**Meeting of the Corporation Board**

**Monday 6 July 2020 at 1200**

**Via Zoom Conference Call**

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| **Members present:**  Mr P Smith  Dr M Raby  Professor J Rapley  Mr T Bailey  Mrs S Fawcett  Professor R Simmons  Mr I Butchart  Mr K Goldsborough  Mr D Hughes  Mrs E Hardwick  Ms J Havakin  Mr R Kane  Mr S Ahmed | PS  MR  JR  TB  SF  RS  IB  KG  DH  EH  JH  RK  SA | Chair  Principal  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Staff Member  Staff Member  Staff Member  HE Student Member |
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| **In Attendance:** |  |  |
| Mr P Trotter  Mr S Slorach  Mr P Chapman  Mr J Waddington  Mr M Wheaton  Mrs L McLaren  Miss F Johnson | PT  SS  PC  JW  MW  LM  FJ | Co-opted Member  Vice Principal Resources  VP Employability & External Relations  Vice Principal Student Experience  Vice Principal Higher Education  Head of Governance  Executive Assistant to the Principal |
| **Apologies:** |  |  |
| Ms A Norris  Mr I Swain  Ms R Hare | AN  IS  RH | Independent Member  Independent Member  Staff Member |

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|  |  | **Action** |
| 1. | The Chair opened the meeting at 1203.  Mr Smith welcomed everyone to the meeting and introduced Miss Johnson, Executive Assistant to the Principal who was joining the meeting as an observer.  Mr Smith also welcomed Mrs Hardwick and Ms Havakin, Staff Governors, who following the Governance & Search Committee meeting had been invited to stay for a second term. |  |
| 2. | **Apologies for absence**  Apologies from Ms Norris and Mr Swain due to work commitments. Also, from Ms Hare who is on Maternity Leave. |  |
| 3. | **Group Quorum**  The meeting was quorate in line with standing order 8.1 “Meetings of the Corporation Board and its committees shall be quorate when 40% of the total membership of the Governing Body or its committee, excluding vacancies, is present, except where otherwise stated within the terms of reference for that committee.” |  |
| 4. | **Declaration of Interests**  The Declaration of Interests was noted. |  |
| 5. | **Confirmation of minutes from the previous meeting**  The Minutes from the previous meeting held on Friday 15 May 2020 were **CONFIRMED** by all with one minor amendment.  Members thanked Mrs McLaren for the clear and concise minutes. |  |
| 6. | **Matters Arising**  None |  |
| 7. | **Member’s Update**  Mr Smith noted he attended a 'virtual' acting applicant day on 3rd June, run by Jonny Bussell. It was intended for existing applicants but was opened to all. It was an enjoyable and fun event.  Ms Hare was now on maternity leave following the arrival of her son, Oscar. Oscar was born 7 weeks early but both mother and baby were doing very well.  Mrs Fawcett noted the Safeguarding update circulated to Board. The paper acted as assurance to the Board of operations during lockdown and gave a flavour of the support given during this time. The Board thanked those involved for the proactive approach by the support teams.  Professor Rapley noted she had attended the Academic Board. It was noted the sub-committee was running well, covering the right level and range of topics.  The Chair thanked Members for their updates. |  |
| 8. | **Confidential Item** |  |
| 9. | **SUSTAINABILITY**  **Financial Planning**  Mr Smith advised the Board that the Finance Committee had discussed and approved Mr Slorach’s paper at its meeting prior to the Corporation Board. The Corporation Board were asked to approve the paper.  Mr Slorach presented the updated financial papers to the Committee. It was noted that the budget was unchanged from the paper presented at the April meeting. Any changes would be confirmed once the restructuring exercise was completed. As such delegated authority was sought for the Chair and Principal to approve.  ESFA had requested further financial forecasts from the earlier exercise. Mr Slorach noted that assurances were being sought with commentary over 8 key areas:   * Working assumptions re impact of COVID-19 * Short-term Financial Objectives 2020/21 * Assessment of Solvency / Forecast Cash * Borrowing requirements and covenant compliance * Key Budget Assumptions – Income / Expenditure * Capital Plans * Risks and Sensitivities * Overall Assessment of Financial Performance / Critical Variables   It was noted sensitivity analysis would be undertaken and an area of concern was relating to Teachers Pensions. £150k support was due to be withdrawn. There may also be a short fall relating to Local Authority pension. Mr Slorach noted he was monitoring these areas closely.  No questions were received.  The Board **approved** the delegated authority to the Chair and Principal for:   * changes to the budget following the restructuring exercise * submission of the ESFA financial forecast submission   The Chair thanked Mr Slorach for the reports. |  |
| 10. | **Updated on HE Student Numbers for September 2020**  Mr Chapman presented the update on student number for September 2020 to the Board with the following comments:   * we are currently ahead of budget predictions but short of target. * A pipeline of 14 still to decide. * Deferrals will not be automatically accepted. * Virtual open days had been held * Increased level of online events * we are continuing to engaging with people though various platforms and will keep this going   The Chair asked for the thoughts of Professor Simmons in relation to Huddersfield. Professor Simmons noted that it varied between schools, the School of Education was down on applications, however some courses were up, others were down. This was not necessarily Covid related. NSoA are on the positive side to what would be expected.  Mr Chapman advised that European applications had fallen and larger establishments could be more aggressive in their marketing to encourage prospective students to join.  The Principal noted that Hartlepool Council were now the lead on culture so this could be positive for the area.  Professor Rapley commented that UAL were quite surprised in the low level of deferrals from students so far, however were facing a £75m loss on budget for international students.  The Chair thanked Mr Chapman for the report. |  |
| 11. | **EXCELLENT STUDENT EXPERIENCE**  **Update to possible changes to delivery methods and assessment in 2020/21 for Further Education and Higher Education**  Mr Wheaton presented the update paper and advised the Board:   * On-site preparations were underway for return to School in September * FE had students return for one-to-one’s with staff. This had gone well so far. * Academic delivery had gone well during lockdown and online tracking of attendance had implemented. * Feedback had been positive and particular thanks to Kat McDonough and the IT team for the support they provided to everyone during this time.   The Chair asked for any questions/comments.  Mr Trotter asked if there were any issues with staff accepting changes?  Mr Wheaton noted that people had been working in the same way for a long time, but have been positive and asking questions which we have been able to answer. People see the benefits, however raise concerns around effectiveness which is reasonable.  Mrs Fawcett noted it was good to hear positive feedback. Backroom staff sometimes get overlooked so it was very much appreciated the support IT had been providing.  The Principal noted all staff had responded well and endorsed the comments.  The Chair thanked Mr Wheaton for the report. |  |
| 12. | **Update on Graduate Outcomes for 2018 Leavers**  Mr Chapman presented the paper to the Board. It was noted:   * 89% headline employability rate, 15 months after graduation * Equal to the national average * Methodologies differ between DLHE and GO so difficult to compare * Roles not always classified in the same way (self-employed and business start-up not classified as professional graduate job) * We are not planning on publishing the information   The Chair asked for any questions/comments.  Mr Trotter commented that this was disappointing to hear and asked if there was any opportunity for improving the methodology.  Mr Chapman advised that we were on the receiving end of poor information and we will not get a chance to change the methodology. TEF evaluations will not take place until next year.  Mrs Fawcett asked if we as a School were collecting our own data. This is something Durham University does.  Mr Chapman advised we do not collect our own data, however through mentoring work and contact with former students we do have more accurate information. Unfortunately, we do not have the capacity to run a survey, but we do have good links with our graduates.  The Chair thanked Mr Chapman for the report. |  |
| 13. | **GOVERNANCE AND COMPLIANCE**  **Risk Management Update and Risk Register**  Mr Slorach presented the paper to the Board. It was noted that the biggest risk is currently COVID-19 related, followed by restructuring related risks and construction.  It was noted that risks would be added specifically relating to   * restructure * internal audit * Lime Crescent mothballing   Mr Slorach also noted the review of the titles “risk owner” on the register.  The Chair thanked Mr Slorach for the report. |  |
| 14. | **Report on the partnership with the Arts University Bournemouth**  Mr Raby presented the paper on the School’s relationship with AUB following an internal audit recommendation to review the partnership.  There were no questions from the Board and no concerns raised.  The Chair thanked the Principal for the report. |  |
| 15. | **Internal Audit Plan**  Dr Raby and Mr Slorach presented a paper on the proposed process for an Internal Audit. An internal audit was requested to give the Audit Committee the comfort in processes to give assurance to the Corporation Board of appropriateness.  Our Auditors, RSM are not allowed to undertake internal audits where they have an external audit relationship. To this end we look to approach Audit One to undertake an internal audit on areas identified by the Audit Committee, namely Core Financial Processes and Cyber Security.  Mr Smith asked about the procurement process. Mr Slorach noted he would look to get 3 quotes; the amount should fall within the delegated responsibilities of himself and Dr Raby.  Mrs Fawcett noted an error on the title of the paper.  The Board **approved** the process for undertaking an internal audit. |  |
| 16. | **Policies**  **Equality & Diversity Policy**  Mr Waddington presented the updated Equality & Diversity policy to the Board. It was noted the policy required to be signed off by the Board every 3yrs. No significant changes had been made to the policy  Mrs Fawcett noted point 6.2 should be changed from 2yrs to 3yrs.  Professor Rapley noted that the policy was very clear and well written. The Governing body should look at themselves as currently not particularly diverse. Mrs Fawcett concurred however this was difficult to achieve.  Mr Smith, as Chair of the Governance & Search sub-committee noted that this was a point which was always on the agenda.  Mrs Fawcett asked if Section 10 “Impact Assessment Screening” was being done on all policies. Mr Waddington confirmed that this was the intention. The Principal noted that this was the process a long time ago and we would revert to this.  The Board **approved** the Equality & Diversity policy.  **Tuition Fees & Charges Payment**  Mr Chapman presented the updated policy to the Board. It was noted the policy had been to Principalship prior to the Board. Additions to the policy include:   * 3.3.1: 14 day cooling off period * 3.3.6: Reminder of T&C’s * 5.1.6: Clarification on accommodation refund position * 9: new section for loan of equipment, requesting additional deposit.   With the above additions Mr Chapman confirmed that the policy was CMA compliant.  The Board **approved** the policy with the following amendments:   * Library services section should read lost or damaged * 3.5.1 should read (see sections 3.3.1 to 3.3.6) |  |
| 17. | **Minutes of Sub-Committees**  The minutes of the sub-committees for Finance, Audit and Capital Programmes Group were presented to the Corporation Board for information.  The Chairs of each sub-committee gave a brief summary.  Mr Butchart, on behalf of the Audit Committee noted the only outstanding element of discussion was Disaster Recovery Planning. However, during the Covid-19 pandemic everything had run very well and the team should be commended for their work during this time.  Mr Bailey noted that the Capital Programme Group had a contingency of 3%. It was noted that the Board had **approved** at an earlier meeting the Capital Programme Group to proceed on this basis. |  |
| 18. | **Sub-Committee Terms of Reference**  The Chair advised the Board of the need to approve the Terms of Reference (ToR) for the sub-committees of the Board and formally accept the Chair for the sub-committees.  Mrs McLaren noted that she had attended all bar 2 sub-committees and confirmed their effectiveness in line with the ToR’s. All meetings were being well chaired and members contributing effectively.  The Board **approved** the Terms of Reference for the sub-committees (Governance & Search, Remuneration, Finance, Audit, Capital Programme Group) and also **approved** the Chairs for each sub-committee as noted in each ToR.  The Principal noted that the ToR for the Academic Board would require to be amended to reflect change of membership following the restructure. The Academic Board is also a sub-committee of the Corporation Board. Members noted this and Mr Butchart requested the Corporation Board approve any changes in retrospect. This was **agreed** by the Board.  Professor Rapley, as a member of the Academic Board, requested the Principal keep her up to speed on this for Board assurance in the process. | MR/LM |
| 19. | **Meeting Dates for Board and Sub-Committees**  The dates for 2020-21 were presented by the Chair and Head of Governance.  Mrs McLaren noted that the October 6th Board Strategy Day required to be changed. Mr Smith agreed to change this date to Friday October 2nd to coincide with the Finance Committee.  The Board **noted** the meeting dates. |  |
| 20. | **OFS Reportable Events**  Fashion Course: Only 1 student, who following the suspension of the course has not taken up another course.  Campus move: will be reported when contract signed.  Mr Raby and Mrs McLaren to meet to discuss on-going conditions of registration to ensure Governors have assurance that the School is meeting requirements. | MR/LM |
| 21. | **Any Other Competent Business**  None |  |
| 22. | **Confidential Items**  Item 8 – Principals Report |  |
| 23. | **Review of Meeting**  There were no items for review. |  |
| 24. | **Date and time of next meeting**  The next meeting of the Corporation Board will take place on Friday October 2nd, 2020. If possible, this meeting will go ahead in person depending on guidelines. Information relating to the time and venue will follow nearer the time. |  |
|  | The Chair thanked the Corporation Board members for their useful discussions.  The meeting closed at 1404. |  |

**Confirmation of the minutes of the**

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| Signed: | |
| Chair of the | Date: |