

**BOARD OF GOVERNORS**

**Meeting** Board of Governors

**Date** 13 April 2018

**Time** 10.00 – 12.45

**Venue** Theatres Trust, 22 Charing Cross Road, London WC1

**Present** **Governors**

Althea Efunshile Bryan Raven David Pitcher Marcus Davey Alex Fowles James Jefferson (by phone) Catherine Large	Chair Vice Chair Principal (P/CEO)
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**In attendance**

Felix Adenaike Elaine Kelt Melissa Drayson Keith Arrowsmith (Counterculture LLP)	Interim Vice Principal Finance (VP:F) Director Curriculum and Quality (DCQ) Interim Clerk Legal adviser – item 10 only
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**Apologies** Kim Bromley-Derry (Governor)  
 Claire Paul  
 Fern Potter

**Quorum (4)** The meeting was quorate throughout

- | <b>Item</b>                                                                                                    | <b>Action<br/>lead</b> |
|----------------------------------------------------------------------------------------------------------------|------------------------|
| <b>1. Preliminary Business</b>                                                                                 |                        |
| <b>1.i Apologies for absence</b><br>Apologies were accepted as listed above                                    |                        |
| <b>1.ii Declarations of interest and urgent items of other business</b><br>There were no new items of business |                        |
| <b>1.iii Urgent items of other business</b><br>There were no items of other business                           |                        |
| <b>2. Minutes of the meetings on 11 January, 9 and 27 February</b>                                             |                        |

**i Approval of Minutes**

The Minutes, including confidential minutes, of 11 January, 9 and 27 February 2018 were approved as an accurate record of each meeting respectively

**ii. Matters arising and outstanding actions**

*Supporting paper by the Clerk*

The Board noted that all items were either completed, on the agenda for this meeting, or were on hold.

**3. Principal and Chief Executive Report**

Governors noted the key items reported which included:

- Regular meetings with the DfE and ESFA had been held;
- A meeting had been attended by the Principal and DCQ with the DCMS the previous day. The recently launched Creative Industries Sector Deal, and the need for the National College within this context, was discussed;
- There were positive steps forward in terms of building relationships with employers.
- Several new apprenticeship starts
- A number of offers of a place in September 2018 had been made. A range of promotional activities were planned, although these were proportionate to current capacity and uncertainty over future funding.
- There was an urgent need for an update of the website, including a review of the current website developer.
- Staff turnover, absence and recruitment, including the advertisement for two marketing posts, as discussed by the Backstage Centre board and Finance Scrutiny Group.

**4. Whole College KPIs and Current Position Statement**

*Supporting paper by the Director of Curriculum and Quality*

The Board thanked the DCQ for an excellent update on the SAR and student KPIs within the position statement. It was requested that future versions should include benchmarks and previous year performance, where this was relevant.

Governors concurred with the gradings of in all areas. It was confirmed that no National Colleges had, yet, been inspected but all were preparing for the possibility.

It was noted that the data for the whole college KPIs was still being validated as some discrepancies had been identified by the DCQ in previous reports. The Board was, however, satisfied that the data on which the position statement was based was robust and accurate. It was considered that the installation of the MIS and student data software would further improve the efficiency of record-keeping.

**5. Finance, Audit and Risk**

**i Finance Scrutiny Group report and recommendations**

*Supporting papers: minutes of meetings on 15 February and 13 March 18*

The Board noted that the Finance Scrutiny Group had met twice since the last scheduled Board meeting. At each meeting, the most recent management accounts and cashflow forecast for the college and its subsidiary, the Backstage Centre, were scrutinised. The Committee asked for more detailed reports on pay costs, capital expenditure and overheads/contractual costs and the scope for identifying savings was explored fully, particularly in terms of renegotiating or discontinuing some contracts.

The need to appoint further members to the Committee, to increase its independence from Audit Committee, was agreed. Marcus Davey confirmed that he was willing to become a member, but his commitments clashed with forthcoming meetings.

**AGREED: that Fern Potter be appointed as a member of the Finance Committee.**

**ii. Management accounts and cashflow report – March 2018**

*Supporting papers by the VP Finance*

The overall financial picture was consistent with that reported in February. This predicted an adverse variation in the budgeted deficit. Contributing factors included:

- Income shortfalls in apprenticeships and FE loans had now crystallised. Income to date from Backstage Centre currently stood behind budget, with the gap narrowing by year-end.
- The expenditure profile now reflected essentials only.

The VP Finance reported that he was producing weekly cashflow reports for the ESFA. It was considered that these would be helpful for governors to receive as they would show peaks and troughs within a month more accurately.

**AGREED: that weekly cashflow reports would be shared with governors**

**iii. Audit Committee report**

*Supporting paper: Minutes of meeting on 15 March.*

The Board noted the key areas of discussion, in particular that decisions on Internal Audit activity would be taken in June. It was likely any IAS visits would cover Key Financial Controls, and Learner Numbers as a minimum.

**iv Risk register**

*Supporting paper: risk register and board assurance matrix*

The Audit Committee had discussed the risk register in detail and had requested the addition of GDPR and Contracts/overheads costs. The draft Board assurance map, which set out the 'levels of assurance' for each risk had also been presented to the committee and would be revisited at the June meeting.

The Board considered that of the strategic risks set out in the register had been reviewed as part of recent Board or Committee business.

**6. Quality and the Learner Experience – Standards Committee report**

*Supporting paper: Minutes of the Standards Cttee meeting on 16 March*

Key points included that governors had emphasised the need to provide classroom-based learners at Backstage Centre with an excellent experience in their concluding weeks. Other governors were encouraged to contribute to this by providing various opportunities for employer engagement and visits. It was also suggested that the employers on the Apprenticeship Strategy Group should be invited to become involved.

**AGREED: that a proposal for enrichment activities involving governors and other employers should be developed.**

## 7. **Backstage Centre**

*Supporting paper: Minutes of meeting on 13 March 2018*

The Chair reported that it had been intended that the BSC Business Plan would be brought to the meeting. The BSC Board had reviewed an early draft but had asked for further work to be done to ensure that it:

- a) tied in with the college Business Plan
- b) ensured that the learning objectives of the College were met and reflected in a set of metrics.

It had been agreed that the plan would have three strands:

- a. The use of the BSC as the teaching and training facility for National College students
- b. The generation of income from high-value commercial lettings (music, adverts) with associated opportunities for NCCI students
- c. The generation of income through lettings to other organisations for training.

Governors noted the extent to which the college was currently reliant on the financial contribution from the Backstage Centre and the balance between prioritising the provision of a fit for purpose learning environment and the drive to maximise income.

The Board insisted that the safeguarding of its learners should run as a thread through all three strands

**AGREED:**

- |                                                                                                                                          |                        |
|------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| <b>(i) that dedicated and safeguarded learning areas for National College students should be identified as a matter of priority;</b>     | <b>P/CEO &amp; DCQ</b> |
| <b>(ii) that the financial impact of this on the Backstage Centre income from hires should be assessed;</b>                              | <b>VP Fin</b>          |
| <b>(iii) that, subject to discussions with the DfE, longer term capital modifications required to the Backstage Centre be revisited;</b> | <b>P/CEO</b>           |
| <b>(iv) That an inventory should be taken of all equipment loaned to the Backstage Centre by third parties and its current use.</b>      | <b>P/CEO</b>           |

## 8. **Data Protection and GDPR**

*Supporting paper by the Principal*

The Board noted that all staff training on GDPR had taken place, a planning group had been established, and that a roadmap was being finalised to ensure ongoing compliance. The existing policy had been updated in line with the new regulations. The need to ensure that all marketing lists and databases were reviewed was stressed.

**RESOLVED: that the updated Data Protection Policy be approved.**

**AGREED: that an update on the implementation of GDPR be brought to the July Board meeting.** P/CEO

**9. Safeguarding and Prevent**

*Supporting paper by the Director Curriculum and Quality*

The Board considered the case log and noted that appropriate action had been taken in each instance.

The Clerk reported that the majority of governors had completed the online safeguarding and prevent training. It was acknowledged that most governors had received recent training in their workplaces, where they worked with young people and vulnerable adults.

**AGREED: that periodic meetings should be set up with the designated safeguarding governor, Kim Bromley Derry, to discuss the case log and other issues.** DCQ

**10. Business plan update and modelling**

*Supporting papers by the Principal and the Clerk/Legal adviser*

*A separate confidential minute was taken of this item due to commercial sensitivity.*

The Board reiterated a) its commitment to providing the current cohort of students with the best educational experience and chance of success and b) its belief in the potential expressed within its business plan.

**AGREED: that a costed curriculum be produced with at least two alternative options for comparison.**

**11. Confidential item**

*A separate confidential minute was taken of this item due to commercial sensitivity*

**12. Other urgent business - none**

**13. Dates of future meetings**

12 July 2018 at 15.00 – Backstage Centre

**AGREED: that an additional meeting would be organised in May/June**

*Signed (Chair):*

*Dated: 12 July 2018*