

CORPORATION BOARD

Minutes of a Meeting 10.00am on Thursday 11th July 2013 University of the West of England

Present:

- Mr Graham van der Lely (Chair) (GVdL)
- Mr Martin Baber (MHB)
- Mr Bob Barnett (RB)
- Mrs Rosamund Blomfield-Smith (RBS)
- Mrs Barbara Buck (BB)
- Mr David Crawford (DC)
- Mr Mark Davison (MJD)
- Councillor Tony Hicks (AH)
- Mr Edward Keene (EK)
- Mr Russell Marchant (RM)
- Mr Jeremy Matthews (JM)
- Mr Chris Moody (CM)
- Professor Ron Ritchie (RR)
- Mr David Seymour (DS)
- Mr Charles Whitehouse (CW)

In Attendance:

- Mr John Deane (JD)
- Mr Graham Ledden (GL)
- Mr Luke Rake (LR)
- Mrs Lesley Worsfold (LW)

Apologies:

- Mr Mike Burton
- Mr Duncan Clegg
- Mrs Jane Holderness-Roddam

Minutes: Mr Rob Lee

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| | Members have been receiving regular updates by e-mail via the Principal on the health of Mr Duncan Clegg who had suffered a serious heart attack the previous week. The Chair advised that a further update had been sent out which governors may have missed as they were travelling. There was some better news in that Duncan had regained consciousness and had recognised his wife. The governors wished to be kept informed. | | |

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| 27/13 | <p>The Chair welcomed Mr John Deane, Vice Principal Higher Education, to his first meeting.</p> <p>Apologies</p> <p>Apologies were received from Mr M Burton, Mr D Clegg and Mrs J Holderness-Roddam.</p> | | |
| 28/13 | <p>Declaration of Interest – Paper C28/07/13</p> <p>The Clerk advised that member's interests would be taken as those disclosed in the Register of Members Interests. There were no declarations of members interests for agenda items.</p> | | |
| 29/13 | <p>Minutes of the Last Meeting – Paper C29/07/13</p> <p>Minutes of the meeting held on 7th March 2013 were agreed to be a true and accurate record and signed by the Chair.</p> | | |
| 30/13 | <p>Matters Arising</p> <p>There were no matters arising.</p> | | |
| | Part 1 Priority Agenda Items | | |
| 31/13 | <p>Review recommendations from the Search and Governance Committee. Paper C31.1/07/13</p> <p>The Clerk advised that the Committee had reviewed the structure of the Corporation Board and its Committees and referred Members to the Report that had been sent to the Search and Governance Committee and the LSIS Report "Challenges for FE College governance and priorities for development". The Clerk outlined the discussions that had taken place at the Search and Governance Committee. There had been concern for some time that the Board was too big. The Clerk explained that there had been a change of emphasis by Ofsted putting more responsibility on governors to better understand teaching, learning and assessment. This had led to a discussion whether our current traditional committee based structure was the best way for governors to understand the high priority items. The Clerk also advised that the changes to the Education Act in 2011 stipulated that we only need to appoint staff and student governors. The Act also does not require us to have any committees although the SFA requires us to have an Audit Committee. The Clerk referred Members to</p> | | |

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| | <p>the Report from LSIS outlining the changing priorities for governors.</p> <p>31.1.1. It is recommended that the Board should have a maximum number of governors of 16 made up of Principal, Staff Governor, 2 Student Governors, UWE Representative and 11 Non-Executive Governors selected by the skills mix required.</p> <p>The Clerk referred Members to the discussion that had taken place at the Search and Governance Committee relating to the categories of governors. The Clerk advised that it is recommended that we should have two Student Governors (legally we have to have at least one) representing FE and HE. RB noted that the LSIS Report questioned the impact of student governors as they often struggled to make an impact or deal with strategic issues. GvdL advised that this was considered by the Search and Governance Committee. RM believed that it was our responsibility to work at developing student governors. RM suggested that if the student could not attend then they could send an alternate to ensure that there was still a student voice on the Board. RBS felt that giving the opportunity to send an alternate could send the wrong message as we would expect the student governor to take responsibility not share this with someone else. GvdL advised that in his experience as a governor of UWE student governors were a critical part of the UWE Board. RR believed that we should not just concentrate on developing one or two students but develop student representation throughout the College which would then impact at the top. JD believed that student representation on the Board was very important in our application to have degree awarding powers. GvdL believed that if we only had one student governor Ofsted would expect this to be from FE. RM advised that we now have a FE Forum and that the two FE students that had been seen for this year had interviewed well. BB believed that the current FE Student Governor had learnt a lot from her experience. The Clerk advised that we will be expecting student governors to make verbal reports at each Board Meeting and that he would continue to go through the agenda with them prior to their first meeting. It is also recommended that there should not be a Parent Governor or an elected local councillor. RM believed that we should concentrate on the skills mix that is required by the governing body and it could be that a skill required would be that of a parent who has had a child go through tertiary education in the recent past and that we should not be constricted by having specific governor categories. RM also believed that the same should apply to a local elected councillor. EK clarified the position that even if we do not have a parent or local councillor as a category this does not mean that these categories will not be represented. In response to AH GvdL advised that it is not necessary standard practice for all the senior post holders to attend Board Meetings but there is a huge benefit in them doing so. In response to RR the Clerk advised that the Search and Governance Committee had agreed, where possible, to increase the representation of females, ethnic minorities and areas of disability but not to be tied to this but to look at skills mix and</p> | | |

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| | <p>recruit to gaps.</p> <p><i>It is approved that the Board should have a maximum number of governors of 16 made up of Principal, Staff Governor, 2 Student Governors, UWE Representative and 11 Non-Executive Governors selected by the skills mix required and the Search and Governance Committee will agree the timescale for this to happen.</i></p> <p><i>It was agreed that the skills mix matrix for Board composition will be discussed by the Search and Governance Committee.</i></p> <p>31.1.2. It is recommended that there should be no fixed term when a governor should retire but remain as now with strict rules on governors serving more than eight years under exceptional circumstances and considering the skills mix required.</p> <p>The Clerk advised that this recommendation was confirming the current arrangements.</p> <p><i>It was agreed that there should be no fixed term when a governor should retire but remain as now with strict rules on governors serving more than eight years under exceptional circumstances and considering the skills mix required.</i></p> <p>31.1.3. It is recommended that the Corporation will meet six times instead of four times per year.</p> <p>The Chair advised that the reason for the recommendation that the Board should meet six times per year instead of four was to allow Members the time to focus on important issues and increasing the focus on educational matters. GvdL also advised that it is suggested that we move our November strategic planning day to a date in March, which could be shared with a Board Meeting, to enable the Strategic Plan to fall in line with the academic year.</p> <p>It is approved that the Corporation will meet six times per year with the Strategic Planning Day taking place in March.</p> <p>31.1.4. It is recommended that the Corporation will maintain an Audit Committee, Search and Governance Committee, Quality and Standards Committee, Remuneration Committee and Special Committee.</p> <p>The Clerk advised that, as already outlined, it was only necessary to have an Audit Committee but referred Members to the Report given to the Search and Governance Committee advising that it was best practice to have a Search Committee and Remuneration Committee. Also it had been</p> | <p>Clerk</p> <p>Clerk</p> <p>Clerk</p> | <p>3/10/13</p> <p>03/10/13</p> <p>Immediate</p> |

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| | <p>decided at our November Strategic Planning Day to increase the profile of the Quality and Standards Committee. This had been actioned by amending the Terms of Reference, increasing the number of governors sitting on the Committee and inviting Dr Beri Hare to become a Co-opted Member. In response to MJD GvdL advised that the review of membership of the committees still has to take place.</p> <p><i>It is approved that the Corporation will maintain an Audit Committee, Search and Governance Committee, Quality and Standards Committee, Remuneration Committee and Special Committee.</i></p> <p><i>It is agreed that the membership of the committees will be reviewed at the next Search and Governance Committee Meeting.</i></p> <p>31.1.5. It is recommended that the Corporation will maintain a Governors' Management Committee on a reduced scope Terms of Reference and meet three times instead of five times per year with a reduced number of governor members.</p> <p>The Clerk advised that discussions had taken place that the GMC should be disbanded as much of its business was duplicated at Board Meetings. GvdL advised that whilst initially being in favour of dropping this Committee he now felt that, having looked at past agendas, there are items that needed more detailed discussions than could take place at Board Meetings because of time constraints. There were also housekeeping items that if they go to the Board would waste valuable time. The Clerk advised that if reduced to three meetings per year they would be timetabled not to be in same Corporation Meeting as Quality and Standards so that both areas would be covered at alternate meetings. RR was concerned how this would look to Ofsted with Q&S not being discussed at every meeting. The Clerk advised that FE and HE Reports would be the first agenda items at all Board Meetings. RM confirmed that these two areas will be taken out of his Report and discussed separately.</p> <p><i>It is approved that the Corporation will maintain a Governors' Management Committee on a reduced scope Terms of Reference and meet three times instead of five times per year with a reduced number of governor members.</i></p> <p>31.1.6. It is recommended that the Health, Safety and Safeguarding Committee and Equality and Diversity Committee will be discontinued but the Board will receive regular reports on these matters.</p> <p>The Clerk advised that the Health, Safety and Safeguarding Committee and Equality and Diversity Committee dealt primarily with operational matters and that these areas could be dealt with more effectively by the</p> | <p>Clerk</p> <p>Clerk</p> <p>Clerk</p> | <p>Immediate</p> <p>03/10/13</p> <p>03/10/13</p> |

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| | <p>Board receiving regular reports. The College had Forums covering these areas which met regularly. AH was concerned that these areas were very high profile and removing these committees with governor representation could lead to less understanding. RM believed that these committees dealt with mostly operational matters. The Clerk advised that the Reports on these areas will come to the Board twice per year and give more relevant information than currently contained in the minutes. AH advised that we needed to ensure that the Reports contain information to give confidence that we are meeting our legal requirements. RM advised that he believed we were very strong in Safeguarding and Health and Safety but in Equality and Diversity we need to have more challenging targets. DS suggested that a link governor could cover each area and attend meetings. DC thought that these were critical areas and governors could attend meetings as observers. CW believed that governors should attend the Forum Meetings.</p> <p><i>It is approved that the Health, Safety and Safeguarding Committee and Equality and Diversity Committee will be discontinued but the Board will receive regular reports on these matters.</i></p> <p><i>It was agreed that Link Governors would be appointed to the areas of Safeguarding, Health and Safety and Equality and Diversity.</i></p> <p>31.2. Receive, note and accept minutes of meeting held on 19th June 2013. Paper C31.2/07/13</p> <p><i>The Minutes of the Search and Governance Committee of the 19th June 2013 were noted and accepted.</i></p> | <p>Clerk</p> <p>Clerk</p> | <p>Immediate</p> <p>Immediate</p> |
| 32/13 | <p>Teaching Learning and Assessment (FE)</p> <p>32.1. Report from Vice Principal (FE) on progress towards achieving outstanding Teaching, Learning and Assessment. Paper C32.1/07/13</p> <p>LR introduced his Report and advised that FE provision is performing well with high grade profiles anticipated in BTEC and strong pass rates in A Levels. LR advised that retention rates remain outstanding. LR outlined the position on recruitment for the next academic year which is currently standing at 7% ahead of this time last year with notable improvements in Sport and A Levels. In response to AH LR advised that we do not want to damage A Level provision in local schools and we would generally take only 1 or 2 students from a school. LR advised that the availability of bedrooms and transport appear to be factors in students deciding not to come rather than other colleges having competitive advantage. In response to EK LR advised that he did not have numbers of students who</p> | | |

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| | <p>were not attending because of these reasons and EK believed that the governors should be supplied with this data to enable them to consider what strategic decisions should be made. RM outlined the changes that had been made to our accommodation policy for next year. DC believed we should celebrate this increase in student numbers. GL advised that funding for the next year will be similar to this and we were growing our way out of the cuts by getting funding on previous years increase in student numbers. CM advised that our position was very buoyant as most colleges would be having cuts in funding over the next three years with some having cuts of 20%. In response to MJD RM advised that we will cap A Level numbers as we need to keep the balance on courses particularly with the extra funding received for Agriculture and Equine students.</p> <p><i>Data will be presented to the next meeting detailing numbers of students who did not take up their place at the College due to lack of accommodation and transport to enable strategic reviews of these areas to take place.</i></p> <p>32.2. FE Balanced Scorecard for next Academic Year.</p> <p>LR tabled a template of the proposed FE Balanced Scorecard and this will be numbered C32.2/07/13. LR advised that this had been discussed at the Quality and Standards Committee and will come formally to the next meeting. The times of year individual datasets will be presented are detailed on the Scorecard.</p> <p><i>The FE Balanced Scorecard will be presented to the next meeting.</i></p> | LR | 24/10/13 |
| 33/13 | <p>Academic Report (HE)</p> <p>33.1. HE Report Paper C33.1/07/13</p> <p>JD presented the HE Report that had been written by Rosie Scott and Matt Birch. JD advised that gaining University College status was a key aim and outlined the initial steps that were being taken to gain this status. JD outlined the restructuring that was taking place with the HE staff. JD advised that two subject areas, Veterinary Nursing and Veterinary Physiotherapy, had undergone curriculum review. The RCVS was so impressed with the Veterinary Nursing provision, facilities and staff full accreditation was given to the HE provision. RR advised that we should formally minute congratulations to Veterinary Nursing Department. JD advised that while nationally there is a decline in HE student recruitment, Equine and Animal are showing significant increases in applications but Sport numbers are more challenging. In response to GvdL RM advised that we had targeted 589 HE first year numbers with a minimum of 555 but we do not know at this time the number that will fall into AAB. LR and JD outlined the work that was taking place to increase progression from FE to HE at the College. RM advised that numbers currently were very small and this area needed some work. RR felt that we should thank Rosie</p> | | |

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| | <p>Scott and Matt Birch for their excellent work in the absence of a Vice Principal Higher Education.</p> <p><i>Congratulations will be passed on from the Board to the Veterinary Nursing Department for the excellent Report received from the RCVS.</i></p> <p><i>Data will be provided to the next meeting on number of students progressing to HE internally and externally.</i></p> <p><i>It was agreed that future reports will headed FE Report and HE Report.</i></p> <p><i>The Boards thanks will be passed on to Rosie Scott and Matt Birch for their work in the absence of a Vice Principal Higher Education.</i></p> <p>33.2. HE Balanced Scorecard for next Academic Year.</p> <p>RM tabled a template of the proposed HE Balanced Scorecard and this will be numbered C33.2/07/13. JD advised that the Balanced Scorecard outlines data sets which will be included and the time of year they will be available. JD advised that benchmarks and traffic lights will be assigned as and when appropriate. JD explained further that data sets will be added and reviewed depending upon reporting requirements set by QAA and UWE.</p> <p><i>The HE Balanced Scorecard will be presented to the next meeting.</i></p> | <p>Chair/ RM</p> <p>LR/JD</p> <p>Clerk</p> <p>Chair/ RM</p> <p>JD</p> | <p>Immediate</p> <p>24/10/13</p> <p>24/10/13</p> <p>Immediate</p> <p>24/10/13</p> |
| 34/13 | <p>Quality and Standards Committee (DC)</p> <p>34.1. Discuss Report from Chair of Quality and Standards Committee. Paper C34.1/07/13</p> <p>DC introduced his Report on the last meeting of the Quality and Standards Committee. CM believed that there were two important issues raised by the Report. Firstly the poor attendance in Key Skills and secondly the high teaching observation grades. CM explained that the attendance rate of 69.6% for Key Skills was potentially damaging to the College at an Ofsted inspection. In response to MHB LR outlined the actions that have been taken for the next academic year to improve the attendance rate. In response to MHB LR advised that most colleges struggle with attendance rates in Key Skills. In response to JM LR advised that there were 200 students involved in this area. CM was also concerned with the teaching observation grades of 93% and 96% in A Level and Sport as these were extremely high and would come under close scrutiny at an Ofsted inspection. It was noted that the grades will be externally verified.</p> | | |

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| | <p>34.2. Receive, note and accept minutes of meeting held on 22nd May 2013. Paper C34.2/07/13</p> <p><i>The minutes of the Quality and Standards Committee of the 22nd May 2013 were noted and accepted.</i></p> | | |
| 35/13 | <p>Finance Report</p> <p>35.1. Discuss and Approve Budget for 2013-2014. Paper C35.1/07/13</p> <p>GL advised that the proposed budget had been discussed by the Governors' Management Committee and recommended for approval. GL advised that the budget provides an operating surplus of £440.5K before FRS17 adjustments on total income of £27.0m This is against a projected surplus for this year of £500K. GL outlined the key assumptions on income. FE income is flat with growth in HE. GL outlined the key assumptions made in the costs. HE Bursaries have increased to £497K due to our increased obligations under the National Scholarship and Widening Participation Programmes. GL was uncertain whether this entire amount will be needed but there could be claw back if not spent. GL advised that the pay budget had increased significantly largely due to restructuring of HE, preparing for TDAP, and increases in A Level staff. GL advised that the budget incorporates a further pay freeze. In response to DC RM advised he was concerned about the affect this may have on staff morale and retention and would look to see if anything could be done, depending on performance, at mid-year. In response to RR GL advised that we were supporting our aim to gain University College status with HE staffing increase. RB felt that the budget should be more aggressive as the surplus proposed for next year is less than we expect to achieve this year. RB felt there should aim for greater surplus and this should be a future discussion as what should be our goal. RM advised that he did not disagree and that we need to look at the management of the cross college budgets and identify the development of budget holders.</p> <p><i>The Budget for 1013-2014 was approved.</i></p> <p><i>Discuss the strategic need to increase the financial surplus.</i></p> <p>35.2. Discuss and Approve 2 Year Forecast. Paper C35.2/07/13</p> <p>GL advised that the Financial Forecast uses as a base the budget for 2013/2014 and then rolled forward for a further year, taking into account known changes in operations and encompassing some general assumptions on inflation and growth. The operating surplus for the next two years is proposed to be £440K and £470K.</p> | ALL | 03/14 |

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| | <p><i>The 2 Year Forecast was approved.</i></p> <p>35.3. Note Template of Finance Balanced Scorecard for next Academic Year. Paper C35.3/07/13</p> <p>GL advised that the Financial Balanced Scorecards are based on different perspective than those agreed for the academic areas. The Scorecards are based on SFA benchmarks.</p> <p><i>The Finance Balanced Scorecard will be presented to the next meeting.</i></p> | GL | 24/10/13 |
| 36/13 | <p>Discuss and Approve Corporation KPI's for 2013/2014. Governance Targets are included for reference. Paper C36/07/13</p> <p>The Clerk advised that the KPI's had been updated against the objectives in the Instruments and Articles of Government and to take account of the Strategic Plan and the Balanced Scorecards. The KPI's had been discussed by the Governors' Management Committee. The KPI's will now run from the beginning of the academic year instead of calendar year.</p> <p><i>The Corporation Key Performance Indicators for 2013/2014 were approved.</i></p> | | |
| 37/13 | <p>Note Principals Report. Paper C37/07/13</p> <p>GvdL advised that the Principals Report will not, in future, be discussed in detail but RM will take questions for any points that need clarification.</p> <p><i>The Principals Report was noted.</i></p> | | |
| 38/13 | <p>Receive Annual Safeguarding Report. Paper C38/07/13</p> <p>LW advised that the annual report covers the strategic critical issues. LW advised that there had been 58 internal referrals with 11 resulting in referrals to external agencies. This was against 12 the previous year. In response to RB LW outlined what a referral entails and confirmed that all internal referrals would have a paper trail. DC felt the referral numbers were very high and LW advised that not all referrals were necessarily safeguarding issues with the highest reported issues being emotional abuse and bullying. In response to DC LW advised that no College staff were involved in any of the cases referred.</p> | | |
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| | Part 2 Receive, note and accept minutes from Corporation Committees. (This section will be approved on block unless governors require further discussions on any individual item). | | |
| 39/13 | <p>39.1. Governors' Management Committee 1st May 2013. Paper C39.1/07/13</p> <p><i>The Minutes were noted and accepted.</i></p> <p>39.2. Audit Committee 14th May 2013. Paper C39.2/07/13</p> <p><i>The Minutes were noted and accepted.</i></p> <p>39.3. Equality and Diversity Committee 21st May 2013. Paper C39.3/07/13</p> <p><i>The Minutes were noted and accepted.</i></p> <p>39.4. Governors' Management Committee 19th June 2013. Paper C39.4/07/13</p> <p><i>The Minutes were noted and accepted.</i></p> <p>39.5. Health, Safety and Safeguarding Committee 19th June 2013. Paper C39.5/07/13</p> <p><i>The Minutes were noted and accepted.</i></p> | | |
| | Part 3 Documents for Approval (This section will be approved on block unless governors require further discussion on any individual item). | | |
| 40/13 | <p>40.1. College Code of Conduct-Eleventh Edition. Paper 40.1/07/13</p> <p>The amendments to the policy were marked in red.</p> <p><i>The amendments to the College Code of Conduct were approved.</i></p> <p>40.2. Governors' Allowances Policy. Paper C40.2/07/13</p> <p>There were no amendments proposed.</p> <p><i>The Governors' Allowances Policy was approved.</i></p> <p><i>It was agreed that all governors should return their completed</i></p> | <p>Clerk</p> <p>ALL</p> | <p>Immediate</p> <p>Immediate</p> |

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| | <p><i>expenses in the stamped address envelope supplied by the 16th July 2013.</i></p> <p>40.3. Health and Safety Policy. Paper C40.3/07/13</p> <p>There were minor amendments relating to changes to job titles.</p> <p><i>The amendments to the Health and Safety Policy were approved.</i></p> <p>40.4. Child Protection Policy.</p> <p>There were minor amendments and these were marked in red.</p> <p><i>The amendments to the Child Protection Policy were approved.</i></p> <p>40.5. Risk Management Register.</p> <p>The Risk Management Register has been recommended for approval by the Audit Committee.</p> <p><i>The Risk Management Register was approved.</i></p> <p>40.6. College Top 10 Risks.</p> <p><i>The College Top 10 Risks were noted.</i></p> | <p>LW</p> <p>LW</p> <p>GL</p> | <p>Immediate</p> <p>Immediate</p> <p>Immediate</p> |
| | Part 4 Documents for Information (This section is for information and items will not normally be discussed). | | |
| 41/13 | <p>Letter from Minister for Skills April 2013.</p> <p><i>The letter from the Minister for Skills was noted.</i></p> | | |
| 42/13 | <p>Any Other Business</p> <p>There was no other business.</p> | | |
| | <p>Dates of Future Meetings-all scheduled to commence at 10.00am</p> <p>The Clerk advised that as it had now been agreed to go to six Board meetings per year the dates for 2014 will need to be reviewed. The October and December 2013 will remain as now the 24th October 2013 and 5th December 2013</p> | | |

Mr Graham van der Lely
Chair of Hartpury College Corporation

24th October 2013