

EXETER COLLEGE FURTHER EDUCATION CORPORATION

CORPORATION BOARD

Minutes of the meeting held on Friday 19 April 2024 at The Future Skills Centre, Exeter Airport

Present

Bindu Arjoon	Chair
Glenn Woodcock	Vice Chair
John Laramy	Principal/CEO
Graham Atkins	
Sue Clarke	
Pamela Degregorio	
Laura Eggins	
Neil Hitchings	
Ayomide Okesola	
Victoria Roberts	
Cynthia Sedgman	
Patrick Tigwell	
Stephen Wiltshire	
Sally Wolkowski	

Observers

January Roberts

Apologies

Rob Hutchins
Carol McCormack
Stewart Noakes
Tim Quine
Lindsay Skinner

In Attendance

Rob Bosworth	Deputy CEO
Jade Otty	Vice Principal
John Dowell	Executive Director of Finance
Fiona Chalk	Governance4FE
Alison Layton-Hill	Head of Governance

Action

- Welcome and Apologies**
The Chair welcomed all colleagues to the meeting and extended a particular welcome to January Roberts who was in attendance as an observer. It was noted that Fiona Chalk would be joining the meeting to give feedback following the external review of governance.

Apologies were noted from Carol McCormack, Rob Hutchins, Tim Quine, Lindsay Skinner and Stewart Noakes.

Declarations of Interest

Bindu Arjoon, CEO, Exeter City Council declared an interest in any items relating to the City Council and as a Director anything related to Exeter College Services Ltd

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

John Laramy, Principal/CEO declared an interest in any items relating to Pearson and as a Director anything related to Exeter College Services Ltd

2. Minutes of Meetings

2.1 The minutes of the meeting held on 8 December 2023, as circulated, were agreed.

2.2 The confidential minutes of the meeting held on 8 December 2023, as circulated, were agreed.

3. Matters Arising

None that did not appear elsewhere on the agenda.

4. Corporation Chair's Report

In advance of the Chair's report, the Principal/CEO advised that two learners had sadly passed away over the Easter break. On behalf of the Board, the Chair thanked all College staff for the support provided to the College community.

The Chair commented on the Annual Strategic Conversation that she had attended. It had been a positive conversation and she highlighted two areas that were commended by the DfE: the practice of governors attending Learner Voice and the College sourcing an external advisor to support with the appraisal of the Principal/CEO. The Board noted that members of the leadership team continue to support regional colleges.

The Chair acknowledged that the College had been putting a greater focus on the high needs provision and outlined some of the positive strategies.

The Board had been pleased to receive the external review of governance report to support the Board's own self-assessment process and looked forward to Fiona Chalk's presentation later in the meeting. It was felt that the recommendations largely fell into three categories: a) governance and operational processes b) trust between governors and governors/SLT c) strength and connection between governors and the implementation of strategy.

5. **Strategic Matters for Discussion**

5.1 Principal's Strategic Report

This item was dealt with as a confidential item and recorded in the confidential minutes.

5.2 External Review of Governance

The Chair welcomed Fiona Chalk to the meeting and the Board received Fiona's presentation which highlighted that relationships and a trusting culture of shared enquiry are key to board effectiveness. The advocate and ambassadorial role of governors was also considered important.

The Board formed break out groups to consider and prioritise the recommendations within the report.

The Chair suggested that the Head of Governance consolidates the feedback for a discussion related to the recommendations at a future Search and Governance Committee meeting. The Chair thanked Fiona for her report and for attending the meeting.

The Board agreed that the Head of Governance would consolidate the feedback from governors for consideration by the Search and Governance Committee

HofG

6. **Learner and Student Voice update**

6.1 College News

The report was received and the Principal/CEO highlighted that the women's rugby team was enjoying much success and that the College had equalled its record for learners receiving Oxbridge offers.

The Board noted the report

6.2 Learner and Student Voice Report

The report was received and taken as read.

The Board noted the report

6.3 Student Governor Reports

The student governors gave an overview of their reports and both were complimentary about the quality and teaching and learning at the College.

Ayo particularly highlighted that resources and the excellent extra-curricular offer was highly valued by learners. Laura explained that the vast industry knowledge of the Business lecturers was particularly helpful for learners.

The Board explored with the student governors what their suggested areas for improvement would be. There had been some challenges with multiple teacher changes, access to resources for the visually impaired and lack of social space.

In response to the recommendations in the external review of governance, the Chair enquired whether the content had resonated with the student governors. Both would welcome additional opportunities outside of structured meeting time for informal conversation.

The Board noted the reports with thanks

Part 2 REPORTS FOR NOTING/APPROVAL

7. Recommendations from Audit and Risk Assurance Committee

- 7.1 Executive Summary from Committee meeting on 26 February 2024
The report summarising the key issues considered at the Audit and Risk Assurance Committee meeting held on 26 February 2024 was received and the Committee Chair highlighted the key issues.

The Committee Chair encouraged governors to attend the committee's assurance deep dives sessions which, as well as being informative, provide an opportunity to meet the wider leadership team.

- 7.2 Risk Register
The Board considered the risk register, which had been scrutinised by the Audit and Risk Assurance Committee on 26 February 2024. It was suggested that there may be some discussion about the College's risk appetite at the Board Residential.

The Board approved the Risk Register

- 7.3 Re-appointment of the external auditor
The Board considered the performance report recommending that Bishop Fleming was reappointed as the College's external auditor.

The Board approved the re-appointment of Bishop Fleming as the external auditor for 2024, the third year of a five-year contract

8. Recommendations from Quality and Standards Committee

- 8.1 Executive Summary from Committee Meeting held on 11 March 2024
The report summarising the key issues considered by the Quality and Standards Committee meeting held on 11 March 2024 was received.

- 8.2 Accountability Agreement
The Board received the draft accountability agreement including the context statement, key issues and a review of the previous years' targets.

The Board sought additional clarity as to how the strategic plan, masterplan and financial plan co-exist and the timescales for completion. It was confirmed that additional time had been allocated to the Board Residential programme to discuss strategy.

The Board approved the Accountability Agreement

9. Recommendations from Business Services Committee

- 9.1 Executive Summary from Committee meeting on 18 March 2024.
The report summarising the key issues considered by the Business Services Committee meeting held on 18 March 2024 was received.

The Committee Chair particularly highlighted that the increased construction cost of the Centre for Law and Social Sciences had been noted and the Committee had agreed to allocate additional unbudgeted in year funding to the project. The Principal/CEO thanked governors for their continued support as the College improves its buildings and capacity.

The Committee had recommended that a risk related to the People dimension was added to the Risk Register.

- 9.2 Loan Agreement
This item was dealt with as a confidential item and recorded in the confidential minutes.
- 9.3 Strategic Financial Objectives
The Committee had received the proposed strategic financial objectives for 2024/2025 and had received assurance related to the minimum cash position.

The Board approved the strategic financial objectives for 2024/2025

- 9.4 Anti-Slavery and Human Trafficking Statement
The revised statement was received and considered by the Board.

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

10. Recommendations from Search and Governance Committee

- 10.1 Executive Summary from Committee Meetings on 29 January 2024 and 25 March 2024.

The report summarising the key issues considered by the Search and Governance Committee meetings held on 29 January 2024 and 25 March 2024 was received and the Chair highlighted the key issues.

The Chair advised that the Committee had spoken about succession planning for the Corporation Chair whose term of office concludes in July 2025. The Chair confirmed that she had requested that the Head of Governance brings a paper for the consideration of Search and Governance, which will propose a process by which the Board might make the appointment.

- 10.2 Appointments and re-appointments
The Board received the recommendation from the Committee to appoint Antony Hart and Damion Norcombe as governors of Exeter College. Their CVs were considered and the Chair explained the appointment process.

The Board approved the appointment of

- a) Antony Hart as a governor of Exeter College and that Antony would serve on the Quality and Standards Committee**
- b) Damion Norcombe as a governor of Exeter College and that Damion would serve on the Audit and Risk Assurance Committee**

Patrick Tigwell left the meeting

The Board received the recommendation to appoint Patrick Tigwell as Vice Chair of the Corporation following the conclusion of the term of office of the current Vice Chair on 6 October 2024.

The Board approved the appointment of Patrick Tigwell as Vice Chair of the Corporation from 7 October 2024

Patrick rejoined the meeting and the Chair confirmed his appointment and thanked him for his continued dedication and support to the College.

Neil Hitchings left the meeting

- 10.3 Re-appointments
The Board considered the recommendation to re-appoint Neil Hitchings, Carol McCormack and Tim Quine to a second term of office and the Head of Governance confirmed their willingness to be re-appointed.

The Board approved the re-appointment of Neil Hitchings, Tim Quine and Carol McCormack

Neil returned to the meeting and the Chair confirmed his re-appointment and thanked him for his continued commitment to the College.

- 10.4 Committee Membership
The Board received the proposed committee membership for the academic year 2024/2025. The Chair explained that, considering the appointments made earlier in the meeting, the Board is at full complement with excellent skills, experience and diversity profile.

The Board approved the committee structure and the appointment of chairs/vice chairs for 2024/2025

- 10.5 AoC Code of Good Governance
The Committee had received the new AoC Code of Good Governance and had robustly discussed the content against the context of Exeter College. It was suggested that when reporting against the Code in the annual report the context should be clarified.

The Board approved the adoption of the AoC Code of Good Governance agree to report against it from 2024/2025

HofG

- 10.6 Governor Mentor Guidelines
The Board received the proposed governor mentor guidelines which were considered helpful to set out the expectations of the role. It was suggested that mentees would feedback their experience to the Head of Governance to support continuous improvement.

HofG

The Board approved the governor mentor guidelines

- 10.7 Governance Policies
The Board received the summary of changes to the following governance policies:
- Governor expenses policy
 - Governor Induction and Training policy
 - Publication of minutes policy
 - Scheme of Delegation
 - Taking Independent Advice policy

The Board approved the above policies

11. **Recommendations from Remuneration Committee**

- 11.1 Executive Summary from Committee Meeting on 25 March 2024
The report summarising the key issues considered by the Remuneration Committee meeting held on 25 March 2024 was received.

The Chair of the Corporation explained the appraisal process for the senior post holders. The Committee had considered the progress that the senior post holders had made against their targets at their mid-year performance reviews. The Committee had also discussed succession planning for the senior leadership team.

The Board noted the report

PART 3: REPORTS AND MINUTES FOR INFORMATION

12. **Reports**
The following reports were **received and noted**.
- 12.1 Opportunities and Developments Risk Register
- 12.2 FE Commissioner's Annual Report
- 12.3 Letter to the Chair from the OfS

13. **Dates of scheduled meetings for 2021/2022**
Friday 5 July 2024
Friday 18 October 2024
Friday 13 December 2024

Signed by the Chair: 

Date: 5th July 2024