



**MINUTES OF THE NORTH EAST SURREY
COLLEGE OF TECHNOLOGY FURTHER
EDUCATION CORPORATION HELD ON
FRIDAY 18 MARCH 2016 AT 15.00 IN THE
SKILLS PARK BOARD ROOM**

PRESENT*	IN ATTENDANCE
Professor Mark Hunt (Chair)	Cliff Hall (Head of College)
Professor Sam Luke (Vice-Chair)	Fred Carter (Vice Principal, Curriculum)
Avril Lawrence	Carol Martin (Deputy Principal)
Trevor Willington	Dario Stevens (Vice Principal, Planning and Information Services)
Peter Stamps	Mark Hillman (Assistant Principal, Curriculum and Study Skills)
Chris Muller	Maria Vetrone (Deputy Chief Accounting Officer – Finance & Resources)
Catherine Biscoe	Liz Powell (Vice Principal, Teaching and Learning)
Earl Laird	David Round (Clerk to the Corporation)
Jim Morris (Student Governor)	Barry Wastnidge (Deputy Clerk & Vice Principal of College Services and Safeguarding)
Joanna Lloyd (Support Staff Governor)	
Lance Finn (Teaching Staff Governor)	
Sunaina Mann (Principal and Group CEO) <i>by Conference telephone</i>	

* Attendance at the meeting = 93%

The Board meeting was preceded by a development workshop, commencing at 09.00. The theme for the day was preparation for Area Reviews. There was a session with questions and discussion on feedback from the first Steering Group meeting, and the briefing for Governors that had been attended by a number of NESCOT Governors. A review of key data arising from a jointly-commissioned Responsive College Unit (RCU) study of the four Surrey GFE colleges was considered. Governors discussed apprenticeship strategy, and the importance of employer engagement for the future of colleges. Governors heard about the experience of a Sussex college in Wave 1 of the Area Review process. Finally, there was a detailed debate about strategic options, using SWOT techniques, and informed by an analysis of the financial planning landscape for Surrey colleges and the sector.

193.15	MATTERS FOR REPORT
<p>Governors were advised about the sad death of Mr Ray Morgan, the former Chair of Governors from 1991 -1999, which covered the period of the transfer of the College from local authority control to that of an independent Corporation. Mr Morgan was a Governor from 1988 to 2000, and he served on various Committees. Following his retirement, he became a Fellow of the College. A note of condolence had been sent to the family. The Corporation RESOLVED that the Clerk should write to Mr Morgan's family to express its condolences on behalf of the whole College community, and to express its gratitude for the major contribution made to the development of the College by Mr Morgan.</p>	
194.15	APOLOGIES FOR ABSENCE
<p>Apologies for absence were received from Chris Shortt.</p>	
195.15	DECLARATION OF INTERESTS
<p>The Chair reminded Members to declare any interest which they may have in any of the items on the agenda. Joanna Lloyd declared that she had a family connection with the Principal of Burton and South Derbyshire College who were shareholders in the Saudi Arabia project. Sunaina Mann declared an interest in NCL matters, and as recorded in the Register of Interests. Trevor Willington declared an interest as a member of the Surrey County Council Local Pension Board.</p>	
196.15	MINUTES
<p>The minutes of the meeting held on 29 January 2016 were approved as a correct record.</p>	
197.15	MATTERS ARISING
<p>The matters arising report (Appendix B) from the previous minutes and other items carried forward were received and noted. The following updates were reported: -</p> <p>185.15 Saudi Arabia Project</p> <p>The Clerk confirmed that the Board at its meeting on 29 January 2016 had requested that NCL provide a report to NBS about the financial implications of the funding dispute with CoE, and advice in relation to the contract renewal letter</p>	

before the next scheduled meeting of NBS on 14 March 2016. NBS would then arrange a special meeting to consider these urgent reports. In the event, these reports were not received. NBS had considered reports from NCL on these matters at its meeting earlier in the week (14 March 2016), and they would be discussed elsewhere on the agenda of today's meeting.

187.15 Student Matters

At the Corporation meeting on 29 January 2016 it was agreed that the Board would be advised about the response from Transport for London regarding the possible installation of an Oyster Card top-up facility at the College campus. It was reported that the application was still being processed by Transport for London, and that the College was awaiting the outcome. As soon as the outcome was known, this would be communicated to the Student Governors, and to the Student Council (**ACTION: BW**).

166.1 Head of College's Report & Strategic Review (Corporation 09 Dec 2015)

At the Board meeting of 09 December 2015, It was agreed that a Board meeting should take place during the second week of June in accordance with the Area Review timetable. It was now believed that the recommendations arising from the Review would be known after Steering Group meeting 3 on 10 May 2016. The Corporation had a scheduled meeting on 13 May 2016: it was proposed that the Board consider the recommendations and its response on 13 May 2016.

198.15	STRATEGIC DEVELOPMENT
198.1 Head of College's Report & Strategic Update	<p>The Head of College presented his report to the Board: -</p> <ul style="list-style-type: none"> • The HE Graduation had taken place on 25 February 2016 at Epsom Downs, at which 280 students graduated. Distinguished guests at the Graduation Ceremony included representatives from the universities of Greenwich, Kingston and Surrey, colleagues from the College's partnership with Italian College of Osteopathy in Milan and Signor Roberto Di Lauro, Scientific Attaché to the Italian Embassy in London. • Ninety students from NESCOL's Uniformed Public Services courses participated in Exercise Unified Response, which was Europe's largest ever disaster training exercise to deal with a major incident with mass casualties, involving more than 70 organisations. On 17

<p>198.2 Property Strategy (Appendix C)</p>	<p>March 2016, NESCOL hosted the UK WorldSkills to prepare students for competition in the IT Network Systems Administration event.</p> <ul style="list-style-type: none"> • The retirement was noted of a long-standing and respected colleague, Mr Jon Larsson who had 26 years' of service at NESCOL. Mr Glen Clift, the College's Health and Safety and Technical Co-ordinator, was approaching 43 years' service at the College. Letters of thanks were sent to both members of staff on behalf of the Board; • 700 students had attended the most recent Open Evening: 54 students enrolled and 34 interviews were booked. • The opening of the new Skills Park would take place in September. • A survey of the College's Stakeholders had recently been issued to 60 external partners including schools, local authorities, employers and employer organisations, universities and other bodies. The results would be reported to the next Board meeting (ACTION: CH/DR). • The Director of the Skills Funding Agency (SFA) had been appointed by the Department for Business Innovation and Skills (BIS) to lead the implementation of the Apprenticeship Levy. The employer-led body given the responsibility to regulate the quality of apprenticeships, the Institute for Apprenticeships (IFA), would become operational in April 2017. • Sir Michael Wilshaw's recent comments to the Parliamentary Education Select Committee that all 16-19 year olds should be taught in schools or a University Technical College (UTC), and his negative comments about the quality of FE provision, had attracted considerable publicity. The Skills Minister had publically stated that Sir Michael's views were not shared by the Government; Sir Michael had subsequently commented that they were "personal views". <p>Governors commented that the comments of the Chief Inspector were unfortunate.</p>
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**198.2 Property
Matters
(Appendix D)**

The draft Property Strategy, 2015-2020 had been reviewed by the Finance & General Purposes Committee at its meeting on 04 March 2016, and had recommended that a comprehensive Assets Management plan be developed covering a 10 year period, including depreciation and renewal costs. The Committee also recommended that the College should develop a structure plan for the management of the College estate in the light of the impending retirement of the Vice Principal, College Services.

Assessment of the current College estate showed that the College had sufficient workspace capacity to meet its projected student growth from the end of the Strategic Plan period to 2025/6. To bring those areas of the College still requiring refurbishment up to current day standards would cost £3.76M, using the SFA cost model. It was, however, believed that actual costs would be lower. This, together with costs of £840,000 for landscaping works, that were a planning requirement, brought the total to £4.6m. A renewal programme funded through revenue was required as part of an overall Asset Management Plan, to ensure that refurbished and new buildings were maintained to a suitable standard going forward.

The Deputy Chief Accounting Officer (Vice Principal, Finance & Resources), advised the Corporation that the Property Strategy would feed into the Finance Strategy.

A Property Update Report was presented. The Board noted that LEP Capital-funded works to provide facilities for new curriculum areas in Catering and Motor Vehicle Engineering were underway. The new kitchens on the 2nd floor North Wing had been completed, and work on the Motor Vehicle workshop were due to commence in April 2016, ready for operation at the start of the new academic year in September 2016. It was anticipated that savings made on the Motor Vehicle Engineering facilities would offset an over spend on the Catering facilities. Planned works, commencing in April 2016, would provide enhanced Osteopathy clinic facilities by adapting the Staff Lounge and current Board Room. These

	<p>works were being funded by the College's partner, the Italian College of Osteopathy in Milan (ICOM).</p> <p>The damage to the first and ground floors of the East Wing caused by flooding early in the New Year, had been repaired over the half term week. All costs had been met by the contractor. Planning consent had been given to the re-location of the Animal Care Unit.</p>
<p>199.15</p>	<p>MONITORING</p>
<p>199.1 Management Accounts, January 2016 (Appendix E)</p>	<p>Following review at Finance and General Purposes Committee, the Management Accounts for January 2015, were presented. The accounts reported: -</p> <ul style="list-style-type: none"> i. A forecast outturn of £227k surplus, compared to £182k as at December 2015, against a break-even budget; ii. Net income had increased by £392k, reflecting increased allocations from SFA of £621k, and forecast additional income for High Needs student re-charges to local authorities of £150k; these were offset by reductions in the SFA 19+ Core allocation, reduced tuition fees collections, and a projected shortfall on full cost and commercial activities; iii. Pay expenditure was being very closely managed and is on budget; non-pay expenditure was down by £167k; iv. Savings of £254k to reflect the reduced depreciation charges of the later than expected operational use of the new campus buildings had also been made; v. The cash position of the College was very strong; vi. The Balance Sheet was also strong with an adjusted current ratio of 1:3.69; vii. The revised forecasting methodology using the alternative models, 'Best Case', 'Worse Case' and 'Likely forecast', all indicated a positive (surplus) position at the end of the year; and viii. The College automated financial health grade continued to be 'outstanding', and was forecast to remain so at the end of the year.

<p>199.2 Corporation Key Performance Indicators, January 2016 (Appendix G)</p> <p>199.3 Safeguarding and Prevent Update (Standing Item)</p>	<p>Corporation members asked the College Management whether they anticipated any issues that might affect the budget forecast for this year. College Management commented that they were not aware of any specific concerns. The Board also referred to the budgetary benefit in the current year of reduced depreciation charges of £254k because of the delayed operational use of the new College buildings. This saving would not be available next year, and there could be an underlying issue, as the budget appeared to be very tight once this one-off factor was discounted.</p> <p>The Corporation KPIs were reviewed, noting the broadly unchanged position compared to the December 2015 indicators. The area of concern remained 16-18 FE student recruitment which was red flagged because of the shortfall of 43 students against the allocation. This would remain an area for review going forward.</p> <p>There were no matters to report.</p>
<p>200.15</p>	<p>MATTERS FOR APPROVAL</p>
<p>200.1 Revised Draft Annual Report & Financial Statements, 2014/15 (Appendix G)</p>	<p>The Annual Report and Financial Statements for 2014/15 were approved by the Corporation at its meeting on 09 December 2015, subject to the completion of work in relation to the NCL audited accounts. At the time, it was not thought that there would be any delays in finalising these matters. At the Corporation meeting on 29 January 2016 it was reported that the External Auditors were still awaiting information from NCL. This work had now been completed.</p>

**200.2 Revised
Draft External
Audit
Management
Letter, 2014/15
(Appendix H)**

Revisions to Note 6 (Principal's Emoluments) and Note 33 (Related Party Transactions) had been made, and the Report and Financial Statements 2014/15, as revised, were presented for approval by the Board and for signature by the Chair of the Corporation and the Principal and Chief Accounting Officer. The revised Report and Financial Statements had been reviewed by the Finance and General Purposes Committee and the Audit Committee.

It was reported that in the absence of the Principal and Chief Accounting Officer in Saudi Arabia, the External Auditors had confirmed that it was permissible for the Principal and Chief Accounting Officer to give her approval and confirmation of signature to the Board in the meeting, which should be minuted. The Principal's signatures could be inserted on the documents after the Board meeting. Arrangements had been made to courier the documents by secure consignment to Saudi Arabia next week, and it was anticipated that the total time for the despatch and return of the documents would be between 7-10 working days. They would then be sent to the External Auditors for submission to the Skills Funding Agency.

The Principal **approved** the Annual Report and Financial Statements of the NESCOL Group for the year 2014/15. She confirmed that she would sign the Annual Report and Financial Statements and the Letter of Representations, and return the documents as described.

RESOLVED: the Annual Report and Financial Statement of the NESCOL Group for 2014/15 be approved for signature by the Chair and the Principal and Chief Accounting Officer.

The Management Letter of the External Auditors confirmed that an unqualified opinion in respect of the financial statement audit and the regularity audit would be issued. There were no material misstatements identified during the audit which were not subsequently adjusted by management, or which remained unadjusted for.

Two additional recommendations were made by the External Auditors in the Management Letter. The first additional recommendation concerned the Saudi project and NCL:

<p>200.3 Revised Draft Letter of Representations (Appendix I)</p>	<p>‘Continuing review and monitoring of the project is needed. Reporting to the college and its governors should be regular and of sufficient detail e.g. to include management accounts and forecasts, as well as all related parties.</p> <p>In summary, it is recommended that, as the majority stakeholder, the college obtains much better quality management information and on a more timely basis than they are currently getting.’</p> <p>The recommendation had been accepted by the College Management, and the Management response had been accepted by the External Auditors.</p> <p>The second additional recommendation concerned ‘disclosure errors’ in the Disclosure Notes to the Financial Statements, as follows:</p> <p>‘Adequate controls are needed to ensure the accurate capture of related party transactions and a comprehensive register of interests should be maintained and updated throughout the year’.</p> <p>The recommendation had been accepted by the College Management, and the Management response had been accepted by the External Auditors.</p> <p>On behalf of the Audit Committee, the Chair of the Committee stated that the Committee was very clear that the College Management must implement the recommendations of the External Auditors. The Committee expressed its concern at the need for the revision and re-submission of the Annual Report and Financial Statements.</p> <p>The Letter of Representations was unchanged from the documents presented to the Corporation on 09 December 2015.</p>
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	<p>RESOLVED: that the Letter of Representations be approved for signature by the Chair of the Corporation and the Principal and Chief Accounting Officer. The Letter of Representations would be signed by the Chair of the Corporation and couriered to the Principal and Chief Accounting Officer for the insertion of her signatures, before its return to NESCOL in the UK.</p>
<p>201.15</p>	<p>MATTERS FOR REPORT</p>
<p>201.1 Chair's Report & NBS Minutes</p>	<p>NESCOT Business Services</p> <p>The Chair reported on the meeting of NBS held on 14 March 2016, and referred to the draft minutes of the meeting: -</p> <ul style="list-style-type: none"> i. The Principal provided an update about the actions taken to address areas of concern arising from the CoE Data Quality and Contract Compliance Review from 2015. The Principal had confidence in the systems in place, and she had taken personal responsibility for class registers; ii. The Board noted the revised draft Annual Report & Financial Statements of the NESCOL Group and the NCL Accounts for 2014/15; iii. The Management Accounts for six months to the end of January 2016 had been considered, and there were discussions about the need to strengthen the reporting arrangements from NCL to NBS and through to the College, as recommended by NESCOL's External Auditors; iv. Matters concerned with the funding dispute with CoE, and its implications for the project's financial forecast were noted, as were the recent adverse reports in the UK FE press about UK colleges' losses on the CoE project. The Principal will discuss these matters in her report to the Board later on the agenda; v. The Board unanimously appointed Peter Stamps as a director of NCL; and

**201.2 Jeddah
College Update
Report
(Appendix L –
Presentation)**

- vi. It was proposed that Peter Stamps also joins the NBS Board; advice was being sought on this matter, but the Board's view was that this would be helpful, subject to Peter's agreement.

The Principal's presentation on the Jeddah College was received. The following items were highlighted: -

- i. The College had yesterday received the Cambridge English Language results for Foundation Year (FY) students sitting their examinations in the Spring term. Only three students had failed. There was a clear trend of more students being successful in the Cambridge examinations. This meant fewer students having to take resits, and more students being eligible to progress to the vocational programmes in year 2;
- ii. Retention was currently at 84% , but it was noted that this would decline because a number of students were likely to be withdrawn because their attendance was poor. The College was not being funded for these students because of the 80% monthly attendance funding rule;
- iii. The single most important reason for student drop-out was attendance;
- iv. Analysis of student retention by course level demonstrated that retention was much higher once students progressed onto vocational programmes: Foundation Year retention was much lower at 78%, and 77% for FY resits, compared to 88% for vocational students;
- v. Overall, the retention, attendance of students and achievement of students had improved compared to earlier years. Governors asked what was making the difference? The Principal commented that the College worked very hard with student to develop a strong work ethic, commitment to study and discipline. The Foundation Year was very much about moulding student behaviours and ways of thinking, so that they would be successful in their studies and attractive to prospective employers;

	<ul style="list-style-type: none"> vi. CoE had changed their rules regarding the eligibility of mature students to enrol at the College. The average age of students was now 18-19, whereas previously the College had admitted older students, including the parents of some students; vii. Monthly attendance levels had showed fluctuations caused by bad weather (sandstorms, heavy rain and flooding), students sitting university entrance examinations in January, and also the absence of the Principal from the College attending the Ofsted inspection in the UK, and attendance at meetings in Riyadh and at the King Abdullah Economic City (KAEC); viii. The College was currently being funded for about 560 FTE students i.e. above minimum guaranteed funding levels. Student attendance remained an area for continuing focus: Saudi students have traditionally always taken additional holidays before and after scheduled breaks; ix. It was difficult to retain teaching staff, and staff turnover was very high. About 60% of staff leave at the end of each year. It is proving more and more difficult to attract UK and other western staff to come to Saudi Arabia because of the security concerns. There is a small core team of local hire teachers who had been with the College for some time. The Principal was the only member of staff left working at the College who was at the College at the start of the project. It was probable that her Head of Departments would be leaving the College at the end of this current academic year. Governors remarked upon the improvement in performance of the College, but the very high staff turnover rate was a concern; x. There had been a 20% increase in achievements in the November examinations compared to last year; xi. 57% of teachers had been assessed as good or better in their lesson observations; Grade 3 teachers were being observed to see if they had improved. The College had taken on a number of Saudi teachers; xii. A video staff development sessions had been delivered by Skype from NESOT UK staff focusing on good
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	<p>teaching practice, as well as some “Show and Tell” peer-led workshops. The Jeddah teaching staff find these very beneficial;</p> <p>xiii. All students have to undertake a significant internship assignment with an employer. NESCOL has received excellent feedback from employers who have taken on NESCOL students, and most employers are keen to employ the students at the end of their courses. It was noted that 68 students have completed internships with local employers;</p> <p>xiv. The Principal had initiated a number of meetings with employers that had the potential to deliver cost recovery work for NCL. These were at KAEC, working with employers based there. For reasons of capacity, these leads had been handed-over to Burton and South Derbyshire College to follow-up;</p> <p>xv. The recent CoE monitoring visit, which comprised of a curriculum review and mini-audit, had been positive. Leadership and Management was found to be strong;</p> <p>xvi. Recent meetings with CoE had re-affirmed the Saudi Government’s commitment to the Public Private Partnership (PPP) model of public service reform. The Government was looking at how the model, involving overseas providers, could be applied in the schools sector. The education and health budgets were ring-fenced, despite the economic problems in Saudi Arabia;</p> <p>xvii. The College will not be receiving an Institutional Review (IR) grade for the inspection conducted in the 2014/15 academic year. Instead, the IR in the current year would be applied retrospectively for the purposes of the calculation of any performance bonus;</p> <p>xviii. Internal audit of student records had been undertaken, which indicated that there were about 70 missing documents, such as student photographs, original High School certificates and Health forms. The students have been advised that unless they bring in the missing documents, they will be withdrawn from the College;</p> <p>xix. There have been no recent communications on the matter of contract renewal following the receipt of the CoE letter in November;</p>
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<p>201.3 Saudi Project Reports (Appendix Ki/Kii)</p> <p>201.4 Report of the Chair and C&Q Minutes (Appendix M)</p>	<p>Part of the discussion of this item has been redacted and excluded from publication on the grounds of commercial confidentiality.</p> <p>xxi. The Principal re-assured Governors that NCL was not making huge losses such as those reported for other UK colleges operating in Saudi Arabia. The operation was breaking even, or making a small profit. Other providers had invested heavily in equipment and a large staffing infrastructure, and they were now having to make large numbers of staff redundant. NESOT had been cautious in its approach to the project, costs had been very tightly controlled and by only taking-on one College, it had not over-reached itself. The College was operating within a budget based on the minimum guaranteed payment. Governors were advised that it was not believed other providers were making a surplus on operations from CoE colleges. It was not possible to obtain company accounts of companies registered in Saudi Arabia;</p> <p>xxii. Discussions were being held at Ambassadorial level regarding the CoE funding issues; and</p> <p>xxiii. A reminder about the Company structures was provided, including the reporting lines.</p> <p>It was decided to defer discussion of other Saudi project reports.</p> <p>Curriculum and Quality Committee</p> <p>The Chair of the Curriculum and Quality Committee reported on the recent meeting of the Committee held on 02 March 2016. There had been a very robust and informed discussion about the College SAR led by the teaching staff Governor, focusing on strategies to support the College to get from Good to Outstanding, and how to capture in a holistic way the excellent work done by teachers to support students to achieve their very best. The recent Ofsted inspection of the College, which whilst very pleasing, had confirmed that the bar</p>
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<p>201.5 Report of the Chair and F&GP Minutes (Appendix M)</p>	<p>had been raised, and NESOT was being challenged to raise standards even higher. The Committee had reviewed the Post Inspection Action Plan (PIAP) It was AGREED that the PIAP would be referred to the full Board for discussion (ACTION: CMa/DR). The recurring theme and priority in all Curriculum and Quality meetings was English and Maths, and a considerable amount of time had been spent discussing these matters.</p> <p>Finance and General Purposes Committee</p> <p>The Chair of the Finance and General Purposes Committee confirmed that the tabled minutes of the meeting held on 04 March 2016 were draft until approved by the Committee. In addition to its review of the Management Accounts received by the Board earlier in this meeting, the updated Treasury Management authorisation procedure had been approved. This would seek to maximise returns on cash invested with banks, and the procedures and controls in place to manage the new account with the Metro Bank had been approved. A helpful report on sector employment and finance issues affecting colleges had been discussed by the Committee.</p>
<p>201.6 Report of the Chair and Audit Committee Minutes (Appendix N)</p>	<p>Audit Committee</p> <p>The Chair of the Audit Committee reported on the tabled minutes of the Audit Committee held on 11 March 2016. Attention was drawn to the positive report of the internal auditors which had been commissioned to review sub-contracting arrangements at the College. The auditors were able to provide a certificate to the SFA confirming the outcome of their review. The Committee was advised about the internal audit assignment report on capital projects which was likely to provide an Amber/Red opinion. The report was not available for the meeting, but would be considered at the next earliest opportunity. The other reports covering Risk Management and Governance and Payroll received a Green opinion. The Committee was pleased that the report on the implementation of outstanding audit recommendation was positive, and demonstrated the improvements that had been made by the College Management. The Strategic Risk Register and Risk Assurance Framework reports were good reports, reflecting a</p>

**201.7 Report of
the Chair and
Search and
Governance
Committee
Minutes
(Appendix P)**

prudent and self-critical approach to the evaluation and mitigation of risk. There were a number of areas such as Government policy changes where it was not feasible to provide meaningful assurance at the audit level of the Assurance Framework. In considering the report on Health and Safety matters, the Committee had recommended that the College investigate obtaining Strategies for Crisis Intervention and Prevention (SCIP) training in working with and handling the behaviour of students who may have Autism, Intellectual/Learning Disabilities and/or Mental Health issues.

Search and Governance Committee

The Chair of the Search and Governance Committee reported on the meeting held on 03 March 2016, noting as follows: -

- a) Learning Walks involving the participation of members of the C&Q Committee were being piloted with a view to a wider scheme being rolled-out to all external Governors;
- b) Governor appraisals as part of the Board's effectiveness strategy had commenced, and would be reported to the Board following review by the Committee;
- c) Funding had been secured from BIS/AoC for one day of consultancy from a National Governance Leader (NGL). Discussions had taken place with the appointed consultant, Judith Williams, who was an experienced Chair of Governors at another GFE college and who had experience of supporting boards in Area Reviews. It had been agreed that she would facilitate and support Governors in the discussions of the Corporation's response to the recommendations arising from the Area Review at its meeting on 13 May 2016. The meeting on 13 May would, therefore, be an extended one, and Governors were asked to note that it would be likely to last into the afternoon; and
- d) Other matters, including Membership and Succession Planning and the Governance Improvement Action Plan were the subject of reports elsewhere on the Corporation agenda.

<p>202.15</p>	<p>GOVERNANCE MATTERS</p>
<p>202.1 Membership & Succession Planning (Appendix Q)</p>	<p>The Search and Governance Committee reviewed the membership of the Governing Body at its meeting on 03 March 2016. In accordance with best governance practice and the Code of Good Governance, it considered the position with regard to those Governors whose terms of office were due to expire at the end of the current academic year. The Committee also considered the skills profile of the Corporation and identified a number of areas where the membership could be suitably strengthened. It noted the current gender imbalance on the Governing Body, and what steps could be taken to secure a more balanced membership.</p> <ul style="list-style-type: none"> • It was confirmed that Professor Hunt was to stand-down from the Corporation and as Chair of the Board at the end of the term. He had recently retired from UCA and had re-located to Suffolk. Professor Hunt had made an immense contribution to the work of the NESOT Board, and he would be sadly missed. A new Chair would need to be elected at the July meeting of the Corporation, and any Governors who were interested in being put forward for election were invited to make enquiries with the Chair and/or Clerk. Reflecting the usual arrangements for succession planning, the Vice Chair of the Corporation, Professor Luke, had indicated his willingness to be put forward for election to the position of Chair, if that were the wish of the Governing Body. • Mr Earl Laird had also indicated that he would be standing down from the Corporation at the end of the academic year. Governors placed on record their appreciation of Earl's work on the Board and on the Audit Committee. • Mr Chris Shortt, who had served on the Corporation since 2009, and who had agreed last year to extend his term of office for a further 12 months, could serve a further year with the agreement of the Board. Chris had contributed a huge amount to the success of the campus project, and the recommendation of the Committee was that he be invited to serve for another

12 months. Chris was currently considering his other commitments, and had yet to confirm whether he was able to put himself forward for re-election.

- Mr Trevor Willington was eligible for re-election, and the recommendation of the Committee was that Trevor be invited to extend his term for a further four years. Trevor was considering his outside commitments, and he had indicated that he would advise the Clerk of his intentions about whether he felt able to be put forward for re-election in May.
- Mr Chris Muller was eligible for re-appointment to the Board for a further two years, and he had indicated that he was willing to be put forward for re-election.
- Mr Peter Stamps was eligible for re-appointment to the Board. Peter had indicated that he was willing to be put forward to serve for a further four year term.
- The Committee felt that, based on the analysis of Board skills and the confirmed and possible vacancies on the Board, the Corporation should seek to strengthen the membership by recruiting Governors with expertise in areas such legal matters, property matters, higher and further education, audit, health and safety and IT. Consideration should be given to advertising for new Board members.
- The Committee recommended that links be made with women's business and other networks with a view to recruiting female Governors.

It was **RESOLVED** that: -

1. The Board approves the re-appointment of Chris Muller for a further period of two years.
2. The Board approves the re-appointment of Peter Stamps for a further period of four years;
3. Should he be willing to do so, the Board approves the re-appointment of Trevor Willington for a further period of four years;
4. Should he be willing to do so, the Board approves the re-appointment of Chris Shortt for a minimum period of one year; and

<p>202.2 Governance Action Plan Update (Appendix R)</p> <p>202.3 Draft Revised Public Value (Benefit) Statement (Appendix S)</p> <p>202.4 Draft Revised Terms of Reference of the Senior Staff Performance & Remuneration Committee (Appendix T)</p>	<p>5. The Board gives its approval to a longer-term strategy to increase the size of the Governing Body.</p> <p>It was noted that the Principal had lost her connection to the meeting during the discussion of this item. She re-joined the meeting at agenda item 15.0 (Minute 207.15 Confidential Items)</p> <p>The Governance Action Plan update report was noted.</p> <p>The Board approved the revised Public Value Statement for publication, noting that it aligned with the new Strategic Plan 2015-2020.</p> <p>Following review by the Committee, the revised terms of reference of the Senior Staff Performance and Remuneration Committee were approved.</p>
<p>203.15</p>	<p>STUDENT MATTERS</p>
<p>The Student Governor discussed the circulated ‘Student Representative and Governor Statement’.</p> <ul style="list-style-type: none"> • There was concern about the failure to hold Student Representative meetings in the Osteopathy Department. The College Management undertook to investigate this matter immediately (ACTION: CH). • The statement noted the serious concern of teaching staff about the College’s failure to award pay rises. This affected students, although it was commented that NESOT teaching staff were incredible, and possessed great skills. • More could be done to enhance the student experience by encouraging greater participation in social and sporting activities, supporting the 	

establishment of a vibrant Students' Union and facilitating wider student interaction on a cross-college basis. The Head of College agreed that these were helpful comments, and these areas should be reviewed with a view to refreshing the approach to student engagement and participation. The Board supported this position, and whilst recognising that these issues were complex and would require some time in order that a proper consideration of strategy be undertaken, requested that a report be brought forward to a future meeting **(ACTION: CH)**.

The Board thanked the Student Governor for the forthrightness of his comments, and for his valued contribution to the work of the Board over the past 12 months. The Board joined the Chair in wishing him well for his forthcoming exams, and in his future career.

It was noted that a number of students had expressed interest in joining the Board as Student Governors. There was provision to appoint two FE Student Governors, as well as an HE Student Governor.

204.15	STAFF MATTERS
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The teaching staff Governor reported the concern of College staff about the negative local and national press reports about the College. The Board noted these concerns.

205.15	DATE AND TIME OF THE NEXT MEETING
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The next meeting of the Board would take place at 13 May 2016, starting at 09.00. It would be an extended day to consider the recommendations of the Area Review, with facilitation support from a National Governance Leader (NGL).

205.15	MEETINGS & EVENTS
<p>Curriculum & Quality Committee 18th or 28th April 2016 6.00pm (tbc)</p> <p>Search & Governance Committee Thursday 05 May 2016 6.00pm</p> <p>NESCOT Consortium Ltd Monday 09 May 2016 2.00pm</p> <p>FE Corporation Friday 13 May 2016 9.00am*</p> <p>Finance & General Purposes Committee Friday 17 June 2016 9.00am</p> <p>Audit Committee Friday 24 June 2016 9.00am</p> <p>NESCOT Consortium Ltd Monday 20 June 2016 11.00am</p> <p>NESCOT Business Services Ltd Monday 24 June 2016 2.00pm</p> <p>FE Corporation Friday 08 July 2016 9.00am</p> <p><i>* Note that this will be an extended meeting involving consideration of the recommendations arising from the Area Review, facilitated by an NGL consultant. The meeting will be extended into the afternoon (details to be confirmed).</i></p>	
206.15	ANY OTHER BUSINESS
<p>There was no further business and the meeting ended at 17.30.</p>	
207.15	CONFIDENTIAL ITEMS
<p>College staff and Staff and Student Governors withdrew for the confidential items. A record of the discussion is lodged in the Confidential Minute Book.</p>	

Signed

Professor Mark Hunt, Chair of the Corporation

Date

Author	David Round
Title	NESCOT Corporation Minutes 180316
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