

EXETER COLLEGE FURTHER EDUCATION CORPORATION

CORPORATION BOARD

**Minutes of the meeting held on Friday 7th December 2018 in the Boardroom,
Hele Road, Exeter College**

Present

	David Allen	Chair
	Emma Webber	Vice Chair
	John Laramy	Principal
	Heather Ancient	
	Bindu Arjoon	
	Sue Clarke	
<i>From item 5.2</i>	Mark Goodwin	
	Chris Hoar	
	Sonja Longmore	
	Aimee Mitchell	
<i>From item 5.1</i>	Stewart Noakes	
<i>From item 5.1</i>	Michelle Pugh	
	Matt Roach	
	Glenn Woodcock	
	Cassandra Wood	

Observers

Alison Layton-Hill	Clerk elect
Kelly Tucker	PA to Principal and Clerk

Apologies

Sarah Brampton
Ben Gardner
Jacob Harris
Dave Underwood
John Coombs(co-optee)
Jo Matthews (co-optee)

In Attendance

Rob Bosworth	VP Schools, Partnerships & Curriculum
Steve Campion	VP Finance & Business Operations
Malcolm Walsh	Deputy Vice Principal Engagement People and Performance
<i>Item 7 only</i> Richard Brine	
Barbara Sweeney	Clerk to the Corporation

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

The Chair welcomed members to the last meeting of 2018. He particularly welcomed Sonja Longmore, elected Teaching Staff Governor, Alison Layton- Hill, Clerk elect and Kelly Tucker, PA to the Principal and Clerk.

He updated the Committee on the process to appoint the new Clerk and provided assurance regarding capacity and mitigations to any risk of potential conflict of interests. He thanked the interim Clerk for her support.

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.

Mark Goodwin, Deputy Vice Chancellor, University of Exeter, declared an interest in items relating to the University.

Glenn Woodcock, Member of Council, University of Exeter, declared an interest in items relating to the University.

Chris Hoar, Partner Michelmores, declared an interest in item 7, IoT.

2. **Minutes of Meetings**

2.1 The minutes of the meeting held on 5th October 2018, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 5th October 2018, as circulated, were agreed and signed by the Chair.

3. **Matters Arising**

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

4. **Appointments**

4.1 Teaching Staff Governor

The manifesto for Sonja Longmore as received and the Chair confirmed that the voice of Staff and Students was vital to the Board.

The Board agreed:

- **To note the election of Sonja Longmore as Teaching Staff Governor with immediate effect for a four year term of office from 7th December 2018 – 6th December 2022**

- **To note the appointment of Sonja Longmore to the Quality and Standards Committee for the 2018-19 Academic year (agreed by Board resolution on 4 May 2018)**

4.2 External Governor Update
The Chair provided an update on progress towards external appointments.

The Board noted the update

5. **Chair's Matters**

5.1 Update on Association of Colleges (AoC) Conference
The Chair updated the Board on the annual AoC Conference held in Birmingham in November 2018. The mood was downbeat as austerity and the focus on Brexit impacted on infrastructure within the sector and beyond. The AoC CEO was energetic, but little movement on key issues was demoralising. Only Institutes of Technology (IoTs) and T levels were on the Government's radar. On a more positive note, the conference had provided an opportunity to understand the regional position within the sector. Also, it had been valuable to note the strategic influence of elected mayors in influencing the flow of money in their regions. The Southwest needed to be more strategic to secure money as a part of a devolved settlement.

The Chair had congratulated Petroc College on coming first in the FE Week league. Whilst the College had dropped to joint 7th because of the impact of adult destinations, it was 2nd nationally for employer engagement. The College had also been shortlisted for the TES College of the Year Award.

5.2 **Written Resolutions**
The register of written resolutions taken since the last Board meeting was **received and noted.**

5.3 Board Self-Assessment
The report, including the process for Governance Self-Assessment, was received, together with the updated Code of Good Governance for English Colleges, a narrative of the Board and Committees' discussions on strength and 'even better ifs' and the Quality Improvement Plan for 2018-19 emanating from the agreed 'even better ifs'. The documents were an accurate reflection of Governor discussions.

The QIP for 2017-18 had been reviewed at each meeting of the Search and Governance Committee and that the actions were all completed.

The Board agreed to

- a) Approve the Governance SAR for 2017-18**

b) **Approve the Governance Quality Improvement Plan for 2018-19**

Vote: unanimous

6. **Strategic Matters for discussion**

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.

6.2 Self-Assessment Report

The report and presentation were received and, at the invitation of the Chair, the Chair of Quality and Standards confirmed that her Committee had scrutinised the report, was impressed with the detail and commended the SAR and QIPs to the Board. Malcolm Walsh, Deputy Vice Principal, Engagement People and Performance, updated the Board.

i. QIP 2016/17 outturn

The completed QIP for 2017/18 was received by the Quality and Standards Committee at its meeting on 3rd December 2018 and recommended for Board approval. All actions were complete or had been carried over to the 2018-19 QIP.

Malcolm highlighted some positives including momentum for improvement in English and maths and value added in BTEC, progress with T levels, internal progression and initial steps toward digitalisation of the curriculum. Despite best efforts, there remained challenges in outcomes in GCSE English and maths, commercial income against budget, and staff recruitment to some specialist areas.

ii Self-Assessment Report (SAR) 2017/18

The SAR reflected the Ofsted Common Inspection Framework (CIF). There was a pilot to test a new framework, the Education Inspection Framework (EIF), which would have a more holistic take on the curriculum. Malcolm confirmed an overall self-assessment grade of outstanding, with grade 1s also for each of the four areas: Outcomes for students, Quality of Teaching Learning and Assessment, Personal Development, Behaviours and Welfare and Effectiveness of Leadership and Management.

For each area he highlighted the key strengths and areas for improvement, which were included in the QIP for 2018-19.

All Faculties were rated Good or Outstanding. Foundation maths was identified as a key area for further improvement. All Departments were good or outstanding.

Malcolm highlighted some key achievements in the year, including the best ever A level results, the national STEM Award, the AA rosette for

@34, 17 Oxbridge places secured, and the under 18s Rugby world tour in Japan. Value added scores for A levels put the College in the top 10% of all ALPs providers and Governors were assured that the benchmark was robust as it was only high quality providers who signed up to be included in the ALPs process.

Quality Improvement Plan (QIP) 2018-19

The Quality Improvement Plan for 2018/19 was received and considered. Malcom highlighted the key areas including Foundation maths, embedding a careers strategy, forming a clear well understood policy for work experience, improved consistency on level 2 vocational programmes and marketing to increase the College's reputation for excellence. The Board sought assurance that difficulties in recruiting staff to some curriculum areas were not impacting on learner outcomes. Recruitment to some specialist curriculum areas for T levels would be challenging. Barriers to universal adoption of digital teaching and learning was considered and where there were areas of good practice, this should be shared.

The Board also considered the global issue of rolling out technical skills to keep pace with business demands. There was a need to be bold. This would be considered further at the Board Residential

Clerk

iii. Higher Education Quality Assurance

The completed SAR for Higher Education was received. The report had been scrutinised by the Quality and Standards Committee at its meeting on 3rd December 2018. HE degrees were awarded by external universities, and with concern over the viability of some institutions, Governors sought assurance that mitigations were in place to safeguard validation. Governors also challenged what future skills would be needed and how it should prepare for this. This also would be an area for consideration at the Board Residential.

Clerk

The Board thanked Malcolm for his work and resolved to:

a) Approve the QIP outturn for 2017/18

b) Approve the SAR for 2017/18 and the QIP for 2018/19

c) Approve the Higher Education Higher Education Quality Assurance for the year ending July 2018, required by the funding agency, with the following resolution:

- **The governing body has received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. This included evidence from the provider's own**

periodic review processes, which fully involve students and include embedded external peer or professional review.

- **The methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of our knowledge, robust and appropriate.**
- **The standards of awards for which we are responsible have been appropriately maintained.**

Vote: Unanimous

Richard Brine, Programme Manager, joined the meeting for item 7 only

7. Institute of Technology Update

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

8. Learner Voice update

8.1 College news

The report was received and taken as read. The College was now a showcase for Microsoft products. The Principal confirmed that at the Carol Service on 5th December 2018, circa £1,500 had been raised to go towards the College Charity of the Year.

The Board noted the report.

8.2 Student Governors' Report

The report was received and taken as read. In the absence of the two student Governors, the Principal reminded the Board of the difference between the new Student Governor role and the former role, which had stronger links to the Student Representative Committee (SRC). The Learner Voice and Student Voice were key areas for the Governors to bring to Board. Circulated feedback would be acted on, with progress towards actions shared with the students.

The Board noted the report

Part 2 REPORTS FOR APPROVAL

9. Recommendations from Audit and Risk Assurance Committee

9.1 Executive Summary from Committee Meeting on 21 November 2018

The report summarising the key issues considered by the Audit and Risk Assurance Committee meeting held on 21 November 2018 was received and taken as read. In the absence of the Committee Chair and Vice Chair, Steve Campion, Vice Principal, Finance and Business Operations updated the Board on key issues.

The update on progress to GDPR compliance was supported by a robust Working Group. With the former DPO having taken a new role supporting special projects, the Head of Quality and Compliance had taken on the responsibility. The Committee had considered the ESFA Funding Audit, noting that notwithstanding a refund of circa £10k, there recommended management actions were significant and detailed. For the Governor only item with the external auditors, the Executive had withdrawn, and the Clerk confirmed that there had been feedback from the Auditors on the positive and transparent working relationship.

All other issues were considered under items 9.2-9.4

The Board noted the report

- 9.2 Internal Auditors Annual Report
On the recommendation of the Audit and Risk Assurance Committee, the **Internal Auditor's Annual Report was approved**
- 9.3 Audit and Risk Assurance Committee Annual Report
The report was received and recommended for approval. The Committee had scrutinised the Annual Report, which provided the Board with a review of the work of the Committee and provided assurance that controls were in place.

The Board resolved to:

Approve the Audit and Risk Assurance Committee Annual Report.

Vote: unanimous

- 9.4 **Statutory Accounts**
9.4(i) Key Issues Discussion Document
The report was received and confirmed a smooth clean audit. There had been no change to the agreed plan, no significant findings and no override of manual controls. Assumptions were appropriate and the Financial Statements represented a fair view of the College's position.

The Board resolved to:

Approve the Key Issues Discussion Document.

Vote: unanimous

- 9.4(ii) Regularity Self-Assessment
The report was received. The Committee had reviewed the self-assessment document, and recommended it to the Board.

The Board resolved to:
Approve the Regularity Self-Assessment.

Vote: unanimous

- 9.4(iii) Letter of Representation.
The report was received. The Auditors required the Board to confirm its understanding of its responsibilities by signing the Letter of Representation before the accounts could be finalised. The Board resolved to:

Approve Letter of Representation for signature by the Chair.

Chair

Vote: unanimous

- 9.5 Risk Management
9.5(i) Risk Management Annual Report.
The report was received. The Annual Report summarised the activity relating to risk management for the year.

The Board agreed to

Approve the annual Risk Management Report

Vote: unanimous

- 9.5(ii) Risk Register
The report, which had been scrutinised by the Audit and Risk Assurance Committee, was received.

The Board agreed to

Approve the Risk Register

Vote: unanimous

- 9.6 Audit and Risk Assurance Terms of Reference
The revised Terms of Reference for the Audit and Risk Assurance were received. The only amendment related to membership to reflect best practice in the Audit Code of Practice. Staff Governors were not permitted to be members.

The Board agreed to

Approve the Audit and Risk Assurance updated Terms of Reference

Vote: unanimous

10. **Recommendations from Business Services Committee**

10.1 Executive Summary from Committee Meeting on 26th November 2018. The report summarising the key issues considered by the Business Services Committee meeting held on 26th November 2018 was received and taken as read. The Committee Chair highlighted the key issues.

There had been a good discussion on subcontractor provision. The Property Update had confirmed that outline planning permission was being sought for the Estates Masterplan. The Committee had approved £250k for preparatory works for the IoT centre, which, as part of the Masterplan, would be progressed in parallel with the preparation for the IoT bid.

September 2018 Management Accounts were circulated under item 12.2. There was an early forecast showing an operating deficit. This was due to a fall in HE income and the clawback of Adult Funding by the ESFA. Early identification of savings were key to bring the management accounts back in line as early as possible. The Business Efficiencies Group had been reconvened, and was meeting weekly. On the non-pay side, it had identified £500k to date (£300k recognised in the September 2018 set of accounts).

The College had discussed overdraft facilities with the bank to mitigate the risk that, because of funding phasing, there were identified periods when cash flow was known to be low (March 2019). The receipts from Wear Barton had provided assurance to the bank. Positive discussions were also being undertaken with the bank over one bank covenant where EBITDA would now provide a better metric.

The Board agreed to

Note the report

10.2 Statutory Accounts for Financial Year Ended 31st July 2018:

7.2(i) Exeter College

The draft accounts for Exeter College for the year ended 31st July 2018, which had been reviewed by the Business Services Committee and recommended for approval, were received. The Committee had recommended one change to the narrative to indicate that the move from Outstanding to Good financial health reflected investment in the student experience, which was a positive. Performance was strong but the impact of ten years of flat line funding was evident. The increase in staff costs were noted and the Board was assured that this was due to a range of reasons including pension contributions, increased on-costs, headcount and competitive packages to support recruitment and retention. The Board had also approved a recognition reward.

The Board resolved to:

a) Approve the Exeter College Financial Statements for the year ended 31st July 2018.

Vote: Unanimous

- 7.2(ii) Aplus Training (SW) Ltd
The draft accounts for Aplus Training (SW) Ltd for the year ended 31st July 2018, which had been reviewed by the Business Services Committee and were recommended for approval, were received. The Board resolved to:

Approve the Aplus Training (SW) Ltd Accounts for the year ended 31st July 2018.

- 10.2(iii) Exeter College Services Ltd, formerly Ecole Limited
The draft accounts for Exeter College Services Ltd, formerly Ecole Limited for the year ended 31st July 2018, which had been reviewed by the Business Services Committee and were recommended for approval, were received. The Board resolved to:

Approve the Exeter College Services Ltd, formerly Ecole Limited Report and Financial Statements for the year ended 31st July 2018.

Vote: Unanimous

8. **Recommendations from Quality and Standards Committee**
8.1 Executive Summary from Committee Meeting on 3rd December 2018.
The report summarising the key issues considered by the Quality and Standards Committee meeting held on 3rd December 2018 was received and noted. Whilst a significant part of the meeting had been covered elsewhere on the agenda, the Committee Chair highlighted other key issues.

A member of the Committee had observed a session of the Quality and Resource Review QRR and fully endorsed the process. The outcomes of the Student Induction Survey had been received and scrutinised, with recommendations to build on feedback. There was concern over students' awareness of evacuation processes, but change in personnel in Health and Safety would support action plans and the Board endorsed its firm commitment to Health and Safety.

As an action point following the last Board meeting on 5th October 2018, the Committee had considered the question posed to Governors on how the College continues to grow its reputation for Academic Excellence. The Committee had received an update on current actions and there were plans to focus on a 'Parent Portal', focus on the mix and depth of curriculum offered and to consider the use of marketing. However time

constraints prevailed, and it was recommended that this be a substantive item at the March 2019 Board Residential.

Clerk

With increasing subcontractor provision, the Committee had received assurance on sustaining quality. It also noted the risk on curriculum and success rates associated with the potential sale of Flybe. There had been two positive Ofsted inspections and the Committee had received an update on areas currently under the supporting process of Intensive Care.

Finally the Committee Chair confirmed that the Balanced Score Card for the year had been scrutinised and that targets for the year had been agreed, based on the SAR and QIP. Progression, English and maths, Success Rates and Distance Travelled/Value Added were the key metrics and whilst the final outcomes would be confirmed only once results were known, there were systems in place to monitor progress throughout the year via the QRR sessions and attendance and retention data.

The Board noted the report.

11.2

Annual Safeguarding Audit

Annual Safeguarding Audit

The circulated comprehensive annual report was received and had been scrutinised by the Quality and Standards Committee at its meeting on 3rd December 2018. There was data to demonstrate that students felt safe and a clear focus on mental health of both staff and students, with new activity in wellbeing providing different on-line platforms for engagement.

The Safeguarding Governor endorsed the report and noted that there was good awareness of the areas of concern, which included increasing demand and associated capacity, and mental health. There was also a new issue of gang mentality. These must remain under constant scrutiny. She confirmed her involvement in the recent Ofsted inspection into residential accommodation. Inspectors had clearly been impressed and she commended the team.

In recognition of capacity issues, the Principal assured the Board that investment in safeguarding was high on the agenda, with planned investment resulting from savings elsewhere through vacancy management. Furthermore, the Office for Students had recognised the need for investment in mental health in HE, and would be increasing funding.

The Board noted the report and agreed to

Approve the Annual Safeguarding Audit 2017-18

Vote: unanimous

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 (September 2018)

12.3 Search Committee Annual Report

12.4 Governance Report

The Clerk thanked Governors for their forbearance with recent issues with the online board papers. Control was now in-house and she commended the IT teams for their support.

12.5 Sealing Report

12.6 Chair's Actions

13. Minutes

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

13.1 Audit And Risk Assurance Committee Minutes 212 November 2018 *Draft*

13.2 Business Services Minutes 26 November 2018 *Draft*

13.3 Quality and Standards Minutes 3 December 2018 *Draft*

11. Confidential Minutes

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

11.1 Business Services Confidential Minutes 26 November 2018 *Draft*

12. Dates of scheduled meetings for 2018/2019

Friday 8th February 2019

Friday 3rd May 2019

Friday 5th July 2019