

Approved

**EXETER COLLEGE FURTHER EDUCATION CORPORATION**

**CORPORATION BOARD**

**Minutes of the meeting held on Friday 4<sup>th</sup> May 2018 in the Boardroom, Hele Road, Exeter College**

**Present**

David Allen	Chair
Emma Webber	Vice Chair
John Laramy	Principal
Bindu Arjoon	
Philip Bostock	
Sarah Brampton	
<i>From item 4</i> Sue Clarke	
Chris Hoar	
Kira Lewis	
Craig Marshall	
<i>To item 6.3</i> Aimee Mitchell	
Martin Owen	
<i>To item 7.1</i> Michelle Pugh	
Matt Roach	
Caleb Stevens	
Dave Underwood	
Glenn Woodcock	

**Observers**

**Apologies**

Mark Goodwin

**In Attendance**

<i>All bar item 6.1 (part)</i> Rob Bosworth	VP Schools, Partnerships & Curriculum
<i>All bar item 6.1 (part)</i> Steve Campion	VP Finance & Business Operations
<i>All bar item 6.1 (part)</i> Julie Skinner	VP Standards and Student Experience

Barbara Sweeney Clerk to the Corporation

**1. Welcome, Apologies and Declarations of Interest Action**

The Chair welcomed members. He confirmed that this was the last meeting for Craig Marshall after eight years' service and thanked Craig for all his support and contributions to the work of the College. Craig would continue to support the College as an Associate. He also advised the Board that David Batho had resigned after seven years as Business Support Staff Governor, due to additional work and personal commitments. The Board recorded its

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thanks to both for their commitment and considerable contributions to the Board and to the College.

Apologies were received.

Bindu Arjoon declared an interest in item 6.1, Principal's Strategic Report and for any other items relating to planning, as Director, Exeter City Council.

Caleb Stevens, employee of Okehampton College, declared an interest in any items relating to school 6th forms and learner support services.

2. **Minutes of Meetings**

2.1 The minutes of the meeting held on 9<sup>th</sup> February 2018, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 9<sup>th</sup> February 2018, as circulated, were agreed and signed by the Chair.

3. **Matters Arising**

There were no matters arising which were not elsewhere on the agenda.

4. **Appointments**

The CV of Sue Clarke was received and the Chair updated the Board on her meeting with himself, the Vice Chair, Principal and the Clerk.

On the unanimous recommendation of the Search and Governance Committee the Board agreed

**a) To appoint Sue Clarke to the Board with immediate effect for a four year term to 3<sup>rd</sup> May 2022.**

**b) To appoint Sue Clarke to the Quality and Standards Committee for the remainder of the 2017-18 academic year.**

*Vote: Unanimous*

*Sue Clarke joined the meeting and Governors introduced themselves.*

5. **Chair's Matters**

5.1 **Oral Update**

The update was received and the Chair confirmed that Nicola Dandridge, Chief Executive of the Office for Students had accepted an invitation to the College's annual Graduation Ceremony in October 2018.

5.2 Written Board resolutions - for noting

The log of Written resolutions was received **and noted**. The Chair confirmed the appointment of the new Clerk.

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- 5.3 Chair's Actions – Approval of Standing Orders - for noting  
The log of Chairs Actions was received **and noted**

6. **Strategic Matters for discussion**

*The three Vice Principals withdrew for part of item 6.1.*

- 6.1 Principal's Strategic Report  
This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the confidential minutes.

*Gemma Noble, Head of People, joined the meeting for item 6.2 only.*

- 6.2 The world of People – an update on the Department for People  
The presentation was received and Gemma reminded the Board of the background to the HR function. In 2012/13 HR had been skeleton service, reporting to the Vice Principal, Corporate Services, with a shared service agreement with the Somerset College of Arts and Technology (SCAT). There was no clear leadership and the department was self-assessed as grade 3.

Following the termination of the shared services agreement the Department for People and Performance was created, acknowledging the relationship between HR and quality. Gemma, the current Head of People, was appointed, reporting to the then Head of People and Performance.

In recognition that outstanding people create outstanding organisations the performance and impact of HR increased, following the merger with the high performing Quality team. As a combined force the Department for People and Performance drove the mission to be Outstanding.

Today the Department for People, as a separate function, had individuals at its heart. The team of eight included an Occupational Health Nurse. The Department served 13 Faculties and 10 Departments, each with very different requirements and needs, necessitating a customised approach. Consequently HR advisors provided a tailored service.

Gemma confirmed the size of the College's workforce. There were 1060 staff, defined as those with contracts, and 169 workers which included exam invigilators, models and bank administrators and for whom there was no obligation to work. In total there were 1534 contracts in place, with a large number of staff having two roles e.g. an enabler who was also an associate lecturer.

The responsibilities of the function were standard to HR, but also included the transactional elements of pensions and organising all external staff training. What differentiated it from other HR departments in the sector was

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the business partner approach, with the 1:1 link between team members and the Heads of Faculties and Heads of Departments leading to a solution based approach which was responsive and flexible resulting in the ability to prevent issues escalating. The relationship with the Quality team, now the Department of Teaching Learning and Performance was strong to support rigorous performance management, and there was an equally effective relationship with the College's Business Support services. There was also a good relationship with the unions.

There was a focus on wellbeing, with the premise that happy healthy engaged staff deliver better outcomes, and staff received significant support through staff development, promoting a healthy mind-set and work-life balance. The cross College Lead Programme developed talented and ambitious staff who participated in dedicated away days. Governors asked for evidence of success and were assured that there were many examples of internal and external promotion.

Involvement in the setting up of the Ted Wragg Trust and the Exeter Mathematics School were evidence of agility and flexibility and demonstrated breadth of thinking and experience so that practice did not become stale.

Evidence of the success of the grade one department included positive staff survey results, with a high response rate, inclusion in the Times top 100 best places to work in the not for profit sector, low sick rates - less than the Association of Colleges average, and a healthy staff turnover. The low level of formal cases was testament to the informal work undertaken, through the development of skills of the Heads of Faculty and Department.

There had been no grievance hearings in the previous year and the College had a low gender pay gap with a mean of 7.3% and median of 8.8%, which was low in the sector. The Board challenged the impact of outsourcing low paid, predominantly female jobs, but was assured that there were areas with low pay which were not outsourced which included both male and female staff. The Board also asked whether there were gender pay gap targets for outsourced staff.

The challenges facing the Department included the HR IT system, which did not link with payroll, so increasing manual transactions. The lack of investment was as a result of other projects taking priority. There was also little roll out of self-service systems. Capacity issues were also a challenge, as the Department took on additional projects such as the College nursery. The Board was already aware that recruitment to some areas was difficult because of low unemployment and competition in the area.

The Board sought assurance on compliance with KPIs relating to timeliness of recruitment processes. Whilst it varied across College because of notice periods, the job offer turnaround time was 48 hours. Governors commended the staff survey results and noted that pride in work was cultural and

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reflected how staff felt supported. The survey also provided areas for improvement including staff accommodation and some areas where communication could be improved. These were being addressed through bespoke mentoring.

Finally the Board was posed questions for discussion: how could the College effectively recognise and celebrate people in a non-financial way and, using the Strategic Plan's values to support discussion, what strategies could it employ to ensure staff behaviours reflected College values.

The College was adept at recognising and celebrating student achievement. Was the same happening for staff? Annual award events could be supplemented in-year and examples of recognising staff in other sectors were shared. The appraisal process for teaching staff was now more holistic, using several metrics, and there was ongoing feedback through 1:1 meetings.

The Board commended the presentation and any recommendations for improvements would be marginal gains, as the College was at the forefront of the sector. However, the positive journey of the Department was mainly due to transactional changes, and for additional value a more holistic approach might be helpful. Culture and ethos was often enough for staff to feel valued rather than elaborate celebrations, and some low cost options were suggested such as a breakfast club, quarterly recognition events, a cultural committee comprising staff at all levels and the reintroduction of sabbaticals.

Embedding values in staff was a long term aim and must be modelled by senior leaders at all times. Consistent language and behaviours were key, and the Senior Leadership Team was effective in its visibility. Values questions at interview could establish fit to a positive culture, and could be tested again during appraisals. Governors shared practice in other sectors including ethics committees, and forums where values were considered, with participants from different staffing levels considering a specific issue.

Governors challenged where the responsibility for setting the culture lay and acknowledged that it was the responsibility of the Board. There was a significant risk of not having the right culture in an organisation and this should be considered on the risk register. There was a place for including the remit within the Committee Terms of Reference.

SLT

The Principal thanked Gemma for her exceptional leadership and the Board commended the presentation.

**The update was noted.**

6.3 What does a Structure and Prospects Appraisal look like?

This item was dealt with as a confidential item in accordance with the

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College's confidentiality policy and recorded in the confidential minutes.

7. **Learner Voice update**

7.1 College news

The report was received and taken as read. The Principal updated on the College's rugby team's prestigious tour, representing England in Japan ahead of the Rugby World Cup. The team had qualified for the plate.

**The Board noted the report.**

7.2 Student Governors' Report

The report was received and Kira Lewis, 16-18 Student Governor and Caleb Stevens, 19+ student Governor updated the Board on changes to the Student Representative Committee. The roles of the 16-18 and 19+ student governors would be replaced by an FE Student Governor and an HE Student Governor. Whilst not officers of the SRC, they would attend meetings. The aim was to address requirements by the Office for Students to have a nominated HE Student and also provided greater clarity on the difference between the Learner Voice and Student Voice and the roles of the Student Governors, elected as experts, with links to the voices of their constituents. Elections were imminent.

The Student Representative Committee's Constitution would be revised to reflect changes.

**The Board noted the report**

**Part 2 REPORTS FOR APPROVAL**

8. **Recommendations from Audit and Risk Assurance Committee**

8.1 Executive Summary from Committee Meeting on 7<sup>th</sup> March 2018

The report summarising the key issues considered by the Audit and Risk Assurance Committee meeting was received and taken as read.

The Committee Chair confirmed the value of the first of the Deep Dives, covering Apprenticeships. The Committee acknowledged the challenges and noted that lessons had been learned when bidding for future tenders. The internal audit review on the General Data Protection Regulations provided assurance that the College was well prepared, with strong compliance and wide knowledge. Action plans for all recommendations for previous internal audit reviews were in hand.

During the item with Governors and Auditors only the Committee received positive feedback and there was nothing which the Auditors wanted to bring to the attention of the Committee.

**The report was noted.**

Approved

- 8.2 Risk Management: Revised Risk Register  
The Risk Register was received and on the recommendation of the Audit and Risk Assurance Committee the Board agreed to

**Approve the revised Risk Register**

*Vote: Unanimous*

- 8.3 Review and reappointment of External Auditors: 2017/18  
The annual review of the performance of the External Auditors was received and, on the recommendation of the Committee, the Board agreed to

**Approve the appointment of Bishop Fleming as External Auditors for the 2017-18 financial year.**

*Vote: Unanimous*

9. **Recommendations from Quality and Standards Committee**

- 9.1 Executive Summary from Committee Meeting on  
26<sup>th</sup> March 2018

The report summarising the key issues considered by the Quality and Standards Committee meeting held on 26<sup>th</sup> March 2018, was received and taken as read. The Committee Chair confirmed that there were no recommendations for Board approval and that HR policies approved by the Committee were under delegated powers.

The Committee had received an update on curriculum reform and the staged transition to linear A levels. There had been a significant discussion on the speed of reform and the Committee had endorsed the actions and decisions of the Executive regarding the pace of change.

Quality Assurance of subcontractors had been considered and the significant reduction on the number used by the College to deliver programmes meant that exposure was low. Whilst the Business Services Committee scrutinised the financial impact, the Quality and Standards Committee had responsibility for quality assurance.

Finally the Committee Chair updated on the role of the Committee in monitoring safeguarding, not only relating to College provision but also residential accommodation and the College's two nurseries. Terms of Reference had also been amended to reflect this ahead of an Ofsted inspection of the Nursery.

**The Board noted the report.**

10. **Recommendations from Search and Governance Committee**

- 10.1 Executive Summary from Meeting held on 16<sup>th</sup> April 2018

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The report summarising the key issues considered by the Search and Governance Committee meeting held on 16<sup>th</sup> April 2018, was received and taken as read.

Feedback on the Board Residential noted the success of the event but recommended that in future years more time be reserved for discussion.

Clerk

**The report was noted.**

10.2 Governance Documents

The report was received and considered and, on the recommendation of the Search and Governance Committee, the following were adopted:

- **The HE Code of Governance**
- **Approval of delegated authority to the Head of HE for Office of Students registration**
- **Post 16 Audit Code of Practice (revised)**

*Vote: unanimous*

10.3 Committee Structure for 2018-19

The Committee Structure for 2018-19 was received **and adopted**. The Chair highlighted the key change in officers.

*Vote: unanimous*

10.4 Role Descriptions

The following Role Descriptions were received following their biennial review:

The Board approved:

- a) Chair's Role Description**
- b) Vice Chair's Role description**
- c) Committee Chairs' Role Description**
- d) Staff Governor Role Description**
- e) Student Governor Role Description**

*Vote: unanimous*

10.5 Terms of Reference

The revised Terms of Reference were received and the Board agreed to approve the following revised Terms of Reference:

- a) Quality and Standards Committee**
- b) Remuneration Committee**

*Vote: unanimous*



Approved

11. **Recommendations from Business Services Committee**

- 11.1 Executive Summary from Meeting held on 23<sup>rd</sup> April 2018  
The report summarising the key issues considered by the Business Services Committee meeting held on 23<sup>rd</sup> April 2018, was received and taken as read. The Committee Chair confirmed that Financial Health was likely to flip between Good and Outstanding for the rest of the year. Property updates had provided assurance, with investment appraisals available for scrutiny.

**The Board noted the report.**

- 11.2 Student Representative Committee Accounts: year ending July 2017  
The Student Representative Accounts for the year ending July 2017 were received. There had been a draw down on some of the significant reserves to purchase items identified through the Learner Voice. The accounts remained healthy.

**The Board noted the Student Representative Accounts for the year ending July 2017.**

- 11.3 Bank Loan Amendment  
The report was received and the Committee Chair confirmed that since the introduction of FRS102, banks had reviewed and updated loan covenants.

The Board agreed to approve the revised loan covenants and agreed

**a) To apply the seal to the revised Santander Loan Covenant**

**b) To adopt the Lloyds Bank amendment letter resolution**

*Vote: Unanimous*

- 11.4 Student Residential Accommodation  
This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the confidential minutes.
- 11.5 Non Levy Apprenticeships  
This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the confidential minutes.

The report was **received and noted**

**PART 3: REPORTS AND MINUTES FOR INFORMATION**

12. **Reports**

The following reports were **received and noted**.

- 12.1 Opportunities and Development Risk Register  
12.2 Management Accounts

Approved

- 12.3
  - ESFA letter of confirmation
  - Financial Dashboard
- 12.4 Property Update
- 12.5 Governors attendance and training
- 12.6 Governance Report
- 12.7 Sealing Report

13. **Minutes**

The following minutes were **received and noted.**

- 13.1 Audit and Risk Assurance Minutes 7<sup>th</sup> March 2018 *Draft*
- 13.2 Quality and Standards Minutes 26<sup>th</sup> March 2018 *Draft*
- 13.3 Search and Governance Minutes 16 April 2018 *Draft*
- 13.4 Business Services Minutes 23<sup>rd</sup> April 2018 *Draft*

14. **Confidential Minutes**

The following confidential minutes were **received and noted:**

- 14.1 Search and Governance Confidential Minutes 16 April 2018 *Draft*
- 14.2 Business Services Confidential Minutes 23 April 2018 *Draft*

15. **Date of scheduled meeting for 2017/2018**

Friday 6<sup>th</sup> July 2018

**Dates of scheduled meetings for 2018/2019**

Friday	5	October	2018
Friday	7	December	2018
Friday	8	February	2019
Friday	3	May	2019
Friday	5	July	2019

AoB The retiring Business Support Staff Governor joined the Board for lunch and the Chair thanked him for his seven years on the Board, particularly his support in the transition to paperless meetings, and marked his contribution with a small gift.