

Approved

## EXETER COLLEGE FURTHER EDUCATION CORPORATION

### CORPORATION BOARD

#### Minutes of the meeting held on Wednesday 6<sup>th</sup> July 2016 in the Boardroom, Hele Road, Exeter College

#### Present

Philip Bostock  
Emma Webber  
John Laramy  
Bindu Arjoon  
David Batho  
John Bunting  
Mark Goodwin  
Elaine Hobson  
Abbie Lawless  
Craig Marshall  
Martin Owen  
Michelle Pugh  
Matt Roach  
Dave Underwood

Chair  
Vice Chair

#### Apologies

David Allen  
Sarah Brampton  
John Coombs  
Chris Hoar  
Jo Matthews  
Silas Welsh

(Co-optee invited to observe)

(Co-optee invited to observe)  
16-18 Student Governor  
designate (invited to observe)

#### In Attendance

Rob Bosworth

Vice Principal Schools,  
Partnerships & Curriculum

Steve Champion

Vice Principal Finance and  
Business Operations

Julie Skinner

Vice Principal Standards and  
Student Experience

*Item 6 only* Emma Fielding

Assistant Principal

*Item 8 only* Hilary Brownlow

Maths Coordinator & Cross  
College Lead for Maths

*Item 6 only* Dee Rowett

Strategic Plan co-ordinator

Secretary

Barbara Sweeney

#### 1. Welcome, Apologies and Declarations of Interest

#### Action

The Chair welcomed members to the last meeting of the academic

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year, particularly the three new Vice Principals who would be attending Board meetings from now on. He also welcomed Abbie Lawless, 16-18 Student Governor, who was attending her last meeting, and thanked her for her contribution and wished her well for the future.

Apologies were received.

Bindu Arjoon declared an interest in item 5.2, Opportunities and Developments Register and item 12.9 Property Update as Assistant Director, Exeter City Council.

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

Dave Underwood declared an interest in item 12.2, as the subject of an approval for reappointment.

2. **Minutes for approval**

2.1 The minutes of the meeting held on 6th May 2016, as circulated, were agreed and signed by the Chair.

2.2 The confidential minutes of the meeting held on 6<sup>th</sup> May 2016, as circulated, were agreed and signed by the Chair.

2.3 The confidential minutes of the meeting held on 18th May 2016, as circulated, were agreed and signed by the Chair.

3. **Matters arising**

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

**Part 1 ITEMS FOR DISCUSSION AND DECISION**

4. **Appointments to Note**

- Student Governors 2016-17

The report, including the manifesto of the 16-18 Student Governor designate was received.

Silas Welsh had been elected as the 2016-2017 SRC 16-18 Student Governor with 35% of the votes (183 votes). Whilst elected by the student body, the Board was required to note the appointment. Silus was currently on leave and unable to attend the final Board meeting of the year as an observer before taking office, as was the usual practice.

A candidate who had come forward seeking nomination for the 19+ Student Governor position was an adult apprentice, employed by the College. Regrettably, the student was ineligible under the Instruments and Articles of Government because they had an employment contract with the College and were classified as a paid employee. The Student Representative Committee (SRC) would seek

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further nominations in the autumn term, ahead of the next Board meeting.

The Board agreed:

**To note the election of Silas Welsh as Student Governor representing 16-18 year old students and for him to join the Board from 1st August 2016 for one year to 31 July 2017**

*Vote: Unanimous*

## 5. **Strategic Matters**

### 5.1 Senior Leadership Update

The report, including a revised organisational chart for College managers, was received and the Principal confirmed the changes to the original version which had been approved following his appointment. Subsequent appointments and career moves had created new opportunities to deliver a structure which was better fit for purpose.

The Assistant Principal currently responsible for a number of commercial and employer facing roles, including apprenticeships, had resigned to take up a new post in the Midlands. The current high profile of apprenticeships and the significant impact on College income of the Apprenticeship Levy meant that this was a key area, and too great to be part of a portfolio. Having reviewed the Senior Leadership Team (SLT) structure, the Principal had concluded that there was an opportunity to secure greater value for money by reducing the number of Assistant Principals and creating new Director roles within the College management team for a number of areas, key to the success of the College. Current issues high on the agenda included Learning and Performance, Vocational Education, Commercialisation, and Apprenticeship and Employer engagement.

The Senior Leadership Team was now complete, following recruitment to the Assistant Principal post made vacant by the appointment of the Vice Principal, Standards and Student Experience. Directors' posts would be filled after the summer break and would be internal appointments to provide stretch and challenge, and aid retention of high performing managers.

Two special projects were included in the structure. The Principal confirmed that these were additional responsibilities added to the current roles of members of CLT. Although not part of the organisational chart, they were included for completeness.

Finally, the Principal updated the Board on recruitment to the post of Head of Sport Leisure and Tourism. He confirmed that with the current pace of change it was important to scrutinise every vacancy rather than automatically replace like for like.

The draft organisation chart had been scrutinised and approved under

delegated authority by the Remuneration Committee at its special meeting on 27<sup>th</sup> June 2016. Governors requested a populated version of the organisational chart. BHS

### **The Board noted the approved College Management Structure**

- 5.2 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.
- 5.3 Area Review update  
The report was received and the Principal confirmed that the Skills Funding Agency (SFA) had confirmed that the Area Review would start in November as scheduled, with the first meeting potentially on the 9<sup>th</sup> November 2016.

Copies of the Devon College Group brochure were tabled. This had emanated from the Devon College Group, at which the College was now represented by the Principal. Working under a memorandum of understanding, it was agreed that 16-18 provision was not up for debate but that there were some curriculum areas where there was potential for consolidation. The brochure served as a positioning paper ahead of the Area Review. Governors were invited to consider the document and provide feedback via the Clerk. Whilst still a draft in need of textual refinement, it was agreed that a map illustrating geography and travel to learn distances would add value. It was also noted that the Area Review would also cover Somerset and Cornwall and it was important to make explicit the distances involved.

Feedback from areas which had already gone through the process indicated significant work for senior managers and Chairs. There was little change in colleges with sound financial positions and verified quality. Three year trends were key. The Board considered recent leadership changes in local colleges.

A headline questionnaire with a key summary and a more detailed questionnaire was required ahead of the two day site visit, probably in October, during which employers would be interviewed. A key element of the headline questionnaire was the summary. If well written, the Commissioner might include this in the final review document. Feedback from other colleges who had gone through the process had provided helpful guides to what was required such as room utilisation. Relationships with banks had not been adequately scrutinised in failing colleges and would be tested during the site visits.

It was proposed that an Area Review Task and Finish Group (the Group) be formed to scrutinise submissions and consider developments and potential options on behalf of the Board. Draft Terms of Reference were received and considered and, unless specifically delegated by the Board, the Group would have no powers

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to make decisions, but could make recommendations to the Board. Proposed dates for meetings were circulated and those Governors interested in participating were invited to contact the Clerk. In addition to the Chair, Vice Chair and Principal, the Group would comprise a cross section from the Committees.

The Board agreed

**a) To note the update**

**b) To approve the Terms of Reference for the Area Review Task and Finish Group**

**c) For Governors interested in sitting on the Area review Task and Finish Group to contact the Clerk by the end of the meeting**

*Dee Rowett, Head of English, Languages and IB and Strategic Plan Coordinator, joined for item 6 and item 7.1 (part)*

## 6. **Strategic Plan**

The report and presentation were received and Dee and Steve updated the Board on progress towards the new Strategic Plan. There had been significant consultation with internal stakeholders including students, staff and Governors, with a renewed focus since the appointment of the new Principal and Senior Leadership Team. The timeline was confirmed, with a draft of the Strategic Plan circulated in advance at this meeting and the final version to be received and, if content, approved by the Board at its meeting on 7<sup>th</sup> October 2016 ahead of the Area Review in November 2016.

The key themes echoed the four dimensions which had been identified by the new Principal during his recruitment and further developed since his appointment. These were: Exeter Sixth Form Centre, Apprenticeships and Employment, Adult Training and Learning, and Exeter College University Centre. Each should have identity and purpose and the Plan should provide direction and ambition.

Dee highlighted key quotes from a range of stakeholder consultations. Value statements should be student centred, strive for excellence and be ambitious. Feedback had advised caution that some concepts were overused. "Inclusiveness" was in danger of becoming meaningless through overuse, and some phrases were too closely associated with Ofsted and inspection. A core value from the last Strategic Plan of "developing staff" was not recognised universally as having been achieved, and would need further work during the life of a new Plan.

Visual identity would be important and use of a range of media would help to enliven the Plan. A review of Strategic Plans from other institutions within and outside the sector identified good practice and Dee illustrated this with a video produced by the University of Exeter to promote its mission.

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The Board was invited to participate in a group exercise to identify aspects of the draft Strategic Plan which it liked, and which should be amended or dropped.

Feedback indicated the Board was positive about the following:

- Including objectives and what success looked like.
- Colour coding and strong visuals.
- Inclusion of the "Staff Voice" – building on the existing concept of the Learner Voice.
- The four key dimensions.
- The "Values" section, which built a rich picture of the College.

Areas for amendment and further consideration were:

- Value 7 needed rewording. It was currently too inward looking and needed to also focus on external stakeholders
- External views need to be included, since the College was there to serve the local community. External stakeholder focus groups would add value.
- There was inadequate use of the word "community."
- Extracurricular activity needed more mention.
- There were no overlaying strategic priorities. The model of the four dimensions should also have a link back to the central point of "Exeter College."
- The document was word rich and needed to be more concise.
- There should be greater use of pictures and images. Glasgow College's Plan was a good example of reflecting inclusivity through a photograph.
- There should be greater use of colour, with maps and a summary page.
- There needed to be reference to planned growth, differentiating between "good" growth and "bad" growth.
- Growth must be in the context of retaining certain principles such as financial integrity and core business. Any growth should be measured against agreed criteria.
- There should be greater clarity about the target audience. Learners, parents, the Board, students, staff and external stakeholders would all see the Plan though a different prism.
- Consider different versions with a single overarching document which was punchy and contained within a single page.
- Mission, values, guiding principles and vision were synonymous in the context of a Plan.
- There was no mention of governance, a key aspect in many colleges which had encountered recent problems.

The feedback was collected and would inform the final Plan and the Board agreed to

**Note the draft Strategic Plan.**

Approved

7. **Learner Voice update**

7.1 College news

The report was received and taken as read and the Principal updated the Board on successes since the report was written. IB results had just been received. With a pass rate of 96.7%, and four students scoring over 40 points and nine over 36 points, it was the best outcome ever. The programme was increasing learner numbers and all those passing this year would progress to their first choice university. The Board commended the result and the work of the Head of English, Languages and the IB and her team.

Two students had reached the regional finals of the World Skills competition and would go on to the national finals. Over the weekend the debating society had taken part in the national finals, competing against predominantly independent schools and had been narrowly beaten by the favourites, albeit split decisions. However a College student had been awarded second prize overall as individual debater.

There had been a strong return in the recent staff survey. This provided validity of the responses which were mainly positive. The strength of staff engagement was also illustrated by the high attendance at the annual end of year summer barbecue.

**The Board noted the report.**

7.2 Student Governor's Report

The report was received and Abbie highlighted the key issues at what was her last Board meeting. She updated the Board on the outcome of the elections for the 2016-17 Student Representative Committee officers.

Abbie confirmed the final fundraising result for the College Charity, Teenage Cancer Trust, was an impressive circa £14,000, over double the original the target (with 10% going to the local cancer support charity FORCE). The process for choosing the College Charity had changed and meant that with one charity taking 100%, it was now possible for local charities to benefit in full. The 2016-17 Charity of the Year was Devon Air Ambulance, nominated by students and chosen by a ballot of the whole student body.

The Chair thanked Abbie for her contribution over the year and presented her with a small gift of a book token as a mark of the Board's gratitude and wished her well for the future.

**The Board noted the report**

*Emma Fielding, Assistant Principal and Hilary Brownlow, Maths Coordinator & Cross College Lead for Maths, joined for item 8.*

8. English and Maths Strategy

The report and presentation were received and Emma and Hilary talked to the presentation. Although challenging for the whole sector,

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progress at the College was positive and it had a national reputation for how it had embedded the mandatory programme for all learners who had not achieved level C or equivalent in maths and English. The growth in learner numbers was significant with a 96% increase for English and over 380% for maths. This had implications for teaching staff. Cross College leads for both English and maths had been appointed and the challenge had been embraced across all faculties as a united front.

The update was a cause for celebration, with the College above the national benchmarks for every line. 99.5% of those eligible were on English and maths programmes, meaning that funding was secure. The remaining were EU students, where guidance was unclear. The Education Training Foundation (ETF) had used the College as an exemplar in a video on embedding English and maths. Filming had taken place in vocational faculties, demonstrating how they valued maths and English in their disciplines. As a result the College had received many visitors to look at best practice.

Learners had not been motivated to succeed during their several years at school and so it was important to try new methods to engage in the short time that the College had to address the lack of success. A poster competition had also promoted the benefits and the College was not apologetic for the mandatory programmes.

As a key issue for Ofsted, it had listed the characteristics of high quality teaching in English and maths. The College complied with each. Diagnostic assessment on enrolment was key and was best done by the College on arrival as there was a decline in skills over the summer after leaving school. It was also an important tool for the College to support progress. However, the assessment could be improved and the College proposed developing its own. A learner tracker would be introduced to enable learners and tutors to monitor progress, since although English and maths teachers worked alongside faculties, tutors did not deliver the programmes and needed shared information to support learners.

Hilary alerted the Board to the challenges. With such sustained growth, staffing was a particular issue, with associated timetabling. It was important to look after the dedicated and motivated team. New national performance indicators required stretch, which would impact on outcomes. There were also major changes to GCSE, moving to a linear model with numerical outcomes. The current grade C did not map exactly to a numerical equivalent. It was also likely that the threshold for those requiring continued English and maths would change, leading to greater learner numbers.

Whilst the picture was positive the landscape remained dynamic and challenging and annual updates to the Board were recommended.

**The Board noted the update.**

Approved

## **Part 2 ITEMS RECOMMENDED FOR APPROVAL**

### **9. Recommendations and key issues from Business Services Committee**

9.1 Executive Summary from Committee Meeting on 27<sup>th</sup> June 2016  
The report summarising the key issues considered by the Business Services Committee meeting held on 27<sup>th</sup> June 2016 **was received and noted**. The Committee Vice Chair highlighted the key issues, particularly the creation of a lecture theatre as part of the summer works, which would increase capacity and provide potential commercial income.

9.2 Provisional Budget for 2016-2017  
This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the confidential minutes

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

9.4 Student Representative Committee Constitution  
The report, which had been scrutinised by the Business Services Committee, was received. The Board agreed to

#### **Approve the Students Representative Committee Constitution.**

*Vote: unanimous*

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

### **10. Recommendations from Quality and Standards Committee**

10.1 Executive Summary from Committee Meeting on 6<sup>th</sup> June 2016  
The report summarising the key issues considered by the Quality and Standards Committee meeting held on 6<sup>th</sup> June 2016 was **received and noted**. The Committee Chair highlighted the key issues.

Risks for which the Committee was responsible had been scrutinised with recommendations for amendments to risks and mitigations when next reviewed by SLT. Updates on the Learner Voice had shown strong engagement, with a record number of tutor reps and new officers on the Student Representative Committee for apprentices and HE learners.

Notwithstanding the positive strategies outlined in item 8, the challenge of the English and maths programme was impacting on

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retention data. Future reporting would include the opportunity to drill down and isolate data. Key Performance Indicators were being reviewed to enhance monitoring key metrics, particularly value added. In-year data would support more focussed monitoring, and given the dynamic nature of the sector and its quality measures it was important to keep to a finite number of indicators.

The Committee commended the outcome of the Business and IT Faculty internal inspection. Together with the positive Quality and Resource Review, this demonstrated significant improvement reflecting sound processes, well executed.

## 11. **Recommendations from Audit Committee**

### 11.1 Executive Summary from Committee Meeting on 15<sup>th</sup> June 2016

- Subcontractor assurance report for noting  
The report, including the Subcontractor assurance report, was received. In the Committee Chair's absence the Vice Chair updated the Board on the key issues considered by the Committee at its meeting on 15<sup>th</sup> June 2016.

The Committee had sought assurance that mitigations were in place to control the risk of fraud, citing an example where the spouse of the Principal in another college had allegedly received substantial remuneration for contract work undertaken for the college. In addition to documented policies and procedures, the "tone" of a college was key, and often override of controls was cultural. Integrity and strong leadership behaviour, starting with the Board, was critical.

The Subcontractor assurance report had been commissioned to satisfy funding requirements and the independent review tested compliance against an SFA framework. Nothing was found and the College was compliant. The requirement for an audit had been included in SFA guidance, but missed, along with many other colleges. This had triggered the independent review and new processes were now in place to avoid future breaches.

Although the procurement review was clean, with only two advisory recommendations, Steve confirmed that additional mitigations had been introduced to further reduce risk, and independent specialists were now being engaged to manage tenders.

Finally there was an update on the ongoing management of IT security. There was a rolling review, as different risks arose, with constant review of mitigations. The issue was wider than just the FE sector.

**The Board noted the report and that the College was compliant with SFA funding requirements.**

Approved

11.2 Risk Management update

- Risk Register
- Risk Heat Map

The report and updated Risk Register and Risk Heat Map were received.

**The Board approved the Risk Register and Risk Heat Map**

*Vote: Unanimous*

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

12.1 Executive Summary from Committee Meeting on 16<sup>th</sup> May 2016

The report summarising the key issues considered by the Search and Governance Committee meeting held on 16<sup>th</sup> May 2016 was **received and noted**. The Chair highlighted the key issues not elsewhere on the agenda.

The recent appraisal process has gone well and resulted in an Action Plan, to which the Clerk was working. The process to appraise all governors biennially, with new members and Committee Chairs only in intervening years, meant that in 2016-17 a full review of all Governors was due.

12.2 Appointments for approval.

The report, including draft Terms of Reference for Patrons, was received and the Chair updated the Board on the recommendations.

- Patrons

There was an increasing, albeit small, cohort of alumni and other high profile individuals who already did or could serve the College as ambassadors and friends. Such individuals would not serve on the Board in any capacity but, as an ambassadorial role, the honorary appointment would support the Board and the College in developing partnerships and celebrating achievement. As with the current Associates, the role would enjoy the benefit of invitations to College events such as Graduation and the Carol Service. But unlike Associates, the role would not be time limited, but subject to review by the Search and Governance Committee. Both Associates and Patrons would be required to sign the Code of Conduct.

At its meeting on 16<sup>th</sup> May 2016 the Search and Governance Committee had agreed that such a role would benefit the College and the Board, and recommended the role of Patron and the draft Terms of Reference to the Board for approval.

**The Board resolved to**

**a) Approve the creation of the role of Patrons of Exeter College**

**b) Approve the Terms of Reference for Patrons**

Approved

*vote: Unanimous*

The Chair confirmed that at the same meeting the Committee had considered the appointment of Michael Caines as the College's first Patron, and unanimously recommended the appointment to the Board.

**c) The Board approved the appointment of Michael Caines as Patron of the College with immediate effect.**

*vote: Unanimous*

*Dave Underwood withdrew for the remainder of item 12.2*

- Reappointments

The report was received and the Board agreed to

**d) Appoint Dave Underwood for a second term of office from 12<sup>th</sup> October 2016 to the 11<sup>th</sup> October 2020**

*vote: Unanimous*

The Clerk updated the Board on progress towards appointing a Governor representing the secondary schools. An approach had been made and the potential candidate was considering their capacity to effectively carry out the role. **The update was noted.**

12.3 Committee Membership and Officers 2016/2017

The proposed Committee membership for the next academic year was received.

On the recommendation of the Search and Governance Committee the Board resolved to

**Approve the proposed Committee Membership for 2016/17**

*Vote: Unanimous*

12.4 Code of Conduct

The report was received. The provenance of the document was Eversheds' Code of Conduct 14<sup>th</sup> Edition. The Board agreed to:

**Approve the Code of Conduct Further Education College's Version, Fourteenth Edition.**

*Vote: unanimous*

12.5 Terms of Reference

The annually reviewed Terms of Reference for all Committees was

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received.

**The Board approved the revised Committees' Terms of Reference**

*Vote: unanimous*

- 12.6 Governance Policies  
The following revised Policies were received and recommended for Board approval, following scrutiny by the Search and Governance Committee at its meeting on 16<sup>th</sup> May 2016.

The Board agreed to approve

- a) **Expenses Policy**
- b) **Induction and Training Policy**
- c) **Publication of Minutes Policy**
- d) **Scheme of delegation Policy**

*Vote: unanimous*

- 12.7 Standing Orders  
The revised Standing Orders were received with changes highlighted. The Clerk confirmed the rationale for the changes.

The Board agreed to

**Approve the revised Standing Orders.**

*Vote: unanimous*

**Part 3 REPORTS AND MINUTES FOR INFORMATION**

13. **Reports for information**  
The following reports were received and **noted**
- 13.1 Opportunities and Developments Risk Register  
The report was received and **noted.**
- 13.2 Quality Improvement Plan Update  
The report was received and **noted.**
- 13.3 Property Update  
The report was received and **noted**  
Steve confirmed that the summer works were substantial and had already commenced. The creation of the lecture theatre was key and without it there would have been concerns for capacity for the start of the next academic year.
- 13.4 Management Accounts  
The April Management Accounts were received and **noted**  
There was an increase in operating surplus following a review of the

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asset register. The College was at its lowest point for cash flow following last year's significant capital projects, but that this was set to increase going forward.

- 13.5 Attendance, Skills Matrix and Training Review  
The report was received and **noted**. The Chair commended attendance, given the significant increase in unscheduled meeting during the year.
- 13.6 Governance Report  
The report was received and **noted**
- The Clerk reminded the Board of the Autumn Twilight Seminar, scheduled for 21 November 2016. She thanked Governors for their commitment over the year.
- 13.7 Chair's actions  
The report was received and **noted**
- 13.8 Sealing Report  
The report was received and **noted**
- 14.1 **Draft/Approved Open Minutes for Information**  
The following minutes were received and **noted**.
- Quality and Standards Committee 25<sup>th</sup> April 2016 *Approved*
  - Search and Governance Committee minutes 16<sup>th</sup> May 2016 *Draft*
  - Quality and Standards Committee 6<sup>th</sup> June 2016 *Draft*
  - Audit Committee 15<sup>th</sup> June 2016 *Draft*
- 14.2 **Draft/Approved Confidential Minutes for Information:**
- Search and Governance Committee minutes 16<sup>th</sup> May 2016 *Draft*
  - Audit Committee 15<sup>th</sup> June 2016 *Draft*
15. **Dates of Board meetings for 2016/2017**
- |        |                  |          |      |
|--------|------------------|----------|------|
| Friday | 7 <sup>th</sup>  | October  | 2016 |
| Friday | 9 <sup>th</sup>  | December | 2016 |
| Friday | 10 <sup>th</sup> | February | 2017 |
| Friday | 5 <sup>th</sup>  | May      | 2017 |
| Wed    | 5 <sup>th</sup>  | July     | 2017 |