**Meeting of the Corporation Board**

**Friday December 9th, 2022 at 1100hrs**

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

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| **Members present:**  Mr T Bailey  Dr M Raby  Mr D Hughes  Mrs S Fawcett  Mr K Goldsborough  Professor J Rapley  Professor R Simmons  Ms G Miller  Mr I Swain  Mrs K Baggaley  Ms N Brett  Dr E Leonard Cross  Mrs E Hardwick  Ms J Havakin | | TB  MR  DH  SF  KG  JR  RS  GM  IS  KB  NB  ELC  EH  JH | Chair  Principal  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Staff Member (HE)  Staff Member (HE) | |
| **In Attendance:** | |  |  | |
| Mrs L McLaren  Mr M Wheaton  Mr S Slorach  Mr J Waddington  Mr P Chapman  Mrs A Crossland  Mr R Kane  Mr L Bradley  Ms K Rae | | LM  MW  SS  JW  PC  AC  RK  LB  KR | Head of Governance  VP Strategic Projects  VP Resources  VP Higher Education  VP Employability & External Relations  VP People Services  VP Further Education  Recruitment Manager (Item 13 only)  Armstrong Watson Auditors (Item 7 only) | |
| **Apologies:**  Mr M Blanshard  Ms P Clarkson  Ms R Marsh  Ms S Webber | | MB  PJC  RM  SW | Independent Member  Staff Member (FE)  HE Student Governor  HE Student Governor | |
|  |  | | | **Action** | |
| 1. | The Chair opened the meeting at 1100hrs.  Mr Bailey welcomed everyone to the meeting. | | |  | |
| 2. | **Apologies for absence**  Apologies were received from Mr Blanshard, Ms Clarkson, Ms Marsh and Ms Webber. | | |  | |
| 3. | **Group Quorum**  The meeting was quorate in line with Instruments and Articles 13.1 “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. | | |  | |
| 5. | **Confirmation of minutes from the previous meeting**  The Minutes from the previous meetings held on Friday October 7th, 2022 were **CONFIRMED** by all with one minor amendment. | | |  | |
| 6. | **Matters Arising**   1. Student Union president to be invited to the March Meeting 2. The Chair of Corporation Board, Chair of Finance & General Purposes met with Dr Raby and Mr Slorach and approved the pay award. 3. Mrs McLaren advised that there were no objections to moving the July 3rd meeting to Thursday June 29th, 2023. Mrs McLaren advised that a revised meeting request would be sent out shortly. | | |  | |
| 7. | **Armstrong Watson: Final Audit Finding & Management Regularity Letter**  Mr Swain, Chair of Audit advised the Board that the Audit had been undertaken this year by Armstrong Watson. As this was their first Audit of the School they had undertaken a significant and comprehensive piece of work and had a different emphasis to our previous Auditors. The Audit Committee had met with Armstrong Watson and reviewed in detail the Audit Findings. Whilst there were a number of late changes due to accountancy treatment, the Committee were very happy with the report and had no concerns.  Ms Rae presented the Audit Findings Report to the Board and noted   * Amendments had been made to the Middlesbrough development – this was due to a dispute with RSM on how this had been recorded. This has resulted in changes to the Devco accounts. * Complications on Green Lane sale and capital grants. * The above items have now been clarified and sorted to allow us to move forward in coming years.   The Audit ran relatively smoothly. There are a few more journal entries than normal, however, this is only due to auditing treatment and a narrative has been included to clarify things. We are pleased to report that there are “no red priorities”. The audit was undertaken both on-site and remotely and we thank the Finance Team for their assistance.  The Letters of Representation had been issued and confirmation of going-concern has been received, allowing Armstrong Watson to issue a clean audit and regularity opinion.  Dr Raby advised that following recommendations from the Auditors, the Northern Studios Accounts would be filed with Companies House in an abbreviated Small Companies format. This had been confirmed by the Studios Board at their meeting in November.  Mrs Fawcett thanked Ms Rae for the clear reporting format which was very easy to read and understand.  ***Ms Miller joined the meeting at 1117hrs.***  Mr Bailey gave warm thanks to Mr Swain for the sterling Chairing of the Audit Committee and noted that this would be his last Corporation Board meeting after 12 years of service. Mr Swain would be staying on the Audit Committee as a co-opted member and Mr Blanshard could become Chair of Audit.  Dr Raby noted that Mr Swain would Chair the FE Governors Award in the summer.  The Board **approved** the Audit Findings Report and thanked Ms Rae for the comprehensive review.  ***Ms Rae left the meeting at 1118hrs.***  Mrs Baggaley asked how audit findings are tracked. Mr Swain and Mr Slorach advised that we start from a trial balance and work through the findings. The Audit Committee tracks this process. The amendments fluctuate from year to year and as projects finish this should become even less next year as we return to core business. Devco is coming to an end and will ultimately be filed as a dormant company, for warranties purposes.  Mrs Baggaley asked if key financial controls are monitored. Mr Swain confirmed that this is the case and Audit Committee look at these through on-going reports. There is more than we would ideally like to see and this will be monitored by the Audit Committee. | | |  | |
| 17. | ***Confidential Item*** | | |  | |
| 8. | **Financial Statements for the year ended 31 July 2022**  Mr Slorach presented the Financial Statements for the School, Devco and Northern Studios to the Board. It was noted that the Studio accounts would be abbreviated and filed with Companies House as a Small Company accounts rather than the full set before the Board today on the advice of the Auditors. The Studios Board had approved this.  The Board noted that all accounts had been reviewed by the Audit Committee, and the Studios accounts had been reviewed by the Studios Board and had no further comments.  The Board **approved** the accounts | | |  | |
| 9. | **Members Update**  Mrs McLaren gave an overview of the External Governance Review to date and noted that the process was going very well. Professor Hill had met with the Chair, Vice Chair, Principal, Chair of Audit and Senior Independent Governor as part of the process and had been very complimentary on our meetings and governance. A draft of the report was due imminently and would be discussed at the Governance & Search Committee in January. At present, Professor Hill did not feel that he would need to attend the Corporation Board in March.  Professor Rapley had a buddy meeting and noted that it was a very positive discussion, with positive comments about the recent pay award. It was noted that the building needs improvements, with a touch of care here and there, however overall morale was good and industry relations were positive.  Dr Leonard Cross noted that she had met with Mrs Crossland and would be meeting with Mrs Fawcett and Mrs Latcham after this meeting to discuss Safeguarding further.  Mr Kane advised he had attended the AoC Conference in Birmingham with Dr Raby. Attending seminars on sexual harassment which OfS are considering linking to Conditions of Registration. This would be a very difficult area to regulate.  Ms Brett advised that she had attended her first Academic Committee and noted that it was very well chaired and was very good to be able to dig deeper on the academic side.  Mr Hughes advised that he had met with Professor Hill, attended the Health & Safety Committee and Chaired a meeting of the Northern Studios where the audited accounts for the Studios had been reviewed and approved.  Mr Bailey thanked members for their updates. | | |  | |
| 10. | ***Confidential Item***  ***The meeting paused at 1159hrs***  ***The meeting reconvened at 1302hrs.***  ***Ms Havakin joined the meeting at this time.*** | | |  | |
| 11. | **EXCELLENT STUDENT EXPERIENCE**  **Self-Assessment Report (SAR) and Quality Improvement Plan (QuIP)**  Ms Brett noted that the report on the SAR and QuIP had been discussed in depth at the Academic Committee in November. It was noted that report was very detailed and insightful and Members had found it very useful. The challenge will always be keeping Outstanding and the QuIP outlines everything in detail.  The Board **approved** the Self-Assessment Report and Quality Improvement Plan. | | |  | |
| 12. | **Annual Report by the Academic Board**  Dr Raby presented the Annual Report by the Academic Board and advised that the report had been produced by the Learning, Teaching and Quality Committee and recommended for approval by the Academic Board  The Board **approved** the Annual Report from the Academic Board | | |  | |
| 14. | ***Confidential Item***  ***Mr Bradley joined the meeting at 1312hrs.*** | | |  | |
| 13. | **SUSTAINABILITY**  **Update on School Liaison Activity**  Mr Bradley presented the update on School Liaison Activity to the Board and advised on the School’s current work and development activity. Boosting awareness of the creative sector amongst influencers (teachers and advisers), developing awareness of the NSoA and what we do, supporting the development of cultural capital in young people and establishing the School as the leading institution supporting and advocating the arts across the north east and north England.  Mr Bailey asked for any questions or comments.  Mr Bailey commenced and asked about the data which would be provided from the proposed third-party provider. We know that we need to have 2-3 years good groundwork data but how will it enhance our work. Mr Bradley noted that it would help us target higher levels of art and design students and the quintile sets. It will give us the edge to targeting the students the School would attract. It is a subscription service and we know from a trial that the data will be helpful and would give us a clear 2 phase plan to identify areas and build relationships.  Dr Raby added that we know that this data can help us generate what we need. We would propose to run it from March 1st to allow us to build links for 2024 HE recruitment. Huddersfield use the provider and have found it useful.  Mrs Fawcett noted that for FE we had predicted big growth but this didn’t come to fruition. Was there an oddity to our thinking? Mr Bradley advised that FE is always very difficult to predict and very fickle. We were unlucky as we did not do anything different.  Mr Chapman added that we have access to data which unfortunately is never comprehensive and can be out of date and difficult to triangulate. Data Filter will be beneficial and assist geotargeted activity and will help demonstrate our approach and support can work.  Dr Raby added that parents are recognising the support we give students. We are attracting people from further afield to our open days (Gloucestershire, Bournemouth), and at open days we have been asked about safety in Hartlepool. We note that Huddersfield has similar demographics to Hartlepool and have a successful University.  Professor Simmons noted the Huddersfield observations from his 20yrs teaching in the area. Huddersfield does have similar characteristics to Hartlepool, neither is glamorous but does have affluent areas. Huddersfield University does have a long history and has had significant investment which impresses visitors. HU have had a local community agreement within the Asian community to encourage University education as an acceptable route after school where the local University was especially attractive.  Ms Brett noted that there was a very good discussion at the Academic Committee in November and added that even in central London there are difficulties with growth. This is the beginning of a longer journey and a bigger story. We need to keep working with schools and this data set will help.  Dr Raby noted his thanks to Mr Bradley and his team on their hard work and professionalism.  The Board **agreed** that the Data would be a good investment to help the recruitment team focus activities to help potential growth.  Mr Bailey thanked Mr Bradley for the report and update.  ***Mr Bradley left the meeting at 1338hrs.*** | | |  | |
| 15. | **Update on Risk Management & Risk Register**  Mr Slorach presented the Risk Management update and Risk Register to the Board. It was noted that the Audit Committee had reviewed the register at its meeting in November and raised no concerns.  The Board **noted** the Risk Management Report and Risk Register.  Mr Bailey thanked Mr Slorach for the update. | | |  | |
| 16. | **GOVERNANCE AND COMPLIANCE**  ***Confidential Item*** | | |  | |
| 18. | **Annual Report from the Governance & Search Committee**  Mr Bailey presented the Annual Report from the Governance & Search Committee and asked for any questions/comments.  The Board **approved** the Annual Report from the Governance & Search Committee  ***Professor Simmons left the meeting at 1343hrs.*** | | |  | |
| 19. | **NSoA Annual Report**  Dr Raby presented the Annual Report for the NSoA to the Board.  The Board noted that it was a very good read, covering all aspects of the School.  Ms Brett asked if the table relating to the School’s income was shared with students. Dr Raby advised that we could speak with the SU Executive about it and discuss it further at the next Planning and Partnership Meeting. Mr Waddington added that it would do no harm to discuss it further with the SU Executive.  Dr Raby asked Ms Havakin if students ever asked about where fees go. Ms Havakin advised the Board that this is something she is never asked and would usually be raised in student assemblies. Students know that they are getting a very good deal here as they do not have to pay things like studio fees over and above the standard fees. Mr Waddington added to this advising that the NSS feedback showed the learning resources were good.  Mr Bailey asked if an executive summary of the report was used on the website. Professor Rapley concurred and noted that it would be very good to put a summary report on the website. Dr Raby noted the action.  The Board **approved** the Annual Report of the NSoA. | | | MR | |
| 20. | **OTHER MATTERS**  **OfS Reportable Events**  Dr Raby noted that the transfer to the public sector could be classed as an OfS Reportable Event. This was being discussed by AoC at present and we are awaiting confirmation on how to treat this notification. | | |  | |
| 21. | **Confidential Items**  Item 10  Item 14  Item 16  Item 17 | | |  | |
| 22. | **Any Other Business**  None. | | |  | |
| 23. | **Review of Meeting**  The Board agreed that the meeting was wide ranging, exploratory and acting in the interests of the Schools objectives with contributions from everyone in the room and on-screen.  The Board noted that it was paper heavy but gave a good overview of the areas for discussion, providing a good level of challenge.  Ms Brett asked if additional page numbers could be added for those who use electronic papers.  Mrs Baggaley asked if any papers could be sent out in advance when there is this volume to allow people to read things in advance. Mrs McLaren noted both points for future meetings. | | |  | |
| 24. | **Date and Time of Next Meeting**  The next meeting of the Corporation Board will take place on Friday March 10th, 2023 at 1100hrs at our Middlesbrough Campus and via MS Teams.  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 1353hrs. | | |  | |

**Confirmation of the minutes of the December Corporation Board:**

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| Signed: Tim Bailey | |
| Chair of the Corporation Board | Date: March 10th, 2023 |