

CHAIR APPROVED

The Corporation of New College Durham

**Minutes of the meeting of the Corporation
held on 23 March 2023**

Present:

Christine Warren (Chair)	Ian Green
Andy Broadbent	Chris Patterson
Joy Brindle	Emily Baxter
Linda Wight	Megan Poole
Stephen King	Mark Gomersall
Allen Eccles	Davey Benson
Joyce Drummond-Hill (<i>remote</i>)	Ben Fisher (<i>remote</i>)

Apologies:

Nicola Watchman-Smith

In attendance:

Karl Fairley (Deputy Chief Executive)
Alison Maynard (Deputy Principal)
Paul Bradley (Chief Finance Officer)
Andy Stephenson (Vice Principal)
Adele Dowson (Vice Principal)
Colleen Peters (Vice Principal)
Peter Morrison (Vice Principal)
Caroline Winter (Head of Governance and Corporation Secretary)

Action

23/17 Chair's introduction and starred items

The Chair welcomed everyone and reminded members to declare their interests in any item of business to be discussed at the meeting. The following interests were noted:

- Paper D1 (Reappointment of Corporation Members) - Christine Warren, Joyce Drummond-Hill
- Paper D2 (Extension of Corporation Members' Terms of Office and Committee Composition) - Ben Fisher, Stephen King, Allen Eccles, Ian Green, Chris Patterson, Emily Baxter
- Paper D3 (Appointment of Chair designate) – Stephen King
- Paper D4 (Appointment of Co Vice Chair designates) – Ben Fisher, Stephen King, Ian Green

Stephen King joined the meeting at 4.06pm.

Members confirmed that they did not require any further discussion about the starred agenda papers C1, C2, C3, C4, C5, D2, D6, G, J, K and L.

23/18 Apologies for absence were received from Nicola Watchman-Smith.

23/19 Minutes of previous meeting (Paper A)

The minutes of the meeting held on 26 January 2023 (including confidential minute) were agreed as accurate and signed by the Chair.

23/20 Matters arising

23/06 – Strategic Review session - the Chair thanked governors for providing their views on potential format and content of the forthcoming strategic review, which had helped develop the plan for the day.

Andy Broadbent shared a draft programme for the day and outlined the proposed approach. Members noted the areas of focus for each discussion session, the proposed format and approach to governor and Senior Leadership Team (SLT) participation. Andy confirmed that the full suite of papers for the day including discussion questions would be issued a week in advance as governors had requested, to support their preparation and maximise input and discussion on the day. The overall aim of the day was to consider the key strategic issues facing the College and inform discussion on areas Corporation would be asked to consider in the coming months and the Chair emphasised the importance of obtaining governors' input into the future strategic direction of the College.

23/21 Principal's Report (Paper B)

The Principal briefed members about matters of strategic interest including the following: the March 2023 Budget including progress on devolution in other areas and an update on pay disputes across the public sector.

From a College perspective, members were updated on the Curriculum Planning process for 2023-24, Business Development activity in securing alternative sources of funding as ESF comes to an end, the application for indefinite FDAP, award nominations including the College's success in being shortlisted for six Educate North Awards, capital and estates projects and early indications of increasingly positive feedback from the staff survey. Members noted the senior appointments made since the previous report and were updated on forthcoming visits by Mary Foy MP and Helen Williamson (DfE/ESFA).

Members were pleased to see the progress on the College estate and welcomed the update on the curriculum plan in particular, which demonstrated how employers were informing the curriculum and the strength of employer engagement as identified in Ofsted's 'strong' judgement on skills.

Members noted the report.

23/22 Receipt of Committee minutes and verbal reports from chairs:

Audit Committee (Paper C1*) - the minutes of the meeting of 16 January 2023 were received. The Audit Committee Chair verbally updated on the meeting of 20 March 2023, at which the Committee considered two internal audit reports, both of which provided substantial assurance. Members noted the very positive outcome in relation to the Counter Fraud Data Analysis report which covered over £100m of College expenditure. All proposed recommendations from both audits were being actioned or had been completed.

Finance & Resources Committee (Paper C2*) – the minutes of the meeting of 8 February 2023 were received.

Further Education Quality Curriculum and Students Committee (Paper C3*) – the minutes of the meeting of 16 February 2023 were received.

Higher Education Quality Curriculum and Students Committee (Paper C4*) – the minutes of the meeting of 2 March 2023 were received.

Search Committee (Paper C5*) – the minutes of the meeting of 14 March 2023 were received.

23/23 Re-appointment of Corporation members (Paper D1)

Christine Warren left the meeting and Linda Wight took the Chair.

Members noted that Christine’s term of office was due to expire on 31 March 2023, by which time she would have served eight years as a Corporation member. Members noted that the term of service for a governor would not usually exceed 8 years however there was provision in the Corporation Standing Orders as set out in the paper, to extend this continuous service where this would ensure continuity to ensure the Board has members with the necessary skills.

Christine is happy to serve another year to allow for continuity and to support succession planning as the Board appoints a new Chair and Co Vice Chairs in the coming months. After due consideration members agreed to appoint Christine for a further one-year period to 31 March 2024, to ensure continuity of skills and experience on the Board during this transitional period.

Christine Warren returned to the meeting and resumed the Chair. Joyce Drummond-Hill left the meeting.

Members noted that Joyce’s term of office was due to expire on 30 June 2023, by which time she will have served seven years as a Corporation member. Joyce is willing to serve a further term. The Search Committee had considered Joyce’s skill set and her

contribution to the Board as current Chair of Audit Committee and her service on a number of committees at different times, and recommended that her term of office was extended for a further 13-month period to coincide with the end of the next academic year.

After due consideration, members agreed to reappoint Joyce Drummond-Hill as a Corporation member to 31 July 2024.

Joyce returned to the meeting and members congratulated Christine and Joyce on their reappointments.

23/24 Extension of Corporation Members' Terms of Office and Committee Composition (Paper D2*)

Members reviewed Paper D2, and **agreed to extend the appointments of the following governors by one year to a four-year term:**

- a) **Emily Baxter to 1 November 2026**
- b) **Ian Green to 15 March 2026**
- c) **Stephen King to 31 July 2025**
- d) **Allen Eccles to 14 September 2025**
- e) **Ben Fisher to 31 July 2025**
- f) **Chris Patterson to 15 September 2026**

Members reviewed the current Committee Composition and **agreed that Chris Patterson should chair the Academy Sponsorship Committee in place of Linda Wight with effect from 1 April 2023.**

23/25 Appointment of Chair designate (Paper D3)

Stephen King left the meeting.

Christine Warren presented paper D3, which proposed the appointment of a Chair designate to allow time for induction and shadowing activity to take place before the expiry of the term of the current Chair and until a formal appointment is made to the role.

Members noted that Stephen King had been nominated for this role. After due consideration, **members appointed Stephen King as Chair designate until the formal appointment of a new Chair.**

Stephen returned to the meeting and members congratulated him on his appointment. Members noted that Stephen King's nomination for Co Vice Chair designate was withdrawn.

23/26 Appointment of Co Vice Chair designates (Paper D4)

Ben Fisher left the meeting.

Christine Warren presented Paper D4, which proposed the appointment of two Co Vice Chair designates to allow time for

induction and shadowing activity to take place before the expiry of the term of the current Vice Chair and until formal appointments are made to the roles. Members noted that Ben Fisher had been nominated as Co Vice Chair.

After due consideration, **members appointed Ben Fisher as Co Vice Chair designate until the formal appointment of Co Vice Chairs.**

Ben Fisher returned to the meeting. Ian Green left the meeting.

Christine Warren reminded members that the paper proposed the appointment of two Co Vice Chair designates to allow time for induction and shadowing activity to take place before the expiry of the term of the current Vice Chair and until formal appointments are made to the roles. Members noted that Ian Green had been nominated as Co Vice Chair.

After due consideration, **members appointed Ian Green as Co Vice Chair designate until the formal appointment of Co Vice Chairs.**

Ian Green returned to the meeting. Members congratulated Ian and Ben on their appointments.

23/27 Proposal to amend Students' Union Constitution (Paper D5)

The Corporation Secretary advised members that it was proposed to defer this item pending legal advice. It was noted that whilst an interview and selection process was currently used to appoint student governors in a number of other colleges, further investigation was required to establish whether this was possible in relation to the Students' Union President role.

Members agreed to defer the paper pending a further update from the Corporation Secretary.

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23/28 Committee Chair Role Description (Paper D6*)

Members reviewed the draft Committee Chair role description, which had been considered by and reflected feedback from the Search Committee and existing Committee Chairs.

Members approved the Committee Chair role description.

23/29 Accountability Agreement Update (Paper E)

Alison Maynard presented Paper E, which updated on the development of the New College Durham Accountability Agreement (AA).

Members noted the AA was a new DfE requirement which would be assessed prior to the College receiving its funding allocation.

The document would be endorsed by the Senior Leadership Team in advance of consideration by governors for approval with an aim to sign off at the Corporation meeting on 25 May 2023, and submit to the DfE by 31 May 2023. Alison advised that a second submission date of 31 July had been offered however the aim was that the College would submit by the end of May.

Alison confirmed that members would be provided with a copy of the draft for consideration and that in light of the journey that Corporation and the College had been on together, the content would be familiar and clearly aligned with the College strategy as shaped by governors, and the ongoing Ofsted journey. Members noted that the document would include a statement to be signed by the Chair and Principal on behalf of Corporation.

Alison updated on the work with the North East Automotive Alliance (NEAA) and the North East England Chamber of Commerce (NEECC) as the relevant Employer Representative Bodies (ERB), including review of the draft Local Skills Improvement Plans (LSIP). Alison outlined the proposed content of the AA as detailed in the report and emphasised the importance of the North East Institute of Technology and discussions with wider regional stakeholders to these plans. It was noted that governors would have the opportunity to review and discuss the document in detail at the members' briefing slot before the May Corporation meeting.

Members queried the value of the exercise in light of the College's existing strategic documents and Andy Broadbent confirmed that whilst future ESFA funding was dependent on its submission, the College was keen to ensure the AA provided the connection between the high level College Strategy and the 3-5 year curriculum plan. Members asked about the outcome of the process and any expectations around feedback on the documents. Andy advised that the position was not clear and the process was expected to be light touch in this first year, and also that the colleges involved in the pilot exercise had not received feedback on their documents. Governors commented on the importance of producing a strong document from the outset but with flexibility to adapt to the College's needs and any changes in DfE requirements. It was expected that the document would be part of the Annual Strategic Conversation with DfE in future and was the first part of the new accountability framework, the second part of which was the funding agreement as had previously been in place. The DfE agenda in introducing these changes was for colleges to use the framework to demonstrate consideration of LSIPs in their provision and delivery of the skills agenda. Members expressed concern that a document prepared to meet DfE requirements may not align with the College's own strategy to drive the organisation, however Andy confirmed that it was expected that governors would recognise the College's AA, which although consistent with the DfE guidance and structure, would tell the College's own story. Members noted that the final AA would be published on the

College website and that the guidance for producing the document and pilot examples were available on the governors' online portal.

Members noted the progress on the Accountability Agreement.

23/30 Partnership Update (Paper F)

This minute has been confidentially recorded under Minute 23/30(a).

23/31 Curriculum and Quality Monitoring Report (Paper G*)

Members reviewed Paper G, the Curriculum & Quality Monitoring Report which updated on activity across Term 1 and up to February 2023, as discussed at the recent meetings of the Further Education Quality Curriculum and Students Committee and the Higher Education Quality Curriculum and Students Committee.

Members noted the curriculum and quality performance across FE, Apprenticeships and HE.

23/32 Financial Monitoring to 28 February 2023 (Paper H1)

Paul Bradley presented the financial monitoring report to 28 February 2023. Members noted the forecast surplus for 2022/23 was £779,000 and the College was on course to maintain its financially outstanding rating.

Paul highlighted the inclusion of £48,000 funding for the T Level for Adults Pilot but advised that this was likely to be returned to the ESFA as no students had been allocated against the funding. Members noted the announced 2.2% increase in-year to Adult funding rates across all subject areas, estimated at an additional £79,466 which had not been included in forecasts. Funding for Bootcamps was now recorded in Adult Funding and it was forecast that the College would be £87,000 below target at the end of the year. Apprenticeship income and HE income were both in line with the Term 1 update. Staffing vacancies continued to contribute to the increase in surplus with an underspend of £232,000 but members noted an overspend in teaching departments due to external agency spend which was being addressed with budget managers. Staff contingency totalled £206,000 with £100,000 expected to be spent before the year end and the non-staff contingency was £264,000.

Members noted the financial position to the end of February 2023.

23/33 Financial Monitoring - Westfirst Limited to 28 February 2023 (Paper H2)

Paul Bradley presented Paper H2, the financial reports for Westfirst Limited to 28 February 2023.

Members noted a profit of £528 for the period and a net liability position of £4,260. Members noted there had been no increase in lettings over the period.

Members noted the report.

23/34 Capital Projects Update (Paper H3)

Paul Bradley presented Paper H3, the Capital Projects update. Members noted the progress in relation to The Hub, with the concrete works to the roof and first floor now complete. The ground floor concrete works were underway and it was hoped that the building would be weather tight by the end of April. Members noted the ongoing delay to the project and the ongoing work to bring this back on schedule.

Paul advised that a response to the pre-planning application for the Artificial Grass (4G) Pitch was received on 30 January 2023. This had been largely positive with just a small number of issues to be addressed. Consideration of the business case had been deferred to allow the project team to review the costs and explore value engineering before submission to the Finance and Resources Committee.

Members noted the fencing work to the Northern Football Pitch was complete and landscaping was being arranged.

The purchase of Promotion House was completed on 3 March 2023 and the project team were meeting the next day to consider the necessary construction work and related timelines with a view to issuing tenders in May 2023.

In response to a member's question on the delay to The Hub Paul confirmed the team were working to completion by the end of August 2023.

Megan Poole left the meeting at 5.31pm.

Paul advised that the hoardings would be removed on 30 June 2023 so that the further progress on The Hub would be visible.

Members noted the progress on The Hub, the Artificial Grass (4G) Pitch, the fencing for the Northern Football Pitch and Promotion House.

22/35 Review of Financial Regulations and Procedures (Paper H4)

Paul Bradley presented Paper H4, the annual update of Financial Regulations and Financial Procedures.

Members noted that the documents had been updated since consideration and recommendation by the Finance and Resources Committee to ensure compliance with HM Treasury's Managing

Public Money Framework, with the changes highlighted for members' reference.

Members reviewed the revised documents and noted that further changes would be required to the next iteration to reflect the Accountability Agreement replacing the financial memorandum/funding agreement and the Procurement Bill, which was expected to received Royal Assent this year.

Members approved the revised Financial Regulations and Procedures as set out in Appendix 1 and Appendix 2 of the report which incorporated both the changes that were set out for Finance and Resources Committee and the additional changes that comply with the HM Treasury Managing Public Money Framework.

23/36 Annual Update on External Funding Projects (Paper I)

Colleen Peters presented Paper I, which notified Corporation of the portfolio of external funded projects with an individual value in excess of £250,000, in accordance with the College financial regulations.

Members reviewed the extensive range of projects across ESF, DWP, AEB and Skills Bootcamp contracts. The projects were targeted at upskilling employed learners and supporting unemployed learners into the labour market and members noted the RAG rated risks associated with each project. Colleen advised that the College had a successful track record in managing high value externally funded projects and that the reputational risk associated with non-delivery was taken very seriously. Members noted the AEB projects were delivered across three geographical areas and played a significant role in providing skills to local employers linked to local labour market needs.

Colleen advised that each risk related to types of learner and a range of issues impacting on numbers, including learner engagement, lack of referrals, employer delays in recruitment or releasing employees for training. In relation to Bootcamps, it was noted that NCD was one of two prime deliverers in the region, which had provided excellent experience and required establishment of new processes to support this provision.

Members noted the submitted projects detailed in the report and the intention to explore future applications further in the strategic review session. It was suggested that a wider discussion on the cost, contribution, performance and profitability of each contract would also be helpful. The Principal updated that the College's performance on Bootcamps was the highest in the country, however the risks of taking on more and smaller partners needed to be balanced against potential risks where provision would fall within Ofsted's remit and the need to ensure funding for management costs.

In response to a member's question about capacity to deliver, Colleen confirmed that whilst delivery of Bootcamps had been a positive strategic move for the College, capacity was a key consideration in each project, some of which were not progressed. The need for certainty around the longevity of projects was also emphasised to enable investment in capacity to deliver.

Members noted the report.

23/37 Annual Health & Safety Report 2021/22 (Paper J*)

Members received Paper J, the Annual Health and Safety Report for 2021/22. The report had been considered in detail by the Finance & Resources Committee on 8 February 2023.

Members noted the annual report and approved the Health and Safety Statement for publication.

23/38 Strategic Monitoring - Receipt of feedback from Mid-Year Strategy Updates (Paper K*)

Members reviewed the mid-year update reports considered at the recent meetings of the Finance & Resources Committee, Further Education Quality Curriculum & Students Committee and Higher Education Quality Curriculum & Students Committee. It was noted that further updates in relation to the strategic KPIs would be considered in the summer term.

Members noted the updates.

23/39 Annual Information Management and Governance Report (Paper L*)

Members noted Paper L, the Annual Information Management and Governance Report. The report outlined the impact of the College Information Management Policies since January 2022, including any current reviews of policy or strategy as a response to any changes in law or Government requirements along with key actions for 2023.

The report covered Training, Information Requests, Data Breaches, Records and Information Management and changes in standards, legislation and government or regulatory requirements. Ten incident reports had been made concerning data breaches compared with four the previous year. None of the breaches were reportable to the Information Commissioner's Office and remedial action had been taken.

Members noted the report.

23/40 Chair's use of delegated authority

None.

23/41 Written Resolutions passed since the last Corporation meeting

None.

23/42 Use of the College Seal

Members noted the application of the College Seal to the contract documents to complete the purchase of Promotion House, Langley Moor on 1 March 2023, which were signed by the Chair and Principal as Corporation members on behalf of Corporation.

23/43 Any other urgent business (communicated to the Head of Governance & Corporation Secretary in advance of the meeting)

None.

23/44 Date of next meeting: 25 May 2023

Signed.....**Date**.....