



MINUTES OF THE BOARD MEETING HELD ON WEDNESDAY 6 DECEMBER 2017

1. Present:

Governors:

- | | |
|---------------------------|-------------------------|
| Pete Adams | Harold Osborne |
| Angela Briggs, Vice Chair | Paul Pascoe, Vice Chair |
| Greg Clarke | Paul Senior |
| John Doherty | Louise Sharp |
| Ian Falconer | Mark Swales |
| Paul Grinell | Andy Tuscher, Chair |
| Gavin Hinchliffe | Anne Tyrrell |
| Nigel Jackson | Keri Walker |
| Madeleine Keyworth | Meryl White |

The quorum for the meeting was ten members.

In attendance

- | | |
|-------------------|-------------------------------------|
| Kathryn Brentnall | Deputy Principal, Doncaster College |
| Laura Clark | Clerk to Corporation |
| Peter Doherty | Chief Operating Officer |

The meeting was held in the Boardroom at the Hub and started at 5.30 pm.

Item	Minutes	Action
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2 Apologies

Apologies for absence had been received from Ruth Brook, Jeannie Charles, Sue Lloyd, Alan Monighan, Mick Lochran, Mathew Lynds, Debbie Hilditch, Abid Khan, Richard Hewson, Robert Stubbs, David Reeve, and Catherine Parkinson.

3 Declarations of Interest

Members were reminded to declare any personal or financial obligation, allegiance or loyalty which would in any way affect decisions in relation to the subjects under discussion.

4 Minutes Previous Board Meetings

- i) 16 October 2017 (NLC)
The minutes were agreed as a true and correct record and signed by the Chair. All action points had either been completed or would be taken forward in the spring term.
- ii) 30 October 2017 (NLC)
The minutes were agreed as a true and correct record and signed by the Chair.
- iii) 30 October 2017 (DC)
The minutes were agreed as a true and correct record and signed by the Chair.

iv) 1 November 2017 (DN Colleges Group)
The minutes were agreed as a true and correct record and signed by the Chair.

v) 27 November 2017 (DN Colleges Group)
The minutes were agreed as a true and correct record and signed by the Chair.

Reserved Minutes of Previous Board Meetings

vi) 16 October 2017 (NLC)
The minutes were agreed as a true and correct record and signed by the Chair.

vii) 1 November 2017 (DN Colleges Group)
The minutes were agreed as a true and correct record and signed by the Chair.

5 Matters arising from Minutes / Action Points

All matters arising had been completed.

6 Performance Monitoring

North Lindsey College:

A Tyrrell provided a brief overview of key aspects arising from the North Lindsey report, and through discussion and questions the following key points were made;

- Recruitment has plateaued but there are strategies in place to make up any shortfall by the end of the year.
- It was highlighted by the Chair that there was a potential item for approval; there is some concern on adult recruitment, and in the past it has been necessary to commission more provision through 'Vision to Learn' in order to make up the shortfall. This would incur an additional cost which has not been budgeted for. Therefore there may be a request through Chair's Action to commit to some work through Vision to Learn, but if recruitment improves then this will not be required. In response to a Governor question, A Tyrrell confirmed that this had only been discussed at the recent Group Executive meeting, and it was acknowledged it was not standard practice to 'table' such items. Members agreed in principle to the proposal. **AVT**
- There were concerns over the Local Authority budget for High Needs students and it is anticipated that this will result in a reduction of funding. A Tyrrell updated Members that she is meeting the North Lindsey Council leader and will be raising these issues, and also highlighted it is a national issue. It was agreed to wait for the outcome of this meeting before considering a further course of action, which may include, where appropriate contacting the local MPs. **AVT**
- Withdrawals were higher than anticipated (which was a characteristic of both North Lindsey and Doncaster colleges); and there were issues around attendance in particular English and maths. In response to Members queries, the strategies / initiatives which are in place across both colleges to address these issues were explained, which provided assurance to the Board.
- Whilst recruitment to the apprenticeship provision was looking positive, there was a significant risk in that the decision on non-levy funding had not yet been received – it was highlighted that this is of national concern and the AoC are lobbying on the issue.

Doncaster College:

K Brentnall provided an update on the key items within the performance monitoring report for Doncaster College, and through discussion and questions a number of points were raised including;

- There had been some improvement in English and Maths achievements. Members discussed the national context, but commented positively on the assurance provided by K Brentnall that strategies are in place to review delivery of provision / procedures, and the focus on timely interventions from Student Progress tutors. It was highlighted that one of the newly appointed Directors had an overarching role to focus on English and Maths.
- The 16-18 allocation had been exceeded which would help with lag funding for future years. The challenge now was to retain as many students; reasons for withdrawal would be analysed and evaluated, and where appropriate students can enrol on the Positive Choices programme (which enable students to try out other courses).
- Adult education had the same issues as North Lindsey College and the profile was being tracked. It was noted that the Vision to Learn programme was run differently at Doncaster College – this will be further explored by across the group in the future.
- It was noted that HE had slightly exceeded the curriculum plan for first year enrolments
- There will be further Post Graduate enrolments in January. There continues to be focus on progression routes to HE.
- Governors asked further questions regarding the impact on class size of over recruitment. It was confirmed work was on-going with tutors, the timetabling department and estates to ensure appropriate utilisation of space and would be included in planning for the future.
- Members commented positively on the RAG rating included within the report.
- A Tyrrell indicated that future reports would aim to report at both Group and individual College level.

KB

RESOLUTION (C 11/17): Members reviewed and noted the performance monitoring reports for both North Lindsey and Doncaster College. Members also approved in principle the commissioning of more provision through 'Vision to Learn' (for North Lindsey College, and not included within the budget) should the need arise (through Chair's Action).

7

Self-Assessment Report

A Tyrrell introduced the item, explaining that the self-assessment process at North Lindsey and Doncaster have been run differently; both have established robust processes which included externals, Governors, and matched the Ofsted framework, but work will be undertaken to harmonise these; there is also expectation was that the report is sent to Ofsted at this time of year – they will be submitted together as two college SARs with a cover report referencing the merger,. Members were reminded that this was an item for Board approval subject to validation.

North Lindsey College:

The key points from the North Lindsey College SAR 2016/17 were highlighted by A

Tyrrell, and through discussion and questions the following main points were made;

- Leadership and Management had been graded as Outstanding; this had been the judgement in the 2014 Ofsted inspection but had been downgraded in last year's SAR due to achievements. It was explained that as achievements against national benchmark had now improved significantly, including English and maths, the grading had now been self-assessed as Outstanding again.
- It was questioned what impact, if any, reduced funding for High Needs Students may have; and it was explained that this could impact on the judgement in the future.
- It was noted that movement from 2015/16 had all been in the right direction; Members commented positively on this, and that this information had been specifically included within the report for the Board. A Tyrrell noted that the North Lindsey aspirational target for 2020 was to ensure every area was judged as Good or Outstanding and this had been achieved in 2016/17.
- A Member also raised the question of when the merged college may expect a visit from Ofsted. A Tyrrell confirmed that a 'support and challenge' visit would take place within a year which includes a desk based exercise and visit, but which is not reported; and then a full Ofsted would take place within the first three years of the merger.
- The case studies of students contained within the SAR were commended.
- In response to a query, it was confirmed that a significant amount of work had been undertaken on increasing work experience opportunities.
- Members commented extremely positively on the SAR and the work undertaken by staff to achieve this.

Doncaster College

K Brentnall presented a summary of the SAR process at Doncaster College, highlighting that the approach was based on 'performance assurance' which was succinct, rigorous, and focussed on identifying areas to drive improvement. Through Members questions and discussions the following key points were made;

- The SAR for Doncaster College 2016/17 will reflect 'Good' for each aspect of the Common Inspection Framework; the College had maintained a good performance.
- Appendix 1 showed the report summary (it was noted that the English and Maths referenced there is the adult discrete provision; not 16-18).
- There were challenges around 'Positive Choices' courses for disengaged learners and there were some significant concerns around Computing; detailed improvement plans for both areas have identified a range of actions to be taken which will be closely monitored.
- The overall effectiveness profile shows there were no inadequate areas.
- Members sought clarity around the numbers/wording; the inclusion of a key; and a comparator for the previous year. This will be included, and will be part of the work undertaken on harmonising the process for next year.
- Thanks were given to the Doncaster College team that it has maintained a Good grading in what has been a challenging year.

For the future, it was confirmed by all that it was important that Governors continue to be involved in the SAR process/moderation.

RESOLUTION (C 12/17): Members reviewed and approved the North Lindsey SAR 2016/17 subject to final data checks and validation; and approved the recommendation

that, at Doncaster, the PAR is approved by SLT and then the Chair and Chair of CQP. It was noted that the Board will receive final Doncaster College SAR 2016/17 at their next meeting, and that for 2017/18 the DN Colleges Group will harmonise processes and ensure that the SAR will be available for Board approval at the December 2018 meeting of the Board.

8 Higher Education Quality Assurance Document

The Chair summarised that at the Governor Development Day on 27 November 2017, a Special meeting of the Board had convened to consider and give approval for the HE Performance and Quality Committee to review the HE quality assurance document and approve it. It was confirmed to Members that this process was specifically for this year, and that an approach for the DN Colleges Group will be established for the future. M Keyworth, who chaired the meeting of the HE Performance and Quality Committee, commented that the Committee had scrutinised the document in detail, assurance had been provided across both colleges, and that there was an extremely complex line of reporting. It was highlighted that Student Governor input was crucial to the process. Also noted was that there had been significant IT issues at High Melton which had now been addressed with the move to the Hub. In response to a question it was confirmed that the academic review time period is set by the Universities.

Members were informed that Higher Education will be also included in College targets and reported to the Board. The Board approved / took note of the work of the Committee and was satisfied that there has been a rigorous and robust process.

RESOLUTION (C 13/17): Members confirmed the approval of the HE quality assurance report, meeting the HEFCE deadline of 1 December 2017.

9 Corporate Report / CEO's Update

A Tyrrell presented an overview of the report, which provided an update on current developments, partnerships, events, and a post-merger update. It was highlighted to Members that, contained within the report, there were three specific items requiring Board consideration for approval (it was agreed to consider these as they arise within the report).

Through discussion and questions, a number of key points were raised including;

- The national context (included within paragraph one) had been covered in detail at the Governors Development Day..
- An update on the three Institutes of Technology bids was noted.
- Post-merger update – The targets which had been developed (shown at appendix 1) included an improvement target and a stretch target. The stretch targets were aspirational and there may be a query around resourcing and investing in such areas to reach the stretch; it was confirmed the budget has been set in line with the improvement targets. Members approved the KPIs.
- The Group Executive Team is meeting weekly (Appendix 2 showed the curriculum strategic leads for each curriculum group) and there was a commitment to publish the minutes from these meeting, as well as minutes from the Senior Leadership Team meetings on the College intranet. In response to a query it was confirmed that this maintains openness and transparency, but that any personal/commercially sensitive items will be redacted.
- It was proposed to have an independent review of the subsidiary companies

related to staffing, DC Teach and Optime, to recommend how to take them forward and implement changes. The companies currently operate with different employment terms and conditions including pension arrangements. Members agreed that an appropriate external firm should be commissioned to undertake the review which will be reported to Board in the Spring term. Also highlighted was the need to attract and retain staff, particularly in hard to recruit areas.

- A range of local developments were discussed, including the fantastic University Centre Doncaster graduation ceremonies held at Doncaster Minster, which were a celebration of success across a diverse population. Governors requested early notification of the dates of next year's ceremonies. Members were also updated on the North Lindsey 'University presence' project.
- Members considered the Armed Forces Employer Recognition Scheme which a large number of colleges had signed as well as a range of local employers, and agreed that they supported the proposal in principle, to enable the next stage in the process to be followed up. (A Tuscher declared an interest that he had been recently asked to become a member of RFCA (Reserve Forces' and Cadets Associations) – this was noted, but deemed not to impact upon this proposal).

Clerk

RESOLUTION (C 14/17): Members considered the Chief Executive's update report, and in particular;

- Approved the proposed targets for the DN Colleges Group
- Approved the review of subsidiary companies, DC Teach and Optime, with a view to receiving a report in the Spring term and implementing any decisions by the end of July 2018.
- Supported the proposal, in principle, to enable the next stage of the Armed Forces Employer Recognition Scheme to be followed up.

10 **Financial Statements and Regularity Assurance Report 2016/17 – Doncaster College**

P Doherty, along with I Falconer (who had Chaired the joint meeting of the Audit and Finance Committee on 4 December 2017) reminded Members that the Financial Statements of both Doncaster College and North Lindsey College for 2016/17 had been reviewed at the joint meeting on 4 December 2017, but that the Corporation are ultimately responsible for their approval, and ensuring that they provide a true and fair reflection of the College. It was acknowledged that there had been a thorough and comprehensive review of both Colleges' Financial Statements at that meeting, with Members providing scrutiny and challenge.

With particular reference to the Financial Statements for Doncaster College 2016/17 the following key points were summarised and considered, and questions raised;

- The Financial Statements for DC Teach, based upon the work of RSM who had provided an unqualified audit opinion, had been approved at a Directors meeting of DC Teach on 4 December 2017.
- There had been a very recent development regarding the High Melton site, with respect to the Doncaster College consolidated financial statements. The book value for the site was £9m; however the professional valuation had been given £4.65m, so the figure in the financial statements was written down to the latter. The deadline for tender bids had passed last week and the highest bid was c£3m, which is significantly lower than the professional valuation. This presented two issues; balancing the college's ability to sell the site against ensuring value for money; and also the Board approval of the Financial Statements which contains

- the valuation figure which is significantly higher than the market value bids.
- P Doherty indicated further reflection is required, with the possibility of exploring further valuation, and also discussion with RSM regarding the potential wording included within the accounts; before the accounts can be finalised and approved.
 - Members discussed in detail, and subject to the resolution of the High Melton issue, approved the Financial Statements. It was agreed that there may need to be further discussion / consideration by the Chair of both Audit & Risk and Finance & Resources Committees and further conversations with RSM.
 - Members noted that the draft audit report gave an unqualified audit opinion with an emphasis of matter regarding going concern; there were no issues regarding the regularity assurance, and there were no significant deficiencies in control or impropriety.
 - I Falconer highlighted that the Audit Committee Annual Report had been discussed at length at the joint Audit/Finance meeting and provided significant assurance, but to ensure transparency the report referenced one particular issue as a caveat. Assurance was provided to Members that the Committee had been able to satisfy itself that significant and robust assurance was in place and that the issue had been dealt with appropriately and effectively. Members approved the Audit Committee Annual Report 2016/17.
 - Thanks were given to P Doherty, D Reeve and their team for the huge amount of work undertaken.

PD

RESOLUTION (C 15/17): Members reviewed the Financial Statements 2016/17 for Doncaster College and, subject to resolving the issue concerning the High Melton site included within the Financial Statements (further discussion with RSM required, and approval by the Chair of Audit and the Chair of Finance), approved in principle the;

- (a) Annual Report and Financial Statements:
 - (i) DC Teach Limited
 - (ii) Doncaster College
- (b) Regularity Assurance Report
- (c) Final Audit Findings Report
- (d) Letters of Representation:
 - (i) DC Teach Limited
 - (ii) Doncaster College – Financial Statements
 - (iii) Doncaster College - Regularity
- (e) Teachers' Pensions Audit Certificate
- (f) Annual Report of Audit Committee to the Corporation Board

11 **Financial Statements and Regularity Assurance Report 2016/17 – North Lindsey College**

P Doherty provided an overview to Members of the Financial Statements for Kingsway Consulting, Optime Support and North Lindsey College, which again had been comprehensively reviewed at the joint Audit and Finance meeting on 4 December 2017, and a number of key points were highlighted including;

- RSM had confirmed they gave a true and fair view and they had prepared unqualified audit reports - it was a pleasing summary of audit findings.
- The letters of representation/regulation were standard letters of assurance.
- Letters of support for DN Colleges Group in respect of companies had been received.
- Teachers' pension certificate indicated a clean audit.
- Significant positive assurance had been provided within the Audit Committee

- Annual Report.
- Thanks were given to P Doherty and the finance team; both sets of internal auditors; and RSM.

RESOLUTION (C 16/17): Members reviewed the Financial Statements 2016/17 for North Lindsey College and approved;

- (a) Annual Report and Financial Statements:
 - (iii) Kingsway Consulting Ltd
 - (iv) Optime Support Limited
 - (v) North Lindsey College
- (b) Regularity Assurance Report
- (c) Final Audit Findings Report
- (d) Letters of Representation:
 - (iv) Kingsway Consulting Ltd
 - (v) Optime Support Limited
 - (vi) North Lindsey College – Financial Statements
 - (vii) North Lindsey College - Regularity
- (e) Letters of Support:
 - (i) Kingsway Consulting Ltd
 - (ii) Optime Support Limited
- (f) Teachers' Pensions Audit Certificate
- (g) Annual Report of Audit & Risk Committee to the Corporation Board

(The Chair acknowledged that the Board meeting had reached 2 hours in length, and asked Members for permission to continue – Members unanimously agreed)

12 Management Accounts

P Doherty recorded his thanks to the finance teams at both Colleges for their significant work and efforts on the management accounts, Financial Statements and audit work. Members reviewed the report which is the first consolidated financial report to be prepared post-merger. It was noted that income, expenditure and assets and liabilities were being treated as part of the consolidated figures from 1 August.

The following key points were made;

- Income and expenditure were compared against the budget for the year to date and also year-end forecast; the merged college has reported a deficit of £5k for the first three months which is a minor adverse variance.
- The merged college forecasts a surplus of £523k for the year end, in line with budget.
- Items that could affect year-end figures continue to be monitored closely e.g. adult education budget; ESF; SSW projects. There are also some budget profiling issues to work on which will be reflected in the next set of management accounts presented to the Board.
- Members were reminded that the liquid resources will reduce significantly by the year end due to the repayment of Doncaster College loans.
- There were no issues to draw attention to with respect to the bank loan covenant; the college is fully compliant.
- Financial health score was 230 points, which is at the top end of 'good' rating.
- P Doherty asked for future Governor feedback on the content and format of the accounts, highlighting that the new finance system will assist in the development of the format of the report moving forward. It was agreed to leave the report as

it is at present, and Members commented that it was user friendly, readable, and easy to absorb for non-finance governors.

RESOLUTION (C 17/17): Members received and reviewed the management accounts.

(Paul Senior left the meeting after this item, at 7.40 pm)

13 **Treasury Management Policy**

P Doherty summarised the report, indicating that the finance teams had reviewed the Treasury Management policies currently in place at both colleges, and the proposed policy was based on the CIPFA model. The key change was the increase in the maximum deposit to one institution from £2m to £3m, which due to the financial scale of the organisation was more of an appropriate level.

There was a question over whether there was scope for offsetting loan costs with the current banks, but P Doherty confirmed that this was not something the banks are prepared to do.

RESOLUTION (C 18/17): Members reviewed and approved the amendments to the Treasury Management Policy.

14 **MIS System**

P Doherty presented a summary of the report, indicating that this follows on from both colleges giving approval for a new finance system. A comprehensive joint tender process was run; the company which scored highest on the tender was Compass Computer Consultants Ltd (which is a different system to either of the systems that the two colleges currently have in place). The system scored highly on functionality and on the opportunities it could provide for work flow improvements and efficiencies. Both colleges' teams were excited by the new development and keen to grasp the opportunities of the new system.

The system represents a significant investment for the college. However, the different pricing model operated by the company provides for potential financial payback in two years.

There would need to be an increase in the capital budget in order to manage this.

In response to questions the following points were discussed:

- The contract included maintenance/implementation support and on-going support;
- An implementation plan was in place for appropriate training for staff. The system will also be made specific to each college, and resource implications will be managed.
- As part of the research for the tender other colleges were visited and spoken to in order to assess how the system works and obtain feedback from users.
- A Tyrrell commented positively on how the investment will be very visible to staff, and is a positive move forwards.

RESOLUTION (C 19/17): Members approved the award of the contract for Learner Management system software to Compass Computer Consultants Ltd (a subsidiary of Advanced Business Software and Solutions Limited). The Chief Executive

and the Chief Operating Officer are authorised to sign the contract documentation. The Board also approved an additional capital budget of £200,000 for 2017/18 in order to accommodate the change of the Learner Management Systems.

15 Governance Arrangements

L Clark provided an overview of the proposed governance arrangements which had been initially presented and discussed at the Governor Strategic Development Event on 27 November 2017, and which were based on the work / recommendations of the Task and Finish Group. Governor comments / feedback had been incorporated into the proposed diagram and into the Terms of Reference for the 'Local Boards.' Members commented positively on the diagram which showed the College Group Corporation in the centre.

Members approved the governance diagram and the Terms of Reference, and thanked both Clerks for the significant amount of work undertaken to date.

RESOLUTION (C 20/17): Members approved the governance diagram of the DN Colleges Group and the Terms of Reference for 'Local Boards.'

16 Minutes and Recommendations from Committees

The Chair highlighted that the minutes were from previous North Lindsey College meetings and would be reported by exception only. Members were updated that the Doncaster College minutes from Committees from September / October 2017 had been reviewed at the Doncaster College Board meeting on 18 October 2017.

In response to a Governor query, it was noted that the Task & Finish Group will discuss and review the process for Committee feedback / reporting, as North Lindsey College and Doncaster Colleges had operated quite differently pre-merger in terms of how Committees provided assurance to the Corporation.

**Clerk /
T&F
Group**

RESOLUTION (C 21/17): Members noted the minutes and recommendations from Committees.

17 Any Other Business

There was no other business.

18 Date and Time of Next Meeting

The next meeting of the Board will be held on Monday 19 March 2018, 5.30 pm at North Lindsey College.

The Chair wished everyone a 'Happy Christmas.'

The meeting closed at 8.00 pm.

**Laura Clark
Clerk to the Corporation**

Signed: (Chair) **Date:**

TABLE OF ACTIONS			
Date of Meeting	Minute	Action	Responsibility
06-12-18	6	Possibility of the commissioning of more provision through 'Vision to Learn' which would incur an additional cost which has not been budgeted for. Therefore there may be a request through Chair's Action to commit to some work through Vision to Learn, but if recruitment improves then this will not be required.	Anne Tyrrell
	6	A Tyrrell advised she is meeting the North Lindsey Council leader and will be raising the concerns over the Local Authority budget for High Needs students and reduction of funding, and also highlighted it is a national issue. It was agreed to wait for the outcome of this meeting before considering a further course of action, which may include, where appropriate contacting the local MPs.	Anne Tyrrell
	6	Governors asked further questions regarding the impact on class size of over recruitment. It was confirmed work was on-going with tutors, the timetabling department and estates to ensure appropriate utilisation of space and would be included in planning for the future.	Kathryn Brentnall
	7	The Board will receive final Doncaster College SAR 2016/17 at their next meeting, and that for 2017/18 the DN Colleges Group will harmonise processes and ensure that the SAR will be available for Board approval at the December 2018 meeting of the Board.	Anne Tyrrell / Kathryn Brentnall
	9	Governors requested early notification of the dates of next year's graduation ceremonies.	Clerks
	10	Financial Statements - P Doherty indicated further reflection is required, with the possibility of exploring further valuation, and also discussion with RSM regarding the potential wording included within the accounts; before the accounts can be finalised and approved.	Peter Doherty
	16	The Task & Finish Group will discuss and review the process for Committee feedback / reporting, as North Lindsey College and Doncaster Colleges had operated quite differently pre-merger in terms of how Committees provided assurance to the Corporation.	Clerks / Task & Finish Group