

*Item 19 of these minutes are deemed to be CONFIDENTIAL by virtue of Instrument 14(4) and 16(2) as they contain business sensitive information. These minutes are not available for public circulation and are held separately by the Clerk to the Corporation.*

## **MINUTES OF THE CORPORATION BOARD MEETING HELD ON WEDNESDAY 13 DECEMBER 2023**

Present:

### **Governors:**

Angela Briggs (Chair)	Emma Kirk
Ruth Brook	Preetha Kumar
Rebecca Chamley	Philippa Poland
Greg Clarke	John Rees
Sue Craggs	Mark Swales
Peter Grant	Lee Walker
Tina Greaves	Andrea Ward
Karen Jackson	

The quorum for the meeting was eight members. The meeting was quorate.

### **In attendance:**

Sharon Harmon	Clerk to the Corporation
Barrie Shipley	Chief Operating Officer, Finance and Infrastructure
Rachel Maguire	Chief Operating Officer, People and Information
Danny Fenwick	Deputy Principal (Items 7 & 12)
Ryan Falls	Cavanagh Kelly (External Auditors, Item 9 only)
Sam Hewson	HE Student Governor designate
Spencer Hibbins	FE Student Governor designate
Aarron Eagles	FE Student Governor designate

The meeting took place on MS Teams and started at 5.30 pm.

<b>Item</b>	<b>Minutes</b>	<b>Action</b>
<b>1</b>	<b>Apologies</b>	
	Apologies for absence were received from Dan Fell (Governor), Lee Tillman (Governor) and Dolly Agoro (Governor).	
<b>2</b>	<b>Declarations of Interest</b>	
	Members should declare any personal or financial obligation, allegiance or loyalty which would in any way affect decisions in relation to the subjects under discussion.	
	There were no declarations of interest made.	
<b>3</b>	<b>Ratify Appointments of New Student Governors</b>	
	The Clerk to the Corporation informed members that there had been a successful nomination and election process for the HE and FE Student Governor vacancies. The Clerk confirmed that Sam Hewson had been elected as HE Student Governor for UC North Lindsey and that Spencer Hibbins and Aarron Eagles had been	

nominated unchallenged as FE Student Governors. Members were asked to ratify the appointments.

**Resolution:** Members approved the appointments of Sam Hewson, HE Student Governor and Spencer Hibbins and Aarron Eagles, FE Student Governors to the Corporation Board.

Sam Hewson, Spencer Hibbins and Aarron Eagles joined the meeting. The Chair confirmed their appointments and welcomed them to the Corporation Board.

The Chair also welcomed newly appointed governors Tina Greaves and Philippa Poland to their first Board meeting.

#### **4 Minutes of the Corporation Board meetings held on 18 October 2023**

The minutes of the Corporation Board meetings held on 18 October 2023 were approved as a true and accurate record.

##### **Matters Arising:**

There were no matters arising.

#### **5 CEO Report**

The CEO provided members with an update report focusing on the current position regarding stakeholder engagement and the duty to review in relation to meeting local skills needs.

The CEO provided members with detail on policy background covering the Skills reform (Skills for Jobs White Paper & Post-16 FE Bill), the new accountability measures, Governors' duty to review and the Ofsted Skills Measure. Members noted the policy background and discussed the direction of travel.

The CEO provided an update on the DNCG strategic response and how this is set out in the 2023-28 DNCG Strategy Plan.

The CEO provided a detailed report on DNCG stakeholder engagement. Members discussed stakeholder engagement and noted the following key points in relation to the Groups current position on stakeholder engagement and meeting local skills needs:

- Self-assessment judgement of 'strong contribution' to meeting skills needs (College SAR).
- Very high levels of employer interaction and engagement in curriculum delivery/student experience in the full-time curriculum – Collaborate with 194 organisations as curriculum partners.
- Strong apprentice offer (scale and breadth).
- Good local knowledge and responsiveness in curriculum development.
- High levels of community engagement in many areas.
- Business engagement teams widening focus to include sales and also wider contribution to college activity.
- Dedicated industry placement team.

Members noted and discussed the Group's plans and strategic projects. Members noted that the Governors' Development Day on 18<sup>th</sup> December will provide a focus on strategy implementation and student engagement.

Members thanked the CEO for the comprehensive update.

## **6 Strategic Plan Progress Report**

The CEO presented a Strategic Plan Progress Report. Members noted the contents of the report. Members noted that the Senior Leadership Team are currently leading on a series of specific projects designed to ensure that the College's strategic plan is implemented effectively, and that this work remains aligned to key priorities over the medium to long term.

Members noted that the projects represent both 'excellence' projects, designed to extend high-quality work in key areas even further, and 'strategic improvement projects', required to create a robust platform on which to build further and ensure sustainable improvement. Members noted the provided examples of current and planned projects. Members were advised that a more detailed focus on two projects will be presented at the Governors Development Day on 18<sup>th</sup> December which will provide governors with insight into the project management and governance processes and key performance indicators. The development day session will also outline the proposed format for providing regular highlight reports to the Board and its committees. Members noted the snapshot view of the overall timelines for the initial projects and where they link back into the governance cycle, primarily through the allocated committee oversight.

Members thanked the CEO for the detailed update.

## **7 Performance Update**

The Deputy Principal presented a Performance update report, covering final achievement for 22/23 and in-year performance 23/24. Members noted and discussed the contents of the report. Members noted that overall performance was good and that appropriate action plans are in place to support continued improvement in achievement and attendance. Members sought clarity on the number of students in each category and requested that, if possible, where data is presented as a percentage that the number of students is also provided in future reports. Members noted the report had been presented and discussed in detail at both the CPQ committee and the HEPQ committee.

Members thanked the Deputy Principal for the update report.

## **8 Management Accounts to 31 October 2023**

The COOFI presented the Management Accounts update report providing an update to the 2022-23 year-end financial position post audit, an update on financial performance to 31st October 2023, and current forecast outturn for the 2023-24 financial year. Members noted the 2022/23 audit is substantially complete but may be subject to change pending final year end confirmation statements of funding from the ESFA.

Members reviewed the College's Managements Account to 31 October 2023. Members noted the variations to income and expenditure and the current projections.

## 9 Annual Report and Financial Statements and Regularity Assurance Report 2022/23

Members received and considered the Annual Report and Financial Statements for the year end 31 July 2023 for DN Colleges Group (DNCG) and its subsidiaries. Members considered the regularity assurance report, final auditors report and letters of representation. Members noted that the Report and Financial Statements had already been thoroughly reviewed and recommended for approval by both the Finance and Resources Committee and the Audit and Risk Committee. Members noted that the two trading subsidiaries Kingsway Consulting and Optime Support sets of accounts have been fully audited. There are no audit recommendations and no irregularities. The accounts were approved by the subsidiaries' Boards at AGMs on 27 November 2023.

Members noted an unqualified audit opinion had been confirmed by the auditors and the Group remained in a sound financial position. Members noted the external audit work will be concluded once the final year end confirmation statements of funding are received from the ESFA in December 2023.

**Resolution:** The Corporation Board approved the Report and Financial Statements 2022/23 and letters of representation for submission, subject to no material change following receipt of the final ESFA confirmation statements.

**Action:** The COOFI to notify the Corporation Board if further approval required following receipt of the final ESFA confirmation statements.

**COOFI**

## 10 Regularity Self-Assessment Questionnaire

Members received and considered the Regulatory Self-Assessment Questionnaire (RSAQ) completed for DN Colleges Group for 2022/23. Members noted the RSAQ is reviewed by the external auditors in line with their reporting accountant's responsibilities for reporting on regularity, whereby they will look to obtain limited assurance and to report to the Corporation and to the ESFA in accordance with the requirements of the Post-16 Audit Code of Practice. Members noted the RSAQ had been reviewed and recommended for approval by the Audit and Risk Committee.

**Resolution:** The Corporation Board approved the Regulatory Self-Assessment Questionnaire (RSAQ) completed for DN Colleges Group for 2022/23

## 11 Audit & Risk Committee Annual Report

Members received and considered the Audit & Risk Committee's Annual Report for 2022/23. Members noted the Audit & Risk Committee's Annual Report is a requirement of the Post-16 Audit Code of Practice 2022/23 (ACOP) and is designed to assist the Chief Executive and the Corporation Board with their respective responsibilities for the College's systems, controls, and risk management, which underpin the strategic objectives. Members noted and were assured by the contents of the report.

**Resolution:** The Corporation Board approved the Audit & Risk Committee's Annual Report for 2022/23.

## 12 **DNCG Final Self-Assessment Report 2022/23**

Members received and considered the DNCG final Self-Assessment Report 2022/23. The Deputy Principal provided an overview of the self-assessment process and thanked governors for their attendance at the governance self-assessment panels. Members noted that following the rigorous self-assessment process and detailed consideration of the grades, that the overall judgements in the SAR largely mirror the judgements which Ofsted made on their last inspection, with the only difference being in assessing Behaviour and Attitudes as 'Outstanding', a move away from the previous 'good' grade.

Members who had attended SAR panels expressed their confidence in the robust and rigorous process of review.

**Resolution:** The Board approved the DNCG Self-Assessment Report 2022/23.

## 13 **Documents for Approval**

### **Modern Slavery Statement 2023**

The COOPI presented the Modern Slavery and Human Trafficking statement 2023. The COOPI advised that the statement is made pursuant to section 54(1) of the Modern Slavery Act 2015 and constitutes DNCG's, and its subsidiaries, slavery and human trafficking statement for the financial year ending 31 July 2023. It sets out the preventative steps that DNCG is taking, and intends to take, to avoid the risk of modern slavery occurring within its supply chain or services.

Members considered the contents of the Modern Slavery & Human Trafficking Statement 2023. Members recognised and supported the actions set out within the statement. Members noted that the statement has been reviewed in line with the latest government guidance.

Members noted that the People and Transformation commitment considered the Modern Slavery & Human Trafficking Statement 2023 at its meeting on 8th November 2023 and recommend the statement for approval.

**Resolution:** The Corporation Board approved the Modern Slavery & Human Trafficking Statement 2023 for publication.

### **Gender Pay Gap Report**

The COOP&I presented the DN Colleges Group (DNCG) & Optime Support Limited (OSL) Gender Pay Gap Report 2023, providing the Board with detailed information and actions in relation to the Group's statutory Gender Pay Gap reporting requirements for 2022/23. Members noted the contents of the report. Members recognised and supported the actions that the Gender Pay Gap Report identifies for 2023/24.

Members noted the Gender Pay Gap data was presented and discussed at Optime Support Board meeting on 16<sup>th</sup> October 2023 and that the People and Transformation commitment considered the report on 8<sup>th</sup> November 2023 and recommend the report for approval.

Members remarked that it was an excellent and well-presented report.

**Resolution:** The Corporation Board approved the Gender Pay Gap Report 2023 for publication.

### **Link Governor Guidance**

The Clerk presented proposed updates to the Link Governor Guidance. Members reviewed the updates to the guidance and noted the guidance had been reviewed and updated to reflect best practice and provide clear guidance to Link Governors and staff. Members were advised that the Search and Governance Committee reviewed the updated guidance at its meeting on 5th December 2023 and recommend its approval to the Board.

**Resolution:** The Corporation Board approved the updated Link Governor Guidance.

### **Corporation Standing Orders**

The Clerk presented proposed amendments to the Corporation's Standing Orders. The Clerk advised that the Search and Governance (S&G) committee recommend that the Corporation's Standing Orders be amended to clarify quorum with regard to external governors in attendance at committee meetings. Members noted that currently the Standing Orders (clause 3.1) requires 40% of committee membership to attend meeting to reach quoracy. Members noted that committee's Terms of References also specify a number of external governors should be in attendance, but the number is not consistency across committees. The S&G committee therefore recommends that the Corporation's Standing Orders and committees' Terms of Reference be amended to clarify quoracy to be 40% of committee membership with at least 3 external governors in attendance. Members further noted that the Corporation Standing Orders had been updated to reflect the changes in title and designated Senior Post holders within the Executive Team. Members considered and agreed the proposed amendments to the Corporation's Standing Orders.

**Resolution:** The Corporation Board approved all proposed amendments to the Corporation's Standing Orders and committees' Terms of Reference.

## **14 AoC Code of Good Governance**

The Clerk presented an update report on the Association of College's (AoC) Code of Good Governance for English Colleges. Members noted that the Corporation currently subscribe to the AoC Code of Good Governance. The Clerk advised the Board that the AoC launched a new version of the code at the end of September 2023. The Clerk explained that as the new version of the Code was launched part way through the academic year, organisations are offered the option to continue the year with the previous version of the code or to adopt the new code for the current academic year. Members noted that the Search and Governance Committee reviewed the new AoC Code of Good Governance at its meeting on 5th December 2023 and recommend the Board adopted the new Code of Good Governance for the current academic year 2023/24. Members considered the new version of the Code and agreed its adoption.

**Resolution:** The Corporation Board approved the adoption of the new Association of College's Code of Good Governance for English Colleges for the academic year 2023/24.

## **15 Governance Development Plan**

The Clerk presented the draft Governance Development Plan 2023-26. The Clerk advised that the targets set out in the development plan are taken from the outturn on the 2022-23 Governance QIP, the outcome of a gap analysis against the Association of College's Code of Good Governance for English Colleges, and the annual Board Self-Assessment review undertaken in 2023. Areas for development identified in the self-assessment review have been incorporated into the development plan. Members reviewed the development plan. Members noted that the Search and Governance Committee had considered the plan at length at its meeting on 5th December 2023 and recommend approval of the plan to the Board.

**Resolution:** The Corporation Board approved the Governance Development Plan 2023-26.

## **16 Update External Review of Governance**

The Clerk presented an update report on external review governance. The Board noted the requirements for an external review of governance and the revised timeline for the commissioning and completion of the review. Members were advised that since the last meeting the timeline for the review had moved. The review was commissioned to commence and to be completed in the spring term 2024, however, subsequently the service provider had advised the Clerk that the reviewer booked for the spring term was no longer available due to a change in circumstances. As there is high demand for reviewers in the spring term 2024, there are no reviewers available to complete the review in the spring term. In order to secure a replacement reviewer, the review has been pushed back to the summer term 2024 with the reviewer in attendance at the Corporation Board meeting on 10 July 2024. Members noted that external review of governance had been discussed at length at the Search and Governance Committee.

Members thanked the Clerk for the update.

## **17 Written Resolutions and Chair's Actions Update**

Members noted the Chair's actions and Written Resolutions which had been approved since the last Corporation Board meeting.

## **18 Minutes of Committee Meetings:**

Members noted the draft minutes of the meetings and the Committee Chairs' feedback reports from the Curriculum Quality & Performance committee on 6 November 2023, the People & Transformation committee on 8 November 2023, the HE Performance & Quality committee on 22 November 2023, the Audit & Risk committee on 27 November 2023 and the Finance & Resources committee on 29 November 2023.

## **19 Any Other Business**

A confidential item of any other business was raised. Staff and Student Governors left the meeting for this item. The minutes of this item are recorded in confidential minutes held by the Clerk.

**20 Date and Time of Next Meeting**

The Corporation Board Strategic Planning meeting is scheduled for Wednesday 28<sup>th</sup> February 2024, 5.30 pm at North Lindsey College.

The meeting closed at 8.00 pm.

**Sharon Harmon**  
**Clerk to the Corporation**

**Signed:** ..... (Chair)      **Date:** .....

<b>TABLE OF ACTIONS</b>				
<b>Date</b>	<b>Minute</b>	<b>Action</b>	<b>Responsibility</b>	<b>Date Due</b>
13/12/23	9	The COOFI to notify the Corporation Board if further approval required following receipt of final ESFA confirmation statements.	COOFI Barrie Shipley	Dec 2023