

**PART A Minutes of the Corporation meeting held on 10 July 2018 at 4 pm
University Centre Board Room 4H01**

Present Gill Alton CEO, Tony Bramley (Vice-Chair), Roger Cannon, Lucy Ottewell-Key, Erika Stoddart, Jonathan Lovelle (Chair) and Philip Jackson.

In Attendance Susan Bailey, Clerk to the Corporation, Adrian Clarke Group Director Corporate Services, Don Everitt Group Director Finance, Debra Gray Principal GIFHE, Ann Hardy Principal Scarborough TEC.



Prior to the meeting the CEO and governors presented Jonathan Lovelle, outgoing Chair, with gifts and cards to say farewell and thank you for his relentless hard work and commitment to the Corporation over the last 4 years. It was agreed that this commitment to the Group had been truly exceptional and much appreciated by the governors, staff and students.

1. Apologies for absence

Apologies were received from Robert Edwards and Liz Parry.

2. Declarations of Interest

There were no declarations of interest received.

3. Minutes of the Corporation meetings held on 15 May 2018 and matters arising.

RESOLVED the minutes of the Corporation Meetings held on 15 May 2018 were approved as a correct record and signed by the Chair. There were no matters arising from the minutes.

4. Area Based Review / National Leaders of FE / Institutes of Technology update

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

5. Strategic Plan 2017-18 update

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 1.1 / 1.2** Minutes 5.1 relating to SM 1.1 and SM 1.2 were classified as confidential in accordance with Clause 17 of the Instrument of Government for a period of one year.
- SM 1.3** **In-year functional skills achievement rate to be 76% successful with 20% successful in gaining grades 5-9 in GCSE results.** The Group position showed a significant improvement on the same position last year with teams optimistic that targets would be achieved. It was noted that this year's GCSE results would be reported to the Corporation during the Autumn Term 2018.
- SM 2.3** **Formal recognition of Group progress in engaging with external measures.** The CEO confirmed that 2017-18 had been an exceptional year for the Group with numerous awards and accolades achieved and many influential high profile visitors, including over 30 colleges visiting GIFHE for 'sharing of good practice' sessions. The Chair was a National Leader in Governance and the CEO a National Leader for FE and Policy Advisor involving meeting key department of Education officials and the Secretary of State, Anne Milton.
- SM 3.2** **Staffing to income ratio (excluding sub-contracting and capital grant releases) for the Group of less than 63%** As a result of Management's decision to avoid redundancies in year due to the possible impact on culture and new provision planned SM 3.2 stood currently at 65.1% and was unlikely to achieve the end of year target of 63%.

5.2 Members were pleased to note the current good reputation of the Group nationally. In relation to the SM 3.5 Review of Non-Government funded elements of the Group's business and SM 4.1 Review of portfolio and identification of new provision based on LMI members requested details of the outcomes of these reviews. It was agreed that the reports should be placed on SharePoint for governors to access accordingly.

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

6. Draft Group Strategic Plan and Measures 2018-19

- 6.1 The CEO presented the final version of the Group Strategic Plan and associated Measures 2018-19 confirming that the plan had been circulated to college managers, all college staff and unions for comment and further input. It was noted that the final version now incorporated all feedback received and would form the basis for Corporation oversight of Group performance and activity during 2018/19.
- 6.2 It was agreed that the Strategic Plan 2018/19 was relevant and synchronised with the Corporation's agreed vision and ambition for the Group to maintain and go beyond outstanding. In respect of the review of the Group's Curriculum Offer it was agreed that members be invited to the Group's Curriculum Planning day to be held in November 2018 and receive a 15 minute pre-meeting briefing in October 2018 to review Curriculum and provide feedback, the results of which could feed into the Curriculum planning day.

RESOLVED The Group Strategic Plan and Measures 2018/09 were approved.

7. Management Accounts period 10 2017-18

Minute 7 was classified as confidential in accordance with Clause 17 of the Instrument of Government until ESFA publication of the Groups' Annual Budget 2018-19 and Financial Plan 2018-21.

8. Group Annual Budget 2018-19 and Financial Plan and Commentary for the three year period 2018-2021

Minute 8 was classified as confidential in accordance with Clause 17 of the Instrument of Government until submission of all relevant data to the ESFA and subsequent publication.

9. Group Risk Management Strategy and Risk Register

9.1 The Group Director Finance presented the Group Annual Risk Management Strategy and Strategic Risk register 2018-19. During scrutiny it was confirmed that the Audit Committee at the meeting held on 26 June 2018 had recommended the approval of the Risk Management Strategy and Risk register 2018-19 following scrutiny and review.

9.2 Following discussion it was agreed that the role of GIFHE and Scarborough TEC in relation to risk management be detailed within the Group Risk Register and submitted to local board meetings going forward. It was further agreed that the Group Director Finance provide further details to the Audit Committee and Corporation in September / October 2018.

9.3 In respect of the Group's Board Assurance framework the Audit Committee had requested a revised format be submitted to the next meeting of the Audit Committee (see minutes from Audit Committee)

RESOLVED The Risk Management Strategy and Risk Register 2018-19 was approved subject to inclusion of details of the roles of local boards in respect of risk management and further submission to the Audit Committee meeting 25 September 2018.

10. Update on Westwood Disposal and Lady Edith Drive update

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

11. Filey Road update

RESOLVED Minute 11 was classified as confidential in accordance with Clause 17 of the Instrument of Government indefinitely.

12. Corporation membership update

12.1 The Clerk submitted an update report on current Corporation and Local Boards membership which detailed the following:

- 12.2 A prospective member / chair of the Audit Committee had withdrawn the application to become a member therefore the search for a new member was ongoing. It was agreed that until a suitable member had been found Philip Jackson be appointed as Chair of the Audit Committee.
- 12.3 Janet Deakon, Area Manager for North Yorkshire 'Welcome to Yorkshire' had observed and attended the last meeting of the Scarborough TEC board meeting with the Chair of the Board, the CEO and the Clerk to discuss the role in more detail and who was now subsequently recommended for appointment to the Scarborough TEC Board.
- 12.4 Wendy Spalding-Siracusa, Partner in Wilkin-Chapman Solicitors had met with the CEO, incoming Chair and the Clerk with a view to becoming a full member of the Corporation and who was now subsequently recommended for appointment to the Corporation.
- 12.5 Alan Speight had resigned as a member of the Corporation on 22 May 2018 with the search for a suitable replacement from the HE Sector now ongoing.
- 12.6 Elections for a staff and student member of the GIFHE Board and 2 Corporation student governors would take place in the Autumn term 2018.
- 12.7 The search for additional members of the GIFHE Board was underway.

RESOLVED

- a) That Wendy Spalding-Siracusa is appointed as a member of the Corporation for a period of 4 years from 10 July 2018 including a one-year probationary period.
- b) That Janet Deakon is appointed as a co-opted member of the Scarborough TEC Board for a period of 4 years from 10 July 2018 including a one-year probationary period.
- c) That Philip Jackson is appointed Chair of the Audit Committee.

13 Corporation calendar of meetings and annual cycle of business 2018-19

- 13.1 The Clerk submitted the Corporation, Committee and Local Boards calendar of meetings and annual cycle of business (work plans) 2018-19. It was agreed that the GIFHE Board meeting scheduled to take place at Skegness TEC on 2 October should now take place at GIFHE due to timing issues. The Clerk confirmed that the cycle of business was a working document likely to change in line with local, regional and national imperatives and had been devised in consultation with management in order to synchronise with the Group's strategic planning agenda and approval of the Group's annual report and financial accounts.

RESOLVED The Corporation calendar of meetings and annual cycle of business 2018-19 was approved.

14 Revised Instrument & Articles of Government

- 14.1 The Clerk submitted a report detailing proposed amendments to the GIFHE Instrument & Articles of Government in respect of the following:

- a) Reduction of staff governors from 2 to 1 in line with the outcome of the recent whole staff consultation process.
- b) Increase in Corporation membership from 11 -12 to reflect the Corporation's decision to retain 2 student governors (HE and FE) on the Corporation
- c) Publication of Corporation and Audit Committee meeting minutes only on the college website and retention of the requirement to make all non-confidential minutes, reports and agendas of every meeting of the Corporation and Committees available for public access in working hours.

RESOLVED the revisions to the GIFHE Instrument & Articles as detailed in Minute 14.1 points a – c (above) were approved.

15. Written Resolution regarding the purchase of Transafe Logistics Ltd

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

16 Scarborough TEC Board meeting 14 June 2018

- 16.1 The Chair outlined the background to the minutes of the Scarborough TEC Board meeting held on 14 June 2018 summarising the key points and agreements. Governors noted that the meeting had been productive with all members involved in determining the Strategic Measures for Scarborough TEC for the forthcoming year 2018-19.
- 16.2 Members of the Scarborough TEC Board had recently met with staff and students to gain further perspective on satisfaction levels on working and studying at the College. It was confirmed that assistance from the Group HR Director was now being received in relation to staff costs with any instances of blockages to attendance and retention being targeted as a matter of priority

RESOLVED the minutes of the Scarborough TEC Board meeting held on 8 June 2017 were received and the following Scarborough TEC Board recommendations approved:

- a) Scarborough TEC Strategic Measures 2018-19
- b) Scarborough TEC Annual Budget 2018-19

17 GIFHE Board meeting 3 July 2018

- 17.1 The Chair outlined the background to the minutes of the GIFHE Board meeting held on 3 July 2018 summarising the key discussion points. Governors noted that the meeting had been very productive with all board members satisfied that the draft Strategic Measures for GIFHE for the forthcoming year 2018-19 were appropriately challenging.
- 17.2 Key highlights reported to the GIFHE Board included GIFHE's achievement of TEF Silver and continued good performance in all areas of provision. The GIFHE Board had also said farewell and thank you to Liam Atkinson, student member for his work and very good attendance at GIFHE Board meetings

RESOLVED the minutes of the GIFHE Board meeting held on 3 July 2018 were received and the following GIFHE Board recommendations approved:

- a) GIFHE Strategic Measures 2018-19
- b) GIFHE Annual Budget 2018-19

18 Audit Committee meeting 26 June 2018

18.1 The Chair of the Audit Committee outlined the background to the minutes of the Audit Committee meeting held on 26 June 2018 summarising the key discussion points. Governors noted the following:

- The Internal Audit review on the Group's GDPR arrangements had identified a number of actions required or yet to be completed. The Group's progress in relation to compliance with GDPR was the norm for the FE sector.
- The Audit Committee now recommended for Corporation approval a revised Risk Management Strategy and Risk Register following detailed scrutiny during the meeting.
- The Audit Committee recommended the appointment of Mazars as the Group's external audit service and TIAA as the Group's internal audit service following the recent selection process undertaken in line with the Group's Financial Regulations.

RESOLVED the minutes of the Audit Committee meeting held on 26 June 2018 were received and the following recommendations approved:

- a) Annual Group Risk Management Strategy and Risk Register
- b) Appointment of Internal and External Audit Services 2018 - 2021

19 Modal Committee meeting 7 June 2018

19.1 The Chair of the Corporation outlined the background to the minutes of the Modal Advisory Committee meeting held on 7 June 2018 summarising the key discussion points as follows:

19.2 Following the Corporation's decision to purchase Transafe Logistics Ltd the Group were now ready to complete the transaction on 30 July 2018.

RESOLVED the minutes of the Modal Advisory Committee meeting held on 7 June 2018 were received and the following recommendations approved:

- a) Modal Action plan update and ECOSH integration
- b) Modal annual budget 2018-19 and Financial Plan 2019-21
- c) Modal Annual Cycle of Business 2018-19

20 Any other business

20.1 The Clerk confirmed that the Seal had been applied on the lease document for the Electricity Sub-station, Nuns Corner, Grimsby.

20.2 The Chair of the Audit Committee provided an overview of the forthcoming Governance Research project the Group had been chosen to join. The purpose of the project was to ascertain how boards make decisions. A number of Corporation

12	Corporation membership update report	Clerk	Begin appointment process – letters to new governors, inform HR.
13	Corporation calendar of meetings and annual cycle of business 2018-19	Clerk	Place on SharePoint – send to all governors during summer holidays.
14	Revised Instrument & Articles of Government	Clerk	Amend Is & As, place on governors section of SharePoint and Website
24	Any other business	GD Finance	Review / investigate options for Audit Service