**Meeting of the Corporation Board**

**Friday March 10th, 2023 at 1100hrs**

**Board Room, Middlesbrough 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  Mrs K Baggaley  Ms N Brett  Dr E Leonard Cross  Mrs E Hardwick  Ms J Havakin  Ms P Clarkson  Ms K Binns | | TB  MR  DH  SF  KG  JR  RS  GM  KB  NB  ELC  EH  JH  PJC  KBs | Chair  Principal  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Independent Member  Staff Member (HE)  Staff Member (HE)  Staff Member (FE)  FE Student Governor | |
| **In Attendance:** | |  |  | |
| Mrs L McLaren  Mr M Wheaton  Mr S Slorach  Mr J Waddington  Mr P Chapman  Mrs A Crossland  Mr L Bradley | | LM  MW  SS  JW  PC  AC  LB | Head of Governance  VP Strategic Projects  VP Resources  VP Higher Education  VP Employability & External Relations  VP People Services  Recruitment Manager (Item 11 only) | |
| **Apologies:**  Mr M Blanshard  Ms R Marsh  Ms S Webber  Mr R Kane | | MB  RM  SW  RK | Independent Member  HE Student Governor  HE Student Governor  VP Further Education | |
|  |  | | | **Action** | |
| 1. | The Chair opened the meeting at 1100hrs.  Mr Bailey welcomed everyone to the meeting and introduced Ms Binns to her first meeting as FE Student Governor. | | |  | |
| 2. | **Apologies for absence**  Apologies were received from Mr Blanshard, Ms Marsh Ms Webber and Mr Kane. | | |  | |
| 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. | | |  | |
| 5. | **Confirmation of minutes from the previous meeting**  The Minutes from the previous meetings held on Friday December 9th, 2022 were **CONFIRMED** by all. | | |  | |
| 6. | **Matters Arising**   1. SU President will come to May Strategy Day 2. To be discussed at the next Remuneration Committee 3. MR advised that no other institution does an executive summary of their annual report, and we don’t know what the benefit would be to doing this. We would propose that we keep information short and informed. The Board agreed with this approach. | | |  | |
| 7. | **Members Update**  Members introduced themselves for new members and gave the following updates:  Professor Rapley advised she had met with her buddies and noted that morale was reasonable however, concern was raised around the estate and recruitment.  Dr Leonard Cross advised she had met her buddy, Mrs Crossland and would be the new Safeguarding Lead Governor for 2023 onwards.  Mr Bailey thanked members for the updates. | | |  | |
| 8. | **Confidential Item** | | |  | |
| 9. | **SUSTAINABILITY**  **Confidential Item** | | |  | |
| 10. | **Confidential Item** | | |  | |
| 11. | **Confidential Item** | | |  | |
| 12. | **EXCELLENT STUDENT EXPERIENCE**  **Student Voice**  **Feedback from Student Assembly & Programme Board**  Mr Waddington presented the paper to the Board on feedback from Student Assembly & Programme Boards. The paper provided a summary of comments raised in the HE Student Assemblies and HE Programme Boards. A “You said, we did” feedback document had then been produced and is currently being shared with Students and Senior Lecturers. Overall, whilst the School received a significant amount of feedback, the comments raised were generally minor and low level, in particular regarding academic issues. We are confident that the student experience remains a positive one.  **Student Governor Feedback**  Mr Bailey introduced Ms Binns to the meeting. Ms Binns noted that she was very much enjoying her time at the School and noted that there were really good vibes around the School. Everyone was encouraged to be individuals and not just clones of each other. This was allowing increased confidence and freedom of expression amongst students. Previously she had been involved in interviewing lecturers for the School magazine and now does film reviews.  Mr Bailey thanked Ms Binns for the comments and noted they had first met a year ago when she was part of the editorial team for the magazine.  Mr Waddington thanked Ms Binns for the comments and noted that he was really pleased to hear all the positive comments. If there were any issues or negative comments the Board would also be interested to hear these. The meeting is a safe space to express any concerns.  Ms Clarkson asked about the Creative Technicians Issues. Mr Waddington advised we are moving away from lots of different workshops to make them more open and accessible. There have been some teething problems, however as long as people have had the appropriate induction they will be able to work in the space.  Professor Rapley asked about disability/mental health issues and if we had capacity correct and profiles of students. Mr Waddington noted that we had received significant feedback on this and we have managed to reduce the waiting time for counselling, however, that area remains stretched. Principalship will be undertaking a deep-dive exercise in coming weeks as we are aware of the issues. Mrs Crossland further added that Student Services had introduced a triage service to spread workload. Mr Bailey advised the Board that Finance & General Purposes had touched on this and were aware of financial implications in this area.  Ms Brett asked if students were involved in validations and minor modifications. It was noted that students were involved in minor modifications, however, we do not use this facility as much as we could. Ms Havakin advised that she had undertaken 6 meetings with students regarding revalidations and was continually asking for feedback relating to internal validations ahead of the external validations. Mrs Hardwick added that students attend the meetings with the Chair and also the scrutiny meetings.  Mr Bailey thanked Mr Waddington for the update and summarised that engagement levels were high and the processes in place sound positive. | | |  | |
| 13. | **GOVERNANCE & COMPLIANCE**  **External Governance Review**  Mrs McLaren presented the External Governance Review undertaken by Stone King LLP to the Board. The Governance and Search Committee has reviewed the report and felt that contextualisation around some areas was missing. It was recommended, in the first instance, for the Head of Governance and Principal to review the recommendations and provide a response, raise queries where necessary.  Mr Bailey noted that the summary of the document was exceptional, this was “*In summary, taking account of meeting observation, discussions and documentation available, this review recognises that the governance of The Northern School of Art is expert, committed, ambitious and demonstrates many examples of effective practice”.* It reads very much that we are doing a very good job and it is the School’s decision ultimately on what we would like to take forward from the recommendations.  Governors gave a range of feedback on the report. Ms Brett noted all the points made, however, reflecting on the report it was very much doing its job and getting people to read between the lines and think about things. Professor Simmons concurred and noted that we often concentrate on the negative and miss the positive aspects.  Dr Raby added that Hartpury did not feel they had a Board which would have been able to run an HEI, we certainly do, and are well equipped to do so.  Dr Raby and Mrs McLaren advised that an update would be brought to the May Strategy Day on the recommendations as we start to discuss strategy 2024 onwards.  The Board **noted** the report. | | |  | |
| 14. | **Strategic Plan Implementation:**  **Confidential Item** | | |  | |
| 15. | **Confidential Item** | | |  | |
| 16. | **Health & Safety Policy**  Mr Slorach presented the Health and Safety Policy to the Board for approval and noted that the policy had been reviewed and recommended by the H&S Committee.  Dr Leonard Cross asked for reference to be made to mental health and stress, in line with information published on the HSE website, as this is a high priority which we would expect to see reflected in the policy.  Mrs Crossland advised that a dedicated policy was being drafted relating to mental health and stress and would be published shortly  Professor Rapley asked for “student” to be inserted in section 1, point 3 to ensure we reflect the correct tone within the document.  Mr Slorach agreed to amend the policy accordingly.  The Board **approved** the H&S Policy subject to the amendments requested. | | |  | |
| 17. | **Safeguarding Policy**  Mrs Crossland presented the Safeguarding Policy to the Board and advised that the policy had been reviewed by the Safeguarding Committee and it was recommended for approval.  The Board **approved** the Safeguarding Policy, with one minor amendment. | | |  | |
| 18. | **Risk Management Policy**  Mr Slorach presented the Risk Management Policy to the Board and noted that there were no fundamental changes to the policy. It was good practice for the Board to discuss and agree the School’s appetite to risk. Last year we agreed to have an “open” appetite which is a measured approach to opportunities and risk, and we would recommend to continue with this approach.  Mr Bailey agreed that it was important to review our appetite for risk and be proactive about it. Reflecting on the meeting we have just had, if we were closed, we would have closed off a lot of opportunities which we have just discussed. We need to make informed judgements based on research. However, being “hungry” would be foolhardy.  Dr Leonard Cross advised that the School’s approach was more open than other educational establishments she knew, however, it is good that we are open to investigate opportunities.  The Board concurred and noted that the School has a stable, experienced leadership team and Board, giving us the capability to explore and be innovative.  Mr Bailey asked Management how they feel about the risk appetite. Mr Slorach and Dr Raby advised that they were comfortable to stay with an “open” appetite and would be uncomfortable if we changed.  Professor Rapley asked for one minor change to be made on page 3 of the policy to provide some additional clarity around the point 5 of the objectives.  The Board **agreed** to stay with an “Open” appetite to risk and **approved** the policy with one minor amendment. | | |  | |
| 19. | **Gender Pay Gap Reporting**  Mrs Crossland presented the Gender Pay Gap report for the School and noted that there has been a modest reduction year on year, and is marginally below the mean for the education sector, however, it is higher than several comparable institutions. It has been reported that reducing the gap can take many years. The School continues to be committed to doing everything practicable to reduce the gap, however also recognises that scope to act is limited in some areas.  The School is confident that its GPG does not stem from paying men and women differently for the same or equivalent work. Rather, the GPG is the result of the roles in which men and women work within the institution and the salaries that these roles attract. If we made some changes currently being discussed our GPG would reduce to 19.0%, a difference of 6 percentage points. We can reassure the Board that we do have equal pay and are offering flexible working to all staff and family friendly policies.  Dr Leonard Cross found the report to be interesting and better than some of the beastly scores within the sector. Mrs Crossland is working on actions in relation to equal pay reviews at present and how we can target roles to encourage men into roles that are predominantly female. We have a clear narrative and moving forward we should seek to publish an equal pay audit analysis.  Mrs Crossland and Mr Slorach confirmed that work is being undertaken as a priority on activities to reduce the GPG score.  Mr Bailey thanked Mrs Crossland for the update and concluded that we are actively working in the right direction and continue to move this important point forward. | | |  | |
| 20. | **Minutes of Sub-Committees**  The Board noted the minutes of sub-committees. | | |  | |
| 21. | **OTHER MATTERS**  **OfS Reportable Events**  Dr Raby noted that there was no OfS Reportable Event. | | |  | |
| 22. | **Confidential Items**  Item 8  Item 9  Item 10  Item 11  Item 14  Item 15 | | |  | |
| 23. | **Any Other Business**  None. | | |  | |
| 24. | **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.  MR noted that good discussions were taking place within the sub-committees on strategic matters which were very helpful to explore and support the Corporation Board. | | |  | |
| 25. | **Date and Time of Next Meeting**  The next meeting of the Corporation Board will take place on Friday May 19th, 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 1317hrs. | | |  | |

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

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