

**PART A Minutes of the Corporation meeting held on 15 December 2016 4pm
THE BOARDROOM 4H01, UNIVERSITY CENTRE**

Present Gill Alton CEO, Shane Blades, Jane Bowman, Tony Bramley, Roger Cannon, Lesley Charlesworth-Browne, David Hilditch, Ian Lindley, Jonathan Lovelle Chair, Lucy Ottewell, Liz Parry, Erika Stoddart, Rob Walsh

In Attendance Susan Bailey, Clerk to the Corporation, Adrian Clarke, Group Director Corporate Services, Debs Gray Principal GIFHE, Sam Whitaker Group Director Strategic Projects, Hugh Group Director Marketing, Steve Butler, Group Director Human Resources.



**Pre-Corporation Governor Training Session
4pm – 4.30pm**

The Chair of the Audit Committee, Erika Stoddart provided a Powerpoint presentation on Risk Appetite which highlighted the Corporation's responsibility for determining the Grimsby Institute Group's Risk Appetite, how this could be achieved and the methods available to do this. During discussion the following was agreed:

- The Corporation could not delegate the responsibility for determining the Group's Risk Appetite
- The Corporation should identify all areas where the Group could or could not afford to take risks
- The Corporation must never take risks where the impact could be loss of life
- The Corporation should determine the Group's five main risks
- Areas of compliance were high risk and would need high levels of control in place to minimize risk
- A high tolerance of risk was acceptable around reputation (local newspaper reports)
- A low tolerance of risk must be adopted for compliance with relevant Health & Safety, Equality & Diversity and Safeguarding legislation.
- The Corporation should avoid being risk averse which could in turn impact on the Group's ability to diversify and grow and affect the successful outcomes for learners.

Governors thanked the Chair of the Audit Committee for a very informative and interesting presentation. It was agreed that the Corporation should undertake the risk mapping process as part of an away day activity using the online Risk Compass package. It was agreed that once the Corporation had completed the exercise the process could then be cascaded down to the Corporation's Local Boards in order to determine the Group's Risk Appetite at local level.

1. Apologies

Apologies were received from Robert Edwards and Ann Hardy, Principal YCC.

2. Declarations Of Interest

There were no declarations of interest received.

[CORPORATION 15.12.16](#)

3. Corporation Minutes 13 September 2016

RESOLVED the minutes of the Corporation Meeting held on 13 September 2016 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

4. Corporation Minutes 4 October 2016

RESOLVED the minutes of the Corporation Meeting held on 4 October 2016 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

5. Special Corporation Minutes 18 October 2016

RESOLVED the minutes of the Special Corporation Meeting held on 18 October 2016 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

6. Strategic Plan 2016-17 Autumn Term 2016 update (including Group Re-brand proposal)

RESOLVED Minute 6 was classified as confidential in accordance with clause 17 of the Instrument of Government indefinitely.

7. Group Draft Self-Assessment Report 2015-16

7.1 The Principal GIFHE submitted the Group's full draft Self-Assessment Report 2015-16 stating that the summary report / Aide-Memoire to the Group's Self-Assessment Report (SAR) 2015-16 had been scrutinised by the Standards & Performance Committee on 29 November 2016 and provided an accurate overview of the Self-Assessment Report. The following was reported to the Corporation:

- Summary of overall CIF grades for which the Group had self-assessed as grade 2 'Good' at all levels
- Summary of the why the Group had not yet self-assessed as grade 1 'Outstanding' namely:

7.2 The Chair of the Standards & Performance Committee stated that whilst members were disappointed that the Group had not yet achieved 'outstanding' the Self-Assessment report showed that a great deal of work had been undertaken to achieve the good progress evidenced within the report, particularly in view of associated deprivation factors. The Chair of the new GIFHE Board confirmed his endorsement of the report and wished to thank all staff and students concerned for the positive status of the report.

RESOLVED the summary Self-Assessment Report 2015-16 was noted.

8. Corporation Self-Assessment of Performance Report 2015-16

The Clerk submitted the report and results of the Corporation's Self-Assessment of its' own performance during 2015-16. The Clerk confirmed that areas where more than 3 Governors did 'not know' or 'disagreed' had been flagged for inclusion within the annual cycle of Corporation business and for further action and discussion at the next training session to be provided by Ron Hill, FE Governance Consultant.

RESOLVED the results of the Corporation Self-Assessment of Performance 2015-16 were noted.

9. Annual Provider HEFCE Assurance 2015-16

The Principal GIFHE submitted the following:

- Annual Provider HEFCE Assurance 2015-16 report outlining the requirement for colleges offering Higher Education (HE) provision to provide assurance to HEFCE about the quality of this provision annually and by the 1 December 2016.
- Copy of the HEFCE Assurance statement signed by the CEO and Chair following approval by the Standards & Performance Committee on 29 November 2016.

9.1 The Principal GIFHE assured the Committee that the Grimsby Institute of Further and Higher Education (GIFHE) was fully compliant with all relevant HEFCE legislation and met the criteria outlined in the HEFCE statement. It was noted that under the Corporation's current cycle of business the timing of the deadline for return of the statement to HEFCE had not allowed time for the Corporation to approve the statement.

9.2 The Clerk stated that consensus from recent discussions on the FE Clerks network around governor approval of the HEFCE assurance statement suggested that most Colleges had submitted HEFCE Assurance reports to Quality / Standards Committees prior to 1 December 2016 in order to make subsequent retrospective recommendations to the Corporation.

RESOLVED The Annual Provider HEFCE Assurance 2015-16 statement, signed by the CEO and Chair on the approval of the Standards & Performance Committee on 29 November 2016 was retrospectively approved by the Corporation.

10. Board Assurance Framework 2016-17

10.1 The Group Director Finance presented the report on Board Assurance Framework 2016-17. The Chair of the Audit Committee confirmed that the Audit Committee had reviewed the Board Assurance Framework 2016-17 in depth and agreed that the document provided a comprehensive checklist and framework to identify the Group's principle risk activity, risk appetite and sources of assurance both internally and externally.

10.2 It was confirmed that the Audit Committee had agreed to review the Board Assurance Framework annually and monitor revisions and amendments to the framework throughout the Audit Committee's annual cycle of business.

RESOLVED The Board Assurance Framework 2016-17 was approved

11. Financial Statements 2015-16, Management Letter and Modal Letter of Support

11.1 The Group Director Finance presented the Group's Financial Statements 2015-16, Management Letter and Modal Letter of Support which it was confirmed had been considered in detail by members of both the Audit and Resources Committee on 6 December 2016 and subsequently recommended for Corporation approval. The following was also reported:

11.2 A letter of support for Workforce Skills had now been drawn up using the same format as the Modal Letter of Support to ensure a break even position was secured for both ventures. It was confirmed that progress towards Workforce Skills and Modal achieving a profit would be considered by respective local boards (GIFHE and C & E) from January 2017 onwards and reported to the Corporation accordingly.

- 11.3 The handover of Modal Training was due to take place on 3 January 2017 with the Modal team likely to move on site by the end of January 2017. The Group Director Strategic Projects provided expected income figures on receipt of accreditation



Governors congratulated all staff concerned for the progress made since the last visit to Modal which was now clearly evident from the most recent governor visit to the site which took place on 15 December 2016 prior to the Corporation meeting. During the visit Governors were able to take a look at the equipment now installed and ready for operation in January 2017. It was agreed that the progress made was significant and showed a high quality build and specification.

RESOLVED The Financial Statements 2015-16, Management Letter, Modal Letter of Support and Workforce Skills Letter of Support were approved.

12. Annual Report of the Audit Committee 2015-16

The Chair of the Audit Committee submitted the Annual Report of the Audit Committee 2015-16 confirming that the report provide an accurate record of Audit Committee business undertaken during the year 2015-16. The following was noted:

- The Audit Committee had achieved 100% attendance at meetings throughout the year.
- The results of Internal Audit reviews undertaken during 2015-16 had been positive and were a credit to the Group and all staff concerned.
- The Audit Committee had overseen and monitored the completion of the Board Assurance Framework and development of the Group's Risk Management processes.
- A review of the Audit Committee's effectiveness would be undertaken during the summer term 2017.

RESOLVED The Annual Report of the Audit Committee 2015-16 was approved.

13. Chairs Autumn Term 2016 report

The Chairs' Autumn Term 2016 report was received which provided an update on Chairs activities to date. The report included a review and update on the following:

- 13.1 Corporation achievements during the calendar year including appointment of a new CEO, appointment of a new Scarborough Principal, approval and implementation of a new Group strategic plan 2016-19 'The Four Big Things'
- 13.2 Area Based Review developments and likely outcomes for the Group in Greater Lincolnshire and North Yorkshire.

- 13.3 Chairs attendance at the AoC Annual Conference in November 2016 and GIG showcase on Labour Market Intelligence and the AoC Beacon Award ceremony at which GIFHE received the Beacon Award for Widening Participation
- 13.4 Update on internal organisation activities and achievements including an overview of the progress and achievements at YCC

RESOLVED the Chair's Autumn Term 2016 report was received.

14. Governance Committee recommendations – 15 December 2016

The Chair of the Governance Committee reported the outcome of discussions and recommendations made at the meeting held at 12 noon prior to the Corporation meeting. Key points raised at the meeting were as follows:

- 14.1 Governor attendance during 2015-16 was good at 83% for Corporation and Committee meetings and 77% for Corporation meetings although the additional meetings attended by Governors were not captured within the attendance data. The Committee recommended the target of 85% attendance at Corporation and Committee meetings be reduced to 80% in line with FE Sector benchmark.
- 14.2 The results of the Governor Skills Audit 2015-16 showed that generally there was an even balance of skills, gender and experience.
- 14.3 The proposed Governor Selection policy, revised by the Clerk in line with and to support implementation of the new governance structure was reviewed. In relation to the proposed composition of the Corporation within the new structure the Governance Committee agreed that the Corporation as a whole should agree the final composition. It was also agreed that the Search function of the Corporation should be a matter for the Corporation directly on implementation of the new governance structure.
- 14.4 The Governance Committee had considered the list of prospective governors recommended for appointment to the Corporation and/or Local Boards taking into account experience, skills and performance at recent shadow board meetings. It was acknowledged that the appointment process would not be in line with current procedures but on the basis of performance at Local Shadow Board meetings and recent discussions with at least two of the following: CEO, Chair, Clerk, GD Strategic Projects, Principal GIFHE and / or Principal YCC.
- 14.5 The Governance Committee reviewed the proposed new terms of reference of the Remuneration Committee and delegated powers recommending them for Corporation approval

RESOLVED The following recommendations of the Governance Committee were approved:

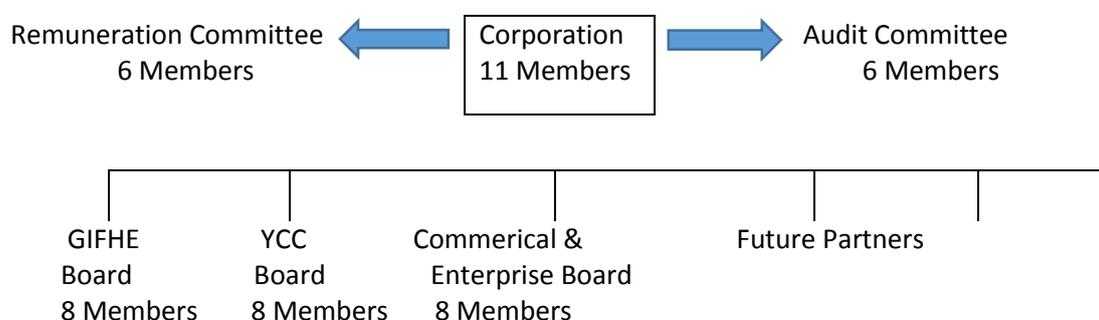
- a) That the Corporation's attendance target for Corporation and Committee / Local Board meetings is reduced to 80%
- b) That the Governor Selection policy 2017 is approved
- c) That the list of prospective governors are appointed to the Corporation and/or Local Boards for a period of four years from 1 January 2017 commencing with one probationary year:
- d) That the terms of reference of the Remuneration Committee including delegated powers are approved.

15. Governance Restructure and Membership of the Corporation 2017

- 15.1 The Clerk submitted a report which provided a reminder and background to the Corporation's decision to restructure Governance arrangements from 1 January 2017. The report included details of the following:
- Background / reminder in respect of the proposed new Governance Structure
 - Revised Terms of Reference for the new local Boards amended in line with feedback from Local Shadow Board meetings
 - Corporation role & responsibilities under the new structure
 - Proposed terms of reference and delegated powers of the Remuneration Committee
 - Governance Committee membership report 15 December 2016
 - Proposed Corporation membership from 1 January 2017
- 15.2 Governors considered the reports and proposed new Governance Structure, approved by the Corporation in July 2016 on the proviso that final approval should be given in December 2016 subject to successful testing and operation of shadow boards and the Corporation's existing Committee Structure. During discussion over the composition of the Corporation it was agreed that a reduction in the number of governors on the Corporation would further streamline governance and improve efficiency. The Clerk confirmed that the Corporation could reduce membership to below 12 governors as endorsed by the Eversheds Governance service.
- 15.3 In agreeing to reduce the number of Members of the Corporation it was agreed that the number of staff and student governors should be reduced to one of each and the Clerk commence the consultation process with both groups during the Spring Term 2017. It was acknowledged that as the Corporation's existing staff governors had been elected by the Staff Group these appointments must continue until the end of term of office.
- 15.3 In conclusion it was agreed that operation of the Shadow Boards during the Autumn term 2017 had been effective and supported implantation of the Group's Strategic Plan 2016-19. It was agreed that the move to a new structure and operation of a strategic carver style model of governance with associated local advisory boards from January 2017 would support implementation of the Group's new and refreshed Strategic Plan 2016-19.

RESOLVED:

- a) The Corporation approved the following Governance Structure from 1 January 2017:



- b) The Corporation approved the Terms of Reference for the GIFHE, YCC and C & E Boards
- c) The Corporation approved the membership of the Local Boards, Remuneration and Audit Committee from 1 January 2017 (see attached)
- d) The Corporation approved the membership of the Corporation from 1 January 2017 agreeing a total membership of 11 (quorum of 6) including the following:
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|------------------------------------|--------------------------------|
| The Chair of the Corporation | Jonathan Lovelle |
| The Chair of the GIFHE Board | Tony Bramley |
| The Chair of the YCC Board | Roger Cannon |
| The Chair of the C & E Board | Robert Edwards |
| The Chair of the Audit Committee | Erika Stoddart |
| Two members of the Audit Committee | Lucy Ottewell (Staff Governor) |
| | Philip Jackson |
| The CEO | Gill Alton |
| One Staff Member | Lesley Charlesworth-Browne |
| One Student Member | to be appointed |
| One Independent Member | to be appointed |
- e) The Corporation approved changing the Group's Instruments and Articles to reduce the number of staff governors from 2 to 1 subject to consultation with the whole staff group.
- f) The Corporation approved changing the Group's Instruments and Articles to reduce the number of student governors from 2 to 1 subject to consultation with the whole student group.
- g) The Corporation agreed that the existing staff governors should remain as members of the Corporation until the end of respective terms of office in October 2019.
- h) The Corporation agreed that the Chair and Vice-Chair of the Corporation should remain as Chair and Vice-Chair until the end of their respective terms of office after which the Corporation will appoint a Chair and Vice-Chair from amongst their number.
- i) The Corporation approved the revised Selection of Governors policy subject to amendment to the procedure for staff and student elections to reflect that there must be one staff and student member on both the YCC and GIFHE Board to be selected by each institution as they wish (acknowledging that it is good practice to hold elections)
- j) The Corporation agreed that elections across the whole Group should take place for the Corporation's Staff and Student Governors
- k) The Corporation agreed that the responsibility for searching and appointing new governors and the re-appointment of existing governors should be a matter for the Corporation directly. The Corporation agreed that in certain instances a Task and Finish Group could be set up to assist in the Search for new Governors.
- l) The Corporation agreed the membership and revised terms of reference for the Remuneration Committee including delegated powers to consider the outcome of appraisals and consideration of the remuneration of Senior Post Holders.
- m) The Corporation agreed the membership and terms of reference for the Audit Committee.

- n) The Corporation approved the following Members for appointment for a period of four years from 1 January 2017 until 31 December 2020 including one year's probationary service and completion of all necessary paperwork:

Brian Davidson	Coopted member of the YCC Board
Suzanne Burdett	Coopted member of the YCC Board
Tom Fox	Coopted member of the YCC Board
Alan Speight	Coopted member of the GIFHE Board
Michelle Laylor	Coopted member of the C & E Board
Jan Chris Tonge	Coopted member of the C & E Board
Jane Miller	Coopted member of the C & E Board
Philip Jackson	Member of the Corporation and the Audit Committee

16. Revised Corporation Meetings Calendar 2016-17

- 16.1 The Clerk submitted the revised calendar of meetings for 2016-17, approved by the Corporation in July 2016. The Clerk stated that the calendar had been revised taking into account feedback received at the recent Shadow Local Board meetings at which it had been agreed that meetings scheduled for the summer and autumn terms 2017 should be moved to allow more timely consideration and review of budgetary information and teaching, learning and assessment data.
- 16.2 The decision to extend the calendar of meetings from 12 months to 18 months giving Members further advanced notice of meetings was welcomed.

RESOLVED The revised Corporation Calendar of Meetings 2016-17 was approved.

17. GIFHE Shadow Board minutes 10 October 2016

The Chair of the GIFHE Shadow Board outlined the background to the minutes of the meeting held on 10 October 2016.

RESOLVED the minutes of the GIFHE Shadow Board meeting held on 10 October 2016 were received.

18. YCC Shadow Board minutes 11 October 2016

The Chair of the YCC Shadow Board outlined the background to the minutes of the meeting held on 11 October 2016.

RESOLVED the minutes of the YCC Shadow Board meeting held on 11 October 2016 were received.

19. Commercial & Enterprise Shadow Board minutes 8 November 2016

In the absence of the Chair of the Commercial & Enterprise (C & E) Shadow Board the Group Director Strategic Projects outlined the background to the minutes of the meeting held on 8 November 2016.

RESOLVED the minutes of the C & E Shadow Board meeting held on 11 October 2016 were received.

20. Resources Committee minutes 18 October 2016 and 6 December 2016

The Chair of the Resources Committee outlined the background to the minutes of the meetings held on 18 October 2016 and 6 December 2016.

RESOLVED the minutes of the Resources Committee meetings held on 18 October 2016 and 6 December 2016 were received and the following recommendations contained within the minutes were approved:

Minute 4.16	18 October 2016	Health, Safety and Welfare Annual Report 2015-16
Minute 4.17	18 October 2016	Human Resources and Payroll (HRP) Annual Report 2015-18

21. Standards & Performance Committee minutes 29 November 2016

The Chair of the Standards & Performance Committee outlined the background to the minutes.

RESOLVED the minutes of the Standards & Performance Committee meeting held on 29 November were received and the following recommendations contained within the minutes were approved:

Minute 5	Higher Education Funding Council for England (HEFCE) Assurance Statement 2015-16
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22. Audit Committee minutes 6 December 2016

The Chair of the Audit Committee outlined the background to the minutes.

RESOLVED the minutes of the Audit Committee meeting held on 6 December 2016 were received and the following recommendations contained within the minutes was approved:

Minute 9	Board Assurance Framework and Aide-Memoire 2016-17
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23. Joint Audit and Resources Committee minutes 6 December 2016

The Chair of the Audit Committee outlined the background to the minutes.

RESOLVED the minutes of the joint Audit and Resources Committee meeting held on 6 December 2016 were received and the following recommendations contained within the minutes was approved:

Minute 3.1	Audit Findings report year ended 31 July 2016
Minute 4	Self-Assessment Regularity Questionnaire 2016
Minute 5	Letter of Representation for the Financial Statements Audit for the year ended 31 July 2016
Minute 6	Modal Training Letter of support
Minute 7	Members' Report and Financial Statements for the year ended 31 July 2016

24. Any other business

None received.

25. Review of confidential minutes

RESOLVED that minute 5 is classified as confidential in accordance with Clause 17 of the Instrument of Government indefinitely

26. Date and time of next meeting

RESOLVED Tuesday 7 March 2017 4pm Venue: GIFHE

The meeting closed at 5.42pm

Signed ----- Date -----

Chair of the Corporation

Action Schedule

No	Minute Title	Action by	Action required
	Pre-Corporation Governor Training Session – Risk Appetite	Clerk / Chair	Arrange Risk Mapping training day
15	Governance Restructure and Membership of the Corporation 2017	Clerk	<ul style="list-style-type: none">• Appointment letters to new governors• Consultation process to staff and students re reduction in governor numbers• Amend Governor Selection policy
16	Revised Corporation meetings schedule 2016-17	Clerk	Issue to Governors