Minutes

Corporation

Governance

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| Date | 17/12/2024 |
| Time | 16:00 - 18:00 |
| Location | TeamsRoomQG213 |
| Present | Rob Lawson (Chair), Joey Greenwood, David Flatters, Colin Raban, Joanne Gibbons, Joanne Masterson, John Cook, Lauren Dale, Matt Child, Helen Kemp Taylor, Matthew Blowman, Tina Lynam, Debra Gray. |
| In attendance | Catherine Sykes (Director of Governance), Nurudeen Adekola (co-opted Audit Member), Lynette Leith (Vice Principal Curriculum “VPC”), Ranjit Singh (Vice Principal Quality “VPQ”), Gino Tommasi (Vice Principal Finance &  Corporate Services “VPF&CS”), Nicola Dimond (Vice Principal HR “VPHR”), Karen Musgrave (Audit Partner, RSM. External Audit Service “EAS”). |

## - Opening Items

Ahead of the meeting stating, the Chair acknowledged thanks and expressed gratitude for the contributions of Rebecca Garland, who had tendered her resignation as Governor.

## - Apologies for Absence

Barbara Howell, Nick Snaith and Paula Gouldthorpe.

## - Declarations of Interest

None.

## - Minutes of the Previous Meetings

**Resolved:** The minutes of the meetings held on 24th September 2024 and 21st October 2024 were reviewed and **APPROVED.**

## - Matters Arising and Action List

The Director of Governance provided an update to the matters arising and action list with two key updates. Firstly, it was noted that the recommendation of the external board review had led to new member recruitment which was for consideration as part of this meeting’s agenda (minute 2 refers). Secondly, the decision regarding the land owned Harrogate by the Corporation had been communicated to the ESFA and will be revisited by the Finance and Resources Committee and Corporation at the end of this year as agreed. In response to a question, it was confirmed that no feedback had been received regarding this communication.

1. **- Governor Appointments**

# At this point Helen Kemp Taylor and Nurudeen Adekola left the meeting.

The Chair introduced the Governor Appointments report, confirming that a search had been conducted with the support of Peridot. Interviews had been conducted by members of the Governance, Search & Remuneration Committee with the Director of Governance and the following recommendation was presented for approval:

* Helen Kemp Taylor as a member of the Corporation and Chair of the Audit Committee.
* Nuradeen Adekola as a co-opted member of the Audit Committee
* Henry Taylor-Toone as a co-opted member of the Finance & Resources Committee.
* Danielle Oliver as the Student Governor for Higher Education (HE).

It was noted that interview for the Further Education (FE) Student Governor position will be held in the new year. It was advised that in line with the Governance Terms of Office Policy, Independent members are appointed for three years, and co-opted members are appointed for one year. In relation to the student governor, it was confirmed that Danielle would be appointed for the duration of her current course and the planned continuation to masters level at the College (to May 2026).

In response to a member’s question, it was confirmed that Ally Brooks (Vice-Chair of Corporation) had communicated that his return to Hull College Corporation would be in September 2025. Members noted that Ally’s position would be held until this time. In response to a further question, it was noted that with Rebecca resigning, there was one vacancy for an external member, and that the skills matrix would be reviewed by the Governance, Search & Remuneration Committee at the next meeting.

**Decision:** The appointments of Helen Kemp Taylor as Governor and Chair of the Audit Committee, Nurudeen Adekola as a co-opted member of the Audit Committee, Henry Taylor- Toone as a co-opted member of the Finance & Resources Committee and Danielle Oliver as the Student Governor HE were **APPROVED.**

# At this point Helen Kemp Taylor and Nurudeen Adekola rejoined the meeting. Introductions were made by all present.

## - Principal's Report

This matter is subject to a separate and confidential minute.

## - Policy

The Principal presented the Fairness, Respect, Equality, Diversity and Inclusion (FREDIE) Policy & Action Plan, noting its annual review. It was noted that there were no significant changes to present this year, however this would be subject to ongoing review by the College’s FREDIE Committee.

**Decision:** The board approved the Fairness, Respect, Equality, Diversity and Inclusion (FREDIE) Policy & Action Plan.

1. **- Audit Committee**

# At this point, Karen Musgrave joined the meeting.

## - Audit Committee Meeting Report

The Chair of the Audit Committee provided an update on the Audit Committee's activities. It was noted that the committee received reports on HR and payroll audits, with one receiving a substantial assurance and the other expected to receive a reasonable assurance. It was noted that at the review of the Risk Register, the committee had agreed with the recommendation to remove Governance due to the improvements in this area, and the external assurance from the external board review and exit from formal intervention. No other matters were raised on the meeting report.

The Chair of the Committee introduced the External Audit Service (EAS) to present the financial statements and assurance report.

## - Regularity Audit Self-Assessment Questionnaire, Financial Statements including the Regularity Audit Report, Management Letter - Year Ended 31st July 2024.

The EAS introduced the Regularity Audit Self-Assessment Questionnaire, Financial Statement including the Regularity Audit Report and Management Letters for the year ended 31st July 2024, noting points of discussion raised at the Audit Committee meeting.

The EAS was expressed thanks to the College the efforts made to ensure a smooth process in completing the work and reporting within the agreed and regulatory framework. The committee was asked to approve the documents, and there was a consensus to proceed with the approval. It was noted that, subject to Corporation approval, the signatures from the necessary parties would be applied to the document and the documents submitted to the Education and Skills Funding Agency (ESFA) by the deadline of 31st December. Members noted the intention is to complete the submission by Thursday lunchtime, ahead of the deadline.

In response to a members question, it was confirmed that in relation to the control points made in the funding audit, this was not an ESFA audit however that RSM’s funding audits do also do the ESFA audits Members reflected that all control points had been accepted by the College and were taken as areas for improvement and had provided satisfactory responses.

Discussion highlighted the improvement in the timeline compared to previous years, where submissions were delayed due to the Department for Education (DfE) and ESFA funding audits. Members expressed thanks to both EAS and to the VPF&CS and wider teams who worked collaboratively to complete the work within deadline.

**Resolved:** The Regularity Audit Self-Assessment Questionnaire and Financial Statements, including the Regularity Audit Report and Management Letters for the year ended 31st July 2024, were **APPROVED**.

## - Audit Committee Annual Report Year ended 31st July 2024

The Director of Governance presented the Audit Committee Annual Report for the year ended 31st July 2024 for approval. The report, which had been reviewed and recommended to Corporation by the Audit Committee, was noted as a comprehensive summary of the year's activities in line with the Audit code of practice. Governors reflected on the work done throughout the year and expressed their agreement with the summary provided.

**Resolved:** The Audit Committee Annual Report for the year ended 31st July 2024 was approved.

# At this point, Karen Musgrave left the meeting.

## - Finance & Resources Committee

* 1. **- Finance & Resources Committee Meeting Report**

The Chair of the Finance & Resources Committee provided a verbal report of the meeting held 5th December. It was noted that the meeting, which took place following the Audit Committee meeting had considered the management accounts, purchase order approvals, debts, health and safety, and estates. There were no queries raised on the report.

## - Management Accounts

This matter is subject to a separate and confidential minute.

## - Expenditure

This matter is subject to a separate and confidential minute.

**Resolved:** The three-year contract for lift service and maintenance to Pickering Lifts, was **APPROVED**.

## - Fees

This matter is subject to a separate and confidential minute.

**Resolved:** The Higher Education (HE) and Further Education (FE) Fees and Fee Schedule were **APPROVED.**

## - Policies

The VPHR presented the Health & Safety Policy, which had been recommended for approval by the Finance & Resources Committee. It was noted that the policy had seen some amendments at its annual review, with changes made to clarify roles and responsibilities within the organisation. Furthermore, it was noted that the revised policy is underpinned by a robust training program and a new health and safety strategy following the appointment of a Health & Safety Director.

**Resolved:** The updated Health & Safety Policy was **APPROVED**.

## - HE Advisory Committee

* 1. **- HE Advisory Committee Meeting Report**

The Chair of the HE Advisory Committee provided a verbal report, noting two key updates on the HE strategy event and HE academic governance. Firstly, was the successful HE strategy event, held in preparation for an OFS degree awarding powers assessment, focused on identifying issues to ensure a successful outcome. Further, it was noted that the committee agreed further plans to undertake deep dives into the degree awarding powers criteria, starting with the assurance of academic standards.

Secondly, it was noted that future strategy events will address quality enhancement and the effectiveness of academic governance. The committee noted the importance of these activities in providing assurance to the Corporation, and OFS if required, about the adequacy and effectiveness of academic governance in the organisation. The report also highlighted ongoing work to improve the conduct of academic board business, with structural changes to committees deferred until the college is out of enhanced monitoring. There were no questions or queries raised on this matter.

## - Standards Committee

* 1. **- Standards Committee Meeting Report**

The Chair of the Standards Committee provided an overview of the meetings held on 15th October and 26th November. This matter is subject to a separate and confidential minute.

## - Self-Assessment Report and Quality Improvement Plan

The Chair of the Standards Committee presented the Self-Assessment Report and Quality Improvement Plan. This matter is subject to a separate and confidential minute.

**Resolved:** The Self-Assessment Report and Quality Improvement Plan were

**APPROVED.**

1. **- Governance, Search & Remuneration Committee**
   1. **- Governance Search & Remuneration Committee Meeting Report (non- confidential)**

The Chair of the Governance, Search & Remuneration Committee presented the non- confidential items. He noted that discussion had included recruitment of new members (minute 2 refers), and the Governance Annual Report. Additionally, the committee considered progress on Governance KPIs and QIP in 2023-24 and approved KPIs for 2024-25.

## - Governance Annual Report

The Director of Governance presented the Governance Annual Report for consideration and approval. The report, recommended by the Governance, Search and Remuneration Committee, included a reformatted Ethnicity Graph on page 28, though the content remained unchanged. The board reviewed the report and acknowledged its comprehensive nature and record of governance activity in year.

**Resolved:** The Governance Annual Report was **APPROVED**.

## - Governance KPIs 2023-24 and 2024-25

The Director of Governance presented the progress report on Governance KPIs for 2023- 24, highlighting the achievements and areas needing improvement. Following the recommendation of the Governance, Search & Remuneration Committee, the board approved the Governance KPIs for 2024-25.

**Resolved:** The Governance KPIs for 2024-25 were **APPROVED**.

## - Committee Memberships

The Director of Governance presented the proposed changes to committee memberships following successful member recruitment. It was noted that the changes aim to enhance the effectiveness of and representation within the committees.

**Resolved:** The proposed changes to committee membership were **APPROVED**.

## - Governor Link

* 1. **- Joey Greenwood - Quality & Curriculum**

This matter is subject to a separate and confidential minute.

## - Rob Lawson - Marketing

This matter is subject to a separate and confidential minute.

## - Written Resolution and Chair's Action

The Director of Governance presented the report on actions taken by written resolution or Chair’s Action since the last meeting. These actions were:

* Written Resolution: resolution to approve expenditure on the recommendation of the Finance & Resources Committee
* Chair Action: resolution to approve David Flatters as a co-opted committee member of the Audit Committee in the absence of a committee chair for the meeting held 5th December.

No questions or queries were given. Thanks were given to David for stepping in as chair of the Audit Committee at such a crucial period.

## - Closing Items

Any Other Business: None.

Date of next Meeting: 25th March 2025.

Minutes approved by the Corporation at the meeting held on 25th March 2025.