

**MINUTES OF A MEETING OF NEW COLLEGE NOTTINGHAM CORPORATION
HELD ON WEDNESDAY 25 MARCH 2009 AT 5.30PM**

PRESENT:

Anne Adams - Chair	✓
Geoff Hall – Principal	✓
Alex Brown	✓
Delroy Brown	✓
Trevor Cooper	Apologies
Lucy Dadge	✓
Christine Goldstraw	✓
Brian Hambidge	✓
Marianne Howarth	Apologies
Mick Newton	✓ (item 13 onwards)
Jonathon Oldham	✓
Carol Parkinson	✓
Tim Richmond	✓
Mike Storey	✓
Ralph Tonge	✓

IN ATTENDANCE:

David White	Interim VP Corporate
Andrew Hartley	Executive Director of Funding and Financial Resources
Val Mattinson	Director of Corporate and External Affairs
Claire Kay	Clerk to the Corporation

Consideration of items of business was based on reports prepared by College management and the Clerk to the Corporation which were circulated with the agenda to all Members of the Corporation in advance of the meeting.

Prior to the meeting a presentation was made to members outlining the admissions programme by Helen Clurow.

1. APOLOGIES FOR ABSENCE

Apologies for absence had been received from Members listed above. The apologies were accepted by the Board.

2. DECLARATIONS OF PERSONAL INTEREST IN AGENDA ITEMS

The Principal declared an interest in agenda item 20. No other interests were declared.

3. MINUTES FROM THE MEETING HELD ON 17 DECEMBER 2008

The minutes from the meeting of the 17 December 2008 was reviewed by the Board. The Board passed the following resolution:

The Board approve the minutes of the meeting held on 17 December 2008.

4. MINUTES FROM THE SPECIAL MEETING HELD ON 10 FEBRUARY 2009

The minutes from the special meeting of the 10 February 2009 were reviewed by the Board. The Board passed the following resolution:

The Board approve the minutes of the meeting held on 10 February 2009.

5. MATTERS ARISING

The Principal informed members that Julie Ashton would be joining the College on 1 May 2009. There were no other matters arising from the minutes not considered elsewhere on the agenda.

6. **APPOINTMENT OF NEW MEMBERS**

A paper was tabled detailing the recommendations from the Search Committee regarding the appointment of 2 new members. The Clerk outlined the recruitment process which had been undertaken during the term and the resulting recommendations of the Search Committee.

Members questioned the diversity profile of the Board and its representation of the Communities the College served. The Clerk outlined the measures taken by the Search Committee to consider diversity in all forms. Applicants interviewed demonstrated good ethnic, gender, disability and age mix but the recommendation made to the Board was based on specific skills and experience.

The Board passed the following resolution:

The Board approve the appointment of the following new members:

- **Mr Richard Brackenbury, for a term of office of 4 years until 25 March 2013**
- **Mr Nigel Hallam, for a term of office of 4 years until 25 March 2013.**

The Board agreed Mr Brackenbury would become a member of the F&R Committee, while Mr Hallam would become a member of the Audit Committee.

7. **PRINCIPAL'S OVERVIEW**

The Board reviewed the contents of the Principal's Overview report noting the Principal's intention to step back from the World Skills development role but as future world skills events were in Europe, the College would focus on sending teams to these events. Members explored the steps being taken to improve safeguarding during recruitment and staff using new media appropriately. Members congratulated Hugh Davis and Geoff Hall for their publication noted in the report.

The report was noted.

8. **BOARD BRIEFING: APPRENTICESHIP, SKILLS, CHILDREN AND LEARNING BILL**

The report outlined the changes the proposed new Bill would bring about once its journey through Parliament was complete. Members noted the previous concerns about funding allocations based on postcodes had been resolved with the City receiving a block allocation irrespective of student's postcodes. The implications of developing relationships with new bodies and the Local Authority would be discussed further at the May residential.

The report was noted.

9. **THE CAPITAL FUNDING CRISIS**

The Principal updated members of the current information relating to the national capital issues and a letter from Sion Simmons was circulated to members. The implications for the College were outlined in the report. Clarity on the criteria which will be used moving forward to prioritise future funding would be brought to the Board as soon as these were determined. The financial impact of the expenditure to date on the College Accommodation Strategy was reviewed.

Members discussed some possible ways forward given the borrowing constraints and whole College accommodation plans and encouraged looking imaginatively at different designs and funding. Further discussions would be undertaken at the residential event in May.

The Board noted the report and passed the following resolutions:

- **The Board agree to incur no further expenditure on the Basford project, as advised by the LSC.**
- **The Board approve £50,000 to update and redevelop the overall College Accommodation Strategy.**

10. **ANNUAL REVIEW OF SAFEGUARDING LEARNERS**

The Standards Committee received an Annual Review of Safeguarding Learners at its meeting on 10 February. The outcomes and recommendations of this review were presented to members. Members noted their legal duty to safeguard and promote the welfare of children and vulnerable adults and considered the recommendation to create a new standing committee to provide assurance that issues identified were being adequately addressed.

Members considered this would impact on governor's time and agreed the need for this Committee should be reviewed after 12 months. The aim of the Committee as a standing committee of the Board was to gain adequate assurance arrangements were in place to fulfil the Board's legal duty, a review after 12 months would establish if the Committee was still required. Members reviewed the terms of reference for this Committee and its membership and considered it would be appropriate for a staff member to be a member of the Committee but agreed that student governors should be ineligible for membership.

The Board passed the following resolutions:

- **The Board note the findings of the Annual Review of Safeguarding;**
- **The Board approve the creation of a Safeguarding Committee as a standing Committee of the Board;**
- **The Board approve the initial terms of reference for the Safeguarding Committee.**

11. **REPORT FROM STAFF GOVERNORS**

The report from the staff governors was reviewed and discussed by members. Members noted the progress being made with PDR's and the impact of the new Diversity Directorate. The report was noted

12. **REPORT FROM STUDENT GOVERNORS**

Members were updated as to the current activities of the Students Union and congratulated the students on the Big Debate initiative. The Board was pleased to note the Union President was now a member of the Health and Safety Committee. The Student Governors presented the revised Student Union Constitution which was required to be approved by the Board. The Clerk circulated an amendment to section 6 of the constitution as the requirement of the SU President and Vice President to become the student governors had been omitted.

The report was noted. The Board passed the following resolution:

The Board approve the new Student Union Constitution subject to the amendments required to section 6.

MN joined the meeting at 6.50pm.

13. **FINANCE REPORT AND MIDYEAR FORECAST**

The report outlined the financial position to 31 January 2009 and the mid-year forecast to 31 July 2009 compared to the original 2008/09 budget as agreed by the Corporation in July 2008. The detailed report had been considered by the F&R Committee at its meeting on 11 March 2009 and was recommended to the Corporation for approval.

Despite some profiling differences during the year, the mid-year forecast estimated an underlying operating surplus of £875,000 at the year end compared to an original budgeted underlying operating surplus of £882,000, demonstrating the budget was being well managed.

The movement in the UK GAAP position had been adversely effected by the AiP capital costs to be written off in year following the national capital funding crisis and the effects of estimated increased pension charges. The mid-year forecast estimated the UK GAAP operating deficit would be £841,000.

Members considered the main changes in the Income and Expenditure account outlined in the report and discussed what actions could be taken to improve the UK GAAP position. In conclusion it was agreed to concentrate reporting on the underlying operating position of the College in year, whilst monitoring the UK GAAP position at budget setting, mid year forecast and year end only, reflecting good financial monitoring of areas within the College's control while remaining informed of the wider financial impacts on the College reserves.

The Board passed the following resolutions:

- **The Board note the current financial position and the mid-year forecast.**
- **The Board approve the revised budget for 2008/09.**

14. WAIVER OF FINANCIAL REGULATIONS

Members noted the requirement in the Financial Regulations to report to the Board any waivers of procurement arrangements. Members noted the requirement to waive financial regulations in relation to the repair and replacement of the gas main at Basford Hall in January 2009.

15. RECOMMENDATIONS FROM COMMITTEES

The report outlined the areas of business considered by the committee cycle prior to the March Board. The revised Financial Regulations recommended by the F&R Committee were outline to members.

The Board passed the following resolutions:

The Board approve the Revised Financial Regulations.

16. REPORT FROM THE CLERK TO THE CORPORATION

The report outlined changes to the terms of reference for the Appeal Committee and Special Committee of the Board due to the revised Disciplinary and Grievance Procedure agreed by the Board in December.

The Board passed the following resolution:

The Board approve the revised terms of reference for the Appeal Committee and Special Committee.

Members agreed that governors willing to form an Appeal Committee be identified by the Chair to ensure that adequate cover was in place for the remainder of this academic year.

The revised standing order relating to the appointment process for Chair and Vice Chair was also presented to members. This would change the current annual appointment process to a bi-annual process and to ensure consistency between the roles, the appointments would be undertaken in alternate years.

The Board passed the following resolution:

The Board approve the revision to Standing Order 46 as detailed in appendix 2 of the report.

17. GOVERNANCE ISSUES

The report outlined the draft programme for the May Residential, the 10th Anniversary Celebrations and the new AoC Governors Briefing and Regional Network meetings. A draft

schedule of meetings was circulated to help members plan their diaries for next year. A final version would be distributed in July.

18. COLLEGE FOUNDATION

The report outlined a proposal to establish a College Foundation for the benefit of learners and the wider community. The Foundation would be established by the College but would be a separate legal identity with charitable status. Members discussed the “public benefit” test, the legal structure and the Foundation Patron and possible trustees.

Members supported the benefits of a foundation for awards, bursaries and emergency funds for students in the community but expressed concerns at the economic timing of setting up a new charity and the workload issues of establishing a charitable foundation. In order for the Foundation to be launched at the 10th Anniversary Gala Dinner, members considered the legal structure would need to be in place.

The Board passed the following resolutions (11 in favour, 1 against, 1 abstention):

- **The Board note the contents of the report.**
- **The Board approve the establishment of a College Foundation as a registered charity.**
- **The Board approve the appointment of the Director of Corporate and External Affairs as Company Secretary to the foundation.**

19. RISK MANAGEMENT ISSUES

Following an in year review of the risk register the key organisational risks were summarised for the Board. The risks assigned to the Corporation for monitoring were reviewed and the update on mitigation of these risks noted. Members noted that a review of how risks were reported to the Board was to be undertaken. Members considered the creation of a College Foundation was a new risk due to the capacity of existing staff and the additional pressures it may place on College resources during its set up.

Members of the Executive, the Principal, Staff and Student Governors were asked to withdraw for the confidential item.

20. RECOMMENDATION FROM REMUNERATION COMMITTEE

A confidential minute was produced for this item as it related to a named individual.

21. CONFIDENTIALITY OF BUSINESS

In accordance with section 17(2) of the Instrument of Government, members determined as confidential the recommendation from the Remuneration Committee. This item would remain confidential sine die as it related to a named individual.

22. DATE OF NEXT MEETING

The date of the next meeting was noted as 22 July 2009.
The date of the Governors Residential Event was 15 & 16 May 2009.

23. MINUTES OF COMMITTEE MEETINGS

Minutes of the Audit Committee, Standards Committee and Finance and Resources Committee were noted by members.

24. MANAGEMENT ACCOUNTS FOR JANUARY 2009

The management accounts for January 2009 were noted by members. The detail had already been discussed under agenda item 13.

The Chair closed the meeting at 20:10.

Signed: _____

Date: _____