

**MINUTES OF CORPORATION MEETING
HELD ON 7 JULY 2015 AT 4.00PM IN THE BOARDROOM, UNIVERSITY CENTRE**

Present	Jonathan Lovelle (Chair)	Governor
	Tony Bramley (Vice Chair)	Governor
	Roger Cannon (Vice Chair, Scarborough)	Governor
	Robert Edwards	Governor
	Karen Horton	Governor (Staff)
	Julie Knudsen	Governor (Staff)
	Ian Lindley	Governor
	Sue Middlehurst	Governor (Principal)
	Wayne Reece-Gorman	Governor (Student, HE)
	Erika Stoddart	Governor
	Teresa Thomas	Governor
	Rob Walsh	Governor

The quorum for the meeting was eight Members.

In Attendance	Helen Harris	Clerk to the Corporation
	Tony Bell	Vice Principal Commercial
	Alan Bird	Director of Finance
	Adrian Clarke	Vice Principal Corporate Services
	Amanda Rudolph	Assistant Principal
	Clare Wareing	Principal, Yorkshire Coast College (YCC)
	Sam Whitaker	Vice Principal Strategic Projects
	Shane Blades	Student Governor HE

The meeting commenced at 4.00pm.

1. The Academy (TAG) Students

Four Academy students presented to the Board; they introduced themselves and discussed their courses in Engineering and Health and Social Care. This year's Ofsted visit had gone well and TAG had received a Good Ofsted grading. The students felt that being at TAG would help them get the right job and the additionality offered make them different. At this point TAG was over-subscribed for 2015/16. They explained that the students worked well. The Health Care provision had been good and gave them experience of how it works in reality. A new Digital pathway is being launched in September and will be the best in any school.

Work experience in Engineering has been good with visits to: Centrica and TATA steel, which has been a great experience. The Care students have undertaken experience in care homes and have thoroughly enjoyed their time. Taster sessions have been held at GIG in Animal Care, Hair and Beauty, Horticulture etc to show the students what else GIG offers. In September the existing students will be joined by a new intake and are looking forward to sharing their school. It was felt that the standards of application was high. TAG has 6 new classrooms being constructed. The students were happy that the Football teams would increase. The students said they had the best teachers, the greatest facilities and felt TAG was helping them have a bright future. The students

thanked the GIG for the opportunities to develop themselves and the chance they had been given to seize the opportunity to make something of their lives.

The Chair asked how are the students were finding their journey to school, were they closer to this school or did they have to walk some of the way. Some of the students biked to school, some walked and some got the bus and walked the remainder of the distance. Students felt that this was good exercise for them. The Academy Head said the students had had 3 induction days. The students said they had had a social night where they mixed with prospective students for the following year.

SM said she was very proud of TAG and their learners and everything seemed really good; she asked the students what they would change? The only comments received were: to make it bigger and to start a little bit later; there were no other changes. JM asked if the students had any friends coming to TAG? Answers received were: their brother and sister were coming; one had a friend coming and one had their sister coming. ES queried there was not much outdoor space to do games. Students said they can now play games etc as the football pitch was now available.

2. Apologies

Apologies were received from Mike Parker, Debra Gray, Liz Parry, Kai Adegbembo, Tammy Nicholls and Stephen Butler.

3. Declarations of Interest

The Chair reminded Members to declare their interests as and when necessary on the agenda.

4. Minutes

4.1. Minutes of Corporation meeting held on 24 March 2015 and 12 May 2015

The minutes were agreed as a true record and correct record and were duly signed by the Chair.

4.2. Matters Arising

- FMCE – this would be shared with Keith and Tony.
- Total Savings Plan – this was submitted to Resources on 30th June 2015.
- HR Strategy – to go to Resources Committee in October 2015.

5. Principal / Chief Executive's Report

Refer to confidential minutes.

5. Minutes and Recommendations

5.1 Resources Committee

Members received and noted the Resources Committee Minutes from the meeting held on 30th June. TBramley explained the two year financial forecast, and members discussed TAG as we have to consider the capital investment and not just the revenue. Estuary TV was discussed and concerns were raised re its financial future and positive forecast on commercial income and confidence in achievement. Cash Balance and Cash Flow is positive and SMT are recommending the adoption of the forecast for the next 2 years. ES asked about scenario testing? AB said there is an expansive spreadsheet, sensitivities have been tested and applied and we are coming through with positive cash flows and good financial flows.

Five year financial forecast – it is important for Corporation to discuss this in September and it will need to be reviewed at every committee with changes in government and national policy.

Logistics – a discussion was held about the purchase of the site and specialist equipment which has been left with SMT to consider; members also discussed whether we buy as a shell. The preferred option is the partially finished product and then to procure the fit out separately which is supported by Fabricom.

RESOLVED – C

Corporation resolved to:

- a) Note the draft non-confidential minutes of Resources Committee 30th June 2015;**
- b) Approve the Two Year Financial Forecast.**
- c) Note the Five Year Financial Forecast;**
- d) Approve £1.35M plus VAT loan to Subsidiary Company, with a Legal charge being made over the Freehold premises at Immingham and a Debenture, being signed by the Chair and Vice Chair of the Resources Committee, on GIFHE part and on the other by the Principle and Vice Principle Commercial (the Directors of Subsidiary Company).**
- e) Approve Capital Projects of £9.321M;**
- f) Approve Terms of Reference 2015/16.**

5.2 Standards & Performance (S&P) Committee

Members received and noted the S&P Committee Minutes from the meeting held on 16th June 2015. DH clarified the development of the S&P report which is improving and that the governor's challenge was good. More governors are required to see OTLAs. There remains a lot of work with regard to the College's performance and governors need to support with this.

RESOLVED – C

Corporation resolved to:

- a) Note the draft non-confidential minutes of S&P Committee 16th June 2015;**
- b) Approve the Terms of Reference 2015/16.**

5.3 Audit Committee

Members received and noted the Audit Committee Minutes from the meeting held on 23rd June 2015. ES explained that BakerTilly are our Internal Auditors and Grant Thornton our External Auditors. There are new Accounting Standards that will come into force in the next year on cash balance. It was stated that we did not agree the new Internal Audit Plan 2015/16. Agreed that we would do an audit on internal controls on expenses and inappropriate claims. Agreed that the assurance framework would be developed.

RESOLVED – C

Corporation resolved to:

- a) draft non-confidential minutes of Audit Committee 23rd June 2015;**
- b) approve the Terms of Reference 2015/16.**

5.4 Governance Committee

Members received and noted the Governance Committee Minutes from the meeting held on 24th June 2015. IL explained Jim Aleander from the National Leader of Governance had met with SM, HH and JL and reported we have good governance; this was excellent considering the significant change and maintaining of good standards, this reflects on where and how we work.

Eversheds report was noted about the remuneration of the Chair and would be reconsidered in the future should the need arise. JL said in principle this was an ongoing item and with our work In Excellence in Governance (and possible portfolio holders etc.), this will no doubt be raised again. RC queried why we would not remunerate? IL explained it was very unusual. JL said Eversheds had

said you have to demonstrate there was no-one to take the role and their preferred method was that the candidate was asking for remuneration and that it would be for a set period of time, it is bound to come back in the future. DH said that the Charity Commission focus on if you were able to recruit someone, that they may allow this, however discussions elsewhere in other organisations is that the thinking is more profound; this is also about the level of commitment, expectations, responsibility and performance of Boards across all sectors and a trend in that direction, this will come back in the future. The key point from Governors' discussions was that we have a Chair who is comfortable with that position and to concentrate on other things. IL said it would be revisited in the future.

IL explained the adoption of the Code of Good Governance.

RESOLVED – C

Corporation resolved to:

- a) approve the draft non-confidential minutes of Governance 24th June 2015;**
- b) approve the Terms of Reference 2015/16;**
- c) approve the recommendation that Members of the Governance Committee see no reason to progress to a remunerated position of the Chair at the present time, but may wish to consider this process in the future;**
- d) approve the Code of Good Governance;**
- e) approve the appointment of DH as Vice Chair of Corporation of 12 months to lead on the Excellent in Governance Project, with effect from 8th July.**

6 Corporation Work-plans and Terms of Reference

Members received the work-plan and terms of reference.

RESOLVED – C

Corporation resolved to approve the Corporation Work-plan and Terms of Reference 2015/16.

7. Learner Voice – Further and Higher Education (FE and HE)

The Student Governor HE explained the five key areas of the Strategy for the Student Union being Social and Societies, Health and Wellbeing and Governance. They have signed up to the Student Quality Framework and are pulling together a new student union team. The NUS Conference in April 2015 may mean we look at surveying the students. They will be going out for elections for YCC and Equality & Diversity Officer in September 2015 and are working with the Staff Development Coordinator on a training and development plan and to review the Teaching Led Student Awards. They are reviewing the planned schedule for the Events Co-ordinator for the themed and activities night.

RESOLVED – C164/240315

Corporation resolved to note the presentation from the HE Student Governor/Student President.

8. Chair's Report

Refer to confidential minutes

9. Any Other Business

The Chair of the Corporation would like to thank Mike Parker, Karen Horton, Richard Rowell and Ray Oxby who are stepping down as Governors.

Members wished Alan every best in his retirement.

Helen is sadly leaving us in September and will be taking up the role of Project Performance Manager in workforce development and looking at Helen's replacement. Any member please email Jonathan if they wish to be part of the selection panel.

10. Date and Time of Next Meeting

29th September 2015 at 12.00pm, Boardroom, University Centre

The meeting finished at 5.45pm.

Signed: (Chair) Date:

Helen Harris
Clerk to the Corporation