



BOARD OF GOVERNORS

Meeting	Board of Governors	
Date	11 September 2017	
Time	15.30 – 18.06	
Venue	Theatres Trust, 22 Charing Cross Road, London, WC2H 0QL	
Present	Governors	
	Althea Efunshile	Chair
	Bryan Raven	Vice Chair
	Jane Button	Principal (P)
	Marcus Davey	
	Alex Fowles	
	James Jefferson	
	Catherine Large	
	Claire Paul	
	Fern Potter	
	In attendance	
	Keith Arrowsmith	Clerk to the Board/ legal advisor
	Felix Adenaike	Interim Vice Principal Finance (VP:F)
	Chidi Okolo	Interim Vice Principal Curriculum (VP:C)
	Melissa Drayson	Interim Clerk designate (observer)
	Shirley Wyatt	Minute taker
Apologies	Kim Bromley-Derry (Governor)	
Quorum (7)	The meeting was quorate throughout	

Item	Action lead
1. Preliminary Business	
1.1 Welcome and introductions	
The Chair opened the meeting and introductions were made. Alex Fowles was welcomed to the Board and thanked for taking on the role of Chair of Audit Committee. Melissa Drayson was introduced as Interim Clerk pending recruitment of a permanent postholder. She was attending as an observer and would start work immediately subject to formal approval of her appointment.	

Item	Action lead
Apologies were made for the lateness of the papers.	
1.2 Apologies for absence	
Apologies were accepted from Kim Bromley-Derry. It was noted that Marcus Davey and Keith Arrowsmith had requested to leave the meeting early. This would not affect the quorum.	
2. Minutes and Matters Arising	
2.1 RESOLVED: That the Minutes of 13 July 2017 be approved as an accurate record and signed by the Chair	
2.2 Progress on the summary of actions was noted, including those still due for completion. Suggestions were made on format of the report.	
2.3 ACTION:	
i. That a completion column be added to the update on actions	Clerk/P
ii. That a presentation on the qualifications framework (action 6.2.7) be provided to governors prior to the next Board meeting	VPC
3. Declarations of interests	
3.1 No declarations were made relating to items on the agenda. The Board noted that the Register of Interests was due for annual review.	
ACTION: Governors to submit changes to the register of interests to the Clerk.	Govs/Clerk
4. Confidential Business of the Corporation	
4.1/4.2 A confidential minute was made of these items on the grounds of commercial sensitivity.	
4.3 Chair and Chief Executive Report, including staffing <i>Supporting paper by the Chair and Principal</i>	
The report was received. No questions were raised.	
4.4 Register of Sealings <i>Supporting paper by the Clerk</i>	
The report was received and no questions were raised.	
5. Student Experience	
5.1 Achievement Report <i>Supporting paper by the Vice Principal (Curriculum and Quality)</i>	

Item	Action lead
<p>Governors noted timely success rates for apprenticeships. As some were late achievers, they would not be included in 2016-17 predictions</p>	
<p>ACTION: that the Audit Committee be asked to oversee internal controls relating to student data.</p>	<p>Audit</p>
<p>5.2 Curriculum Growth Strategy <i>Supporting paper by the Principal</i></p>	
<p>The Principal outlined that the revised Curriculum Growth Strategy had been considered at both the Employer Steering Group (ESG) and Standards Committee (SC). The latest version proposed a separate curriculum development approval process and curriculum course approval process. The ESG would have a key role in advising on the courses that are taken to market. The business cases for each curriculum strand would be approved at SC, before feedback from the related Employer Forum was sought. This feedback would be considered by SC before final recommendations were made to the Board.</p>	
<p>Due to the deadline for publishing the prospectus, the Principal proposed that a task and finish group be set up of ESG members to provide feedback to SC.</p>	
<p>Governors noted the view of the interim Clerk that it was unusual for the Governing Body to approve every subject within the curriculum. Governors should, however, have assurance that the strategy and process behind curriculum development was robust.</p>	
<p>It was noted that the Standards Committee was currently an advisory group only and had no delegated decision-making authority. Therefore, the Board:</p>	
<p>RESOLVED: that the recommendation of the Standards Committee that each new curriculum strand be accompanied by a business case be APPROVED.</p>	
<p>5.3 Apprenticeship Growth Strategy – National College Employer Proposition <i>Supporting paper by the Principal</i></p>	
<p>The Board considered the action list. Governors asked how the Apprenticeship Steering Group (ASG) differed from the ESG. Clarification was given that membership of the ASG would be at a more junior level.</p>	
<p>The status of CCSkills as an assessment organisation was queried.</p>	
<p>Governors expressed an urgency to engage larger cohorts of apprenticeships. In addition to the measures outlined for finding apprenticeship candidates, it was agreed that governors should assist by communicating with levy paying employers within their networks as a matter of priority.</p>	
<p>ACTIONS: that</p>	
<p>i. Governors contact existing apprenticeship levy employers within their networks to promote the National College</p>	<p>Govs</p>

Item		Action lead Principal
	ii. Clarification be sought on with CCSkills concerning end-point assessment and if they are an assessment organisation	

5.4 Student Governor vacancy and Students' Union

The Board noted the vacancy for student governor and the action that would be taken to elect a new Student Governor before the December Board meeting

Clerk

6. Financial Matters

6.1 Enrolment Update

Supporting paper by the Principal

The Board noted that the National College was currently under target for recruitment. This was the key priority for the College.

Governors asked why recruitment targets had not been met. This was due to a range of factors, including the timing of marketing and follow-up processes. It was noted that social media had proved successful, as had a promotional stand at Lakeside.

The level of engagement with schools was discussed. Seventeen schools had invited National College to talk to pupils. Governors suggested that the college should fully utilise its partnerships to gain access to schools, specifically CCSkills and the Royal Opera House (ROH) cultural team.

The Chair proposed next steps to ensure that governors were kept up to date on this crucial issue.

ACTIONS:

(i) that a draft plan be circulated to governors in correspondence by 31 October detailing:

Principal

- **The latest recruitment position**
- **The impact of under-recruitment**
- **Strategies to increase student numbers during 2017-18**
- **Processes that have started for September 2018.**

(ii) That the risk register should be updated to reflect the risk of under-recruitment during the current year and the next academic year.

VPF

6.2 Management Accounts

Supporting paper by the Vice Principal: Finance (VPF)

The Board noted the estimated year-end position. The statutory financial statements and regulatory audit was due to commence the following week. The VPF expressed confidence that the final statements would be in line with the draft figures provided.

The Board accepted the management accounts

Item	Action lead
------	-------------

6.3 External Audit
Supporting paper by the VPF

The Board noted the audit timescale. It was explained that the external auditors would give an opinion on regularity, internal control arrangements and any major adjustments required in the statutory accounts. This report would be presented to the Audit committee (AC) on 7 November. Governors were reminded that the AC's role was to ensure that the accounts had been prepared correctly and to provide assurance to the Board to inform its statement of internal control, governance and risk. The Finance Committee, when established, would monitor financial performance.

It was confirmed that the Board would meet on 14 December to approve the Accounts before the statutory deadline on 31 Dec.

Catherine Large left the meeting at 17.37

6.4 Risk Register
Supporting paper by the VPF

The Board was asked to confirm that it was happy with the format and content of the risk register, notwithstanding the Board decisions to add new risks around student recruitment and capital developments.

Comment was made that the document was useful and suggested that an additional column might be added which showed changes in risk status.

It was also requested that the Board should be guided as to which of the red risks were within the control of the College to mitigate.

ACTIONS:

- i. **That additional information be provided to indicate changes in risk status and risks out of the control of the college** VPF
- ii. **That KPIs be included on the risk register.**

6.5 Financial Regulations (revised)
Supporting paper by the VPF

RESOLVED: that the revised Financial Regulations be approved.

6.6 MIS System
Supporting paper by the VPF

A recommendation was brought to the Board in line with the procurement policy relating to large investments.

RESOLVED: that the proposed supplier of the College MIS system be approved.

Item	Action lead
<p>6.7 Update to Bank Mandates <i>Supporting papers by the Clerk</i></p>	
<p>RESOLVED: that the proposed amendments to the National College and Backstage Centre bank mandates be made.</p>	
7. Committees	
<p>7.1 Report from the Standards Committee meeting on 25 August 2017 <i>Supporting paper: Minutes of the meeting</i></p>	
<p>It was noted that a date for an Autumn meeting of the SC had yet to be found.</p>	
<p>7.2 Report from the Employer Steering Group on 23 August 2017 <i>Supporting paper: Minutes of the meeting</i></p>	
<p>It was suggested that the membership of ESG be revisited and that the Apprenticeship Steering Group (ASG) be held on the same day.</p>	
<p>7.3 Report from the Development Committee on 24 August 2017 <i>Supporting papers: Minutes of the meeting and Terms of Reference</i></p>	
<p>RESOLVED: that the Development Committee Terms of Reference be APPROVED.</p>	
<p>7.4 Report from the Audit Committee on 24 July 2017 <i>Supporting paper: Minutes of the meeting.</i></p>	
<p>It was confirmed that the Principal and VPF were not members of the committee. Claire Paul was also not a member.</p>	
<p>7.5 Report from the Backstage Centre Ltd Board <i>Supporting paper: actions from 8 August meeting</i></p>	
<p>It was noted that the Backstage Centre Board had not met in August.</p>	
<p>7.6 Finance Committee proposal <i>Supporting paper and proposal by the Clerk</i></p>	
<p>RESOLVED: that a Finance Committee be established with membership and Terms of Reference to be approved by the Board</p>	Clerk
<p>7.7 Capital Committee proposal <i>Supporting paper and proposal by the Clerk</i></p>	
<p>RESOLVED: that a Committee be established with a membership and Terms of Reference to be approved by the Board.</p>	Clerk
8. Policies for approval	

Item	Action lead
<i>Supporting papers by various authors</i>	
Due to the late mailing and the shortage of time to read the policies, it was	
ACTION: that Governors return comments on policies to the Clerk by email	Governors
9. Forthcoming meetings and other important dates	
<i>Supporting papers by the Clerk</i>	
9.1 Calendar of meetings 2017-18	
It was noted that two Board meetings dates were proposed in December and January. It was agreed that the Board meeting on 14 December should proceed, subject to Governor availability, but that 11 January should be retained as a possible training date.	
9.2 Organisation chart	
Noted	
10 Other Business	
10.1 Safeguarding	
The board was reminded that Governors were due training on Safeguarding and that DBS checks had yet to be processed.	Clerk
10.2 Appointment of Interim Clerk	
<i>Melissa Drayson withdrew from the meeting</i>	
The board discussed the proposal to accept Keith Arrowsmith's resignation as Clerk and to appoint Melissa Drayson as Interim Clerk	
Governors asked if Keith could become a Governor but it was confirmed that this was not possible. The Chair confirmed that KA would still be the college legal advisor and could be invited to attend Board meetings in this capacity. It was noted that Melissa offered significant FE experience.	
RESOLVED: that Melissa Drayson be appointed interim Clerk	
<i>Melissa Drayson rejoined the meeting and was informed of her appointment.</i>	
10.3 IT/Data Protection Update	
It was noted that a full report was due in December	Principal
<i>The meeting concluded at 18.06</i>	

Item

**Action
lead**

Signed (Chair):

Dated: 14 December 2017