

MINUTES OF THE PART I MEETING OF THE BOARD OF GOVERNORS HELD 12 DECEMBER 2013

Present: Mr N Coffin Chairman
Ms T Bruton
Mr P Dubrow Vice Chairman
Mr P Hannan
Mr B McNicoll
Ms S Lowen
Ms S Shelton
Ms L Currie
Mr J Standen
Mr C Porter
Mr D Enderby
Mr K Randall

In attendance: Mr J Allen Clerk to the Governors
Ms L Brown Vice Principal
Mr M Lumsdon-Taylor Director of Finance & Resources

The meeting commenced at 09.00.

Section A: Formal Agenda Items

APOLOGIES, QUORACY, DECLARATION OF INTERESTS, & ANNOUNCEMENT

- 1 Apologies were received from Mr P Morris. The Clerk confirmed that the meeting was quorate. The resignation of Mrs S Hart from the Board was noted and the Board placed on record its sincere thanks and gratitude for the contributions made by Sue during her period of office. There were no declared interests against any agenda item.

MINUTES

- 2 It was **RESOLVED** that the minutes of the Part I meeting of the Board held 11 July 2013 be approved and signed by the Chair as a correct record.

MATTERS ARISING

3. There were no matters arising from the minutes.

Section B: Strategic Importance

SELF ASSESSMENT

4. Two College reports were received under this agenda item (copies attached to the signed minutes):
 - Governance Self Assessment Report 2012/13
 - College Self Assessment Report 2012/13

5. The Board has approved a range of key performance indicators supported by 21 targets that measure both corporate and governance effectiveness. Based on published information from the work of the Board's Committees, the Clerk produced a commentary on performance against the performance indicators and key targets. The report concluded with a commentary on overall performance.
6. Governors noted the assessment that governance is 'Outstanding'.
7. The identified action point of following a validation process similar to the process used for the College SAR for the Governance SAR was welcomed. It was also agreed that the Governance SAR to include a section on the impact of the work of the Board on both students and staff. It was agreed for the Vice Principal and Clerk to work on this for the 2013/14 Governance SAR.
8. Governors noted the following self assessment grade profiles confirmed in the College's Self Assessment Report 2012/13:

Overall effectiveness of provision	Grade 1
Capacity to improve	Grade 1
Outcomes for Learners	Grade 1
Quality of Teaching, Learning and Assessment	Grade 1
Leadership and Management	Grade 1
Subject Areas	Grade
Animal & Land Management	2
Equine & Rural Activities	1
Landscape, Horticulture and Design	2
Higher Education	2
Foundation & Schools Studies	1
Work-based Learning	2
Skills for Life	2
Pre-School	1
Cross College Grades	
Estates & Facilities	1
Commercial & Financial Operations	2
Human Resources & Staff Development	1
Central Operations	2
Student Support Services	1
Personal Assistants	1
Quality	1

9. During the review of the College SAR, the following points were noted:

- (i) Skills for Life grade profile has reduced from a '1' last year to a '2' from this year. Governors sought explanations for the decline. It was reported that the focus is now on English & Maths with higher expectations on expected outcomes. The delivery of English and Maths has not declined; it's more about the raising of the 'bar'.
- (ii) Governors asked why Commercial is graded as a '2' when it forms a central part of the Hadlow Group. It was stated that commerciality is no doubt a grade '1', but in terms of its impact on the learner, it is a grade '2'. In the Leadership & Management section of the SAR, an identified area for development is to 'further develop the role of commercial arms in preparing all learners for employment'.
- (iii) It was noted that the same applies to the finance function, which in terms of financial performance, is a grade '1', but in terms of its impact on learners, is assessed as a grade '2'.
- (iv) The decline in success rates in functional skills in some English and Maths levels was noted and needs improvement. The SAR identified a range of actions to be taken to improve success rates in English and Maths functional skills.
- (v) Governors noted and welcomed confirmation in the SAR that success rates have either been maintained or have increased on the previous year and are again above national averages.
- (vi) Governors noted the listed areas for development to further improve the quality of teaching, learning and assessment.

10. It was **RESOLVED**

- (i) To approve the College's Self Assessment Report 2012/13;
- (ii) To thank staff and Governors for their involvement in the SAR and SAR validation process; and
- (iv) To approve the Governance Self Assessment Report 2012/13.

ANNUAL SAFEGUARDING REPORT

- 11. The College report '*Annual Review of Statutory Child Protection Arrangements*' was received (copy attached to the signed minutes). The Clerk confirmed that an annual review is conducted to ensure that the Board is discharging statutory responsibilities confirmed in the Children's Act. The report provided a commentary against each of the ten statutory obligations required of the Board. In addition the report confirmed that there were no reported Child Protection disclosures and or any allegations made against staff.
- 12. Also made available was the College's '*Annual Report Safeguarding Report 2012/13*'. The report summarised safeguarding matters in detail, including data analysis of incidents. The report confirmed there were no concerns regarding any adverse safeguarding trends at the College.
- 13. It was **RESOLVED** to note the reports and for the next review to take place in December 2014.

AUDIT & ACCOUNTABILITY ANNEX TO THE FOUNDATION CODE OF GOVERNANCE

- 13. The report '*Audit & Accountability Annex to the Foundation Code of Governance*' was received (copy attached to the signed minutes). The Clerk presented the report.
- 14. The Audit and Accountability Annex to the Foundation Code of Governance is an

optional, but integral, part of the Foundation Code of Governance and is only available to those Colleges that have formally decided to adopt the Foundation Code of Governance. The Corporation adopted the Foundation Code of Governance at its meeting in March 2012.

Colleges must either comply with the Foundation Code of Governance and its Audit and Accountability Annex, or comply with the Financial Reporting Council's UK Corporate Governance Code (in so far as that code applies to the College sector). The Clerk confirmed the requirements of the Annex have been applied to the Financial Statements & Annual Report for the year ended 31 July 2013, a later agenda item.

15. It was **RESOLVED** to adopt the *Audit & Accountability Annex to the Foundation Code of Governance*

STRATEGY

16. The unconfirmed minutes of the Strategy Sub Group meeting held 15 October 2013 were received (copy attached to the minutes). Also made available, as requested by the Group, was the proposed process and timetable for the development of the College's Strategic Plan 2015-2020 (copy attached to the signed minutes).
17. It was **RESOLVED** to note the unconfirmed minutes of the Strategy Sub Group meeting held 15 October 2013, and to approve the process and timetable for the development of the College's Strategic Plan 2015-2020.

BETTESHANGER SUB GROUP

18. The unconfirmed minutes of the Betteshanger Sub Group meeting held 14 November 2013 were received (copy attached to the minutes). In addition to the minutes, the Director of Finance updated the Board on current grant funding.
19. The Board welcomed the move to appoint two project managers with specific day-to-day operational responsibilities with the Director of Finance remaining responsible for the strategic oversight of the project and leading on client management. It was reported that both project manager positions would be advertised in January 2014.
20. It was **RESOLVED** to note the unconfirmed minutes of the Betteshanger Sub Group meeting held 14 November 2013.

Section C: Committee Reports

REPORT FROM THE CURRICULUM & QUALITY COMMITTEE

21. The College report '*Unconfirmed Minutes of the Curriculum & Quality Committee held 07 November 2012*' was received (copy attached to the signed minutes). The Committee received and considered reports on:
 - Landex Quality Assurance Update
 - Careers Hub
 - Quality Improvement Action Plan
 - Student Success Rate Data 2012/13
 - Lesson Observation Profile 2012/13
 - Student Attendance Report 1st Term
 - College Self Assessment Report 2012/13

- IQER Action Plan & Higher Education Review
 - Complaints & Compliments Report 2012/13
 - Monitoring of College performance in the area of student experience.
22. Committee members reported positively on the very detailed presentation they received on the new careers hub which has been identified as a crucial support for learners in developing employability skills.
23. It was **RESOLVED** to note the minutes of the meeting of Curriculum & Quality Committee held 07 November 2013.

REPORT FROM THE AUDIT COMMITTEE

24. The College report '*Unconfirmed Minutes of the Audit Committee held 14 November 2013*' were received (copy attached to the signed minutes). The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:

- Fraud Update
- Audit roll Forward Action Plan
- Board Assurance Framework
- Internal Audit Annual Report 2012/13
- Internal Audit Strategy & Audit Plan 2013/14
- Financial Statement & Regularity Audit Findings Report
- Finance Directorate Internal Control Systems Framework
- Termly Report on Risk Management
- Annual Report 2012/13 from the Audit Committee
- Monitoring of College performance in the area of audit
- Annual review of the financial auditor (Baker Tilly)

25. The annual opinion from the Audit Committee for the attention of the Corporation and Principal is summarised as follows:

Overall, based on the information provided to them by the College, the work, reports and audit opinions of the College's Internal and Financial Statement & regularity Auditors, the opinion from the Audit Committee to the Corporation is that reliance can be placed on the College's systems and arrangements for risk management, control and governance processes and for securing economy, efficiency and effectiveness.

26. It was **RESOLVED**
- (i) That the '*Audit Committee's Annual Report 2012/13*' on the College's whole system of internal control be noted;
 - (ii) That the '*Internal Audit Annual Report for 2012/13*' be approved and forwarded to the Audit Service of the SFA;
 - (iii) That the '*Financial Statement & Regularity Auditors Audit Findings Report for 2012/13*' be approved and submitted to the SFA;
 - (iv) That the '*Letter of Representation*' be signed by the Chairman;

- (v) To appoint Mr Harvey Guntrip to serve on the Audit Committee; and
- (vi) To note the unconfirmed minutes of the Audit Committee meeting held 14 November 2013.

REPORT FROM THE FINANCE, COMMERCIAL & RESOURCES COMMITTEE

27. The College report '*Unconfirmed Minutes of the Finance, Commercial & Resources Committee held 29 November 2013*' was received (copy attached to the signed minutes). The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:
- Annual HR Report 2012/13
 - Financial Statement & Year-end Accounts up to 31 July 2013
 - Management Accounts/Financial Performance Report
 - Capital Portfolio
 - Projects & Partnerships
 - Tenders
 - Health & Safety
 - Monitoring of College performance in the area of finance and estates.
 - Grove Farm
28. The College achieved a strong operational surplus for 2012/13, the eleventh year of a consecutive operating surplus. The accounts confirmed a College operating surplus of £164k.
29. At the meeting the financial auditor confirmed that a valuation of the Betteshanger site was required before the Accounts could be completed. The Director of Finance confirmed that an independent evaluation has now been received and made available to the auditor.
30. Governors reviewed in detail the final draft of the '*Financial Statements and Year-End Accounts*'.
31. Governors noted and welcomed the SFA financial health assessment of 'Outstanding' for Hadlow College.
32. Governors received for information purposes the '*Annual Human Resources Report 2012/13*' that was considered in some detail at the meeting of the Finance, Commercial & Resources Committee (copy attached to the signed minutes).
33. It was **RESOLVED**
- (i) To approve the '*Financial Statement & Annual Report 2012/13*' and authorised the Chairman to sign the Report on behalf of the Board;
 - (ii) To approve the '*Statutory Financial Record 31 July 2013*';
 - (iii) To note the '*Annual Human Resources Report 2011/12*'; and
 - (iv) To note the minutes of the meeting of Finance, Commercial & Resources Committee meeting held 29 November 2013.

Section D: Monitoring

MONITORING OF COLLEGE PERFORMANCE – OVERALL SUMMARY ASSESSMENT OF COLLEGE PERFORMANCE & ASSESSMENT OF RISK

34. The College report '*Monitoring of College Performance – Overall Summary Assessment of College Performance & Assessment of Risk*' was received (copy attached to the signed minutes). The monitoring framework approved by the Board requires the overall assessments undertaken by each Committee during the term to be made available to the Board.
35. It was **RESOLVED** to note the following overall summary of College performance and assessment of risk:

1	The Student Experience, Teaching & Learning (Agreed by the Curriculum & Quality Committee)	No Concern/No Risk
2	Financial & Estates (Agreed by the F,C&R Committee)	Some concern/risk
3	Audit (Agreed by the Audit Committee)	No concern/risk
4	Staff & Human Resources (Agreed by the F,C&R Committee)	No concern/risk
5	Governance, Leadership & Management (Agreed by the Governance & Search Committee)	No concern/risk

36. The 'Amber' assessment for finance is based around the budget. The main risk to the budget is the financial impact of HE student recruitment and continued retention of HE learners through the year. Learner retention is a major risk to achieving the budget and it was confirmed that this will be subject to detailed on-going scrutiny by the Executive with outcomes reported to the Committee.

ANY OTHER BUSINESS

37. The Chairman confirmed receipt of a letter from the Chairman from Sparsholt College thanking Hadlow governors for making them welcome at their recent visit.
38. The Chairman took the opportunity of thanking governors for their active participation in College business this term in what has been an extremely busy period of governor involvement.

DATE OF NEXT MEETING

39. Thursday 06 February 2014 – Strategy meeting @ 9.30 and Board meeting Thursday 27 March 2014 @ 09.00 commencing with Equality & Diversity Training.

The meeting closed at 12.00.

Signed: _____ Date: _____

CURRENT SUMMARY ACTION LIST

MIN REF	DETAILS OF RESOLUTION/ACTION POINT	WHO	REVIEW DATE
7	<p>A validation process similar to the process used for the College SAR to be followed for the Governance SAR;</p> <p>Governance SAR to include a section on the impact of the work of the Board on both students and staff. It was agreed for the Vice Principal and Clerk to work on this for the 2013/14 Governance SAR</p>	VP & Clerk	July 2014