

CORPORATION BOARD

Minutes of a Meeting 10.00am on Thursday 13th July 2017 Gwynne Holford Room

- Present:** Mr Edward Keene (EK) (Chair)
Mrs Barbara Buck (BB)
Mr Sean Lynn (SL)
Mr Russell Marchant (RM)
Mr Chris Moody (CM)
Mr Graham Papenfus (GP)
Professor Ian Robinson (IR)
Dr John Selby (JS)
Mr Graham van der Lely (GvdL)
Mr Charles Whitehouse (CW)
- In Attendance:** Professor Ron Ritchie (RR)
Mrs Rosie Scott-Ward (RSW)
Mrs Lesley Worsfold (LW)
Ms Nikki Potter (NP) (Part Time)
- Apologies:** Ms Ingrid Barker
Ms Rachel Cowie
Ms Louise Cox
Mr David Crawford
Ms Zoe Nicholls
Mr David Seymour
Ms Claire Whitworth
- Minutes:** Mr Rob Lee

		ACTION	ACTION DATE
67/17	<p>The Chair opened the Meeting by congratulating Mrs Rosie Scott-Ward and her team on being awarded Gold Standard for the Teaching Excellence Framework.</p> <p>Apologies</p> <p>Apologies were received from Ms I Barker, Ms R Cowie, Ms L Cox, Mr D Crawford, Ms Z Nicholls, Mr D Seymour and Ms C Whitworth.</p>		

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68/17	<p>Declaration of Interest. Paper C68/07/17.</p> <p>The Clerk advised that members' interests would be taken as those disclosed in the Register of Members Interests. There were no declarations of members interests for agenda items.</p>		
69/17	<p>Minutes of the Last Meeting. Paper C69/07/17</p> <p>Minutes of the meeting held on the 25th May 2017 were agreed to be a true and accurate record and signed by the Chair.</p>		
70/17	<p>Matters Arising</p> <p>70.1. (50/17) Governors were emailed on 25th July 2017 with details of HE Research Conference which will be held on Monday 10th July 2017 between 0900 and 1700.</p> <p>JS advised that he had attended the Research Conference which had been organised very differently from the previous year but very well. There was a wide range of presentations from both young and experienced researchers and a strong sense of a shared and collaborative research culture.</p> <p>70.2. (52/17) The Landex Peer Review was posted to the Governors' Website on the 1st June 2017.</p> <p>70.3. (58/17) The updated HE Core Strategy was posted to the Governors' Website on the 13th June 2017.</p> <p>70.4. (59/17) The updated Financial Strategy was posted to the Governors Website on the 30th May 2017.</p>		
	<p>Part 1 Priority Agenda Items</p>		
71/17	<p>Discuss Principals Report. Paper C71/07/17.</p> <p>The Principal presented his Report to the period to mid-July.</p> <p>RM advised that the Project Team under the leadership of NP had a plan in place for MIS and Data Management System to deliver September 2017 priorities on time and develop the processes through to September 2018. RM confirmed that we now have an interim MIS Manager and two temporary developers in place. In response to IR NP confirmed that there is similar commitment from</p>		

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	<p>Capita with a different Project Manager in place and fortnightly meetings were being held. In response to CW RM confirmed that the project would cost as original estimate but our costs have increased due to staff we have had to put in place which was unknown at the start of the project. In response to JS RM agreed that having the relevant data available for the teaching staff was critical and NP confirmed that this was a priority particularly for the funding body data returns and looking forward when we become a HEC. RSW advised that there will still be some delay in getting direct benefits to students but the priority was ensuring the data collection was in order. In response to BB LW confirmed that key work was being carried out on FE data for September. RM was pleased that the project team now had control and the entire MIS team was involved in the process.</p> <p>RM advised that the new Director of Communications and Marketing was now in place and was reviewing the structure of the operation. In response to GP RM confirmed that alumni would form part of this review.</p> <p>RM advised that Dingle2 would be handed over to the College early at the end of July and should come in slightly under budget. RM advised that we have now agreed the first two tenders for Sports Acadxemy2 for groundworks and steel works where there had been a huge range in prices but the tenders confirmed were £300K less than the QS estimates. In response to EK RM confirmed that all packages for the project would be tendered over the next 12 months. EK asked that as we are not tendering for the whole project is there a risk that we may not have the funds to meet some of the costs. RM agreed that this risk had been recognised but had been taken into account. In response to GvdL RM advised that we went with this streamlined process with a view that it would be the most cost effective. In response to CW RM confirmed that there would be penalties on the Project Manager if not completed on time. Also in response to CW RM confirmed that a decision does not need to be made on Phase 2 until February 2018 and this will be discussed at the January Meeting of FGPC.</p>		
72/17	<p>Discussion on Future Governance Structure. Paper C72/07/17.</p> <p>The Chair advised that a paper had been discussed at an extra meeting of the Search and Governance Committee that had been called to discuss this subject. It had been necessary to debate which questions needed to be answered to ensure we maintain the parity of HE and FE, make any future structure as simple as we can and minimise conflict. RM agreed and advised that we are negotiating with three groups ESFA, HEFCE and DfE and they have agreed that</p>		

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	<p>only one proposal document for all three is necessary. These groups have requested an early sight of our proposed structure and RM advised that he has shared our discussion document with Eversheds who have confirmed that they were happy for it to be sent to ESFA, HEFCE and DfE as our starting position. RM outlined the broad principals in that we are proposing parent and subsidiary companies with all physical assets held by the parent company. RM advised that it is proposed that all FE teaching staff are transferred to the subsidiary. JS questioned whether this would include the relevant FE support staff and RM advised that we would need to get approval of the Local Government Pension Scheme if this is the way we wanted to go but did not see this to be a problem. IR believed that moving the FE staff to the subsidiary would allow HE and FE to have different structures which he believed would need to happen. RM advised that we must show HEFCE that we have two distinct institutions. RM advised that there would only be a need for a single high level cross charge to the subsidiary for use of assets and GvdL questioned how this could be done if we would be required to raise three sets of accounts for the parent, subsidiary and group. RM advised that this still needs to be confirmed as it might only be necessary to produce accounts for the group and subsidiary and the ESFA and DfE seemed to be fairly flexible on this point. GvdL questioned that surely the ESFA would want to know the financial viability of the institution they were funding and would need to know how these charges are made up and there would need to be an audit trail. JS commented that he could see this as a UWE top slice analogy and who is going to decide if the charge is fair. EK advised that we will need to know, as now, that both HE and FE are financially viable and the processes we put in place must allow us to monitor this. In response to CM RM agreed that we must be transparent in these cross charges and that the ESFA will need to see that FE and its assets are protected. CM was very concerned that FE must be protected and that history shows that where FE has been transferred to an HEI it is closed down. CM believed that there should be protection built in that FE would be transferred out whilst it is still viable. CM advised that where FE has disappeared this has been about academic drift and safeguards must be built in to protect against this. RM agreed and advised that Eversheds are doing a lot of work in this area particularly relating to the other four institutions in the trial where FE colleges are being taken over by universities. RM believed that this can be covered in our Instruments and Articles. RM outlined the proposed structure of the Boards and how the meetings will be organised. RR questioned if the proposal to have a common chair could bring tensions and possible conflicts of interests and whether in workload terms it was possible and would give the protection to FE. RR could see advantages but wanted to see that the possible disadvantages had been thought through. EK believed that a common chair would in fact help overcome possible conflict and with parity of esteem. RSW advised that this had been put forward by Eversheds in that they felt</p>		

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	<p>that a commonality of chair would have a vested interest in the success of both institutions and the vice chairs would be independent. GvdL believed that tensions would be more easily managed with one chair. CW could not see that the workload of the Chair being any more than now. RR believed that with two chairs you would have twice the leadership capacity. EK believed that having one Principal with two bosses would lead to problems and not work. CW believed that under this proposal the vice chairs would have an enhanced position and IR believed that this could be written in such a way that it could be changed in the future if necessary. RSW advised that HE and FE staff members would not necessarily be academics but could come from support staff. IR commented that if the FE support staff were not transferred this may cause a problem with not having representation from both sides. IR voiced a concern as to the numbers of governors and whether this could lead to quoracy problems. In response to GP RM confirmed that it is proposed that the SMT attend both board meetings. In response to RR RM advised that using the titles of Vice Chancellor, Principal or Chief Executive still needs to be discussed. RM outlined the proposed committee structure. We would need to have two Audit Committees but these could be operated similar to the way we are suggesting the board meetings are scheduled. GvdL questioned the need to change the name of the Audit Committee to include Risk Management as this had been adopted at UWE, not worked and now reverted back. The Clerk advised that this had been suggested by our auditors as they base all their reviews on risk. RM also proposed that there would need to be two academic scrutiny committees because of workload and timing of meetings. IR questioned the need for three HE meetings as this had been discussed recently and agreed to go to one meeting. EK believed that the scrutiny of HE and FE had worked well and that a model to scrutinise HE will evolve. IR expected the external scrutiny of HE to become more like Ofsted but believed that there were other models that could help with our internal scrutiny. GvdL advised that UWE had decided that greater academic scrutiny was required and now there was governor oversight at three meetings per year. RM advised that it is proposed that all the other committees will operate jointly for both Boards. RM advised that the aim was to submit our application by the 15th September 2017 with a view to structures being approved by April 2018. The application could take approximately 6 months following receipt. This would enable us to market ourselves as a University for the 2018 intake. RM advised that we will continue to take advice from Eversheds particularly on the VAT issue and that we will set up a subsidiary company now. RM advised that our application will need Corporation approval and there was no meeting scheduled until October. EK advised that this was discussed by the Search and Governance Committee and we should therefore take item 80.1 next.</p>		

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	<i>The proposed structure was approved and it was agreed that the paper can be sent to the ESFA, HEFCE and DfE.</i>	RM	14/07/17
80.1/17	<p>80.1. Agree Scheme of Delegation.</p> <p>The following is an extract from the Search and Governance Minutes and the proposed scheme of delegation.</p> <p>"In applying to become a Higher Education Corporation and a University there will be decisions that need to be agreed by the Corporation but the timing of these is unknown and it would be helpful therefore to give the Chair delegated authority in these matters. EK advised that he will always consult with appropriate governors before any decisions are made".</p> <p><i>"The Chair has delegated authority to act on any issue relating to the Colleges applications to become a Higher Education Corporation and gaining University Title which is both urgent and important which would normally be dealt with by the Corporation, where action cannot wait until the next scheduled meeting of the Corporation and where it is not possible to convene a quorate special meeting of the Corporation. In exercising this authority, the Chair will consult with the Vice Chair, the Principal and the Clerk and such other members of the Corporation that are available at that time. Any decisions or actions taken will be reported to the next meeting of the Corporation."</i></p> <p>RM confirmed that it was our intention to complete our application by the 15th September 2017 and it needed Corporation approval. CM was concerned that this was one of the most important decisions the Corporation was ever going to make and we were delegating it to the Chair and suggested it should be done electronically. In response to CW RM agreed that we could keep the Board updated throughout this period and also send out sections of the application when ready with strict time limits for approval. RM agreed that we could highlight the key areas of any draft.</p> <p><i>The proposed Scheme of Delegation was not approved and it was agreed that our application will be approved by the Corporation electronically.</i></p> <p><i>It was agreed regular updates will be given to governors on the process and outcomes of discussions with ESFA, HEFCE, DfE and Eversheds.</i></p> <p>NP left the Meeting.</p>	<p>RM/ NP/Clerk</p> <p>RM</p>	<p>15/09/17</p> <p>As Required</p>

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73/17	<p>Discuss Vice Principal (FE) Report. Paper C73/07/17.</p> <p>RM presented the FE report in the absence of the Vice Principal. The Report summarizes that overall recruitment is continuing to look strong with the most recent Course Information Event attracting those interested for September 2017, September 2018 and September 2019 entry. Currently the focus is heavily on conversion of applicants to support achievement of our overall target. Formal 'no notice' lesson observations are now complete with 94% of staff demonstrating good or outstanding delivery overall. The significant efforts made by the Maths and English Team to further develop this area have resulted in increased Maths and English attendance this year and a likely overall predicted increase in the performance of GCSE Maths this year. The A Level Action Plan is fully implemented, with interim in year monitoring detailing the progress made by subject and we now await the August results. Additional Learning Support and Personal Development, Behaviour and Welfare (PDBW) developments have demonstrated a positive impact in support of the overall student experience with further developments underway to continue to refine and develop these areas for next year. In response to BB RM confirmed that the staff shortages in Agriculture will be rectified by the beginning of the academic year. In response to GvdL RM advised that student growth target is significant at 10% but this had been set by the departments and will not impinge on quality. In response to JS RM advised that he would need to clarify the reasons for the Spring Student Satisfaction target being missed.</p> <p><i>Clarify the reasons for the Spring Student Satisfaction target being missed.</i></p>	RM	12/10/17
74/17	<p>Student Voice.</p> <p>74.1. Update from Student Governors.</p> <p>Both students were unable to make this meeting. They had been contacted and have advised that they have no issues to report. They both thanked the Corporation for the opportunity of being governors.</p> <p>74.2. Update on Governor Link Visits.</p> <p>EK advised that he had been advised by DC in his absence that he had visited FE Sport and had a very comprehensive briefing as well as seeing the final of Gloucestershire School Games in action. He had been very impressed with the enthusiasm of the staff and the steps being taken to improve teaching and the student experience and</p>		

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	<p>added that there seemed to be a very professional approach to all aspects of FE Sport and a willingness to address problems in a constructive and positive manner.</p> <p>GvdL advised that he had visited Animal Care as a substitute for Nicola Wheatley who had resigned and found the same positive attitude. He had met with staff and toured the animal collection. There was a high level of students with dyslexia and the staff had explained the processes in place to ensure these students were not disadvantaged.</p> <p>JS advised that he was visiting the HE Equine Department after this meeting.</p> <p><i>It was agreed that governors will arrange their first link visits early in the new academic year.</i></p>	ALL	31/10/17
75/17	<p>Discuss Vice Principal (HE) Report. Paper C75/07/17.</p> <p>RSW advised that Gold Award for teaching excellence lasts for three years and places us at the very top for teaching excellence. RSW advised that it also gives us a significant marketing advantage and we will promote in the forthcoming recruitment cycle. In response to RR RSW outlined the marketing initiatives that had happened and were being planned. RSW advised that recruitment numbers are 3.8% down and this is an improvement on last month when we were 8% down on the year before. Animal is the worst performing area but RSW believed that the financial targets will be met. RSW outlined changes to the KPIs and students going into employment or further study was at 98.7% outstanding. The figure going in to graduate level employment was disappointing but this was majorly due to veterinary nurses being a larger group than usual in the survey and this is not classified as graduate employment.</p>		
76/17	<p>Discuss and approve Budget for 2017/2018. Paper C76/07/17.</p> <p>The Principal presented the Budget for 2017/2018 and advised that it had been discussed in detail by FGPC and recommended for approval. The budget shows a surplus of £1531K before FRS17 adjustments on a total income of £34.6m which is 4.42% to income. RM advised that he had been challenged at the meeting by the Chair to achieve a 5% return and this will be an in-house target for the year. In response to JS RM explained the ESFA financial autoscore and how our high gearing affects the metrics. GvdL cautioned our costs for future years as this budget shows a £2m increase in income but no bottom line increase. RM advised that half of the income was due to lagged</p>		

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	<p>funding for FE and it had been necessary to increase staff costs.</p> <p><i>The Budget is approved by the Corporation and includes a 2% general pay award that is dependent on the College achieving HE and FE student number targets and accommodation occupancy level targets. It is further approved that the Principal be given flexibility within the overall 2% pay award budget to help the lower paid by moving towards the Living Wage.</i></p>		
77/17	<p>Discuss and approve 2 Year Financial Plan. Paper C77/07/17.</p> <p>RM advised that the ESFA require a 2 Year Financial Plan, which has to be approved by the Corporation, and filed with them by the end of July. This had also been discussed in detail by FGPC. RM explained that the financial plan incorporates the budget for next year previously discussed and a forecast for 2018/2019. EK advised that the ESFA require governors to see the completed checklist for the Financial Plan Commentary which is Annex A.</p> <p><i>The 2 Year Financial Plan is approved.</i></p>		
78/17	<p>Discuss and approve updates to enabling strategies.</p> <p>78.1. People, Performance and Development Enabling Strategy. Paper C78.1/07/17.</p> <p>LW advised that the plan had been updated from last year but there were no significant changes. LW outlined the key achievements in Remuneration and Management and Staff development that moves us towards our objective of becoming an "Employer of Choice". LW outlined the key themes for 2017/2018. IR noted that we were supporting staff in the journey towards university title and thought it important that we should reflect on the TDAP report and the need to change the HE culture and this should be supported by HR.</p> <p>The People, Performance and Development Enabling Strategy was approved and will be posted to the Governors' Website.</p> <p>78.2. Estate, Place and Infrastructure Enabling Strategy. Paper C78.2/07/17.</p> <p>LW advised that we may have to look at the format of this strategy in future as it should be more closely linked with the Financial Strategy. We will need to change this strategy as we evolve as an organisation. EK advised that as part of our governance re-structure it is proposed that the FGPC becomes the Strategy, Finance and Resources</p>	Clerk	14/07/17

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	<p>Committee with a remit to monitor, scrutinize and look forward in finance and resources. LW updated the outcomes of the key themes for 2016/2017. The refurbishment of Catsbury has proved successful with occupancy rates increasing from 73% to 98%. LW explained that one of the key actions was a space utilisation survey by an external contractor. LW outlined the key findings and the actions that have been taken for this forthcoming academic year. LW advised that the survey had thrown up some further questions and will therefore be undertaken again at the same time as last year this year. LW outlined the key themes for 2017/2018. JS thought this a much improved plan on last year and questioned why English and Maths, where we have had problems, are in portacabins and as a category C will not be replaced for at least 4 years. RM advised that they are top of the range portacabins that are positioned centrally on the campus and this has improved attendance. RM also advised that it is a case of priorities.</p> <p>The Estate, Place and Infrastructure Enabling Strategy is approved and will be posted to the Governors' Website.</p>	Clerk	14/07/17
79/17	<p>Discuss Safeguarding Report. Paper C79/07/17.</p> <p>LW advised that this is the second of two reports that are produced for the Corporation on an annual basis. The report provides Governors with an update on Safeguarding and helps to ensure Governors are able to monitor and oversee the College's Safeguarding activity including referrals. LW outlined some staffing changes that will take place for the new academic year that includes employing a Mental Health Worker and College Counsellor that will increase the contact students have with wellbeing support services. The College will also employ an out of hour's nurse that will supply support to the wardening team. GP thought this is excellent news as it will release wardens from going off site for hospital trips. LW advised that it has been a challenging year with internal referrals which are up on last year and significantly up over the last five years. However external referrals are one down on last year. RR advised that we should not include in this report any information that could lead to identifying an individual.</p>		
	<p>Part 2 Approve Recommendations and Accept Minutes from Corporation Committees.</p>		
80/17	<p>Search and Governance Committee 21st June 2017.</p> <p>80.2. Receive, note and accept minutes. Paper C80.2/07/17.</p>		

		ACTION	ACTION DATE
	<i>The Minutes of the 21st June 2017 were received, noted and accepted.</i>		
81/17	<p>Finance and General Purposes Committee 21st June 2017.</p> <p>81.1. Receive, note and accept minutes. Paper C81.1/07/17.</p> <p><i>The Minutes of the 21st June 2017 were received, noted and accepted.</i></p>		
82/17	<p>Quality Enhancement and Standards Committee 28th June 2017</p> <p>82.1. Review Chairs Report. Paper C82.1/07/17.</p> <p>JS reported in the absence of the Chair of QuEST and advised that there had been discussions on the level of detail in the FE Reports. JS advised that A Levels now had all its resources in place but is struggling to improve and results will not show much improvement this year. JS also advised that there had been discussions on the Colleges digital strategy and the Principal will be asked to outline our strategy at the next Corporation Meeting.</p> <p>82.2. Review of Governance issues highlighted in the final TDAP Report. Paper C82.2/07/17.</p> <p>IR advised that he had raised this but it was not just about governance as some of the key messages in the TDAP Report were about staffing. IR understood that this will be covered in the annual HE Report.</p> <p>82.3. Receive, note and accept minutes. Paper C82.3/07/17.</p> <p><i>The Minutes of the 28th June were received, noted and accepted.</i></p>		
	Part 3 Documents for Governors to approve.		
83/17	<p>83.1. Approve Governors' Allowance Policy. Paper C83.1/07/17.</p> <p>There were no amendments proposed.</p> <p><i>The Governors' Allowance Policy was approved.</i></p>		

		ACTION	ACTION DATE
	<p><i>Governors were asked to complete their expenses claim and return to the Clerk electronically by the end of the month.</i></p> <p>83.2. Approve amendments to the Child Protection and Safeguarding Policy and Procedures. Paper C83.2/07/17.</p> <p>LW advised that the proposed amendments are marked in red type.</p> <p><i>The amendments to the Child Protection and Safeguarding Policy and Procedures were approved.</i></p>		
84/17	<p>Any Other Business</p> <p>84.1. Governors' Lunch</p> <p>RM advised that the next Governors Lunch will be on the 11th August 2017 and will be held at Equine.</p>		
	<p>Dates of Future Meetings-all scheduled to commence at 10.00am except where noted.</p> <p>Thursday 12th October 2017 Thursday 7th December 2017 Thursday 25th January 2018 Wednesday 21st March 2018 at 2.30pm followed by Dinner and overnight stay. Thursday 22nd March 2018 9.00am-4.00pm Strategic Event. Thursday 24th May 2018 Thursday 12th July 2018 Thursday 18th October 2018 Thursday 6th December 2018</p>		

Mr Edward Keene
Chair of Hartpury College Corporation

12th October 2017