



Corporation Board Meeting 2

PART 1 MINUTES – FOR PUBLIC RECORD

**Board Minutes of meeting held on Thursday, 5th December 2019 at 5.30pm
Gravesend Campus**

Present

Ms N Franks	Staff Governor
Mr D Gleed	Principal
Mr J Gurney	External Governor
Mr P Hatton	External Governor
Mr A Lewsley	External Governor – Chair of Corporation
Dr R Longman	External Governor
Mr K Norman	External Governor
Mr D Martin	External Governor
Mrs D Halpern Matthews	External Governor

In Attendance

Mr L Jenkins	Deputy Principal/Finance & Resources
Ms R Hughes	Deputy Principal/Curriculum
Mrs Y Hughes	Clerk to the Corporation
Mr D Mephram	External Guest – CEO Barnet & Southgate College

Minute no	Agenda Item	Action By
220	Opening of Meeting and Apologies for Absence	
	<p>The Chair of Corporation opened the meeting at 5.34pm and formally welcomed and introduced Mr Daniel Mephram – CEO at Barnet & Southgate College who was attending the meeting as an observer with the invitation of the Board.</p> <p>Apologies</p> <p>Apologies received from Mr Biring.</p> <p>The Board were advised that Mrs Anita Glover had resigned from the Board with immediate effect due to personal commitments. The Chair took the opportunity to advise the Board that Mr Jon Gurney had stepped down as the Chair and Member of the Search, Governance and Remuneration Committee. Mr Martin had agreed to take on the role of</p>	

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	<p>Chair and Mr Longman had agreed to join as an additional member. The Board formally ratified the recommendation.</p> <p>Approved</p> <p>Mr David Martin appointed as Chair of the Search, Governance & Remuneration Committee.</p> <p>Mr Longman appointed as a member of the Search, Governance & Remuneration Committee.</p> <p>It was noted for the record that the meeting was quorate.</p>	
221	Declarations of Interest	
	<p>The Principal and Clerk to the Corporation declared a personal interest in respect of agenda item 212 – SPH Performance Review update.</p> <p>There were no additional declarations of interests recorded other than those already held on the register.</p>	
222	Part 1 and Part 2 Minutes of the last Corporation Board Meeting held 10th October 2019	
	<p>The Corporation Board received the minutes of the 10th October 2019 and formally approved Part 1 and Part 2 minutes as previously circulated.</p> <p>Approved</p> <p>The Chair of Corporation signed the approved the Part 1 Non-Confidential and Part 2 Confidential (Commercially sensitive) minutes of the meeting held 10th October 2019.</p>	
223	Part 2 & Part 3 Minutes of the Extra ordinary Corporation Board Meeting held 14th November 2019	
	<p>The Corporation Board received the minutes of the 14th November 2019 and formally approved Part 2 & Part 3 minutes as previously circulated.</p> <p>Approved</p> <p>The Chair of Corporation and, in respect of part 3 minutes which the Chair was excluded the Vice Chair of Corporation signed the approved Part 2 & Part 3 Confidential (Commercially sensitive) minutes of the meeting held 14th November 2019.</p>	
224	Actions Register to December 2019	
	<p>The Board received the actions register up to December 2019.</p> <p>Minute 199 – Addendum to formal Board minutes – The Clerk to the Corporation continues to compile a record of the electronic communications via email in respect of the Board agenda packs.</p>	

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	<p>Minute 200/201 – Date for completion to be amended to February 2020.</p> <p>Minute 146 – Governor Away Day – the Board requested that potential dates for two Strategic Away days be circulated as soon as the dates for Project Red were clearer with the view to holding to two full day events one focussing on Curriculum and the other Strategy. It was noted that both days would be largely determined by the progress in respect of Project Red.</p> <p>Received</p> <p><i>The Board received and accepted the actions register as circulated.</i></p> <p><i>Matters arising from the Minutes of the meeting held 14th November 2019</i></p> <p><i>Project Red – Confidential Part 2</i></p>	Clerk
225	Principal's Report – December 2019	
	<p>The Principal presented his report for December 2019 made of Part 1 and Part 2 being confidential.</p> <p>Part 1 External update covered:</p> <ul style="list-style-type: none"> • Political Announcements • NLFE Activity • BBC Sunday Politics • October Open days <p>The Board noted the points raised in respect of the above matters within the report.</p> <p>Part 2 Internal update covered:</p> <ul style="list-style-type: none"> • Enrolment Overview for 2019/20 • Project Red • KPI update <p>Enrolment Overview for 2019/20</p> <p>The Board noted that as per the Principal's report that a comprehensive curriculum area report would be presented to the Board in the New Year.</p> <p>Overall the Board were pleased with the 42-day cut off position which was up by nearly 2% compared to the previous year.</p> <p>KPI update</p>	

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	<p>The KPI update provided the Board with an overview of the current position of which there were 5 amber indicators as reported in the document which included the following:</p> <ol style="list-style-type: none"> 1. 19+ Loan (FE) 2. 19+ Loan (HE) 3. Lesson Observations – Sport, Care and Computing 4. CDF Work Placements - A Governor pointed out as an observation that Ofsted were picking up on work placements but were not being as critical as they had in the past. 5. Governor Attendance – noted <p>Received</p> <p><i>The Board received the report noting the key points and that the update on Project Red was covered later the agenda as a confidential business item.</i></p>	
226	Deputy Principal Curriculum – Curriculum Report	
	<p>The Deputy Principal thanked governors for their comments in respect of the report prior to the meeting particularly regarding the Best Practice samples. Two additional reports had been circulated to members electronically and hard copies tabled at the meeting which included Observation Feedback Probation Graded Proforma samples and the Termly Meeting Agenda and Plan Identifying and Sharing Best Practice.</p> <p>The Deputy Principal proceeded to present her report advising the Board that the Self-Assessment Report for 2018/19 was now in draft form and that a part of the exercise and completion of the SAR, Assistant Principals and Curriculum Managers had undertaken a best practice exercise. The Deputy Principal specifically referred to the Staff Governor's curriculum area who had been identified as having an exceptionally good understanding of her departments destination data and how this had been shared as best practice.</p> <p>The report covered the following key points:</p> <ul style="list-style-type: none"> • CPD Training Days • Teaching and Learning Forums • Advanced Middle Leadership Programme (AMLPP) • NKC Awards Events – Governors were invited to the HE and FE Awards Ceremonies taking place on: HE Graduation Awards – Monday 29th June 2020 FE Awards Ceremony – Tuesday 30th June 2020 NKC Staff Awards – Wednesday 1st July 2020 • Ofsted • Curriculum Course Reviews • Lesson Observations 	

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	<p>Observations had been completed for new staff to the College. The first observation would be ungraded and seen as developmental, as several new staff were often new to the profession so at this early stage, SLT were looking at 'potential', and training needs, rather than focusing on a grade. All new staff are seen within the first 4 weeks of them joining the College, so that early training and support could be implemented.</p> <p>All staff have been allocated an observer and the half-term window in which they will be observed; deliberately scheduling those staff who may produce a Grade 3 in their first observation, so that there was enough time to put in support and further observations throughout the year on the back of the early formal observation. SLT have also scheduled the usual Grade 1 staff at the back of the observation process in half-term window 4. This therefore meant that the College grade profile for the year, may appear lower than in previous years, knowing that the consistently outstanding staff were not being seen until late in the academic year. Out of the 15 staff observed the College were at 80% good or better, although with the resignation of one of those staff members, which then makes the percentage 86%. One curriculum area had been taken out of the observation process as three of their members received less than good grades, and so they are having an intense 6-week training and self-reflection block and would be re-observed in the new year. The view was that having a team approach with areas whose outcomes are good or outstanding, but where observations fall short, is a more supportive and constructive approach to bring about improvement</p> <ul style="list-style-type: none"> • Student Union Constitution – the Deputy Principal presented the updated and amended SU Constitution document for Board approval and referred to the key changes particularly in respect of budget holders. A governor queried an issue in Paragraph 7 where the threshold of 100 signatures was required to instigate a vote on an issue which was felt to be relatively high in a small college and asked whether this was typical. There was further similar reference in Section 11 of the document. <p>The Deputy Principal agreed that the points raised were valid and it was agreed that the threshold be changed to 30 students.</p> <p>Governors further questioned how many SU members there were, and it was explained that all students that enrolled at the College were members of which there were approximately 4000.</p> <p>Approved</p> <p><i>The Board agreed to the proposed amendments to the SU Constitution subject to the requested amendments being made.</i></p>	
229	Risk Register update	

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	<p>The Board received the updated Risk Register which had been reviewed at the last Audit Committee meeting held November 2019 who were satisfied with the progress being made.</p> <p>The Board noted that there had been one new risk included in the risk register on page 31 Risk Ref 5.11 – Project Red Implementation</p> <p>Received</p> <p><i>The Board received the updated Risk Register as at December 2019.</i></p>	
	Finance Report	
230	Monthly Management Accounts – October 2019	
	<p>The Board received the Monthly Management Accounts to October 2019 noting the commentary and the key points within the document.</p>	
231	Health & Safety Update – 3 Year Action Plan	
	<p>The Deputy Principal Finance & Resources presented the 3 Year Health and Safety Management Plan and the December 2019 update. The initial 3-year plan was nearing completion in Spring 2020. He explained that the residual actions which included Business Continuity which related to the IT section and now been reviewed and therefore fell outside the original plan.</p> <p>It was noted that an internal audit review on progress was planned for 2019/20 which would assess the implementation of the plan and the follow up work in Spring 2020.</p> <p>The commentary section supporting the action plan covered the following areas:</p> <ul style="list-style-type: none"> • Training • Business Continuity • Health & Safety Committee • Health & Safety Roles • External Review – UMAL Health, Safety and Property Risk Assurance Audit • Next steps <p>The Chair of the Audit Committee referred to the concerns that had been raised 18 months previously in relation to Health & Safety and commented positively on the progress that had been made and the implementation of the Health & Safety Action Plan.</p> <p>Governors also commented on the immensity of the impact that Project Red would have Health & Safety and the additional workload that would need to be factored in.</p> <p>Received</p>	

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	<i>The Board accepted the updated 3 Year Health & Safety Action plan and looked forward to receiving the draft 3 Year Health & Safety Action plan in 2020.</i>	
232	Financial Regulations – minor amendment	
	<p>The DP Finance & Resources presented the proposed minor amendment to the Financial Regulations which required Board approval.</p> <p>The Board formally approved the proposed amendment to add an additional post Assistant Principal Learning Experience to the list of signatories to assist with operational requirements. It was noted that the recommendation was being made in advance of the retirement of one post holder to ensure changes were set up in good time.</p> <p>Page 19 of the Financial Regulations reflected the proposed amendments to the document.</p> <p>Governors pointed out that a further amendment would need to be made to the document in respect of the Student Union Constitution bank details which now fell within the responsibility of the College and not the SU.</p> <p>Approved</p> <p><i>The Board formally approved the recommendation to add the Assistant Principal Learning Experience to the list of signatories within the Financial Regulations.</i></p> <p><i>DP Finance & Resources to further amend the details in respect of the Students Union within the document as discussed and agreed by the Board.</i></p>	DP Finance & Resources
233	Thameside Purchase – Part 2 Confidential – Commercially Sensitive	
	AUDIT COMMITTEE	
234	Draft – Audit Committee Minutes of the meeting held 14 November 2019	
	<p>Chair of the Audit Committee presented the draft Audit Committee minutes of the meeting held 14 November 2019 which provide the Board with a comprehensive record of the business conducted.</p> <p>Received</p>	
235	Audit Committee Terms of Reference – Annual Review	
	<p>The Chair of the Audit Committee advised the Board that an extensive review of the Audit Committee terms of reference had been undertaken and referred to the proposed amendments to the document as highlighted in yellow.</p> <p>The additional responsibilities related largely to risk management as referred to the minutes.</p> <p>Approved</p>	

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	<i>The Board formally approved the revised Audit Committee Terms of Reference.</i>	
236	Audit Committee Self Evaluation Exercise & Action Plan	
	<p>The Board received a copy of the Audit Committee Self Evaluation Exercise the action plan for improvements which would be implemented and monitored by the committee during the forthcoming year.</p> <p>Received</p> <p>The Board acknowledged the outcomes of the evaluation exercise and the key points for improvement as listed below:</p> <p>Areas for Improvement as identified in the assessment were:</p> <p>TRAINING Improvement Objective 1</p> <p>a. Training and briefing to be arranged for the Audit Committee members on all aspects of Audit and Risk to ensure that they are equipped to fulfil their roles and responsibilities effectively.</p> <p>b. Briefing on the impact for the institution should the FSA present qualified accounts</p> <p>c. Arrange induction training for new audit committee members</p> <p>EFFECTIVENESS Improvement Objective 2</p> <p>A. Explore ways in which the Audit Committee could benchmark their effectiveness.</p> <p>B. Recruitment to the Audit Committee to increase member numbers so that non-attendance of a member does not over impact on overall attendance rates and the recruitment of a suitable individual with an accountancy background either as an external governor or as a co-opted committee member.</p>	
237	Audit Committee Annual Report to the Board and Principal as Chief Accounting Officer	
	<p>The Board received the Audit Committee Annual Report to the Board and the Principal as Chief Accounting Officer for the Year Ended 31 July 2019.</p> <p>The Chair of the Audit Committee went through the report and the key highlights in respect of the internal audit reports stating the report provided the Board with a comprehensive summary of the work conducted by the committee during the academic year.</p> <p>Approved</p> <p><i>The Board formally approved the Annual Audit Committee Report for 2018/19. The Chair of the Audit Committee to sign off the final report.</i></p>	
238	Scrutton Bland - Internal Audit Annual Report 2018/19	

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	<p>The Chair of Audit Committee presented the report and referred to the internal audit opinion within the document which concluded in their opinion that for the year ended 31 July 2019 the College:</p> <ul style="list-style-type: none">• had adequate and effective risk management processes;• had adequate and effective governance processes;• had adequate and effective control processes; and• had adequate and effective processes regarding efficiency and effectiveness. <p>Summary Report on Internal Audit Services Provision for 2018/19</p> <p>The College had maintained its strong assurance position with an across the board 'green' rating against the four areas of assurance: risk management, governance, internal control, and efficiency, effectiveness, and economy.</p> <p>The work covered eight areas in 2018/19 with six areas receiving 'significant' assurance and two 'reasonable' assurance.</p> <p>The table below showed the results of this year's work versus previous years, which showed that the College were maintaining the lower risk profile. 2017/18 was higher due to Health and Safety having 4, which were addressed and followed up with the current action plan.</p> <table><tr><th>Year</th><th>Number of Reviews</th><th>Medium Recommendations</th><th>Low Recommendations</th></tr><tr><td>2015-16</td><td>6</td><td>4</td><td>13</td></tr><tr><td>2016-17</td><td>8</td><td>1</td><td>10</td></tr><tr><td>2017-18</td><td>9</td><td>9</td><td>20</td></tr><tr><td>2018-19</td><td>8</td><td>3</td><td>16</td></tr></table> <p>Good progress was also made on implementing recommendations which continued to show a 'good progress' rating.</p> <p>Approved</p> <p><i>The Board formally approved the Internal Audit Annual Report for 2018/19 as recommended by the Audit Committee.</i></p>	Year	Number of Reviews	Medium Recommendations	Low Recommendations	2015-16	6	4	13	2016-17	8	1	10	2017-18	9	9	20	2018-19	8	3	16	
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239	Scrutton Bland - Internal Audit Services Strategic Plan for 2019/20																					
	<p>The Board noted that following the awarding of the new contract to Scrutton Bland in the Spring, work had been undertaken in consultation with the College on a new plan based on the reduced 30 contracted days.</p> <p>This also included trying out shorter 'health check' visits for reviews agreed under the new appointment. For this year this included Procurement, Governance and Risk Management.</p>																					

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	<p>The document showed a detailed plan for 2019/20, and suggested areas for review for a further two years. These latter years include an annual slot for an integration project review should Project Red go ahead.</p> <p>The College agreed it would review again Health and Safety considering the work being carried out under the current HSG65 plan. Cyber security was in the headlines on the back of GDPR, and the college's wishes to review its preparedness for this as well as looking ahead to contract compliance being required in this area in future contract years under ISO27001 Information Security Standard.</p> <p>Noted that the College's subcontracting would fall below £100k de minimis limit for audit certification, so this won't be undertaken as the ESFA have required Colleges to do in previous years.</p> <p>Approved</p> <p><i>The Board formally approved the recommended Scrutton Bland – Internal Audit Services Strategic Plan for the 2019/20 academic period.</i></p>	
240	Letter of Representation	
	<p>Approved</p> <p><i>Formally approved as correct with no outstanding issues to be raised and signed off by the Chair of Corporation</i></p>	
241	Financial Statements Auditors Management Report and North Kent College Financial Statements to Year Ended 31 July 2019	
	<p>The Chair of Audit Committee presented the Management Report and drew the Board's attention to the pertinent points around the pension liabilities.</p> <p>The Board were advised that the accounts were the finalised audited figures for the College up to 31st July 2019. The accounts presented to the Audit Committee in November had a couple of disclosures outstanding which had been resolved and included:</p> <p>The final ESFA funding reconciliation confirming the income due to the College from the ESFA for the year ended 31 July 2019.</p> <p>Buzzacotts would require that the Corporation Board confirmed in the letter of representation that general and specific matters relating to the financial statements in line with International Standards on Auditing.</p> <p>Buzzacotts also required confirmation prior to the sign off the financial statements that there were no significant events which had taken place since their audit took place which would have an impact on the financial statements. The statutory accounts follow a prescribed sector format and follow UK accounting rules under FRS102. FRS102 takes account of the non-cash adjustments for Local Government Pension Scheme.</p> <p>The overall College financial health had been maintained as a very strong 'good'.</p>	

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	<i>Formally Approved</i> <i>The Board formally approved the Management Report for 2018/19 and agreed that the Chair of Corporation and Principal formally sign off the Financial Statements for the Year ended 31 July 2019.</i>	
242	SEARCH, GOVERNANCE & REMUNERATION COMMITTEE REPORT	
242	Search, Governance & Remuneration Committee Minutes 14 November 2019	
	Mr Gurney presented the minutes of the meeting held 14 November 2019.	
243	Search, Governance & Remuneration Committee Terms of Reference – Annual Review	
	<i>Approved</i> <i>The Board formally approved the revised and updated terms of reference subject to a few minor amendments being incorporated.</i>	Clerk
244	<i>Board Membership & Committee representation</i>	
	<p>The Board were briefed of the resignation of Mrs Anita Glover and the changes to the Search, Governance & Remuneration Committee with Mr Gurney stepping down as both Chair and member of the Committee.</p> <p>Noted that recruitment was currently underway with the first steps of advertising for new members due to go live imminently.</p> <p><i>Approved</i></p> <p><i>Search, Governance & Remuneration Committee</i></p> <p><i>Mr David Martin appointed as Chair of the Search, Governance & Remuneration Committee and Dr Richard Longman as a member with immediate effect.</i></p> <p><i>SPH Performance Review Panel to consist of Chair of Audit, Chair of Search, Governance & Remuneration and the Chair of Corporation Committee.</i></p>	
245	Corporation Board Standing Orders and Code of Conduct	
	<p>The Board received the revised and updated Standing Orders and Board Code of Conduct for consideration.</p> <p><i>Approved</i></p> <p><i>The Board agreed to formally approve the documents as recommended by the SG&R Committee subject to several amendments being made as discussed and agreed.</i></p>	
246	AOC - SPH Remuneration Code	
	The AoC SPH Remuneration Code which came into effect in December 2018 had already been shared with the Board but was not formally adopted by the Corporation Board. The document was now being brought	

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	<p>to the Board along with the draft North Kent College SPH Remuneration Code Statement for the 2018/19 period.</p> <p>As a recap and background information on the code, the AoC Governors' Council was established in 2008 "to develop and use the experience and expertise of governors, to represent their views in the formulation of AoC policy and to promote best practice in college governance".</p> <p>Adopted – 5.12.19</p> <p>Formally adopted by the Corporation Board as of December 2019.</p>	
247	Draft – The North Kent College - College's Senior Post Holder Remuneration Code: Annual Statement to the Corporation Board	
	<p>The Remuneration Code required the Search, Governance & Remuneration Committee to produce an annual statement on SPH remuneration and for the statement to be approved by the Corporation Board for publication on the College website.</p> <p>The information required in the statement is as follows: (See the AoC SPH Remuneration Code)</p> <ol style="list-style-type: none"> 1. <i>Terms of Reference</i> 2. <i>Remuneration Committee Membership</i> 3. <i>Number of meetings held and attendance</i> 4. <i>College KPI's and strategic objectives</i> 5. <i>Statement on staffing structure and outsourced contracts i.e. cleaning, security catering</i> 6. <i>Market comparators – i.e. how does the committee/corporation compare remuneration packages - AoC Salary Survey; local and national benchmarking with comparable institutions; skills and expertise; individual performance</i> 7. <i>Reward proposals for SPH's – this is the same for the whole college</i> 8. <i>Size and complexity of the College</i> 9. <i>College objectives in relation to diversity of the workforce</i> 10. <i>College financial position – End of Year Financial statements and ESFA – Good</i> 11. <i>How is bonus pay awards made and cost to the College</i> 12. <i>External appointments – NLFE</i> 13. <i>Severance payments – n/a</i> <p>Formally approved subject to a couple of requested amendments.</p>	
248	Draft SPH Remuneration Policy	
	Approved	

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	<i>For Board formally approved the proposed new policy in respect of SPH Remuneration as recommended by the Search, Governance & Remuneration Committee.</i>	
249	Any other Business	
	Mr Mephram was thanked for attending the meeting and asked for his comments in respect of the proceedings. He responded by welcoming the opportunity to attend the Board meeting as an observer which had given him an insight into the operation of the Board, the flow of the meeting and the context of the papers; different dynamics brought to the meeting; robust challenge by governors particularly in areas where they held specific individual expertise on a matter.	
19.36hrs	Mr Mephram excused from the meeting	
	CONFIDENTIAL – Part 2 Business	
250	Project Red update	
252	SPH Performance Review and Confidential discussions	
	The Principal, Clerk to the Corporation, Deputy Principal Curriculum and Deputy Principal Finance & Resources and Staff governor excused from the meeting. Agreed that the Chair of the Board would take minutes of the confidential discussions to take place.	
253	Meeting evaluation	
	Comments to be submitted to the Clerk to the Corporation.	
254	Date and Time of the Next Meeting	
	The next meeting of the Corporation Board will be Thursday 16 th January 2020 at 5.30pm. The meeting closed at 19.58hrs. MINUTES AGREED AS BEING A TRUE AND ACCURATE RECORD SIGNED _____ DATE _____	