

**Part A Minutes of the Corporation meeting
held on 25th October 2022 at 4pm in 4H01**

Present Kai Adegbembo (Chair), Richard Askam, Ann Hardy, Kerri Harold, Jim Harris,
Keith Pearson, Cain Matthews, Liz Parry, Mark Smith,

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 Becky Huxley-Binns

2. Declarations of Interest

AH, CM, DM, REJ and DH declared an interest in Item 26g as staff members.
AH declared an interest in Modal as she is a Director and LP as she is on the Board
Governors were reminded to declare any interests arising during the meeting too.

3. Corporation Meeting Minutes; 5th July 2022

- 3.1 3.2 AH clarified that she had met the Grimsby MP twice and the Cleethorpes MP once.
4.2 AH clarified that the careers advice concern was across the Group rather than just Grimsby.
4.3 AH clarified we are waiting to check against more up to date national achievement data too.

3.2 Action points of the previous meetings were discussed and noted:

- 4.1 Strategic Measures – this is on the agenda
- 4.3 This relates to providing further national achievement data when available
- 4.5 Ofsted was discussed at the audit minute and standing item going forward
- 5.5 Strategic Plan – completed
- 6 Management Accounts – removed all logos
- 8 HE fees – included in management accounts and covered under that item; amend capital letters
- 12/13 Risk Management – to be discussed at March strategic meeting
- 14.7 Projects – on agenda
- 15 Financial Regulations – done
- 17 Governance Update – done
- 18 Calendar of meetings – done
- 21 Draft Minutes – done
- 24 AoB: Group VP Finance – appointed
- 24 AoB: Thank exiting Interim GVP Finance – completed
- 24 AoB: Chair of Corporation – completed

RESOLVED: that the Corporation approved the minutes of the Corporation of 5th July 2022 as a true record
with the amendments made above.

RESOLVED: The minutes of the Special Board meeting held on 30th September 2022 would go to the
Strategic Planning event scheduled for 30th November to look at strategic implications of the
governance review.

4. Strategic Measures 2021-22 Closure Report including Learner Outcomes 2021-22 headline data

- 4.1 AH provided a verbal update and informed members we were revamping the report to provide more comprehensive data reports including Career 6, TAG, Net UK and Modal. A meeting had been set to look at consistent data over the year.
- 4.2 AH explained we did not have the final position on our achievement data, this is being finalised this week and an updated reported would be sent out to members following the submission of our ILR. Following a question on the direction of travel on achievement; the CEO confirmed a detailed would be produced and circulated. Retention is big issue but we will have comprehensive data after the ILT report is sent off.
- 4.3 AH went through the Staff Survey results and explained the drop in results and what was being implemented to manage this.
- 4.5 The Chair said that more data could only be a good thing and thanked the CEO.

RESOLVED: that the Corporation approve the Strategic Measures 2021-22 Closure Report including Learner Outcomes 2021-22 headline data

5. Update Strategic Measures 2022/23 RAG rated report

- 5.1 AH provided a verbal update and confirmed the attendance data was already below target, with STEC being a concern but there had been an uplift in attendance this week. DM reported that there was still work to do after half term with attendance intervention meetings, but one of the main areas was students picking and choosing whether they attended Maths and English. AH agreed it was hard to get learners to attend these sessions.
- 5.2 A question was raised re Modal's data of 37.5% attendance. AN clarified this was achievement rates and not attendance and more comprehensive information would be presented going forward, with a comprehensive breakdown by brands.

RESOLVED: that Corporation noted the progress, key issues and actions being taken in 2022/23.

6. Teaching & Learning Strategy

- 6.1 NM presented the Teaching & Learning (T&L) Strategy and confirmed the team had reviewed the process following Ofsted and were now working towards aligning all the strategy and policy documents across all sites. The strategy had been approved by ELT and simplified some of the ideas. It would now include an annual long observation and professional discussion.
- 6.2 In response to a question about this this was working, NM reported that ERC colleagues were excited and keen to get going with it; it brings together, in a physical roadmap, the way forward and would be really positive.
- 6.3 Governors queried how we would measure the success of the implementation of the policy. NM explained this would be monitored in various ways and provided a single space to report into and out of, reporting on good examples of T&L and offer training when we were not seeing this. We are reflecting and improving on T&L and training when needed.
- 6.4 This strategy would be best practice across the whole Group and would be monitored by the new FE & HE CQS meetings, where staff would report findings and change and adapt to move things forward. Every college and training provider would be represented at the meetings and all aspects will be reported on to governors including challenges, improvements, what was working well and shared good practice.

RESOLVED: The corporation approved the proposed Teaching & Learning Strategy.

7. Enrolment Data as at October 2022

- 7.1 AC gave a verbal update on the Enrolment Data as at October 2022.
- 7.2 A discussion was held on the HE numbers and whether this was a blip, or numbers were on a longer-term decline. AH confirmed there was a 5-year drop in profile but clarified that the FE sector was seeing quite a bit of this, but universities were up. We are looking at smarter marketing campaigns for next year and members discussed how we would do this as a group. We are about to commence curriculum planning next month and this will allow us to look at our offer and look at industry needs and business intelligence. We need to develop more links with employers and work together more effectively.
- 7.3 REJ reported we are looking to improve apprenticeships across the Group and are looking at our strengths, and we will be using these across the Group.
- 7.4 A discussion was held on the financial impact of this drop in HE numbers and MTK confirmed this was reflected within the management accounts.

It was agreed that a comparative figure would be included in the report going forward so governors could monitor this.

RESOLVED: that Corporation noted the Enrolment Data as at October 2022

8. GIFHE Animal Care/OfS Capital Grant

- 8.1 AC explained the history of the Nunsthorpe campus and that we have wanted to move this provision for a number of years. A speculative bid had been submitted to OfS and they had granted us £2m, on the basis of developing some HE courses in animal management and veterinary nursing. REJ explained what was needed to achieve this qualification but if we were not successful, we would look at other areas of development.
- 8.2 The CEO explained the tight timescale in relation to the acceptance of this funding (26th October 2022). AC agreed to produce a vision/business plan to provide governors with more information and we will also share the designs. Numbers are really strong but the campus setting is the worst across all sites; this is an area we could grow if we had a better provision.
- 8.3 Some governors felt they were not aware of this provision but the CEO confirmed when she had updated governors on our priorities last year, that Nunsthorpe was on that list. The CEO will ensure we learn from this and send emails to keep governors aware of future opportunities and investment needed.
- 8.4 It was identified we had gone through a very detailed governance review which threw up a lot of issues around governance, but the Board understood they sometimes have to think on their feet. Was there an approx. figure on the legacy of this building? AC explained the last time the site had been valued it was very limited, around £300/400k, as it was not in an area of development. AC said we always look at other options to explore as well. REJ said the turnover is around £1m and figures are buoyant despite where this is provision is located. AC anticipated the contribution is around 30% and with better premises 40%.
- 8.5 An ELT discussion had taken place when they were alerted to the funding opportunity which had looked at reserves, cash balances, noted the biggest movement being the Skegness Town Deal which was also a new project, the costs of running the old building, and looking at making buildings more sustainable. ELT felt this was a really good investment going forward. We still have the sale of LED to come which is approx. £9m but this is not in the bank yet. Skegness and Nunsthorpe were the two most important projects for our learners, with the halls of residence also needing looking at. EKT will share their strategy with the board.
- 8.6 Members identified that this was the purpose of reserves or current accounts, we needed to take advantage of opportunities although governors did ask what was the worst-case position if we didn't proceed. AC explained this included potential reputational damage with the OfS and issues with further design fees.

8.7 Governors requested a paper showing the options for FFE with top, middle and bottom costings as there was no point having a fantastic new facility and not fitting it out as best as possible.

RESOLVED: that Corporation approve the acceptance of the OFS grant for the development of animal care facilities at Nuns Corner and to proceed with the development of the new facilities.

9. Skegness TEC New Campus Update

9.1 AC gave a verbal update on the key headlines, including the heads of terms were with the solicitors; planning permission had been submitted and had been through pre-application; drainage access issues; and inflation concerns.

9.2 Members felt it would be useful to see the longer-term cash picture with earmarked reserves and actual reserves with caveats. MTK reported this would be a regular item on the board agenda.

RESOLVED: that Corporation noted the update on Skegness TEC New Campus Update.

10. Multiply – UK Shared Prosperity Funded Project

10.1 AC explained the project funding and the Corporation gave approval for this to be signed under seal.

RESOLVED: that Corporation approve the contract for the Multiply project to be signed as a deed, so the grant can be released from NELC.

11. Management Accounts and Commentary

11.1 MTK gave a verbal update on the Management Accounts and Commentary and explained that HE income was our biggest concern, at £762k down. ELT are working to mitigate the losses and are looking at staffing costs. Our current staffing costs as of today was £35m; there is now a cap on recruitment across the board but it was confirmed the cap would not affect the student experience. Staffing had been discussed at ELT this morning and we were looking at Group functions moving forward and the possibility of centralising some areas. MTK would also be re-forecasting. It was noted that we needed to be more aggressive in our HE marketing plans.

11.2 The Corporation thanked MTK and her team for getting a comprehensive set of management accounts.

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

12. Budget 2022/23 and CFFR Update

12.1 MTK gave a verbal update on the recently submitted CFFR and confirmed our financial status remained outstanding.

12.2 MTK gave a verbal update on the Budget 22/23 and will keep Corporation fully apprised of any changes.

RESOLVED: to note the content of the report into the Budget 2022/23 and CFFR Update

13. Strategic Risk Register 2022/23

Please see Part B Confidential Minutes

14. Capital Projects Update Report

14.1 MTK gave a verbal update on Capital Projects.

RESOLVED: to note the content of the report on the Capital Projects Update

15. Investment Strategy

15.1 MTK presented the Investment Strategy and asked for any comments to be sent prior to the December board (this would be an early agenda item).

15.2 It was suggested a Task and Finish Group be set up to report back to the next meeting. MTK said we needed a policy and we have no-one in place to do this job. MTK will bring a recommendation to the board for approval.

15.3 It was agreed the Investment Strategy would be discussed at the strategic day on 30th November 2022.

RESOLVED: that Corporation noted the Investment Strategy.

16. Loan Repayment

16.1 MTK asked for this item to be deferred.

RESOLVED: that Corporation defer this item until a later date.

17. Draft Year-End Accounts for the Group 31st July 2022

17.1 MTK gave a verbal update on the Draft Year-End Accounts for the Group 31st July 2022. We are looking at a £380k surplus.

17.2 Members thanked MTK for all her hard work.

17.3 MTK informed members that the statutory accounts would be finished by the end of November and would be submitted to Audit Committee in December, and then to Corporation to be signed off by 18th December 2022.

RESOLVED: that Corporation note the Draft Year-End Accounts for the Group 31st July 2022.

18. Use of Corporate Seal Annual Report

18.1 The Clerk updated members on the use of the Corporate Seal Annual report.

RESOLVED: to note the contents of the report on the use of the Corporate Seal.

19. Governor Attendance 2021/22

19.1 The Clerk updated members on Governance Attendance in 2021/22. This report will now go to S&G Committee for further discussion – approved.

RESOLVED: to note the contents of the report on Governor Attendance 2021/22

20. Corporation Self-Assessment 2022/23 Results

20.1 The Clerk gave a verbal update on the Corporation Self-Assessment 2022/23 results and agreed that future reports would move to the S&G committee.

RESOLVED: to note the verbal update provided on Corporation Self-Assessment 2022/23 Results.

21. Standing Orders and Scheme of Delegation

21.1 Corporation agreed to move future reports to S&G committee.

RESOLVED: to note the verbal update provided on the Standing Orders and Scheme of Delegation

22. Governors Code of Conduct Annual Review

22.1 The Clerk updated members on the 17th edition of the Governors Code of Conduct Annual Review.

RESOLVED: that Corporation sign up to the 17th edition of the Governors Code of Conduct. This will be emailed to members to sign up to.

23. Governors Training and Development Report

23.1 The Clerk updated members on training and development that had been offered over 2021/22; more training will be offered on the strategic day on 30th November 2022.

RESOLVED: Corporation noted the Governors Training and Development report.

24. Governance Update Report

24.1 The Clerk reported that all governor appointments would now be taken through Search & Governance Committee.

24.4 The Clerk notified members of the recent results of the vote for an ERC governor: Pam Rounce had received 45 votes and would therefore be appointed ERC staff governor following Corporation approval. The Clerk would notify the winner and loser accordingly

RESOLVED: The Corporation approved the appointment of Pam Rounce as ERC staff governor for a period of 4 years until 24th October 2026.

25. Chairs Report

25.1 The Clerk explained why this report had not been completed due to the departure of the previous Chair. The new chair will arrange a meeting with governors on appointment so they can get to know governors.

RESOLVED: Corporation noted the reason for the lack of a Chairs Report

26 Draft Minutes of meetings

26.1 The meeting heard a summary of each committee and board meeting, based on the minutes from a member present:

- Audit Committee: progress on finance system, internal audit develop TIAA, NM's new role, emphasis on assurance round Ofsted plan on agenda going forward, risk register inc appetite for risk, VFM policy;
- GIFHE Board: training meeting and speed-dating event;
- ERC Board: training meeting and speed-dating event;
- HEOC: HE and where we are going, performance and strategic measures;
- Scarborough TEC Board: training meeting and speed-dating event;
- Modal Oversight Board: lorries doing really well, structure and what should happen;
- Remuneration: recommended doubling of bonus to staff to £500 at a cost of an additional £350k – approved;
- Search Committee: LP declared an interest in this item
 - accepted the minutes and approved LP as Chair of S&G
 - approved the recruitment of the Director of Governance, Chair of Corporation, Chair of Audit Committee and

committee additional members

- review ToR
- a discussion had been held on the ERC's Fellow Scheme. Corporation agreed the Fellows Scheme was operational and not governance.

Corporation agreed that this is an operational arrangement that sits with DM and not the ERC Board. DM to meet with ERC Board to understand the rationale for bringing in additional fellows in and additional stakeholders.

RESOLVED: all the above minutes were approved and noted

27. Any Other Business

27.1 CM asked about our FE student governor – this will be looked at with the new Director of Governance.

27.2 The Chair thanked the Clerk for his service.

27.3 The Chair thanked Erika Stoddart for all her hard work as chair.

RESOLVED:

28. Date and time of next meeting:

Tuesday 13th December 2022 at 4pm at University Centre, Grimsby

The meeting closed at 6.30 pm

Signed _____

Date _____

Chair of the Corporation