

MINUTES OF A MEETING OF THE LINCOLN COLLEGE BOARD OF CORPORATION HELD AT LINCOLN COLLEGE ON TUESDAY 13 DECEMBER 2022 AT 16.30 HOURS

Present:	James Pinchbeck Haydn Beeken Ian Billyard Tim Godson Lucy Goodier Dean Graham Simon Justice Katrina Knoll Mark Locking Nick Lyons Tom McKenzie Mark Platts Lauren Rose Hollie Tapper Charlotte Watson	Chair Chair of Performance and Quality (via Teams) Chair of Audit Committee Chair of Search and HE Committees Staff Governor Staff Governor Principal and CEO Chair of Finance Committee Student Governor Student Governor
In Attendance:	Sarah Adams Tom Dannatt James Foster Graham Harrison Jim Newall Jacqui Varlow Charlotte McHugh	Clerk to the Board of Corporation Group Director of Finance and Commercial (Teams) Managing Director (International and Commercial) (Teams) Group Director IT, IM and Projects Group Director of Marketing and Communications Group Director of HR and SSS Head of Student Services and Supported Education (agenda item 37/22 only)
Apologies:	Tim Calvert Amy Conyard Peter Price Tom Marsden Kevin Williams	Chair of Remuneration and Appraisal Committees Director of Strategic Growth Director of Planning and Performance

30/22	APOLOGIES FOR ABSENCE Apologies were received from Tim Calvert, Amy Conyard Peter Price, Tom Marsden and Kevin Williams. Tom Dannatt, James Foster and Ian Billyard joined the meeting via Teams.
31/22	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. The Governors were asked to raise any declarations if these became apparent during, or after, the meeting. No declarations were made.

MINUTES OF THE CORPORATION AND COMMITTEE MEETINGSBoard of Corporation – 8 November 2022

The minutes of the meeting held on 8 November 2022 were reviewed. No items of clarification and/or accuracy were raised. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

The actions were reviewed:

19/22 – it was confirmed that phishing checks are carried out and also that training is provided through iHasco

20/22 – Objectives are being collated as soon as these are agreed by each Committee

21/22 – LSIPs will be included on the January Development Day – presentation and programme of activity. It was noted that The Knowledge Ladder are doing some data analysis for GLLEP and D2N2. The Principal and CEO reported that the LSIP are struggling to get employers to be involved. Options for engaging are to be circulated including webinars, telephone calls, etc. It was confirmed that events are being arranged around the County.

Action: ML to provide to Clerk to circulate

21/22 – Cost of delivery is being progressed and a meeting will be held in January. This will come through Finance Committee and then to full Board

22/22 – The H&S annual report to be updated and recirculated

Action: H&S Annual Report to be updated and recirculated

23/22 – the BAF will be circulated for a future Board topic

Board of Corporation – Confidential Minute – 8 November 2022

The confidential minutes of the meeting held on 8 November 2022 was reviewed. No items of clarification and/or accuracy were raised. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

HE Committee – 12 December 2022

The Chair of HE Committee gave an overview of the items discussed at the meeting held on 12 December 2022.

Positive news was reported that OU reaccreditation has been confirmed for a further five years. The process, which included Governor representative had been very thorough and looked at how HE was run and treated across the organisation. There were three possible outcomes: fail, three-year accreditation and the best outcome for five years. There were a number of commendations and a small number of conditions to follow up.

The HEAMR had been approved by the Committee following this report for the first year going through the same process as the FE SAR. The Committee also considered the HE Strategy for 2022/25. The Committee felt the only thing missing was a Vision for HE and where we want it to go. This will be the objective for the Committee for the year.

Discussion took place on T Levels, Degree Apprenticeships, and the courses that are also run at the University of Lincoln.

The TEF submission is being prepared for submission to the January deadline. It was explained that for the first time there is now a Requires Improvement.

	<p>It was asked how long the strategic review of HE would take and it was explained into the Spring. The document has already gone to ELT. It was agreed there were a number of other options. Hollie Tapper explained that there are much smaller classes at the College than the University so there is more time with the tutors, better feedback and the cohort are much closer. It was explained that often the Colleges do provide a much better/different experience and higher quality of education but there is perhaps a difference in perception employers relating to where the degree is obtained.</p> <p>It was explained that the HE Strategy is now being costed and resubmitted to ELT having been approved in principle.</p> <p><u>Finance Committee – 13 December 2022</u></p> <p>It was reported that the Finance Committee had not met and had been rescheduled to January 2023.</p> <p><u>Audit Committee – 8 December 2022</u></p> <p>The Chair of Audit Committee gave an overview of the items discussed at the meeting held on 8 December 2022, including Audit Recommendations, Student Experience Report, and External Audit progress.</p> <p><u>Governance Working Group – 22 November 2022</u></p> <p>The Chair of the Governance Working Group gave an overview of the items discussed at the meeting held on 22 November 2022. The structure of the Board and the governance model across the subsidiaries are being looked at. The ONS decision has impacted on this. Benchmarking and models are being looked at to see what can potentially be adopted. A formal update will be provided to the January meeting.</p>
<p>33/22</p>	<p>MATTERS ARISING AND NOTIFICATION OF URGENT BUSINESS</p> <p>There were no matters arising of notification of urgent business.</p>
<p>34/22</p>	<p>FINANCIAL YEAR END 2021/22</p> <p>GD(F&C) reported on a request for late filing and immediate approvals required. ONS reclassification has impacted on a number of key issues preventing the auditors signing off the accounts due to issues around “Going Concern” and “parental guarantees”; removal of commercial borrowing, contract renewal and bonding in KSA, and capital match for the ASI was outlined</p> <p>The ESFA and DfE have been contacted to make a request to file late. The change to framework has meant that the auditors can’t sign off the accounts. Immediate concerns were outlined around the ability to put finance in place to operate with the current financing model, uncertainly with the contract with ITQAN, the financing and bond requirements and also parent company support that the college gives to the subsidiary companies.</p> <p>Late filing requests are usually made on a month by month basis therefore a request will be put in with Board approval to delay filing until 31 January 2023.</p> <p>Approved: The Board approved the request for a delayed filing date of 31 January 2023</p> <p>It was explained that immediate issues are being addressed with ESFA. In the medium term there is likely to be an impact on the gap funding for ASI where current negotiations areas underway with the bank on how this can be funded.</p>

	<p>New contracts in KSA which will also require approval and the contracts for T&H and Qatif. There may also be issues arising around compliance with MPM due to the commercial operations.</p> <p>GD(F&C) is to write a report for the ESFA and a meeting will then be arranged with the DfE to outline the issues. The ESFA Team are very supportive of the College who have done what they were requested to do by diversifying income.</p> <p>Eversheds are providing support and will consider the draft report prior to discussion with ESFA and DfE. Eversheds are also to support with looking at the organisational structure due to the number of subsidiary companies. The Chair also noted that Eversheds are putting on workshops which may be of value to the Board.</p> <p>It was asked when the accounts would be circulated to Board. It was confirmed the statutory accounts will be circulated this week but these will be subject to change. The External Audit Findings Report will follow.</p> <p>Action: financial statements to be circulated this week to allow time for review and input</p> <p>Further discussion took place on the impact of the ONS decision and the positives and negatives.</p> <p>It was asked what the view and input of AoC is and it was felt this would have no impact.</p> <p><u>Regularity Self-Assessment Questionnaire (SAQ)</u></p> <p>The Regularity SAQ had been circulated and was taken as read. It was explained this would be submitted to the External Auditors as part of the Financial Statements. The document was approved for signature at the appropriate point.</p>
35/22	<p>LINCOLN COLLEGE GROUP STRATEGIC RISK REGISTER</p> <p>The Risk Register had been circulated for information.</p>
36/22	<p>OVERDRAFT AGREEMENT APPROVAL</p> <p>The GD(F&C) explained that the National Westminster Bank Plc (the Bank) have made an offer to extend the Group's existing overdraft from £4m to £5m with effect from 25 October 2022.</p> <p>The Board consider this to be in the interests of the Group in order to provide essential working capital. After due consideration of all the circumstances and on being satisfied that it is for the benefit of the College and in the interests of the College for the purpose of carrying on its business it was resolved that Tom Dannatt be authorised to sign on behalf of the College the Agreement and that Mark Locking and James Pinchbeck would sign the related Deed in connection with the Agreement.</p> <p>Resolved:</p> <p>The Board of Corporation resolved to approve</p> <p>It was noted that DfE approval is required to utilise the facility but that DfE are in agreement for the facility to be in place. Should DfE not approve use of the facility when it is required there may be the need to use the reserves.</p>

37/22 SAFEGUARDING ANNUAL REPORT 2021/22

[Charlotte McHugh joined the meeting]

The Safeguarding Report had been circulated. The report was positive and there was nothing in the data that flagged any red lights. The numbers are at a high level but the team do an exceptional job. It was felt that there was a good support process in place.

It was asked how 'effective' is classed. It was explained that the wording was chosen due to the nature of the topic, particularly when there have been some difficult issues and also noted that this is the wording used by Ofsted. Prevent was discussed. It was felt that students have less knowledge than prior to lockdown and that schools are perhaps not focusing on this area as much. There is a need to have a campaign to raise awareness for both staff and students over the next year.

Lauren Rose outlined her experience of Prevent training which was reported as very limited. It was agreed this would be followed up.

Mental health training was discussed and it was asked if more students have reached out for support. It was explained that it was difficult to measure whether you are reaching more than you would have done previously, however numbers have increased for both staff and students. The mental health first aiders are working well together as a group and supporting each other.

Mark Platts asked if the NHS were giving the support that the team required via the Mental Health Support Team (MHST). It was explained that in terms of interacting it is quite challenging as students can go directly to them so the College is not aware of the numbers.

MHST and the College are working well together for training and upskilling but it was felt that the College aren't able to benefit from a full use of the service as some students are accessing directly.

An update was requested on the capital bid for access locks on buildings. It was explained there are some capital allocations coming based on student numbers and this needs to be built into the capital programme and given some priority. They are now in place at Newark.

Charlie McHugh was congratulated on her appointment to the post of Principal of YPLP. It was explained that appointments are being made in the Safeguarding Team but it was noted that they are relatively inexperienced.

[Charlotte McHugh left the meeting]

The Board were reminded to ensure they were up to date with their Safeguarding and Prevent training and the Clerk will follow up where required.

Action: Clerk to remind relevant Governors regarding Safeguarding and Prevent

It was reported that the Safeguarding Governors attend the safeguarding meetings in College and there is a monthly report circulated. It was suggested that a Governor and Executive visit is arranged to include the Safeguarding Team and it was agreed this could be done for any support area.

Action: arrange a 'walk' to include any support teams

It was asked if the Employee Wellbeing Survey results had been sent out. It was explained the detailed results have been sent out to the Managers to take up with their Teams at local level. It was explained that 'demands and change' are always the highest. Most important is the work at department level to gauge the triggers within teams.

	<p>Levels of bullying was queried and it was explained this was low. It is important that staff are aware of exactly what bullying is. The Staff Governor suggested that staff in one area are leaving rather than reporting issues and this will be looked into. It was explained that more 'pulse' surveys over the year are to be carried out. Overall the College average is better than other similar organisations which was positive.</p> <p>Examples were given of bullying and how this has been misconstrued previously when the actual issue was inappropriate behaviour and not bullying which is an example of why these issues need dealing with at local level.</p>
38/22	<p>INTERNAL AUDIT PLAN 2022/23 FOR APPROVAL</p> <p>The Internal Audit Plan 2022/23 had been considered by ELT and the Audit Committee and was recommended to Board for approval.</p> <p>There are 40 days of internal audit scheduled which will cover estates management, payroll, human resources, funding around apprenticeships and employer perception, stock control and overall financial controls.</p> <p>Approved: The Board approved the Internal Audit Plan as circulated</p> <p>It was explained that should something occur during the year then the plan can be adjusted accordingly as required. It was asked if any days could be set aside for ONS. It was agreed this could be helpful. It was asked if cyber security should be looked at again but it was felt that there was not the specialist expertise of staff to carry out this type of audit and it did not therefore add any value.</p> <p>It was explained the College has recently achieved cyber essentials accreditation which gives a much higher level of assurance. An external vulnerability audit is also being carried out in future.</p>
39/22	<p>SUB-CONTRACTOR REPORT FOR 2021/22</p> <p>The sub-contractor report for 2021/22 had been considered by Performance and Quality Committee. The figures for sub-contracting last year were outlined and it was explained there is no intention to have any new sub-contracting this year. There are just two learners carried forward to complete end point assessments.</p> <p>The Board noted the report</p>
40/22	<p>FINANCIAL REGULATIONS</p> <p>It was explained that as the Financial Regulations had not yet been reviewed by the Finance Committee that this item would be deferred to the next meeting.</p>
41/22	<p>PRINCIPAL AND CEO REPORT</p> <p>The report had been circulated and was taken as read. Key highlights were reported including the recent visit to KSA. It was explained that the Governor of TVTC had been met with. There is still no progress on the ITQAN contract and it is expected this might be a 1 year plus 4 backdated to September. It was explained that the tax amnesty had been taken advantage of.</p> <p>Questions were welcomed.</p> <p>It was asked what the impact would be of not having a contract signed by the end of January. It was responded that a letter outlining the standard practice and providing assurance would be required for the auditors in support of going concern.</p>

	<p>Potential options: qualified accounts, matter of emphasis, modelling for longer term going concern or ask for further extensions to the filing date.</p> <p>It was asked if there was any pressure that could be applied or a stance that could be taken. It was explained DTI and the Embassy are supporting longer term contracts.</p>
42/22	<p>ONS RECLASSIFICATION</p> <p>The letter had been circulated for information.</p>
43/22	<p>HIGHER EDUCATION ANNUAL MONITORING REPORT (HEAMR)</p> <p>The HEAMR had been circulated. This had been considered and approved by the Higher Education Committee at their meeting on 12 December 2022.</p> <p>The Board noted the report</p>
44/22	<p>APPLICATION OF THE COLLEGE SEAL</p> <p>A report outlining the application of the College Seal since the previous Board meeting had been circulated for information.</p> <p>The Board noted the report</p>
28/22	<p>URGENT BUSINESS</p> <p>There was no urgent business considered.</p> <p>The Board were thanked for their help and support during the year and wished a very Merry Christmas on behalf of the whole College.</p> <p>The Chair also extended his thanks to all Governors.</p>
29/22	<p>DATE AND TIME OF NEXT MEETING</p> <p>Date and Time of Next Meeting: the next meeting will be held on Tuesday 24 January 2022 and will be a half day to be held at Newark College.</p>

The meeting finished at 1915 hours.

Date:

Signed: