



### **Corporation Board Meeting 3**

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

#### **Board Minutes of meeting held 14 December 2023 at 17.30hrs TEAMS Meeting**

#### **Present**

Mr K Norman	Chair of Corporation
Mr D Gleed	Chief Executive Officer/Executive Principal
Mr J Gurney	External Governor
Ms. S Henwood	External Governor
Dr R Longman	External Governor
Dr S Hubble	External Governor
Mr M Jenkins	External Governor
Mr L Jones	External Governor
Ms. H King	External Governor
Mrs I Redman	External Governor
Mrs E Cosby	External Governor
Mr N Smith	Staff 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

<b>Minute no</b>		<b>Action By</b>
<b>881</b>	<b>Opening of Meeting and Apologies for Absence</b>	
	<p>The Chair of Corporation opened the meeting at 17.30hrs by welcoming all present.</p> <p><b>Apologies</b></p> <p>Apologies received from Miss Niamh Langan, Ms Nikki Moore, Mrs Karen O'Brien, Mr Teja Biring, Mr David Martin and Mr Mark Andrews member of the SLT.</p> <p>Mr Jenkins notified the Chair that he would need to excuse himself from the meeting at 19.00hrs.</p> <p>It was noted for the record that the meeting was quorate.</p>	
<b>882</b>	<b>Declarations of Interest</b>	
	There were no further amendments or new declarations of interest declared other than those already registered.	

<b>883</b>	<b>Corporation Board Minutes – Meeting 2<sup>nd</sup> November 2023</b>	
	<p>The Corporation Board received the pre-circulated minutes of the meeting held on the 2 November 2023.</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 2 November 2023.</i></b></p> <p><b><i>The Board formally approved the Part 2 Confidential Minutes of the meeting held 2 November 2023.</i></b></p> <p><b><i>The Board formally approved the Part 3 Strictly Confidential Minutes of the meeting held 2 November 2023 and circulated under separate cover as a true and accurate record.</i></b></p>	
<b>884</b>	<b>Actions Register</b>	
	The Board received the updated actions register and it was noted that there were no outstanding actions points to be raised.	
<b>885</b>	<b>Chief Executive Report – December 2023</b>	
	<p>The Chief Executive presented his Chief Executive Report to December 2023 which was a comprehensive update on progress against the Strategic Plan. The Chief Executive explained that this was the 7th review of the strategic plan which was now coming towards the end. It was noted that at this point that 22 of the 31 points had now been concluded.</p> <p>19 were now completed and achieved. One although completed was slightly below the set target in terms of employer satisfaction, but it was still higher than ever before. Two objectives couldn't be achieved of which an explanation was provided in the report of which one was due to government policy around curriculum reform and the other one to do with energy prices and the effect that had on the surpluses and the deficit position.</p> <p>The Chief Executive invited questions from the Board. The Chair welcomed the very concise report which gave governors a good understanding on the objectives that had been achieved and an explanation where they were not achieved.</p> <p>Mrs Cosby sought clarification to better understand the employer satisfaction outcomes and asked if the college had not quite reached the 90% target set what some of the reasons given by employers had been. The Chief Executive stated that it was a good point to raise and explained that it was often to do with apprentices and the engagement with them. The Chief Executive explained that this was a three-part relationship of which the College as the training provider that had an apprentice attend one day a week, the apprentice themselves and then the employer who the apprentice was with for four days a week. Sometimes the employer was not happy with the apprentices which then reflected on the College but remembering that the employer hired the apprentice in the first place. Therefore to attribute criticism to the College was not always fair but often the consequence of running such a survey. It was further explained that there were also instances where the apprentice completed their training with an employer and then moved onto a new employer which often caused negative feedback but</p>	

unfortunately there was nothing that the College could do to alter the decisions that a successful apprentice decides upon.

Mrs Cosby referred to the response rate stating that in her opinion it was a very good response rate but asked of those that did respond whether they generally provided feedback. The Chief Executive explained that it was hard work in getting employers to respond to employer satisfaction surveys and that the College have tried many different routes to get feedback as it was genuinely important to the College. The feedback from employers was very valuable to the College so every effort was made to encourage employers to respond.

Ms King commented that she thought that it was incredible what had been achieved over the period and stated that she felt that the objectives and targets were stretching targets and that the College had done extremely well in achieving them. Her question was more about the future and the uncertainty around finances and asked when the next strategic planning period would commence.

The Chief Executive explained that the new Strategic Plan would commence in the summer and stated that there was quite a significant change particularly with the current Chair of Corporation retiring in May 2024 and that the next strategic plan for the college with the new Chair and discussion with the Board as to the length of the new strategic plan but also bearing in mind that education policy was very fluid. The Chief Executive also alluded to the general election due in 2024 and stated that the two main political parties had different views on Further Education which would also have an impact on future strategic planning.

Mrs Redman echoed the point raised by Ms King and referred to employer satisfaction rates and asked what the response rates were. It was explained that more than 50% would respond and provided details of how this was achieved but added that ideally the College would prefer to have an 80 to 90% response rate.

Mr M Jenkins referred to the new strategic plan and how that was currently going to mirror the start of a new Chair and asked whether the board should consider aligning futures strategic plans so that they overlapped the tenure between the chairs of corporation so that when there was a change in these positions that the new chair was inheriting the end of a strategic plan to assist in the setting of a new strategic plan. The Chief Executive agreed that this was a very valid point and added that ultimately it was for the Board to determine the length of the strategic plan and what they want to achieve and that there would be a lot of sense in terms of that approach. Naturally, if the appointment of the Chair was an internal one i.e. an existing member of the Board that they would have the experience of running with the existing strategic plan albeit not in the role of Chair.

The Chair welcomed the positive comments and feedback made on the Strategic Plan update and stated that in terms of what had been achieved during the past two and half years the Chief Executive and Senior Leadership Team had done extremely well particularly when considering the challenges during a period of tremendous transformation in bringing together a much larger college and formally congratulated them on these remarkable achievements.

***The Corporation Board welcomed the Chief Executive report on progress against the Strategic Plan and the tremendous progress that had been achieved.***

17.47hrs	<b>Miss Sahota joined the meeting</b>	
886	<b>Part 2 – Confidential Business – Commercially Sensitive Monthly Management Accounts – December 2023</b>	
887	<b>Part 2 – Confidential Business – Commercially Sensitive Monthly NKC Financial Re-forecast December 2023</b>	
888	<b>Health &amp; Safety Report &amp; Action Plan December 2023</b>	
	<p>The Deputy Chief Executive presented the latest Health &amp; Safety Report and Action Plan.</p> <p>The report provided the latest update on progress against the current NKC Health and Safety Management Plan which was first introduced in 2021. Most of the actions had now been completed however a small number remained outstanding due to ongoing pressures on staff resources impacting availability for training. Completion of most of the outstanding actions was expected by the end of January 2024 and two by July 2024 due to the unexpected scale of the tasks.</p> <p>The Deputy Chief Executive explained that the biggest area of continued work was training and making sure that staff were up to date, using SafetyMedia, which was the College online portal. Governors were provided with an insight around staff training and the need to ensure that all managers were up to date with the required training specific to their areas of work. It was also noted that the Audit Committee received regularly updates on the progress made against training requirements.</p> <p><b>Confidential Part 2 Business – This section was deemed confidential and therefore recorded as Part 2 Business.</b></p> <p>The Chair thanked the Deputy Chief Executive for the report and update against the action plan and stated that he would prefer that the reports continued to be made to the board on a termly basis particularly in light of the actions register and the actions that were RAG rated as amber.</p> <p><b><i>Received</i></b>  <b><i>The Board received the Health &amp; Safety Report and the Progress against the Action Plan and would receive the next update in March 2024.</i></b></p>	
889	<b>Minutes of the Audit Committee meeting held on the 23 November 2023</b>	
	<p>Mr Jones presented the Draft Audit Committee minutes of the meeting held on the 23 November 2023. Mr Jones reported that the Internal Audit Services and Financial Statement Auditors had no concerns that they wished to raise within the Confidential section of the meeting.</p> <p><b><i>Accepted</i></b>  <b><i>The Board accepted the draft Audit Committee minutes of the meeting held on the 23 November 2023.</i></b></p>	
890	<b>Audit Committee Terms of Reference – Annual Review</b>	

	<p>Mr Jones presented the amended and updated Audit Committee Terms of Reference and stated that there had been minor amendments to the document as noted in the executive summary which included an additional point within the responsibilities of the committee to ensure that the terms of reference were future proofed.</p> <p><b>Approved</b></p> <p><b><i>The Board formally approved the revised Audit Committee Terms of reference as recommended by the Audit Committee.</i></b></p>	
891	<b>Audit Committee Self-Assessment 2022/23</b>	
	<p>The Audit Committee had conducted a committee self-assessment for the year ended July 2023 of which the report and findings were presented to the Board.</p> <p><b>Accepted</b></p> <p><b><i>The Board accepted the Audit Committee Self-Assessment report for the year ended 2022/23 and noted that none of the findings within the Stone King External Governance review were included within this assessment</i></b></p>	
892	<b>Internal Audit Services- Scrutton Bland – Annual Audit Report for the Year Ended 31 July 2023</b>	
	<p>Mr Jones presented the Annual Audit Report for the Year Ended 31 July 2023 as prepared by Scrutton Bland. Mr Jones stated that in terms of the internal audits conducted against the IAS strategic plan for 2022/23 that these were completed except for the Health &amp; Safety audit which was moved into the 2023/23 period.</p> <p><b>Approved</b></p> <p><b><i>The Board accepted and approved the IAS Scrutton Bland Annual Audit report for the Year Ended 31 July 2023 as recommended by the Audit Committee.</i></b></p>	
893	<b>Annual Audit Committee Report to the Board and Chief Executive and Chief Accounting Officer for the Year Ended 31 July 2023</b>	
	<p>Mr Jones presented the Annual Audit Committee report to the Board. It was noted that the report must be approved by the Corporation Board prior to consideration of the FSA Post Audit Management Report and approval of the North Kent College Corporation Board Annual Financial Report for the period 1 August 2022 to 31 July 2023. Once formally approved by the Corporation Board the Chair of the Audit Committee will be asked to sign the master copy.</p> <p><b>Approved</b></p> <p><b><i>The Board formally approved and accepted the Annual Audit Committee Report to the Board and Chief Executive for the Year Ended 31 July 2023. It was noted that Mr Jones would sign off the master copy in the absence of Mr Gurney on 18<sup>th</sup> December 2023.</i></b></p>	
894	<b>Letter of Representation – Buzzacott</b>	
	<p>The Board were presented with the draft Letter of Representation which was in a standard form produced in draft for the College to sign off as the basis of the declarations as laid out in order for the College's External Auditors Buzzacott to</p>	

	<p>undertake their work and form an opinion of a true and fair view of the college accounts for 2022/23.</p> <p>If agreed, then this letter will need to be signed by the Chair of Governors in December after the account signing.</p> <p><b>Approved and Agreed</b></p> <p><b><i>The Board formally agreed the Letter of Representation as recommended by Audit Committee and to be signed by the Chair of Corporation.</i></b></p>	
895	<p><b>FSA – Buzzacott Post Audit Management Report for the Year Ended 31 July 2023, NKC Regularity Self-Assessment &amp; Fraud Questionnaire</b></p>	
	<p>The Deputy Chief Executive presented the Post Audit Management Report for the Year Ended 31 July 2023 which also included the NKC Regularity Self-Assessment Questionnaire and the Fraud Questionnaire. The post audit management report was prepared upon Buzzacott concluding their review of the documentation presented by the college in respect of the accounting statements as presented.</p> <p>The Deputy Chief Executive referred governors to page 194 of the agenda bundle which provided a summary on the outstanding items which needed to be completed before the accounts could be formally signed off. It was noted that the financial statement auditors would need the current monthly management accounts as presented to the Board on the 14 December which meant that this item had now been completed. In addition, the College is required to submit an RR14 which confirms that the balance within the financial statements was correct.</p> <p>It was also noted that the report accounted for the provisions, such as the energy costs and the dilapidations provision related to Thameside.</p> <p>Dr Longman referred to page 19 of the report and the appendix on the pension comparison and the reference to the salary increase of North Kent College being 1% compared to 3.47% elsewhere and asked how this reconciled with the pay increases awarded by the Board. The Deputy Chief Executive explained that it did not reconcile and that every three years the Local Government Pension Scheme for Kent calculated employer contribution rates under account rules and that they had to notionally try and calculate the college liabilities based on a 30-year average.</p> <p>Inflation rate pension increase would be so the actuaries up in Glasgow always seem to come up with a very, very high figure and traditionally have included 1%. It was therefore on the lower end of the other estimates but was a bit artificial.</p> <p>Dr Longman asked if the College maintained the 1% whether there was a risk that the College was understating the liability in the long run. The Deputy Chief Executive provided a detailed explanation on the pension liabilities which was accepted.</p> <p><b>Approved</b></p> <p><b>The Board formally accepted and approved the Post Audit Management Report for the Year Ended 31 July 2023.</b></p>	
896	<p><b>NKC Financial Statements &amp; Members Report for the Year Ended 31 July 2023</b></p>	
	<p>The Deputy Chief Executive presented the NKC Financial Statements &amp; Members</p>	

	<p>Report for the Year Ended 31 July 2023.</p> <p><b>Approved</b></p> <p><b>The Board formally accepted and approved the NKC Financial Statements &amp; Members Report for the Year Ended 31 July 2023. The Chair of Corporation and Chief Executive to sign off the accounts on 18<sup>th</sup> December 2023.</b></p>	
897	<b>NKC Business Services Account – Dormant</b>	
	<b>The Board formally approved the Statutory Declaration to Companies house confirming that NKC Business Services account was dormant.</b>	
898	<b>Risk Register – update</b>	
	<p>The Deputy Chief Executive presented the updated Risk Register as received by the Audit Committee. He explained that in relation the report itself that of the 54 risks that 22 had been completed with 32 remaining.</p> <p>The Chair spoke about the need for a more strategic focused risk register, and it was agreed that work would commence on the new risk register once the strategic plan had been agreed.</p> <p><b>Accepted</b></p> <p><b>The Board accepted the updated Risk Register.</b></p>	
899	<b>Policies – Gifts &amp; Hospitality Policy &amp; Whistle Blowing Policy &amp; Procedure</b>	
	<p><b>Approved</b></p> <p><b>The Board formally approved the updated Gifts &amp; Hospitality Policy and Whistle Blowing Policy &amp; Procedures as recommended by the Audit Committee.</b></p>	
900	<b>Draft Search, Governance &amp; Remuneration Committee minutes of the meeting held 16 November 2023</b>	
	<p>Ms Henwood presented the draft Search, Governance &amp; Remuneration Committee minutes of the meeting held on the 16 November 2023.</p> <p>The following business has been conducted during the meeting:</p> <ul style="list-style-type: none"> <li>• SPH 2022/23 Performance Reviews for the Chief Executive, Deputy Chief Executive, Deputy Executive Principal/Teaching, Learning &amp; Improvement and the Clerk &amp; Governance Advisor to the Corporation.</li> <li>• SPH 2023/24 Performance Objectives for the above SPH's (Senior Postholders) – please note that the above reports and supporting documentation are included under Item 19 of the Board agenda as Part 3 Confidential Business – SLT/Staff &amp; Student Governors will be excused from the meeting for this agenda item.</li> <li>• Stone King - Draft External Governance Review Report – the committee reviewed the draft report and compiled a response to the findings within the report which was submitted to Stone King on the 20.11.23. Final report to be submitted to the Board on the 5 December 2023 and will be reported to the full board on the 14.12.23.</li> <li>• Corporation Board Membership – Discussions took place around current membership and succession planning for the key roles.</li> </ul>	

	<ul style="list-style-type: none"> <li>• AoC Code of Good Governance</li> <li>• DRAFT - SPH Remuneration Statement 2022/23</li> </ul>	
901	<b>Stone King – External Governance Review Final Report</b>	
	<p>The Chair reported that the External Governance Review conducted by Stone King had now been concluded and their Final Report was presented to the Board for approval. It was explained that the report would also be taken to the January 2024 meeting where the Board would be presented with a draft Governance Action Plan based on the recommendations found within the report and it was acknowledged that due to time constraints there was probably not sufficient time to go through the report in detail at this point.</p> <p>The Chair stated that the report highlighted areas for further development and improvement which was accepted and that some of these actions would be and could be rectified quickly. One of the main criticisms was around board and committee meetings taking place via Teams and the view was that this was a Board decision but would be open for further consideration and discussion going forward. Mr Jones commented on the point raised around virtual meetings and asked whether consideration may be given to having alternate meetings face to face. The Chair agreed that if this concept worked for governors that a decision could be reached to hold termly face to face meetings or more frequently if that was the preference of the Board.</p> <p>Mrs Redman commented that it was one thing for them to point out these out, but it was another thing that we are living in a different environment, and a different world. The Chair accepted the point made and agreed that the Board held virtual meetings as this worked for governors particularly those who were based in London and would find face to face meetings difficult. Dr Longman stated that it would probably be worthwhile revisiting the timing of meetings to establish whether the day/time of meetings was in fact convenient for all concerned.</p> <p><b>Approved</b></p> <p><b><i>The Board formally approved the Stone King External Governance review report and agreed that the invoice received be processed for payment. The Board to review the report and draft improvement action plan in January 2024.</i></b></p>	
902	<b>Governance – Succession Planning – Chair/Vice Chair/Chair of Audit and Lead Governor Roles</b>	
	<p>The Chair presented the report on Governance Succession Planning which set out the current position in respect of membership and the fact that in May 2024 he would be reaching the end of his term of office alongside Mr Gurney current chair of the Audit Committee and Dr Longman.</p> <p>The Board were asked to submit their nominations of interest in the roles detailed within the report and that all governors were asked to respond to the Clerk &amp; Governance Advisor to the Corporation by no later than 10<sup>th</sup> January 2024.</p> <p>The Corporation Board are formally notified that invitations for self-nomination for the appointment of the successor of the postholders below is now open:</p> <p>1. Chair of Corporation</p>	



	<p>2. Vice Chair of Corporation</p> <p>3. Chair of Audit Committee</p> <p>4. Chair of Quality &amp; Standards Committee</p> <p>5. Seek confirmation from the current postholders of the Search, Governance &amp; Remuneration Committee and Estates Strategy &amp; Capital Projects Committee that they are content to continue in these roles going forward.</p> <p>6. Lead Governor for Equality &amp; Diversity</p> <p>7. Lead SEND/Higher Needs Governor</p> <p>8. Lead Governor for Careers (recommended within the Stone King Report)</p> <p><b>Action all Governors</b></p> <p><b><i>The Board were asked to submit their nominations of interest in the roles detailed within the report and that all governors were asked to respond to the Clerk &amp; Governance Advisor to the Corporation by no later than 10th January 2024.</i></b></p> <p><b><i>Clerk &amp; Governance Advisor to Corporation to distribute the report to all governors via email to ensure all governors had received and read the report for action.</i></b></p>	
903	<b>AoC – Association of Colleges – Code of Governance</b>	
	<p>The new Code of Governance was published on the 1st of October 2023 and the Search, Governance &amp; Remuneration Committee formally recommended that the Board adopt the new Code of Governance which would come into effect in 2024/25.</p> <p><b><i>Formally adopted.</i></b></p> <p><b><i>The Board formally adopted the new Code of Governance as recommended with the view to full implementation and compliance by 2024/25.</i></b></p>	
904	<b>Senior Postholders Remuneration Statement for the Year Ended 31 July 2023</b>	
	<p><b>Approved</b></p> <p><b>The Board formally approved the SPH Remuneration Statement for the Year Ended 31 July 2023. The SPH Remuneration Statement would be published on the College website as required.</b></p>	
907	<b>Any other Business</b>	
	<p>There was no other business raised. The Chair formally wished governors a Happy Christmas and excused the Staff Governors and members of SLT from the Part 3 Strictly Confidential section of meeting.</p>	
908	<b>Senior Post Holder Performance Management Reviews and Performance Objectives for 2024/25</b>	
19.48hrs	<b>Chief Executive Officer &amp; Clerk &amp; Governance Advisor to the Corporation were excused from the meeting.</b>	

	Date and time of the next meeting – Thursday 25 January 2024 at 17.30hrs	
	Meeting closed at 19.58hrs	