

# Askham Bryan College Corporation

## Corporation Meeting

### Minutes of the meeting held Wednesday 27 August 2014 – 3.00pm-7.45pm Askham Grange, Askham Richard, York

#### 1. Attendees

**Present:** Jennifer Bartram (JB), David Black (DB), Alan Bowe (AB) – (Newton Rigg Committee Chair), Ian Brown (IB), Andrew Cobb (AC), Alun Davies (AD) – (Corporation Vice Chair/Search Committee Chair), Peter McKenzie (PM) – (Audit Committee Chair), Liz Philip (EJP) – (Principal/CEO), Ian Snowden (IS) – Staff Governor, Helen Swiers (HS), John Williams (JW), Ian Youdan (IY) – (Corporation Chair).

**In attendance:** Judith Clapham (JC) - (Clerk to the Corporation - minute taker).

2. **Apologies for absence:** Jane Downes (JD), Philip Grant (PG) – Staff Governor.

#### 3. Declarations of Interest

There were no new or changes to the standing declarations of interest as detailed below:

- IB, EJP and IY declared an interest as Directors of Askham Bryan College Company Limited.
- AB declared an interest with regard to property matters in relation to H&H Land and Property Ltd (Chartered Surveyors, Land Agents and Valuers).
- DB declared an interest as Managing Director of Paragon Veterinary Group who provide veterinary services to the college.
- IY declared an interest as a consultant to Brown & Co.
- AC declared an interest as Emeritus Professor of Plant Sciences, Harper Adams University and as being contracted to the UK Quality Assurance Agency (QAA) to scrutinise applications for Degree Awarding Powers.

#### 4. Minutes of the meeting held 16 July 2014

**Resolved:** Following an addition to Minute 66, third paragraph “but does not include 1.6m of unfunded growth to be paid in 12 months, due to lagged funding”, plus third paragraph of Three Year Financial Plan a change of word from “will” to “may” and on minute 68 fourth paragraph from “taping” to “recording” and action for minute 64 from IY to IH, the minutes were accepted as a true and accurate record and signed by IY as Chair.

#### 5. Matters arising from the minutes/action schedule

IY confirmed he has written to Michael Jarmuz, Student Governor as he has now left the College, but not Dan Ramsden as he is still at the College.

EJP reported that the legality of minute 68 with regard to Data Protection of the telecommunications clause in the new contract is IT and AoC compliant.

JC asked Governors to consider taking on the role of Safeguarding Link Governor and if interested to let her know.

EJP thanked all involved for their support with lobbying MPs which had resulted in a positive outcome.

## 6. Governance

### Meeting Minutes and Recommendations

Consideration was given to the summary of recommendations and minutes from the following meetings, which Governors were asked to approve and adopt:

#### Search Committee 28 May 2014

- PG's Term of Office be extended by one year until the Governance Working Party have fulfilled their remit.
- The Annual Programme of Training Events include:  
Difference between Governance and Management – external facilitation on roles eg Burnetts or Rollits  
Conflicts of Interest/Code of Conduct  
Common Inspection Framework  
Teaching and Learning  
Health and Safety  
HR – The Grievance Procedure  
Management Information Systems

#### Finance and General Purposes Committee 11 June 2014 & 16 July 2014

- That the Management Accounts to 31 March 2014 be accepted.
- That the Corporation approve the extension of the student transport project to cover the upgrading of significant areas of the College's internal road network to address health and safety concerns caused by significant pot holing and degradation in these areas.

#### Newton Rigg Committee 17 June 2014

- There were no recommendations requiring Corporation approval.

#### Audit Committee 25 June 2014

- That the Student Retention, Quality of Teaching and Learning, National Centre for the Uplands, Student Recruitment, Management of Capital Projects and Risk Management Reports be accepted.
- That the Internal Audit Progress Report 2013/14 be accepted.
- That the Rolling Implementation Plan of Audit Recommendations be accepted.
- That the Risk Map be accepted with the change to Data Protection as above.
- To update the Terms of Reference as follows:  
2.9 To establish, in conjunction with College Management, relevant annual performance measures and indicators and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators. and tTo decide, based on this review, whether a competition price and quality of the audit service is appropriate.  
2.13 To be informed of all additional services undertaken, prior to commencement of the work by the IAS and the financial statements auditors.  
3 To recommend the management letter for the annual financial statements to the governing body for approval.
- For consideration to be given to Jennifer Bartram sitting on the Audit Committee.
- For JT to be invited to present to the Committee on how Quality is measured, plus to invite the Chair of the Quality and Standards Committee to attend the session.  
That Co-optees be invited to relevant Corporation Meetings to observe proceedings and widen their understanding.

The proposed training plan was welcomed. It was suggested that Paul Sellars be changed to Management Information Systems (MIS).

AD suggested that the Rollits Session that he had recently attended could be beneficial to the wider Corporation.

Additional areas thought useful were Safeguarding and political issues focussing on the party manifestos ahead of the election.

**Resolved:** The above recommendations were proposed for approval and adoption, all agreed.

## **7. College Company**

Members agreed that minute 7, should be classified as confidential on the grounds of commercial sensitivity and reviewed in one year. The minutes and associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders).

## **8. Governance Working Party Report**

Consideration was given to the Governance Working Party Report to enable Governors to approve the recommendations.

Clarification was sought on what was meant by 'tweaking' to which it was stated that the group did not feel that there needed to be a complete change to the governance system ie Carver, but more enhancements to the current system to ensure it is effective and efficient in the decision making process in the best interests of the College.

Governors felt the Committee structure works best when Corporation can trust the clear recommendations the Committees make.

Six Corporation Meetings were thought to be too few, but it was noted that with the addition of the Strategic Planning Days this would take it to eight. Having two Strategic Away Days and more Corporation Meetings was considered prudent due to the rate of change.

Serious concern was expressed at reducing the Finance Committee to three. It was explained that the idea behind this and the Quality and Standards Committee was to enable greater scrutiny, but for these areas to also appear on the main Corporation agendas to enable the full Corporation to have oversight and fulfil its responsibility in these two areas. It was felt that this should be kept under review due to the number of projects, with the idea that a capital working group may need to be formed.

It was noted that retaining an Audit Committee is a legal requirement.

Retaining two students was thought appropriate as attending together appears to help with their confidence to contribute.

It was acknowledged that the College operates as one College with one Corporation. The value of all the Newton Rigg Committee members was acknowledged and indeed it was recognised does not want to be lost as a tremendous amount has been contributed in hard work and commitment to the College with recognition of the importance of the power of the local community, which is very much appreciated. However, concern was expressed that the Newton Rigg Committee does not align with the one College, one Corporation ethos as there are no other Centre Committees at a governance level. It was agreed that any changes needs to be in consultation with the Committee to determine their own future and for them to consider what it is they do that cannot be done on the Corporation.

Whilst in principle Governors thought the idea of a Court was a good one, reservation was expressed at the expectations it might bring and the management of relationships, as it needs to be explicit that it is not the governing body. It was thought membership may change depending on requirements. It was thought it could enable a more formal mechanism to capture the enthusiasm for the College. Suggestion was made of looking at an Alumni before progressing the Court idea, which can also be a fundraising opportunity. The need to involve young people was considered important as was the need for a clear remit and purpose.

The idea of providing papers electronically was considered, as it was thought it could save a huge amount of time, effort and cost and any financial cost of equipment could be recouped in a year. Some Governors felt that they would still prefer papers being sent in hard copy, but others were open to the idea and suggested having Ipads with one pdf document of all the papers. It was noted that this topic is to be discussed further with the Governance Working Party where a paper will be presented with the varying options. Governors were reassured that any moves in this direction would be fully supported by training sessions and with their consent.

Capturing the student and staff views would be welcomed by Corporation along with other stakeholders and a rota for doing so was thought a good idea. It was suggested that staff observers could apply through the Clerk to observe a Corporation Meeting so they can see what is going on, to give transparency. This was felt to need more thought.

EJP asked Governors to be aware of the influence they carry in what they say and that there needs to be more of a balance on what they focus on as sometimes it is too much on one thing and not enough on another and often she is the only person in the middle.

**Resolved:** Following a detailed discussion and debate, in which all parties present were asked for their views, the following recommendations were proposed for approval and adoption:

- All Committees remain as advisory, making recommendations to the Corporation which remains as the collective decision making body
- Retain 17 members
- Have two Strategic Away Days
- Increase the number of Corporation Meetings to eight including at the Away Days
- Retain the Audit Committee with four meetings a year
- Retain the Finance Committee with a minimum of three meetings a year, plus monthly Management Accounts with a commentary on an accruals basis
- Retain the Quality and Standards Committee with three meetings a year
- Retain the Search Committee with two meetings a year
- Retain the Remuneration Committee with one meeting a year amalgamated with a Search Committee Meeting
- Cease the Projects Committee
- Change the format of the Newton Rigg Committee by 31 July 2015 following consultation with the Newton Rigg Committee
- Consider the Creation of a 'Court' in a year's time
- Extend Philip Grant's Term of Office by one year until July 2015
- Retain two staff Governors elected from different sites
- Senior Management Team only attend Corporation Meetings when they are presenting a paper or at the request of the Corporation. It was noted that the Executive Principal attends meetings as a Governor and that the Deputy Principal Finance and Resources will be in attendance at Corporation Meetings, plus the Clerk who will be present at all meetings. It was felt this should be discussed further at the Governance Working Party as the Corporation would like to get to know the Senior Management Team better.

- Discuss the future of the Companies
- Create a scheme of delegation
- Review what needs bringing to Corporation for approval

It was felt that the group did need to meet again to continue the outstanding remit.

### **9. Schedule of Meetings 14/15**

Consideration was given to the Corporation/Committee Meeting Schedule 2014-15 which Governors were asked to approve. The version taking into account the above proposals from the Governance Working Party was thought to be the most appropriate.

It was noted that JD is unable to make the proposed Strategic Planning Event 11-12 November 2014. Unfortunately, others were not able to attend the other proposed alternative dates, so it was decided to leave the dates as they are.

Advance apologies were given by JW for 8 October Corporation Meeting, IB for 3 December Finance and General Purposes Meeting, JW for 3 December and 4 February Audit Committee Meeting and AB for 25 February Corporation Meeting.

**Resolved:** Corporation/Committee Meeting Schedule 2014-15 New was approved.

### **10. Departmental Briefings**

Consideration was given to the Departmental Briefing Sessions for Governors. It was noted that the new Farm Manager is Oliver Pilbeam, who replaces Mike Patch.

It was noted that Governor visits could be arranged via the Principal's PA or Clerk as the Principal and Clerk should be informed when Governors attend the College other than for scheduled Governor Meetings.

**Resolved:** Departmental Briefings approved.

### **11. Risk Register**

Consideration was given to the Risk Register. It was thought that there needed to be a consensus of what underpins the risks. PM and AC agreed to deliver a session at the Strategic Planning Away Days on the risk map and to consider how the risk severity is increasing and to ascertain the Corporations appetite for risk and how they will monitor it.

**Resolved:** Training session to be delivered at the Strategic Planning Away Days on the risk map and the Corporations risk appetite.

### **12. Strategy and Management – presented by EJP**

Members agreed that minute 12, should be classified as confidential on the grounds of commercial sensitivity and reviewed in one year. The minutes and associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders).

### **13. Confidential items**

**Resolved:** It was felt that minutes 7 and 12 should be classified as confidential on the grounds of commercial sensitivity and reviewed in one year. The minutes and associated reports are therefore not available for circulation to the public, college staff or students (excluding senior post holders).

#### 14. Any other business

None

#### Date of next meeting

Resolved: Wednesday 8 October 2014 at 12 noon, Newton Rigg

#### Action Schedule

Date Action Raised	Minute No	Action required	Action by	By when
<b>Current</b>				
27/08/14	5	Write to Dan Ramsden	IY	ASAP
27/08/14	5	Governors to consider whether they would like to take on the role of Safeguarding Link Governor	All	8/10/14
27/08/14	6	Add Safeguarding and political issues to the training plan for Governors to be implemented at the Away Days	JC	
27/08/14	8	Review the number of times Committees are meeting to ensure the structure is fit for purpose	All	Jan '15
27/08/14	8	Look into the different options for sending papers electronically and present a paper to the Governance Working Party	JC	
27/08/14	8	Consider further how student and staff views can be captured by Corporation	Governance Working Party	Their next meeting
27/08/14	10	Arrange Departmental Briefings visits	Governors and Clerk	31/10/14
27/08/14	11	Prepare a session for the November Strategic Away Day on the Strategic Risk Map and Corporation Risk Appetite	PM & AC	Strategic Away Day
<b>Pending</b>				
07/05/14	51	Consider reviewing the HE fee and researching why students chose ABC.	AN	As appropriate
07/05/14	53	Share video from TLA Day at a Governors Meeting.	JT	Autumn Term
19/03/14	34, 41 & 45	Review the election process, succession planning, Governor Self Assessment, away days and Governance in the North East	Governance Working Party	July 2014
11/12/13	26	Organise online Safeguarding Training for new Governors	JC	End of Summer Term
11/12/13	26	Record whether complaints are from separate individuals or individuals making multiple complaints, plus recording compliments	JT	When next report due
09/10/13	16	Annual report on Health and Safety Cycle and legal framework	JC to organise	Once new H&S arrangements are in place

22/05/13	Pre meet	Health and Safety to be discussed by Audit Committee	JC to organise	Once new H&S arrangements are in place
22/05/13	Pre meet	Check status of Incident/Accident Policy	JC	Once new H&S arrangements are in place
<b>Cleared</b>				
16/07/14	60	Search Committee to consider the vacancy on the Corporation and Audit Committee	Search	Next Meeting
16/07/14	64	To write to thank Michael and Dan, the Student Governors	IY	ASAP
16/07/14	64	EJP and IH to review large social/staff space in the College	EJP & IH	ASAP
16/07/04	64	Consideration to be given to collapsing the timetable for whole days for sporting events	EJP	ASAP
16/07/14	66	Implement the changes to the Financial Regulations and ensure they are tidied up and reports appear at F&GP as detailed in the minute	IH	ASAP
16/07/14	68	Follow up the legality with regard to Data Protection of the telecommunications clause in the new contract	AT	ASAP

I certify that this is a true and accurate record of the meeting held 27 August 2014 and agree to them being made public on the Askham Bryan website.

Signed  
Chair

Date