



**GOVERNING BODY MEETING
CONFIRMED MINUTES 27 March 2024**

Date: 13 December 2023

Venue: Boardroom, City Campus

Director of Governance
Granville Road
Sheffield, S2 2RL
Tel: 0114 260 2620
Email: anne-
marie.holdsworth@sheffcol.ac.uk

Present: John Mothersole (Chair)
Matt Ainsworth
Gill Alton
Holly Anderson (staff governor)
Peter Brooks joined at 8.36 from minute 23/3
Ian Falconer
Angela Foulkes (governor, Chief Executive and Principal)
Sam Giove
Kam Grewal-Joy
Stephan Hollingshead
David MacDougall joined via video conference at 8.44 from minute 23/4
Sol Miah joined at 8.35 from minute 23/3
Paul Senior
Leo Wilcox (student governor)
Phil Wymer (staff governor)
Saleem Rashid (staff governor)

In attendance: James Smythe, Vice Principal Student Experience (VPSE)
Martin Harrison, Executive Director Finance (EDF)
Mark Pearson, Executive Director Strategy and Systems Improvement (ED SSI)
Dave Trounce, Deputy Principal (DP)
Andrew Hartley, Deputy Chief Executive/Executive Director Commercial and Operations (DCE)
Paul Simpson, Executive Director People (EDP)
Alison Shillito, Governance Advisor and Clerk to the Governing Body (Clerk)
Anne-Marie Holdsworth, Director of Governance (DG)

**Action
by whom by when**

23/4/1 Welcome, introduction and apologies

- 1.1 The meeting started promptly at 8.30am and was quorate. The Chair welcomed, Leo Wilcox (student governor) to the GB meeting. Apologies were received from the second new student governor, Talia Logan.
- 1.2 The Chair commented on the order of business as follows.

- a. The EDI Annual Report at the beginning of the agenda was a timed item so that the main author, James Smythe, Vice Principal Student Experience (VPSE), could attend to take questions
- b. Item 9 was a consent agenda, which had been implemented for 2023-24 in response to suggestions at the January 2023 Strategy Event. The consent agenda required one vote to approve/accept all items. Members could request that an item be moved to the main agenda for discussion. This was one of the actions taken to increase the amount of board time available for deliberating strategic issues.
- c. At the end of the meeting, representatives of City Goals would be introducing the work of City Goals and seeking the college's support for the endeavour.

23/4/2 Declarations of interest

- 2.1 The meeting noted the declarations of the new members and the standing declarations relevant to the meeting business.

Angela Foulkes as a director of the subsidiary companies, was not part of the quorum nor eligible to vote on any resolution on subsidiary company annual reports or related issues.

Leo Wilcox, as President of the Students' Union, was not part of the quorum nor eligible to vote on the Students' Union accounts.

23/4/3 Equality, Diversity, and Inclusion (EDI) Annual Report 2022-23

- 3.1 The VP SE presented the EDI update and Annual Report 2022-23. The report was previously considered by the Equality, Diversity and Inclusion Board on 8 November 2023 and the Executive Leadership Team on 28 November 2023.

- 3.2 GB considered the report, and the main points discussed were:

- That the report not only highlighted positive aspects of the college's work, but also was honest about the challenges of improving EDI
- the difference in performance between ethnic minority students and white students was correct with ethnic minority students having higher achievement rates than white students overall. The college had identified the provision where underperformance was causing the gap and was taking action to close the gap
- Governors sought and were provided with reassurance that data collection on EDI characteristics was provided on a voluntarily basis and data processing complied with data protection laws. The VPSE said that students and staff were encouraged to share information to improve the college's ability to identify and close gaps.

- 3.3 Members had reviewed the report, and one member had sent suggestions and queries prior to the meeting that the VPSE said they would check and correct. In the meeting, members suggested the following amendments to check data or amend typographic errors:

- i) Data to be verified regarding ethnic minority HE student achievement on p.38 compared to data in the HE Update
- ii) Reference to STS employment contracts on p.53 to be amended
- iii) Written section on **Awards** to be aligned to the heading (P.49 refers)
- iv) data on gender identity did not add up to 100% due to rounding. This looked odd and should be checked and corrected on p.18.

3.4 GB were satisfied that the report was complete, open, and accessible to external stakeholders. The content met and, in some cases, exceeded the college's public sector equality duties to publish

- annual equality data
- information on how the college is meeting its equality objectives
- information on the college's gender pay gap and the TSC report also included data on pay gaps by ethnicity and disability
- what the college is doing to address pay gaps.

The GB received the report and resolved to adopt and publish the Equality, Diversity, and Inclusion Report 2022-23, subject to making the checks and corrections requested.

ACTION

- Proof-check the EDI Annual Report 2022-23 incorporating the amendments in i) to iv) in 3.2, and publish on the college website
- VPSE 31/1/24

23/4/4 Report of the Chair of Teaching, Learning, Quality and Student Experience Committee (TLQSE)

4.1 Gill Alton, Chair of TLQSE, introduced the minutes of the meeting on 11 October 2023 and reported on the meeting held on 6 December.

The main points highlighted were,

- **Technical Education and Skills**, the overall achievement data was at or above National Rate for the first time in the post-2015 period.
- **reports**, the new reporting style was reducing routine reporting and enabling members to focus on progress on GB priorities.
- **GB priorities for TLQSE**, managers were reporting good progress on the plan for Peaks, and Curriculum Reform.
- **safeguarding** continued to be managed effectively, and the committee had a high degree of confidence in the reports.
- Self-Assessment Report (SAR) was commended to members. TLQSE had recommended streamlining the structure of the SAR to make it sharper in future and to add a concise summary of the college's effectiveness.
- **Spotlight**, the new process for assessing teaching and learning quality had been well received and TLQSE would continue to monitor its impact in Spring 2024.
- **English and Maths Strategy**, now led by a new cross-college working group, would remain an item of focus at every TLQSE meeting to ensure the college continued to improve.
- **Quality Development Plans** had been reviewed to ensure the actions and new interventions were having the required impact.

- **Apprentices**, the number who were passed their planned end date was still too high although the number in learning was within the ESFA (Education and Skills Funding Agency) threshold. To address this, the college was raising the issue of continuing delays in End Point Assessments (EPA) being available and taking action to prepare apprentices for and enable them to complete their End Point Assessment as promptly as possible.

4.2 GB received the report and noted for assurance the minutes of the meeting of TLQSE on 11 October 2023 and the Chair's report on the meeting of the 6 December 2023.

23/4/5 Report of the Chair of Finance, Employment and General Purposes Committee

5.1 Stephan Hollingshead, Chair of FEGP, reported the key issues and risks from the meetings on 20 September and 22 November 2023 as follows:

- **Finances:** the college's cash flow was strong with an 'outstanding' health score forecast for the 2022-23 outturn and a 'good' health score projected for the College Financial Forecast Planning return 2023-26.
- **Pensions**, according to the valuation, the college's section of the Local Government Pension Scheme was in surplus although this was not an asset it could realise. FEGP had considered and approved the basis of estimating the pension asset and other estimates, and their treatment in the financial statements.
- **People:** the 2022-23 pay award had been accepted and the committee had been reassured by the action taken to address feedback in the 2023 Employee Engagement Survey about variability in staff experience of team meetings and 1:1 meetings with managers.
- **Estates Strategy:** this was progressing, although faster in some areas than others. The plan for refurbishing Peaks for use as a centre for high needs students in September 2024 was making rapid progress. FEGP members were impressed but cautious about the number of different capital grant streams being managed. The plans shared by managers had reassured members that the college was managing the different projects effectively.
- The development of a Sustainable Construction Centre is frustrated by the difficulty of finding an affordable site in the right location. In January 2024, the Estates Working Group would be considering the options for progressing this as the space was much needed to expand the college's adult and green skills offers.
- **Environmental Strategy:** a new action plan was due to be launched to staff on 15 December 2023. In their role as Link Governor for Environmental Sustainability, the Chair had met the college's sustainability officer and was pleased that there the December staff development event was dedicated to environmental issues and the launch of the action plan.

5.2 GB members considered the report, and the main issue discussed was the conduct and impact of the Peaks consultation. GB thanked the management team, particularly the VPSE and the Deputy Chief

Executive, for their hard work to ensure that the move of current provision from Peaks went smoothly and how they had continued the engagement to inform the new plan for Peaks. The speed at which they had gained support from the City Council, parent groups and the local MP amongst others for the new plan was impressive. The college was moving into active recruitment of staff and students, with the first open days for students and carers in November 2023.

- 5.3 GB noted for assurance the minutes of the meeting of 20 September 2023 and the draft minutes of the meeting on 22 November 2023.

23/4/6 Report of the Chair of Search, Remuneration and Governance Committee

- 6.1 John Mothersole, Chair of SRG, presented the key issues and risks from the meeting of SRG Committee held on 8 November 2023 as follows.

- **Annual Self-assessment of Governance:** in 2022-23, the Board had made good progress in completing the governance development plan arising from the self-assessment against the Code of Good Governance. The Governor Strategy Events in January and September had enabled the Board to reflect on and make improvements to its effectiveness and impact.
- **FE (Further Education) Governance Code**, following the internal audit of the latest self-assessment against the Code of Good Governance, SRG had recommended that it was timely for the Board to adopt the new FE Governance Code (covered in the Consent Agenda) from 1 January 2024.
- **Governor Strategy Event in January 2024** the purpose of the event would be to add shape and measurement for the college's journey from Good to Great and how the Board will know that the college is progressing in the right direction.
- **External Board Review:** a reviewer, Martin McNeil, had been appointed via the AoC and the scope agreed for the review in Spring 2024, as required by Schedule 7 of DfE Accountability Agreement. The Chair asked members to participate in the review and be responsive to the reviewer's requests for information.
- **Senior Post Holder appraisal and pay reviews** had been completed; the GB was requested to adopt and publish the SPH Annual Remuneration Report which was covered in the consent agenda.

- 6.2 GB members considered the report, and the main points of the discussion were as follows.

- **Membership**, the Board had two vacancies, which were having an impact on committee membership. The Chair said that there would be a new call for nominations in January 2024 and a priority was to add another member to ARAC. SRG had also supported a request from ARAC to seek a student co-optee as a development opportunity for a student interested in a career in audit, risk, or financial management
- **Governor engagement:** the proposal for a "Big Conversation" with students had still to be implemented. The Chair said that SRG continued to consider ways to help governors learn about the

college and meet students. The January Strategy Event would include classroom visits. The Director of Governance would be reviewing the model for appointing student governors in parallel with the college's review of the Students' Union to recommend improvements.

- **Governing:** it was noted that for 2023-24, the Board had implemented a new agenda format, and more devolution of compliance matters to the committees to enable GB to focus meeting time on governing more effectively. SRG would review the effectiveness of the changes at its next meeting in May 2024.

6.3 GB received the report and noted for assurance the minutes of the meeting of 8 November 2023 including the items for approval on the Consent Agenda.

23/4/7 Report of the Chair of Audit and Risk Assurance Committee

7.1 Ian Falconer, Chair of ARAC Committee presented the key issues and risks from the meetings of ARAC Committee on 4 October and 22 November, commenting that the two meetings had predominantly focused on seeking assurance on the previous year. The Chair highlighted the following issues.

- **Major Incident procedure,** ARAC had received an update on the management of a major incident at Hillsborough Campus in October and the Post-Implementation Review. This had provided sound assurance for the effectiveness of the controls in the new Business Continuity and Major Incident Policy and Plan.
- **Risk register** had been reviewed at both meetings with the periodic review of Risk Management Policy. ARAC recommended approval to GB of the updated Policy. There was further streamlining of risk management administration planned for 2024.
- **Internal Audit,** across the two meetings, ARAC had received all the assurance it had commissioned for 2022-23, with no major concerns flagged.
- **Regularity Self-Assessment Questionnaire** had been reviewed approved for signing. There were no regularity issues identified in the Regularity Audit. This was most welcome as the audit had also reviewed the college's compliance with the new financial rules introduced following ONS Reclassification.
- **Building cladding,** ARAC had received a report from an independent surveyor on the materials and construction of the college's high-rise building, which had also been shared with the college insurer. ARAC were assured by the findings reported in the survey. FEGP Committee would have oversight of follow-up action, if required.
- **External Audit,** MHA LLP had completed the audit of the financial statements for 2022-23 and was reporting an unqualified audit opinion. All members had been invited to attend the External Auditor's report to members on 22 November. It was noted that the college's draft fraud strategy had been commended as an example of best practice in the sector.

ARAC Annual Report, based on its work during the year, ARAC advised GB that throughout 2022-23 and to the date of the meeting:

- the college’s assurance arrangements remained adequate and effective,
- the college’s governance framework remained adequate and effective, with some examples of best practice,
- the college’s risk management and control processes for the effective and efficient use of resources (including its arrangements for the management and quality assurance of data) were adequate and effective
- the college was highly effective in managing risk
- the college’s arrangements for securing the solvency of the institution and safeguarding its assets remained adequate and effective.

23/4/8 Annual Members’ Report and Financial Statements 2022-23

8.1 The EDF and the Chair of ARAC presented the Annual Members’ Report and Financial Statements, the Auditors’ report on the audit of the Financial Statements and associated documents for GB approval.

8.2 Year End Report of the Financial Statements’ Auditors 2022-23

It was noted that most members had attended the joint meeting of ARAC and FEGP on 22 November when Stuart McKay, Audit Partner of MHA had presented the audit findings report. The report gave the accounts an unqualified “clean” audit opinion with some helpful recommendations to strengthen controls. The EDF confirmed that there had been no adjustments to the accounts since that report.

8.3 GB noted the report and the independence of the external auditor, and welcomed their assurance that:

- the college continued to be a going concern:
- the college had prepared the accounts accurately within an acceptable level of materiality in respect of all transactions; and
- the college had applied its income for the purposes identified by Parliament as appropriate under the Audit Code of Practice.

8.4 Annual Reports and Financial Statements of the College Subsidiary Companies

GB received the Annual Reports and Financial Statements 2022-23 of the college’s wholly owned subsidiary companies:

- Sparks Managed Services Limited (number 07490897);
- Sparks Solutions Limited (number 08857469);
- Sparks Teaching Services Limited (number 08087248).

GB noted that the accounts showed the companies to be solvent. The company boards had approved the Annual Reports and Financial Statements as accurate at Annual General Meetings held on 30 November 2023

8.5 Report of the Members of the Corporation and Financial Statements for the period from 1 August 2022 to 31 July 2023

On recommendation of ARAC and FEGP and having considered the reports from subsidiary companies, the auditor’s report and the ARAC Annual Report, GB resolved to adopt the Report of the Members of

the Corporation and Financial Statements for the period from 1 August 2022 to 31 July 2023 and authorised the Chair of Governing Body and Accounting Officer (Chief Executive & Principal) to sign the documents for submission to the Department for Education (DfE).

8.6 **Management Representation Letter**

The Chair of ARAC presented the representations from the external auditors' letter and asked the GB to provide appropriate assurance and confirm the representations therein, such that the Management Letter could be signed on behalf of the GB. It was noted that ARAC and FEGP had recommended that GB should approve signing of the letter, based on the evidence received by the committees.

GB approved the Management Representation Letter and authorised the Chair and Accounting Officer to sign the Letter on their behalf.

23/4/9 **Report of the Chief Executive and Principal**

- 9.1 Angela Foulkes, CEP, presented the termly report on progress against the corporate strategy, the new scorecard for monitoring Board Priorities and the sector update. The key issues highlighted were as follows.

Strategy:

- The Environmental Sustainability action plan was shared, and it was proposed that this be reported to FEGP as a standing item going forward.

An update on the 2023-24 Strategic Scorecard for monitoring Board Priorities was presented for information and discussion.

Local and regional sector skills strategies – there were no substantial updates on skills strategies however both the regional and local strategies should be finalised and published before the March meeting of the GB. The CEP shared that the Chambers of Commerce across the region were coordinating the activities included in the LSIP and that as a substantial part of this, TSC was leading on the regional Apprenticeship Hub on behalf of the SY Colleges Partnership.

- 9.2 GB considered the report, and the key issues discussed were as follows:

- Possible impact on curriculum of a change of government policy. Members discussed whether a change of government would destabilise any of the plans for the next 2 – 3 years but it was thought that if a new government were appointed that this would not impact until sometime later in terms of current spending plans
- Possible impact of the change of leadership at Ofsted
- New observation process with ungraded observations have been welcomed by staff as were the individual development plans that were available to all staff
- Estates – impact of new T Level facilities at open evenings and Love our Colleges events
- Members commended the quality of the CEP's report and balance of data and description but asked that additional visual progress information e.g. graphs or RAG ratings be incorporated to enable the Board to more easily judge how the college had advanced towards its objectives.

9.3 ACTION:

- Incorporate visual progress data into future Scorecard report

23/4/10 Consent Agenda Items (notified by members in advance of the meeting for discussion)

10.1 The following items were board business not requiring a decision and which formed part of the Consent Agenda; however, the Clerk asked members if they wished to discuss any aspects before seeking a proposal/approval to resolve the items as presented:

a) Minutes of the last meetings

Members to confirm the minutes of the meetings held on Wednesday 12 July 2023 and 19 July 2023 and the report on the Governor Strategy Event 13 September 2023.

b) Matters arising and action record

Members to consider any matters arising and updated action items not included on the agenda and approve removal of completed items.

c) TLQSE Reports for GB approval

Higher Education Self-Evaluation Document 2022-23

d) TLQSE Reports for Information

Student Experience Annual Report including Safeguarding annual report 2022-23 and Behaviour and Engagement 2022-23

Complaints Annual Report 2022-23

Self-Assessment Report 2022-23

e) FEGP Reports for GB approval:

Finance Record 2022-23

f) FEGP Reports for Information

People Annual Report 2022-23

Financial Regulations 2023-24, approved by FEGP on behalf of GB
Finance update (November 2023) including ESFA Benchmarking data dashboard

Higher Education Tuition Fee Policy 2023-24 approved by FEGP on behalf of GB

Health and Safety Annual Report 2022-23

g) ARAC Reports for GB approval

Risk Management Policy

h) ARAC Reports for information

Annual Report of the Audit and Risk Assurance Committee 2022-23

Regularity Self-Assessment Questionnaire 2022-23

Board Assessment of Fraud Risk to approve to adopt

Risk Assurance Summary Term 1 2023-24

i) SRG Reports for GB approval

Governance Self-assessment 2022-23 including the Governance Development Plan

Further Education Code of Good Governance 2023

Senior Post Holders Remuneration Report 2022-23

Policy on Grievances against Governing Body, Governors, or the Clerk

j) Changes to signatories of the college bank mandate for GB approval

Members to resolve to approve the addition to the Global Bank Mandate of the following senior staff

- Andrew Hartley, Deputy Chief Executive
- David Trounce, Deputy Principal
- Mark Pearson, Executive Director Strategy and Systems Improvement

And the removal of Alison Shillito, Governance Advisor and Clerk to the Corporation.

The GB approved all items without further question.

23/4/11 Chair's action since the last meeting

GB noted for information

- a) Based on a competitive process, the Chair of GB approved the appointment of AoC (Association of Colleges) Services Ltd to conduct the External Board Review of GB and college governance in 2024
- b) The Chair of GB approved the appointment of Leo Wilcox, TSC Student Union President and Talia Logan as student governors from date of acceptance to 31 July 2024
- c) The Chair of GB signed a letter of intent to join South Yorkshire Institute of Technology on 6 December 2023.

23/4/12 Application of the Corporation Seal

12.1 GB members noted the Corporation Seal was applied to the following documents:

- Lease relating to Level 4 of Block 5 The Pennine Centre Sheffield between RBH Devco Ltd and The Sheffield College (TSC)
- Licence for Alterations relating to Part of Level 4, Block 5 The Pennine Centre Sheffield between RBH Devco Ltd and TSC
- Deed of Variation relating to The Pennine Centre between RBH Devco Ltd and TSC

23/4/13 Review of meeting & closing remarks

13.1 Members commented that they had a high level of confidence in the work of the college based on the reports from its committees.

Members were happy to proceed with the offline consent agenda in the future having used this method for the first time and being satisfied that it dealt with matters effectively.

The GB Chair reminded members of the next event, the Strategy Day, to be held on 17 January 2024, which would focus on the college's Environmental Sustainability Strategy.

23/4/14 Date & time of next meetings

Wednesday 27 March 2024, 08.30 – 11.00

Wednesday 10 July 2024, 08.30 – 11.00

23/4/15 City Goals Presentation

The meeting was followed by a presentation by representatives of the City Goals group