



MINUTES OF A MEETING OF THE LINCOLN COLLEGE BOARD OF CORPORATION HELD AT LINCOLN COLLEGE ON TUESDAY 27 SEPTEMBER 2022 AT 12.30 HOURS

Present:	James Pinchbeck Haydn Beeken Ian Billyard Tim Calvert Amy Conyard Tim Godson Lucy Goodier Dean Graham Simon Justice Katrina Knoll Mark Locking Nick Lyons Mark Platts Lauren Rose Hollie Tapper Charlotte Watson	Chair Chair of Performance and Quality Chair of Remuneration and Appraisal Committee 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 Tom Marsden Jim Newall Jacqui Varlow Kevin Williams	Clerk to the Board of Corporation Group Director of Finance and Commercial Group Director of Strategic Growth Group Director of Marketing and Communications Group Director of HR and SSS Director of Planning and Performance
Apologies:	Danielle Lister Tom McKenzie Peter Price James Foster Graham Harrison	Managing Director (International and Commercial) Group Director IT, IM and Projects

1/22	APOLOGIES FOR ABSENCE Apologies were received from Danielle Lister, Tom McKenzie, Peter Price, Graham Harrison and James Foster.
2/22	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.
3/22	FORMAL BOARD MEETING Lauren Rose, FE Student Governor, was welcomed to the meeting.

Appointment of Chair/Vice Chairs

It was 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. It was clarified there were two Vice Chairs, the Chair of P&Q and Chair of Finance which it was felt was appropriate. No other nominations had been received. Haydn Beeken formally nominated and Ian Billyard seconded the appointment of James Pinchbeck as Chair. This was supported by all members and James was formally appointed for the 2022/23 academic year.

Nick Lyons and Haydn Beeken were thanked for their support during their time as Vice Chairs and the wisdom they had brought to this instrumental role. Mark Platts and Ian Billyard both agreed to take the role of Vice Chair for the year. This was supported by all members and Mark and Ian were formally appointed.

It was explained that the Board structure would be reviewed during the year.

Finance Committee – 21 September 2022

Mark Platts reported on the Extraordinary Finance Committee that had been held on 21 September 2022. The focus of the meeting had been to consider and make recommendation to the Board on whether to proceed with the ASI building development recognising the current capital funding gap of £2.5m. It was noted that investment had been approved with a known financial gap. It was outlined that £1.5m of the required £3.9m had already been secured and there are options for the remainder including reserves that can be called on if necessary. Nick Lyons is leading a T&FG to source the funding to bridge the gap and the Finance Team are to provide regular updates on the timescales.

The Chair of Board explained the shortfall is likely to be required towards the end of the project. The Committee collectively felt that the options put forward were appropriate. It was asked what possibility there was of securing additional funding. The various options of short and longer term loans and other funding options aligned to some strands of grant funding were explained. There are also other pots of funding that might be able to be used for capital equipment. It was also asked if some equipment could be sourced from sponsors. It was explained the RAF have already given an engine and confirmed that there may be other avenues.

The reduction in the funding gap already was highlighted. It was noted that the project will carry on over more than one financial and calendar year and therefore there may be other funding streams that come available. The Funding Agreement has been received today and it was confirmed that 70% is to be provided up front.

The Finance Committee recommended that the Board approve that the project proceeds taking into consideration the key points of justification outlined.

Approved: The Board approved that the ASI project proceeds as recommended

The Board asked for a visit to take place and this will be arranged.

Action: Tom M to provide some dates and for Governors to sign up

Tom Marsden was thanked on behalf of the Board, alongside the other ELT members and Board members who are involved. The Board agreed that Tom deserved special thanks for his lead on this major project and what will result in outstanding education facilities for Newark.

It was asked if there was a prospectus that could be shared

Action: Jim N to circulate ASI prospectus

It was asked how set the funding gap is linked to the potential rise in building costs, etc. It was also asked what the I&E looks like.

The Chair of Finance responded that both had been discussed in detail at Finance Committee. Revenue generation is c.£800k a year and there is a 5 year payback. The I&E and contract is being looked at in detail.

It was asked if the funding gap might increase due to the rising cost of living, etc. It was explained this is a fixed price contract. Seven options had been looked at and all were above the level required. The building contractor was confirmed as GFT and that they are on a national framework. Discussion took place on the building industry in general and the rising cost of materials and labour, etc. The actual costs were explained and what is covered by which funding stream. The need to manage the risk and exposure was stressed. There is some contingency built in. The level of Government funding invested was highlighted as a positive. It was confirmed the funding gap of £2.5m currently includes a VAT bill of £2m which may well reduce.

It was explained that GFT were not the cheapest tender and there had been similar quotes. Due diligence had been carried out on their supply chain for added assurance. Discussion also took place on contract variations.

The Chair of Finance Committee assured the Board that all these scenarios had been considered in detail. It was highlighted that this is also a multi-use building. A formal reporting mechanism will be agreed through Finance Committee to Board. The Board also asked for detail of the project lead.

Action: details of project manager and team to be brought to next meeting

Action: list of key dates and actions to be reported formally to Board

Appraisal and Remuneration Committees

The Chair of Appraisal and Remuneration Committee explained that the appraisal of the Senior Post Holders had been carried out over the last two weeks. This was a high quality 'check and challenge' focused on achievements and outcomes, succession planning and risk. The recommendations for PRP made by Appraisal Committee had been approved by the Remuneration Committee today.

Projects – update on HEAT

An update was provided on the Old Bakery. An amended price has been agreed and it is expected that the final contracts will be signed this week. This will provide a commercial income and will be run as a business and also a 'finishing school' for hospitality and catering. A number of new opportunities will also be available and a rise in student numbers. In five years time the building will be owned. As part of the project the hospitality provision in Sessions House will also be refurbished.

The team and specifically Mark Taylor were thanked for their hard work which had taken a number of months to bring to fruition.

It was asked if the branding would be changed. It was explained currently it would not be. The current chef and other staff have been retained. The Board were asked for their view on this and the separation of brands. It was felt that if there was a branding change there could possibly be a perception that this might involve training and mistakes and the high level of service may not be retained.

	<p>The marketing and press coverage will need to be thought through. It was explained The Old Bakery will be branded and advertised as such and that the links to the College will be for example a pop-up event for students on a day when the restaurant is closed.</p> <p>It was suggested that a press release is put together to enable Governors and staff to respond to any questions. It was agreed the reputation needs to be maintained and built up.</p> <p>Action: Press Release to be produced and circulated to Board to assist with any questions raised</p> <p>The refurbishment of Sessions was outlined and the Board were encouraged to enjoy a meal in Session which is one of the best restaurants in Lincoln.</p> <p><u>Principal and CEO Recruitment Process</u></p> <p>The Chair explained that a decision had been reached to appoint a Principal and CEO rather than have two separate posts. The advert had gone out with a closing date of 16 September and applicants have been shortlisted.</p> <p>The Clerk explained that the interview process would take place on 10 and 11 October 2022. The Board will be involved and further detail will be circulated when the arrangements are finalised.</p>
<p>4/22</p>	<p>KSA UPDATE</p> <p>The Chair of LCI Board gave a presentation. The discussion was minuted as a confidential item.</p> <p>[Hollie Tapper joined the meeting and was welcomed]</p>
<p>5/22</p>	<p>SAR TRAINING</p> <p>James Wadsworth, Head of Quality Improvement, attended the meeting and gave a presentation on the SAR/AMR process. Sessions are scheduled for w/c 3 and 10 October 2022. All sessions are on Teams and will last for about an hour.</p> <p>It was asked if there would be University/Awarding Body representation. It was responded not at these meetings but it could be considered as part of the Whole College Review.</p> <p>It was highlighted that the QiP was a key part of the process.</p> <p>The Board asked that documents are circulated as early as possible to allow time for reading as some Governors are covering more than one session on a day and this was agreed.</p> <p>The Governors attending were asked to focus on the following:</p> <p>FE – skills development, destinations, digital learning HE – organisation and management, assessment and feedback, student experience</p> <p>It was asked if some of the colleagues in KSA could be added to the meetings as this would be good experience for them following the Lincoln College involvement in the review in KSA.</p> <p>Action: JW to include a KSA representative</p>

	<p>How this links to the Learning Walks was discussed and the importance of Governors carrying these out was highlighted.</p> <p>The Head of Quality Improvement was thanked for his presentation.</p> <p>The Clerk explained at all sessions now have Governor representation.</p>
6/22	<p>STRATEGY 2022/23 AND CURRENT PROJECTS</p> <p>Following the Board input earlier in the year the Strategy for 2022/25 has now been launched across the College.</p> <p>An update was provided on the Priorities for 2022-23 and the challenges. Student recruitment is good or above target. If students are retained this will be positive for next year.</p> <p>The focus on core business and spending more time on this at Board was stressed as important. There is a lot of good provision that can be moved into extraordinary.</p> <p>LSIPS will need to be an item for future Board discussion. Devolution in Nottinghamshire was explained. An ELT exercise has been undertaken on key stakeholder mapping.</p>
7/22	<p>RISK REGISTER 2022/23 AND SIGN OFF OF OBJECTIVES 2021/22</p> <p>The Risk Register for 2022/23 had been circulated for information and was noted by the Board. The position of all objectives for 2021/22 had been circulated and was noted.</p>
8/22	<p>BOARD EFFECTIVENESS AND REVIEW</p> <p>The Governors were reminded to complete their annual forms and return them to the Clerk as soon as possible. The results will be collated for further discussion by a Group of Governors.</p> <p>Action: Governors to complete and return outstanding annual forms</p>
9/22	<p>GOVERNANCE MODELS AND STRUCTURES</p> <p>The structure and governance model are to be reviewed during the year as it is felt the current model is not sustainable due to the ever increasing 'ask' of Governors. A working group is to be set up led by Nick Lyons. This will then feed into Search Committee and succession planning.</p> <p>The main types of Governance structures were explained.</p>
10/22	<p>BOARD OBJECTIVES 2022/23</p> <p>The Chair explained that the Board and all Committees have been asked to set an objective for the year over and above their normal cycle of business.</p> <p>Action: Committee Objectives to be brought back to the next meeting</p> <p>The Board also need to set an objective for the year. This should include what is important to the Board and consider the positioning. It was reported that a People Plan is to be part of the Remuneration Committee objectives. Financial performance needs to be further analysed, particularly for the subsidiaries, curriculum, relevance and student numbers and how these feed into the Committees. Risk Appetite is another topic for consideration.</p>

	<p>It was asked what the College might look like in 15 years? Are we looking at merging, will ASI expand, etc. The Board asked if this could be considered. This should help, when opportunities come up, as it will be clear whether or not it fits with the direction of the College as a whole. It was felt that a timescale of 5 years may be more realistic. It was agreed that some themes could be developed.</p> <p>The Board Assurance Framework was considered and this needs to be developed to ensure it is brought to life and relevant to the Board.</p> <p>It was agreed that there should be 3 or 4 key objectives which would be considered at the next meeting.</p> <p>The Board asked for an updated structure to be circulated for information following membership changes, including the ASI T&FG.</p> <p>Action: Clerk to circulate Board structure (including ASI)</p>
11/21	<p>EVENTS LIST 2022/23</p> <p>A list of events had been circulated for information.</p>
12/21	<p>URGENT BUSINESS</p> <p>There was no urgent business considered.</p>
13/22	<p>DATE AND TIME OF NEXT MEETING</p> <p>Date and Time of Next Meeting: the next meeting will be held on Tuesday 8 November 2022 at 16.30 hours</p>

The meeting finished at 16.45 hours.

Date:

Signed: