

**PUBLIC MINUTES OF
THE BOARD OF GOVERNORS BUSINESS BOARD MEETING HELD ON
7 DECEMBER 2023**

Present:

Mr W Abbott (External Board Member) (Chair)
Ms J Buckland (Staff Governor)
Mr M Burgess (Principal)
Mr P Carr (External Board Member)
Mr A Dover (External Board Member)
Mr M Fabian (External Board Member)
Ms L Hargreaves (Student Governor)
Mr S Harvey (External Board Member)
Ms M James (External Board Member)
Mr P Lachecki (External Board Member)
Dr H Moyes (External Board Member)
Ms A Nutbrown (Staff Governor)
Ms C Simpson (Student Governor)

Apologies:

Ms L Dance (External Board Member)

In Attendance:

Mr A Bates - Chief Financial Officer
Mr D Kettleby - Director of Student Employment and Experience, Curriculum Innovation and Students
Dr K Morris – Vice-Principal, Curriculum and Quality
Ms C Rosser-Mayo - HR Director
Ms J Cosson - Governance Professional/Clerk to the Board of Governors

Attendance: 92.9%

102/23 Private Business

None.

103/23 Apologies

Were noted as above.

104/23 Declarations of Interest

It was confirmed that the Register of Interests recorded all of the current declarations of interests of those present.

105/23 Confidentiality of Items

As marked (C) for a period of two years. All the marked items were declared confidential on the grounds of commercial sensitivity.

106/23 Minutes of the meeting of 16 November 2023

The minutes of the meetings were approved as a true record and signed by the Chair.

107/23 Matters Arising from the Minutes and Actions Matrix

Members were provided with an Actions Matrix and noted the status update of each item.

108/23 AGM of Subsidiary Companies (C) to Approve Financial Statements and Reappoint Directors*: (C)

- **Betaris Training Limited**
- **Gloucestershire Facilities Management Limited**
- **Gloucestershire Professional Services Limited**
- **New College Developments Limited**

AB reminded Members of the purpose of each subsidiary company. The draft subsidiary company Financial Statements had been approved by the subsidiary company boards. Hazlewoods had presented the subsidiary company Financial Statements to the Audit Committee along with their Report to Trustees which covered the subsidiary companies at the Audit Committee meeting on 29 November. There were no audit issues to report. The Audit Committee had reviewed the Financial Statements of the subsidiary companies at that meeting and recommended them to the Board for approval.

AD is the Board's representative on each of the subsidiary company boards.

Betaris Training Limited

The Directors of Betaris Training Limited and the Members of the Board considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Betaris Training Limited and the Members of the Board:

- 1. Approved the Financial Statements of Betaris Training Limited for the year ended 31 July 2023 and authorised their signature by AB on behalf of the Company; and**
- 2. Approved the re-appointment of Anthony Dover, Matthew Burgess, Louise Lisseman, Vanessa Pollok and Andrew Bates as Directors of Betaris Training Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Betaris Training Limited closed.

Gloucestershire Facilities Management Limited

The Directors of Gloucestershire Facilities Management Limited and the Members of the Board considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Gloucestershire Facilities Management Limited and the Members of the Board:

- 1. Approved the Financial Statements of Gloucestershire Facilities Management Limited for the year ended 31 July 2023 and authorised their signature by AB on behalf of the Company;**
- 2. Approved the re-appointment of Anthony Dover, Matthew Burgess, Andrew Bates and Carly Rosser Mayo as Directors of Gloucestershire Facilities Management Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Gloucestershire Facilities Management Limited closed.

Gloucestershire Professional Services Limited

The Directors of Gloucestershire Professional Services Limited and the Members considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Gloucestershire Professional Services Limited and the Members of the Board:

- 1. Approved the Financial Statements of Gloucestershire Professional Services Limited for the year ended 31 July 2023 and authorised their signature by AB on behalf of the Company; and**
- 2. Approved the re-appointment of Anthony Dover, Matthew Burgess, Andrew Bates and Carly Rosser Mayo as Directors of Gloucestershire Professional Services Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Gloucestershire Professional Services Limited closed.

New College Developments Limited

The Directors of New College Developments Limited and the Members considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of New College Developments Limited and the Members of the Board:

- 1. Approved the Financial Statements of New College Developments Limited for the year ended 31 July 2023 and authorised their signature by AB on behalf of the Company; and**
- 2. Approved the re-appointment of Anthony Dover, Matthew Burgess and Andrew Bates as Directors of New College Developments Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of New College Developments Limited closed and the GC Board Meeting resumed.

109/23 Approval of Annual Reports (C)

Regulatory Self-Assessment Questionnaire

The Clerk took members through the Regularity Self-Assessment Questionnaire, highlighting the areas that had been updated since last year. The document had been reviewed by the Audit Committee and the External Auditors.

The Audit Committee recommended the document to the Board for approval.

Audit Committee Annual Report to Board

The Chair of the Audit Committee (AD) invited Members to consider the Annual Report of the Audit Committee. It was noted that this would need to be sent to the ESFA by 31 December 2023.

The report is a requirement of the Post 16 ACOP. The draft report had been reviewed and approved by the Audit Committee, taking into account the assurances provided to the Committee and the Board in the reports of the College's auditors.

Based on the work of the Committee during the period and the findings of the Internal and External Auditors and other regulatory bodies, the Audit Committee stated that it believes that the Board's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets are adequate and effective.

The Audit Committee recommended the report to the Board for approval and submission to the ESFA.

SSEC Annual Report to Board

The Chair of the SSEC (SH) presented the Annual Report of the SSEC to the Board as required by the Colleges' Senior Post Holder Remuneration Code December 2018, which the Board adopted in April 2019 and again in September 2022 as part

of the revised AoC Code of Good Governance for English Colleges September 2021. The Board was requested to approve the Annual Report, which forms the basis of a public statement in the College's Financial Statements for the y/e 31 July 2023.

The draft report had been reviewed and approved by SSEC and was recommended to the Board for approval.

The Board was asked to note the updated Senior Post Holder Remuneration and Appraisal Policy (under Items for Notification later on the agenda), as recommended by SSEC.

GRS Annual Report to Board

The Chair of the SSEC (SH) presented the Annual Report of GRS to the Board as required by AoC Code of Good Governance for English Colleges September 2021, adopted by the Board in September 2022. The Board was requested to approve the Annual Report, which forms the basis of a statement in the College's Financial Statements for the y/e 31 July 2023.

The draft report had been reviewed and approved by the GRS and was recommended to the Board for approval.

Travel and Subsistence Annual Report

Members were provided with the annual report on the travel and subsistence spend for the Board of Governors, Principal, Executive, Clerk to the Governors, and the International Department for the year ended 31 July 2023 in accordance with the assurance and accountability requirements of the Post 16 Audit Code of Practice, and as reflected in the Financial Statements.

Members reviewed the Travel and Subsistence Annual Report and were satisfied that it was in order.

The Chair noted that there were no claims from Board Members during the year. It was acknowledged that many activities for which Members may have claimed travel expenses in the past are now online. Nevertheless, the Chair encouraged Members to claim expenses if they feel they need to. Otherwise, there is an argument that the College cannot fully assess the costs of governance. The expenses claim form is available on Gloscolgov.

RESOLVED: The above annual reports were noted and approved.

110/23 Approval of GC Consolidated Financial Statements and Subsidiary Company Financial Statements: (C)

- **Approval of Letter of Representation**
- **CFO's Review of Financial Statements**
- **Chief Accounting Officer Recommendation**
- **Approval of Consolidated Financial Statements of Gloucestershire College and Subsidiary Company Financial Statements**

AB presented the Consolidated Financial Statements of the College. He reported that there were no material changes to the management accounts previously presented to the Board.

PL confirmed that the External Auditors had presented their Report to Trustees at a meeting of the full Board held during the Audit Committee meeting on 29 November 2023 and that the Consolidated Financial Statements had been scrutinised by members of the Audit Committee in relation to the Statement of Corporate Governance and Internal Control.

Members reviewed the Consolidated Financial Statements for the College and the Letter of Representation to be provided by the College to Hazlewoods. Members considered the 2022/2023 financial performance of the College's subsidiaries, including how they contribute to the College's consolidated results.

Members thanked the Finance Team and the External Auditors for the work carried out during the external audit and were content with the findings as set out in the External Audit Report to Trustees and the clean report in the Financial Statements.

The Consolidated Financial Statements of the College and the Letter of Representation from the Board to the External Auditors were recommended for approval by the Chief Financial Officer, the Chief Accounting Officer and the Audit Committee.

RESOLVED:

- 1. That the Consolidated Financial Statements of the College for the year ended 31 July 2023 be approved by the Board and that the Principal and the Chair be authorised to sign them on behalf of the College; and**
- 2. That the Letter of Representation from the Board to the External Auditors be approved by the Board and that the Principal and the Chair be authorised to sign it on behalf of the College.**

ACTION: The Financial Statements to be signed by the Principal, the Chair and the External Auditors. The signed Financial Statements to be sent to the ESFA by 31 December 2023 and published on the College website by the end of January 2024.

The Letter of Representation to be signed by the Chair and the Principal and provided to Hazlewoods.

111/23 Principal's Update (C)

MB provided an update on college activity since the last meeting.

MB reported that the issues most vexing the sector currently are:

- Skills policy and LSIPs
- Funding for pay
- Qualification reforms



- Dealing with the significant increase in the numbers re-sitting maths and English qualifications
- Impact of ONS reclassification
- Impact of demise of LEPs

MB provided an update on the three-week inspection of Gloucestershire County Council's SEND provision by Ofsted, in which the College plays a significant role with some of its learners being chosen as part of the inspection. As they are a key partner (the College being one of the largest providers of SEND in the County), the College will need to consider the implications of the outcome of the inspection. DK explained that the inspection is intense and complex spanning care as well as education and involving all agencies.

MB commented on the impact of the Chancellor's Autumn Statement on the financial position for 2024/25 and beyond, and the announcement of a new apprenticeship development fund costing £50m over two years to "stimulate" apprenticeship training in engineering and other growth sectors.

In terms of the impending curriculum reforms, which the Board discussed at its last Strategic Board meeting, the DfE has updated the Level 3 and below qualifications reform guidance and this is beginning to provide a little more clarity. The Executive Team will bring back a revised analysis to the February Strategic Board meeting.

The next stage following publication of the LSIPs has been very quiet, although DfE have published guidance for ERBs. The College is hosting an event in March to talk through the next steps. MB will provide an update at the next Business Board meeting, together with an update on progress against the College's Accountability Plan.

Recruitment

The latest detailed recruitment update was reviewed. The November series of Open Evenings has been completed. Although still very early in the cycle, MB was pleased to report an increase in attendance and applications broadly in line with expectations.

Members were asked if they wish to continue to receive the detailed recruitment update after the first snapshot of the year in September, or if they were happy to receive a summary of the position.

Construction Centre

Members requested an update on progress with the Sustainable Construction Centre, which is being monitored by EWG.

MB reported that Beard Construction remain on programme, with the next major milestone being the steel erection. This is targeted for completion by 22 December. The College has begun to receive monies from DfE in line with the grant letter and still expects to deliver the project on time and within the agreed budget. Images of the latest progress were shown for interest.

Student Progress

Results for the 2022/23 academic year have been finalised and were broadly as anticipated so there will be no revisions to the SAR presented to the October Board meeting.

The 2023/24 year is progressing well and there are no alarming indicators from retention or attendance at this point.

Progress against Operating Plan and KPIs

Members considered the latest Operating Plan, Scorecard and KPIs for the year. Progress against the 10 key priorities for the year was summarised. They were asked to consider whether, in future, they wish to receive the full Operating Plan update at each meeting, or are happy with the summary of progress against key priorities and reporting by exception on other issues.

Executive Team

Governors were aware that CRM will be leaving the College in April. Following discussions with SSEC, the College has begun the recruitment process with a view to selection taking place at the beginning of January 2024. WA and SH will be involved and MB will keep Members informed of progress.

RESOLVED: Members:

- 1. Noted the Principal's Update.**
- 2. Agreed not to continue to receive a detailed recruitment update after the first snapshot of the year in September but to receive a summary of the position, with the detail available elsewhere.**
- 3. Agreed not to receive the full Operating Plan at each meeting but to receive a summary of the key priorities and reporting by exception on other issues, with the detail available elsewhere.**

Future Involvement with Institute of Technology (IoT)

AB presented a paper on the College's membership of the IoT which had been deferred from the last Business Board meeting.

HM declared an interest in this matter but was invited to remain to hear the discussion.

112/23 HR Update (C)

CRM introduced a paper updating Members on progress against key priorities in the College's People and Culture Strategy. A copy of the HR Operating Plan had been provided.

The Director of People and Culture recruitment campaign has commenced with a good response so far.



The paper provided an update on staff wellbeing, including use of the Employee Assistance Programme, and concluded with the key themes for 2023/24.

RESOLVED: The Board noted the update.

113/23 Student Progress Update (C)

KM provided an overview of the curriculum information covered at C&Q.

RESOLVED: The Student Progress Update was noted.

114/23 Student Experience Update (C)

DK presented an update on learner experience during Term 1. C&Q had reviewed the report at their last meeting.

The First Impressions survey closed on 24 November. The initial indication from current responses is a good level of improvement in satisfaction rates.

DK reminded Members that learner feedback sessions are regularly scheduled for every other week on a Tuesday (early afternoon) and Friday (late morning). He encouraged Members to attend a session.

RESOLVED: Members noted the Student Experience Update.

115/23 EDI Annual Report (C)

DK submitted the EDI Annual Report, which set out the organisational activities that have been celebrated and embedded into college life and analysed data from protected characteristics to measure progress.

The College's EDI Action Plan 2021-25 contained the current objectives. This is refreshed every four academic years. Progress against EDI objectives is monitored regularly and reported annually.

HM confirmed that, as Link Governor for EDI, she had met with DK to review the report prior to it being presented to the Board. She had made some suggestions for improvement and there were still some minor amendments to be made therefore before it is published on the College's website.

RESOLVED: The Board approved the EDI Annual Report, subject to any minor amendments to be made following the meeting with HM, and noted the progress made and the additional objectives included in the 2021-25 Action Plan.

116/23 Financial Matters (C)

- **Management Accounts**

AB reminded Members that the latest financial forecast for 2023/24 was presented to the November Board meeting. The Management Accounts reflect the forecast presented at that meeting and all numbers are in line with previous expectations.

RESOLVED: The Board noted:

- **The College's Management Accounts.**
- **The projected financial health grade for 2023/24 and implications.**

117/23 Audit and Compliance: (C)

Health and Safety Update

MB presented the Health and Safety Monthly Report to October 2023. This had been scrutinised by the Audit Committee at their November meeting.

RESOLVED: The Board noted the report and the current assessment of the College's Health and Safety arrangements.

Risk Management Update

AB provided an update on changes to the Strategic Risk Register highlighting the risk movements as well as new opportunities for the College. The papers had been reviewed by the Audit Committee at their November meeting.

RESOLVED: The Board noted the latest Risk Register changes.

Subcontracting Update

AB presented the current position with the College's subcontracting arrangements.

In April 2023, the College's former Internal Auditors, ICCA, provided independent assurance, in line with ESFA requirements, that the College meets subcontracting requirements. This review is carried out annually.

The Subcontracting Declaration required by the ESFA was submitted on 9 October 2023.

The Subcontracting Policy has been updated by the College's lawyers, HCR, to reflect the latest subcontracting rules and ESFA funding rules and was submitted later on the agenda for Board approval.

RESOLVED: The Board noted the Subcontracting Update.

Review of Performance and Reappointment of External Auditors

AB reported that, although a tender of external audit services was carried out last year and Hazlewoods were appointed as the College's External Auditors, the Board is required to consider their performance each year and to confirm their reappointment for the next year.

PL confirmed that the Audit Committee had assessed the performance of Hazlewoods during this year's external audit at their last meeting and was satisfied

with it. The Audit Committee recommended the reappointment of Hazlewoods as External Auditors for the coming year.

RESOLVED: The Board approved the reappointment of Hazlewoods as External Auditors for the coming year.

118/23 Approval of Policies

- Risk Management
- Equality, Diversity and Inclusion
- Disclosure and Barring Service
- Recruitment and Selection – Staff
- Subcontracting (Fees and Charges)
- Governor Recruitment
- Financial Regulations

Members reviewed the above policies.

RESOLVED: The policies were approved.

119/23 Committee, Subsidiary Company and Link Governor Reports: (C)

- GRS – 28 November 2023
- SSEC – 28 November 2023
- Betaris – 29 November 2023
- GFM – 29 November 2023
- GPS – 29 November 2023
- NCD – 29 November 2023
- Audit – 29 November 2023
- C&Q – 11 October and 30 November 2023
- Link Governor Reports – TD/SH/HM/PC/MJ/LD

Members reviewed the reports in the papers.

AB had nothing to add to the subsidiary company updates other than what had been discussed under the presentation of the subsidiary company Financial Statements.

GRS recommendations had been considered elsewhere on the agenda. SH reminded Members that the College is due to undergo an External Board Review in the Spring Term. JC provided an update on the reviewer selected by GRS, the proposed timetable and what will be involved. Members will be contacted individually as necessary but all Members will be expected to attend the meetings next term, which will be observed as part of the review.

The SSEC minutes would be discussed by External Members at the end of the meeting.

Members received verbal reports of Link Governor meetings as follows:

- SH – Cyber Link Governor
- SH – Wellbeing Link Governor

AD – Health and Safety Link Governor
HM – EDI Link Governor
HM – HE Link Governor
PC – Careers Link Governor
MJ – Safeguarding Link Governor

The Chair thanked the Link Governors for their engagement in the Link Governor activities which provides additional assurance to the Board in those areas and helps the Board to get a better feel for how decisions at Board level impact at operational level.

ACTION: JC was asked to include a report from the Estates Working Group as a regular report under this item.

RESOLVED: The reports were noted and endorsed.

120/23 Items for Notification (C)

RSM Internal Audit Annual Report (from Audit)

Members reviewed the Internal Audit Annual Report presented for notification by the Audit Committee.

It was noted that the Internal Auditors' Report provided Reasonable Assurance concerning the work carried out by RSM during the year.

Members were pleased to note the positive external validation provided by the Internal Auditors. Members discussed RSM's approach to the Audit Plan and their performance, both of which had been considered by the Audit Committee.

Hazlewoods External Audit Report to Trustees (from Audit)

Members reviewed the External Audit Report presented for notification by the Audit Committee.

It was noted that, as required by the Post-16 ACOP, the External Audit Report had been presented by the College's External Auditors, Hazlewoods, to a meeting of the full Board of Governors held during the Audit Committee meeting on 29 November 2023 and that the Board had been satisfied with the findings.

Senior Post Holder Remuneration Policy (from SSEC)

Members reviewed the Senior Post Holder Remuneration Policy referred to in the SSEC Annual Report to the Board and approved by SSEC under delegated authority.

HE SED (from C&Q)

MJ confirmed that the SED had been reviewed at the last C&Q meeting and that HM had reviewed it individually with KM.

RESOLVED: The Board noted the above items presented for notification by the relevant committees under delegated authority and were satisfied with them.

121/23 Use of College Seal

RESOLVED: The Board noted and endorsed the use of the Seal as set out in the paper.

122/23 Governance Matters:

Governance and Regulatory Developments

JC presented a paper which included details of the following matters and the actions to be taken in relation to each of them:

1. Safeguarding and Mental Health and Wellbeing
2. Funding/Financial Sustainability/Audit/Risk
3. Curriculum
4. Ofsted
5. Legislation/Law
6. LSIPs
7. Governance
8. Governor Training and Development

The paper had been presented to the Audit Committee the week before but had been updated with some small additions since the meeting.

Looking at the list of forthcoming Governor Learning and Development Opportunities, JC highlighted the AoC Finance Masterclasses scheduled for the Spring as particularly beneficial to Members. WA and MF have signed up. She encouraged others to do so.

RESOLVED: The Board noted the Governance and Regulatory Developments since the last meeting and the actions taken as a result.

Governor Learning and Development Activity Record and Governor Learning and Development Reports

Members had been provided with the record of Governor Learning and Development activities. They were reminded to let the Clerk have details of any external training activities they have undertaken which may be relevant to their role.

SH, MJ and PL fed back from the recent **SAR Validation meetings** that they had attended.

MF offered feedback on the **GC Staff Awards Ceremony** held on 20 October 2023.

MF and PL submitted feedback on **governor health and safety training** by Stone King LLP on 7 November 2023.

MF reported on a **Learning Walk** carried out on 16 November 2023 when he joined a Computer Games Class.

PL shared feedback on a **Learning Walk** on 16 November when he joined a class of approx. 13 learners studying Airline Cabin Crew Level 2, in Gloucester.

MF had attended a recent **Open Event and SAR Validation meeting**.

MF provided feedback on the **Higher Awards Ceremony** held on 17 November.

SH, PL, MJ, MF and JB had taken part in **Learning Walks** prior to the meeting and would send their feedback to JC for inclusion in the reports for the next Board meeting.

The Chair thanked Members very much indeed for their extensive involvement in all of the engagement activities during the year, which is much appreciated and extremely valuable in contributing to effective decision-making.

RESOLVED: The Board noted the Governor Learning and Development activities, which enrich governors' understanding and oversight of the College.

Adoption of updated AoC Code of Good Governance September 2023

JC reported that a new AoC Code of Governance has been published. If the College chooses to adopt the AoC Code of Governance, as opposed to another Code of Governance such as the Charity or Corporate Code of Governance, the expectation is that all colleges will be using the new code starting from 1 August 2024. JC reminded Members that the Board must adopt a code of governance and has adopted the AoC code since it was first published in 2015. GRS had reviewed the Code at their last meeting and recommended it to the Board for adoption.

RESOLVED: The Board agreed to adopt the AoC FE Code of Good Governance September 2023.

Adoption of updated Code of Conduct for Board Members

JC informed Members that an updated (18th) edition of the Eversheds' Further Education College Code of Conduct for Corporation Members is now available. The new edition takes account of the introduction of accountability agreements and the ONS decision to reclassify colleges as part of the public sector. A summary of the key changes from the prior addition appears at the end of the document. GRS has reviewed the updated code and recommended it to the Board for adoption.

RESOLVED: The Board agreed to adopt the updated Eversheds' Code of Conduct for Board Members.

ACTION: GP/Clerk to issue the updated code to Members for sign-up.

The Chair thanked the College for hosting the Higher Awards Ceremony and all agreed that it had been a happy occasion. MB issued a plea for any suggestions for speakers. Members discussed ideas for engaging more with graduates at the ceremony.

MB reported that Amy Brown, a carpentry apprentice at the College, has won the National Apprentice of the Year award for 2023. Members offered congratulations to her. An event will be scheduled in the new year to celebrate the achievement.

The Chair thanked Members for their all their hard work as governors this year and their continuing involvement with the College.

124/23 Date and Time of Next Meeting

Date and Time of Next Meeting: Strategy Board Meeting 8 February 2024, 4.00pm, C128a/b, Gloucester Campus

The Executive Team, Staff and Student Members left the meeting.

EXTERNAL MEMBERS ONLY ITEM (C)

125/23 SSEC Minutes – 6 November and 28 November 2023

See Confidential External Members Only Minute.

W. Hunt
8/2/24