

Approved

EXETER COLLEGE FURTHER EDUCATION CORPORATION

CORPORATION BOARD

Minutes of the meeting held on Friday 6th October 2017 in the Boardroom, Hele Road, Exeter College

Present

David Allen	Chair
Emma Webber	Vice. Chair
John Laramy	Principal
Bindu Arjoon	
David Batho	
Philip Bostock	
Sarah Brampton	
Chris Hoar	
Kira Lewis	
Craig Marshall	
Aimee Mitchell	
Martin Owen	
Michelle Pugh	
Matt Roach	
Dave Underwood	

Observers

Jo Matthews	Co-opted
<i>To Item 7</i> Kylie Joyce	

Apologies

Mark Goodwin
Glenn Woodcock

In Attendance

Rob Bosworth	VP Schools, Partnerships & Curriculum
Steve Campion	VP Finance & Business Operations
Julie Skinner	VP Standards and Student Experience
<i>Item 6 only</i> Emma Fielding	Assistant Principal
Barbara Sweeney	Clerk to the Corporation

Action

1. Welcome, Apologies and Declarations of Interest

The Chair welcomed members to this the first meeting of the academic year and his first as Chair. He thanked the previous Chair, the Principal and Clerk for the smooth transition.

In his introductory remarks the Chair pointed out that institutions mainly failed through a failure of governance. It was therefore important even for an outstanding Board like the College's to remain eternally vigilant and avoid complacency. The aim should be always to be better than our previous best. He was available to all Governors (either direct or via the

Clerk) and operated on an assumption of no surprises and partnership working. The voices of all Governors was of equal importance. The board must be alert to the risk of group think and avoid false consensus.

The role of the Chair was to run the Board and that of the Principal was to run the College. There must be time for debate and discussion to reach decisions. The Board must cherish its stewardship responsibilities, passing the College on to future generations of Governors in an even stronger position.

Finally, the Chair confirmed that in recognition of outstanding outcomes, the Head of Humanities would be joining the Board for lunch together with members from the College Advisory Team and their responsible Assistant Principal, in recognition of the remarkable student recruitment against a backdrop of falling demographics.

Apologies were received

Bindu Arjoon declared an interest in item 5.2 Principal's Strategic report for items relating to planning, item 10.2, Property Update, and item 13.2, Opportunities and Developments Register as Director, Exeter City Council.

David Batho and Martin Owen declared an interest in item 5.3, cost of living pay award, as staff governors.

The Chair wished the Board to be aware that his son had recently enrolled at the college to pursue A level studies in humanities.

2. **Minutes of Meetings**

- 2.1 The minutes of the meeting held on 5th July 2017, as circulated, were agreed and signed by the Chair.
- 2.2 The confidential minutes of the meeting held on 5th July 2017, as circulated, were agreed and signed by the Chair.

3. **Matters arising**

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

4. **Appointments** **Student Governor representing 19+**

A manifesto of the successfully elected 19+ student Governor was tabled and the Chair confirmed that Caleb Stevens had been elected 19+ Student Governor with 61% of the vote. Elected by his peers, his appointment was for noting only.

The Board agreed:

- a) **To note the appointment of Caleb Stevens as 19+ Student Governor with immediate effect for one academic year to 31 July 2018** BHS
- b) **To appoint Caleb Stevens to the Quality and Standards Committee for the 2017-18 academic year.** BHS

Vote: Unanimous

5. **Strategic matters**

5.1 College Priorities for 2017-18

- including Teaching and Learning Priorities

This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the Confidential Minutes.

5.2 Principal's Strategic Report

- including Student Recruitment

This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the Confidential Minutes.

5.3 Cost of Living Pay award

This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the Confidential Minutes.

Emma Fielding, Assistant Principal joined the meeting for item 6 only.

6. Student results 2016/17

The presentation was received and Julie Skinner, Vice Principal Standards and Student Experience confirmed that outcomes were the best ever, with 16-18 results at all levels and all lengths currently standing at 87.1%. For 19+ there was a 4% increase in the success rate to 88.4%. Apprenticeship overall success rates and timely success rates were both outstanding, and significantly above national average. There was also significant improvement in Functional Skills success rates. Progression was strong and there would be a further update in December 2017 when UCAS data was available. Internal progression was a key focus for the year. Progress, or value added, was exceptional for A Levels, with improvement in Vocational, Maths, and English. Julie confirmed that based on the above, the Board would be invited to consider a grade 1 for the Self-Assessment Report when it received it for approval in December 2017.

Emma confirmed that it had been a very positive results day and updated the Board on the key headlines. The pass rate for A2 was 99% against a national average of 97.3%. 57.2% achieved high grades (A*– B) compared to 53% in 2016 and 48% in 2015. Therefore the focus on

improving high grades had been effective. For AS, the pass rate was 89%, down 2%, but the same as the national average.

Areas of outstanding performance included several subjects which had undergone the intensive care process demonstrating its impact. The performance of linear subjects was particularly significant given that they had been new specifications with no past papers to help. Notable strengths included the progress of students with a B and C entry profile and also outcomes for more challenged students. The Board noted areas for development.

Turning to value added, Emma celebrated the improvement in ALPs scores to a high 3, putting the College in the top 13% for distance travelled. The tension between success and value added had been well managed and the College had achieved outstanding outcomes in both. Value added for AS showed that learners were at the expected level after year one. Emma reinforced that whilst results were not outstanding for AS level, it was the two year programme which was important and showed a positive picture.

There was a 100% pass rate for the IB, with an average score of 34 (up 2 on last year) and with 5 students achieving over 40 points (putting them in the top 5-10% in the world), with one student achieving the maximum of 45 points. There was a slight decline in learner numbers and retention was an issue on which the College was focussing, albeit IB retention was measured over two years unlike other programmes where it was over one. Ten of the 13 students with offers from Oxbridge had been successful in securing their place.

The national policy for all learners who had not achieved level 2 in English and maths to retake them remained a significant challenge and the numbers of candidates sitting exams (over 1000), put extensive pressure on the examinations systems. Next year season would be even more challenging because of a number of simultaneous exams.

The introduction of the Delta and Echo streams had been effective. This differentiated programmes, where Echo included learners who had achieved an E prior to coming to the College, and Delta included those who had achieved a D. Nevertheless, progression from Echo to Delta (grade D or 3) was positive.

English results demonstrated success in achieving 67% progression from Echo. For Delta, 46% of learners progressed by 1 level and 21% by 2 levels. This demonstrated the effectiveness of the initiative.

Maths was a more mixed picture. However, 205 Echo learners were included in data who would not have been there in previous years, accounting for 33% of learners. Whilst outcomes were better than for

functional skills, it had been a challenging year, including no shows at examinations, and there would be continued focus in supporting these students.

The Chair of the Quality and Standards Committee endorsed the report and confirmed that, whilst there were some challenges, given the changes in curriculum, the results were outstanding.

The Board commended the outcome and noted the update.

7. Learner Voice Update

7.1 College news

The report was received and taken as read.

The Board noted the report.

7.2 Student Governor's Report

The report was received and Kira Lewis, Student Governor (16-18) highlighted the key points. She confirmed that there had been a successful election of a 19+ student Governor and a University Level Officer had been elected as a new post on the Student Representative Committee (SRC) Team. The SRC had been heavily involved in the enrolment process and there had been strong sales of NUS cards, with better commission, which provided SRC income for reinvestment to support the learner experience.

The Freshers' and Refreshers' Fairs had been positive, with greater outreach and good feedback. It was the first year that vocational students had had access to the Refreshers' Fair.

The SRC continued to have a strong relationship with the Learner Voice. Finally, Kira updated the Board on scheduled activities, including LGBTQ+ and World Mental Health Day, to support Mind, the College charity for 2017-18.

The Board noted the report

8. Board Self-Assessment

The report was received the Chair confirmed that the Board had adopted the Code of Good Governance for English Colleges. During the summer recess the Clerk had mapped evidence of College practice against the ten standards within the Code. The Chair congratulated the Clerk on an excellent piece of professional work.

The Quality and Standards Committee had received an update at its June 2017 meeting on the new format of the College SAR, with evidence provided against impact statements relating to criteria in the Common Inspection Framework. The Governance SAR was the same format against

standards of governance best practice from the Code of Good Governance for English Colleges (March 2015). The standards relating to governance formed the SAR, together with feedback from Governors, and areas where the College did not achieve outstanding would be included in the Quality Improvement Plan (QIP).

The Chair confirmed that the documents had been considered by the Search and Governance Committee with the QIP receiving detailed scrutiny. Many actions would be addressed either at the end of the calendar year, following publication of the Annual Review, or at the end of the academic year.

The Board resolved to

- a) Approve the Governance SAR for consideration by the Quality and Standards Committee as part of the College SAR**
- b) Agree a Governance Self-Assessment rating of Outstanding**
- c) Approve the Governance Quality Improvement Plan (QIP)**

Vote: unanimous

Part 2: REPORTS FOR APPROVAL

The following recommendations were received and the Chair invited the Chair of each Committee to give a brief update on Committee decisions and key items considered at the meeting.

9. Recommendations from Quality and Standards Committee

- 9.1 Executive Summary from Committee Meeting on 18th September 2017
The report summarising the key issues considered by the Quality and Standards Committee meeting held on 18th September 2017 was received and taken as read. The Committee Chair confirmed that a key role for the Committee was to balance the tension between success and value added, which at a time of such significant curriculum change, it was key to monitor. The impact of the College Advisory Team (CAT) was to be celebrated.

The Committee chair reinforced the changes in entry requirements and confirmed that the Committee was content with the approach. The importance of quality of provision of apprenticeships was also a current focus.

The Committee had received feedback from stakeholders to monitor staff and student experience and reports on Internal Inspection provided the

Committee with quality assurance. The update to the Board on results had demonstrated the impact of the Intensive Care process.

The Board noted the report.

9.2 HR Annual report
The Annual HR Report, scrutinised by the Quality and Standards Committee at its meeting on 18th September 2017, was **received and noted.**

9.3 Apprenticeship and Subcontractor Update
The Apprenticeship and Subcontractor report scrutinised by the Quality and Standards Committee at its meeting on 18th September 2017, was **received and noted.**

10 Recommendations from Business Services Committee

10.1 Executive Summary from Committee Meeting on 25th September 2017
The report summarising the key issues considered by the Business Services Committee meeting held on 25th September 2017 was received and noted. The Committee Chair highlighted the key issues.

In addition to the routinely scrutinised “big ticket items” in the College’s Opportunities and Developments Register the Committee had considered partnerships. The report, seen for the first time at the Committee meeting, had summarised the rationale for partnerships, how they were funded and progress to date. The most significant was work on data analytics, and also the health escalator, a virtual college to promote health and nursing careers and had the advantage of being local demand, without the challenges of delivering to a national workforce.

The key issues in the Property update were summarised and the Committee had commended the delivery of the Technology Centre extension ahead of time and under budget. The 3G pitch was progressing and demand for the facility was high. Summer works had included projects to improve staff rooms.

The Committee had received assurance that, following the Grenfell Tower disaster, fire safety checks had been carried out and the College was compliant with the required standards.

The Board agreed to

Note the report

10.2 Property Matters

Approved

This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the Confidential Minutes.

10.3 Financial Regulations

The report was received. The Financial Regulations had been updated to reflect the changes in job titles in structure of the Senior Leadership Team.

The Board agreed to

Approve the updated Financial Regulations

Vote: Unanimous

10.4 Advice Recruitment and Marketing Annual Update

The presentation was received and the Chair of the Business Services Committee confirmed that the Committee had scrutinised the circulated Advice Recruitment and Marketing update and that the positive recruitment, rare in the sector, was a testament to the effectiveness of the team, particularly given the challenges.

The Board noted the presentation

11. **Recommendations and key issues from Audit Committee**

11.1 Executive Summary from Committee Meeting on 20th September 2017

The report summarising the key issues considered by the Audit Committee meeting held on 20th September 2017 was received and noted.

The Committee Chair confirmed that the Committee had received three internal audit reports on core financial controls, apprenticeship student records (both with low overall risk) and the follow up on recommendations from earlier reviews to provide assurance that progress towards recommendations were on track. The Committee had also received assurance on information security and preparations for changes to the General Data Protection Regulations (GDPR) which were coming into force on 28 May 2018.

The Committee's recommendations under items 11.3 to 11.6 were confirmed.

The Board noted the report.

11.2 **Risk Assurance**

- Risk Register

The updated risk register was received.

- Deep Dives

The report was received. One of the recommendations during governors' appraisals was that the Committee take a deep dive into issues on the risk register. It was agreed that this would add value, with one deep dive per meeting, in areas not included in the Internal Audit Programme, or where the risk straddled a number of committees. Managers and governors with specific expertise in the subject would be invited to the meeting, with managers presenting, and governors seeking assurance through points of clarification and questioning. Used in other sectors, Governors recommended that Deep Dives should be clearly and appropriately scoped.

BHS

The Committee recommended that the following risks as subjects of a Deep Dive: Apprenticeship Levy; Staff Recruitment and Adult Funding. In addition it was proposed that safeguarding processes associated with student residential accommodation would be a valuable subject albeit a little too soon. However as this would be subject to an external inspection from Ofsted, it would not be progressed. The risk of compromised IT systems remained a significant risk.

The Board agreed that the following risks be considered in more depth during a Deep Dive, one per meeting:

- a) IT Security**
- b) Adult Funding**
- c) Apprenticeship Levy**
- d) Business Continuity**

Vote: unanimous

The Board unanimously agreed the resolutions in items 11.3-11.6

- 11.3 **To approve the Internal Audit Service Annual Report 2016-7**
- 11.4 **To approve the Internal Audit Service Risk Assessment and Plan for 2017-18.**
- 11.5 **To approve the External Auditor's Audit Plan for the year ending July 2017.**
- 11.6 **To approve the updated Anti Bribery Policy**
- 11.7 Information Security
The report was received and **noted.**

12. **Recommendations and key issues from Search and Governance Committee**

- 12.1 Executive Summary from Committee Meeting on 2nd October 2017. The report summarising the key issues considered by the Search and Governance Committee meeting held on 2nd October 2017 was received and noted. The Chair highlighted the key issues.

As a public sector institution with outstanding governance, recruitment to the Board should aim to attract members to reflect the community which the College served and reach out to minority groups. Advertising in parallel with headhunting would increase reach. A more diverse membership would be a positive and mitigate the risk of group think.

The Committee had discussed vacancies and agreed the skills gaps and would advertise and headhunt to produce a list of potential candidates.

There had been an item to discuss succession planning, particularly considering the Quality and Standards Committee where the current Chair had been in office for three years. Following approval by the Board at its last meeting Governors had considered possible candidates for an exceptional third term.

During the appraisals of members of the Business Services Committee in April 2017, the issue had been raised that whilst finance and resources were included in the Committee's Terms of Reference, there was no scrutiny of any people related issues or the impact of human resources. The rationale was the link between people and quality, with Ofsted seeing HR as a quality issue. The Committee had therefore agreed to retain the status quo, with the Quality and Standards' Terms of Reference including the quality element of HR and the Business Services Committee monitoring pay costs as a percentage of spend. It would also receive the HR Annual Report for information.

The scheduled review of routine governance documents would be biennial, to mirror the process for College documents.

The Board noted the report.

- 12.2 Instruments and Articles
The report was received. The College must be responsive and agile. With many decisions strategic as well as operational, the Board needed to be more agile to enable decision making between meetings, and not to resort unduly to delegated powers.

Approved

Following the Government's "Freedoms and Flexibilities" report in June 2010, it was possible for Colleges to change Instruments and Articles (I and As) by resolution of the full Board, and the inclusion of written resolutions, including by email would address the need for greater agility. Such provision should be used sparingly for urgent but appropriate resolutions.

The Board agreed to

Approve the revised Instruments and Articles to permit written resolutions.

Vote: unanimous

- 12.3 Amendment to Standing Orders.
The report was received and the Board considered the amendment in the light of the previous resolution.

The Board agreed to

Approve the revised Standing Orders

Vote: Unanimous

BHS

- 12.4 Policies
The updated Governance Policies were received, having been reviewed as part of the routine biennial process and, subject to one amendment to the Appointments Policy, the Board resolved to approve the following Policies:

- a) Appointments Policy**
- b) Associates Policy**
- c) Attendance at meetings**
- d) Complaints Policy**
- e) Conflicts of Interest Policy**

BHS

Vote: Unanimous

PART 3: REPORTS AND MINUTES FOR INFORMATION

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

13. **Reports for Information**

- 13.1 Report on Remuneration Committee

The update was received and the Chair reminded the Board that whilst the annual Financial Statements included Senior Postholder remuneration, at

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a time when there was increased public interest in remuneration, it was good practice to report the processes followed by the Committee to the Board. The Remuneration Committee, comprising the Chairs of all the Committees plus a co-opted Governor with legal expertise, met biannually, just after appraisal meetings with the Senior Postholders and the Chair and Vice Chair and the Principal. Decisions were based on the individual's contribution with reference to sector benchmarking data. The Board had resolved to delegate decision making powers to the Committee through approval of the Terms of Reference.

The Board noted the update.

- 13.2 Opportunities and Development Risk Register
- 13.3 Forecast Outturn 2016/17
- 13.4 Governance Report
- 13.5 Sealing Report

14. Minutes for information:

- 14.1 Quality and Standards Minutes 18 September 2017. *Draft*
- 14.2 Audit Committee Minutes 20 September 2017 *Draft*
- 14.3 Business Services Committee Minutes 25 September 2017 *Draft*
- 14.4 Search and Governance Committee Minutes 2nd October 2017. *Draft*

15. Confidential Minutes for information:

- 15.1 Business Services Committee Confidential Minutes 25 September 2017 *Draft*
- 15.2 Search and Governance Committee Confidential Minutes 2 October 2017. *Draft*

16. Dates of scheduled meetings for 2017/2018

Friday	8 th	December	2017
Friday	9 th	February	2018
Friday	4 th	May	2018
Fri	6 th	July	2018

The Board was joined for lunch by the Head of Humanities, members of the College Advisory Team and their responsible Assistant Principal, in recognition of their outstanding contributions.

Chair: