

**MINUTES OF A MEETING OF THE LINCOLN COLLEGE BOARD OF CORPORATION HELD AT LINCOLN COLLEGE ON TUESDAY 19 JULY 2022 AT 16.00 HOURS**

<b>Present:</b>	James Pinchbeck Ian Billyard Amy Conyard Tim Godson Lucy Goodier Dean Graham Mark Locking Nick Lyons Tom McKenzie Mark Platts Peter Price Charlotte Watson	Chair Chair of Performance and Quality  Chair of Audit Committee (via Teams) Chair of Search and HE Committees Principal and CEO Vice Chair  Chair of Finance Committee
<b>In Attendance:</b>	Sarah Adams Tom Dannatt Graham Harrison Tom Marsden Jim Newall Kevin Williams Claire Love	Clerk to the Board of Corporation Group Director of Finance and Commercial Group Director IT, IM and Projects Group Director of Strategic Growth Group Director of Marketing and Communications Director of Planning and Performance Head of Finance (via Teams)
<b>Apologies:</b>	Kallie Bauckham Haydn Beeken Tim Calvert Simon Justice Katrina Knoll Danielle Lister James Foster Jacqui Varlow Daniel Wilkinson	Student Governor Vice Chair Chair of Remuneration and Appraisal Committee Staff Governor Staff Governor  Managing Director (International and Commercial) Group Director of HR and SSS

<b>87/21</b>	<b>APOLOGIES FOR ABSENCE</b>  Apologies were received from Kallie Bauckham, Haydn Beeken, Tim Calvert, Simon Justice, Katrina Knoll, Danielle Lister, James Foster, Jacqui Varlow and Daniel Wilkinson.
<b>88/21</b>	<b>ELIGIBILITY, QUORUM AND DECLARATIONS OF INTEREST</b>  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.

## 89/21 MINUTES OF THE CORPORATION AND COMMITTEE MEETINGS

### Board of Corporation – 15 March 2022

The minutes of the meeting held on 15 March 2022 were reviewed. No items of clarification and/or accuracy were raised. It was explained that arrangements are to be made for students in KSA to join the September Board via Teams. All other actions were complete. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

### Board Training and Development – 22 April 2022

The minutes of the meeting held on 22 April 2022 were reviewed. It was noted that the Yorkshire Builders Organisation is actually the Yorkshire Builders Federation. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

### Board Training and Development – 17 May 2022

The minutes of the meeting held on 17 May 2022 were reviewed. No items of clarification and/or accuracy were raised. All actions were complete. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

### Extraordinary Board – 21 June 2022

The minutes of the meeting held on 21 June 2022 were reviewed. No items of clarification and/or accuracy were raised. Sir Edward Leigh had been spoken to and welcomed the approach. There will be dates circulated for ASI visit in September. Jim Newall and Tom Marsden had attended a meeting with the elected members at WLDC which had been managed very well. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

### Performance and Quality Committee – 18 May 2022

The minutes had been circulated with the papers. An overview was provided by the Chair of P&Q.

Attendance by Managers has worked well during the year. Additionally, the Chair and Director of Planning and Performance had met on 30 March and these notes have been circulated. P&Q Committee also met this afternoon and the minutes will be presented in the Autumn.

It was asked if grades are likely to have been inflated for this year. Forecast is that outcomes are not as high as last year. Last year there were CAGs and TAGs but this year there have been exams sat and with more special arrangements in place than previously.

### Audit Committee - 26 April and 29 June 2022

The Audit Committee had met twice since the last Board and the minutes had been circulated with the papers. An overview was provided by the Chair of Audit.

Discussion took place on working in KSA. It was explained a presentation or a summary document that clearly answers the 'why do we work in KSA' would be helpful. It was explained that this could be expand to why do we do international business in the way that we do. The Board meeting in September should also help to provide background.

**Action: presentation and summary of international work to be produced**

It was explained that an external review of governance is in hand.

It was noted that the Board Assurance Framework had been discussed at Audit Committee and would be shared with Board. It was asked if this was to be owned by the Audit Committee or main Board. It was explained that it would be across the Board.

The purpose of the document is to manage the strategic risks of the organisation and each Committee will have input into it. It was agreed the actual process needs to be looked at.

**Action: to include BAF on September Board**

Finance Committee – 7 June and 15 July 2022

Finance Committee had met in June to consider and approve the non-consolidated pay award for staff which had been paid in the June payroll.

The Committee met last Friday and an overview was provided by the Chair of Finance.

It was asked how the non-consolidated pay award had been received. It was explained there had been little response. A summary of the consolidated pay award proposal and recommendation to meet the AoC 1% award for 2021/22 together with additional leave was provided. The national picture was explained and the potential public sector award announcement of 5% and 9% for new teachers. There is potential for industrial action in the sector next year.

Discussion took place on the financial health grade scoring and impact of any higher pay award. It was explained that a three year people and pay strategy is to be put in place.

Remuneration Committee – 5 May and 7 June 2022

A pay award paper had been presented and discussed in detail. The recommendation for Board approval following discussion at Remuneration and Finance Committee was detailed as follows:

- Consolidated pay award of 1% or £250 whichever is greater
- Backdated to 1 February 2022
- Additional 5 days leave to be made contractual. Three of these to be used over the Christmas closure
- Move to the foundation living wage at the earliest opportunity
- Position will be reviewed at Q1
- Keep to a January decision.

**Resolved:**

**The Board approved the pay award and additional leave as recommended.**

Search Committee – 29 June 2022

The Chair of Search reported the key discussions:

- A process to commence to recruit to the position of Principal and CEO following the decision by the Board to appoint one post holder
- The Chair and GD(HR&SSS) to agree a national advert and conclusion of the process in mid September

[Lucy G joined via Teams]

- Taking account of newer Board members being impacted by Covid and the potential loss of a number of longer standing governors who have the background knowledge, Governors were asked if there was anything they need to understand better and if there was anything they needed to help them in their roles
- Potential new Governors and new Chair during this year to ensure good handover
- Agreed it takes three years to be fully up to speed
- The presence of staff at Board and whether ELT can be stood down if there are no items requiring their input had been considered
- There may also be the possibility to move meetings to Gibney and also perhaps allow more online attendance which should be further considered.
- Board numbers are at a maximum in line with I&A and perhaps this allows for more specialist advisers. It was explained that Daniel Wilkinson will step down from the Board and become a specialist adviser.

It was explained that there will be a number of items for the September training day.

The Clerk reported that there will be a dinner held in September, hopefully following on from the half day training and development session on Tuesday 27 September.

The Clerk explained that following expressions of interest from the Student Councils that students have been met with an both FE and HE Student Governors have been appointed for the new academic year.

It was asked if the IoD training would continue and this was discussed. There may also be Human Alchemy Training and the Data Bias training.

#### HE Committee – 13 July 2022

The Higher Education Committee had met last week. The Chair of HE Committee provided an overview.

NL commented on attendance at the MIC end of year event at the end of June but highlighted that this has never been a feature of a Board meeting. Deans Sport and Leisure was also raised and the need to ensure these areas of the curriculum are reported on. It was explained that Finance Committee are to build in an overview and review of all of the subsidiary companies. It was suggested that students are brought in at the start of meetings to bring the organisation to life.

It was explained that the events for the next year are to be added to the schedule of meetings and Governors were encouraged to attend one of the Open Days.

Discussion took place on succession planning for staff who are very specialist due to loss of a key staff member in MiC and always the need to consider teach out which in some cases can be 3 years.

90/21	<p><b>MATTERS ARISING AND NOTIFICATION OF URGENT BUSINESS</b></p> <p>There were no matters arising or notifications of urgent business.</p>
91/21	<p><b>RISK REGISTER</b></p> <p>The Risk Register and Balanced Scorecard had been circulated and was taken as read. Overall scoring when compared to a national study by RSM is that the College has a lower proportion of overall red risks. ELT are reviewing if the scoring is overly optimistic.</p>

<p>92/21</p>	<p><b>FINANCIAL PLAN INCLUDING I&amp;E BUDGET FOR 2022/23</b></p> <p>It was explained that the Finance Committee had reviewed the budget in detail last week and recommended it to the Board for approval. The following was highlighted:</p> <ul style="list-style-type: none"> <li>• £55m turnover</li> <li>• £1.7m EBITDA</li> <li>• £500k capital expenditure</li> <li>• Cash neutral position</li> <li>• I&amp;E challenging assumptions - £2.6m including stretch on income targets and savings on pay</li> <li>• 2023/24 model is a roll forward and a stable EBITDA</li> <li>• CFFR which is the ESFA data return will be circulated to Board next week for review and this underpins the budget as presented</li> <li>• The budget results in a financial health grade of Good. It is also expected 2021/22 will result in a grade of 'good'. The grading levels and drivers were explained</li> <li>• It may be that at Q1 review a different view may be taken and the need for investment for further growth that may move the health grade was recognised</li> <li>• It was explained the budget is very challenging for 2022/23</li> <li>• Ravendale is included and the assumptions were explained. There are discussions in place around a number of potential options. The planning application will remain in place</li> <li>• The unbudgeted costs and expenditure during the current year were outlined and it was agreed that there should be early business planning in place in future before any costs are incurred</li> <li>• Additional classroom efficiency of c.£500k was queried. It was explained this is related to increasing class sizes, gapped posts and also FER savings. Further detail on class sizes was provided. Analysis has been carried out on L2 and the hours being delivered. Increase in teaching hours and average delivery was outlined.</li> </ul> <p>Clarification was requested around the core funding allocation and recruitment levels. It was asked if recruitment was linked to demographics and if bigger class sizes lead to additional costs. It was explained that there is a case for in year funding linked to high growth. The variances were also queried including growth at the Drill Hall.</p> <p>It was explained there had been some Q&amp;A via email prior to the meeting and this will be shared with the Board for additional background information.</p> <p><b>Action: GD(F&amp;C) to share budget Q&amp;A</b></p> <p>Recruitment was discussed and the 3% growth target for this year. It was explained progression and continuations are lower but new recruitment is higher.</p> <p><b>Resolved:</b></p> <p><b>The Board approved the budget as recommended by Finance Committee</b></p> <p>The Finance Team were thanked for their hard work. It was explained that the CFFR when figures are input should result in the same financial health grading</p>
<p>93/21</p>	<p><b>DRAFT STRATEGIC PLAN 2022 – 2025</b></p> <p>A one page infographic and the draft strategic plan had been circulated. The timelines were outlined. There have been three/four staff group sessions held since the initial presentation to Board in May.</p> <p>The Principal and CEO gave a presentation highlighting:</p>

	<ul style="list-style-type: none"> <li>• New purpose to replace vision and mission</li> <li>• Strategic moves have been removed and a 'future state' included</li> <li>• Cornerstones remain but capacity removed – noted this needs checking in the document circulated to ensure consistency</li> <li>• The 'values driving behaviours' have been changed to 'mindset' and some of the wording slightly changed</li> <li>• The production of a 'glossy' version had been considered</li> </ul> <p>The Board were asked to discuss and consider 'what's missing, what needs greater clarity or what areas are included that don't need to be. The Board undertook Group work and fed back.</p> <p>The document will be finalised over the summer for launch in September.</p>
94/21	<p><b>ANNUAL REVIEW OF GOVERNANCE PROCESS</b></p> <p>The Clerk explained that annual forms are due for completion, which will contain the questions related to the annual review of governance. All documents will be circulated shortly with a response required by the end of August. The Chair explained that one to one sessions haven't taken place the last couple of years but that this would be brought back to the Board in September.</p> <p><b>Action: Annual Forms to be circulated for completion</b></p>
95/21	<p><b>ASI – FOR APPROVAL</b></p> <p>It was explained that final approval has been delayed until September. This is due to the £2.6m requirement for capital and £1.3m for equipment. Work is being undertaken to look at raising finance from other areas and VAT options. An additional Finance Committee will be held prior to the September Board.</p> <p>It was noted that Finance Committee are considering this in detail, the risks and the impact of any delays. There are also different timings and different models to take into account.</p>
96/21	<p><b>POLICIES FOR APPROVAL</b></p> <p>It was noted that the policies, previously approved by Board, had been updated to reflect changes in regulations and funding for the new academic year. The reports were taken as read.</p> <p><u>Fees Policy</u></p> <p>The changes have been outlined in the covering paper and all changes highlighted in red.</p> <p><b>The Board approved the Fees Policy</b></p> <p><u>Learner Support Fund Policy</u></p> <p>It was explained that the Policy has been refreshed to reflect increases to payments and the national guidance. There were no major changes and the Policy was recommended for approval.</p> <p><b>The Board approved the Learner Support Fund Policy</b></p>

	<p><u>Admissions Policy</u></p> <p>The main change to the Admissions Policy is the removal of 3.11 in relation to applicants under 16. A typo was noted on 3.5 and this will be changed.</p> <p><b>The Board approved the Admissions Policy</b></p> <p>All Policies will now be published.</p>
<b>97/21</b>	<p><b>USE OF THE COLLEGE SEAL</b></p> <p>The Clerk to the Corporation reported that the College Seal had been used three times since the last report:</p> <ul style="list-style-type: none"> <li>• With NatWest Bank in relation to the SAR Performance Guarantee</li> <li>• With NatWest Bank in relation to the overdraft facility</li> <li>• With Lincoln City Council for the loan of the Steinway Piano at The Drill</li> </ul> <p><b>The Board noted the application of the seal</b></p>
<b>98/21</b>	<p><b>EVENTS LIST 2022/23</b></p> <p>A list of events for the next academic year had been circulated for information.</p> <p>It was asked if there is any central coordination of attendance by Governors and it was suggested that there is an item at each Board meeting to flag the next events and see who is attending. This was agreed.</p> <p>It was asked that other events such as Careers Fairs, etc, are also added in and this was agreed.</p> <p><b>Action: Agenda item on all Board meetings including all events being held</b></p>
<b>99/21</b>	<p><b>URGENT BUSINESS</b></p> <p>There was no urgent business considered.</p> <p>The Board were thanked for their support and commitment during which has been a challenging year.</p> <p>The Chair was thanked for his hard work over the year.</p>
<b>100/21</b>	<p><b>DATE AND TIME OF NEXT MEETING</b></p> <p>Date and Time of Next Meeting: the next meeting will be held on Tuesday 27 September 2022 and will be a half day during the afternoon followed by a formal dinner in the evening. Details to be confirmed.</p>