

**MINUTES OF THE CORPORATION MEETING HELD ON 26 APRIL 2016 1PM
THE BOARDROOM, UNIVERSITY CENTRE**

Present	<p>Kai Adegbembo Gill Alton Shane Blades Jane Bowman Tony Bramley Roger Cannon Lesley Charlesworth-Browne David Hilditch Julie Knudsen Ian Lindley Jonathan Lovelle Lucy Ottewell Erika Stoddart Teresa Thomas</p>	<p>Governor CEO Designate Student Governor Governor Vice Chair Governor Staff Governor Governor Governor Governor Chair of the Corporation Staff Governor Governor Governor (arr 3.30pm)</p>
In Attendance	<p>Susan Bailey Stephen Butler Adrian Clarke Debs Gray Keith Pearson Clare Wareing</p>	<p>Clerk to the Corporation Director of Human Resources (HR) Vice Principal Corporate Services Principal Designate GIFHE Vice Principal Finance Principal YCC</p>



Prior to the meeting Governors were provided with a tour of the currently grade 1 Digital & Creative Industries Department by Emma Forrest Leigh Associate Principal.

Governors were also given the opportunity to meet and talk with students, view work on display and take part in a competition and twitter feed.

1. Apologies

Apologies were received from Robert Edwards, Julie Knudsen and Rob Walsh.

2. Declarations Of Interest

There were no declarations of interest received.

3. CEO Designate vision for Strategic Direction and Group Structure

The Chair welcomed Governors and Staff. The Chair also introduced Gill Alton, the Group's new CEO Designate on day 25 into her new role who in turn introduced the Group's proposed future vision and strategic direction.

The CEO Designate stated that the vision had been devised jointly with the Group's newly formed Executive Management Team (EMT) and included a new and refreshed Strategic Plan and associated governance model as existing plans come to an end in 2016. Governors received a power point presentation outlining EMTs current thinking and preparations for the future, the main points of which were as follows:

- The Group's ambition remained to be outstanding
- Area Based Reviews taking place in October 2016 would provide opportunities and pose threats requiring a governance model which could complement, support localism and specialism and allow the Group to operate swiftly.
- The CEO Designate shared experience of the Sheffield City region ABR during which it became evident that those colleges involved had not wished to lose their identity or autonomy.
- The proposed new governance structure provided a framework to attract others to join the Group, recognising different specialisms, providing a degree of autonomy and which would support a strong and shared sense of community.

The Strategic plan was presented to the Corporation as a first draft covering four main four main objectives for the Grimsby Institute Group:

1. Learner Success
2. Culture
3. Financial Security
4. Brand and Reputation

Strategic Plan 2017

The CEO Designate stated that there would be several enhancements to the Strategic Plan which was colour coded to ensure it was very visual and easy to monitor and which encompassed every component part of the Group's operations. Provided for Governors as a reporting sheet the Strategic plan included strategic measures which would be RAG rated for each Board meeting in order for Governors to monitor progress against achieving agreed targets.

Governors joined four workshops covering the four objectives of the Strategic Plan 2017- 21 to consider the pros and cons of the proposed Governance Structure and whether the proposed model for Strategic planning and reporting would:

- a) Provide the necessary assurance and monitoring required for the Board and how this could be improved?

b) Incorporate the range of measures governors would expect to see within each theme.

Each group were asked to feedback the results of discussion (attached) agreeing that governors either agreed or strongly agreed with the proposals in respect of the following:

Proposed Governance Structure and models

Governors agreed that moving from the current Committee Structure to a Carver type model of Governance would improve reporting to Governors, continue to ensure all Governors were equally informed and included in the business of the Group and were able to respond swiftly to the increasing threats and opportunities arising from the current ABR process. It was also agreed that the new model would allow more focus on localism, key strategic opportunities and scrutiny of the relevant KPIs. The following points were made during feedback:

- The new Governance Structure would ensure more local responsibility allowing each local board to take decisions for themselves quickly which could, in turn, attract new members to join the Group
- The new structure would allow a fair allocation of resources but could also cause tension amongst local boards
- The relevant size of each board would need to be determined to ensure effective Governance operations
- Implementation of the new structure would require additional work and training for governors and an increase in the number of governors appointed to the Group Governance Structure.
- Finding new and capable Governors with the necessary skills and experience to undertake the role competently would require additional work and attention
- The new structure must continue to provide a reporting process which was transparent, open and honest. There was the potential for local boards to 'go native' and for 'in-fighting' therefore systems must be in place to minimise this risk.
- The new structure must not stifle creativity
- The new structure should improve the Governance reporting process and increase the effectiveness of decision making
- Delaying implementation of the new Governance structure until after the outcome of the ABR process was not feasible due to the lengthy timescale for completion of the ABR process.
- EMT should consider the future for Skegness within the new Structure and report back to the Corporation accordingly.
- A Corporation meeting should be held at the Skegness Centre before any decision was made about the future for Skegness.

Strategic Measures

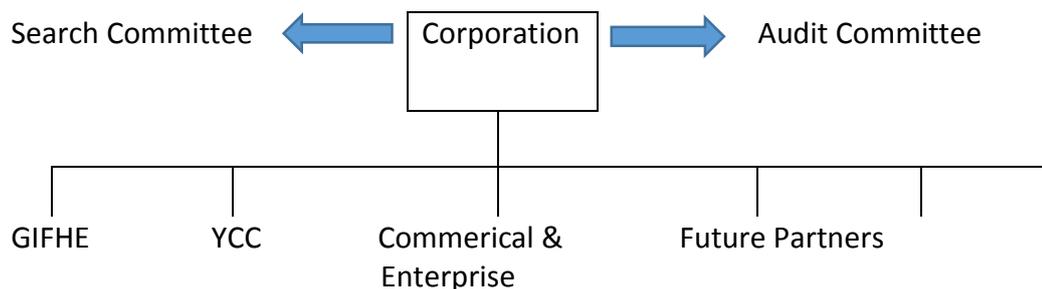
Governors agreed that the proposed Strategic Plan provided a very effective and visual management tool to monitor the Group's performance more accurately. It was agreed that the Strategic plan, once finalised would provide an 'at a glance' position for Governors, of how the Group was performing against set measures and would help the Corporation to focus on areas of most importance and priority. The following points were made during feedback:

- The Strategic plan allowed quality measures to be easily identified and tracked
- Consideration of risks, life chances, progression and destination data was very important
- The measures categorized in purple encompassed the Group's ambitions
- The Strategic plan would allow Governors to hold Group Leaders to account and set expectations at Group level. There would be different targets set for each local board to allow individualism
- If a local board were particularly effective in securing efficiencies what method would the Corporation have to reward this?
- The Strategic plan allowed for a hierarchy of measures
- What does success look like for each of the measures listed within the Strategic Plan?

In conclusion it was agreed that EMT would now revise the Strategic Plan and associated Governance Structure in line with Governors feedback and comments. It was agreed that a working group could be set up to oversee implementation of the new plan and structure.

RESOLVED the Corporation unanimously agreed the following:

- a) to approve the proposed format of the Strategic Plan subject to EMTs consideration of Governors feedback and production of a revised plan for submission for Corporation approval in July 2016.
- b) to formally adopt the proposed Governance structure as outlined below subject to consideration of further detail provided at the July Corporation meeting:



4. Learner Voice FE / HE Spring Term 2016 report

Shane Blades, Student VP HE tabled the Learner Voice FE/HE Spring Term report 2016 the main points of which were as follows:

1. The title of Student Vice President HE had now been renamed Vice President for Education in order to ensure a fairer share of the work between FE and HE officers
2. Shane Blades had attended the NUS Conference in Brighton last week and would submit a report to the next meeting of the Corporation outlining key themes and discussions
3. The Student Union were now working more closely with a number of Humber College Student Unions which allowed GIFHE Students access to their events.
4. The revised Student Union Constitution had now been completed and reviewed by SMT and would be submitted for Corporation approval in July 2016.
5. SMT were to consider a funding proposal from the Student Union
6. The Student Union were considering holding a Student debate on the forthcoming EU Referendum

7. Students smoking in non-smoking areas was an issue with non-smoking students reporting that they did not feel comfortable confronting offenders.

Governors offered support to the Student Union in assisting with the EU Referendum debate. In respect of students smoking in non-smoking areas the Principal GIFHE confirmed that work was ongoing to minimise this issue which was a continuing challenge not just for GIFHE but for post 16 FE Institutions generally.

RESOLVED the Learner Voice FE / HE Spring Term 2016 report was received

5. Chairs Spring Term report 2016

The Chairs Spring Term report 2016 was received which provided an update on Chairs activities to date. In respect of the journey to outstanding the Chair stated that today's tour of one of the Group's grade one areas Digital and Creative Industries Department felt like outstanding and that it was evident that the Group was making good progress towards achieving outstanding status.

RESOLVED the Learner Voice FE / HE Spring Term 2016 report was received.

6. YCC relocation update

Resolved Minute 6 was classified as confidential in accordance with clause 17 of the Instrument of Government for a period of two years.

7. Area Review Team and Remuneration

A report by the Clerk detailing the rationale for setting up an ABR team of three governors and subsequent application to the Charity Committee to pay members of the ABR team for the additional work undertaken during the process was considered. The recently published AoC guidance on Remunerating Chairs of Governing Bodies and Sub-Committees was also considered.

1. In order to ensure probity and transparency it was agreed that before any discussion took place on the matter the Vice Chair Tony Bramley would Chair the meeting for the duration of discussions and any subsequent agreement made relating to the proposal.
2. The Clerk reported that all Governors had been contacted recently regarding the proposal with a request for expressions of interest in becoming a member of the ABR team. The Clerk confirmed that three expressions of interest had been received from the following Governors - David Hilditch, Kai Adegbembo and Roger Cannon who were not present at the meeting for the duration of discussions.
3. The Chair was present for the discussion about the proposals to set up an ABR team but was not present for the discussion about the proposal to apply to the Charity Commission in respect of remuneration of members of the ABR team.
4. The report and associated guidance was considered. Governors unanimously agreed that it would be beneficial to create an ABR team of Governors to support the Group through the process starting in September 2016. It was also agreed that the Chair of the Corporation should automatically be a member of the team with one governor

allocated to support the North Bank ABR discussions and one governor allocated to support the South Bank ABR discussions and to ensure adequate cover and support.

5. After assessment of the likely amount of time the ABR team would be required to spend during the process it was agreed to remunerate members of the ABR team at the suggested benchmark recommended within the guidance of £500 full day £250 half day capped to a maximum level of £15000 in total.
6. During discussion around membership of the ABR Team it was agreed that due to an unforeseen technical point raised in respect of the application form within the guidance one of the prospective governors should be discounted from the process on this occasion.

RESOLVED

- a) that an ABR team be set up comprising the Chair of the Corporation, Jonathan Lovelle, Kai Adegbembo and Roger Cannon
- b) That the Clerk proceed with the application to the Charity Commission to request remuneration of the ABR team at the recommended level of £500 per full day / £250 per half day up to a maximum of £15000
- c) That Corporation approval is required to increase the overall maximum level of £15000 payment to the ABR team.

8. Resources Committee minutes 9 February 2016 and 19 April 2016

The minutes of the Resources Committee meetings held on 9 February 2016 and 19 April 2016 were received. The following key actions and activities of the Resources Committee were summarised as follows:

1. The Resources Committee had expressed concern over the delay in submission of Estuary TVs' Three Year Strategy Plan and had requested the final document be submitted to the Committee in July 2016.
2. Modal Training was progressing well and working to tight deadlines.
3. The Group's Commercial and International activities had been discussed at length with the Committee in agreement that profit in terms of financial and academic gains and progress in this area must increase and provide good value for the Group's Learners. Progress in this area would be regularly monitored by the Resources Committee.
4. The Committee had requested that the independent Actuary undertaking the investigation into YCCs Pension Scheme issue be given a final deadline to conclude the investigation and report to the Resources Committee in September 2016.
5. The Group's financial forecast reported a surplus position currently.

RESOLVED the minutes of the Resources Committee minutes held on 9 February and 19 April 2016 were received.

9. Governance Committee minutes 8 March 2016

The minutes of the Governance Committee minutes held on 8 March 2016 were received. The following key actions and activities of the Governance Committee were summarised as follows:

1. Since the Governance Committee meeting held on 8 March 2016 David Hilditch had agreed to remain as a Governor for a further one year appointment from 10 October 2016 to 10 October 2017. This will be formally ratified by the Committee at the next meeting on 21 June 2016.
2. The Committee thanked Teresa Thomas most sincerely for her significant contribution to the development of Governance and the Grimsby Institute Group as a long standing member of the board who would be leaving the Corporation on 31 August 2016. This was reiterated by all members of the Corporation.
3. The Committee thanked Julie Knudsen most sincerely for her significant contribution to the Grimsby Institute Group as a Staff Governor who would be leaving the Corporation on completion of term of office on 29 September 2016. This was reiterated by all members of the Corporation.
4. The Committee had been active in the search for new Governors, interviewing three prospective Governors at the meeting held on 8 March 2016 with further potential governors to be interviewed at the next meeting of the Committee.
5. The Committee agreed to the re-appointment of Roger Cannon for a second term of office of four years until 25 May 2020
6. The Committee agreed to the re-appointment of Philip Jackson for a further year as a co-opted external member of the Audit Committee until 31 December 2017

RESOLVED the minutes of the Governance Committee held on 8 March 2016 were received.

10. Audit Committee minutes 12 April 2016

The following actions and activities of the Audit Committee were summarised as follows:

1. The Group had received a clean bill of health from both the Group's Internal and External Audit Services. The Committee had considered the work of the Group's Executive Management Team to recognize and identify strategic risks. The Committee had advised that it would be necessary to define the Group's Risk Appetite and submit for Corporation approval accordingly.
2. The Audit Committee had scrutinised the Group's draft Board Assurance Framework requesting the Group's Strategic risks be linked to it and agreeing that the finalised

Framework should be subject to an Internal Audit Service review in order to identify any gaps in assurance.

3. Aspects of the new accounting standards FRS102 had been considered by the Committee. As these could have an impact on profit and loss submission of further update reports on FRS102 were requested by the Committee.

RESOLVED the minutes of the Audit Committee meeting held on 12 April 2016 were received.

11. Standards and Performance Committee minutes 14 April 2016

The following actions and activities of the Standards & Performance Committee were summarised as follows:

1. It had been agreed that an additional / special meeting of the Committee should be convened at YCC to focus and scrutinise in more depth the issues relating to YCC currently. The Committee had acknowledged that it was a critical year for YCC and very important that governors gain further understanding of the issues to ensure the correct level of challenge and support is provided for the YCC leadership team.
2. The Committee's consideration of the Group's 'Ever Ready Plan' had prompted the Committee to consider setting up a Governors Ofsted team to prepare alongside EMT for an inspection in terms of relevant training for governors and possibly undergoing a mock inspection.

RESOLVED the minutes of the Standards & Performance Committee held on 12 April 2016 were received.

12. Selection Panel meeting minutes 15 December 2015

RESOLVED The confidential minutes of the Selection Panel meeting held on 15 December 2015 were received.

13. Corporation meeting minutes 17 December 2015

RESOLVED The minutes of the Corporation meeting held on 17 December 2015 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

14. Special Corporation meeting minutes 17 March 2016

RESOLVED The confidential minutes of the Special Corporation meeting held on 17 March 2016 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

15. Any other business

No other business was raised at the meeting.

16. Date and time of next meeting

Tuesday 12 July 4pm the Boardroom, University Centre.

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

Chair of the Corporation