

**Minutes of Governing Body (GB) Meeting
Monday 26th November 2018 5.55pm, Conference Room, Lisburn Campus**

Agenda Item 1: Confidential Business

A separate note was taken for this item.

Agenda Item 2:

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, Mrs Heather Reid, Mrs Karen Fraser, Mr John Mackell, Mr Neil Bodger, Mr Steve Pollard, Mrs Carolyn King, Miss Aibhilin Gallagher (Student Governor)

Apologies: None

Not Present: Tommy Martin (Chief Finance Officer)

In the Chair: Mr Hetherington

In attendance: Mrs Claire Williamson (Secretary to the Governing Body), Mrs Heather McKee (Director of Strategic Planning, Quality and Support - DSPQS), Mr Paul Smyth (Chief Human Resources Officer), Mrs Sonya Kerr (Boardroom Apprentice)

b) Declarations of conflicts of interests

No conflict of interest declarations were made.

c) Minutes of the GB meeting held on 17th September for approval

The Governing Body reviewed the minutes from the previous meeting and agreed they were a true and accurate record.

Proposer: Barbara Larkin

Seconder: Neil Bodger

d) Matters arising/action points from previous meetings

The Chair advised that most actions from the previous meetings had been completed or addressed on the agenda, however the action point regarding the Governing Body's areas of focus will be an outcome from the Strategy Day planned for January 2019.

e) Feedback of GB Annual DfE Survey

The Chair highlighted that there are several matters that the Governing Body can take from the report and use as part of the planned governance review. Mrs King noted that she had made several comments when completing the survey which were not included in the report from DfE, the Secretary advised she had requested all the comments made from DfE and enquired how the analysis was decided in terms of why the included comments had been chosen. DfE had responded that due to the anonymous nature of the comments they would be reluctant to disclose numbers associated with comments, but that they welcomed feedback to ensure that a meaningful report

was produced. The Secretary advised she would relay the feedback to DfE and advise the Governing Body if the information can be provided for this year's survey or if it will something DfE will consider for the 2018/19 survey.

Action Point: The Vice Chair advised that the report on the GB Annual DfE Survey will form part of the wider governance review that is being conducted by the Governing Body

Action Point: The GB Secretary advised she would request further information on the comments from Governors from DfE and ask report to the Governing Body if the comments can be provided for this year's survey

f) Policy List and Responsible Committees

The Chair invited Governors to review the list of policies and the responsible committee assigned to each. In response to a query from Mrs. Reid the Principal gave a brief overview of how the policy review process is managed and highlighted that along with a review process the policies are included as part of the IMPMS and Risk Management meetings. Mrs Reid highlighted that the Governing Body can be assured there is a robust review process in place and as a committee chair she was content with the allocation of polices.

Agreed: The Governing Body agreed the policy list and responsible committees

Proposer: Neil Bodger

Secunder: Karen Fraser

g) Review of Standing Orders

The Chair directed Governors to the revised Standing Orders presented and advised that this reflects the change to the committee structure that had been agreed in October by the Governing Body, he asked Governors to note that a further substantial review of the Standing Orders is required, and he was proposing that a subcommittee would be established to undertake the review work.

Agreed: The Governing Body agreed the amendments to the Standing Orders to reflect the new committee structures

Proposer: Karen Fraser

Secunder: Neil Bodger

Action Point: Governors were asked to advise the Vice Chair or Secretary if they would like to volunteer to join the subcommittee to review the Governing Body Standing Orders

h) Safeguarding Governors

The Chair informed Governors that Heather Reid and Alan Woodside are currently in the role of Safeguarding Governors however it would be beneficial to train other Governors for the role as both Heather and Alan's terms

are due to end in 2019. Mrs Reid gave governors a brief overview of what the role involves and the training that is provided to support Governors in the role and would be willing to speak with any of the Governors interested to provide some more information outside of the meeting.

Action Point: Governors interested in the Safeguarding Governor role are asked to advise the Secretary ASAP

The Chair advised that there was an additional piece of Chair's business that had not been included on the agenda which was to advise Governors that the Committee Chairs, the Vice Chair and the Principal would meet regularly to coordinate Governing Body business and use this 'Chair's Committee' as one method of communicating information to the Governing Body. A draft terms of reference had been drafted by the Secretary and would be circulated to all Governors, the Vice Chair asked all Governors to review the ToR and advise how they see the committee moving forward, agreement of the ToR can be reviewed at the next GB meeting.

Action Point: The Secretary will circulate the draft terms of reference for the Chairs Committee to all Governors; Governors are asked to review the document with a view on approving the ToR as a working document at the next Governing Body meeting

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

a) CEO's report including Balanced Scorecard including Tribal Update

With reference to the written paper provided and the action point from the previous meeting the Principal asked Governors to consider how the information presented in the Balanced Scorecard could be provided going forward. The Principal informed Governors that the new reporting method for the College Development Plan will use infographics and advised that this could be the best way to provide a snapshot of the information requested by the Governing Body. The Vice Chair advised that the Education committee had agreed to move onto the new format at their recent and that the reporting method will ensure there is one reporting method across the Sector.

Agreed: The Governing Body agreed that the Balanced Scorecard would no longer be used as method of providing information in the CEO's report, it was agreed that the new reporting method of infographics would instead be provided

Agenda Item 4: Items for Approval

a) Annual Report & Financial Statements (including Governance Statement)

The Vice Chair directed members to the final Annual Report and Financial Statements and asked that they are considered for approval, he highlighted that the Audit committee and Finance and General Purposes committee had reviewed the accounts and had raised any issues at committee level. The Principal/CEO confirmed that he was

content to sign the declaration letter as the Accounting Officer and formally stated for the record that he did not know of anything since the accounts had been produced that would require any amendment to be made.

Agreed: The Governing Body approved the Annual Report and Financial Statements year ended 31st July 2018.

Proposer: Steve Pollard

Seconder: Barbara Larkin

b) Audit Committee Annual Report 2017/18

Mr Bodger, Chair of the Audit Committee, presented the Audit Committee Annual Report 2017/18 for consideration, he advised the committee had reviewed the report and agreed the content.

Agreed: The Audit Committee Annual Report 2017/18 was adopted by the Governing Body

Proposer: Carolyn King

Seconder: John Mackell

c) Estates Strategy 2018-2028

The Principal & CEO presented the Estates Strategy 2018-2028 to the Governing Body, he advised that the Finance and General Purposes Committee had reviewed the document and had recommended it for adoption. The Principal highlighted that estates had been a focus of the recent Tribal review conducted by DfE and action points from the report will be discussed with the Sector in January, it is anticipated that estates will be a sectoral item. In response to a question from a Governor the Principal confirmed that a recent internal audit had been conducted on estates, the strategy had been reviewed as part of the audit and the final report will be presented to the Audit committee at their next meeting.

The Principal provided a brief update on the plans for Castle House and advised that if the Business Case is approved the work will be funded through the Belfast City Region Deal. The Vice Chair enquired if there was a risk with the project in terms of not being funded as it is evident from the funding that has been secured that some projects will not be completed under the City Deal. The Principal advised that the final business case will be submitted by Summer 2019 through Lisburn Castlereagh Council, and the risk is lower as this is their only innovation project as part of the deal.

Agreed: The Governing Body agreed the Estates Strategy 2018-2028

Proposer: Karen Fraser

Seconder: Neil Bodger

d) Evaluation of the Effectiveness of Quality Improvement Plan 2017/18 and Quality Improvement Plans 2018-19 for Further Education and Work Based Learning

The Director of Strategic Planning, Quality and Support presented the documents to the committee which had been previously circulated, she advised the Education committee had reviewed the document had recommended it for adoption by the Governing Body. The Governing Body noted that both documents were extremely positive and the Chair of the Education Committee, Mrs Reid advised that both are used as part of the inspection process.

Agreed: The Governing Body approved the Evaluation of the Effectiveness of Quality Improvement Plan 2017/18 and Quality Improvement Plans 2018-19 for Further Education and Work Based Learning

Proposer: Heather Reid

Seconder: Gareth Hetherington

e) Higher Education Annual Quality Assessment Review

The Director of SPQS advised the assessment review had been circulated to the Education committee and approval from the Governing Body was being sought so that a signed copy can be returned to DfE by the deadline set out in the letter.

Agreed: The Governing Body approved the Higher Education Annual Quality Assessment Review

Proposer: Gareth Hetherington

Seconder: Barbara Larkin

f) College Development Plan 2018/19

The Director of SPQS advised the Governing Body she was seeking formal approval for the CDP 2018/19, she highlighted that it had been presented to the Education committee at their meeting in September and they were content to recommend it for adoption. The Vice Chair noted that the document is well presented and is compliant with the DfE Commissioning note that had been discussed at the recent Education committee meeting. Members confirmed they were content to recommend the CDP 2018-19 for approval to the Governing Body on the proviso that as per the Commissioning Note there will be a change to the data presented, all members agreed with this course of action

Agreed: The Governing Body approved the College Development Plan 2018/19

Proposer: Steve Pollard

Seconder: Barbara Larkin

g) New and Expectant Mothers Policy

The Chief Human Resources Officer asked Governors to approve the policy and advised the minor changes made were highlighted and had been made in response to the GDPR legislation.

Agreed: The Governing Body approved the New and Expectant Mothers Policy

Proposer: Barbara Larkin

Seconder: Andrew Corbett

h) Continuous Professional Development (CPD) Policy

The CHRO presented the policy for approval and advised substantive changes had been made to the policy to and are bringing the policy in line with current practice and reflects what the College is already doing in relation to CPD.

Agreed: The Governing Body approved the Continuous Professional Development Policy (CDP)

Proposer: Barbara Larkin

Seconder: Karen Fraser

i) Complaints and Compliments Policy

The Director of SPQS advised that the changes made to the policy were a response to GDPR and they have been highlighted in the document. In response to a question she confirmed that a new email address has been created for compliments to try and capture much more of them.

Agreed: The Complaints and Compliments Policy was approved by the Governing Body

Proposer: Neil Bodger

Seconder: John Mackell

j) Work Placement Policy

The Director of SPQS presented the policy for approval and advised the changes made had been highlighted within the document, the changes were in response to GDPR and Health and Safety legislation.

Agreed: The Governing Body approved the Work Placement Policy

Proposer: Neil Bodger

Seconder: Karen Fraser

k) Records Management Policy

The Principal presented the policy for approval and advised that changes had been made in response to GDPR, he informed Governors that the retention schedule referred to in the policy requires PRONI approval and for it to be lodged with the Assembly for any amendment as it is a common policy for the sector.

Agreed: The Governing Body approved the Records Management Policy

Proposer: Heather Reid

Seconder: Barbara Larkin

l) Audit Committee minutes from meeting held on 21st June and 13th September 2018

Agreed: The Audit Committee minutes from the 21st June were approved on the proposal of Gareth Hetherington and seconded by Neil Bodger

Agreed: The Audit Committee minutes from 13th September were approved on the proposal of John Mackell and seconded by Steve Pollard

m) Education Committee minutes from meeting held on 19th September 2018

Agreed: The minutes of the Education committee meeting on 19th September were approved on the proposal of Heather Reid and seconded by Andrew Corbett

n) Finance and General Purposes minutes from meeting held on 11th September 2018

Agreed: The Minutes of the FGP committee from 11th September were approved on the proposal of Karen Fraser and seconded by Barbara Larkin

o) Audit Committee Terms of Reference

The Audit committee terms of reference were presented for approval on the recommendation of the Audit committee, Governors were advised that the committee's role in relation to ICT has been highlighted as the only addition. The Vice Chair highlighted that they are based on a model terms of reference for Audit committees.

Agreed: The Audit committee terms of reference were approved by the Governing Body

Proposer: John Mackell

Seconder: Neil Bodger

Agenda Item 5: Items for Information

a) Financial Governance Report

The Principal presented the Financial Governance Report to the committee which sets out the final forecast position as at 31 March 2019 and the forecast financial position of the College at 31 July 2019. The Principal highlighted that the report shows that the College is in line with the allocated Resource Requirement. The Principal also highlighted that the FE/HE targets have not been met but the targets for business services have been exceeded therefore any grant in aid funding has been fully utilized in other areas. Governors noted this is very positive and shows a degree of flexibility from DfE.

b) Updated Management Statement/Financial Memorandum

The Governing Body were asked to note the Updated Management Statement/Financial Memorandum which was effective from October 2018, the Principal advised that there are no extensive changes and it is good practice that

the Governing Body reviews this document at least annually. The Vice Chair agreed and advised that it is useful for Governors to review these types of documents to remind themselves of their responsibilities.

Mr Mackell enquired if a special payments register was kept in the College and if so what it included. The Principal responded that a register is not currently held, special payments are normally for settlements and any special payments are included in an extra line in the annual accounts. After a brief discussion the Principal advised that a register could be created even if it records no activity, he highlighted to Governors that as Accounting Officer in relation to settlements he needs to get approval from DfE for any payment over £2000 and this request would also have to be presented to the Governing Body.

Action Point: The Governing Body requested a register would be created to record any activity of special payments as set out in the Management Statement/Financial Memorandum

b) Staff Governors' Reports

Mrs King, Corporate Staff Governor, talked to her written report and highlighted the success of the recent FE Open Days which had invited local primary schools to the campuses for the first time. Mrs King congratulated the Director of SPQS and her team in the success of the day and advised the feedback from the College staff involved and the teachers from the primary schools was fantastic. She highlighted that many of the teachers who attended with the primary school pupils had not been into the College and it was an excellent way to showcase the facilities. Mrs King went on to highlight the recent success of SERC students at the World Skills Competition, she advised the Governors this event is extremely high pressure for the students and they are to be commended for how they deal with the pressure and perform so well.

c) Student Governor Report

Aibh Gallagher, Student Governor, talked to her written report and advised that the Student's Union focus is to conduct more engagement events with students, the recruitment of an intern for the SU will enable the SU to do a lot of more smaller events to reach students in all campuses. She advised that she had recently attended NUS-USI festival and received training for her role as Student Governor.

Governors commended the SU for their recent work and noted that it was excellent to see the interaction across the campuses and the interest from students.

e) Audit Committee briefing on meeting held 15th November

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

- The committee approved the ToR in particular the committee's role in ICT Security.
- The External Auditors (NIAO and PwC) provided an overview of the results of the external audit of the financial statements and annual report. The statements received an unqualified opinion (good result) and

made several very favourable comments on the quality of the work undertaken by staff in the Finance Department. The committee passed on its thanks to the Finance Team

- The Director of Curriculum & Information Services advised the committee of the plan in work in place to address the recent guidance on ICT security from NIAO, the committee will receive an incident management report going forward
- The committee took presentations from both Finance and HR on their operational risks. Two issues to report for finance: 1. Supplier Payment Days-Plan in place to reduce this to meet Treasury Target dates 2. Use of Property Division-Also included in the strategic risk register, business case being escalated through NIFON to address the mandatory use of PD for the Sector
 - HR-Two issues to report- 1. Failure to reduce absence due to mental health- Focus on Mental health initiatives aimed at prevention of mental health to compliment the support services already established
 - 2. Failure to recruit sufficient number of staff to maximise the tailored support provided by the Learning Academy-Plan in place for recruitment and training
- The committee reviewed the Strategic Risk register. Three issues to report:
 1. Managing the College's Enrolments- Overall enrolments are down approximately 2% when compared to previous year
 2. Maintaining current levels of Higher Education provision- Within SERC a HE Advice evening was held during October 2018, to provide advice and guidance earlier to prospective students earlier in the academic year and prior to UCAS decisions being made. Additional part-time programmes are being considered for inclusion in the HE offers
 3. Managing the College's Sickness Absence- Absence rate year to date (up to 30 September) 3.2%, compared to 4.0% for the same period last year due to a decrease mainly in long term absence. The committee agreed to liaise with the Education committee to specifically look at absence rates amongst academic staff.The committee also noted the slippage times in the implementation of STS project, but this is mitigated for the College as a risk as the College has its own internal systems to fall back on which are fit for purpose

f) Education Committee briefing on meeting held on 21st November

The Chair of the Education Committee, Mrs Reid advised the GB there had been two committee meetings since the Governing Body last met and a change of Committee Chair as per the agreement at the GB meeting in October. She highlighted that she had met with Mrs Larkin to ensure there was a smooth transition between the two Chairs ahead of the November meeting.

Mrs Reid highlighted that the committee had approved the CDP at their meeting in September and had discussed the Commissioning Note from DfE at the meeting in November that has requested a very specific style of template is used for reporting. Therefore, members confirmed they were content to recommend the CDP 2018-19 for

approval to the Governing Body on the proviso that as per the Commissioning Note there will be a change to the data presented, all members agreed with this course of action.

Mrs. Reid went on to draw attention to the Whole College SER and QIP that was recommended by the committee for approval, she highlighted that both documents are used during inspections and the committee had requested a further proof reading before the final draft is issued.

In closing Mrs. Reid advised that the committee had reviewed policies and the Cause for Concerns report which highlighted the trend in mental health issues amongst students.

At this juncture Mrs. Reid asked that the Education committee terms of reference were adopted having been reviewed and approved by the committee and cross referenced at the recent Chairs committee with the other sub committee's ToR.

Agreed: The Education Terms of Reference were approved by the Governing Body

Proposer: Heather Reid

Seconder: Barbara Larkin

g) Finance and General Purposes Committee briefing on meeting held 13th November 2018

Barbara Larkin, Chair of the Finance and General Purposes Committee provided the Governing Body with an overview of the recent committee meeting, the following points were highlighted:

- Mrs Larkin informed members this was the first sitting of the newly formed FGP committee that combined finance and staffing, she advised that the terms of reference had been substantially reviewed to reflect the committee new role and presented them for approval at this juncture.
- Governors were advised the committee had reviewed the Updated Management Statement/Financial Memorandum which is effective from October 2018. Mrs. Larkin advised the Chief Finance Officer had provided the committee with an overview of the changes made to the document and highlighted that the MS/FM formalises and outlines the Governance framework for the College as an NDBP.
- Mrs Larkin confirmed the committee had substantially reviewed the Annual Report and Financial Statements for the year end 2018 and had agreed a statement to be included in the Governance Statement of the Annual Report which reflected the feedback from the DfE Annual Survey report.
- In terms of staffing the committee approved the terms of reference for a staff absence review which will look at the factors that underpin the level of absence rates and make recommendations on how these can be addressed.

Agreed: The Governing Body approved the Finance and General Purposes Terms of Reference

Proposer: Gareth Hetherington

Seconder: Alan Woodside

Agenda Item 6: Discussion

The Vice Chair reminded Governors that summaries had been produced of Corporate Documents such as the Audit Code, the Articles and Instruments of Government and he was seeking a view on whether Governors found these useful and would like to continue using these. After a brief discussion Governors agreed that these documents are too important to have a substitute provided, it was critical that no information was lost in translation which was a risk in producing the summaries and as Governors everyone is responsible for reading these overarching documents.

Action Point: The Governing Body advised there is no desire to produce summaries of over arching Corporate Documents

Agenda Item 7: Any Other Business

The Secretary advised that she would be drawing up a draft schedule for 2019/20 and asked Governors if they would prefer to go back to Monday and Tuesdays only for meeting days. The Secretary highlighted that Thursday meetings were sometimes difficult when papers needed to be circulated the following Monday.

Mr Mackell enquired if consideration could be given to a later start time for meetings as he found it difficult to make it for 5pm because of the rush hour traffic. The Chair sought the Principal’s views on the start times of the meetings and he advised that he had no difficulty starting later so long as there was a reasonable time to finish as costs are incurred when caretakers are asked to stay on to close the building.

Mrs Reid asked that given several Governors had left office recently and a few scheduled for the next year could an agreed protocol be established where a letter of thanks is sent instead of a gift to ensure that no one is offended. Governors supported Mrs Reid’s proposal and the Chair noted that the recent practice of providing gifts had created additional work for the Secretary.

Action Point: The Governing Body agreed that the 2019/20 that meetings would be held Monday to Wednesday and begin at 5.30pm

Action Point: The Chair agreed to write to those Governors who have recently left the Governing Body thanking them for their service

The next meeting is scheduled for Monday 11th March 2019, 5pm, at the Lisburn Campus.

The meeting concluded at 19.45pm

Signed: _____

Date: _____