



**MINUTES OF A MEETING OF THE LINCOLN COLLEGE BOARD OF CORPORATION
HELD AT LINCOLN COLLEGE ON TUESDAY 25 SEPTEMBER 2018**

Present:	James Pinchbeck Haydn Beeken Abbie Bembridge Heather Fluck Nick Lyons Mark Platts Mark Speed Mike Simpson Daniel Wilkinson Sam Yates	Chair Vice Chair and Chair of Performance and Quality Student President Staff Governor Vice Chair and Chair of Finance Committee Staff Governor
In Attendance:	Sarah Adams Tom Dannatt James Foster Lucie Hulme Mark Locking Jim Newall	Clerk to the Board of Corporation Group Director of Finance and Commercial Managing Director (International and Commercial) Staff Officer Managing Director (Education and Training Delivery) Group Head of Marketing and Communications
Apologies:	Gary Headland Tim Calvert Nick Cudmore Neil Everatt Dean Graham Danielle Lister Graham Harrison Jacqui Varlow	CEO Chair of Audit Committee Group Director of IT and Projects Group Director of Human Resources

1/18 APOLOGIES FOR ABSENCE

Apologies were received from Gary Headland, Tim Calvert, Nick Cudmore, Neil Everatt, Dean Graham, Danielle Lister, Graham Harrison and Jacqui Varlow.

The CEO's absence at a strategic business development event had been approved by the Chair.

The Chair reported that Peter Horner had tendered his resignation. It was explained that due to work and other commitments Peter regrettably felt he was not able to maintain the level of commitment appropriate to the role of Governor therefore considered this to be the best option. The Chair had thanked Peter on behalf of the Board for his commitment and valued input over the six years he had been a Board member. It was noted that Danielle Lister is to move to Audit Committee.

The Board noted the resignation and Committee membership change.

Discussion took place on the processes in place to recruit new members when a governor is stepping down. It was explained that introductions could be made through Search Committee. A paper on the skills audit of current members will be considered under a separate agenda item.

The Chair explained that the October Development Day will include discussion around a strategy for the business of the Board and on the skills of each Board Member. The day will also potentially include a Learning Walk.

2/18 ELIGIBILITY, QUORUM AND DECLARATIONS OF INTEREST

It was reported by the Clerk that notice of the meeting had been given and that a quorum was present. Accordingly, the meeting was declared open. There were no declarations of interests made.

3/18 ELECTION OF CHAIR AND VICE CHAIR(S)

The Clerk reported that in line with the Corporation's Standing Orders, the Chair and Vice Chairs were required to be appointed at the first meeting of the academic year.

James Pinchbeck agreed to re-stand as Chair. Mark Speed nominated James and this was fully supported by all members. James was duly appointed Chair of Corporation for the academic year 2018/19.

Haydn Beeken and Nick Lyons both agreed to re-stand as Vice Chairs. Haydn and Nick were nominated and this was fully supported by all members. Haydn and Nick were duly appointed Vice Chairs for the academic year 2018/19.

The Chair thanked the Vice Chairs for their support over the last year and reported that this arrangement was working effectively.

4/18 MINUTES OF THE CORPORATION AND COMMITTEE MEETINGS:

Board of Corporation – 3 July 2018

The minutes of the meeting held on 3 July 2018 were reviewed. There were no matters arising. The minutes were agreed as a true and accurate record and signed accordingly.

The MD(E&TD) extended a thank you for the input of Governors to the Big Welcome student sessions which had gone very well. It was highlighted as important to reflect on those who engaged with the students and giving consideration to who can deliver sessions, ie past students might be a good choice. It was suggested the Alumni are promoted more as currently they have their pictures on the stairs in Friary Building but these may not be seen by students. Heather Fluck reported that feedback from the students on the Big Welcome had been positive.

Remuneration Committee – 10 July 2018

The Chair reported that the Remuneration Committee had met on 10 July. It was explained that appraisal input had been discussed and that the remuneration of the staff as a whole and the timing of meetings had been considered in relation to appraisal and target setting. The Committee had discussed reward and remuneration, a structure for succession planning and consistency of SPH packages taking into consideration that remuneration must be appropriate to the organisation. Targets are being set for the Senior Post Holders and Appraisal Committee will meet in November.

It was explained that the remit of the Remuneration Committee is to be expanded to also consider any pay award for all staff.

Performance And Quality – 18 July 2018

Haydn Beeken gave a summary of the meeting held on 18 July 2018. There were many positives and progress is being made. Forecast results had been discussed. Apprenticeships are still an area of particular focus and the Committee were pleased to note the appointment of Tmasyn Lawton as the Director of Apprenticeships. It was highlighted that this is 'how we do business' not just for 'Ofsted'.

Audit Committee – 31 July 2018

Mark Speed gave a summary of the meeting held on 31 July 2018. Tim Godson had joined the meeting as an observer and will be joining the Committee this academic year as lay member.

The schedule of Audit Recommendations was reviewed with a number noted for removal. A deep dive into sickness absence had been undertaken with an action for Claire O'Hara to report back on costs. The audit reports received were outlined and the levels of assurance given reported.

Tom Dannatt reported that seven tenders had been received for the internal audit service and an evaluation is taking place at the start of October and a recommendation will come to the December meeting.

James Pinchbeck asked for an update on the external audit currently taking place. It was explained this is currently delayed for two weeks due to other issues being dealt with, however the audit process is still on schedule for completion in time for the sign off and filing of the statutory accounts in December.

The MD(E&TD) reported that two ESFA Audits have taken place already this term. Sub-contracting – which had highlighted the need to notify Board of any additional in year sub-contracting as well as providing an annual report. Student number audit – no indication of any clawback currently which is positive. This audit is yet to complete. Classroom based is good, there may be some issues with EP as part of the new standards with some management notes and actions.

5/18 MATTERS ARISING AND NOTIFICATION OF URGENT BUSINESS

There were no further matters arising. The Clerk explained that the Group Director (F&C) would like to raise an item of urgent business and this was agreed.

6/18 CEO'S REPORT

The report produced by the CEO included input from the MD(E&TD), MD(I&C) and the GD(F&C).

Nick Lyons asked how this had worked in practice and the Chair asked if from a governance perspective this covered enough information from all areas. MD(E&TD) and MD(I&C) outlined their level of input and also explained that if a deep dive was required then this would need to be covered separately. Haydn Beeken explained he would look at the report in line with the other agenda items to make sure all issues are covered. It was felt that a single report would hopefully be more joined up and less repetitive. The Board welcomed the report and were interested to see how the new combined report works.

The Chair asked about the bid to the Strategic College Improvement Fund (SCIF) and if there was more information available. It was explained that the focus is apprenticeships and an amount will go to a partner for coaching and an amount will be used for specialist staff to assist with delivery.

The bid was for £160k and will drive quality forward. It is expected that a decision will be known in mid October. It will need to be evidenced that new roles have been created and filled. Discussion took place on the terms and conditions. Income streams from ESF projects, etc, were queried and the MD(E&TD) reported on commitments up to March with nothing in prime income streams.

It was asked if there was a delivery plan in place for the funding and managing risk. The MD(I&C) explained there is a delivery plan for SCIF as part of the bid and this will be converted into an operational plan if successful. It was asked if this could be shared and this was agreed. It was asked that the outcomes are monitored through P&Q and Gold Group. It was explained this will also be monitored through the monthly management accounts.

Action: SCIF plan to be circulated to Board.

Health and wellbeing slide was discussed and in particular people leaving the sector. UCU are balloting nationally for industrial action. The College has 110 UCU members but it is uncertain what the outcome of any ballot would be. Changes to Pension schemes were reported. It was explained that higher paid jobs are being offered in industry and the College is losing both instructor/assessors, teachers and support staff to other organisations. Workforce strategy needs to be addressed as this is a concern.

The national picture was highlighted and the need to be innovative to help solve the funding issues. It was agreed this as an agenda item is very important and should be discussed in more detail in future. It was agreed to put on the agenda for January Development Day.

Action: national picture and funding to be included on January agenda.

The MD(E&TD) reported on the national target of decreasing College numbers at which point it was felt a spending review may take place.

More information was requested on the opportunity in the Caribbean. The MD(I&C) explained this was through UK DfID. The work is similar to the capability building projects in KSA and focuses around travel and tourism, renewables, etc. There are two phases over four years. The International and Commercial Task and Finish Group is meeting this week and this will be discussed.

The MD(I&C) explained that DIT have set up a new relationship management programme for their most important stakeholders and have requested regular meetings with the College. An event in October with the Secretary of State is being attended and the relationship with DIT is starting to pay dividends.

7/18 SAFEGUARDING POLICY

Due to changes in legislation a number of amendments have been made to the College Safeguarding Policy. The MD(E&TD) highlighted the change of use of 'reasonable' restraint. It is made clear in the policy where staff and/or students are at risk. Sam Yates explained that on some occasions a student has to be removed from a situation for their own benefit. Heather Fluck asked if there was a definition for 'reasonable' and it was stated that there is not and will not be as it very much depends on the individual circumstances. Examples were given and the issue was discussed. Discussion took place on whether some staff should be trained. It was explained that if an issue escalated then security are called but generally an issue is dealt with immediately.

The Chair asked about attendance monitors. It was explained that registers are taken in every class and the College are very aware of which students are in class and those that are not. It was explained that the value for money for the attendance monitors was not proven and the attendance had not improved from the previous year.

There are safeguarding requirements and there are processes in place through progress teams, admin teams and student services. It was explained that every session is monitored. The wearing of lanyards was discussed and it was felt that this was much improved from last year.

Provision for 14-16 year olds was asked about and it was explained there are a low number of part time students (c.12) and this is covered under safeguarding and each has a separate learning plan. There are no full time 14-16 year olds. It was noted the students are not taken from school but are 'home schooled' children.

The Board approved the updated Safeguarding Policy.

8/18 ANALYSIS OF BOARD OF CORPORATION SKILLS AUDIT

The Clerk explained that as part of the annual renewal of details a skills analysis of the Board members had been carried out and the results collated. Discussion took place on the identified gaps and how essential it is that these are filled. It was felt that each skill should be highlighted as either essential or desirable. The demographic of the sector worked in is also an issue that could be included. It was asked if the skills audit questionnaire needs refreshing and it was confirmed that it has remained the same for a number of years. The Board should ask questions such as – do we need people with broader experience? What does the Board actually need to be fit for purpose? Looking at the areas where there is no experience are they actually essential for you to fulfil your role as a Governor? Are they important? Discussion took place on the difference of staff and student governors and that they bring something different to the makeup of the Board. It was agreed to carry out a review and the Clerk was asked to seek the views of other Clerks through the Jisc network. It was noted that Danielle Lister is to move to Audit Committee and it was suggested that it is the makeup of each Committee that is more important than who is on the Board as a whole.

Action: Clerk to see what skills audit is used at other Colleges

9/18 CLERK'S REPORT

The Clerk had produced a governance report which included revisions to the Instrument and Articles and Terms of Reference to reflect changes to legislation. The changes made were highlighted including: new automatic disqualification rules, privacy notices to reflect GDPR and changes to the Terms of Reference for Audit Committee, including that a staff governor should not be a member. A change to the Remuneration Committee Terms of Reference delegation of authority to include consideration of all staff pay awards was highlighted and considered.

The Clerk asked that the Board approved the revisions to all documents as outlined.

The Clerk gave an overview of the confidential minutes for the year and these were reviewed. The following was agreed:

- Board minute 23/17 to remain confidential.
- Audit minute 23/17 to remain confidential.
- Board minutes 50/17 and 61/17 to now be released.

The details of training undertaken and events attended by the Board during the academic year were reported and noted.

Changes to membership, terms of office and new appointments were detailed and all were ratified by the Board.

The Chair thanked the Clerk for her report.

Agreed: the suggested revisions to all documents were approved by the Board.

10/18 URGENT BUSINESS

This item was discussed as a confidential item.

11/18 DATE AND TIME OF NEXT MEETING

The next meeting will be a strategy day to be held on Tuesday 30 October 2018 between 9am and 5pm.

The meeting closed at 17.56 hours.

Signed:

Date: