

Part A Minutes of the Corporation meeting held on 5th July 2022 at 4pm held via MS Teams

Present Erika Stoddart (Chair), Kai Adegbembo (Vice Chair), Becky Huxley-Binns, Keith Pearson, Jim Harris, Ann Hardy, Cain Matthews.

In Attendance Adrian Clarke (Group Director Corporate Services), Dan Humphrey (Clerk to the Corporation), Maria Turnbull-Kemp (interim Group VP Finance) Danny Metters (Principal ERC and STEC) Nathan Michael (Executive Director Quality)

1. Apologies for absence

Apologies for absence were received from Liz Parry, Richard Askam, Kerri Harold, Mark Smith and Rachel Ellis-Jones

2. Declarations of Interest

Erika Stoddart (ES) declared an interest in item 22 as it concerned the Chair of Corporation. Due to the Vice Chair suffering from Covid, the Chair would introduce the item and leave the meeting if necessary, for instance if there was any vote affecting her directly. Governors were reminded to declare any interests arising during the meeting too.

3. Corporation Meeting Minutes; 31st March 2022 and 5th April 2022

- 3.1 Action points of the previous meetings were discussed and it was agreed that the Clerk should add 'lessons learned' to the next Audit Committee agenda. Due to all the relevant parties now having left the organisation and the discussion at the audit committee with the external auditors this item is now closed.
- 3.2 The reference in 4 April action schedule (4.1.2) to casual staff data was not included as not available, but will be by next academic year. Also at 4.1.2, the CEO (AH) is continuing to meet staff and gain feedback. A video will be issued shortly with a CEO update.
- 3.3 4.2.1: AH has met with the Grimsby MP once and the Cleethorpes MP twice and she hopes to work with us regarding additional opportunities including possible DEFRA funding
- 3.4 5: There had been a lack of interest in the final part of the Strategic Planning Event, and this now was covered later on in today's Agenda

RESOLVED: that the Corporation approve the minutes of the Corporation of 31st March 2022 as a true record.

RESOLVED: that the Corporation approve the minutes of the Corporation of 5th April 2022 as a true record.

4. Strategic Measures 2021/22 RAG rated report

- 4.1 The CEO provided a verbal update. The Ofsted report has today been received and the grade is 'Good' as expected. Staff have been updated, with an email going to Governors tomorrow also. Ofsted will publish details on their website in the next 7-8 days, and an update to key stakeholders and an action plan will be issued going forward.
- 4.2 A key issue for TEC Partnership(TP) is Apprenticeships at Grimsby, although Careers Advice is another concern across the Group. Ofsted has highlighted the need for an overarching TP Quality role. Some achievement rates have fallen. Retention is an issue, as some students have departed for employment opportunities. TP is keen to bring in strategies to deal with this. There has been a drop-in student satisfaction in Grimsby in particular.

- 4.3 Do we measure reasons given regarding anxiety levels post-Covid? We have some information but we deal with it case by case and offer support.
Are we out of trend? I attend various Principals Groups (Lincolnshire, Humberside, North Yorkshire) and North Yorkshire, in particular, has real attendance issues. We are waiting to check against more up to date national achievement data too. A Governor noted that this year has been a very hard year at a ground level across the board
- 4.4 A Governor remarked on the concern about apprenticeships at Grimsby; there have been no negatives regarding ERC/STec apprenticeships. Details in confidential business. A Governor concluded there should be an action at GIFHE Board to monitor Apprenticeships and report back to Corporation, also specifically regarding TAG and behavioural issues.
- 4.5 The Chair offered thanks to all who assisted regarding Ofsted. It occurred earlier than expected and our own Self Assessment Report (SAR) was proven right. We did not have enough time to rectify, and there are learning points, for the GIFHE Board in particular. Similarly, it is important that the Audit Committee check that the Ofsted Action Plan is implemented.
- 4.6 A Governor noted the red grading for English and Maths attendance group-wide, an area which is reoccurring. Ofsted highlighted that governors need more details beyond a cover report, so Governors can dig deeper. A Governor emphasised the importance of Board Chairs picking up hot spots and problem areas, and driving back towards Outstanding grading.
- 4.7 A Governor noted the major changes within TP recently, regarding leadership across the partnership (new CEO and 2 new Principals) and suggests we also look forward with a 'glass half full' approach. We have new talent on board and this should give us confidence. It was confirmed new principals are looking at reviewing and amending standing items on local boards' agendas.

RESOLVED: that Corporation noted the progress, key issues and actions being taken in 2021/22

5. Strategic Plan 22/23 Final Draft

- 5.1 AH presented the report and proposed 2022-23 Strategic Plan. The main aim is to return to Outstanding, noting that Ofsted will inspect again within 3 years. A key point is the emphasis on Ambition 2030. We need to increase confidence both internally and externally. 2030 gives us a chance to identify priorities for the next 7.5 years. We appreciate feedback on delivery of updates. Would governors value more information and/or to receive more of a flavour or more detail?
- 5.2 Governors supported Ambition 2030. The Audit meeting was held at MODAL; appropriate as Corporation and Audit need to know the strategy long-term for MODAL for example. A Governor commented that in relation to data; we might need a line where each area is compared against the TP as a whole. We need to be able to grasp the context at a college level first, then at Corporation/Partnership level.
- 5.3 A Governor noted that meeting papers stand at 229 pages this time, and often just one sentence is helpful. Local Boards deal with the detail, otherwise Corporation may usurp the Local Boards. Unless something has become a risk necessary for Corporation to deal with. AH confirmed the plan for more info is a 1 page dashboard showing Group and College levels, including Key Dates.
- 5.4 Overall, measures for 2022-23 were agreed, and no further amendments were sought

RESOLVED: Approved that proposed Strategic Plan, with no additional amendments to EMT

6. Management Accounts and Commentary including Partnership Financial Performance Forecast

- 6.1 Maria Turnbull-Kemp (MTK) presented the report. Details in private business.
- 6.3 A Governor pointed out that the statements erroneously used the TP logo instead of GIFHE logo at p34/35 of the papers and MTK confirmed that this was a mistake.
- 6.4 A Governor asked if there any issues with the numbers? MTK: no, we have not released enough income. ES noted very good progress and offered thanks to the finance team

RESOLVED: to note the content of the report into the Management Accounts

7. Confirmation of Financial Health

- 7.1 MTK confirmed that the report included 3 ESFA finance issues which were all in progress. The report gave comments on each issue in italics on page 45 which noted that #1 is to be cleared by year end, #2 is ongoing to rectify and #3 is now reviewed and rectified. MTK is confident all 3 issues can be resolved going forward.

RESOLVED: To note the ESFA Financial Health Information provided and solutions suggested

8. HE Fees 2022/23

- 8.1 ES confirmed that via a Chair's Action, no increase in HE fees was agreed and this should be reviewed again next year. MTK confirmed that NM had prepared a brief report for clarification. NM confirmed that the next available year to change fees would be 2024-25, and this needs to be reviewed in Autumn 2022, with a report to the next Corporation in October 2022

RESOLVED: To accept assurances that the OfS requirements are followed and to adopt the proposed timeline for fee structure review, namely a report to the next Corporation meeting

9. Estimates of Funding Streams 2022/23

- 9.1 Adrian Clarke (AC) presented this item and highlighted the key issues in the report briefly. Following a question about £600,000 in the report, AC confirmed that there are certain figures which if not spent have to be returned due to the nature of their awards, and this example relates to the National Skills Fund.

RESOLVED: to note the allocations for funding 2022/23

10. Business Planning Process

- 10.1 MTK confirmed that the report gives a broad outline of key dates going forward and asked governors whether the report was what was sought or envisaged by Corporation. It is designed to demonstrate good corporate governance
- 10.2 A Governor commented that this is exactly what is needed. Was it deliverable with these deadlines? MTK: responded that they were aiming to be ready for the 31st July deadline, and the team will get it done. MTK also confirmed the intent to provide monthly management accounts, and thinks this offers a realistic timeline

RESOLVED: to approve the suggested Business Planning Process Cycle

11. Lady Edith Drive Update CONFIDENTIAL

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

12. Risk Management Strategy 2022/23 and Corporation Strategic Risk Register; Annual Review and 13. Board Assurance Framework (BAF)

- 12.1 KP as Chair of Audit Committee presented this item at MTK's suggestion and confirmed that Audit had discussed freshening up the approach to risk. The BAF had been in development for a number of years and Audit were keen to see it finalised.
- 12.2 MTK clarified that the Risk Register will continue as is for now.
- 12.3 A Governor asked whether we needed specialists in risk or whether we would train all relevant staff? A Governor suspected that we would need specialist knowledge. How will we convert opportunity risk approach into practice? A Governor stated that organisations often have a dedicated Risk Manager. Previously we had stepped away from low/ medium/high approach, towards scoring the risk so unsure why it was being used. ES volunteered to help, and thought the Board needed to revisit risk appetite, possibly as part of the Strategic Planning Event.
- 12.4 Dan Humphrey (DH) confirmed the recent Audit minutes had been added to the pack later than usual given that the meeting itself took place 1 week later than initially planned

RESOLVED: To note the content of the report and continue Risk and BAF discussions at forthcoming Audit Committees

13. BAF (see minute above)

14. Partnership Annual Budget 2022/23 and 2 Year Forecast

- 14.1 MTK presented this item and noted the logo issue at p101 similar to minute 6.3 above. There are some areas which have fallen, for example Higher Education Funding and Adult Education Budget. We have tried to take into account inflation and utility costs.
- 14.2 Questions: A Governor asked if there had been any contingency built in? MTK we had been cautious on income, and there is a contingency regarding overheads/costs too. Budget holders had been challenged, and the involvement of Principals had increased. All resource allocation must be based on need.
- 14.3 On pay increases, how much is the pay rise, how much is new staff? It is difficult to say. There have been 40 new staff. Also the delivery of extra hours in programmes is also reflected in increased income, so ESFA's expectations on programme delivery increased too.
- 14.4 On vacancy management, this reflects what the Strategic Planning Event sought, so pleased with this.
- 14.5 MODAL's income is lower even with £360k in the report, is this a cautious view or a significant change? There has been a loss of grant funding. MODAL had a substantial amount of project funding this year, but we have had to be very cautious about next year, as no definite project funding as of yet, we are still looking for future funding. It is a commercial business, it cannot rely on grant funding. It requires an increase in Cadet numbers, and if not there is a discussion to be had. A recent offer was received for 16 cadets but we have to find them

14.6 Are we asking in the right places? It is crucial to get effective marketing for MODAL. Some that have been interviewed have gone elsewhere but there has been a push. A Governor suggested current students are asked for ideas.

CM is an advocate for MODAL, but students have often never heard of it. Great opportunity for young people. A Governor requested an item for the next Board in autumn term, MODAL needs to keep Chair updated

14.7 A Governor mentioned some desired **action points** from the Budget;

1. To review overheads particularly distinction between staff and non-staff
2. check costs to ensure support services are efficient; the Board are keen to save money to focus on teaching
3. To review all non-staff overheads to ensure that we are being efficient.

14.8 Reserves. There is an issue regarding how to proceed with Reserves, as discussed at recent Audit Committee. We cannot ignore the current inflation levels and their impact on TP reserves levels. MTK agrees.

It is a 2 pronged approach, we can consider investment companies who work with charities, and we can consider cost savings, with work at EMT level. For example, the use of BACS may be unnecessary. Suggests keeping a tally of cost savings. For non staff costs processes can change, for instance we could reduce levels of paper, and make significant savings.

RESOLVED: that Corporation approve the Budget

15. Financial Regulations Annual Review

15.1 MTK would like to bring this item back to a future Corporation so members can have sight of a tracked changes version.

15.2 DH agreed to update the Governance element and tidy up numbering but grateful for changes MTK has actioned.

Question regarding inconsistent reference to different campus principals. AH: this is historic defect dating to when the GIFHE Principal was the Deputy CEO also.

RESOLVED: that if the revised document is ready shortly to send out for approval to governors or bring to next Board

16. Search Committee Proposal

16.1 DH provided a verbal update that we are now awaiting the external governance review this summer regarding this item

RESOLVED: to defer this item until after the external governance review

17 Governance Update Report

DH presented the report and explained the recommendations to Corporation.

RESOLVED: to re-appoint Tracey Gyte as a staff member of the S-Tec Board for a period of four years until 5th July 2026

RESOLVED: to appoint Keith Pearson as Chair of Audit Committee for a 1 year term until 5 July 2023

RESOLVED: to appoint Mike Stopper as a full member of Audit Committee for a further 4 years until 5 July 2026

RESOLVED: to appoint Peter De Braal as a full member of Audit Committee for a period of 4 years until 5 July 2026

RESOLVED: to appoint Jason Reynolds as a GIFHE student governor for a period of 1 year from 1 September 2022 to 1 September 2023

18 Partnership Calendar of Meetings 2022-24

18.1 Corporation agreed that meetings should take place at multiple venues, and the Clerk should check with each Chair where this is proposed.

18.2 The Chair noted that the proposed cycle seems fine provided that the principle remains that Corporation goes last in each cycle.

RESOLVED: that the Corporation approve the Partnership calendar of meetings 2022-24

RESOLVED: that the Corporation task the Clerk to circulate the agreed Calendar to Partnership Boards, Committees and EMT for information

19 Partnership Annual Cycle of Business 2022/23

19.1 The Clerk presented the proposed dates of meetings and the draft agendas, and it was noted that the respective Chairs should check all dates.

19.2 A Governor suggested we add Apprenticeships at Corp/HEOC. Also suggests we add Teaching Excellence Framework to HEOC agenda and refer up to Corporation too for May 2023 HEOC and May 2023 Corporation.

19.3 It was agreed that the first Audit Committee be brought forward to 20th September 2022

RESOLVED: that the Corporation endorse the proposed Calendar of meetings and Annual Cycle of Business for 2022-23 to incorporate the rescheduling of the first Audit Committee meeting to 20/9/22

20 Summary of Written Resolutions and Chair's Actions

20.1 The Clerk provided an update namely that Chairs Actions had only used in sensible and necessary circumstances and an appendix to the report was a copy of those Actions.

RESOLVED: that the Corporation note the update provided

21 Draft Minutes of meetings

21.1 The meeting heard a summary of each meeting based on the minutes from a member present:

- MODAL; 3 of 4 actions done, and Budget now presented
- GIFHE: AH noted that at GIFHE Board a wider range of staff had attended and presented items, leading to a wider discussion.
- ERC: JH noted the positive James Newman presentation.
- HEOC: BHB noted all actions completed

- Audit: KP; attended MODAL, presentation and tour. Deliverability is a concern. There are some issues with the tender process for the new external audit contract, but Mazars are working with MTK

and the internal audit tender is a priority. A Governor noted that audit has a nationwide recruitment issue. MTK: three tenders have been received for internal audit. DH and MTK will meet shortly to consider recommendations. The external audit tender went out very late, too late to get many responses, and it was intended to go out to tender earlier in future. This is expected to be January 2023.

- STec; an update on Financials was welcome

RESOLVED: all the above minutes were approved and noted

22. Remuneration of Governors update

- 22.1 ES provided a summary of the thinking behind the position; namely if ES was leaving the Chair role, then it was thought it might be sensible to have the ability to pay her successor to aid recruitment to that position. However, it transpires the remuneration is personal to the incumbent. The Charity Commission indicated that once TP have this ability, as obtained last year, then it is easily renewable. In any event the current Chair does not take any payment, and this remains an annual standing item on the agenda.
- 22.2 The Clerk confirmed a similar 1 page brief report had been drafted for the aborted May 2022 meeting. There were no further updates to add. There were no questions on this matter.

RESOLVED: the update was noted by Corporation

23 Membership Update

DH explained this had been incorporated into item 17 above

24 Any Other Business

- 24.1 MTK left the meeting. AH presented a paper of AOB namely appointment of Group Vice Principal Finance, and confirmed the recommendation to appoint MTK to the role. ES noted the selection process was unanimous, and MTK provides exactly what we need, having had a positive impact as an interim Group VP, and being experienced. JH stated MTK was the standout candidate. The Chair offered thanks to the acting Director Steph Rushton who had worked hard, and the CEO agreed to pass on the Corporation's thanks to her.

RESOLVED: To appoint the successful candidate Maria Turnbull-Kemp to the Group Vice Principal Finance position

- 24.2 The Chair confirmed she would schedule an annual 1-1 with each Governor over the summer break.

25. Date and time of next meeting:

Tuesday 25th October 2022 at 4pm at University Centre, Grimsby

The meeting closed at 5.55 pm

Signed



Date 26th October 2022

Interim Chair of the Corporation

