**Meeting of the Corporation Board**

**Friday 10 December 2021 at 1330hrs**

**Board Room, Hartlepool and Via MS Teams**

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| **Members present:**  Mr P Smith  Dr M Raby  Mr T Bailey  Mrs S Fawcett  Mr K Goldsborough  Professor J Rapley  Professor R Simmons  Mr I Swain  Mrs E Hardwick  Ms J Havakin  Mr R Kane  Ms G Miller  Mr M Blanshard  Mrs K Baggaley | | PS  MR  TB  SF  KG  JR  RS  IS  EH  JH  RK  GM  MB  KB | Chair  Principal  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Staff Member  Staff Member  Staff Member  Independent Member  Independent Member  Independent Member | |
| **In Attendance:** | |  |  | |
| Mr P Trotter  Mr M Wheaton  Mr S Slorach  Mrs L McLaren  Mrs D Large  Ms L Robson | | PT  MW  SS  LM  DL  LR | Co-opted Member  VP Strategic Projects  VP Resources  Head of Governance  HR Manager (Item 13 only)  RSM Auditors (Items 7 & 8 only) | |
| **Apologies:**  Mr D Hughes  Mr J Waddington  Mr P Chapman | | DH  JW  PC | Independent Member  VP Higher Education  VP Employability & External Relations | |
|  |  | | | **Action** | |
| 1. | The Chair opened the meeting at 1337.  Mr Smith welcomed everyone to the meeting and noted that Ms Robson was in attendance from RSM and as such we would move straight to Items 7 and 8 of the agenda. | | |  | |
| 2. | **Apologies for absence**  Apologies were received from Mr Hughes, Mr Waddington and Mr Chapman. | | |  | |
| 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 Board noted the Declaration of Interests document. | | |  | |
| 7. | **Confidential Item** | | |  | |
| 8. | **Confidential Item** | | |  | |
| 5. | **Confirmation of minutes from the previous meeting**  The Minutes from the previous meeting held on Friday 12 November, 2021 were **CONFIRMED** by all with minor amendments. | | |  | |
| 6. | **Matters Arising**  No matters arising. | | |  | |
| 9. | **Members Update**  Mr Smith advised that the Graduations had gone very well and were well attended and organised. Dr Raby thanked Mr Smith for his time in attending the Graduations which had been well attended by our graduates.  Mrs Fawcett advised she had also attended a Graduation ceremony of our 2020 graduates and spoken to a lot of people and very positive discussions. She had also met with Mrs Latcham to discuss safeguarding in advance of Ofsted. The team were extremely busy at this time.  Mr Bailey advised that he had met with his Buddy earlier today and they are looking forward to moving into the Scott Building when complete. Also took the opportunity to speak with some students who shared their journey on joining the School. The work seen this morning was outstanding.  Mr Bailey also added that a key feature was collaboration between students and courses. Ms Havakin agreed and noted that this was something which was done more than people realised. | | |  | |
| 10. | **Confidential Item** | | |  | |
| 11. | **SUSTAINABILITY**  **Confidential Item** | | |  | |
| 12. | **Update on Risk Management & Risk Register**  Mr Slorach presented the Risk Management update and Risk Register to the Board and noted that the VAT issue had moved forward following conversations with BAM and access to the Scott Building should be very soon.  Mrs Fawcett asked for a few minor changes on the risk register:   * Green Lane bad press comments were out of date * Under major incidents insert “Temporary closure” * Ofsted – insert any financial consequences and bolster comments   Mr Trotter asked if there was any update on an Ofsted Inspection. Mr Kane advised that there was a lot of work happening behind the scenes in the School and our inspection was imminent. Dr Raby advised that no more inspections would take place prior to the Christmas break so we would be looking now at 2022.  The Board thanked Mr Slorach for the update.  ***Mrs Large joined the meeting at 1437*** | | |  | |
| 13. | **Confidential Item**  ***Mrs Large left the meeting at 1518 and the Board paused and reconvened at 1525*** | | |  | |
| 14. | **GOVERNANCE AND COMPLIANCE**  **Annual Report by Academic Board**  Dr Raby presented the Academic Board Annual Report and noted it had been reviewed by both the Academic Board and the Academic Committee. The Report reflects all aspects of the academic governance and quality issues and is the same Report which is submitted to Arts University Bournemouth. The Report includes assurance and opinion statements in relation to the quality of academic outcomes and the management of the academic quality and standards.  Professor Rapley asked if a line was missing from the Committee chart in Appendix A. It appeared a line was missing from the reporting schedule and it noted that some Committees do not have Terms of Reference. Dr Raby noted that he would ensure the line is added to reflect this and Mr Wheaton advised that some Committees have agendas rather than Terms of Reference but agreed to discuss further with Dr Raby.  The Board **approved** the Annual Report of the Academic Board.  Mr Smith thanked Dr Raby for the Report. | | |  | |
| 15. | **Annual report from the Remuneration Committee**  Professor Simmons presented the Annual Report of the Remuneration Committee to the Board and noted that the minutes were brief and uncontroversial.  As the Report was being presented by Mr Slorach at the November meeting the Committee raised the question relating to pay for academic staff as we move further into the process for DAPs and potential sector transfer. Discussion had taken place around increasing the salary for current staff, retainment and recruitment and was a live issue to discuss.  Dr Raby thanked the Committee for raising the point and advised that it would be good to take the discussion forward at the Corporation Board Strategy Day planned for May 2022. Some time ago now Mr Slorach and Mrs Crossland (Head of HR and Organisational Development) had visited Leeds School of Art and discussed how they had dealt with the matter. It would be a mean increase of circa 5.6% and is a fundamental issue to consider. If we had kept the student figures it would be positive however demographics are against us. Carefully balancing money with quality  Dr Raby also noted that he is disappointed not to have been able to make a pay award to staff as yet. HE numbers are due on January 26th and he was eager to see what this brings.  Professor Rapley asked if it had been considered to not pay the loan off fully later in the academic year and make a gesture to staff. Dr Raby advised that it is a financial performance matter with ESFA requirements to payback the loan. In cash terms it is not a problem, it is more to do with meeting financial performance points.  The Board **approved** the Annual Report of the Remuneration Committee.  Mr Smith thanked Professor Simmons and Mr Slorach for the paper. | | |  | |
| 16. | **Annual Report from the Audit Committee**  Mr Swain advised that the Report had been reviewed by the Audit Committee at its November meeting and was in line with previous years reports. The Audit Committee works on behalf of the Board to seek assurance for the undertaken, and as the Chair of the Audit Committee, Mr Swain gave assurance to the Corporation Board.  The Board **approved** the Annual Report of the Audit Committee and thanked Mr Swain and Mr Slorach for the update. | | |  | |
| 17. | **Annual Report from the Governance & Search Committee**  Mrs McLaren and Dr Raby presented the Governance & Search Committee Annual Report to the Board. It was noted that the Governance & Search Committee had reviewed the document and discussed in-depth the revised AoC Code and changes to the Statement of Primary Responsibilities. It was confirmed that the School is compliant with both the CUC Code of Good Governance Code and the AoC Code of Good Governance for English Colleges.  Professor Rapley asked if clarification could be inserted in relation to the Academic Committee and Academic Board to ensure that it there is a distinction between the two Committees. Also, the bullet points on page 7 do not make any mention of the School’s academic business.  Dr Raby agreed to insert a form of words to show the distinction between the Academic Board and Academic Committee. Mr Slorach noted the bullet points on internal controls refer to the work of the Audit Committee but points could be put in there referring to academic business.  The Board **approved** the Annual Report of Governance & Search subject to minor amendments.  ***Mr Goldsborough left the meeting at 1545*** | | |  | |
| 18. | **Annual Report**  Dr Raby presented the Annual Report to the Board and noted that this was an overview of the School focussing on key areas, providing a good source of information and assurance.  Mr Smith noted to new members that this document was a good aide memoire of information relating to the School.  Professor Rapley asked where the document was used and noted that in previous organisations she had been involved in, were able to reduce the document to two pages and use as a marketing tool. Dr Raby thanked Professor Rapley for the comment and would ask Mr Chapman to look into the possibility of using aspects of the document further.  Mrs Fawcett noted a small repetition on page 13. Dr Raby noted the point.  The Board **approved** the Annual Report and Mr Smith thanked Dr Raby for the Report. | | |  | |
| 19. | **Minutes of Sub-Committees**  Mr Smith confirmed that the Governance & Search Committee were in the process of identifying academic, HR and student candidates and would report back at the next meeting.  MR advised that the Academic Committee had been operating now for a year and was performing well with a few minor amendments to how it operates.  The Board **noted** the Minutes of the Sub-Committees. | | |  | |
| 20. | **OTHER MATTERS**  **OfS Reportable Events**  Dr Raby confirmed that there were no reportable events. | | |  | |
| 21. | **Confidential Items**  Item 7, 8, 10, 11 & 13 | | |  | |
| 22. | **Any other competent business**  Mr Smith advised the Board that today, after many years’ service to the School, Mr Trotter would be stepping down from the Board. Mr Trotter had been a trusted and reliable sounding board over the years to the Chair and would be greatly missed. Dr Raby concurred and thanked Mr Trotter for his valuable contribution and wise counsel.  Mr Trotter thanked the Mr Smith and Dr Raby for their kind words and noted that over the years he had never tired of the meetings and was heartened to see the sheer quality of the Board today compared to many years ago. He had been involved in recommending the Principal to the Board and thanked Dr Raby for helping lead the School to where we are today.  Mr Smith presented Mr Trotter with a small token of the Board’s gratitude and Dr Raby extended an invite to the School’s end of year show to allow him to choose a piece of work.  Mr Kane advised Governors that the Ofsted Working Group would be holding a development session for all FE academic staff in January and invited Governors to join if they were able. The session would take the form of a quiz and would be a fun way of increasing knowledge and getting to know people. Governors asked for the invitation to be sent out.  ***Mr Trotter left the meeting at 1605hrs*** | | |  | |
| 23. | **Review of Meeting**  The meeting was viewed to be good with a good debate.  Professor Rapley noted that the papers for the meeting were of a high standard and thanked those involved. | | |  | |
| 24. | **Date and Time of Next Meeting**  The next meeting of the Corporation Board will take place on Friday February 4th at 1330hrs in our Hartlepool Campus.  Prior to the main meeting a presentation would be given to Members by Alyson Aygar on Scholarly Activity.  Academic Committee would take place earlier in the day, with timings to be confirmed.  The meeting will be held in person and with the option of MS Teams if required. | | |  | |
|  | The Chair thanked the Corporation Board members for their useful discussions.  The meeting closed at 1607hrs. | | |  | |

**Confirmation of the minutes of the**

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