

**Minutes of the meeting of the Board of Corporation held on
Tuesday 18 October 2022 at 6:15pm in the Conference Room Washington Campus
and via Teams Conferencing**

Present: Louise Bradford (via Teams)
Derek Cogle (via Teams)
Pamela Dawson (via Teams)
Louise Doyle (via Teams)
Cllr Louise Farthing
Julia Fox
Jeff Hope (via Teams)
Sue Houston
Chris Jones (via Teams)
Lyndsey O'Leary (via Teams)
Susan Pollard, Staff Governor (via Teams)
Richard Redpath, Staff Governor (via Teams)
Alison Shaw, Vice Chair
Philip Smith (via Teams)
Jacqueline Steed
James Stuart, Chair
Ellen Thinnesen, Chief Executive

In Attendance: David Howells, Chief Operating Officer
Gary Potts, Principal Northumberland College
Toni Rhodes, Principal Sunderland College
Judith Quinn, Vice Principal Curriculum, Enhancement, and Innovation (via Teams)
Vikkie Morton, Vice Principal Curriculum and Student Services (via Teams)
Iain Nixon, Vice Principal Partnerships and Commercial
Lee Lister, Vice Principal Northumberland College and SEND (via Teams)
Christine Stretesky, Head of Corporate Governance and Policy

The Chair welcomed all to the first meeting of the 2022-23 academic year noting this was the first meeting of the Board of Corporation since the decision to transition the structure.

Bd/22-23/01 Apologies and consent for absence and declarations of interest

There were apologies from Ellis Hill, Catherine Magog, Ian Brown, Jill Colbert, K Ramanathas, and David Towns for which consent was granted.

Cllr Louise Farthing declared a conflict with regard to item 07 and the land adjacent to Washington Campus and will recuse herself from that portion of the item.

There were no other declarations made.

Bd/22-23/02 Minutes of previous meeting held on 28 June 2022 and Matters Arising

The Chair asked if there were any corrections to the regular minutes. The Chief Executive and the Chief Operating Officer asked for the minutes related to the management accounts report be clarified around the bank covenant tests.

The Board agreed, subject to the change to the minute on the management accounts, the minutes presented are an accurate record of the 28 June 2022 meeting.

The Head of Corporate Governance and Policy (HoCG&P) noted the following matters arising and actions:

Item 82: relates to the minutes of the 5 April meeting and item 67 and the increase in the reporting from the previous year has been modified to provide better context.

Item 89: Chance for the Board to have a reflective conversation on the Group's setting its own targets (as opposed to wanting to meet National Benchmarks) will be brought to the February meeting of the Board to discuss.

Item 90: HE Regulatory Framework. As the HE Framework/Strategy is being revisited, this will be discussed at the November Strategy Day. The HoCG&P noted the session Intro to HE delivered by the VP Innovation and Curriculum and then Director of HE can be found in the Governor's Training SharePoint site.

Item 92: The link to the Ofsted report was shared via email with all governors

The remaining portion of this item was deemed confidential with minutes maintained separately.

Bd/22-23/03 Minutes of the Special Meeting held on 5 July 2022 and Matters Arising

This item was deemed confidential with minutes maintained separately.

Bd/22-23/04 Chair's Report

The Chair welcomed to the Board meeting the new Northumberland Principal, Gary Potts.

He continued noting the Board is at the beginning of the transition journey with the Board growing while having 4 governors step down but not ending their relationship with the Group. He continued noting that lead governor roles will be discussed at Governance Committee announcing one change that has taken place is his taking on Lead Governor for Safeguarding. He concluded discussing localism and local connection and the need to explore the new duty to review. He asked all members to share with himself, the Vice Chair, the Head of Corporate Governance and Policy or the Chief Executive what can be done to ensure we get the most out of them and they get the most out of being a governor.

Bd/22-23/05 CEO's Report

The Chief Executive delivered her report highlighting from a **national context**:

- Those areas of risk to FE Colleges the Department for Education (DfE) is monitoring include the rising cost of living, recruitment of staff due to costs, workforce issues around recruitment, retention and pay, funding, post-covid education strategy, and health and wellbeing to name a few
- The DfE are collecting data from colleges around the rising energy costs noting the issues faced by some colleges. The Board was reminded that the College has fixed energy costs until Nov 2024. It was agreed that rising costs are something that the Board, along with the Finance, Resources and Projects Committee (FRP) should monitor regularly.

Noting agreement among members and an acknowledgement of the risks involved, the Chair suggested that he, the Chair of FRP, the CE, the COO and the HoCG&P discuss best way to report on this. **(ACTION)** The Board agreed and committed to being proactive around this, raising appropriate questions to scrutinise and support the executive on this issue.

The Board asked how the green framework helps offset and mitigate energy costs. The CE noted that on a strategic level there are a number of estates activity underway including a GenZero new campus build, T Level refurbishments with a focus on sustainability and a strategic asset management framework being developed. A report on estates efficiency will be coming to the Board at a later date. She continued that operationally, the Principal Sunderland College (P-SC) is looking at where our provision is offered and how that can be shifted to create efficiency and savings, and activity like changing to LED lightbulbs, solar panels, and capturing rainwater are already being done. She concluded noting that the FRP will receive papers detailing estates frameworks for each campus which will be the basis for a Group Estates Framework shared with the Board.

The CE asked the P-SC to provide an update on the T levels Health first year assessment scores. The P-SC stated that she was part of a conversation with the awarding body around how the exam papers were not reflective of the type of questions you would expect in a health exam. She stated the College had a cohort of 15 and not one learner had been successful. She continued that she has gotten the awarding body to agree that the exam would not count toward students' final grades but instead would use the employer set project with the opportunity for learners to re-sit that.

The Board asked how this experience has impacted the students. The P-SC stated that students were understandably devastated and demoralised. She confirmed that we have retained all of our students who will be resitting their employer set assessment. The Board noted that the negative press around this may damage the reputation of T Levels and may affect our ability to recruit students to that qualification.

Reporting on the **regional context**, the CE provided detail on the Employer Representative Bodies (ERB) who are forming to develop the Local Skills Improvement Plans (LSIPs). She stated that she has been asked to sit on the board of the North East Automotive Alliance. The Board was pleased to hear of her involvement and requested reports as they are being developed to ensure their ability to shape the plans.

Governor Farthing stated that she was at a meeting recently relating to SEND students and the limited chances for moving into employment due to employers not understanding support needs. She suggested to the CE that the ERBs take this into consideration and address this in their plans. The CE agreed reminding the Board of the College's ambition for all students to have the opportunity for work placement and noting that the VP Northumberland College is leading in this area.

Moving to the **college context**, the CE shared the newly implemented operational committee structure focusing on the Economy and Place Group chaired by the CE. Noting the Board's new duty to review how the college is meeting local needs, the CE asked for governors' views on their appetite for value added engagement within the local economy and place agenda.

Governors gave examples of external boards and committees they sit on, such as the Sunderland Health and Wellbeing Board noting it is important for the College to have links on those types of groups. The Board discussed the variety of ways in which members can engage within this piece of work including working in an advisory way with the executive or bringing their networks and connections to the benefit of the College. The CE noted as an example the excellent work done in the last year with Governor Hope supporting the Executive within Ashington related to the new campus build.

The Board tasked Governance Committee to come up with an approach to ensuring value-added engagement by members. **(ACTION: Governance Committee)**. The Chair also asked members to contact himself or the HoCG&P with any suggestions or ideas.

The CE gave brief updates on the various satellite delivery centres such as the Vaux Site and Port of Blyth stating that reports will be providing updates on progress. With regard to the new campus build at Ashington, she announced everything was signed off by Government and the contract to commence construction should be issued imminently. She stated that the embargo is lifted and the communications plan around this new can start. The Board congratulated the Executive team and recognised this would have not happened without their hard work and resilience.

The Board asked for a brief update on BritishVolt. The Vice Principal Partnerships & Commercial acknowledged it was difficult to answer but noted that the College is in discussions with them around future plans.

The remaining discussion of the item was deemed confidential with minutes maintained separately.

AGREED: to note the content of the report.

Bd/22-23/06 Partnerships Plan Update

This item was deemed confidential with minutes maintained separately.

Bd/22-23/07 Property Matters

The Chief Operating Officer (COO) introduced the paper noting that with this paper, governors are asked to confirm or approve a number of items.

With regard to the **Wansbeck Agreement for Lease**, the COO reminded governors of the decision taken in July and that now it is time for signing of the agreement for lease. The CE shared that once the Agreement for Lease is signed, the College is required to sign the lease so she and the COO felt it was right to bring this back to the Board.

Governors agreed to confirm that they are now content for the Agreement for Lease to be signed by the College for the Wansbeck property.

The remaining discussion of the item was deemed confidential with minutes maintained separately.

Bd/22-23/08 Management Accounts

The COO noted that this item is before the Board having recently been reviewed and scrutinised by the Finance, Resources and Projects Committee. He took the accounts as read and asked if there were any questions.

The Chair noted they pertain to the first month of the financial year which usually do not provide much to scrutinise.

AGREED: note receipt of the August 2022 Management Accounts.

Bd/22-23/09 Predicted Achievement 2021-22

This item was deemed confidential with minutes maintained separately.

Bd/22-23/10 Child Protection and Safeguarding Policy

The Vice Principal Curriculum and Student Services (VP C&SS) presented the updated policy all have received in advance of the meeting and highlighting the following:

- dates to the policy are in response to and in line with changes included within the Keeping Children Safe in Education – September 2022
- governors must be aware that the Designated Lead for the College is the VP C&SS and Deputy Designated Lead is the Director of Student Services; the Lead Governor for Safeguarding is now James Stuart taking over from Pam Dawson

The Board, noting that the policy includes a responsibility on governors to undertake training at 'regular intervals' asked for clarification. The VP C&SS replied that it was about making sure governors are updated as new information becomes available throughout the year using sexual harassment as an example of how governors were kept up to date with new requirements and responses.

The Chair emphasised that all governors must ensure they are up to date with the training around Safeguarding and PREVENT. He also provided his thanks to Governor Dawson for her work as Lead Governor.

The HoCG&P reminded the Board that they need to read and confirm to her through the Governor Completed Training form that they have read the Keeping Children Safe in Education – 2022 with the link supplied in the paper.

AGREED: to approve the Child Protection and Safeguarding Policy for 2022-23 and the Anti-Bullying Policy attached as an appendix.

Bd/22-23/11 Safeguarding and Prevent Monitoring Annual Report and Action Plan

The VP C&SS delivered the report highlighting that mandatory training has seen an improvement in completion noting more work needs to be done. In response to a Board question, the VP C&SS stated that in comparison to other colleges regionally and to schools and colleges of our size our number of concerns is within norms. She continued that because of the proactive support systems the College has in place, more low-level concerns are raised and addressed meaning they do not escalate to high-level concerns.

The Board asked whether 'computer misuse' increased because of the new filtering software being used. The VP C&SS responded that we have seen high numbers in computer misuse with 4% relating to high-risk concerns (serious distress, suicide) and low and medium risk concerns picked up and addressed through pastoral care. The Board supported this graduated approach to response. Continuing, the VP C&SS noted that one student could generate 10000 hits during a single day as the Smoothwall solution picks up all activity under our Wi-Fi through any device (college or personally owned) including things students put in chat groups. She offered to do a comparison with last year and circulate to the Board. **(ACTION: VP C&SS)**

Scrutinising that part of the report providing the number of sessions blocked by web filtering, the Board queried on what appears to be a significant restriction to internet access and the impact on students' ability to research and learn. The VP C&SS stated that students understand the reasons why the College uses web filtering and there is an opportunity for the block to be lifted if it pertains to their course of study providing the examples of health students researching drug misuse or military students researching weapons.

The Board discussed the number of blocked hits, expressing concern with the high number of blocks and the disproportion of hits blocked amongst the colleges noting that almost all sessions at Hartlepool Sixth Form seemed to be blocked and only 5% at Northumberland. Governors questioned whether the table was correct to which the VP C&SS stated she would check and come back. **(ACTION: VP C&SS)**

The VP C&SS concluded by announcing that the College was successful in its bids for a mental health nurse practitioner and for a therapy dog.

AGREED: note receipt of the Safeguarding Annual Report and the PREVENT Risk Assessment and Action Plan.

Bd/22-23/12 Compliments, Complaints and Suggestions Annual Report 2021-22

The Head of Corporate Governance & Policy (HoCG&P) noted that the Associate Principal Quality sent apologies due to attendance at the Independent Adjudicator's Office conference, and as there were no pre-submitted questions would suggest taking the paper as read and noting its receipt.

The Board was in agreement with this approach.

Bd/22-23/13 Committee Recommendations

The HoCG&P presented the paper noting that there were no requests to pull any of the items for discussion.

The Board acknowledged the following decisions made via email:

- Item 13a - Awarding of Insurance Contract
- Item 13b- Blyth Deed of Surrender
- Item 13c1 - Lloyd's Bank Loan Renewal
- Item 13c2 - Wansbeck Property Agreement for Lease

The Board APPROVED the following on the recommendation of the named committees:

Audit and Risk Committee

Item 13d - Audit & Risk Committee Terms of Reference

Item 13e - Internal Auditor Plan 2022-23

Item 13f - Public Interest Disclosure Annual Report and Policy

Finance, Resources and Projects Committee

Item 13g - Finance, Resources and Projects Committee Terms of Reference

Curriculum, Quality and Student Experience Committee

Item 13h - Curriculum, Quality and Student Experience Terms of Reference

Bd/22-23/14 Draft Minutes of the following Committees

The Board noted receipt of the draft minutes of FRP and Audit.

Bd/22-23/15 Papers from Committees

The Board noted receipt of the following papers from committees:

- Student Positive Behaviour Report (CQ&SE)
- Internal Audit Reports (Audit & Risk)
- Internal Audit Annual Report (Audit & Risk)
- Data Protection Annual Report (Audit & Risk)
- Gifts and Hospitality Annual Report (Audit & Risk)
- Health & Safety Annual Report (FRP)
- Curriculum Contribution: Actual 2021-22 (FRP)
- Enrolment against targets 2022-23 (FRP)
- Report to the Board – (E&M Scrutiny)

Bd/22-23/16 Any Other Business

The Chair asked if there was any other business. Hearing none, he stated that there was a confidential matter which requires staff governors and senior/executive leaders to leave.

Both staff governors and executive and senior leaders left the meeting.

This item was deemed confidential with minutes for limited circulation maintained elsewhere.

Bd/22-23/17 Date, Time and Venue of the next meeting

The date, time and location of the next meeting was noted.

There being no further business, the meeting adjourned at 20:30

Signed: James Stuart (Chair)

Dated: 20 December 2022