

Board of Governors

Minutes of the meeting of the Board of Governors held on Tuesday 18 July 2017, in Room OP118 at 9:00am

Present: Jenifer Burden, Christine Carroll, Kenneth Clark, John Hacking, Philip Johnson, Phil Lanigan, Barry Lynch, Kate Macdonald, Adrian Mills, Sue Murphy CBE (Chair), Andrew Simpkin, John Thornhill and Pauline Waterhouse OBE.

Apology: Kile Moyana

In Attendance: Peter Cox (MD Novus), Rob Cressey (Group Finance Director), Linda Dean (MD Total People Ltd), Jennifer Foote MBE (Company Secretary & General Counsel), Angela Foulkes (Vice Principal Curriculum and Support) for item 42/17, Gary Hughes (Group Marketing and External Relations Director), Lisa O' Loughlin (Principal, The Manchester College), Kate MacKenzie (Assistant Company Secretary & Solicitor), Jennifer McKenna (Assistant Company Secretary) and Paul Taylor (Chief Operating Officer).

The Board of Governors noted that the term of office of Kile Moyana as student governor was shortly to expire. The Board recorded its formal thanks to Kile for her commitment to the role. Flowers would be sent to Kile as a recognition of the Board's appreciation.

Cllrs John Hacking and Sue Murphy CBE declared an interest as members of Manchester City Council for any part of the business of the Board pertaining to thereto. The Board was content that such a declaration did not prejudice their taking part in any proceedings.

Sue Murphy CBE declared an interest in item 47/17 – election of Chair

The Board of Governors was informed that Angela Foulkes, Vice Principal Curriculum and Support at The Manchester College would be leaving shortly to undertake a new role as Principal of Sheffield College. Governors congratulated her on her new position and wished her every success for the future.

Part A

38/17	<p>Part A Minutes of the Meeting held on 28 March 2017</p> <p>The part A minutes of the meeting held on 28 March 2017 were approved as an accurate record and signed by the Chair.</p>
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39/17 Ofsted – Group Summary

The Manchester College

The Board received the detailed Post Inspection Action Plan and project timeline for assurance. Governors reflected that the action plan was indicative of a cultural change in the organisation. It was explained that the college was on a journey, which had in fact commenced in 2013 and the latest inspection had therefore impacted at a certain point in an existing plan. Recognition had been given that the college was on a planned improvement programme but at the time of inspection the college was not sufficiently far along to be able to support its improvement with sufficient evidence, especially in respect of study programmes.

In response to a query, the Principal confirmed that initial whole learner assessment was undertaken so that learners appreciated what type of environment they would be learning. The FE Board had discussed in length the impact of behaviour of learners not ready to learn on the rest of their class and acknowledged that every student had the right to succeed. The Chair of the FE Board explained that the priorities outlined in the plan were fundamental and would remain germane as part of the college's eventual journey to outstanding.

The Board queried whether sufficient resource had been allocated to support the plan and it was confirmed that provision had been made in both the budget for 2017/18 and the three year plan. It was the intention to embed responsibility for quality throughout the organisation and to create more of a focus on dual professionalism for lecturers.

Total People Ltd

The MD Total People informed the Board that the recommendations from the recent Ofsted inspection and areas for improvement would be encompassed within the self-assessment process. Oversight of this was the responsibility of the Total People Board of Directors. The importance of the concept of progress in the new Common Inspection Framework was noted.

Novus

The MD Novus shared a profile of Ofsted inspections, year to date, across the estate covered by Novus. The Board was pleased to note that across the delivery other than London, 100% of inspections were grade 1 or 2.

Improvement was in progress in London but the Board was informed that the operating environment of London prisons exacerbated generic issues experienced elsewhere.

It was confirmed that best practice on quality and inspection regimes was being shared throughout the group. It was also intended to establish a group forum to share best practice for quality enhancement.

<p>40/17</p>	<p>Teaching Excellence Framework</p> <p>The Board welcomed the announcement by the Principal, The Manchester College, that the college had been awarded a TEF silver award for its HE delivery. The award would position the college well as a provider of a quality HE teaching experience and contribute to the college's journey towards Foundation Degree Awarding Powers (FDAP). An analysis of other providers in the North West (both HEIs and FEIs delivering HE) was provided for comparative purposes.</p> <p>The Board considered the possibility of achieving gold TEF status in three years against the journey towards outstanding at Ofsted. It was confirmed that whilst gold status was achievable the priority remained the retention of the silver award in the first instance.</p> <p>The importance of the award in acknowledging the college's focus on the quality at value for money for the student experience was recognised. The Principal explained that work would be undertaken to examine the difference between the HE and FE teaching structures in the college with a view to maximize the operational potential of both. The Chair of the FE Board indicated that she would value being part of any discussion on the separation of HE provision from the wider provision delivered by the college.</p>
<p>41/17</p>	<p>Part A Minutes of Divisional Board & Committee Meetings</p> <p>Part A minutes of the following Divisional Boards and Committees were presented for consideration:</p> <p>Novus Divisional Board held on 26 June 2017 Novus Cambria Board held on 23 June 2017 IESG held on 3 July 2017 FE Divisional Board held on 20 June 2017 HE Divisional Board held on 27 April and 4 July 2017 Group Services Divisional Board held on 6 July 2017 Audit & Risk Committee held on 25 May 2017</p> <p>RESOLVED that</p> <ol style="list-style-type: none"> 1. Kile Moyana be appointed as a co-opted members of the HE Board for a term of three years (HE Board Minute No. 16/17 refers) 2. The Public Interest Disclosure Policy as recommended by the Audit & Risk Committee be approved (Audit & Risk Committee Minute No. 18/17 refers) 3. RSM be appointed internal auditors for the year 2017/18 and the internal audit strategy as endorsed by the Chair of the Audit & Risk Committee, be approved (Audit & Risk Committee Minute No. 15/17 refers).

<p>42/17</p>	<p>Annual Safeguarding Report</p> <p>The Vice Principal, Curriculum and Support presented the annual report safeguarding across the group. The Board was informed that the Group had instigated a number of key strategies since 2015 that had articulated a clear focus on safeguarding staff and learners in all business units. A task and finish team had also updated a raft of policies and procedures to ensure full compliance with safeguarding responsibilities.</p> <p>An update was given on DBS process review and completion of mandatory training, in addition to details of how safeguarding was undertaken in all the differing parts of the group.</p> <p>Reference was made to the prevention of on-line abuse. It was confirmed that this was identified and further software was to be installed shortly to enable the monitoring of PC use at a more detailed level. Social media use was also monitored.</p> <p>The Board queried that application of safeguarding procedures to mental health issues. It was explained that a robust enrolment procedure enabled appropriate support to be identified and a pro-active student engagement team was available to offer further tailored support as required.</p> <p>The Board reflected that the group had demonstrated a strong and appropriate degree of compliance with safeguarding responsibilities and that the Board considered that it had discharged its responsibilities to this effect during the year.</p>
<p>43/17</p>	<p>Governance Update</p> <p>The Board received the report of the Company Secretary & General Counsel on governance matters to be considered.</p> <p>Change of Name of Statutory Corporation</p> <p>Official approval had been received for this, with effect from 1 June 2017.</p> <p>Letter from CEO ESFA Dated April 2017</p> <p>This had been submitted at the request of the CEO ESFA and was noted.</p> <p>Appointments</p> <p>The Board received the written resolution of the Appointments Committee dated 30 June 2017. Whereas the Board was content to support the recommendation fully it was mindful of its commitment to increase its diversity and directed that this should remain a priority in future appointments.</p> <p>RESOLVED that</p> <ol style="list-style-type: none"> 1. Malcolm Sugden be appointed as a member of the Board for a term of three years; 2. The decision of the Chair to allow a sabbatical of one year to the co-optee Paul Chisnell be endorsed;

Chair of the Board of Governors

RESOLVED that

3. Sue Murphy be elected as Chair of the Board of Governors for 2017/18. *(Having declared an interest in this item Sue Murphy took no part in the decision).*

Constitution

The Board was informed that a major review of the constitution was planned as part of the move to a statutory group structure. Pending this change the Board was asked to approve the following minor amendments:

- Standing Orders to reflect that recommendations to appointment of co-optees could also be made by the relevant Divisional Board
- The membership of the Remuneration Committee to be amended so that one of the three members to be the Chair of the Audit & Risk Committee ex officio
- The minimum age of a member of the Board of Governors to be 18.

RESOLVED that

4. The constitution, with the minor amendments as set out above be approved.

Staff Engagement at Board Level

This having been raised as an issue at the Strategic Forum in May, the Board was asked to consider options for an increased and more appropriate interaction with staff at Board level. Currently two staff governors sat as full trustees on the Board of Governors. However, engagement could be increased with the appointment of staff co-optees on Divisional Boards with the retention of one staff member of the Board of Governors. In response to a query it was confirmed that these co-optees could be selected either by election or through an appointments process. Divisional Boards had already considered the proposals but without consensus. The Board also considered that, during the consultation process and until any subsequent change, it was important to retain the current staff members.

RESOLVED that

5. A consultation be undertaken with appropriate stakeholders on the possibility for more appropriate and increased engagement with staff at Board level;
6. The term of office of the current two staff governors be extended to 1 March 2018 or the outcome of a staff election/appointments process (whichever is the sooner);

General Data Protection Regulations GDPR

The Board was informed of the above and the significant changes these would bring to the data protection landscape. The Board understood that the ultimate responsibility for compliance with GDPR rested at Board level. Assurance was received that work to scope and map compliance was underway and accepted that reports would be submitted as a standing item to the Audit & Risk Committee to maintain oversight of the process.

	<p>Governance STG</p> <p>It was decided that a further meeting of the above should be convened during the summer to consider the consultation in respect of staff engagement and to review the governance transitional structure to date. The STG had a remit to consider the governance arrangements of the group, any consideration of the wider group structure (including systems and processes) would need the approval of the Board. This was given.</p>
	<p>RESOLVED that as the items to be considered are deemed commercially sensitive, the Board move into confidential session,</p>
	<p>Chair</p> <p>Date</p>

The meeting closed at 5:10pm