

**PART A: Minutes of the Corporation meeting held on 9 May 2017 at 3.15 pm
Conference room 1A1 GIFHE Main Building**

Present Gill Alton CEO, Tony Bramley Vice-Chair, Roger Cannon, Lesley Charlesworth-Browne, Robert Edwards, Philip Jackson, Lucy Ottewell, Erika Stoddart (left 4.30 pm)

In Attendance Susan Bailey, Clerk to the Corporation, Debra Gray Principal GIFHE, Ann Hardy Principal Scarborough TEC, Sam Whitaker Group Director Strategic Projects, Don Everitt Group Director Finance (observer) Angela Smith Group Accountant



Prior to the meeting Governors, the Group Director Finance and the Clerk took part in a Risk Compass mapping exercise facilitated by Erika Stoddart, Chair of the Audit Committee in order to articulate the Corporation's risk appetite and to assist and improve the decision making process in relation to risks associated with proposals submitted for Corporation approval. See minute 11 for the summary of work completed / Corporation approval of Risk Appetite.

1. Election of Chair for the meeting

In the absence of the Chair of the Corporation Tony Bramley was elected Chair for the meeting. Governors welcomed Don Everitt, recently appointed Group Director of Finance to the meeting.

2. Apologies for absence

Apologies were received from Jonathan Lovelle.

3. Declarations of Interest

There were no declarations of interest received. The Chair reminded governors to declare their interests as and when appropriate throughout the meeting.

4. Minutes of the Corporation meetings held on 7 March 2017 and matters arising.

RESOLVED the minutes of the Corporation Meetings held on 7 March 2017 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

5. Ofsted Inspection May 2017 update

The CEO reported that the Grimsby Institute had been subject to a short two day OFSTED Inspection on 4 and 5 May 2017 to confirm that GIG continued to be a 'Good' provider and at which Management had been able to persuade OFSTED Inspectors to convert to a full inspection in order to demonstrate that GIG was now an 'Outstanding' educational provider having built on recommendations from the last OFSTED inspection and secured an improved profile since the last inspection. Subsequently a full OFSTED Inspection was to take place on 16 May 2017 when up to six OFSTED Inspectors would scrutinise Teaching, Learning and Assessment in depth across the Grimsby Institute Group.

The CEO concluded that if GIG were to achieve an outstanding OFSTED grade GIG would be the first FE College to do so this academic year and the first College Group to do so nationally. Governors wished staff and students every success for the forthcoming inspection.

RESOLVED The OFSTED update report was noted.

6. ABR Update and implementation of agreed actions

The CEO provided an update on the most recent developments regarding the ABR process and implementation of agreed actions and confirmed the following:

- In respect of the concordat arrangements for Scarborough TEC, the Governance Group's challenge to Peter Mucklow ABR Commissioner had been successful and the Group had been awarded £50k additional exceptional funding to progress the Concordat Action Plan.
- The joint venture company Greater Lincolnshire Apprenticeships (GLA) submission to become a registered provider had been completed on 26 March 2017 with the hope of receiving positive news imminently.
- An interim Managing Director had been appointed to work up the operational/financial plan for the GLA in conjunction with both Group Finance Directors.
- The website, phone lines and marketing materials for GLA had now been produced.

Governors queried the governance arrangements for oversight of the activities and performance of the GLA. It was agreed that this should be the remit of the GIFHE local board with progress monitored and challenged there, the evidence of which would be reported to the Corporation via the minutes of meetings.

It was agreed that the Corporation's Local Boards for GIFHE and STEC should continue to monitor progress with the ABR respective recommendations at each meeting.

RESOLVED The report on the ABR process and implementation of agreed actions was noted.

7. Strategic Plan update 2016-17 and proposed methodology for establishing and agreeing the 2017-18 measures

The CEO submitted the Group's Strategic Plan update report which highlighted the following exception reports to Strategic Measures (SM) RAG rated amber or red and therefore requiring further attention and scrutiny by the Corporation and Management:

SM 1.2 90% of learners successful overall. The latest KPIs data relating to attendance and retention at GIG by campus provided a comparison against previous years and showed an improving picture for attendance across the Group towards the target of 90%. The CEO confirmed that Management were confident the position for retention would also deliver an end of year improvement. The CEO confirmed that Management were comfortable with progress to date towards benchmark with performance in English and Maths.

SM 3.4 -6 Core Funding stream position and current forecasts. Analysis of the core funding streams for the Group, split by Grimsby (including LRC and Workforce Skills) and Scarborough TEC showed a deficit of £1,531m for the Group currently which was mainly due to below target funded income alongside the delayed start of Modal Training Ltd and ESF contracts awarded directly/subcontracted to the Group. Mitigating actions in both pay and non-pay costs had had a positive impact and Management at all levels of the Group were working to secure additional income in order to achieve an operating deficit of £1,089k excluding pension provisions. The CEO reported that due to the fixed nature of HE and 14-16 funding the Group's main focus was currently on achieving apprentice and adult funding forecasts with expectations that the Group would achieve adult funding through Grimsby IT/Community Learning Centres, distance learning, programmes for the unemployed and subcontracting.

SM 4.6 Brand Architecture at GIG and Brand. The Group were to pursue a new name for GIG as Directors of the TEC Group and other associated company names had confirmed that the use of the TEC Group as a trading style would be an infringement or their trademark. Alternative names were currently being tested. The consultation process for the new name for GIG was detailed within the report outlined as follows:

- Two consultation sessions were planned in Grimsby to test employer and stakeholder opinion.
- The colour palette for Skegness TEC had been agreed and was planned for launch in September 2017.
- Work to develop a set of initial logos was ongoing.

The methodology for determining and approving the Groups / Local Boards' Strategic Measures for 2017/18 were detailed within the report as follows:

- Discussion by EMT in May to establish draft measures for the Group.
- Draft measures shared with staff via workshops to build in feedback.
- Local Boards to use draft measures to create measures for their Local Board and 'sense check' with staff.

- Strategic planning workshop prior to the Corporation meeting on 4 July for Corporation members to review the Group and Local Board measures.
- Agree any changes to the final version for roll out in September 2017.

During points for clarification Governors agreed / questioned the following:

- The process for review and approval of Corporation and Local Board strategic measures 2017/18 was appropriate.
- Corporation approval of the finalised strategic measures prior to the Corporation meeting in July should take into account /reflect the character of each Local Board.
- How confident are we that English and Maths will see improvements? The CEO confirmed that the data showed an in year position and whilst challenging GIFHE and Scarborough TEC were working hard to support students with revision and attendance at exams and Management were confident that results would be above national benchmark.

RESOLVED The Group's Strategic Plan update and actions to address key issues was noted.

8. Group Health, Safety and Welfare policy review

The Group Director Corporate Services submitted the revised Group Health, Safety and Welfare policy confirming the policy had been reviewed by SMT and EMT for Corporation approval. Governors were assured that the policy was compliant with all Health & Safety legislation and that key changes to the policy had been made to reflect the addition of the CEO role to the organisational structure and additional procedures now required in respect of Asbestos, Accident Reporting, Contractors and Visitors and Young People. It was also noted that the policy now included procedures in relation to permits to work, working at heights and new / expectant mothers.

It was agreed that the policy was comprehensive and governors offered no suggested revisions or amendments. It was confirmed that review of the Group's Health, Safety and Welfare policy was the responsibility of the Corporation to be undertaken on an annual basis. It was also reported that the Group's Health & Safety Committee was very active and membership had a wide representation across the Group.

Governors queried the need for consultation with the Trade Unions regarding the policy. The Group Director Corporate Services stated he believed that that there was no requirement to consult with Trade Unions regarding the policy but that this would be confirmed and reported to the next meeting of the Corporation.

RESOLVED The Group Health, Safety and Welfare Policy 2017 was approved for annual review thereafter.

9. Higher Education (HE) Fees 2018/19

RESOLVED Minute 9 was classified as confidential in accordance with Clause 17 of the Instrument of Government for a period of two years.

10. Budget year to date and forecast

RESOLVED Minute 10 was classified as confidential in accordance with Clause 17 of the Instrument of Government indefinitely

11. Corporation Risk Appetite 2017/18

The Chair of the Audit Committee provided an overview of the Governors' Risk Appetite mapping exercise, undertaken by Governors prior to the meeting and at which the Corporation's Risk Appetite had been articulated and agreed following consideration of the results of the Risk Type questionnaire completed by all governors. Governors also considered four high-risk scenarios and considered their approach to risk in making decisions about each scenario. During the risk mapping exercise governors had agreed the following:

- The Corporation should not make strategic decisions (and follow on decisions) without reference to the Corporation's agreed risk appetite.
- Articulating the Corporation's risk appetite should improve the decision making process at meetings.
- The Corporation should be mindful of the number of projects approved and undertaken by the Group in order to avoid accumulating / aggregated risks and the 'perfect storm' scenario.
- Risky Shifts could occur in group settings due to the decreased liability and accountability acting as a group and not as individuals and could have an impact on decision making.
- Personality determined an individual's risk appetite and may change as a person grows older.
- The age of the Corporation governors was predominantly over the age of 50 years old excluding the Chair of the Corporation and student governors.

The summary report of the risk type questionnaire showed that the Corporation was generally analytical / emotional (deliberate, composed, prudent, adventurous and wary) and that the Corporation had a moderate and a balanced approach to risk. The results also showed the following:

- The Corporation needed to draw certain personality types into debate at meetings and during aspects of the decision making process to draw on the experiences and views of governors with different approaches to risk.
- Taking decisions about high risk proposals would be uncomfortable for governors in view of the results of the risk profile of the Corporation.
- The Corporation's risk profile was typical of a Public Sector Board.
- There would be occasions where the Corporation and the Group were pushed into certain situations beyond anyone's control.
- Members of EMT should also undertake the Risk Type questionnaire in order to gain awareness of influences from the executive team and to allow managers a degree of freedom to take measured risks in operational and financial areas within the Corporation's defined risk appetite

It was agreed that the Corporation's agreed risk appetite as detailed below should be implemented and considered for all Group proposals to the Corporation from September 2017 onwards:

RESOLVED the Corporation's Risk Appetite was approved as follows:

Compliance	-	Cautious
Reputational	-	Cautious
Financial	-	Balanced
Operational	-	Open
Strategic	-	Open

12. Memorandum of Understanding (Subsidiary Companies Agreement)

The Group Director Corporate Services submitted the updated Memorandum of Understanding (Subsidiary Companies Agreement) for Corporation approval, as required by the Skills Funding Agency. It was agreed that the surplus/deficit column within the document should be removed and that the Group replace the Memorandum of Understanding document in future years with a formal Service Level Agreement for each of the Group's Subsidiary Companies for annual approval by the Corporation thereafter.

RESOLVED the Memorandum of Understanding (Subsidiary Companies Agreement) was approved.

13. Confirmation of Financial Health Status (verbal)

It was confirmed that the SFA / EFA had sent notification of GIFHE's financial health status which confirmed that following review of the College's financial statements and finance record the financial health grade for GIFHE had been categorised as 'Outstanding'. It was agreed that the SFA / EFA notification letter be circulated to governors accordingly.

RESOLVED Confirmation of the Group's Outstanding Financial Health Status for was noted.

14. Cash position and rolling credit facility update

RESOLVED Minute 14 was classified as confidential in accordance with Clause 17 of the Instrument of Government indefinitely

15. Capital Investment update

RESOLVED Minute 15 was classified as confidential in accordance with Clause 17 of the Instrument of Government indefinitely

16. Business planning process

The Report on the Group's Business Planning process for 2017/18 and 2018/19 was considered. It was agreed that the Chairs of each Local Boards and the Chair of the Corporation meet with EMT two weeks prior to the Corporation meeting on 4 July 2017 to provide additional challenge and evaluate the overall Group financial position prior to submission of the Annual Budget and Two Year Financial plan for Corporation approval.

RESOLVED The Report on the Group's Business Planning process for 2017/18 and 2018/19 was approved.

17. Filey Road update

The update report on the relocation to Filey Road Campus was considered. Although timescales were tight governors were assured that the new Scarborough TEC campus was still on track to open in September 2017. The Group Director Corporate Services confirmed that the buildings and land would be capitalised as an asset and that costs and capital receipts were due back but were subject to timing issues around the valuation and successful sale of the two sites.

Governors requested a timeline be provided for the next meeting detailing timings for expenditure and predicted income (best and worst case costings)

RESOLVED The Filey Road update report was noted.

18. Updated Corporation / Board meeting calendar

The Clerk submitted the proposed Corporation / Board meeting calendar for 2017-18, devised in consultation with the Chair, CEO and members of EMT and in line with feedback from Local Board meetings. The Clerk confirmed that the calendar had been designed to synchronise with the cycle of management and local board meetings, the strategic planning agenda and approval of the Group's annual report and financial accounts and ensure compliance with all necessary legislation.

It was noted that the calendar included joint meetings of the Corporation and local boards with meetings scheduled at different venues throughout the year to allow governors to experience student life at Modal, TAG, GIFHE, Scarborough TEC, Skegness before making decisions relating to those sites.

The Clerk stated that the calendar was to be submitted to the local boards for information and any requested changes would be communicated to the Corporation in July.

RESOLVED The updated Corporation / Board meeting calendar was approved.

19. Safeguarding governors report

The Clerk submitted a report detailing the progress made in allocating lead safeguarding governors to each local board and the Corporation. The report included an extract of 'Keeping Children Safe in Education' statutory guidance for College Governors, proposed role description for safeguarding governors and a summary of the activities and training to

be undertaken by safeguarding governors commencing September 2017. The Clerk confirmed that the Corporation should allocate a Lead Safeguarding governor to coordinate the activities of the local board safeguarding lead governors. It was agreed that this would be finalised at the next meeting of the Corporation.

- RESOLVED**
- a) that the proposed arrangements for Lead Safeguarding Governors be approved.
 - b) that Jane Bowman and Ian Lindley are appointed as GIFHE Board Safeguarding leads.
 - c) that Ann Hardy is appointed as the Scarborough TEC Board Safeguarding lead.

20. Membership update and skills report

The Clerk submitted a membership update report which detailed the following:

- Current Corporation / Local Board membership details
- Results of the most recent skills matrix for the Corporation and Local Boards
- Governor Selection policy and Governor terms of office data
- Prospective Governors recommended for appointment to the Corporation and Scarborough TEC Board.

The Clerk confirmed the following:

- Two student governors had been put forward for appointment as student members of the GIFHE and Scarborough TEC boards respectively.
- Scarborough TEC had recommended the appointment of a Staff Governor recently elected by the whole staff group and prospective member David Kelly for appointment who had attended the meeting of the Scarborough TEC board on 6 April 2016 and who had met with the Chair of the Board, CEO, Principal and Clerk in line with the governors selection policy.
- A prospective member of the Audit Committee was to attend the next meeting of the Audit Committee and meet the Chair, Chair of Audit Committee, the Clerk and CEO with a view to becoming a co-opted member of the Audit Committee.

During discussion it was agreed to increase membership of the GIFHE and Scarborough TEC Boards to 10 in line with membership of the Commercial & Enterprise local Board and in order to increase local representation within the new governance structure.

It was agreed that the results of the risk mapping exercise should be considered during the autumn term 2017 in addition to and alongside the Corporation's skills matrix in order for the Corporation to identify any skills gaps.

RESOLVED The membership update report was received and the appointment of the following members were approved, including a meeting with the Chair of the Corporation for all new members and completion of all necessary governance documentation:

- a) David Kelly Appointed as a co-opted member of the Scarborough TEC Board for 4 years from 9 May 2017 including 12 months probationary period.

- b) Lynda Rowley Appointed as staff member of the Scarborough TEC Board for 4 years from 9 May 2017 including 12 months probationary period.
- c) Chloe Robinson Appointed as student member of the Scarborough TEC Board from 7 May 2017 to 31 July 2018.
- d) Liam Atkinson Appointed as student member of the GIFHE Board from 7 May 2017 to 31 July 2018.
- e) Membership of the Scarborough TEC Board and GIFHE Board was increased from 8 to 10 members.

21. Standing Orders 2017 review

The Clerk submitted a report and proposed revisions to the Corporation's Standing Orders 2017 in line with the recent changes in governance arrangements, a summary of which was included within the report. The Clerk stated that the procedure for written resolutions had been simplified and reference to the Search and Governance Committees removed in line with implementation of the new governance structure.

RESOLVED The revised Standing Orders 2017 were approved.

22. Remuneration Committee minutes – 7 March 2017

RESOLVED Circulated separately. The minutes of the Remuneration Committee meeting held on 7 March 2017 were received.

23. Selection Panel meeting 28 March 2017

The Group Director Finance designate was not present for the discussion over the minutes.

RESOLVED The minutes of the Selection panel meeting held on 28 March 2017 were received.

24. Special Corporation meeting 28 March 2017

RESOLVED The minutes of the Special Corporation meeting held on 28 March 2017 were received.

25. GIFHE Board minutes 4 April 2017

The Chair of the GIFHE Board outlined the background to the minutes of the meeting held at TAG on 4 April 2017. The Chair reported that the GIFHE Board had received a very informative and impressive presentation from staff and students about their expectations and achievements at TAG. The Chair reported that discussion had centred on the governance of TAG from a parent's perspective and that it had been agreed that management now consider developing for approval, whether a legal requirement or not consultative and appeal arrangements for TAG in order to demonstrate best practice.

It was confirmed that TAG had been put forward for the Queens Prize in Education Award.

RESOLVED the minutes of the GIFHE Board meeting held on 4 April 2017 were received.

26. Scarborough TEC Board minutes – 6 April 2017

The Chair of the Scarborough TEC Board outlined the background to the minutes of the meeting held on 6 April 2017. The Chair reported the continually improving position for Scarborough TEC in terms of retention, enrolment and attendance.

Governors wished to commend the Principal for her work in expanding provision and strengthening of the leadership team, and the staff and students for all their hard work in achieving such improvements so swiftly and which were continuing to develop at pace. It was agreed that a sharing good practice visit to TAG should be arranged for Scarborough TEC Board members to view the progress made and see first-hand the unique curriculum offer available to 14-16 learners in the Grimsby area. The Principal agreed to pass on the Corporation's thanks and appreciation to Scarborough TEC staff and students accordingly.

RESOLVED the minutes of the Scarborough TEC Board meeting held on 6 April 2017 were received.

27. Any other business

Governors questioned whether the new reporting arrangements allowed for full and proper scrutiny of business areas Modal, Estuary TV, Commercial and International and that a summary of activities and performance to date would be useful. It was agreed that Management consider options for incorporating updates of this sort into future Corporation meetings.

28. Date of next meeting

Tuesday 4 July 2017

4 pm – 6pm

Modal Training (subject to availability)

The meeting closed at 5.30

Signed _____

Date _____

Chair of the Corporation

Action Schedule

No	Minute Title	Action by	Action required
11	Corporation Risk Appetite 2017-18	EMT	EMT to undertake Risk type exercise – feed results into Group report.
8	Group Health, Safety and Welfare policy review.	GD CS	Confirm requirement to consult Trade Unions re HS & W Policy for next meeting.
12	Memorandum of Understanding (Subsidiary Companies Agreement)	GD CS	Remove surplus / deficit column from document. Replace with SLA for annual approval 2018
13	Confirmation of Financial Health Status (verbal)	Clerk	Send copy of SFA letter to governors
16	Business planning process	EMT	Invite / meet chairs of GIHFE/STEC/C & E Board to business plan meeting 2 wks prior to Corporation meeting.
17	Filey Road update	GD CS	Project timeline submitted to next meeting re expenditure and predicted income
18	Updated Corporation / Board meeting calendar	Clerk	Submit to local boards for review
19	Safeguarding governors report	Corporation Clerk	Allocate Corporation Lead Safeguarding governor Co-ordinate activities.
20	Membership update and skills report	Clerk	Appointment letters to newly appointed governors.
21	Standing Orders 2017 review	Clerk	Amend Standing Orders / Place on governors section of Group website
27	Any other business	EMT	C & E activity updates reported to Corporation meetings.