

**Draft Minutes of the Corporation meeting held on 17 January 2022 at 3.15pm via MS Teams**

**Present** Erika Stoddart (Chair) Kai Adegbembo (Vice-Chair), Gill Alton CEO, Walter Leschenko, Kerri Harold, Mark Smith (HE Governor) Keith Pearson, Wendy Spalding, Liz Parry.

**In Attendance** Susan Bailey, Clerk to the Corporation, Adrian Clarke Group Director Corporate Services, Steph Rushton Acting Group Director Finance, Ann Hardy, Principal Scarborough TEC, Dan Humphrey, Clerk to the Corporation, Mike Welsh Principal ERC, Jim Harris prospective Board member, Chelsea Senior and Mike Stopper.

**NOTE: The meeting commenced at 3.15pm as a joint Audit and Corporation meeting to discuss two items jointly. For the avoidance of doubt these are items 11 and 12 in the 17 January 2022 Audit Committee minutes and items 3 and 4 of these Corporation minutes.**

**1. Apologies for absence**

1.1 Apologies for absence were received from Becky Huxley-Binns and Cain Matthews.

1.2 The Chair welcomed a new student governor Mark Smith to the meeting.

**2. Declarations of Interest**

2.1 The Chair made a declaration of interest in relation to Agenda item 10.

**3. Draft TECP Financial Statements 2020-21 (including TECP Subsidiary Companies)**

3.1 The Acting Group Director Finance provided a verbal summary of the Financial Statements. Some areas are still in need of an update, but overall, the position is very positive.

3.2 The Chair of Corporation suggested a page-by-page review and the following points were made by members of Audit Committee and Corporation:

Pension Liability: The Chair of Corporation noted the levels of pension liability are impacted by changes in interest rates, the stock market and life expectancy. Members asked for further clarification regarding revaluation reserves and David Hoose clarified the current position is not unusual when revalued reserves depreciate and/or are transferred.

Members queried teaching staff levels and the CEO noted that this is to be assessed and the Acting Group Director Finance will update accordingly.

Members queried why there were no entries for 'Other Debtors' for this year and David Hoose and the Acting Group Director Finance explained that this was the ERC loan which is now extinguished, relating to the recent merger.

- 3.3 David Hoose of Mazars addressed the Committee regarding the report, and confirmed that as per previous minutes, changes in legislative requirements mean that the auditors now need to report to both the Audit Committee and the Corporation.
- 3.4 It was noted that the previous year's events included various issues affecting the Partnership including new systems, a merger, and staff turnover, and this resulted in a challenging audit process. Nothing of any great substance or concern arises from this Annual Report. Members were directed to specific parts of the report listing challenges and recommendations, and it was noted that good progress has been made but there remains further work to be done.
- 3.5 Members sought clarification as to whether the new accounting system had resulted in any issues, and David Hoose confirmed that tests had been done and there were no issues.
- 3.6 Members queried whether the position regarding finance staff and skills available to the Partnership had improved. The Acting Group Director Finance confirmed the position had improved and that a priority was to consider possible movements within the team and/or recruitment as appropriate.

**RESOLVED:** the Audit Committee agreed to recommend to Corporation that the Statements be approved

**RESOLVED:** the Corporation approved the Statements

#### **4. Annual Report of the Audit Committee 2020-21 including Audit Committee Terms of Reference**

- 4.1 The Chair of Audit Committee gave his annual report and covered all the relevant areas of the audit committee's work over the last year. There are some minor amendments dependent on the finalised accounts which will be amended when the accounts are finally agreed.
- 4.2 The Chair of Corporation noted that the Annual Report was comprehensive and following the above address and pursuant discussion, recommended approval of the Report
- 4.3 Members sought clarification as to whether this Audit and Report is an annual requirement and it was confirmed that it is.
- 4.4 It was noted that in accordance with the Statement of Responsibilities of the Members of Corporation as stated in the Partnership's Annual Report, the Corporation is required in preparation of financial statements to;
- Select suitable accounting policies and apply them consistently
  - Make judgements and estimates that are reasonable and prudent
  - State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
  - Assess whether the Corporation is a going concern, noting the key supporting assumptions qualifications or mitigating actions as appropriate
  - Prepare financial statements on the going concern basis, unless it is inappropriate to assume that the TEC Partnership will continue in operation

Members agreed that they were satisfied that each of these requirements had been met as evidenced by the Report and the answers to queries arising at this meeting.

**RESOLVED:** the Corporation approved the Annual Report subject to:

- I) The Chair of the Corporation is authorised to provide a Letter of Comfort regarding funding to Modal Training Limited for a duration of 12 months,
  - II) The Chief Executive Officer and Chair of the Corporation are authorised to provide a final sign off of the annual accounts, subject to any minor late changes to be delegated to the Chair of Corporation,
- and
- III) That any material amendments must be reported back to the Corporation for further approval

This concluded the joint Audit Committee; Corporation business, and members of Audit Committee who are not also members of Corporation left the meeting accordingly at this stage. The Audit Committee concluded at 4pm.

**5. Minutes of the Corporation meetings held on 26 October 2021 and 12 November 2021 and matters arising.**

**RESOLVED** the minutes of the Corporation meetings held on 26 October 2021 and 12 November 2021 were approved as true and accurate records to be signed by the Chair electronically

**6. Strategic:**

**6.1 Strategic Measures 2021-22 RAG Rated Report and associated 'return to green' reports**

Members asked for additional details regarding attendance levels and apprenticeship data and the CEO responded that attendance levels had been attributed to Covid-19, and that apprenticeship data was similar to, and likely to soon exceed, national average statistics.

**RESOLVED** The Strategic Measures 2020-21 RAG rated report was noted.

**6.2 CEO Updates on Initiatives and Projects**

The CEO observed that there remain a high number of projects ongoing. It was noted that compressing projects has consequences during staffing shortages; a point communicated to the Skills Minister during a recent meeting.

The Ofsted Monitoring visit had a good result. Members raised student satisfaction levels and the CEO stated that these had varied during difficult times, perhaps inevitably, but it was good to see students back on campus.

The Chair noted that it is supposedly the peak week this week in terms of Omicron statistics.

The Vice Chair commented that with a new environment, the old performance indicators will require work, and new thoughts on issues such as attendance and discipline are important. The Partnership should be ambitious with a new post-Covid vision.

**RESOLVED** The Corporation noted the update on the TEC Partnership Initiatives and Projects

### **6.3 Partnership Self-Assessment Report**

The CEO updated Corporation that this report has now been to EMT for discussion, and realistic approaches to challenges identified to enable the Partnership to reach where it wants to be.

**RESOLVED** The Corporation noted the Partnership Self-Assessment Report

### **6.4 Partnership Health and Safety Policy and Annual Report**

The Group Director for Corporate Services presented this report, outlining accident statistics, the policy review, Covid-19 factors, and targets and statutory inspections.

Members raised questions regarding a typographical error at page 6 of the report, and the Group Director Corporate Services clarified that more resources were being deployed to resolve the issue mentioned.

Members also sought clarification in relation to the number of accidents by category, specifically those involving tools, and the Group Director Corporate Services confirmed that specific risk assessments were carried out and all relevant steps taken to reduce risk.

**RESOLVED** The Corporation noted the Health and Safety Policy and Annual Report

### **6.5 Partnership Employee Services Annual Report**

The Chair noted that this report could include reference to percentage of Key Performance Indicators obtained and it was agreed to notify the Vice Principal Employee Services of this suggestion.

Members noted that recruitment remains a challenge in some areas and sought reassurance that training is ongoing and being delivered, and examples were given by staff of recent training going ahead.

## **7. Finance**

### **7.1 Skegness TEC New Campus Update**

The Group Director Corporate Services provided an update, confirming that Head of Terms had been agreed for the land purchase, and it was recommended that the Heads of Terms were finalised, so officers could move to the contract stage, subject to a minor variation to the previous recommendation to make the wording subject to the Funding Agreement.

The Group Director Corporate Services confirmed that the Partnership would continue to work closely with East Lindsey District Council, and relevant central government departments to progress this project.

Members queried how building costs are being future-proofed and the Group Director Corporate Services admitted that this is difficult, but they currently are awaiting some advice on taxation issues, and may seek independent advice on this.

Members queried whether East Lindsey District Council (ELDC) have been co-operative, and it was confirmed that so far things have gone well and that ELDC have been very supportive.

**RESOLVED** the Corporation noted the update and approved further development of the Skegness TEC campus plans subject to funding of £720,000 being agreed with East Lindsey District Council from the Town Fund

**RESOLVED** the Corporation approved to proceed with procurement of the land required for the development but upto to a maximum value of the amount of agreed funding from East Lindsey District Council subject to review by the Chair and the CEO

## **7.2 East Riding College Industrial Campus**

The Group Director Corporate Services provided an update further to the report and confirmed discussions with East Riding of Yorkshire Council were ongoing.

**RESOLVED** the Corporation noted the report

## **7.3 Capital and Disposals Update**

Minute 7.3 was classified as confidential in accordance with Clause 17 of the Instrument of Government

## **7.4 Subsidiary Companies**

**RESOLVED** the Corporation noted the updated Memorandum of Understanding between the TEC Partnership and its subsidiary companies

## **8. Governance; Membership update report**

8.1 The Clerk submitted the Corporation membership report which provided an update on current membership of the Corporation, local boards, and committees. Due to the rescheduling of this meeting the Chair of the Corporation had agreed a temporary action from any dates which had expired until the date of this meeting.

8.2 The Chair thanked Wendy Spalding for her service on the Corporation, noting that she is about to emigrate so was leaving the Corporation at the end of her term of office imminently.

8.3 The Clerk explained the report recommended appointments as explained within the report, namely 3 new student governors, a co-opted member to the Modal Oversight Committee, 2 re-appointments to the ERC board, and the appointment of Jim Harris to both Audit Committee and Corporation.

**RESOLVED** The Corporation resolved to approve recommendations a) to e) of the Report namely

- a endorsement of student governor appointments; Kitty Reeves (Scarborough TEC), Freya Parkinson (GIFHE Board) and Mark Smith HE Student Governor)
- b appointment of Ash Curnow as a co-opted member of the Modal Oversight Committee for a 4-year period
- c reappointment of Jim Harris to the ERC Board for a 4-year term from 1 January 2022
- d reappointment of Linda Johnson to the ERC Board for a 4-year term from 1 January 2022
- e appointment of Jim Harris to the Audit Committee and to the Corporation from 11 January 2022

## **9 . Draft minutes of meetings**

- 9.1 It was noted that the CEO was at the GIFHE Board meeting of 23<sup>rd</sup> November 2021, and agreed that the minutes should be amended to reflect this.
- 9.2 It was noted that a new Chair is needed for the GIFHE Board following Robert Edwards' recent departure.
- 9.3 Regarding the ERC Board, it was noted that the numbering of the minutes of this report was incorrect and needed rectifying

**RESOLVED** Subject to the two minor alterations above at points 9.1 and 9.3, the Corporation approved these 3 sets of minutes

**The Chair of the Corporation left the meeting at this point and was not present for the discussions regarding the next Item**

## **10. Election of Chair of the Corporation from 1<sup>st</sup> January 2023**

The Vice Chair temporarily assumed the Chair and the Clerk presented this item. It was confirmed that the Chair of Corporation was willing to extend their term of office until July 2024 if the Corporation thought it appropriate to do so.

Members asked for clarification as to whether the Chair had expressed a desire to continue and it was confirmed she had. Members also noted that in time of change, the current Chair extending their term would provide continuity, and that this topic, of succession planning, had been discussed at a recent Corporation meeting. Members were keen to extend the Chair's term, and invited potential successors to step-up and to shadow the Chair in due course.

**RESOLVED** The Corporation agreed to extend the current Chair of the Corporation's term of office to July 2024

## **11. Confidential Minutes of Selection Panel Meetings**

11.1 The Corporation was asked to consider four sets of minutes leading to recent appointments. Members noted a minor typographical error reading July 2021 instead of July 2022 and suggested amendment

**RESOLVED** The Corporation resolved to approve all Minutes, subject to the minor typographical error being rectified

**12. Any other business:**

None received

**13. Date and time of next meetings:**

- a) Monday 4<sup>th</sup> April and Tuesday 5<sup>th</sup> April 2022 Two Day Strategic Planning Event
- b) Tuesday 5<sup>th</sup> April 2022 @2pm Corporation meeting

The meeting closed at 5.20 pm

Signed \_\_\_\_\_

Date \_\_\_\_\_

Chair of the Corporation

**Action Schedule – Corporation meeting 17 January 2022**

No	Minute Title	Action by	Action required
3	Draft TECP Financial Statements 2020-21 (including TECP Subsidiary Companies)	Acting GD Finance	To provide an update on staffing levels to the next Corporation meeting
4.4	Annual Report of the Audit Committee	Chair of Corporation/ Clerk  CEO/ Chair of Corporation  CEO/GD Finance	Chair of the Corporation to provide a Letter of Comfort regarding funding to Modal Training Limited for a duration of 12 months.  To provide a final sign off of the annual accounts, subject to any minor late changes to be delegated to the Chair of Corporation,  Any material amendments must be reported back to Corporation for further approval

6	Strategic Risk Register	VP Employee Services	To add a further category to the next report of this type as suggested in the minutes at 6.5
7.1	Skegness TEC New Campus Update	Group Director Corporate Services	To progress development as per the resolution
7.3	Capital and Disposals Update	GD Corporate Services	To action the agreed resolution as per the Confidential Minute
8.3	Governance; Membership Update report	Clerk	To issue letters of appointment as appropriate
9	Draft minutes of meetings	Clerk	To amend minutes as agreed at 9.1 and 9.3
10	Election of Chair	Clerk	To issue letter of appointment/extension
11	Confidential Minutes of Selection Panel Meetings	Clerk	To amend minutes as agreed