

AGREED: to note the update provided.

16.42 STUDENT UNION CONSTITUTION

The Student Union President presented the amended document and confirmed that relatively minor changes were proposed. One member of the Board present questioned the process for recruiting a Student Union President and particularly questioned section 1.3F on page 94. He asked who would conduct the interviews referred to? It was confirmed that interviews would be carried out by Paul Rana who is the Head of Student Services and Sue Harris who is the Senior Student Services Officer.

Signed : _____ Chair

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The Board questioned whether an interview process rather than election was the right democratic process. Assurance and challenge was sought in relation to the fact that it will not simply be a year one appointment that goes on to year two. The Board asked for further clarification regarding the purpose of the interview and it was felt that this should not preclude anyone from standing as a candidate. Assurance was given that the interview referred to was not intended to eliminate any candidates but was instead meant to fully explain the nature of the post and the commitment required. Assurance was given that an election is carried out following student self nomination process with all students participating in the voting process. It was explained that the intended interview is meant as a 'sense check' to make sure that any candidates appreciate the role and the responsibility.

The Board felt that there was merit in reviewing the 'interview' referred to and did not feel that there should be any external influence on the short-listing of candidates. It was agreed that the Deputy Principal for Teaching and Learning would review further with Paul Rana and Sue Harris. Given the timescales required to finalise this document it was agreed that there would be email contact outside of the meeting to put forward a proposed solution to the concern raised regarding the phrasing of paragraph 1.3F.

AGREED: a) to note the proposed constitution presented & b) request a review of paragraph 1.3F, with the content of this paragraph to be agreed outside of the meeting.

Dep P: T&L May 2016

16.43 **GOVERNANCE**

The Clerk introduced this item and presented a number of matters for consideration and discussion.

a) Governor Re-appointment – Malcolm Hall MBE

The Clerk explained that Malcolm Hall MBE completes his term of office as a Governor on 27th April 2016. This is his first term of office which is for a 4 year period. In line with the Code of Good Governance, Malcolm is eligible to be reappointed for a further term of 4 years. Malcolm is considered to be a committed and valuable member of the Board who often brings a unique perspective to discussions. He gives his time generously to the College both at formal meetings and additional events. The recommendation made is that he be offered a second term of office.

AGREED: to re-appoint Malcolm Hall as an independent Governor from 27th April 2016 until 27th April 2020.

Signed : _____ Chair

Date:

b) Committee Membership

The Clerk drew members' attention to her written report which summarises the current position. She indicated that there were two new Governors who would usually be invited to join a Committee.

The Board discussed the variables and
AGREED

- a) that Chris Hatherall, the Principal of Vision Studio School be invited to join the Standards Committee as an external co-optee;
- b) Jamie Fryatt be invited to join the Audit Committee; and
- c) Mark Williams be invited to join the Standards Committee.

16.44 AREA REVIEW UPDATE

The Chair of the Board of Governors took the opportunity to provide an update following a day that he spent with the Principal at a conference. Key information provided was:

- Prepare early and try to speak to other colleges. It was acknowledged that this may be difficult for WNC as other colleges are not prepared to engage in discussions at this time.
- Personality should not drive the process.
- LEP and local authority involvement is critical.
- Continue to stand alone is an option.
- As a Board we need to be clear where the red lines and parameters are.
- Communication with staff and unions is key.

He explained that each College is required to complete a questionnaire in advance of the area review process commencing and steering group meeting one. He asked that Governors be provided with a copy of the Colleges completed questionnaire as soon as possible.

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16.45 EMPLOYER ENGAGEMENT BUSINESS UPDATE

AGREED: to note the update provided.

16.46 HR 6 MONTH UPDATE

AGREED: to note the content of the update provided.

16.47 MANAGEMENT ACCOUNTS TO 29TH FEBRUARY 2016

AGREED: to note the content of the report provided.

Signed : _____ Chair

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16.48 **ESTATES UPDATE – HE CENTRE AND DERBY ROAD REFURBISHMENT PROGRAMME**

AGREED: to note the update provided.

16.49 **GOVERNANCE ITEMS – ATTENDANCE 2015/16 & TRAINING AND DEVELOPMENT 2015/16**

AGREED: to note the update provided.

16.50 **EXCEPTION REPORT – SAFEGUARDING, PREVENT & EQUALITY AND DIVERSITY**

AGREED: to note the update provided.

16.51 **ANY OTHER BUSINESS**

There were no matters of additional business.

16.52 **DATE OF NEXT MEETING**

The Clerk confirmed that the next scheduled meeting was 19th May 2016 at 5.00 pm.

CONFIDENTIAL ITEMS

It was agreed that confidential items would be recorded separately.

(Staff and Students left the meeting at 6.45 pm)

Meeting closed at 7.20 pm.

Signed : _____ Chair

Date: