



**GOVERNING BODY  
MINUTES**

**Date:** 16 July 2018

**Venue:** S213, Hillsborough Campus, the Sheffield College

Clerk to the Corporation  
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Sheffield, S2 2RL  
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**Present:** Seb Schmoller (Chair)  
Gwyn Arnold  
Kathryn Atkin  
Jay Bhayani  
Ian Falconer  
Angela Foulkes  
Beri Hare  
Chris Linacre  
Saleem Rashid  
John Timms.

**In attendance** Kate Platts, Executive Director of Finance and Resources  
Alison Shillito, Clerk to the Corporation  
Lorraine MacKinder, Deputy Clerk  
John Gray for agenda items 1 – 8  
Anita Straffon for agenda item 13

**Action by  
whom when**

**18/5/1 Apologies for absence** were received from Chris Husbands, Jane Jones and Kim Streets.

**18/5/2 Chair’s remarks**

2.1 The Chair welcomed Kyle Hogan, President-elect of the Sheffield College Students’ Union, as an observer to the meeting.

**2.2 Resignation**

Governors noted that the Chair had received notice from Ian Brown that as of 4 July 2018 he was stepping down from membership of the Corporation. It was further noted that the terms of appointment for Chris Husbands, Kathryn Atkin and Amy Smith would end on 31 July 2018. Governing Body extended thanks to all for their service to the board and in particular sincere thanks to Kathryn for her eight years of service.

**2.3 Governor Self-Assessment Policy**

The Chair reported that the draft Governor Self-Assessment Policy (agenda item 10.1) had still to be reviewed by Task and Finish Group members and therefore had not been circulated. This would be completed by 31 July 2018 and any outstanding queries passed to the Search, Remuneration and Governance Committee. The Clerk would circulate the Governor Self-assessment questionnaire as soon as possible, as agreed at the Governing

**Clerk 20 July  
2018**

Body meeting on 21 May, to collect feedback for the 2017/18 annual report and to inform the Board Effectiveness workshop on 10 September.

Members were asked to return their updated profile and feedback promptly and by the end of July. **Governors** **31 July 2018**

**2.4 Message of thanks to staff**

Governing Body unanimously endorsed the proposal that after the meeting the Chair should send a message of thanks to all staff for their contribution to the work of the College this year.

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**2.5 Resolution: Changes to the bank mandate**

Governing Body approved:

- i) The resolution, as required by Barclays Bank, whereby Seb Schmoller and Angela Foulkes as Chair of the Governing Body and Chief Executive and Principal respectively are authorised to sign on behalf of the College to indicate acceptance of the terms and conditions of the Bank’s Customer Agreement and Global Banking Authority.
- ii) The signatories named in the Global Banking Authority as authorised signatories for the College are Angela Foulkes, Kate Platts, Alison Shillito and Paul Simpson.
- iii) The signing arrangement required is that an individual authorised signatory may sign for up to and including £5,000 and must sign with another signatory for any value over £5,000.

**18/5/3 Declarations of Interest**

Kathryn Atkins declared that since the last meeting she had become UNISON branch representative for Health and Safety. Governing Body noted the declaration and agreed that no action was required in respect of this declaration. There were no other new declarations of interest made and no changes to previous declarations.

**18/5/4 Minutes of the meeting on 21 May 2018**

The minutes of the meeting on 21 May 2018 were approved as an accurate record. It was noted that although the meeting agenda referred to a separate report on the Governor Strategy Event of 12 June 2018, the College Strategy & Improvement Plan (agenda item 8) was the output of the strategy event.

**18/5/5 Matters arising and action record**

5.1 Governors requested some changes to the new Action Tracker format as follows:

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- ‘Not started’ red RAG rating should only be used where the due date has passed;
- There should be a note in RAG rating for those actions that have been superseded, set aside or combined with other actions on tracker.

5.2 Minute 18/2/7.3 refers: Sources of Assurance for KPIs: Governors agreed that this should be RAG-rated as amber – still in progress – as the work on

**Clerk** **July 2018**

the sources of assurance for the new KPIs still had to be completed and scrutinised by the Audit and Risk Assurance Committee.

5.3 Minute 18/4/13.3 refers: Office for Students (OfS) Application and Access & Participation Plan

The Chief Executive and Principal (CE&P) reported that the OfS had requested that the College review some of the targets proposed in the Access & Participation Plan to ensure they would be sustainable and in line with previous targets.

Governors agreed that the action should be RAG rated as amber – in progress – on the tracker until the College received confirmation that the College is OfS registered and its Access and Participation Plan has been accepted by the OfS.

Clerk

July  
2018

5.4 Minutes 17/1/14 and 17/9/18.3: Governor training in quality and Diversity and Safeguarding

Governors noted that these actions (to provide face to face training in Safeguarding and biennial refresh of Governor EDI training) had been incorporated in action 18/4/18.2 as it would be for the Search, Remuneration and Governance (SRG) Committee to develop an annual governor training plan.

- 5.5 Governors agreed to receive the report and that items marked as 'Completed', except those actions changed reported above, should be removed from the Action Tracker and put into a log of completed actions. The SRG Committee would consider how frequently the log of completed actions should be reviewed to monitor continued effectiveness of 'ongoing' or periodic actions.

**18/5/6 Report of the Chief Executive and Principal**

- 6.1 The Chief Executive and Principal made an oral report to the board highlighting:

- i) **T Levels** – government announcements that additional money had been set aside for implementing T Levels was welcomed. The additional funding was linked to providers delivering additional learning and assessment activities (i.e. three month industrial placement, more learning hours and end examinations). It would benefit some of the College's Level 3 learners but by no means all. It seemed that the grading of T Levels may be quite complex to administer and interpret being a combination of BTEC-type grading for vocational modules (pass/merit/distinction) and A\* to E grading for other modules.
- ii) **Apprenticeships**, Governors noted that the College's performance in recruiting Levy-paying employers via the Collab Group had bucked the national decline in apprenticeship new starts. The College continued to be concerned about the fall in the number of new starts of apprentices employed by non-Levy payers (i.e. from SMEs). The College's Employer Engagement team continued to promote the benefits of apprenticeships to SME employers.
- iii) **Post-18 Funding Review** – the College had been inputting to the Review via the Collab Group. HE and higher apprenticeships were

important sources of revenue for the College's financial sustainability. It was noted that the Review was due to report prior to the next Comprehensive Spending Review which should inform funding decisions for 2020/21 onwards.

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|--|------|--------------|
| iv) <b>Strategic College Improvement Fund (SCIF)</b> – the College would be meeting senior representatives from Grimsby College and Tyne Coast College about a potential SCIF bid to improve the College's Management Information Systems capability and teaching observation scheme, with a Stage One bid due to be submitted to DFE by 31 July.  | CE&P | July<br>2018 |
| v) <b>Changes to Curriculum Leadership roles</b> – it was noted that recruitment to new roles was ongoing. Two Assistant Principal roles had not been filled by internal candidates and would be externally advertised. The CE&P said that although there had been roles in the new structure for all existing staff, five staff had chosen to leave the College. Governors requested an update of the revised Curriculum Leadership structure chart once the current round of interviews had been finished. | CE&P | July<br>2018 |

6.2 Governing Body agreed to receive the report and acknowledge the information presented

**18/5/7 College Scorecard: in-year 2017/18**

7.1 The Chief Executive and Principal presented the report to Governors, who considered key performance indicators for the College (YTD 05/06/2018) as follows.

7.2 **Attendance** (for programmes reported in ESFA Quality and Achievement Rate - QAR- data) – it was noted that QAR attendance had improved slightly since the March 2018 report but at 84% was still below target (88%) and unlikely to improve further before the end of term.

7.2 **Forecast achievement** - Governors asked for the CE&P's forecast of the E&T achievement. The CE&P said that qualifications were being claimed in a timelier manner this year compared to 2016/17 and qualifications claimed to date indicated a small improvement, with some areas such as motor vehicle achieving a significant improvement. The GCSE results in August would have a significant impact on this. A level results would have less impact as numbers were relatively small. The CE&P would update the board once GCSE and A Level achievement were known.

CE&P  
Sept  
2018

7.3 Governing Body agreed to receive the report and acknowledge the information presented

**18/5/8 College Strategy and College Improvement Plan 2018 – 2020**

8.1 The Director of Marketing and Strategy and the CE&P presented the proposed College Strategy and College Improvement Plan 2018 – 20, which had been presented at the Governor Strategy Event on 12 June and subsequently amended to reflect the comments made by Governors.

8.2 Governors considered the level of operational detail that should be presented to Governing Body and its Committees to assure governors that implementation was adequately under control and in progress. It was noted that the Action Tracker already included actions to define sources of assurance for the College Improvement Plan and the scorecard Key Performance Indicators (KPIs). This action would be undertaken by Audit

and Risk Assurance Committee and had been included in that Committee's draft Cycle of Business and Terms of Reference (agenda items 15 and 16 refer). Audit and Risk Assurance, although shown in the top level diagram as underpinning the strategy, would not have a separate statement within the Strategy. It would use its programme of internal and external assurance reports to generate assurance.

- 8.3 Governors agreed that Governing Body would monitor the College level scorecard and Committees would scrutinise the strategies within their remit in sufficient detail to raise concerns by exception at board-level. Committees would want to delve into the detail of implementation plans to assure themselves that high priority or high risk outcomes were on target with Audit and Risk Committee responsible for providing the overall assurance of how plans were being measured.
- 8.4 Governors approved the College Strategy and College Improvement Plan for 2018 – 2020 noting that the statement for Data and Information is to follow and there would be further action to:
- communicate the Strategy and Improvement Plan to staff and externally;
  - develop detailed plans for each of the enabling strategies and
  - develop clear targets for each of the KPIs identified (assured by A&RA Committee). These would be shared with the relevant Committee and Governing Body in the first term of 2018/19.

**18/5/9 Management Accounts 2017/18 - full year forecast to 31 July 2018**

- 9.1 The Executive Director of Finance and Resources (EDF&R) presented the report noting that the forecast outturn had improved from period 6 due to additional contribution from increased income and further pay savings.
- 9.2 Governors considered the College's financial performance as follows.
- i) It was noted that there had been some (positive) income shifts and a governor asked how resource allocations were adjusted to ensure that the teams providing the additional work were able to provide the additional work. The EDF&R said that resource allocations, new opportunities and contribution were all reviewed in quarterly business reviews.
  - ii) There was a query about the cost of debt servicing which was considered in the discussion of loan covenants (minute 18/5/11 Confidential refers)
- 9.3 Governing Body agreed to receive the report and acknowledge the information presented.

**18/5/10 College budget 2018/19 and three year plan 2018/19 – 2020/21**

- 10.1 The Executive Director of Finance and Resources (EDF&R) presented the confidential report, a budget and three year plan, which was intended to enable the College to meet all of the financial resource constraints set by itself and external stakeholders by the third year of the plan including the following
- Generating cash for reinvestment in capital and staff whilst ensuring sufficient liquidity throughout the year.
  - Meeting banking covenants.

- Generating an EBITDA greater than 8%.
- Meeting the ESFA financial grade of at least satisfactory.
- Adopting appropriate sector benchmarks as targets for the ratio of staff costs to income.

Some of the discussion is recorded in a confidential minute.

- 10.3 Governing Body approved the budget and three year plan. It was noted that there were likely to be changes to reflect lenders' new requirements for minimum cash balances and therefore Governors endorsed that the Accounting Officer would delegate authority to the Executive Director of Finance and Resources to finalise the budget and three year plan for submission to ESFA once the impact of the requirements had been agreed.
- EDF&R      31 July 2018

**18/5/11 Loan Covenants**

- 11.1 The Executive Director of Finance and Resources (EDF&R) presented the confidential report. The discussion is recorded in a confidential minute.
- 11.2 Governing Body approved the proposals in principle, subject to the Clerk securing appropriate external legal advice on behalf of the board and delegated authority to the Executive Director of Finance and Resources to execute relevant documentation in the absence of the CE&P, as necessary.
- EDF&R      July 2018

**18/5/12 Final Report of the Governance Task & Finish Group – Governor Self-assessment and Review Policy**

- 12.1 It was noted that the Clerk would be circulating Governor Profile information for updating and a new annual self-assessment questionnaire in line with the board's decision on 21 May (minute 18/4/18.2 refers) to proceed with the self-assessment this year in parallel with finalising a new Governor Self-Assessment policy.
- Clerk      July 2018
- 12.2 Governing Body agreed to refer this item to the Search, Remuneration and Governance Committee. This concluded the work of the Governance Task & Finish Group.

**18/5/13 Appointment of Deputy Chief Executive – Curriculum, Quality and Assessment**

- 13.1 The CE&P presented a tabled report on the activities and recommendations of the Selection Panel for the appointment of a Senior Post – the Deputy Chief Executive: Curriculum, Quality and Assessment which she had convened in accordance with the board's decision on 21 May 2018 (minute 18/4/3.7 refers).
- 13.2 Governing Body agreed:
- i) to note the report;
  - ii) unanimously to approve the appointment of Anita Straffon to the Senior Post of Deputy Chief Executive – Curriculum, Quality & Assessment of The Sheffield College with effect from 1 August 2018 on the terms agreed by the Panel, which included the Chair of Remuneration Committee. The Clerk would prepare an appropriate form of agreement, liaising with the Director of HR and Organisational Development.
- Clerk      July 2018

iii) that the CE&P should work with the College's Head of Media Relations, to tell staff, relevant stakeholders and the media about the appointment.

13.3 It was further noted that the selection event had involved governors, staff and students. It was agreed that all those involved should be thanked formally on behalf of the Governing Body for their contribution. Clerk and August  
CE&P 2018

#### 18/5/14 External appointments to the Governing Body

14.1 On recommendation of Search Committee, Governing Body approved the appointment of:

- **Richard Calvert** as governor for an initial period from 1 August 2018 to 31 July 2020, at which time Richard would be eligible for re-appointment; and
- **Stephan Hollingshead** as governor and Vice Chair of Finance, Employment and General Purposes Committee for an initial two year period from 1 August 2018 to 31 July 2020 at which point Stephan would be eligible for re-appointment.

14.2 It was noted that the College had used an external search consultant (AoC Create) to find potential candidates with financial expertise after advertising online had failed to generate any appropriate expressions of interest. The search consultant had found six candidates who potentially matched the role profile, three of whom had been invited to meet the Search Committee. Governing Body endorsed that this had been an effective and value for money approach.

14.3 It was further noted that, due to recent resignations, the board had two further vacancies to be filled. The Search, Remuneration and Governance Committee would be responsible for recommending individuals to fill these vacancies. SRG Committee Oct  
2018

#### 18/5/15 Appointment of elected governors

15.1 Governing Body noted the outcomes of recent staff and student elections and approved:

- the appointment of **Michelle MacDonald** as a staff governor for a period of two years from 1 August 2018 to 31 July 2020.
- the appointment of **Kyle Hogan** as student governor for a period of one year from 1 August 2018 to 31 July 2019.

#### 18/5/16 Appointment of Vice Chair and Committee Chairs and memberships of Committees

16.1 Following the call for nominations, in accordance with the Instrument of Government (6) and procedures agreed previously by the Governing Body, Governors agreed to note the election of **John Timms** as Vice Chair for two years to 31 July 2020.

16.2 Governing Body approved the appointments to Committees for 2018/18 as follows and noted where vacancies remain to be filled.

##### i) **Finance, Employment and General Purposes Committee**

Chair: Kim Streets, pending appointment and induction of Stephan Hollingshead, whereupon she would revert to being Vice Chair.

Members: Jay Bhayani, Angela Foulkes, Beri Hare, Stephan Hollingshead who would serve initially as Vice Chair, and Seb Schmoller, Saleem Rashid.

ii) **Teaching, Learning Quality and Student Experience Committee**

Chair: Beri Hare

Members: Gwyn Arnold, Angela Foulkes, Kyle Hogan, Chris Linacre (Vice Chair), Saleem Rashid, Seb Schmoller, John Timms.

iii) **Search, Remuneration and Governance Committee**

Chair: Chris Linacre

Members: Jay Bhayani (Vice Chair), Ian Falconer, Angela Foulkes, Michelle MacDonald, Seb Schmoller, John Timms, [Vacancy].

iv) **Audit and Risk Assurance Committee**

Chair: Ian Falconer

Members: Gwyn Arnold (Vice Chair), Richard Calvert, Jane Jones, Chris Linacre, [Vacancy].

Attending: Michelle Macdonald (who cannot serve as a full member because of how we have applied recent revisions to the ESFA Post-16 Audit Code of Practice).

It was noted that some governors had a heavy workload while the board has two vacancies and it was agreed that the distribution of responsibilities would be reviewed once those vacancies had been filled.

18/5/17 **Appointment of Internal and External Auditors**

17.1 On the recommendation of Audit and Risk Assurance Committee (Confidential minutes refer) Governing Body approved that:

- KPMG be retained for Financial Statements' Audit, with re-appointment on an annual basis from 1<sup>st</sup> August 2018 for a period of three years.
- RSM be appointed as the College's Internal Auditors from 1<sup>st</sup> August 2018 for a period of three years.

18/5/18 **Risk Management Policy and Review of High Level Risks**

18.1 The Executive Director of Finance and Resources (EDF&R) presented the report, which included the working draft of the risk register (confidential). It was noted that there would be further work on the Register to incorporate feedback from Governors at the Strategy Day and to link the risks to the sources of assurance.

18.2 Governors requested that the next iteration of the Register should show the residual risk rating (i.e. amount of risk that remains after controls are accounted for) and be presented in order of residual risk rating.

EDF&R Dec 2018

18.3 Governing Body approved the updated Risk Management Policy, on the recommendation of the Audit & Risk Assurance Committee, and requested that the updated risk register be next presented to full Governing Body in December 2018.

EDF&R Dec 2018

18/5/19 **Academic Studies – A Level update**

19.1 The Deputy Principal Curriculum presented an update on the review of the College's A Level provision, which was the subject of an ESFA minimum

standards notice, and the actions the College is taking to improve the quality and sustainability of the provision. Some of the discussion is recorded in a confidential minute.

19.2 Governors welcomed the proposals for a three year strategy to invest in A Level provision and improve its quality and the learning experience of students. Governors were assured that relevant staff had been involved in developing the plan. It was acknowledged that it was important for the City that there should be an alternative to School/Sixth Form college for A Levels for all learners but particularly for adults returning to learning.

19.3 A governor asked if the range of A level subjects offered should be expanded to make sure the most popular combinations of A level subjects were available. The CE&P said there were no further closures planned for 2018/19. Previous decisions not to run some provision had been for reasons of educational as well as financial viability because classes with very small numbers did not make for a good learning experience. This would continue to be a criterion in deciding whether or not to run a route.

19.7 Governors endorsed the recommendation of the Planning and Performance Committee that the College should continue to provide and invest in A Level provision by implementing the improvement actions proposed. It was agreed that Teaching, Learning Quality Student Experience (TLQSE) Committee would monitor implementation of the actions closely on behalf of Governing Body to ensure that the provision was improving as required and the College was responding appropriately to the minimum standards notice. It was further agreed that, following the meeting, the Clerk would liaise with the CE&P to agree clear milestones and review points for monitoring implementation and outcomes of the plan and these would be added to the minutes and the Cycle of Business for 2018/19.

Clerk

August  
2018

19.8 Post meeting note - the review points for TLQSE Committee will be:

10 October 2018 - TLQSE Committee scheduled to receive 2017/18 outcomes including A Levels (reported to Governing Body 24 October).

13 March 2019 - TLQSE Committee to consider a report on progress on implementation of A Level action plan (reported to Governing Body 27 March 2018).

Early October 2019 - TLQSE Committee to receive 2018/19 outcomes including A Levels (reported to Governing Body End of October)

End of November 2019 - TLQSE Committee to consider a report on impact of A level action plan informed by analysis of the data on 2018/19 student achievement, retention and progression and new (2019/20) enrolments (reported to Governing Body Mid December 2019).

18/5/20 **Committee Issues** – Chairs' points of importance

20.1 The meeting received the minutes of the following meetings with items recommended for approval approved or endorsed and other items (as identified on the summary sheets) noted as follows.

20.2 **Audit & Risk Assurance Committee – 11 June 2018**

Governing Body noted the minutes and endorsed the recommendations in the summary cover sheet.

20.3 **Planning and Performance Committee – 25 June 2018** (draft tabled)

Governing Body noted the minutes and endorsed the recommendations minutes in particular noting the proposal that the updated Observation of Teaching and Learning Policy and the Teacher on a Page dashboard should be reviewed by Governors (minute 18/3/9.4 refers) either the new TLQSE Committee or Governing Body as early as possible in the 2018/19 session.

18/5/21 **Cycle of Business and schedule of meetings for Governing Body and its Committees**

Governing Body endorsed the proposed Cycle of Business and commended the outline programme of business to the respective Committees to consider for approval at their first meeting of 2018/19.

18/5/22 **Committee Terms of Reference 2018/19**

On the recommendation of the Chair, Governing Body endorsed the Terms of Reference for the Committees for 2018/19 and commended them to the respective Committees to consider for approval at their first meeting of 2018/19. Proposals for changes would be considered by Governing Body for approval at its meeting on 24 October 2018, with the Terms of Reference then appended to the Minutes of the 24 October meeting .

Cttees

October  
2018

18/5/23 **Review of meeting and closing remarks**

The Chair thanked the retiring governors for their service to College and commented that the Clerk would be arranging a dinner to thank all the governors who had retired this year. It was agreed that governors who retired in 2016/17 - Sally Neocosmos and Neil Fletcher – should also be invited to this year’s dinner as it had not been possible to reschedule the dinner originally arranged to mark their retirement in June 2017.

18/5/24 **Schedule of meeting for 2018/19**

In response to a suggestion from governors, the Clerk agreed to circulate invitations to the proposed meetings for boards and committees from the Clerk to the Corporation online calendar. The meetings for Governing Body were noted as follows.

Clerk

July  
2018

Monday 10 September 2018 9.00 - 11.00 am (Board effectiveness workshop)

Wednesday 24 October 2018 8.30 -10.30 am

Wednesday 19 December 2018 8.30 -10.30 am

Wednesday 23 January 2019 13.30 - 20.00 (Strategy Event with Governor dinner included)

Wednesday 27 March 2019 at 8.30 - 10.30 am

Wednesday 12 June 2019 (Strategy Event - Programme TBC)

Wednesday 10 July 2019 at 8.30 - 10.30 am

End