

Minutes of Governing Body (GB) Meeting Monday 17th September 5.05pm, Conference Room, Lisburn Campus

Agenda Item 1:

a) Attendance and apologies for absences

Present: Mr Gareth Hetherington (Vice Chair) Mr Ken Webb (CEO/Principal), Professor Alan Woodside, Mr Andrew Corbett, Mrs Barbara Larkin, Ms Christine Goodwin, Mr Ed Jackson, Mrs Heather Reid Items 1-3c only, Mrs Karen Fraser, Mr John Mackell Items 1f to 6 except 3b and 3c, Mrs Kim Scott, Mr Neil Bodger, Mr Steve Pollard, Mrs Carolyn King

Apologies: None

Not Present: Tommy Martin (Chief Finance Officer)

In the Chair: Mr Hetherington

In attendance: Mrs Claire Williamson (Secretary to the Governing Body), Dr Michael Malone (Director of Curriculum & Information Services) Items 1a-1f, 3B and 3c only, Mrs Heather McKee (Director of Strategic Planning, Quality and Support - DSPQS), Mrs Sonya Kerr (Boardroom Apprentice), Miss Aibhilin Gallagher (Student Governor Elect)

The Chair welcomed everyone to the meeting and extended a particular welcome to Aibhilin Gallagher, Student Governor elect who was in attendance to observe the meeting ahead of her term starting on 1st October. The Chair also welcomed Mrs Kerr to her first official meeting as the Boardroom Apprentice for this year.

The Chair took time to thank both Mr Jackson and Mrs. Scott for their time serving as Governors as this was the last official meeting for both, he passed on his sincerest thanks to both for their individual contributions on behalf of the Governing Body. The Principal echoed these comments and in particular to Mr. Jackson who served not only as Committee Chair but also as the Acting Chair of the Governing Body for a time; a role in which his contribution was greatly appreciated by the management team.

The Chair took this time to congratulate the Director of Strategic Planning, Quality and Support for the excellent Graduation ceremony they organised, he noted that everyone in attendance had a great experience.

The Chair advised Governors that it was his intention at the recent audit committee to resign the position of committee chair as it is not appropriate for him to continue in this role and chair the Governing Body meetings, however as the audit committee was not quorate a new chair could not be appointed. The Chair advised it was his intention to hold a confidential audit meeting after this session when all members were present to address this issue. Mrs. Reid initiated a discussion about the process to elect new committee chairs and the need to ensure this was in keeping with the Articles of Government, Instrument of Government and Standing Orders. The Chair agreed and indicated this would be discussed further under item 1D.

b) Declarations of conflicts of interests

The Chair invited members to declare any known or perceived conflicts of interests. No interests were declared.

Agenda Item 3: Items for Approval-These items were presented earlier in the agenda running order

a) ICT Security Policy

The Director of Curriculum & Information Services presented the amended policy to the Governing Body and highlighted one minor change has been made to the policy to include a definition of phishing and ransomware activity.

Key Decision: The Governing Body approved the ICT Security Policy for adoption

Proposer: Steve Pollard

Seconder: Andrew Corbett

b) Service Level Agreement to Support Collaborative Arrangements between Further Education Colleges

The Director of C&IS directed Governors to the SLA provided and a provided brief overview of the requirement for the SLA. Governors were informed that the contracts for the sector's MIS systems for student, staff and financial software that operated across all colleges were previously held by Colleges NI (CNI). As CNI has now closed there is a requirement to facilitate the new arrangement in which North West College will act as the lead College on behalf on the Sector as the NW Chief Executive had been the SRO. The GB were asked to note that all contracts will be novated to NW once the SLA was agreed across the Sector. In response to questions around the implementation and timeline, the Director advised that it is expected that the project will be implemented by January 2019 however if this date is not achieved the College still have fully functioning software as a backup. Mr Jackson highlighted that when the SLA had been presented to the FGP Committee he had enquired if there were any issues around VAT costs but had been assured that a proportion of money will be taken from each College's grant in aid funding to cover the VAT costs for the lead College (North West).

Key Decision; The Governing Body approved the SLA to support Collaborative Arrangements between Further Education Colleges

Proposer: Gareth Hetherington

Seconder: Ed Jackson

Agenda Item 1:

c) Update on Governor Appraisals

The Chair directed members to the letter received from Beverly Harrison, Director of Further Education at the Department for the Economy in which she has confirmed that the Governor appraisal process which is normally conducted in September will not be done this year in the absence of a permanent Chair for the Governing Body. At this juncture Mrs. Reid addressed the Governing Body and advised that she had raised a question along with Mr. Bodger about the appraisal process with the former Chair of the Governing Body in February 2017 to which she had not received any response. Mrs. Reid advised her fellow Governors that she was formally raising a concern with DfE about how the appraisal had been carried out in September 2017, she emphasized that she is not querying the outcome of this appraisal but the process and manner in which it had been conducted. Mr Bodger confirmed that he had also been in touch with DfE in relation to this matter and light of the letter received from DfE he will be raising the matter again and querying the validity of the process used in 2017. The Chair advised that he would encourage individual Governors to contact DfE with any issues or concerns they have as they do not need any approval to do so.

d) Governor's Terms, Committee's and November meeting date

The Chair highlighted that the scheduled meeting date of 26th November posed an issue with the Annual Accounts and Financial Statements, as they are due to be signed off on 27th November by the Northern Ireland Audit Office and therefore any changes made recommended by the Governing Body in their review and approval of the accounts could not be handled effectively by the CMT. The Chair advised that if the date can be considered by Governors and moved that would be appreciated but if a common date cannot be sourced a special Governing Body meeting will be held after the Audit committee on 15th November to approve the accounts.

Action Point: The GB Secretary will issue a poll to ascertain if the Governing Body meeting in November can be moved to accommodate the sign off of the Annual Accounts

The Chair advised the Governing Body that due to the terms of members finishing from September 2018 through to January 2019 and the loss of the Education Authority member the membership of committees was becoming critical. He highlighted that the Audit committee was not quorate when they met recently, and the Finance and General Purposes committee chair's position is now vacant as Mr Jackson's term ends later this month. The Chair highlighted to members that it would be his preference to continue with the four-committee structure that is currently operating but the lack of Governors may mean we have to move three committees until a Departmental Minister is in place to make new appointments. The Chair advised that he has raised his concerns with DfE and they have asked the Governing Body to find a solution to allow the Governing Body to perform its full function. The Chair advised Mr. Pollard that his term as a co-opted member would end on 31st December 2018 and he has the opportunity to stay on for a second term, Mr. Pollard asked for time to consider this proposal.

The Chair indicated a Special Governing Body meeting would be arranged as soon as possible to discuss future committee structures, membership and to elect chairs and vice-chairs of individual committees.

Mr Mackell joined the meeting at this juncture. Dr Malone left the meeting at this juncture.

Action Point: The Chair asked Governors to express an interest in their committee preferences and committee chair and vice-chair role in an email to him or the GB Secretary

Action Point: The GB Secretary will poll members for a suitable date to hold a meeting to discuss committee structures and membership

Action Point: The Chair advised a paper setting out the options for the committee structure will be circulated to the Governing Body in advance of the discussion

Action Point: The GB Secretary will issue the committee terms of reference to Governors to allow Governors to express their interest in particular committees

Action Point: Mr Pollard advised he would consider a second term with the Governing Body and advise the Vice-Chair of his decision in due course

e) Minutes of the GB meeting on 25th June 2018

The Chair invited members to review the minutes from the meeting on 25th June. Mrs Reid asked that it was noted during the discussions on page 2 of these minutes (agenda item 1c Chair's Report) that free discussion had not been allowed, there was determination to move the meeting on by the former Chair of the Governing Body and it had been very difficult to engage with the former Chair at this point. The Governing Body agreed the minute was an accurate reflection of this section of the meeting and were content to record this sentiment during this current meeting. Governors agreed that subject to this note being made the minutes were a true and accurate record of the meeting.

Proposer: Gareth Hetherington

Secunder: Neil Bodger

f) Action points/matters arising from previous meetings

Governors were invited to review the list of outstanding action points and agreed that most could be marked as completed. With regard to the outstanding action points for the Governing Body it was agreed that they would be taken forward and discussed at the next Strategy Day.

Action Point: Governors requested to reformulate the areas of focus for the Governing Body at the next Strategy Day

Action Point: The Governing Body agreed to discuss the summaries produced of main documents including the Audit Code and the Articles and Instruments of Government at the next Strategy Day

Action Point: Steve Pollard offered to work with the CMT to take the paper on productivity matters forward, a paper will be presented to the GB following these discussions.

Agenda Item 2: Chief Executive Officer's (CEO) Business

a) CEO's report including Balanced Scorecard

The Principal and CEO asked members to note the written report provided and highlighted the following points:

- The Principal began a summary of his written report by advising the Governing Body that with regard to the deaths of three students over the summer months; all the normal processes had been followed with each individual.
- The Principal then referred to the detail in his report on the closure of College's NI, he confirmed that the staff had left their posts by 30 June and one had TUPE'd to SERC to continue work on the Connected 4 project. He advised that there are still a number of ongoing issues that need resolved in terms of contracts before CNI can be formally closed.
- In relation to the Connected 4 project the Principal gave a brief overview of what the project entails and advised the Governing Body that it is a £4.5m project which aims to help promote local Colleges, businesses and universities. The funding is received by DfE to Ulster University who are overseeing the financial administration of the initiative on behalf of the institutions involved.
- In response to a question on the support available in Essential Skills the Principal indicated that support is in place for our students but if a non-student came to the College seeking help we would try to enrol them to ensure they were getting the maximum support available for them. The Principal further advised that there are huge obstacles for benefits claimants trying to access full time education and this remains a focus for the College to try and resolve. He confirmed that the careers hubs are available for anyone to drop in and access.
- In reference to the College Development Plan the Principal advised that results for 2017/18 are still being processed and the final CDP outcomes will be presented at the November education committee meeting. Governors noted that the targets were mainly green and in many cases, they had been exceeded, Mr. Pollard specifically commended the achievement of delivering 120 Innovate Us projects.
- The Principal confirmed that so far there are no inspection dates set for this year in response to a specific question from Mrs. Reid and she highlighted that this should be evidenced and reviewed in more detail at the education committee.
- A brief discussion took place following the Principal's report on the Balanced Scorecard and it was agreed that it would be beneficial to try and present this information using infographics because it is a snapshot of information, members highlighted that Balanced Scorecards do not reflect the complexity of the College and this would allow the Governing Body to visualise priorities.

Action Point: The Principal agreed to publish the letter of offer for Connected 4 on the Governing Body private Teamsite

Action Point: The Chair agreed to look at the use of infographics to present information to the Governing Body that is presented currently in the Balanced Scorecard, the Director of Strategic Planning Quality and Support advised she will review this in line with the College Development Plan

b) Articles and Instruments of Government

The Chair advised members that the Model Articles and Instruments had been approved by the Governing Body at the meeting in June subject to two amendments being made which are still outstanding. The Principal advised however since then DfE have asked all Governing Bodies to sign off these documents and they do recognise that further changes can be made in future, for example if a further change is required regarding the College's charitable status it would be presented to members for approval.

Key Decision: The Governing Body approved the Model Articles and Instruments of Government

Proposer: Karen Fraser

Seconder: Kim Scott

c) Complaints Annual Report

In presenting the annual report on complaints and compliments the Director of Strategic Planning, Quality and Support advised members that the high-level information had been presented to the Education committee in May and it has since been updated as it is aligned with the academic year. She asked Governors to note that the Audit committee are presented with a complaints summary at each meeting and so there is a good level of oversight for the Governing Body in this area.

In response to a question if there are any challenging areas the Director confirmed there are some seasonal trends in complaints around fees and all are addressed with an action plan. The same approach is taken with any financial complaints and the aim is to make the process easier to ensure that these are one off issues.

The Director noted the observation from the Governing Body that it is difficult to benchmark against other Colleges because they do not record all complaints. The Director confirmed that not all Colleges record complaints in the same manner and SERC have an extremely robust process as everything is recorded even a comment on social media. She further confirmed that group complaints are treated as individual complaints and generally complaints do not fall into multiple categories.

Agenda Item 3: Items for Approval

a) Fees Policy 2019/20

Mr Jackson advised the Governing Body as Chair of the Finance and General Purposes Committee that the fees policy had been reviewed by the committee and recommended for adoption by the Governing Body. He highlighted there are two minor changes to the policy regarding International students. The Principal highlighted

that the policy has been reviewed earlier this year to coincide with the earlier launch of the HE prospectus and planned HE open days.

Mrs. Reid left this meeting at this juncture.

Key Decision: The Governing Body approved the Fees Policy 2019-20 for adoption

Proposer: Ed Jackson

Seconder: Karen Fraser

d) GDPR Policy

The Principal advised the Governing Body that the GDPR Policy had been previously agreed by email and he was presenting it at this meeting for formal adoption.

Key Decision: The Governing Body formally approved the GDPR Policy for adoption

Proposer: Gareth Hetherington

Seconder: Kim Scott

e) Governing Body and Committee meetings schedule 2018-19

The Chair asked Governors to formally approve the meeting schedule for 2018-19. The Governing Body Secretary highlighted that the schedule may be reviewed after the next round of meetings to ensure all committees are in line with the Governing Body dates, she also highlighted that all changes will be displayed through the calendar on the Governing Body Teamsite.

Key Decision: The Governing Body approved the schedule of meetings for 2018-19

Proposer: Gareth Hetherington

Seconder; Steve Pollard

f) Campus Lead Governors Terms of Reference

Ms Goodwin presented a summary of the feedback she had received from Governors on what they believed this role of campus lead governor is and what the terms of reference should look like for this as agreed at the meeting in June. After Ms Goodwin's presentation Governors discussed if the role was necessary. Mrs King, Corporate Staff Governor, highlighted that the role has a sense of an inspection for staff and suggested that having a visible presence on campus could be in the form of attending events. Mr Pollard agreed with these comments and cautioned there is a risk of straying into operational matters and suggested that this is something that could be explored again at the Strategy Day to ensure the Governing Body have a sense of what their contribution should be strategically and get a sense of direction. Governors agreed that this role was beyond their remit and the Principal advised the GB Secretary is now part of an events working group that aims to keep the Governing Body well informed of events and opportunities to visit the campuses. The GB Secretary confirmed that all events would

be displayed on the calendar on the private GB Teamsite, and relevant emails would be circulated to Governors to advise of events of interest.

Action Point: The Governing Body agreed there was no requirement for the role of a Lead Governor for each campus but the idea will be held in abeyance for a while

g) Finance and General Purposes minutes from meeting held on 20th June 2018

The Governing Body adopted the minutes from the FGP meeting on 20th June.

Proposer: Ed Jackson

Secunder: Alan Woodside

The Chair advised that the minutes from the Audit committee would be presented for adoption at the November meeting as the September Audit Committee meeting was not quorate and therefore the minutes had not been adopted.

Key Decision: The Governing Body adopted the minutes from the Finance and General Purposes meeting on 20th June 2018

Proposer: Ed Jackson

Secunder: Alan Woodside

h) Whistleblowing Policy

The Principal presented the amended Whistleblowing policy and advised that the audit committee had requested some minor changes at their recent meeting on 13th September and these had been incorporated.

Key Decision: The Governing Body approved the amended Whistleblowing Policy for adoption

Proposer: Gareth Hetherington

Secunder: Steve Pollard

Agenda Item 4: Items for Information

a) Financial Results to date

The Principal provided Governors with a summary of the current financial position which was detailed in the circulated paper from the Chief Finance Officer. In a discussion that followed the Governors asked if there was a risk to the College to take a share of sector deficit. The Principal confirmed that if this was the case the College would strongly oppose it as we have met our resource requirement, he advised that at the beginning of the financial year internal budget holders cannot spend without seeking permission from himself and the CFO. The Principal advised that this rigid approach to spending control needs to take place across the Sector to ensure that any deficit is addressed. Mr. Jackson, Chair of the FGP Committee, cautioned that his concern is that the College would be forced to make cuts which are virtually impossible to achieve.

b) Strategic Risk Register

The Governing Body reviewed the Strategic Risk Register and noted that the Audit committee has regular oversight and updates on the register. The Principal highlighted that a new risk had been recently added to the register and scored red regarding Curriculum reform, a full report on the risk and the action plan in place had been presented to Audit committee at their recent meeting.

c) Staff Governors' Reports

Mrs King, Corporate Staff Governor, directed members to her written report and commended the team at the Bangor campus for a very seamless operation on the recent enrolment days.

e) Audit Committee briefing on meeting held 13th September 2018

Mr Pollard presented a verbal overview on the recent Audit committee meeting. He highlighted that the committee received an interesting internal audit report on the use of Properties Division (PD) that identified significant issues and that the report is useful for the sector business case to move away from mandatory use of PD. He reported that the committee talked in depth about the recent data breach and the agreed actions in response to the breach. The Chair further advised that the PSNI investigation into the data breach is ongoing and the Governing Body will receive a full report once this has been completed.

f) Finance and General Purposes Committee briefing on meeting held 11th September 2018

Mr Jackson directed members to the written report he had provided and began his report by highlighting the Resource Budget for 2018/19 is just over £33m of a resource requirement and DfE have given the College a working assumption. He highlighted that any deficit Governors may see in the accounts is not a concern and is due to a complex accounting entry, the Governing Body should now focus on the Resource Requirement. He advised that assumptions to be cautious of are the commercial income which has a sound strategy behind it but was £143k short of the forecast for last year.

Mr Jackson referred to the sweep facility that management had investigated at the request of the former Chair of the Governing Body, he advised the committee had concluded this was not worth doing as the return was so low and staff time to complete this daily task would be high. In response to a question, Mr Jackson confirmed that if this manual task was completed incorrectly, then the College would incur fees also. Another area Mr Jackson highlighted in reference to the PFI contracts, the former Chair of the Governing Body had requested management to review these to ascertain if there was any merit in making adjustments to these contracts. Mr Jackson reported that it was found there would no financial gain to the College in ending these contracts and it would also require capital funding from DfE.

Agenda Item 5: Any Other Business

a) Request for information from Governors and Committees

Mrs Larkin addressed the meeting and advised that in her role as the Chair of the Education committee she felt it was prudent that all committees and the Governing Body ensure that request for work from the management team had a specific purpose. The Principal highlighted that the information received from the CMT should have a purpose to shape strategy and it is critical to get clarity on action points at the time of the meeting. In concluding her request Mrs Larkin asked that all committees review their action list to ensure that outstanding actions are addressed as some had been 'ongoing' for quite some months.

At this juncture Mrs Larkin also asked that congratulations were expressed to Veronica Healy who graduated at the recent Graduation ceremony, but she did not get the full graduation experience because she was handing out certificates to the other grandaunts.

Action Point: The GB Secretary will add extra columns to the action points log of the Governing Body and Committees to ensure each action has a purpose, a responsible owner and a reasonable timeframe to complete the action

b) Audit Committee Membership-IT Expertise

The Chair advised Governors that at the June meeting of the Audit committee it had been identified that it would be useful if a member had a good level of IT expertise to ensure that the committee can perform its function in relation to ICT resilience, the Chair asked if any Governors felt they had a sound knowledge of IT systems and associated risks then to advise of this when identifying their preference for committees.

Mrs Kerr advised that she could ask some of her colleagues at Catalyst Inc to make themselves available for specific items on the audit agenda, the Chair thanked her for the offer and confirmed it would be a useful fall back if no member has a good level of expertise in this field.

Agenda Item 6: Confidential Business

Chairs Update

A separate note was taken for this item.

The next meeting is scheduled for Monday 26th November 2018, 5pm, at the Lisburn Campus.

The meeting concluded at 20.07pm

Signed: _____

Date: _____