

**PART A Minutes of the Corporation meeting held on 20 March 2018 at 4pm  
THE BOARDROOM 4H01, UNIVERSITY CENTRE**

**Present** Gill Alton CEO, Tony Bramley, Philip Jackson, Jonathan Lovelle Chair, Liz Parry, Erika Stoddart, Robert Edwards.

**In Attendance** Susan Bailey, Clerk to the Corporation, Adrian Clarke, GD Corporate Services, Don Everitt, GD Finance, Debs Gray Principal GIFHE, Ann Hardy Principal STEC, Hugh GD Marketing & Commercial Businesses.

**1. Apologies**

Apologies were received from Roger Cannon, Lucy Ottewell-Key and Alan Speight.

**2. Declarations Of Interest**

The CEO and Clerk declared an interest in minute 18.

**3. Corporation Minutes 14 December 2017**

**RESOLVED** the minutes of the Corporation meeting held on 14 December 2017 were approved as a correct record and signed by the Chair. Matters arising from the minutes were as follow:

**Minute 13 Audit Committee 5 December 2017:** The Clerk confirmed that the letter of representation had been circulated to governors, in accordance with the policy on written resolutions, on 15 December 2017, with all governors in agreement that the Chair sign the letter accordingly.

**Minute 9.2 Group Treasury Management Annual Report 2016-17 :** The Group Director Finance confirmed that a meeting to discuss the YCC Pension Scheme issues and a valuation figure had been scheduled for 23 April 2018, the outcome of which would be reported to the next Corporation meeting to be held on 15 May 2018.

**Minute 9.2 Group Treasury Management Annual Report 2016-17 :** The Group Director Finance confirmed that as the Group was now in a stronger financial position the requirement to draw down a revolving credit facility had yet to be activated with Management keeping a watching brief over both Lloyds and Santander in order to achieve an optimum offer.

**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. Institute of Technology update**

**RESOLVED** Minute 5 was classified as confidential in accordance with clause 17 of the Instrument of Government for a period of two years.

## **6. Strategic Plan update 2017-18**

6.1 The CEO submitted the Group's Strategic Plan update report including latest attendance and retention KPI (Key Performance Indicators) data. 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** at Skegness TEC and Scarborough TEC was below target with intervention work ongoing but not currently achieving the predicted impact. Further analysis was underway to ascertain why attendance at GIFHE was significantly better than other campuses in order to share good practice and initiatives across Group sites. It was noted that Scarborough TEC continued to closely monitor attendance at departmental level and that retention across the Group was currently above the target of 94%.

**SM 1.3 Functional Skills** performance continued to be closely monitored to ensure students attended lessons and made expected progress. Currently the Group had improved achievement rates for English by 17.6% from last year and by 12.7% for Maths achievement rates.

**SM 2.2 Staff Survey** results of the latest staff survey showed a slight decline of 1.8% with further analysis now taking place via local staff councils to determine how to improve staff satisfaction.

**SM 2.4 CPD Continuing Professional Development** A review of all personal development review targets was to be undertaken to ensure themes were identified early and fed into the collated staff development programme. Analysis of staff development requests illustrated that 99% of requests were supported.

**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.

## **7. College Pay Award 2017-18**

7.1 The CEO submitted the annual College Pay award proposals recommending that in view of the Group's recent successful Ofsted Inspection and AoC Pay recommendations for 2017-18 all staff receive a 1% pay award or £250 (whichever is the greater) with effect from 31 May 2018, subject to affordability at that point - affordability being a projected surplus of greater than £600k.

7.2 It was agreed that the final decision to backdate the payment to the usual 'cost of living' date of 1 March should be made by EMT based on the Group's financial position at the end of May 2018. It was agreed that the CEO communicate the Corporation's decision about the pay award to staff accordingly.

**RESOLVED** that staff are awarded a 1% pay award or £250 (whichever is the greater) with effect from 31 May 2018 subject to affordability at that point.

## **8. Management Accounts Period 6 2017-18**

8.1 The Group Director Finance presented the Management Accounts and commentary 2017-18 which confirmed the forecast surplus had reduced to £566k from the period 2 forecast £636k

- The forecast included provision of £(150)k for unspecified risks to the forecast and a provision of £(100)k for the costs to increase Adult Education delivery by £200k income (not currently recorded in the forecast to reflect a prudent approach)
- Group staff costs were forecast at 65% which although 2% lower than strategic target were 0.6% better than budget.
- STEC pay costs had been subject to a comprehensive review with forecast costs increased due to agency costs and associated recruitment difficulties.
- Greater clarity over apprenticeships income had resulted in a reduction to £(78)k
- Modal forecast had been updated.
- EBITDA was forecast at 11.7% which would exceed budget and the strategic target of 8%.
- In 2016-17 the financial health rating of the institute reduced to a score just within the 'satisfactory' financial health category. The latest forecast indicated a recovery to a score within mid-range of 'good' financial health category.

8.2 During questions and answers the following was confirmed:

- Recovery to 'good' financial health category was subject to the Group's financial performance in the balance of the year.
- Cashflow for next year was likely to improve with an increase in ESFA allocation and the potential opportunity to work with Scarborough Borough Council in the sale of the Westwood Campus.
- A review of Estuary TV was planned to ascertain progress to improve sales and the student experience
- The Group's commercial enterprises although currently in deficit were likely to break-even by the year-end.

**RESOLVED** the Management Accounts Period 6 2017-18 were noted.

## 9. Additional Capital Requirement for Scarborough TEC Phase 2

**RESOLVED** Minute 9 was classified as confidential in accordance with clause 17 of the Instrument of Government indefinitely.

## 10. Lease of the Towers

10.1 The Group Director Corporate Services submitted an update report on the Towers Halls of Residence which informed of the following:

- The Towers Halls of Residence had been vacant for approximately 12 months since the withdrawal of the local health trust.
- The Towers had been mothballed since the end of the previous lease
- Management were in negotiation with St James School over the potential lease of the building and had now come to an agreement.
- Lease of the building would provide the Group with the opportunity to reduce the mothballing costs incurred and would improve security of the property.

10.2 A summary of the headline terms and rental costs were included within the report. It was noted that the full Heads of Terms provided further detail of payment and operation and would ensure the Group were paid the correct fee.

10.3 It was agreed that leasing the Towers to St James School at the rental values detailed within the report provided a favourable option for the Group and Management should therefore proceed with leasing procedures

**RESOLVED** that the Towers are leased to St James School at the rental values detailed within the report.

## **11. Group Safeguarding Policy and Annual Report 2016-17**

- 11.1 The Group Safeguarding Policy 2017-18 and Annual Report 2016-17 was considered and reviewed. Members agreed that the annual report accurately summarised the safeguarding measures undertaken by the Group throughout 2016-17 and satisfactorily evidenced compliance with all statutory and legal requirements.
- 11.2 It was agreed that the CEO adopt the role of the Corporation's lead governor for safeguarding until all governors had had the opportunity to consider undertaking the role themselves.

**RESOLVED** The Group Safeguarding Policy and Annual Report 2016-17 was approved.

## **12 Membership update and appointment of new members**

- 12.1 The membership update report was considered which included details of current Corporation and Local Board membership. The following was noted:
- Jill Wilson and Michelle Lalor prospective members of the GIFHE Board had both met with the CEO, GIFHE Principal, Chair of the GIFHE Board and the Clerk and had also attended the last meeting of the GIFHE Board as observers and were now recommended for appointment as co-opted members of the GIFHE Board for a period of 4 years.
  - Work was ongoing to recruit a new Audit Committee Chair and additional members to the Audit Committee.
  - The results of the Staff consultation process had been positive with no adverse comments received from staff about the Corporation's intention to reduce the number of staff governors from 2 to 1.
  - The proposal to retain 2 students (one FE, one HE) and increase the Corporation from 11 members to 12 members was approved – members agreed that two student members included within the Corporation would provide the much needed student perspective regarding student experience and quality of provision.

## **RESOLVED**

- a) that Jill Wilson be appointed as a co-opted member of the GIFHE Board for a period of 4 years from 20 March 2018 subject to one year's successful probationary period.
- b) that Michelle Lalor be appointed as a co-opted member of the GIFHE Board for a period of 4 years from 20 March 2018 subject to one year's successful probationary period.
- c) that the Corporation Instrument & Articles be amended to reflect the change in membership composition regarding staff members.

## **13. Scheme of Delegation / Terms of Reference local boards and committees**

- 13.1 Members considered the Corporation's current scheme of delegation, Terms of Reference and proposed new scheme of delegation. It was noted that the new scheme had been devised and closely adapted from versions devised by other large College Groups in order to simply and make clearer the respective responsibilities of the Corporation and local boards and in line with similar Group Structures. It was agreed that displaying the Terms of Reference onto A3 format now provided a helpful comparison of committee / local board and Corporation duties and responsibilities.

13.2 It was agreed that there was no requirement to streamline the Corporation's existing scheme of delegation.

**RESOLVED** That the Corporation retain the existing scheme of delegation to be adapted to set out Local Boards responsibilities in respect of these and presented for final review at an appropriate time within the Corporation business cycle.

#### **14. Calendar of meetings 2018-19**

14.1 The updated Calendar of meetings 2018-19 was considered. Members welcomed dates of meetings planned two years in advance as opposed to one year, which it was agreed gave adequate notice of meetings and therefore maintain current good governor attendance at meetings.

**RESOLVED** The Corporation's updated meetings calendar 2018-19 was approved

#### **15. Modal Advisory Committee minutes 20 February 2018**

15.1 Members were reminded that all agendas and minutes relating to the Modal Advisory Committee were confidential on the grounds of commercial sensitivity in accordance with Clause 17 of the Instrument of Government.

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

#### **16 GIFHE Board minutes 27 February 2018**

16.1 The Chair of the GIFHE Board outlined the background to the minutes of the meeting held on 27 February 2018. The proposal from Management for further capital expenditure of £286k for TAG phase 5 and 6 was discussed. It was agreed that providing the necessary financial data was provided to the Chair of the Corporation the expenditure could be approved under Chairs Action.

**RESOLVED** the minutes of the GIFHE Board meeting held on 27 February 2018 were received and the additional expenditure for TAG phase 5 and 6 approved subject to the Chairs receipt of further detail and financial information being provided.

#### **17. Audit Committee minutes 6 March 2018**

17.1 The Chair of the Audit Committee outlined the background to the minutes of the meeting held on 6 March 2018. Members noted that the Committee, during review of the Group's Financial Regulations advised that subsidiary boards must not recommend approval of £250k or above without this first being recorded within agreed business plans submitted for governors prior approval.

**RESOLVED** the minutes of the Audit Committee meeting held on 6 March 2018 were received and the following recommendations recorded within the minutes approved:

Minute 9 Financial Regulations 2018  
Minute 10 Fraud Policy and Action plan 2017-18  
Minute 14 Re-appointment/Appointment of Auditors

**18. Remuneration Committee 20 March 2018 – feedback**

**RESOLVED** Minute 18 was classified as confidential in accordance with clause 17 of the Instrument of Government indefinitely.

**19 Any other business**

**IT support for governors** The Vice-Chair raised concern over the current level of IT support provided for governors in respect of dropbox and circulation of governors’ papers via email. The Clerk confirmed that work was ongoing to provide all governors with access to Sharepoint as a more secure way to access a governors portal and information bank shortly. It was agreed that the situation be addressed by the IT department as soon as possible.

**20 Date and time of next meeting**

**RESOLVED**

**Strategy meeting** Wed 21 – Thurs 22 March 2018 @ 11am Scarborough TEC  
**Corporation meeting** Tuesday 15 May 2018 @4pm GIFHE Boardroom

The meeting closed at

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

Chair of the Corporation

**Action Schedule**

No	Minute Title	Action by	Action required
3	Corporation minutes 14 December 17	GD Finance	Report back to next meeting outcome of YCC pension meeting.
12	Membership update	Clerk	Commence appointment process for new governors – commence staff governor elections, amend Is & As
13	Scheme of Delegation	Clerk	Update Scheme of delegation to include GIFHE, STEC and Modal boards – submit to Corporation October 2018
16	GIFHE Board minutes 27 February 18	GD Corporate Chair	Provide financial data for Chairs approval Chair to report back to Corporation.