

## Full Governing Body 13 October 2009 5.30 Kirkley Hall preceded by training at 4.30 from Price Waterhouse Coopers

	<p>Present: L Ions, R Ellis-Jones, M Jeans, S Barlow, L Rickerby, B Bedson, T Shirley, P Langton (as observer until item 6 and then as a member of the Board) , R Casson, I Todd</p> <p>In attendance: H Wright, C Todd, Clerk</p> <p>Paul Woolston and Susan McNair of PWC for item13</p> <p>The Chair welcomed Bob Bedson to his first meeting of the Governing Body</p>
1	<p>Confirmation of eligibility and quorum:</p> <p>The meeting was quorate. There were no eligibility issues and no one declared an interest in a matter on the agenda.</p>
2	<p>Apologies:</p> <p>D Moon, M Rossi, C Smith, D Fleming</p>
13	<p>Internal audit annual report: (This item was brought forward on the agenda to accommodate the auditor)</p> <p>This was presented by the Price Waterhouse Coopers (PWC) team who noted that it was in draft until agreed by the audit committee. The auditors outlined that they had seen a lot of progress, in their opinion the direction of travel was right and that the approach and commitment shown by the College team and finance team in particular was good And there was still some way to go. Following a question from Ian Todd it was noted that the current results would place the College in the lower 20% of Colleges on benchmarking. The meeting agreed that Governors were confident that the auditors had presented a clear and accurate picture of where things were at the present time and were pleased to note the in year progress made..</p> <p>The report was discussed and received. PWC team left the meeting.</p>
3	<p>Minutes of the meeting held on 14 July:</p> <p>They were agreed as a true record of the meeting subject to the inclusion of S Barlow as present at the meeting.</p>

4	<p>Matters arising:</p> <p>FGB14/07/09:6</p> <p>Sensitivity analysis on the budget has been done. It was noted that this is a large document for circulation and it was proposed that S Barlow get a copy from C Todd direct for consideration.</p> <p>FBG14/07/09:9</p> <p>R Ellis-Jones and R Casson have met to meet to discuss partnership opportunities for the future.</p> <p>FGB14/07/09:9</p> <p>The Principal reported that she had set a Challenge to staff to come up with solutions to the accommodation problem and the response was excellent. G F Whites were doing further work on options for the existing estate. An idea had developed from work done in the Standards committee meeting to look closely at the groups of students who were unhappy with their accommodation and to develop focus groups to see how targeting improvements would bring about a better student experience more quickly.</p> <p>The private finance initiative had not been supported by the LSC nationally and had therefore been dropped.</p>
5.1	<p>Chair's comments:</p> <p>5.1.1 The process of annual report writing and discussion had been very useful and the reports were helpful in reflecting on the work of the Board in the year.</p> <p>It was agreed to repeat the process next year</p> <p>5.1.2 L Ions had attended the training for managers on budget management on 11 August and found it very useful.</p> <p>5.1.3 The Friends of Kirkley Hall had provided some framed horticultural prints and also some iron gates to be made for the gardens at Kirkley Hall. The Board expressed their thanks to the Friends for all their help in fundraising.</p> <p>5.1.4 The graduation ceremonies had taken place and were very special events with great success for a lot of students. The Chair had enjoyed talking to students and their families and noted that about 240 students had received HE level awards. Thanks to those governors who were able to attend.</p> <p>5.1.5 The Chair's Annual Christmas Dinner was in the diary for December 8<sup>th</sup> and was an opportunity for students to showcase their talents.</p> <p>5.1.6 The Principal and Chair were due to attend the AoC regional meeting on 15 October and would give feedback.</p>
5.2	<p>Principal's comments:</p> <p>5.2.1 The interviewing process for an Assistant Principal at Kirkley was underway.</p> <p>5.2.2 The funding bid by Sunderland University for a centre with the Local Authority and the College had been unsuccessful.</p>

6	<p>Minutes from sub-committees:</p> <p>6.1 Audit committee 7 July:</p> <p>6.1.1 The recommendation to reappoint internal auditors was approved.</p> <p>6.1.2 The recommendation to reappoint external auditors was approved.</p> <p>6.1.3 it was agreed that a joint meeting of Audit and Finance and personnel committees would take place on 24 November to consider the annual accounts.</p> <p>6.1.4 The minutes were received</p> <p>6.2 Finance &amp; Personnel committee 13 July:</p> <p>6.2.1 The recommendation to approve the 3 year forecast was approved. The board noted the self-assessment grade on financial health.</p> <p>6.2.2 The recommendation to approve the amendments to the Financial Regulations was approved.</p> <p>6.2.3 the minutes were received</p> <p>6.3 Search committee 14 July:</p> <p>6.3.1 The support staff governor election had been re-run with no result and would be run again with open information sessions.</p> <p>6.3.2 The minutes were received</p> <p>6.4 Annual Reports 21 July:</p> <p>6.4.1 The Annual reports had been circulated and were approved.</p> <p>6.4.2 The flu contingency plan presented at the meeting was approved</p> <p>6.5 Search 22 September: Minutes not yet available</p> <p>6.5.1 The committee had considered the applications of D Moon, P Langton and E Grant and recommended them as suitable to join the Board The following recommendations were approved:</p> <p>D Moon was appointed on a one year probation term,</p> <p>P Langton was appointed on a one year probation term,</p> <p>E Grant was appointed on a one year probation term.</p> <p>P Langton who was present at the meeting now sat as a member of the Board.</p>
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7	<p>Strategic Plan Process:</p> <p>R Ellis-Jones presented the paper and noted that the recent audit had been positive about the strategic planning process. The paper addressed some of the action points arising from the audit. There was a need to fit the strategic planning process in to the cycle of business for standards committee and to tie it in to the SAR and QIP process.</p> <p>The Governors agreed the proposed timetable and agreed the plan to tie the process to the SAR and QIP and to monitor it via standards committee.</p>
8	<p>Ofsted feedback:</p> <p>H Wright was the Ofsted Nominee and so gave the feedback available so far. She asked governors to note that the feedback was verbal only until the report was published and that the grades were not therefore available. There was a very good response from students and staff and the whole College worked very hard to make the visit a success. A draft report would be published soon and then a final report in the last week of November.</p> <p>It was agreed that the Chair would draft a letter of thanks to staff from the Board to show appreciation of their work.</p>

9	<p>Finance Update:</p> <p>9.1 July 2009 year end management accounts</p> <p>C Todd presented the report and spreadsheets . There was a key need to manage cash carefully and this was a main priority. L Ions noted that the paper had been taken to F&amp;P committee and discussed there and this was an amended version with some more background on the make up of the year end deficit which was very disappointing. The Chair asked members to discuss her role as Chair of F&amp;P as well as of the Corporation and she was willing to step down This had been mentioned in the recent audit but following discussion on the skills required the meeting agreed that they were happy for her to continue in this role. It was also agreed on the recommendation of F&amp;P that work should be done to seek another Governor who was a qualified accountant or co-opt an accountant to the committee.</p> <p>C Todd took detailed questions on the figures and the strength of the budget and the underlying issues on the deficit.</p> <p>The report was received</p> <p>9.2 Financial Headlines August 2009 and cashflow :</p> <p>C Todd outlined this new reporting format and some of the detail was highlighted. Repayment of the LSC advance was discussed.</p> <p>The report was received</p> <p>9.2 Capital requests :</p> <p>C Todd took Governors` detailed questions on the capital requests and explained some the background.</p> <p>The governors approved the requests for capital bids as follows:</p> <p>7 ICT replacement of email server, 10 ICT wireless network, 13 Art Dept UV unit,30 Hospitality oven,31 Finance software,37 Construction 2 timber framed kits ,41 Sport Dept treadmills, 33 Farm fencing ,34 Farm re-seeding pastures.</p> <p>Governors noted the bids 32 and 35 were for farm livestock and had been pre-approved at F&amp;P committee level as pre-agreed budget spend and were of a time-sensitive nature.</p> <p>C Todd outlined the proposal for a fund of discretionary capital for the Principal’s approval and this was approved.</p> <p>C Todd outlined the need to convert a £10k revenue budget to capital in relation to bid 41 (sports department equipment) and this was agreed.</p>
10	<p>2009-2010 Enrolment and funding analysis:</p> <p>C Todd gave some of the detail and showed which areas were on target and which were below at this point in the process. C Todd took detailed questions on the data and some of the methodology. Train to Gain was discussed as this area is a high priority and must be addressed very quickly if we are to rectify the shortfall.</p> <p>Ian Todd suggested managers explore how much additionality could be expected based on previous years.</p> <p>It was agreed that C Todd would bring some further detail on the Train to Gain picture to the December meeting.</p> <p>The report was received</p>

11	<p>Risk Management Review and Risk Register:</p> <p>C Todd introduced the new format of Risk Register to enable easier identification of risks and a more user-friendly format. He also outlined the Risk Management policy included in the appendices. The governors discussed various different approaches to managing and reporting risk and there was discussion on the best number of key areas to have in the short report format. There was also discussion about the number of risk panel meetings to hold in the year and it was agreed that it was best if they were able to meet on a flexible basis.</p> <p>The governors approved the Risk Management Policy and the new Strategic Risk Register.</p>
12	<p>Subsidiary Companies Report:</p> <p>C Todd presented the paper and outlined the background to High Gain and the way it was managed.</p> <p>P Langton volunteered to join the Board of High Gain as a Director as did Bob Bedson. Their applications would be considered with a skills match and the meeting thanked them for their interest, C Todd would be in contact with them in due course to discuss their applications and duties and responsibilities.</p> <p>The meeting approved the new governance arrangements for High Gain Business Consultancy Ltd</p> <p>The meeting noted the interest of two members in becoming directors</p> <p>The memorandum of understanding was approved</p>
14	<p>Any other business:</p> <p>14.1 Governors were asked to return their self-assessment questionnaires as soon as possible for processing.</p>
15	There were no confidential items.
16	The date of the next meeting is December 15 at 5pm. The main meeting ended at 7.50pm and the College managers left the meeting at this point due to the nature of the item to be discussed.
17	<p>Report from the Remuneration Committee meeting held 4pm 13 October:</p> <p>The Remuneration Committee had met immediately prior to this meeting to review the appraisal, pay and objectives of the Principal, C Todd and H Wright. The members attending the committee were: L Ions (Chair), D Fleming, T Shirley, S Barlow.</p> <p>The meeting had considered a paper outlining benchmark data and AoC comparators, a paper from the Chair outlining progress since the last meeting and the appraisal documents..</p> <p>Following discussion the recommendations on pay award for the 3 posts made by the committee were approved by the Board</p> <p>The objectives for 2009/10 were also approved</p> <p>The meeting ended at 8.15pm.</p>

#### ACTIONS

Minutes of July meeting to be amended	Clerk
Sensitivity analysis to be sent to S Barlow	C Todd
Chair to draft letter to thank staff for work during Ofsted	L Ions

Further information on the Train to Gain income stream to be brought to the December meeting	C Todd
High Gain applicants to be considered and contacted by Finance Director	C Todd
Qualified accountant member to be sought for F&P committee membership	Clerk and Chair and Principal