



### **Corporation Board Meeting 5**

#### **PART 1 MINUTES – NON-CONFIDENTIAL PUBLIC RECORD**

#### **Board Minutes of meeting held 20 January 2022 at 17.30hrs TEAMS MEETING**

#### **Present**

Mr K Norman	Chair of Corporation
Mr T Biring	External Governor
Mrs S Davies	External Governor
Mr D Gleed	Chief Executive Officer/Executive Principal
Mrs M Chandler	External Governor
Mr J Gurney	External Governor
Mrs S Henwood	External Governor
Mr L Jones	External Governor
Miss M Sahota	External Governor
Dr R Longman	External Governor
Mr S Matthews	External Governor
Mr D Martin	External Governor
Dr S Hubble	External Governor
Mr C Manley	Staff Governor
Ms J Williams	Student Governor
Mr J Wilcox	Student Governor

#### **In Attendance**

Mr L Jenkins	Deputy Chief Executive
Ms R Hughes	Deputy Executive Principal -Teaching, Learning & Improvement
Mrs Y Hughes	Clerk & Governance Advisor to the Corporation
Mr M Andrews	Deputy Executive Principal - Strategy and Development

<b>Minute no</b>	<b>Agenda Item</b>	<b>Action By</b>
<b>589</b>	<b>Opening of Meeting and Apologies for Absence</b>	
	The Chair of Corporation opened the meeting at 17.32hrs by welcoming all present.  <b>Apologies</b>  Apologies received from Mr Nicholas Smith – Staff Governor. It was noted for the record that the meeting was quorate.	
<b>590</b>	<b>Declarations of Interest</b>	
	There were no new or other additional declarations of interests recorded other than those already held on the register.	

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591	<b>Corporation Board Minutes – 9 December 2021</b>	
	<p>The Corporation Board received the pre-circulated minutes of the meeting held on the 9 December 2021.</p> <p><b><i>Formally approved.</i></b></p> <p><b><i>The Board formally approved the Part 1 Corporation Board minutes of the meeting held on the 9 December 2021.</i></b></p> <p><b><i>The Board formally approved the Part 2 Confidential Minutes of the meeting held 9 December 2021.</i></b></p> <p><b><i>Chair of Corporation to sign off the hard copies of the minutes.</i></b></p>	
592	<b>Board and Committee - Actions Register to January 2022</b>	
	<p>The Board received the updated outstanding actions register up to January 2022. Governors were advised that the FE/HE schedule of acronyms was now available under the Documents section on iBabs under sub section 1d.</p> <p><b><i>The Board received and accepted the actions register as circulated.</i></b></p>	
593	<b>SAR – North Kent College Self-Assessment Report for the 2020/21</b>	
	<p>The Chair opened discussions on the College SAR for 2020/21 and explained that two governors had provided commentary on the document via iBabs which had been noted.</p> <p>The Chair formally thanked the Deputy Chief Executive and staff for their work in pulling together the report which was a very comprehensive document.</p> <p>The Deputy Executive Principal/Teaching, Learning &amp; Improvement presented the draft SAR and formally thanked Mr Martin for his valuable input and commentary on the draft document. She explained that the document would continue to evolve over the years and clarified that it now encompassed all four colleges and would require further work to avoid repetition.</p> <p>The Deputy Executive Principal thanked the Chair and Dr Longman for their comments and proposed amendments as recorded within the annotations on iBabs.</p> <p>The Deputy Executive Principal referred the Board to Page 6 which related to the data and College structure as well as Learner numbers and explained why these figures did not add up . She provided an in-depth explanation on how the data in this section was collated and agreed that further work was required and had therefore asked the MIS team to look at how the data could be presented so that it was easily understood by readers.</p> <p>The Board received an explanation on the Ofsted Inspection Framework which covered the key themes as follows:</p> <ul style="list-style-type: none"> <li>• Personal Development</li> <li>• Individual Learner Programmes</li> <li>• Behaviour &amp; Attitudes (Attendance)</li> </ul>	

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	<p>The Deputy Executive Principal went through the SAR Ofsted Summary Judgements which also provided the Board with historical gradings and those for 2020/21.</p> <p>The Board went through the Overall Combined Campus gradings and the gradings for each campus individually.</p> <p>Overall Combined Grading</p> <table><tr><td>Overall Effectiveness</td><td>Good</td></tr><tr><td>Quality of Education</td><td>Good</td></tr><tr><td>Safeguarding</td><td>Effective</td></tr><tr><td>Effectiveness of Leadership &amp; Management</td><td>Good</td></tr><tr><td>Behaviour &amp; Attitudes</td><td>Good</td></tr><tr><td>Personal Development</td><td>Good</td></tr></table> <p>The Chair commented that in future years if one of the Colleges were at odds with Dartford &amp; Gravesend it would be useful to be provided with a summary to highlight why this was the case and thanked the Deputy Executive Principal for her explanation on Leadership &amp; Management.</p> <p>Mrs Henwood commented that she had found the SAR enormously useful and the background information on the Colleges but remarked that on wider point that pre Covid the College was graded as Good and wanted to know if the league tables/outcomes came through in the next year whether as a whole combined college whether North Kent College ranking in the league tables would decline and what preparation the College was putting in place to address this. Mr Martin commented that internally the College understood their overall position well but that externally the College was no longer the same entity with the acquisition of Hadlow College and Tonbridge College but that North Kent College historical position in the league tables would be taken into consideration and to remember that the Ofsted Monitoring Visit that had taken place as well as the FE Commissioner’s letter had already recognized the progress that was being made. He further elaborated on the outcomes of the league tables and that these may well be affected and would be poorer and that this had to be recognized and that strategies were in place to address this. Mr Martin felt that the College had been open and honest in their self-assessment grades.</p> <p>Governors discussed the overall gradings and accepted that work was already underway on the identified areas for improvement and received further explanations from the Deputy Executive Principal about the gradings and improvements that had already been made since September 2021 and spoke at length about the strategies that were now in place to address areas of poor attendance. The Deputy Executive Principal further reminded the Board that the SAR for 2019/20 had been written for each individual College and that Hadlow College and Tonbridge College SAR’s had been written for a period prior to acquisition and that the gradings provided within those SAR’s at the time had not been accepted by the Board or the SLT. The SAR’s for 2019/20 in respect of Hadlow College and Tonbridge College had therefore been received by the Board for information purposes only. The Deputy Executive Principal - Strategy and Development highlighted the point that SLT and staff had been through the SAR in extensive detail and considered the gradings and that the table accurately reflected</p>	Overall Effectiveness	Good	Quality of Education	Good	Safeguarding	Effective	Effectiveness of Leadership & Management	Good	Behaviour & Attitudes	Good	Personal Development	Good	
Overall Effectiveness	Good													
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	<p>where the College's were at the end of July 2021. The CEO expressed his concerns with the points raised around the gradings and stated that although the gradings in the report were important but even more so was the areas that had been identified for improvement.</p> <p>Ms Davies stated that she had found the SAR very useful and asked what now happened to the document. The Deputy Executive Principal explained that the College had the Quality Improvement Plan (QIP) which captured the areas for improvement and where they were not covered in the QIP disseminated and addressed by the relevant departments.</p> <p>The Board having reviewed and considered the Draft Self-Assessment Report requested that the proposed amendments logged on iBabs and during the meeting be implemented prior to the Final Version being circulated.</p> <p><b>Approved</b></p> <p><b><i>The Corporation Board formally approved the North Kent College Self-Assessment Report for 2020/21.</i></b></p>	
594	<b>Teaching &amp; Learning Report – January 2022</b>	
	<p>The Deputy Executive Principal/Teaching, Learning &amp; Improvement presented the Teaching &amp; Learning Report covering the following key areas:</p> <ul style="list-style-type: none"> <li>• Teaching &amp; Learning update</li> <li>• Teaching &amp; Learning Coaches</li> <li>• Lesson Observations</li> <li>• Continued Professional Development/Training</li> <li>• Ofsted Visit</li> <li>• Staff Development Day</li> <li>• Mental Health</li> <li>• Student Survey</li> </ul> <p>Governors asked who Ray Biglin was and it was explained that he was an ex-Ofsted Inspector who had visited the College on a consultancy basis to carry out moderation visits on Teaching Observations across all four College campuses. It was noted that his feedback had been very useful.</p> <p>The Deputy Executive Principal explained that ordinarily the Teaching &amp; Learning Policy would come to the Board for formal approval on an annual basis however due to a matter that had arisen there was now the need to make a minor amendment to the Teaching &amp; Learning policy prior to the next review date and asked whether the Board would consider receiving an addendum of the proposed amendment for consideration.</p> <p><b><i>Action – The Board agreed that the Deputy Executive Principal be authorised to make the suggested amendment to the Teaching &amp; Learning Policy and that the document be shared with the Board. (Post Meeting note – no amendment to be made to the Teaching &amp; Learning Policy)</i></b></p> <p>Ms Williams – Student Governor posed a question in relation to the Staff Development Day scheduled to take place on the 9 February 2022 and asked whether this would result in her losing teaching/learning hours. The Deputy Executive Principal explained that it would not and that staff development days</p>	Dep Exec Principal

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	were planned prior to learner timetables being confirmed at the start of the year to ensure all learners received the required teaching hours over the academic period.  <b>Received</b> <b><i>The Corporation Board received the Teaching &amp; Learning Report.</i></b>	
	<b>Finance</b>	
<b>595</b>	<b>Monthly Management Accounts – Part 2 Confidential</b>	
<b>596</b>	<b>Health &amp; Safety Policy - Review</b>	
	The Deputy Chief Executive presented the updated Health & Safety Policy which was presented with the track changes for ease of references to any amendments that had been made.  <b>Approved</b> <b><i>The Corporation Board formally approved the updated Health &amp; Safety Policy.</i></b>	
<b>597</b>	<b>Treasury Management Policy - Review</b>	
	<p>The Deputy Chief Executive presented the updated Treasury Management Policy and commented on the main changes within the policy.</p> <p>Dr Longman and the Chair had submitted a query via iBabs prior to the meeting as detailed below:</p> <p><i>What is the distinction drawn between a cash balance and a surplus cash balance? There is a balance to be struck between maintaining healthy reserves and applying surplus cash to spending that benefits the college's learners. Is there any notional level (e.g., as % of turnover or overall valuation) above which reserves should not be allowed to accumulate?</i></p> <p><i>The Deputy Chief Executive explained that - A cash balance was the value at any time, the surplus was if not required per se in the overall daily need. There were no rules on Dr Longman's second point like any business, and the College balance means the College don't have an overdraft saving the College around £25k a year in costs, but also allowed the College not to use financing for capital investment. Clearly as a business the College must be cash generating when looking at all the ins and outs which would be an issue for the ESFA in financial planning and would be questioned why the College would run down without some clear reason. It helped to provide the College with good financial health and provided resilience. The Deputy Chief Executive added that he knew charities had something around limits but as the College was not in that category.</i></p> <p><i>Dr Longman commented that he had the charity rules in mind in asking the question, whilst recognising that NKC was not a registered charity. He was also thinking about the view that might be taken by an external funder (e.g., Government) in considering bids for funding. If part of their assessment involved looking at the balance sheet, there might be situations where they could say "it doesn't look like you need our money".</i></p> <p><i>The Deputy Chief Executive stated it was a fair point but explained that the College still had an £8m mortgage so in reality it secured that until 2032. He further explained that this was why Lloyds gave the College such a low mortgage rate and reminded governors that they may remember back in 2019 knowing the College would deposit any treasury deposits with them. The College used that argument when applying for</i></p>	

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	<p><i>the Getting Building Fund and, for the justification for the original sale at Dartford , back then it was £10m. The College also had the supposed pension deficit on local government an item that a charity wouldn't have.</i></p> <p><i>The Chair asked what was considered "Material". The Deputy Chief Executive explained that at the time the College looked at an opportunity at another bank, but the initial deposit couldn't be guaranteed, and as a result even a small extra return which (it's been 3 years) was only say 0.5% better but with this risk wasn't worth the trouble. That was before the bank base rate dropped to 0.1%.</i></p> <p><i>Up to taking over Hadlow and Tonbridge the College just used Lloyds rates for deposits but with expected large fluctuations on the then deficit and capital programme due to the takeover the College withdrew it all. The College did not hold an overdraft. Now that the College were through the worst of things, they could look again but with Lloyds, but nothing spectacular until a rate rise.</i></p> <p><b>Approved</b>  <b>The Corporation Board formally approved the updated Treasury Management Policy.</b></p>	
598	<b>Data Protection Policy - update</b>	
	<p>The Deputy Chief Executive presented the updated Data Protection Policy and explained that with the College gaining additional campuses, focus had been on harmonising policies and practices to create a standardised approach to data protection compliance.</p> <p>The NKC Data Protection Policy had therefore been reviewed to ensure its continued legislative compliance and to ensure that it reflected the new wider College structure.</p> <p>The Chair commented on the frequency that the policy was reviewed which was currently set to be reviewed every 36 months. It was explained and agreed that review of the policy would be brought forward if required or as and when legislation changed.</p> <p>Mrs Chandler commented on the reference to EU and UK Law and stated that she did not feel that this reference was required as the UK was no longer within the EU. It was agreed that this reference be amended.</p> <p>Dr Longman asked if further explanation should be given within the policy as to why certain data was collected on page 34 and 35 of the policy. The Deputy Chief Executive explained that this list was to cover all forms of information that the College could collect but did not mean that the College did. Discussions took place and it was agreed to cover all eventualities that the list should be retained as it currently stood.</p> <p>The Chair further asked whether the policy had been subject to legal review. The Deputy Chief Executive explained that the policy was looked at by an ex-staff member who worked for the previous college and taught in this subject. She went on to an East Kent Council as their DPO last Summer and who gave the policy a thorough review, which was very comprehensive, and added to our own knowledge. The Deputy Chief Executive confirmed that the College had not had the policy reviewed by a separate lawyer as a result.</p>	

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	<p>Most of the policy updates were enhancements, the underlying legislation hasn't changed although government departments had.</p> <p><b>Approved</b>  <b><i>The Corporation Board formally approved the updated Data Protection Policy.</i></b></p>	
599	<b>Governance Report – January 2022</b>	
	<p><b>The Clerk &amp; Governance Advisor to the Corporation presented the Governance Report which covered two fundamental governance matters for the Boards consideration which related to:</b></p> <p>Section 1 - Governance Codes – The Board are provided with the background information on the AoC English Code of Good Governance and comparative information on other codes used in the sector for information purposes. This report is not intended to be exhaustive but provided to ensure that the Board are fully appraised on the differences in the 3 codes used within the FE/HE sector and furthermore the reporting criteria in each case.  Appendix 1 – Revised Code  Appendix 2 – Compliance Checklist against the Code</p> <p>Section 2 – DfE Interim Governance Guidance</p> <p>Section 3 – Upcoming briefings/Governor Training</p> <p>Governance Codes  The Clerk explained to the Board that the report provided a detailed description of the various codes used in the sector and how these differentiated to equip the board with the relevant information to be able to make an informed decision.</p> <p>The recommendation put to the Board for consideration was that the Board formally adopt the reviewed AoC Code of Good Governance because this governance code was specific to the FE sector but did bring with it a far more comprehensive set of compliance requirements.</p> <p>Governors asked why the Board should adopt a code that was so stringent when the UK Corporate Code of Governance and the Charity Code of Governance did not appear to have as many requirements. It was explained that the broad comparative overview of the Codes set out in the report highlighted that, while there were some similarities between the Codes, there were also clear differences which, depending on the specific circumstances and priorities of the college, would have a bearing on which Code was best suited to the college going forward. The code with the best fit for the College although a challenging one was the AoC Code of Good Governance, and the compliance checklist covered all aspects of good governance within the FE Sector which would be particularly relevant when conducting the Corporation Self-Assessment which was covered under Section 2 of the report.</p> <p><b>Formally adopted</b>  <b>The Corporation Board formally adopted the AoC Code of Good Governance with effect from January 2022, The Board would be required to comply or</b></p>	

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	<p><b>explain whether they had met the compliance checklist as circulated within their Annual Members Report and Financial Statements.</b></p> <p><b>Section 2 - DfE Interim Governance Guidance</b></p> <p>The Clerk explained to the Board that the draft interim guidance was published in November 2021 and was being brought to the Board so that the next steps in preparing to meet the requirements set out in the Skills for Jobs White Paper can be put in place by the Board. The report provided detail around the new requirements on Corporation Boards which would come into effect in 2020/21 academic period.</p> <p><b>Agreed</b>  <i>Having received the DfE Interim Governance Guidance - Skills for Jobs White Paper published January 2021 - It was proposed that the Search, Governance &amp; Remuneration Committee be tasked with the planning and preparation of the external governance review to be undertaken by the Board in 2022/23. The Corporation Board would need to complete a self-assessment exercise by June 2022 so that the outcome of the internal assessment was considered and approved by the Corporation Board at the September 2022 board meeting. The findings from this review must be included in the Annual Members Report and Financial Statements for the Year Ended 31.7.2022.</i></p> <p>The Chair invited governors who were not already members of the Search, Governance &amp; Remuneration Committee to participate in this exercise. Governors to contact the Clerk should they wish to join the working group.</p> <p><b>Section 3 – Governor Training</b></p> <p>The Clerk referred to the schedule of external training available to them and asked that they notify her to arrange the relevant bookings.</p>	
<b>600</b>	<b>Any other Business</b>	
	The Chair advised the Board that it was Mr Steve Matthews last meeting with the Corporation and formally thanked Mr Matthews for his valued time and contribution to the Board.	
<b>601</b>	<b>Meeting Evaluation</b>	
	Governors were asked to complete the evaluation form using the FORMS link which had been distributed to all concerned.	
<b>602</b>	<b>Confidential Part 3 Business – Staff and Student Governors were excused from the meeting.</b>	
	<b>Chief Executive Report – Part 3 Strictly Confidential – Not for Public Record/Staff or Student due to commercial and personal sensitivity</b>	
<b>603</b>	<b>Date and time of the next meeting</b>	
	<p>The next meeting of the Corporation Board Thursday 20 January 2022 at 17.30hrs.</p> <p>The meeting closed at 19.40hrs.</p> <p><b>MINUTES AGREED AS BEING A TRUE AND ACCURATE RECORD</b></p>	



