

## **PART A Minutes of the MS Teams Corporation meeting held on 7 July 2020 at 4 pm**

- Present** Kai Adegbembo, Gill Alton CEO, Cain Matthews, Liz Parry, Wendy Spalding, Erika Stoddart (Chair), Becky Huxley-Binns, Walter Leschenko (observer)
- In Attendance** Susan Bailey, Clerk to the Corporation, Adrian Clarke Group Director Corporate Services, Tony Lawlor Group Director Finance, Debra Gray Principal GIFHE & Deputy CEO, Ann Hardy Principal Scar-TEC, Neil Waterhouse Executive Director of Commercial and Finance at East Riding College (for minute 13)
- Observers** Ann-Marie Bathmaker and Jodie Pennachia from the Governing in FE research project.

The Chair welcomed Ann-Marie Bathmaker and Jodie Pennachia from the Governing in FE research project, attending to observe how the Corporation operated under Covid-19 restrictions utilising remote meetings facilities.

### **1. Apologies for absence**

- 1.1 Apologies were received from Ryan Fowler and Robert Edwards.

### **2. Declarations of Interest**

- 2.1 None received. The Chair reminded members to declare any interests should they arise as and when throughout the meeting.

### **3. Minutes of the Corporation meeting held on 19 May 2020 and matters arising**

- 3.1 **RESOLVED** The minutes of the Corporation meeting held on 19 March 2020 were accepted as a true and accurate record with the electronic signature of the Chair duly applied.

### **4. Strategic Measures 2019-20 RAG rated report / 'return to green' reports.**

- 4.1 The CEO submitted the Strategic Plan RAG rated and drew members attention to the following:
- 4.2 SM 1.1 **Retention** as at 24 June 2020 remained strong.
- 4.3 SM 1.2 **Attendance** was below the target of 90% but remained strong at 87% compared to the sector (Covid -19) average. It was confirmed to members that management monitored attendance and the level of engagement of all learners by tracking the level of activity once logged on to college systems, intervening where necessary.
- 4.4 SM 1.3.1 **Functional skills** : Calculated grades based on work prior to lockdown had now been submitted with feedback / confirmation due to be received back on 31 July 2020.
- 4.5 SM 3.4.1 **Projects**: Expressions of interest / applications had now been received in respect of a number of project bids, previously reported to the Corporation. The TEC Partnership

had also received a £150k EdTech Demonstrator College grant contract ending 31 March 2021.

- 4.6 SM 3.5 **Modal** **Confidential minute in accordance with Clause 17 of the Instrument of Government – see Part B**
- 4.7 SM 4.1 **Review portfolio to enter new markets and retire provision where no longer required** **Confidential minute in accordance with Clause 17 of the Instrument of Government – see Part B**
- 4.8 SM 4.5 **Partnership and Collaboration opportunities:** the Group had achieved EdTec Demonstrator College status receiving a grant of £150k to work collaboratively with other colleges regionally and nationally. The Group was also currently involved in four submissions to the College Collaborative Fund (CCF) with £5.4m funds available.
- 4.9 Members thanked the CEO and the leadership team for their continuing work to ensure the high performance, safety and support for all learners during lockdown which it was unanimously agreed was exceptional.
- 4.10 RESOLVED** The Strategic Measures 2019-20 RAG rated report as at June 2020 was received and noted.

## **5. Strategic Plan 2020 / 21 – Final version**

- 5.1 The CEO submitted the final draft of the Group Strategic Measures 2020 /21 reminding members that as the normal approach to Strategic Planning had been curtailed due to the Covid-19 lockdown it had been agreed that EMT draft appropriate measures for Corporation approval. The CEO confirmed that the Strategic Plan and associated strategic measures, had been considered at Local Board level and following comment and feedback were now displayed beneath the Group measures. Members were pleased to note that a set of strategic measures for HE would be submitted for review by the HE Oversight Committee during 2020-21. It was agreed that the strategic plan provided the flexibility to change and adapt as and when required in view of Covid-19 and other emerging issues and opportunities.
- 5.2 The CEO stated that new measures to reflect the enhanced focus on digital delivery had been added under 1.7 and 2.7 of the Strategic Plan. The Principal GIFHE confirmed that the Teaching Learning and Assessment Strategy had also now been drafted in consultation with the relevant unions. Members were pleased to note that the CEO had conducted a workshop with East Riding College (ERC) to help develop ERC campus measures, a draft of which would be submitted to the first meeting of the ERC local board post-merger for Corporation approval thereafter.
- 5.4 RESOLVED** The final Group and local board Strategic Measures 2020-21 were received and endorsed.

## **6. Covid-19 update.**

- 6.1 The CEO's report outlining the Group's current approach to Covid-19 was considered which provided an update on the following areas:
- a) The Estate – all sites remained open to a limited number of students and staff with a comprehensive risk assessment in place and operating in line with government guidance.

- b) Staffing – staff continued to be supported and given assurances that a safe working environment was in place for all staff as highlighted by a recent YouTube video produced by Estuary Student TV at the request of the Department for Education: <https://youtu.be/BTRoa7kDWjw>
  - c) Teaching, Learning and Assessment – Most students had now had their predicted grades submitted with the TEC Partnership’s approach to online learning continuing to receive coverage as a ‘leading’ example.
  - d) Financial position
  - e) Communication
  - f) Preparation for September
- 6.3 The TEC Partnership continued to advise the government on the proposed guidelines for re-opening colleges and therefore retained an early insight into potential change. It was agreed that the TEC Partnership continued to work effectively to address the challenges of Covid-19 and the frequent changes in government advice. The CEO stated that EMT had prepared plans for further lockdowns and continued to take a rigorous approach to risk management.
- 6.4 As a reward to all staff for ‘going the extra mile’ during the crisis EMT had agreed to award two extra closure days at Christmas without the need to take annual leave.
- 6.5 The CEO stated that some colleges were struggling financially as a result of Covid-19 whereas the TEC Partnership appeared to be financially under control for 2019-20. Whilst 2020-21 would propose more of a challenge Covid-19 risk assessments were continually reviewed in preparation for September 2020.
- 6.6 **RESOLVED** The report was noted with governors thanks to all staff concerned for their considerable efforts in ensuring business as usual and continued support for all learners. Management’s updated plans for re-opening the college were also approved.
- 7. Merger update including minutes of meetings (3 and 29 June 2020)  
Confidential minute in accordance with Clause 17 of the Instrument of Government – see Part B**
- 8. Degree awarding bodies**
- 8.1 The CEO provided an update on progress towards achieving Degree and Foundation Awarding Powers. Members were informed that the results of the recent QAA review would be received on 23 July 2020 from the QAA with the opportunity for the TEC Partnership to appeal to the OfS thereafter if required. The Corporation and HE Oversight Committee would continue to be kept well informed of progress accordingly.
- 8.2 **RESOLVED** the update report on Degree Awarding Bodies was received, with thanks to all staff concerned for their work during the QAA review process.
- 9 Policy review (Safeguarding EDI and H & S) plus Safeguarding and EDI annual reports**
- 9.1 The Principal GIFHE submitted the Safeguarding, Equality, Diversity & Inclusion (EDI) and Health & Safety Policies and the annual reports for Safeguarding and EDI. Changes to the policies had mainly been made in relation to terminology. The Principal GIFHE confirmed that management continued to be well supported by the NEL ‘Get Together’ board and that scenario testing in respect of safeguarding was regularly undertaken. Members wished to thank the Principal and Safeguarding team for their commendable work to support all learners.

- 9.2 Members noted that the Health & Safety policy now included a section on Covid-19.
- 9.3 **RESOLVED** The Safeguarding, Equality, Diversity & Inclusion (EDI) and Health & Safety Policies were approved and the annual reports for Safeguarding and EDI received.
10. **Finance update and Management Accounts as at 31 March 2020 (period 8) : Confidential minute in accordance with Clause 17 of the Instrument of Government – see Part B**
11. **Risk Management Policy 2020-21 and Strategic Risk Register**
- 11.1 The Group Director Finance submitted the Risk Management Policy 2020-21 and Strategic Risk Register reporting that the Audit Committee at its meeting on 23 June 2020 had recommended the documents for Corporation approval.
- 11.2 Members were pleased to note the very positive outcome of the recent Internal Audit Review of Governance and Risk Management, which had received substantial assurance that Governance arrangements operated efficiently and that Risk Management was robust and proactive, particularly in respect of Covid-19 which Internal Audit planned to make exemplar as sector best practice.
- 11.3 **RESOLVED** The Risk Management Policy 2020-21 and Strategic Risk Register was approved.
12. **Loan agreement options : confidential minute in accordance with Clause 17 of the Instrument of Government – see Part B**
13. **East Riding College Ltd: Appointment of Director and Company Secretary post merger**
- 13.1 The Group Director Finance submitted a report proposing the retention of East Riding College's non-trading wholly owned subsidiary company (East Riding College Ltd) post-merger. As a dormant company concerns had been raised about the opportunity for others to use the name should the company be wound up. Members agreed to the transfer of ERC Ltd post-merger.
- 13.2 **RESOLVED** that the East Riding College Limited 08838372 incorporated on 9 January 2014 be retained by TEC Partnership post-merger in a dormant state, primarily for the reason of name protection
14. **New Bank Account mandate – confidential minute in accordance with Clause 17 of the Instrument of Government – see Part B**
15. **Capital Budget 2020/21 : confidential minute in accordance with Clause 17 of the Instrument of Government – see Part B**
16. **Scar-TEC Board minutes 11 June 2020**
- 16.1 The Chair outlined the background to the Scar-TEC board activities since the last meeting and the boards' recommendations to the Corporation.
- 16.2 **RESOLVED** The minutes of the Scar-TEC Board meeting held on 11 June 2020 were received and the following recommendations approved:

Min 6	Final draft of Scarborough TEC Board Strategic Measures 2020/21
Min 14	Scar TEC Board Calendar of meetings and Annual Cycle of Business 2020/21

**17. GIFHE Board minutes 16 June 2020**

**17.1** The Chair outlined the background to the GIFHE board activities since the last meeting and the boards' recommendations to the Corporation

**17.2 RESOLVED** The minutes of the GIFHE Board meeting held on 16 June 2020 were received and the following recommendations approved:

Min 6	Draft Group and GIFHE Board Strategic Plan 2020/21
Min 15	GIFHE Board Calendar of meetings and Annual Cycle of Business 2020/21

**18. Audit Committee minutes 23 June 2020**

**18.1** The Chair outlined the background to the Audit Committee's activities since the last meeting and the committee's recommendations to the Corporation.

**18.2 RESOLVED** The minutes of the Audit Committee meeting held on 23 June 2020 were received and the following recommendations approved:

Min 7	Risk Management Policy and Strategic Risk Register
Min 9	Audit Strategy Memorandum year ended 31 July 2020
Min 10	Audit Committee Annual Cycle of Business 2020-21

**19. Modal Advisory Committee minutes 30 June 2020**

**19.1** The Chair outlined the background to the Modal Advisory Committee's activities since the last meeting and the committee's recommendations to the Corporation.

**19.2 RESOLVED** The minutes of the Modal Advisory Committee meeting held on 30 June 2020 were received and the following recommendation approved:

Min 6	Calendar of meetings and Annual Cycle of Business 2020-21
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**20. Internal Audit Review of Governance and Risk Management (June 2020)**

**20.1** The Group Director Finance reported the very positive outcome of the recent Internal Audit review of Governance and Risk Management, which had received substantial assurance that governance arrangements were efficient and well managed / directed and that Risk Management was robust and proactive, particularly in light of Covid-19.

**20.2 RESOLVED** The update report on the Internal Audit Review of Governance and Risk Management was received with thanks to all staff involved in securing the excellent result.

**21. Membership update report including Skills Matrix**

**21.1** The Clerk submitted an update report (including latest skills matrix) on current Corporation and Local Board membership which detailed the following:

21.2 Following Philip Jackson's resignation due to local council commitments the position of Chair of the Audit Committee had been vacant since last year. All members, including ERC board members had been offered the opportunity to become the chair of the audit committee, which included automatic appointment as a member of the Corporation. Walter Leschenko had now offered to take on the role for an initial period of one year.

21.3 Ryan Fowler the Corporation's HE Student member had now completed his studies at the TEC Partnership therefore his term of office had ended. The Clerk confirmed that elections for the HE and FE student member of the Corporation would take place in September / October 2020. Members were reminded that the President of the Student Senate (elected by the whole HE student body) automatically became the Corporation's HE Student governor.

21.4 The Skills matrix data showed that generally skills and gender across the Corporation, Committees and local boards were even and well skilled. The Clerk stated that the search for additional members of the GIFHE and Scar-TEC Boards was underway with potential leads to be followed up during the summer / early autumn 2020.

#### **21.5 RESOLVED**

- a) Walter Leschenko was appointed as chair of the Audit Committee and member of the Audit Committee for one year in the first instance.
- b) Rob Walsh, co-opted member of the GIFHE board was re-appointed for a final one-year appointment
- c) Jonathan Lovelle was re-appointed as a co-opted member of the Modal Advisory Committee for one year.

#### **22. East Riding College (ERC) Board : Terms of Reference and membership post-merger**

22.1 The Clerk submitted a report detailing the proposed membership of the East Riding College Board commencing 1 August 2020 and associated terms of reference (both recently endorsed by East Riding College) It was noted that the terms of reference would be submitted to the first meeting of the ERC board for further consideration and comment.

22.2 It was confirmed that ERC Board membership would comprise 14 members for a transitional period of up to two years after which the ERC board would reduce to 10 members in line with other TEC Partnership local boards.

22.3 During discussion it was agreed that the terms of reference of the HE Oversight Committee (HEOC) should be amended to allow non-chairs of local boards to become members and that Sarah-Louise Jones be appointed as a member of the HEOC post-merger, subject to being appointed by East Riding College Corporation on 8 July 2020.

#### **22.4 RESOLVED**

- a) That the terms of reference of the HE Oversight Committee be amended to allow for local board non-chair membership
- b) The proposed terms of reference of the East Riding College board were approved subject to deletion of point i) membership
- c) Membership of the East Riding College Board, including retention of respective terms of office was approved as follows:

Lesley Archer	Business Member (Vice Chair)
Paul Arthur	Business Member
Steve Bramall	Business Member

David Cooper	Local Community Member
Kerri Harold	Local Authority Member (Chair)
Jim Harris	Business Member (Vice Chair)
Linda Johnson	Local Community Member
Sarah-Louise Jones	Co-opted Member
Deborah Myers	Local Authority Member
Gail Speight	Staff Member
Waqas Tariq	Local Community Member
John Uzzell	Staff Member
Mike Welsh	Principal
Vacancy	Student Member

**23. Group Calendar of meetings 2020/22 including ERC board meetings**

23.1 The Clerk submitted the Corporation, Committee and Local Boards calendar of meetings 2020-22 updated to include ERC local board meetings scheduled two years in advance. The Clerk confirmed that the ERC meeting dates for 2020-21 had been endorsed by ERC Corporation.

**23.2 RESOLVED** The Corporation calendar of meetings and annual cycle of business 2020-22 was approved.

**24. TEC Partnership Annual Cycle of Business (ACOB) 2020-21**

24.1 The Clerk submitted the annual cycle of business (work plans) 2020-21 for the Corporation, local boards and associated committees stating that the cycle of business for the ERC board and HEOC would be submitted for Corporation approval on 27 October 2020 following review by members of the ERC board and HEOC respectively.

24.2 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 TEC Partnership's strategic planning agenda and approval of the annual report and financial accounts. It was acknowledged that issues arising as a result of Covid-19 would also likely impact the cycle of business.

24.3 Members noted that the ACOB had been devised in line with Eversheds recommended policy list and an AoC recommended ACOB list plus requirements of the latest version of the Post 16 Audit Code of Practice and continued to ensure compliance with the Code of Governance for English Colleges.

24.4 The Clerk reported that the Corporation's annual cycle of business / forward planning schedule had been subject to scrutiny during the recent Internal Audit review of governance and had received substantial assurance that the Corporation's forward planning process was efficient and well managed.

**24.5 RESOLVED** the Corporation Annual Cycle of Business 2020-21 was approved.

**26. Any other business** - none received.

**27. Date and time of next meeting**

Tuesday 27 October 2020 meeting	4pm – 6pm	Corporation
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The meeting closed at 6 pm

Signed \_\_\_\_\_

Date \_\_\_\_\_

Chair of the Corporation

#### Action Schedule

No	Minute Title	Action by	Action required
13	East Riding College Ltd – Appointment of Director and Company Secretary	GD Finance	Transfer of ERC Ltd post merger
21	Membership update report including Skills Matrix	Clerk	Appointment/Re-appointment letters issued
22	East Riding College (ERC) Board	Clerk	Update all governor records to include East Riding College post-merger, amend HEOC terms of reference
23	Group Calendar of meetings 2020/22 including ERC Board meetings	Clerk	Re-issue to all governors over the summer