

Corporation Board

Wednesday 9 October 2024 17:00-18:00, Boardroom, University
College Rotherham

Membership:	Jenny Worsdale (Chair); Jason Austin (CEO); Katie Asgari (Staff Governor); Heather Barnett; Sharon Blackburn; Stephen Bulley; Margaret Cobb; Donna Clifford; Shirley Collier; Sally Gillborn; David Grimes; Paul Lomas; Debbie Marshall; Jack Pike; Janet Pryke; Fatima Sabir; Carol Stanfield; Ian Sutherland
In attendance:	Tracey Mace-Akroyd (Deputy CEO); Phil Curtis (Executive Director Finance and Estates); Jane Hartog (Executive Director Marketing, HR and OD); Cath Mollart (Executive Director of Strategic Planning and Corporate Services); Sarah Connerty (Director of Governance and minutes)
Apologies:	Tracey Mace-Akroyd (Deputy CEO); Shirley Collier; David Grimes; Margaret Cobb

	Item	Action
1	<p>Welcome, introductions and apologies</p> <p>The Vice Chair Paul Lomas acted up as Chair for the meeting and welcomed colleagues to and the Student Governors to their first meeting as elected student governors.</p> <p>Apologies were received from Shirley Collier, David Grimes, Margaret Cobb and Tracey Mace-Akroyd.</p> <p>Following the meeting a celebratory meal is taking place in the Wharnccliffe to thank Janet Pryke for her time as Chair of the Board. After today Janet will be taking a sabbatical of six months due to capacity and work. [after note: the following guidance was sent to Janet about the sabbatical: trustees have continuing legal liabilities and responsibilities that do not stop because they don't perform their duties; a trustee who takes a break, and so who is not involved in decision-making, remains liable for collective decisions to which they are not part of]</p> <p>The Chair noted that there will also be time later to thank Sharron Blackburn and Heather Barnett as this is their last Board meeting with Sharron joining as a co-opted governor on the Audit and Risk Committee and Heather stepping down as a governor after the next Quality and Standards Committee in November.</p>	
2	<p>Declarations of interest</p> <p>There were no declarations received.</p>	
3	<p>Minutes of the meeting held on 8 July 2024</p>	

	<p>RESOLVED: The minutes of the meeting held on 8 July 2024 were agreed as a true and accurate record.</p> <p>RESOLVED: The written resolution – withdrawal of provision from Retford Education Centre – 15 July 2024 was ratified</p>	
4	<p>Matters arising</p> <p>All items have been actioned or are included on the agenda.</p> <p>After note: Action 3 – health and safety was a substantive item on 2 October 2024 FRC Committee and the annual health and safety report is included in the appendices and the policy will come to the next Committee and Board and Board development training is scheduled in November. The Committee had received an update on the fatality of a subcontractor at North Notts College (NNC).</p>	
5	<p>Student Governors – welcome and open session</p> <p>The Chair welcomed the Student Governors and asked for their observations on the how the start of term has been and views on the new facilities.</p> <p>Fatima Sabir noted that she is working on sport for girls and is keen to push this at the Colleges and within the community at Rotherham. A football academy has recently opened and she is keen to get the basketball team going this year and is looking at boxing training. There is a lot of interest. It is about the facilities and timings and getting things up and running and demonstrating the benefits of team work, travel, fitness and wellbeing. At the moment the focus is on Dearne Valley College and promoting with students and then the plan is to promote across all colleges. The Chair asked how this work is going. One governor has already shared details of the big careers event in Bassetlaw, What Next, where the Group is represented and Fatima confirmed she would be joining the event.</p> <p>Jack Pike noted that the start of the year has been good and he is working on setting up the Student Union to work more as a unit across the Colleges and more students have joined the SU. The students are enjoying the new facilities in computing and other departments.</p> <p>The Chair asked if there are any areas of concern and the Student Governors had no items to raise. The Board welcomed and thanked the Student Governors for their update and noted the importance of the student voice in Board meetings.</p>	
6	<p>Safeguarding and Prevent</p> <p>1. Annual Report 2023-4</p> <p>The Board considered the Safeguarding Annual Report 2023-4 and the CEO raised the following key points:</p> <ul style="list-style-type: none"> •The arrangements for Safeguarding are effective •Keeping Children Safe in Education 2023 was launched 1 September 2024. All governors have read and confirmed they have read and there are only two outstanding staff returns which are being addressed •RNN is fully compliant with the PREVENT Duty •3-year trends show an increase in wellbeing and safeguarding cases and this was discussed in detail by the Quality and Standards Committee •Additional Mentoring posts have been approved and recruitment has begun •The civil unrest over the summer has been considered when planning the Personal Development events for the first term. Guest speakers have been being 	

	<p>invited into the colleges to raise awareness and provide advice and guidance to learners</p> <ul style="list-style-type: none"> •A new Mental Health Strategy is being developed, which will have a focus on Trauma Informed Practice. <p>2. Safeguarding for All Policy</p> <p>RESOLVED: The Board approved the Safeguarding for All Policy</p> <p>The Chair asked the Student Governors if they felt safe at college and both agreed that they do and that it is very welcoming and a good experience.</p>	
7	<p>Equality Diversity and Inclusion</p> <p>1. Fairness, Respect, Equality, Diversity, Inclusion and Engagement (FREDIE) policy and action plan</p> <p>The Board considered the FREDIE policy and action plan and the CEO raised the following key points:</p> <ul style="list-style-type: none"> •A sub group working party is reviewing the Investors in Diversity feedback and recommendations and an Action Plan has been created based on the recommendations •The promotion of FREDIE (Fairness, Respect, Equality, Diversity, Inclusion and Engagement) has been included in Induction talks and events for students and the Weekly message from the CEO to all staff. <p>RESOLVED: The Board approved the FREDIE policy and action plan</p>	
8	<p>Risk</p> <p>The ED Finance and Estates reported on the current issues with the 4risk system. Following an unannounced system upgrade the Group has been unable to access the risk register. This is back up and running with software data still being transferred and one training session has taken place to date. The Chair noted that the Finance and Resources Committee had held its first meeting last week and had integrated risk discussions within the agenda items rather than as a standalone agenda item. Exec members had discussed risks and opportunities and this had worked well to embed risk into discussions and decision making. The Chair asked how the Audit and Risk Committee manage their oversight of risk and the Chair of Audit and Risk Committee explained that the Committee is responsible for the oversight of the risk management process and the entire risk register so the process is managed differently from the other Committees who are delegated specific risks to consider.</p> <p>[After note: A reminder of the agreement made by the Board at its July 2024 meeting on risk management oversight. This is included as an item in the Governance Improvement Plan:</p> <ul style="list-style-type: none"> • All Board decisions will consider risk appetite • A KPI has been written into the SPH targets around risk responsibility for Exec members. There will be regular reporting on key risks and mitigations at Exec meetings and these discussions will transfer into Board meetings • All strategic risks aligned to Committees and signposted on the risk register 	

	<ul style="list-style-type: none"> • A one-page dashboard to give an overview on what has changed, what hasn't and level of risk, so that all governors can keep up to date on the key risks across all committees • Risk to be moved to the top of agendas for the Committees and the Board and appropriate time provided to ensure key risks and controls are tested • Agendas to be led by risk items • Terms of reference, cycle of business and summary papers to detail the oversight of risk • Consideration by the Search and Governance Committee of including risk as a means of Self-assessment of Committees • Consideration by the ED Finance and Estates of the External Auditors view that a key part of embedding risk into the governance framework is the education, training and risk awareness of governors • Governors to be given access to the 4risk system so there is the voluntary opportunity to look at the register in greater detail and raise any questions/suggestions with the ED Finance and Estates and Director of Governance prior to meetings • Risk scrutiny to continue to be a standing item on the Audit and Risk Committee agendas. Extend the invitation to governors on topics relevant to their Committee. Sessions scheduled to date are: <ul style="list-style-type: none"> ○ 18 September 2024 – Environment and Sustainability ○ 21 November 2024 – AI] 	
9	<p>CEO and Principal report The CEO reported as follows:</p> <p>Enrolments</p> <ul style="list-style-type: none"> • The Curriculum Plan had a target of 3670 EFA learners and the Group is currently at 3779, an increase of 109 learners • The funding allocation is for 3263 learners, with the Group having 407 learners above allocation • Gross EFA learners are 4018 (numbers through the door). There has been a 5.9% attrition rate which is in line with expectations. The Group was expecting a 7-10% attrition rate and the Group is not yet at the 42-day cut off. This figure will change through the year with different course start dates. This is an improvement from previous years • Final learner numbers and potential additional funding will be confirmed on the second input from the ILR in March 2025. The ED Finance and Estates explained that estimates based on previous years would bring in around £1.6m of additional funding. The ESFA don't currently know the funding allocation per learner • Costs have increased due to the recruitment of extra teaching and administration staff 	

	<ul style="list-style-type: none"> • HE enrolment numbers are 234 against a curriculum plan of 427, a reduction of 193 learners. A reduction was expected and £500k was allowed in the budget to accommodate. There are another potential 73 learners in the plan for January and February starts. The Group is bringing in an external company to support enrolments in HE who will target Higher Technical Qualifications (HTQs). The company is also working with other colleges • The Group want local people to have the opportunity participate in HE provision • There is a risk of clawback for HTQ money if numbers aren't realised • Apprenticeship enrolment numbers are 127 in process and 181 totalling 308, 95 up on this period last year. The curriculum plan target is for 300 apprenticeships. The team are much better at the process with a swifter process for enrolments which is positive • Out of funded learners (OOFs) have reduced to 40 which is a vast improvement and Oofs are now longer seen as a high priority for the Group which allows a focus on learners attaining higher grades • Adults enrol throughout the year and there is a target in the curriculum plan for 9070 and currently there are 2783 with most being distance learning at the moment <p>In summary achievements are not fully finalised. The predicted overall learner numbers are above this time last year for all areas including with English and Maths, without English and Maths, High Needs, Adults, Apprenticeships, and all Department for Education (DfE) indicators for apprenticeships will be green. Risk areas are HE, English and Maths on their own which are 1% down at 69.6% and overall Functional Skills English and Maths which has dropped from 68% to 58%</p> <p>The Board asked about FS E&M and the CEO explained the drop in achievement rates is due to adults and some apprentices either not achieving or not taking the exams. The team are looking at strategies for improvements and are fully aware of actions required. One governor noted that the Quality and Standards Committee have looked in detail at this over the last year and the new strategy for E&M was brought in part way through the year and the focus will be monitoring how it progresses this year.</p> <p>One governor asked about the potential clawback on HTQs and asked if the challenge is to do with having a certain number of learners and what is the timeframe for clawback. The ED Finance and Estates confirmed it is related to the facilities and there is no timeline for the cut off at present and will probably by January 2025 which is why there is a drive to increase enrolments for January. One governor asked if facilities are not be used. The ED Finance and Estates reported that facilities are being used in some areas and this is about enrolment numbers rather than the site not being ready. It was agreed that the newly improved facilities should help to encourage learners to join courses but this will take time.</p> <p>It was confirmed that the HTQ 1 clawback was around £14k but based on current enrolments this figure will be higher.</p>	
10.1	Search and Governance Committee	

The Board noted the Search and Governance Committee Chair's report.

1. Terms of Reference all Committees

The Chair reported that all terms of reference have been updated to a consistent format and to include all items the Committee's cover. One new terms of reference has been recommended – Special Committee, which has a floating membership and will manage SPH matters if required by the relevant Group policies.

RESOLVED: The Board approved the terms of reference for:

Audit and Risk Committee

Capital Projects Steering Group

Finance and Resources Committee

Quality and Standards Committee

Search, Governance and Remuneration Committee

Special Committee

2. **RESOLVED:** The Board approved an increase to the determined number of independent governors in the Standing Orders from 15 to 17 to accommodate new governor appointments

3. New Governor Appointments

The Board considered and agreed with the panel and Search and Governance Committee's recommendation on the appointment of five new governors to strengthen the Board and its Committees and address skills shortages and increase the skills in key areas of estates, student facing, audit and finance.

RESOLVED: The Board approved the following new appointments for a four-year term of office effective from 10 October 2024 subject to eligibility and DBS checks:

Hayley Tingle – Chair of Audit and Risk Committee

Simon Ashton – member of Quality and Standards Committee

Louise Woodcock – member of Quality and Standards Committee

Kay Mulcahy – member of Finance and Resources Committee

Sohil Zokari – member of Finance and Resources Committee [after note: Sohil joined the Audit and Risk Committee because of a change in FRC membership]

The new governors will join the Board strategy day on the 22 October and will receive full inductions including tours of all sites.

[Sharron Blackburn left the meeting 18.40]

4. Co-opted governor appointment

The Board considered the recommendation from the Search and Governance Committee for Sharron Blackburn to join the Audit and Risk Committee as a co-opted member after stepping down as a Board member and agreed that Sharron had the commitment, skills and expertise for the role.

RESOLVED: The Board approved the appointment of Sharron Blackburn as a co-opted governor on Audit and Risk Committee effective from 10 October 2024 on a renewable one-year term of office

[Sharron Blackburn returns to the meeting: 18:43]

5. Board renewal

The Board considered the recommendation from the Search and Governance Committee for Jenny Worsdale to be renewed for a second term of office and agreed that Jenny had the commitment, skills and expertise as a governor and as Chair of the Board.

RESOLVED: The Board approved the renewal of Jenny Worsdale for a second term of office as an independent governor effective from 24 November 2024 for a four-year term of office

The Board noted the following approvals:

- 1. Scheme of delegation**
- 2. Policy Framework**
- 3. Governance Improvement Plan and EGR**
- 4. Role descriptions:**
 - Governor
 - Vice-Chair
 - Co-opted Governor
- 5. Policies:**
 - Code of Conduct
 - Conflicts of Interest
 - Governor recruitment and succession planning
 - Governor expenses
 - Procedure on removal of a governor
 - Complaints against the Board

The Chair noted that the Committee has agreed a Governance Improvement Plan and progress against it will be reported to the Board through the Committee report. This will cover the recommendations from the External Governance review. As part of the Plan Governors are asked to attend at least three sessions outside of Board and Committee meetings and mandatory training in 2024-5. This can include learning walks, governor briefing sessions, risk scrutiny sessions at Audit and Risk Committee, student events. The Chair welcomed any invites and suggestions from the Student Governors for attending events through the year.

The Link Governor scheme is being reviewed to ensure it is effective and the Vice Chairs will be taking this work forward over the next term. The focus will be on student facing roles and key areas (Safeguarding, SEND, EDI, Health and Safety, Environment and Sustainability).

10.2	<p>Audit and Risk Committee</p> <p>The Board noted the Audit and Risk Committee Chair’s report of the meeting held on 18 September 2024.</p> <p>The Chair of the Committee noted that the Committee had received all the remaining internal audit reports and an overall opinion of adequate assurance. There was a concern about the FEEP estates data and the accuracy of data being presented and the ED Finance and Estates was tasked to go back to the Estates Department to update the data so it was reliable for Committee scrutiny and review. The Chair reported that this had been actioned for the Finance and Resources Committee.</p> <p>The Chair noted that the Committee had discussed the civil unrest in Rotherham over the summer and this has been requested as a standalone item on the risk register to ensure the right controls in place.</p> <ol style="list-style-type: none"> 1. RESOLVED: The Board approved the Internal Audit Strategy 2023-4-2025-6. 2. Audit and Risk Committee terms of reference These were approved under item 10.1.1 3. Audit and Risk Committee membership RESOLVED: The Board approved the Audit and Risk Committee membership for 2024-5 noting the appointment of a new Chair and a co-opted appointment. 	
10.3	<p>Capital Projects Steering Group</p> <p>The Board noted the CPSG minutes of the meeting held on 19 September 2024 and the project manager’s report.</p> <ol style="list-style-type: none"> 1. CPSG terms of reference These were approved under item 10.1.1 2. CPSG membership Membership remains unchanged from the approvals in May 2024 	
10.4	<p>Quality and Standard Committee</p> <p>The Board noted the Chair’s report of the meeting held on 24 September 2024. The following items were approved earlier in the agenda:</p> <ol style="list-style-type: none"> 1. Safeguarding for All Policy (under item 6.2) 2. FREDIE Policy 2024-27 and action plan (under item 7.1) 3. Quality and Standards Committee terms of reference (under item 10.1.1) 4. Quality and Standards Committee membership RESOLVED: The Board approved the Quality and Standards Committee membership for 2024-5 noting the appointment of two new student facing governors 5. End of year Quality Improvement Plan 2023-4 The Board noted the QIP. 	
10.5	<p>Finance and Resources Committee</p> <p>The Board noted the Committee Chair’s report of the meeting held on 2 October 2024</p> <ol style="list-style-type: none"> 1. Finance Report and July 2024 Management Accounts 	

The Board noted the finance report and management accounts. The ED Finance and Estates reported that the Group is still forecasting Good Financial Health and EBITDA has increased from £100k last year to £2m this year.

2. Finance and Resources Committee terms of reference

These were approved under item 10.1.1.

The Chair noted that the Committee had discussed environment and sustainability and the Group's next steps following the departure of the Environment and Sustainability Officer. It was agreed that environment and sustainability will remain under the remit of the Committee. The ED Finance and Estates noted that he is meeting with an external company tomorrow to take forward discussions on how to progress the area.

3. Finance and Resource Committee membership

RESOLVED: The Board approved the Finance and Resources Committee membership for 2024-5 noting the appointment of two new governors to the Committee with expertise in finance and estates

Policies:

4. HE Fees Policy

RESOLVED: The Board approved the HE Fees Policy.

The ED Finance and Estates reported that the Committees have requested a review of the strategy for HE in response to the drop in enrolment numbers for this year.

The CEO noted that the Group's HE fees are £6900 for a full-time course compared to most universities at £9000. The Exec have considered reducing fees to encourage growth, but the view is that fees are paid by loans which are paid off proportionally over the next 30 years and may not be a factor for many learners. The CEO asked the student governors for their thoughts. Jack Pike noted that his focus was on doing the course he wanted to do (MA in computer science) with intensive theory knowledge rather than cost and Fatima Sabir noted that she wanted to be working while studying and was choosing to do a police constable apprenticeship. One governor noted that she had talked to a lot of young people in her role and the views are either that any money is too much or someone else is paying for it so I'll worry about it later.

5. Grievance Policy and Procedure

The ED HR, Marketing and OD explained that the policy has been updated due to the new legislation around sexual harassment which has now been removed from the policy with a new standalone policy drafted which will be approved by the Executive.

RESOLVED: The Board approved the updates to the Grievance Policy and Procedure

6. Financial Regulations

RESOLVED: The Board approved the update to the Financial Regulations with all order/purchase approvals over £250k coming to the Finance and Resources Committee for approval (previously £200k and with Chair approval)

The Board noted the following:

	<p>7. IT Strategic Plan. The Chair recommended all governors read the strategy which is the first of its kind for IT at the Group and sets a very good template for future strategic work.</p> <p>8. Health and Safety Annual Report The CEO reported that the Exec are reviewing evening cover duty rotas. The Group have been offered two free days for a review of health and safety from their insurers and are paying for a third day to review all fire certificates. An interim manager for Health and Safety is being interviewed and feedback from the staff focus groups on health and safety are being taken forward. [After note: ACTION: The next Board briefing is due to be on health and safety on the 11 November 2024 and it is proposed this is deferred to allow time for the new postholder time to get established in the role and then present the current position to governors]</p> <p>9. Estates Vision and Strategy 2023/4-2028/9 The Board noted the vision and strategy update.</p> <p>10. HR Overview The Board noted the HR overview. The Chair reported that there is continued good progress within HR and continued KPI development. The Committee discussed the government’s announcement of a 5.5% pay award for schools and how this may impact on FE and recruitment and retention. The Board asked about FE pay negotiations and the CEO noted that the meetings with the AoC and trade unions had taken place earlier this week and communications and recommendations would be circulated this week. [After note: the pay award recommendation from the AoC is 2.5% dependent on individual colleges’ affordability]</p> <p>11. Value for Money policy The Board noted the new Value for Money policy.</p>	ED Finance and Estates
11	<p>Any other business The Staff Governor reported that the hospitality students have been selected to represent the Group at the AoC Conference and the Board passed on their congratulations. The Exec, Chair and Director of Governance are attending the conference.</p>	
12	<p>Date of next meetings: Wednesday 11 December 2024 - UCR Wednesday 26 March 2025 - UCR Wednesday 25 June 2025 - DVC All meetings start at 17:00 and the Chair noted they are in person.</p> <p>Strategy events Tuesday 22 October 2024 – strategy all day – Leopold Hotel Sheffield. The CEO noted the speakers that have been arranged for the morning session. SLT will attend the morning and the afternoon session is dedicated to Board and Exec discussions on the development of a new strategic plan. Wednesday 19 March 2025– strategy half day – UCR</p>	

Meeting closed: 18.05