

**PART A Minutes of the Corporation meeting held on 14 December 2017 4pm
THE BOARDROOM 4H01, UNIVERSITY CENTRE**

Present Gill Alton CEO, Tony Bramley, Roger Cannon, Jonathan Lovelle Chair, Lucy Ottewell-Key, Liz Parry, Erika Stoddart, Robert Edwards

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.

1. Apologies

Apologies were received from Philip Jackson.

2. Declarations Of Interest

There were no declarations of interest received.

3. Corporation Minutes 30 October 2017

RESOLVED the minutes of the Corporation Meeting held on 30 October 2017 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

4. ABR recommendations progress update report

RESOLVED Minute 4 was classified as confidential in accordance with clause 17 of the Instrument of Government indefinitely.

5. Strategic Plan update 2017-18

5.1 The CEO submitted the Group's Strategic Plan update report including latest attendance and retention KPIs (Key Performance Indicators) Exception reports generated by Strategic Measures (SM) RAG rated amber or red and therefore requiring further attention and scrutiny by the Corporation and Management were as follows:

SM 1.2 Attendance Overall attendance was close to target due to the strong performance of GIFHE with plans in place at Skegness TEC and Scarborough TEC to ensure attendance was closely monitored and appropriate action taken to achieve target, the results of which would be monitored by the respective local boards.

SM 1.3 Functional Skills Performance in Functional Skills was being closely monitored to ensure students attended lessons and made expected progress. A number of actions had been implemented at Scarborough TEC to improve performance in this area including staff training, shared good practice with GIFHE and continuing close scrutiny of attendance by management and the local boards.

SM 1.6 Student Satisfaction GIFHE The results of this year's induction survey showed a marked improvement from last year. The induction survey for Scarborough TEC had been delayed and

rescheduled for December 2017 due to the relocation to the Filey Road site, the results of which would be submitted to the next meeting.

SM 2.3 Engagement with external measures eg: IIP, Times Top 100 The CEO had been shortlisted for one of the posts of National Leaders of Further Education (NLFE) as a College leader with a strong track record in delivering improvement and five years' experience in the role. The role carried a bursary of £10k per annum for GIG plus £500 per day per employee engaging in support work to colleges accordingly. The target to reach the Times top 100 employer list had been delayed until the financial position of the Group improved.

SM 2.4 CPD Continuing Professional Development / Staff Survey GIGs' staff development facility 'innovate' had recently won the City and Guilds Beacon Award for staff development with plans now in place to improve the training facility further.

SM 4.2 Engagement with key stakeholders to increase reputation and influence Work was ongoing to ensure the Group was represented on key boards such as Place Board for NELC. The Group was taking part in the bidding process for three Institutes of Technology initiatives namely the Humber, North Yorkshire and Greater Lincolnshire with the business case deadline due late February / early March 2018.

5.2 During discussion governors were informed of the following:

- The Group was in the process of bidding to be part of the pilot for the Strategic College Improvement Fund to be rolled out in Summer 2018.
- The CEO had also been shortlisted for membership of the Principal's Reference Group being launched to support, challenge and advise the FE Commissioner. The post carried a bursary of £5K to compensate the College for the CEO's attendance for up to six meetings per year.
- The rebranding of Scarborough TEC and Skegness TEC was now complete with proposals for the Group's rebrand to be submitted to the next meeting of the Corporation.

5.3 Governors wished to congratulate the CEO on being shortlisted for two significant national roles within the Further Education Sector and her work in progressing external engagement. In respect of the target to reach the Times top 100 employer list it was agreed this should be a discussion item at the forthcoming Strategy Conference 1 – 2 March 2018.

RESOLVED The Strategic Plan update 2017-18 was noted with thanks to the CEO and Senior Leadership Team for their work in continuing improvements to the Group's overall performance which was highly commended.

6 Draft Group Self-Assessment Report 2016-7

6.1 The Principal GIFHE submitted the Group's full draft Self-Assessment Report 2016 -17 including a statement regarding the Corporation's assessment of its own performance stating that governor validation panels for Scarborough TEC, GIFHE and Skegness TEC had been effective with governors in agreement that the local sites SARS provided an accurate overview and that the assumptions within the reports were realistic and a true reflection of the Group / individual learning sites performance during 2016-17.

6.2 It was confirmed that the summary of overall CIF grades for which the Group had self-assessed was grade 1 'Outstanding' at all levels as endorsed by Ofsted during the Group's inspection during May 2017.

- 6.3 The Chair reported that he had attended each of the validation panel meetings and agreed the process had been robust and detailed and had allowed governors to challenge and question key elements within the reports, all of which were satisfactorily answered by management.
- 6.4 The Chair of the Scarborough TEC board confirmed that members of the Scarborough TEC validation panel felt that Scarborough TEC had the capacity to improve and that the continuing improvement in academic performance was very promising.
- 6.5 The Chair of the GIFHE board confirmed that the validation process for GIFHE and Skegness TEC had also been very positive and very thorough in questioning key elements within the reports.

RESOLVED the draft Group Self-Assessment Report 2016-17 was approved.

7 Annual Provider HEFCE Assurance 2016-17

- 7.1 A copy of the HEFCE Assurance statement signed by the CEO and Chair following approval by the GIFHE Board on 28 November 2017 was presented. Governors were reminded that the Corporation, at the meeting held on 30 October 2017, had delegated approval of the HEFCE Assurance statement 2016-17 to the GIFHE Board agreeing the statement could then be sent to HEFCE by the deadline date of 1 December 2017 and which would subsequently receive retrospective Corporation approval on 14 December 2017.
- 7.2 The Chair of the GIFHE Board confirmed that GIFHE Board had agreed that the HE annual report and Strategic plan presented were comprehensive and provided sufficient information and assurance about the Group's HE provision for the GIFHE Board to be able to approve the CEO sign the Assurance Statement 2016-17.

RESOLVED The Annual Provider HEFCE Assurance 2016-17 statement, signed by the CEO and Chair on the approval of the GIFHE Board on 28 November 2017 was retrospectively approved by the Corporation.

8. Management Accounts Period 3 2017-18

The Group Director Finance presented the Management Accounts Period 3 2017-18 which detailed the following key points:

- The forecast surplus had reduced to £579k from the period 2 forecast £636k
- An increase in STEC costs in relation to security had now been included in the budget
- A review of supplies and services had secured a saving of £50k to be reflected in future forecasts.
- Staff costs were forecast at 63% for the year.
- EBITDA was forecast at 9.7% which would exceed budget and the strategic target of 8%.
- An explanation of the significant increase in LGPS service costs had been requested from the fund actuary as £(740)k represented a substantial increase in cost heading.

It was agreed that the Group was managing staff costs calculated at 63% despite a reduction in income.

RESOLVED the Management Accounts Period 3 2017-18 were noted.

9. Group Treasury Management Annual Report 2016-17

9.1 The Group Director Finance presented the Group Treasury Management Annual Report 2016/17 which detailed the following:

- The cash position year ended 2016-17 was £5.8m
- Operating cash inflow year ended 2016-17 was £1.3m and capital expenditure £8.6m
- The budgeted position for year ended 2017-18 was £1.7m including cash related expenditure for the phased purchase of the new Scarborough Campus and excluding the forthcoming sale of existing Scarborough Campuses.
- During February to April, in line with the usual seasonal dip in funding body income, utilisation of a revolving credit facility would be required.
- Outstanding debt month ended November 2017 was £2.174m (excluding student loans company) with £1.338m of the debt over 90 days, mainly due to HE and 19+ Learners awaiting confirmation of student loans support. Aged debtors analysis 16-17 to 17-18 was included within the report.
- Bank Covenants were within target range for the year ended 2016-17.
- Current operating losses were to be a particular focus for the Senior Team throughout 2017-18
- Early in year re-forecasting indicated that the Group would achieve an operating surplus of £579k.

9.2 An update on progress with the following was also provided:

Rolling credit facility: A more favourable loan agreement with Santander had now been secured which would be required in March 2018 and which, as previously agreed by the Corporation could be signed by the Chair under Chairs action. It was agreed that contingency to use the offer from Lloyds bank should the Santander offer be unsuccessful provided a degree of comfort.

YCC pension: There had been no further update since the governors meeting with Eversheds in July 2017. As Eversheds advice had now changed since the meeting it was agreed that management pursue and seek a further update. The option to pursue the matter with the Pensions Ombudsman should be considered.

RESOLVED the Group Treasury Management Annual Report 2016-17 was approved.

10. Scarborough TEC Board minutes 23 November 2017

- 10.1 The Chair of the Scarborough TEC (STEC) Board outlined the background to the minutes of the meeting held on 23 November 2017 raising the following key points:
- 10.2 Members of the Scarborough TEC Board had requested further training on key governance responsibilities and the opportunity to discuss the purpose of the STEC board with members of the Corporation in more depth. It was acknowledged that time had been set aside to undertake this at the forthcoming Strategic planning event.
- 10.3 The Scarborough TEC Board had this year been fully involved in the review of the STEC Self-Assessment report with the SAR validation process very effective in challenging the assumptions within it.

10.4 Members had raised concern at the lack of progress made with the agreed Concordat recommendations.

RESOLVED the minutes of the Scarborough TEC Board meeting held on 23 November 2017 were received.

11. GIFHE Board meeting 28 November 2017

11.1 The Chair of the GIFHE Board outlined the background to the minutes of the meeting held on 28 November 2017. AS level performance at TAG / Career 6 had been discussed in depth with assurance received that measures were in place to ensure swift improvements throughout the year.

11.2 A degree of uncertainty around the GIFHE Board members' role had been discussed which it was agreed should be an item for further discussion at the forthcoming Strategic planning event.

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

12. Modal Advisory Committee 21 November 2017

RESOLVED Minute 12 was classified as confidential in accordance with clause 17 of the Instrument of Government indefinitely.

13. Audit Committee 5 December 2017

13.1 The Chair of the Audit Committee outlined the background to the minutes (to be submitted to the next meeting of the Corporation due to the timing of meetings) and drew attention to the following:

- The Draft Annual Report of the Audit Committee had been considered in depth.
- The Annual Internal Audit Report 2016-17 provided significant assurance to the Audit Committee that Group operations were in order.
- The Group's Financial Statements 2016-17, including all subsidiary companies and the Modal letter of support and Modal Going Concern report had been considered in depth by the Audit Committee on 5 December 2017 and subsequently recommended for Corporation approval. The following was also reported:
 - The work to conclude this year's Financial Statements had been detailed and lengthy and was still ongoing.
 - Management judgments in relation to the value of the Lady Edith's Drive site had been increased, the sale of which would have an impact on finances.
 - Agreement as to the valuation of the Nunsthorpe site was causing a delay in final release / production of the Group's Financial Statements.
 - A letter of support for Workforce Skills had also been drawn up using the same format as the Modal Letter of Support to ensure a break-even position for both ventures.

13.2 In conclusion it was agreed that as the financial statements work was still to be concluded, unless there were any material changes to the Financial Statements presented to the Corporation the Chair could sign these under chairs action when complete. It was agreed that the Clerk circulate the letter of representation to governors as soon as possible and if no objections were received within 24 hours the Chair could sign.

RESOLVED the overview of proceedings of the Audit Committee meeting held on 5 December 2017 were received. The following recommendations of the Audit Committee were approved:

- a) Audit Findings report year ended 31 July 2017
- b) Self-Assessment Regularity Questionnaire 2017
- c) GIFHE Members' Report and Financial Statements for the year ended 31 July 2017
- d) Modal Training Ltd Directors' Report and Financial Statements for the year ended 31 July 2017
- e) Workforce Skills Ltd Directors' Report and Financial Statements for the year ended 31 July 2017
- f) Grimsby College Trading Ltd Directors' Report and Financial Statements for the year ended 31 July 2017
- g) Modal Training Ltd Letter of Support
- h) Modal going concern report.
- i) Workforce Skills Ltd Letter of Support

14. Annual Report of the Audit Committee 2016-17

14.1 The Chair of the Audit Committee submitted the Annual Report of the Audit Committee 2016-17 confirming that the report provided an accurate record of Audit Committee business undertaken during the year 2016-17. The following was noted:

- The Audit Committee had again achieved 100% attendance at meetings throughout the year.
- The results of Internal Audit reviews undertaken during 2016-17 had again been positive and were a credit to the Group and all staff concerned.
- A review of the Audit Committee's effectiveness had been undertaken during the autumn term 2017 using the CIPFA self-assessment tool the results of which confirmed that the Audit Committee was effective and had fulfilled its term of reference in line with the Post-16 Audit Code of Practice.
- In recommending the Annual report to the Corporation the Audit Committee were satisfied and were of the opinion that on the basis of the reports received from the auditors appointed by the Grimsby Institute Group, the Audit Committee, Senior Management, the College's Risk Management Group and other sources of audit information that the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources (Value for Money), solvency of the institution and the safeguarding of its assets were adequate and effective.

RESOLVED The Annual Report of the Audit Committee 2016-17 was approved.

15. Membership update and appointment to committees and local boards

15.1 The membership update report was considered which included details of current Corporation and Local Board membership. The following was noted:

- Tracey Gyte had been elected by Scarborough TEC staff as Staff Member of the Scarborough TEC Board.
- Work was ongoing to recruit members to the GIFHE Board with a number of prospective members now identified to meet with the Chair of the GIFHE Board, Principal, CEO and Clerk to discuss membership in more detail.
- Appointment of Chairs of the Local Boards was scheduled to take place from January 2018.

15.2 During discussion it was agreed that Local Boards should recommend appointment of Chair for the remainder of the academic year until 31 August 2018 subject to the approval of the Corporation.

RESOLVED The appointment of Tracy Gyte as Staff Member of the Scarborough TEC Board was approved for four years from 14 December 2017.

16. Group Annual Legal report 2016-17

16.1 The Group Director Corporate Services presented the Group Annual Legal report 2016-17 which detailed the legal expenses incurred by the Group during 2016-17 and a comparison to the previous year. It was noted that a reduction of £12,100 in legal expenses had been achieved during 2016-17.

RESOLVED The Group Annual Legal report 2016-17 was received and noted.

17. Complaints 2016-17 Annual Report

17.1 The Group Annual Complaints 2016-17 report was considered. It was agreed that whilst the number of complaints had risen this was due to improved communications and awareness of the process for making a complaint. The report categorized complaints by type and month, by gender, age, ethnicity and disability and included data relating to curriculum area trends and hotspots. For future reports governors requested percentage data relating to the number of individual complaints.

RESOLVED The Group Annual Complaints 2016-17 report was received and noted.

18. Health & Safety policy and annual report 2016-17

18.1 The Group Director Corporate Services presented the Group Health & Safety Policy and Annual report 2016-17 which detailed the following:

- The number of staff attending Health & Safety training had increased by 44%
- The number of accidents were still significantly below the five year average.
- The number of RIDDOR accidents had decreased for the fourth consecutive year.
- The central database for risk assessments had now been implemented.
- The new online trips and visits system was now fully embedded.
- All Health & Safety policies were reviewed and updated in 2016-17 as detailed in the annual report 2016-17.
- A number of action points and planned CPD activities had been agreed for 2017-18 including a target increase of 10% in the number of unannounced safety tours and samples.

RESOLVED The Group Health & Safety Policy and annual report 2016-17 report was approved.

19. Human Resources Annual Report 2016-17

19.1 The Group Director Human Resources presented the Group Human Resources and Annual report 2016-17 which detailed key HR issues to date either actioned or to be addressed in 2017-18. The following was noted:

- Continuing improvements to ITrent, payroll and single central record data systems were ongoing.

- The Group remained comfortably within sector averages within the AoC annual sector survey.
- Sickness absence levels had fallen in all categories to a 2.4% all-time low.
- In line with gender reporting requirements further work was to be undertaken to examine the most common lower paid support roles together with current salary structure.
- Actions to encourage more female employees to apply for middle/senior management roles within the Group was also to be explored.

19.2 It was agreed that the report provided an excellent summary of the Group's HR activities and showed significant improvement in reporting HR data to the Corporation.

RESOLVED The Group HR annual report 2016-17 report was approved.

20. Group Equality, Diversity & Inclusion Policy and Annual Report 2016-17

20.1 The Group Equality & Diversity Policy and Annual Report 2016-17 was presented. It was agreed that the policy was comprehensive and demonstrated the Group's commitment to the Public Sector Equality Duty as set out in the Equality Act 2019 and to ensuring all learners, staff and stakeholders were treated equally and that diversity was valued across the organization.

RESOLVED The Group Equality, Diversity & Inclusion Policy and Annual Report 2016 was approved.

21. Appointment of Chair Elect 2018

21.1 The Clerk submitted a report which detailed the process for the election of Chair and Vice-Chair of the Corporation in accordance with Clause 6 of the Instrument of Government. Members were reminded that Jonathan Lovelle's term of office would end on 31 July 2018 and that nominations had been sought to find a suitable replacement. The Clerk confirmed that one nomination for the position of Chair Elect had been received from Erika Stoddart.

21.2 No further nominations were received at the meeting. Members agreed unanimously that Erika Stoddart should be elected as Chair Elect until 31 July 2018 and then as Chair of the Corporation for from 1st August 2018 until 31st July 2021. Governors wished to thank Jonathan Lovelle most sincerely for his work over the last 3 years as Chair of the Corporation who it was agreed had been instrumental in leading the Corporation forward in devising a very ambitious strategic plan which had been successful in securing a sound financial position and which now placed GIG as one of the top institutions academically. Governors agreed that the Chair's enthusiasm, professionalism and dynamic approach to leadership and governance was inspirational and most highly commended.

RESOLVED Erika Stoddart was elected as Chair Elect until 31 July 2018 and then Chair of the Corporation for a period of 3 years from 1 August 2018 until 31 July 2021.

22. Senior Post Holders update report – CONFIDENTIAL

RESOLVED Minute 22 was classified as confidential in accordance with clause 17 of the Instrument of Government indefinitely.

23 Group Strategic planning event 1 -2 March 2018

23.1 The Chair stated that alternative dates for this year’s Strategic planning event had been suggested in order to coincide with the grand opening of Scarborough TEC and the Scarborough TEC board meeting to be held on 1 March 2018. The event would include a gala dinner at which four Michelin Star chefs (ex Scarborough TEC students) would serve a dinner to governors and Scarborough community guests. It was agreed that the proposed agenda for the strategy event was appropriate and would provide the opportunity for governors to begin modelling the Group’s Strategic Plan 2019 – 2022.

RESOLVED That the Group Strategy Conference agenda was agreed.

24 Any other business



The Chair wished to thank David Hilditch, retiring governor and former Chair of the Corporation for his outstanding work and contribution to the Corporation over the past 5 years. Governors left the meeting to join David Hilditch for a farewell meal and a presentation of leaving gifts in the University Corner Lounge.

25 Date and time of next meeting

RESOLVED

Strategy meeting	Thursday 1 Friday 2 March 2018	Scarborough TEC
Corporation meeting	Tuesday 20 March 2018 4pm	GIFHE

The meeting closed at 5.42pm

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

Chair of the Corporation

Action Schedule

No	Minute Title	Action by	Action required
5	Strategic Plan update 2017-18	CEO	SM 1.6 Student satisfaction survey results to next Corporation meeting
9.2	Group Treasury Management Annual Report 2016-17	GD Finance	Pursue progress of YCC pension with Eversheds and report back to next Corporation meeting 20.3.18
11	GIFHE Board meeting 28 Nov 2017	Clerk	Role of GIFHE Board – discussion item at Strategic Planning event.
13	Audit Committee 5 Dec 2017	Clerk	Circulate letter of representation to all members asap and report outcome to Corporation.
17	Complaints 2016-17 Annual Report	Clerk / Complaints Officer	Percentage data relating to the number of individual complaints included in future report – Clerk to discuss with CO.
21	Appointment of Chair Elect 2018	Clerk / Chair	Begin induction / support process for new Chair