

EXETER COLLEGE FURTHER EDUCATION CORPORATION
CORPORATION BOARD

Minutes of the meeting held on Friday 29 April 2022 at the Future Skills Centre

Present	Bindu Arjoon John Laramy Matt Roach Sue Clarke Emma Webber Neil Hitchings Sonja Longmore Vicki Roberts Stewart Noakes Rob Hutchins	Chair Principal/CEO
	From item 5.1 Auguster Irabor Sally Wolkowski Phil Randall Patrick Tigwell	
Observers	George Smith-Easton Linda Watkins	Co-opted Student Governor Clerk, Hereford and Ludlow College
Apologies	Glenn Woodcock Sarah Brampton Tim Quine Simon Tapley Carol McCormack	Vice Chair
In Attendance	Rob Bosworth Richard Church Jade Otty Steve Strang Toby Coombes	Deputy Principal/CEO Chief Financial Officer Vice Principal Performance Director of Estates and IT Director of Finance, Funding and MIS
	Alison Layton-Hill	Clerk to the Corporation

Action

1. **Welcome and Apologies**
 The Chair welcomed all colleagues to the meeting and extended a particular welcome to Patrick Tigwell to his first Board meeting. She also warmly welcomed Linda Watkins, Clerk from Hereford, Ludlow and North

Shropshire College who was in attendance observing the Board's practice as part of a reciprocal review of governance.

Apologies were noted from Sarah Brampton, Glenn Woodcock, Simon Tapley, Tim Quine and Carol McCormack.

Declarations of Interest

Bindu Arjoon, Deputy CEO, Exeter City Council declared an interest in any items relating to planning.

Carol McCormack, Partner Michelmores, declared an interest in any items relating to Michelmores.

John Laramy, Principal/CEO declared an interest in any items relating to Pearson.

Stewart Noakes and Sue Clarke declared an interest in item 9.2 governor appointments.

2. Minutes of Meetings

2.1 The minutes of the meeting held on 18 February 2022, as circulated, were agreed.

2.2 The confidential minutes of the meeting held on 18 February 2022, as circulated, were agreed.

3. Matters Arising

None that did not appear elsewhere on the agenda.

4. Corporation Chair's Report

The Chair offered her congratulations on behalf of the Board to the 15 students that had gained a place at an Oxbridge university, noting the wide range of achievements outlined in the Principal/CEO's report.

The Chair was pleased to note that the College won Legal, Finance and Accounting apprentice provider of the year at the recent Annual Apprenticeship Conference and extended, on behalf of the Board, her thanks and congratulations to all involved.

The Chair was pleased to confirm that Shelagh LeGrave, the FE Commissioner had confirmed that she will be attending the Board Residential as a key note speaker.

The Chair noted that Philip Bostock OBE was recently awarded the Freedom of the City of Exeter, an honour truly deserved. Philip was CEO of Exeter City Council for 16 years until 2013. He became a governor of Exeter College in October 2010 and then was our Chair from August 2013

to July 2017. Philip remains an Associate of the College. The Board agreed that the Chair would write a letter of congratulations to Philip.

Clerk

The Chair acknowledged the amount of work that went into the bid for Blocks B & C and although the outcome was disappointing the College will have the opportunity to bid again.

On behalf of the Board, the Chair congratulated the Principal/CEO on being selected as a National Leader of FE.

5. Strategic Matters for Discussion

5.1 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.

5.2 Resources and Business Operations

The Board received a presentation from the Chief Financial Officer, Director of Estates and IT and Director of Finance Funding and MIS which focused on the Resources and Business Operations strategic plan dimension. The presentation slides will be circulated to the Board.

Clerk

Considering the College is in scope for an Ofsted inspection and the challenges presented by the new inspection framework, governors asked whether student numbers (income) had been modelled on a scenario of student numbers decreasing. It was confirmed that budgets are set using a variety of variables of learner numbers.

Referring to the excellent financial performance of the College, governors expressed frustration at the difficulty to secure external funding and asked if anything further could be done. It was confirmed that all avenues are being pursued positively including talking to Ministers and MPs about innovative options.

The Board questioned whether the level of inflation and rising interest rates will limit the ability to grow the College. The Chief Financial Officer confirmed that he is confident that the impact had been built into the 2021/2022 year, however careful budgeting will be required going forward in the current volatile environment.

Governors acknowledged that the distances learners travel to attend the College demonstrates success but questioned the environmental impact of those learners travelling and the potential detriment to local colleges. It was felt that learners attend Exeter College due to the wide-ranging provision, especially vocational, which they may not have access to locally. In terms of sustainability, the College works closely with GWR and Stagecoach and learners are using existing bus and train services. The College only runs two extra buses across the whole student population.

The Board questioned whether the College is creative in terms of creating space for the growing learner community. It was confirmed that the College networks across the area in terms of opportunities but is mindful of the size and shape of space required and the need for buildings that are right for education provision.

The Board noted the presentation with thanks

5.3 Future Skills Centre

The Board took the opportunity to thank the Director of Skills and Apprenticeships and his team for the successful Register of Apprenticeships Training Providers (RoATP) application and for Exeter College being only one of two colleges that are in the top 20 apprenticeship providers nationally.

The Board received a presentation from the Deputy Principal/CEO and the Director of Skills and Apprenticeships outlining the provision, innovation and commercial activities of the Future Skills Centre. The presentation slides will be circulated to the Board.

Clerk

The Board was impressed with the vibrancy of the Future Skills Centre. Governors noted that the building is full and that the College is working with Devon County Council on a potential expansion plan. The College is working with partners and the Minister is visiting to help secure the future of aviation.

Acknowledging the commercial activities of the Future Skills Centre, the Board received assurance that the College employs a VAT Specialist in the education sector to advise on corporation tax and VAT issues.

The Board noted the presentation with thanks

6. **Learner and Student Voice update**

6.1 College News

The report was received. The Principal/CEO updated the Board following the significant number of sports students that had been to the AoC Sport National Championships in Nottingham. The College's netball team and women's rugby team picked up gold. The men's rugby team, the tennis team and the cross country team all won silver.

The Board noted the report

6.2 Learner and Student Voice Report

The report was received and taken as read. The Principal/CEO reiterated that the leadership team would receive an update in terms of the strategic direction of the student union and student voice which may in the future be amalgamated. He congratulated learners for raising funds for Ukraine.

George Smith-Easton had attended the NUS Student Conference in Liverpool and felt it had been worthwhile. There were some policy developments and a Bill of Students' Rights was emerging. George had also gained valuable contacts at the conference.

The Board noted the report

6.3 Student Governor Reports

The Board received the Student Governor report and was pleased to note the recognition and positive response to the level of support received by learners during the pandemic. The College committed to providing increased access to support for HE learners and a post that had been recruited to would be situated in the Institute of Technology.

The Board noted the report with thanks

Part 2 REPORTS FOR NOTING/APPROVAL

7. Recommendations from Audit and Risk Assurance Committee

7.1 Executive Summary from Committee meeting on 21 March 2022

The report summarising the key issues considered at the Audit and Risk Assurance Committee meeting held on 21 March 2022 was received and the Committee Vice Chair highlighted the key issues.

The Deep Dive had provided continued reassurance in terms of the College's response to risks R4 and R62 relating to resources/social space and accommodation for learners and delivering capital and revenue projects.

7.2 Risk Register

The Board considered the risk register, which had been scrutinised by the Audit and Risk Assurance Committee. The Board challenged the high status of R1, the risk around learner recruitment and it was confirmed that this would be reconsidered by SLT when the register was next reviewed.

Subject to the agreed review of risk R1, the Board approved the Risk Register

7.3 Re-appointment of the external auditor

The Board considered the report recommending that Bishop Fleming was reappointed as the College's external auditor, with the caveat of future market testing and benchmarking after year three.

The Board approved the re-appointment of Bishop Fleming as the external auditor for three years with the option of extending another two.

- 7.4 Whistleblowing Policy
The Board received and considered the updated Whistleblowing policy.

The Board approved the Whistleblowing policy

8. **Recommendations from Business Services Committee**

- 8.1 Executive Summary from Committee meeting on 28 March 2022.
The report summarising the key issues considered by the Business Services Committee meeting held on 28 March 2022 was received and the Committee Chair highlighted the process around awarding a new cleaning contract.

- 8.2 Exeter College Services Ltd (nurseries)
This item was dealt with as a confidential item in accordance with the College's confidentiality policy and recorded in the confidential minutes.

- 8.3 Strategic Financial Objectives
The Committee had received the strategic financial objectives for 2022/2023 which is the starting point for budget setting.

The Board approved the strategic financial objectives for 2022/2023

- 8.4 Anti-Slavery and Human Trafficking Statement
The revised statement was received and considered.

The Board approved the updated anti-slavery and human trafficking statement

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

- 9.1 Executive Summary from Committee Meeting on 25 April 2022.
The report summarising the key issues considered by the Search and Governance Committee meeting held on 25 April 2022 was received and the Chair highlighted the key issues.

The governor reviews had been completed and the Committee had received a report setting out both positive feedback and areas the Board could learn from. The feedback from governors will form part of the governance self-assessment.

The Chair referred to the draft report and action plan related to the reciprocal governance review it had engaged in. The final report will be shared with the board at the July 2022 meeting.

The Committee had reviewed the principles of the AoC's Code of Good Governance and how the College was complying against those.

Sue Clarke and Stewart Noakes left the meeting for item 9.2 only

9.2 Re-Appointments

The Board received the recommendation from the Committee that both Sue Clarke and Stewart Noakes are appointed to a second term of four years when their first term of office concludes.

The Board approved the re-appointment of Sue Clarke and Stewart Noakes for a second term of four years when their first term of office concludes.

Sue and Stewart returned to the meeting and the Chair was pleased to confirm that the Board had unanimously agreed to reappoint them for a second term of office. She extended her thanks to them for their valued support to the College.

9.3 Terms of Reference – Audit and Risk Assurance Committee

The Board received and considered the revised terms of reference for the Audit and Risk Assurance Committee.

The Board approved the updated Audit and Risk Assurance Committee terms of reference

9.4 Association of Colleges (AoC) Code of Good Governance

The Committee had received the revised AoC Code of Good Governance and recommended that the Board adopt it.

The Board agreed to adopt the AoC Code of Good Governance

10. **Recommendations from Remuneration Committee**

10.1 Executive Summary from Committee Meeting on 25 April 2022

The report summarising the key issues considered by the Remuneration Committee meeting held on 25 April 2022 was received and the Committee Chair highlighted the key issues.

The Board noted that the Committee had considered the progress that the senior post holders had made against their targets at their mid-year performance reviews.

The Committee was pleased to receive the new coherent Senior Leadership structure and felt that the College leadership team is strong.

The Board noted the oral report

10.2 Remuneration of Senior Post Holders' policy

The Committee recommended the approval of the revised remuneration of senior post holders' policy.

The Board approved the remuneration of senior post holders' policy

PART 3: REPORTS AND MINUTES FOR INFORMATION

11. **Reports**

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

- 11.1 Marketing Presentation
- 11.2 Opportunities and Developments Risk Register
- 11.3 Safety, Health and Environment Annual Report
- 11.4 Senior Leadership Team Structure
- 11.5 Governance report
- 11.6 Sealing report

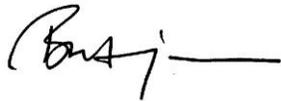
12. **Other Business**

- 12.1 The Board was keen to ensure that the College's successes were shared widely with all of its stakeholder communities. The Deputy CEO advised that there was currently a project specifically focused on the look and feel of the College including the alignment to the new values and mission.
- 12.2 The Chair reiterated an earlier offer to governors to provide feedback directly to her or the Clerk which may help improve the effectiveness of the Board.

13. **Dates of scheduled meetings for 2021/2022**

- Friday 1 July 2022
- Friday 14 October 2022
- Friday 9 December 2022

Signed by the Chair:



Date: 1 July 2022