

**Minutes of Governing Body (GB) Meeting  
Monday 24<sup>th</sup> June 2019, 5.03pm, Lisburn Campus**

**Agenda Item 1: Chair's Business**

**a) Attendance and apologies for absences**

**Present:** Mr Gareth Hetherington (Temporary Chair of the Governing Body) Mr Ken Webb (CEO/Principal), Professor Alan Woodside, Mr Andrew Corbett Items 1-7 only, Mrs Barbara Larkin Items 1C-10 only, Mrs Heather Reid, Mrs Karen Fraser Items 2-10 only, Mr Neil Bodger, Mr Steve Pollard, Ms Christine Goodwin Items 1-3, 4D-10 only, Mr John Mackell, Miss Aibhilin Gallagher Items 1-7 only, Mrs Carolyn King Items 1-7 only

**Apologies:** None

**In the Chair:** Mr Hetherington

**In attendance:** Mrs Claire Williamson (Secretary to the Governing Body) Items 1-9 only, Mrs Heather McKee (Director of Strategic Planning, Quality and Support – DSPQS) Items 1-7 only, Mr Tommy Martin (Chief Finance Officer-CFO) Items 1-7 only, Dr Michael Malone (Director of Curriculum & Information Services-DC&IS) Items 1-7 only, Mrs Sonya Kerr (Boardroom Apprentice) Items 1-7 only

**b) Declarations of conflicts of interests**

Christine Goodwin declared a conflict of interest in relation to agenda item 4A.

**c) Minutes of the GB meeting held on 11<sup>th</sup> March 2019**

The Governing Body reviewed the minutes from the meeting held on 11<sup>th</sup> March 2019, it was agreed the minutes were a true and accurate reflection of the meeting. In response to a question from a member the Principal confirmed he had written to congratulate students who had won recent competitions on behalf of the Governing Body which had been referenced in the minutes.

**Proposer:** Steve Pollard

**Seconder:** John Mackell

**d) Matters arising/action points from previous meetings**

Members were asked to note there are no outstanding actions from the previous meetings.

**e) First Draft Governing Body and Committee Cycle of Business 2019/20**

The Temporary Chair asked members to consider the presented cycle of business for the Governing Body and Committees 2019/20, he advised that the three committees had all reviewed their own plans or work at their recent meetings which was reflected in this draft.

**Agreed: The Governing Body and Committee Cycle of Business 2019/20 was approved on the proposal of Heather Reid and seconded by Neil Bodger**

**f) Governing Body Appointment Update**

The Temporary Chair advised that the Secretary to the Governing Body had recently circulated a letter to all Governors from the FE Director, Beverley Harrison which sets out the current position of a planned recruitment campaign for new members and to advise that Governors have also been granted extensions to their first and second terms by the Permanent Secretary to ensure the Governing Body can continue to operate effectively.

**g) Boardroom Apprentice Update**

The Temporary Chair advised members that Niall Parfitt would be joining the GB in September as part of the Boardroom Apprentice Programme. The Secretary advised that she and the Vice Chair had made contact with Niall to welcome him to SERC and explain the next steps in the programme in terms of induction.

**Agenda Item 2: Correspondence**

- a) Letter from B Harrison to Principals re Property Services Division - 3 April**
- b) Letter from B Doran to FE Director re Properties Services Division-29 April**
- c) Letter from FE Director to B Doran re PD 16 May**

The Temporary Chair advised that items 2A-2C would be taken together.

The CFO gave members a brief overview of the current position the Sector finds itself in with Properties Division, he advised that the letters set out a request from DfE to shelve the Sector business case to allow a change in personnel to make an impact on the service provided by PD. The Sector had advised that they were disappointed with this request and so it has been agreed the business case can progress and run alongside discussions with PD.

The Temporary Chair advised members that the correspondence relates to the issues with Properties Services Division, he advised that this issue was discussed in detail both at the recent Audit Committee

and Finance & General Purposes Committee at their recent meetings. The Audit Committee have agreed to write to the Chair of the DfE Audit Committee and the Permanent Secretary to highlight the risks to the College if we continue to use this service in terms of health and safety issues, value for money, cost and meeting legal/statutory obligations. The Temporary Chair suggested that it would be courteous for the Audit Committee Chair to advise the FE Director of our intention to submit this writing.

The Principal advised members that a meeting had been planned for 27<sup>th</sup> June with Gareth Brown, the newly appointed lead at PD and this has been cancelled (as of 21<sup>st</sup> June), this is at the request of PD who now wish to meet with Accounting Officers from each Government department in July. The Temporary Chair noted that this recent development reaffirms the Sector's position to move forward with the business case.

**d) Departmental Business Plan 2019-20**

The Temporary Chair asked members to note the enclosed business plan and the Principal advised there is nothing within the plan that would lead the College to change the planned strategy for 2019/20.

**Agenda Item 3: Chief Executive Officer's (CEO) Business**

**a) CEO's report including Tribal Action Plan Update**

The Principal/CEO directed members to his written report and began by highlighting the achievements of staff and students at various competitions; and most recently in addition to the extensive list Adam Smylie who won the IFSEC Competition, Megan Davison and Alison McDaid who took second place in the FIREX Competition. The Principal highlighted that the College have been working with these firms in the Professional Skills Centre and the areas of provision are relatively new to the College.

The Temporary Chair commended all those who have recently achieved through competitions and asked the Principal to congratulate on behalf of the Governing Body. Mr. Pollard commented that the recent media exposure the College has received for the awards has been very impressive.

The Principal advised that a Business Case to introduce traineeships in 2020 has been submitted by the Department, a recent meeting between the Sector and departmental officials took place to consider the issues and it is anticipated the business case will be approved in July. The Principal advised that if the business case was successful it would have a significant impact on the College's provision as new

entrants to TFS will come to an end at the end of the 2019/20 year and the programme will run out over a three year period. Members were advised that as the implementation of this business case progresses the Education Committee will receive regular updates.

A brief discussion took place around the Tribal Action Plan and the Principal confirmed that the HE numbers set out in the plan are controlled by the MaSN and would amend the report to reflect this. The Director of C&IS advised members that this plan is also about expanding the College's HE provisions and increasing the market share. He advised that it is planned to roll out SQA qualifications next year, which have a unique product offering so that the College has an established provision when the demographics do recover.

**b) Draft Baseline Resource Budget 2019/20**

The CFO presented the Draft Baseline Budget for approval and began by advising members that the final indicative budget was received by the College on 5 June which allowed the College to produce a Resource Requirement of £35.507m which is in line with the allocation from the Department. Members were asked to note that this will be revalidated over the Summer and presented for review to the FGP Committee in September.

In response to a member's question the CFO advised that the recent media story relating to overtime pay may leave the College exposed as all public bodies will be but as the issue is at an early stage, he is unable to predict the impact it would have.

The CFO highlighted that teacher's pension contributions have increased from 17.7% to 25.1% and advised that this is exceptional as it has been the first change in around 6 years, and it is unlikely to see such an increase next year.

**Agreed:** The Governing Body agreed the Draft Baseline Budget 2019/20 on the proposal of Andrew Corbett and seconded by Barbara Larkin

**c) Final draft College Development Plan 2019/20**

The Director of SPQ&S presented the final College Development Plan 2019/20 for review and advised that minor changes had been made to reflect the Indicative Budget that was received on 5 June. DfE also requested quite prescriptive changes to some of the narrative which has also been facilitated. The Director advised that the document was submitted to meet the 12<sup>th</sup> June deadline and she had consulted with the Chair of the Education Committee prior to the submission. The Principal advised that the document is unlikely to be approved in the absence of a Minister and will be published as a draft.

The Temporary Chair commended the Director and her team for the work on the document and noted that it is an excellent plan.

#### **Agenda Item 4: Items for Approval**

**a) Dealing with a Complaint against the Governing Body**

*At this juncture Christine Goodwin left the meeting.*

*A separate note was taken for this item.*

*At this juncture Christine Goodwin was invited to re-join the meeting.*

**b) Whistleblowing Policy**

The CFO advised that at the request of DfE two appendices have been included in the policy for Public Interest Disclosure Forms.

**Agreed:** The policy was approved by the Governing Body on the proposal of John Mackell and seconded by Mr Pollard

**c) Records Management Policy**

The Principal presented the policy for approval and advised it had been recommended by the FGP committee, members were directed to the changes set out within the policy.

**Agreed;** The policy was approved by the Governing Body on the proposal of Barbara Larkin and seconded by Carolyn King

*At this juncture Christine Goodwin returned to the meeting*

**d) Information Security Incident Management Policy**

The Director of C&IS presented the policy for approval, he advised this policy had been created in response to the recommendations from last year's IT internal audit and the data breach incident in 2018.

**Agreed:** The policy was approved by the Governing Body on the proposal of Barbara Larkin and seconded by Alan Woodside

**e) Financial Policies**

The CFO advised that a standard annual review of financial policies is conducted and three policies (Budget Policy, Financial Governance Policy and Treasury Management Policy) had significant changes made to them to bring them in line with the revised MSFM.

**Agreed:** The policies were approved by the Governing Body on the proposal of Heather Reid and seconded by Barbara Larkin

**f) Audit Committee minutes from meeting held on 28th February 2019**

The Chair of the Audit Committee, Neil Bodger, presented the minutes for adoption.

**Agreed;** The minutes were approved by the Governing Body on the proposal of Carolyn King and seconded by John Mackell

**g) Education Committee minutes from meeting held on 20th February 2019**

The Chair of the Education Committee, Heather Reid, presented the minutes for adoption.

**Agreed;** The minutes were approved by the Governing Body on the proposal of Andrew Corbett and seconded by Alan Woodside

**h) Finance and General Purposes minutes from meeting held on 30th April 2019**

The Chair of the FGP Committee, Barbara Larkin presented the minutes for adoption

**Agreed:** The minutes were approved on the proposal of Andrew Corbett and seconded by Heather Reid

**i) Finance and General Purposes Terms of Reference**

The Chair of the FGP committee advised members that due to an oversight the committee terms of reference had not been presented to the GB for full approval.

**Agreed:** The FGP terms of reference were approved by the Governing Body on the proposal of Alan Woodside and seconded by Andrew Corbett.

**Agenda Item 5: Items for Information**

**a) Strategy 2025**

The Director of SPQS presented a first draft of the Strategy document that had been produced after the discussions at the Strategy day in January, she advised that this is the Governing Body's document and would ask all members to provide feedback on the document. She informed members that she will work

with MILT to design the document and present to the Governing Body for consideration at the September Governing Body meeting.

**Action Point:** Members were asked to provide feedback on the Strategy 2025 document through the live document on the GB TeamSite by 15<sup>th</sup> July

**Action Point:** The redesigned Strategy 2025 document will be presented at the September Governing Body meeting for consideration and approval

## **b) Draft Standing Orders**

The Chair of the Standing Orders Working Group, Neil Bodger, presented the draft Standing Orders to members for review. He began by thanking the members of the working group for the work they had put into this review. During a brief discussion the following points were noted:

- Mr Bodger highlighted that the document had benchmarked against other organisations and the working group sought to include best practice so that the new Standing Orders are reasonable, fair and transparent and could not be subject to interpretation or abuse.
- The Chair thanked the working group for the significant efforts that gone into this review and he highlighted that the master document which he has reviewed contains the information outlining the rationale for change and examples of best practice.
- Mr Bodger informed members that further work is planned to develop a Code of Conduct that is more relevant to this Board and is not a simple reiteration of the Nolan Principle's. He advised that this work was more complex as we did not have a template to begin with, however, the Secretary has provided a template that has been produced by a legal firm in the UK, Eversheds.
- Mrs Reid, who is a member of the working group, advised that the group now plan to cross reference this template with other relevant conduct documents and decide if the subscription should be paid to use this document. She highlighted that as it had been legally tested and therefore is a good basis to form the code for this Board.
- Mr Bodger advised that no other College in the Sector have as detailed Standing Orders or a Code of Conduct and so these can be shared as learning piece when they are fully completed.

- In response to queries from Mrs Larkin the working group agreed that wording on Standing Order 3.7 will be reviewed to ensure that it is clear which members can be a committee chair and that is consistent with the Articles and Instruments of Government.
- Mrs Larkin drew attention to the Etiquette Code set out in the appendix and suggested that as part of that all Governors should commit to reviewing their emails 2-3 times a week.
- Mr Mackell noted that the document seemed to be very formalised and onerous, he further queried as a Ministerial appointment how the code of conduct and standing orders would be used to judge his work as a Governor. . Mr Mackell acknowledged this was a very detailed piece of work and he would like the opportunity to flesh out some areas and he could not sign off the Code of Conduct until it had had been produced and he had an opportunity to review it alongside the Standing Orders. Mr. Mackell enquired why we are keen to add another layer of governance that other Colleges do not rely on.
- Mr Bodger highlighted that this work hasn't stepped outside of the mould that other ALB's have with their governance arrangements, he noted that a lot them are onerous and detailed. In response Mr Mackell enquired why we are keen to add another layer to good governance.
- Members of the working group highlighted that the presented draft is taken from good practice across various organisations and advised that the Sector can learn from our experience. It was stressed that the Standing Orders are not setting out to stifle debate or discourage members from engaging but we do need to regulate behaviour.
- Mr Pollard commented that he could see both sides of this debate and in the interest of transparency suggested that consideration is given to finding a balance between discourse when reviewing the Code of Conduct. Mr Pollard raised a concern that we need to ensure we maintain a balance between the regulated approach tabled which could if rigidly followed risk stifling debate and the benefits of more free-flowing discussion. He further highlighted he would be concerned that too rigid an approach might inhibit members' contribution which I hope we can seek to avoid given that we want to attract Members from a wide variety of backgrounds.
- The Temporary Chair thanked members for their input and asked if anyone else wants to provide feedback to do so by email. He added that the revised draft Standing Orders and Code of Conduct would be presented to the Governing Body again in September.

**Action Point:** Members were asked to provide any further feedback on the draft Standing Orders by email through the Secretary.



**Action Point:** The Secretary will circulate the Master document for the Standing Orders review to all members

**c) Financial Governance Report**

In presenting the Financial Governance Report the CFO advised that it aims to set out the forecasted financial position as at both 31 March 2019 (DfE year-end) and 31 July 2019 (SERC year-end). The CFO highlighted that the current report shows the College's actual financial performance for the year up to the end of March; and its forecast for the year ending July. The report outlines that financial performance was on target for the march year-end and is on-target to meet the July year end. The CFO gave a brief overview of the narrative within the report and asked the committee to note that the currently forecasted Resource Requirement is significantly higher than the original budget, but that this has been approved by DfE. The most recent amendment to SERC's approved Resource Budget was for the period April 2018 to March 2019 to £32,931k, and the following increases were approved:

- Curriculum Hub Funding - £100k increase
- Lecturers 2015-2017 Pay Award Funding - £298k increase
- Re-allocation of DfE Resource Underspends - £144k increase

**d) Annual review of the Strategic Risk Register**

In presenting the Strategic Risk Register the CFO began by advising members that Audit Committee review the register at each of their meetings and they are provided with a detailed report of each risk. He advised that the headline risk is with Properties Division in terms of timeliness, cost and the health and safety risk exposure to the College.

He reminded members that the risk relating to STS is amber because the College has it's own Learner Management System to use as a back up and the risks relating to Brexit are amber because whilst the College has no direct concerns over the impact it may have there is still so much certainty surrounding this issue.

The CFO reported a positive change and advised the risk relating to staff absence has been downgraded to amber as absence has fallen to 3% which is a significant improvement.

**e) Staff Governors' Reports**

Mrs King directed members to her written report and highlighted some of the main themes of her report. Members thanked Mrs King for her report and noted that Ruth Doherty's recent award (Lecturer of the Year at the Institute of Hospitality Awards 2019) is a fantastic achievement.

Mr Corbett advised that as the academic year comes to a close, he had little to report except that this year had gone very well. The Principal asked Mr Corbett if he could provide an update on the working group he has been involved in. Mr Corbett advised that the group are working to showcase student's work in vacant shops in Lisburn, Bangor, Newtownards and Downpatrick. This will allow the College to further engage with people that would not normally engage with the College as well as showcasing the students work and promoting student businesses.

**Action Point:** The Governing Body wished to congratulate Ruth Doherty on her highly commendable award as Lecturer of the Year

**f) Student Governor Report**

Ms Gallagher gave a brief overview of the written report she had provided. The Temporary Chair thanked the Student Governor for her report and for her contribution over the last year, on behalf of the Governing Body he wished her well. Ms Gallagher then thanked the Governing Body for the support they had shown her during the year, she advised that it has been valuable, and has enabled her to grow in confidence since the first meeting she attended.

**g) Audit Committee briefing on meeting held 20th June 2019**

Mr Bodger, Chair of the Audit Committee, gave a brief overview of the recent meeting and highlighted the following:

- The Committee reviewed the NIAO Audit Strategy for 2019/20 which had been presented by PWC.
- Grant Thornton had attended the meeting and presented the recent internal audit reports including the report on Corporate Governance which will be circulated to all Governors.
- In discussions around the Risk Register and Properties Division the committee had agreed to write to the Chair of the Audit Committee at DfE and the Permanent Secretary to highlight the serious implications this matter is having on the College in meeting statutory/legal obligation along with the Health & Safety risks it poses. The Temporary Chair requested that the FE Director is advised that this correspondence is being sent prior to circulating it.

**h) Education Committee briefing on meeting held on 8th May 2019**

Mrs Reid, Chair of the Education Committee, provided an overview of the recent meeting and highlighted the following points:

- The committee received a number of excellent presentations that concluded the programme of work for the year. She highlighted that it was a good reminder on the agreed OBA approach especially the presentation on staff mentoring and the impact it has on the College. This had been delivered by the Head of the Learning Academy and as agreed with the Temporary Chair this will be presented to the full Governing Body in September as it was so informative.
- The committee also had presentations from Business Services, and this again gave the committee a good understanding of the work that is going on in this area.
- The Committee Chair thanked the Director of SPQS and her team for the work on this year's College Development Plan
- In concluding members were advised the committee agreed the Plan of work for 2019/20 and had reviewed the Cause for Concern report along with the relevant policies for review.

**i) Finance and General Purposes Committee briefing on meeting held 18th June 2019**

Mrs Larkin, Chair of the FGP Committee, addressed the meeting and provided an update on the recent meeting, the following points were highlighted:

- The Committee Chair advised that FGP had also discussed the issue with Properties Division and as part of the Estates report had noted that two items of work were not completed last year because of the delays the College faces in using PD.
- The Committee had reviewed the indicative Budget and noted that this will be presented to the committee for review again in September.
- The results of the staff survey were relatively positive and there was a 10% increase in the number of respondents this year. The committee had talked about how the results and actions taken from this survey can be communicated to staff more as it had been indicated through the responses that staff were not currently aware of these.

**j) Chair's Working Group Minutes for meeting held on 7th March 2019**

The Temporary Chair asked members to note the enclosed minutes for information.

**k) Safeguarding, Care, Welfare and Policy**

The Director of SQPS advised that the policy was reviewed by the Education Committee and this update includes a definition on financial abuse as the Committee requested.

**6. Any other business**

No other business was discussed.

**7. Confidential Business**

A separate note was taken for this item.

**8. Confidential-Annual Session without management**

A separate note was taken for this item.

**The next meeting is scheduled for Monday 30<sup>th</sup> September 2019, 5.30pm, at the Lisburn Campus.**

**The meeting concluded at 6.50pm**

**Signed:** \_\_\_\_\_

**Date:** \_\_\_\_\_

Temporary Chair of the Governing Body