

**Minutes of a Meeting of the Governing Body (the “GB”)
held on Monday, 28th September 2020 at 17:30 (BST)
via Skype Teleconference**

Agenda Item 1: Chair’s Business:

a) Attendance and Apologies for Absences:

Present:

Mr Gareth Hetherington (Temporary Chair of the Governing Body)
Professor Alan Woodside
Mr N Bodger
Mr Andrew Corbett
Mrs Barbara Larkin
Mrs Heather Reid
Mr Steve Pollard
Mr John Mackell
Mrs Karen Fraser
Mr James Lee
Mr Ken Webb (CEO/Principal)

In Attendance:

Ms Sonja Woods (Temporary Secretary to the Governing Body)
Mrs Claire Williamson (Secretary to the Governing Body)
Mr Tommy Martin (Chief Finance Officer (“CFO”))
Mrs Heather McKee (Director of Strategic Planning, Quality and Support (“Director of SPQ&S”))
Mr Paul Smyth (Chief HR Officer (“CHRO”))
Mrs Kathryn Cochrane (Boardroom Apprentice)
Ms Mollie Richardson (Student Governor-Elect)

Apologies:

It was noted that Mr Dillon Stanley was no longer enrolled at the College and was therefore ineligible to attend the meeting. The Chair remarked that Mr Mackell had been delayed but would join the meeting as soon as possible.

In the Chair:

Mr Hetherington

b) Welcome to Boardroom Apprentice and Student Governor-elect and thanks to departing Student Governor:

The Temporary Chair noted that Mr Stanley had left the College. He extended the thanks of the Governing Body to Mr Stanley for his contribution during a unique and challenging year. He welcomed Mrs Cochrane who was in attendance as the new Boardroom Apprentice, and Ms Richardson whose term as Student Governor would commence on 1st October 2020.

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c) Declarations of Conflicts of Interest:

The Temporary Chair invited members to declare any known or perceived conflicts of interests. Mr Pollard noted his standing conflict of interest, in relation to his wife’s employment in the Finance Department of SERC. The Temporary Chair noted his wife was employed as Financial Director to the DfE. No other conflicts of interest were declared.

d) Minutes of the Meeting of the Governing Body held on 29th June 2020:

The Governing Body reviewed the Minutes of the Meeting held on 29th June 2020. Following due consideration, it was agreed that the Minutes were a true and accurate reflection of the Meeting.

Agreed: That the Minutes of the Meeting of the Governing Body, held on 29th June 2020, be approved and adopted.

Proposed by: Gareth Hetherington

Seconded by: Heather Reid

e) Minutes of the Meeting of the Governing Body held on 19th August 2020:

The Governing Body reviewed the Minutes of the Meeting held on 19th August 2020. Following due consideration, it was agreed that the Minutes were a true and accurate reflection of the Meeting.

Agreed: That the Minutes of the Meeting of the Governing Body, held on 19th August 2020, be approved and adopted.

Proposed by: Gareth Hetherington

Seconded by: James Lee

f) Matters Arising/Action Points from previous Meetings:

It was noted that all Action Points had either been completed or would be addressed during the course of the meeting.

g) Governing Body Members Recruitment Update:

The Temporary Chair advised that interviews had been held during early September and that he had completed the relevant paperwork and sent it to Mrs Beverley Harrison. He noted that Mrs Harrison anticipated it would be forwarded to the Minister within a week and that it was hoped there would be a decision within the next couple of weeks. He commented that the calibre of candidates had been very high.

h) Governors’ Register of Interests:

The Temporary Chair noted that a new Register of Interests form had been developed by Mr McCullough, the College’s Financial Controller. He remarked that the new form was more comprehensive and that it would be circulated to the Governors for completion following the meeting, together with the Conflicts of Interest Policy, for information and the Code of Conduct which was also required to be completed by the Governors.

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i) Governing Body and Committee Meetings – Means of Attending:

The Temporary Chair noted that this matter had been discussed at the most recent Chair’s Working Group meeting and that the consensus had been that it was not practical to return to face-to-face meetings at the present time. He remarked that the number of people who attended Governing Body and Committee meetings would not allow for social distancing and that there were some individuals who may need to shield. He commented that it was his view that it was preferable to continue to hold meetings by electronic means in the short term but that he was keen to hear the views of the other Governors. The Governors concurred with the Temporary Chair’s stance. The Temporary Chair noted that it would be preferable to move to Microsoft Teams rather than continuing to use Skype, as the functionality would allow for video participation and the quality of the connection was generally superior.

At this juncture Mr Mackell joined the meeting. [17:40]

j) Scheme of Delegation:

The Temporary Chair noted that Mr Steven Mungavin had recommended that a review of the items delegated by the Governing Body be reviewed, and that a subgroup of the Governing Body and the CHRO had worked on the matter. He observed that there had been a significant amount of work involved and he thanked the group for their contribution. Following due consideration, it was agreed that the Scheme of Delegation be approved and adopted, subject to incorporation of minor amendments.

Agreed: That the Scheme of Delegation be approved and adopted, subject to incorporation of minor amendments.

Proposed by: Neil Bodger

Seconded by: Alan Woodside

Agenda Item 2: Correspondence:

It was noted that there were no items of correspondence to bring to the Governing Body’s attention.

Agenda Item 3: Chief Executive Officer’s Business:

a) CEO’s Report:

The Principal commenced his report by providing the meeting with an update regarding applications and enrolments. He noted that TFS and full-time HE numbers were up on the previous year but were still slightly below target. He indicated that Apprenticeships NI figures were 81 behind the previous year’s totals but that businesses

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could not yet apply for the government programme to hire new apprentices and to retain current apprentices. He commented that the overall enrolment of apprentices across the sector was broadly the same as for the 2019/2020 academic year. In response to a question from the Temporary Chair he indicated that it would be approximately 2 weeks before businesses could apply to the government scheme.

Mr Pollard asked if there were implications for SERC if there was a requirement for funding to move to other colleges. The Principal replied that there were no significant concerns regarding funding and that capacity was more of a concern. He noted that the Lisburn and Newtownards campuses were the most highly utilised campuses and that operating in accordance with the DfE framework for the safe resumption of on-site educational provision had created additional pressures.

The Temporary Chair asked if the issues around adaptive assessments had created issues for students wanting to progress. The Principal indicated that where first year students were progressing to second year, the College had accepted them into the second year of their programme and would allow them to complete the elements they had not been able to finish. He observed that where a licence to practice depended on a placement, it could be an issue for a small number of students, but that SERC was working to minimise the impact.

With respect to Covid referrals, the Principal informed the meeting that weekly figures were circulated to staff and would also be circulated to the Governing Body. He noted that there had not been a significant level of change during the current week and he provided the Governing Body with an overview of the figures.

The Principal reported that a review of HE and FE had been planned to start during the prior academic year. He noted that DfE had said they would look into the possibility of the sector carrying out some background research, and that DfE was supportive of the sector. He observed that there had been a significant reduction in the number of students and that, extrapolating forward from 2016 to 2025, if current trends continued, there would be decrease of almost 50%. He remarked that, without policy intervention, the sector was heading blindly towards a precipice. He commented that swift action was required, and he indicated that the matter would be covered at the November meeting of the Education Committee.

b) College Development Plan 2020/2021:

The Principal informed the meeting that the 2020/2021 College Development Plan had been submitted to DfE on 24th September 2020. The Director of SPQ&S remarked that the document had been tabled at the previous Education Committee meeting. She noted that some of the numbers were still being worked upon, but that SERC had submitted its best estimate for part-time courses and Apprenticeships NI. She commented that there had not been any feedback from DfE as yet.

c) Indicative Resource Allocation and Exceptional ‘Covid’ Funding:

The CFO indicated that it was an exceptional year and that usually a final resource allocation would be available at this point. He noted that there was no real change to the budget target. With respect to the Exceptional ‘Covid’

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Funding, he commented that there was very good news for the College. He explained that the DfE had received funding and that the additional Covid pressures incurred by SERC for the period to 31st July 2020, in the amount of £1,200k was covered.

d) Final Resource Budget:

The CFO reported that the overall allocation was relatively static, with the exception of reductions in relation TfS, Apprenticeships NI and Steps programmes, and increases regarding commercial income and Erasmus funding. He noted that there had been increases to staff and non-staff costs, with additional costs related to pay awards and recruitment in relation to access to education. With respect to non-staff costs he observed that insurance costs had increased by £130k and rates had increased by almost £200k, with a further additional expenditure of £100k required in relation to materials.

The CFO noted that Covid pressures had not been included in the baselined budget but were in the current document. HE observed that the estimate remained static at £1,500k overall but that the breakdown had changed from an anticipated £750k for the 2019/2020 year and the same for the 2020/2021. He indicated that the College had accelerated spending on items such as screens, Covid mitigation measures and IT and had pulled some of these costs back into the 2019/2020 financial year, increasing the amount applicable to that year to £1,200k. He reported that a further £341k of pressure was expected to materialise during autumn/winter. He remarked that he would not normally bring a budget with pressures to the Governing Body but that these were exceptional circumstances. He indicated that DfE was aware of the additional £341k of expected pressure and that discussions with the College remained ongoing. He informed the meeting that the Final Resource Budget had been approved at the meeting of the F&GP Committee on 15th September 2020. Mrs Larkin confirmed this to be the case and she noted that it was being recommended for approval by the Governing Body. Following due consideration, it was agreed that the Final Resource Budget be approved.

Agreed: That the Final Resource Budget, as tabled, be approved.

Proposed by: Barbara Larkin

Seconded by: Alan Woodside

Agenda Item 4: Committee Minutes for Approval:

a) Education Committee Minutes from Meeting held on 26th May 2020:

Mrs Reid, in her capacity as Chair of the Education Committee, reported that the minutes of the meeting held on 26th May 2020 had been agreed as an accurate record of the meeting and had been approved by the Committee at its meeting on 22nd September 2020.

Agreed: That the minutes of the Education Committee meeting held on 26th May 2020 be approved and adopted.

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Proposed by: Heather Reid
Seconded by: Alan Woodside

b) Audit Committee Minutes from Meeting held on 17th June 2020:

Mr Mackell, in his capacity as the new Chair of the Audit Committee, informed the meeting that the minutes of the meeting of the Audit Committee, held on 17th June 2020, had been agreed as an accurate record of the meeting and had been approved by the Committee at its meeting on 16th September 2020.

Agreed: That the minutes of the Audit Committee meeting held on 17th June 2020 be approved and adopted.
Proposed by: Steve Pollard
Seconded by: Karen Fraser

c) Finance & General Purposes Committee Minutes from Meeting held on 16th June 2020:

Mrs Larkin, in her capacity as Chair of the Finance & General Purposes Committee, reported that the minutes of the meeting held on 16th June 2020 had been agreed as an accurate record of the meeting and had been approved by the Committee at its meeting on 15th September 2020.

Agreed: That the minutes of the Finance & General Purposes Committee meeting held on 16th June 2020 be approved and adopted.
Proposed by: Andrew Corbett
Seconded by: Heather Reid

Agenda Item 5: Terms of Reference:

a) Audit Committee Terms of Reference:

Mr Mackell, in his capacity as Chair of the Audit Committee, informed the meeting that the Terms of Reference for the Audit Committee had been reviewed by the committee, that no amendments were required and that they remained fit for purpose.

Agreed: That the Terms of Reference for the Audit Committee be approved and adopted.
Proposed by: John Mackell
Seconded by: Karen Fraser

b) Finance & General Purposes Committee Terms of Reference:

Mrs Larkin, in her capacity as Chair of the Finance & General Purposes Committee, noted that an external review had been carried out on the Terms of Reference for the committee during 2019 and that elements related to staffing had been incorporated. She observed that the document had been reviewed by the Finance & General Purposes Committee, and cross-referenced with other relevant governance documents including the Standing

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Orders, and that the committee had agreed no amendments were required and the Terms of Reference were fit for purpose.

Agreed: That the Terms of Reference for the Finance & General Purposes Committee be approved and adopted.
Proposed by: Heather Reid
Seconded by: Barbara Larkin

c) Education Committee Terms of Reference:

Mrs Reid, in her capacity as Chair of the Education Committee, informed the meeting that an external review had been carried out on the Terms of Reference for the committee during 2019. She confirmed that the document had been reviewed by the committee and had been cross-referenced with the relevant governance documents and the findings of the corporate governance review. She observed that the committee had noted that no amendments were required and that the Terms of Reference were fit for purpose.

Agreed: That the Terms of Reference for the Education Committee be approved and adopted.
Proposed by: James Lee
Seconded by: Andrew Corbett

Agenda Item 6: Policies for Noting or Approval:

It was noted that there were no Policies for review or approval at the meeting.

Agenda Item 7: Items for Information:

a) Financial Governance Report:

The CFO commenced his report by informing the meeting that the Financial Governance Report provided a standard update, reflecting the actual position at the end of March 2020 and the end of July 2020. He noted that, as previously advised, the College was deemed to have met its targets, even though there had been additional pressures which were considered by DfE to be an authorised overspend.

The CFO observed that the College had initially been allocated a Resource Budget of £35,445k for its 2019/2020 financial year, which had been adjusted during the year to give a final approved budget of £35,598k. He informed the meeting that the actual resource requirement for the year had been £36,001k, giving a negative variance of £403k. He indicated that total income had been down, largely due to HLAs, commercial income and student fees but that these had been somewhat offset by staff and non-staff cost reductions. He reported that the College had spent a lot on Covid related expenses including equipment and PPE and that funding to cover the expenditure

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during the 2019/2020 financial year had been sourced by the DfE. He noted that there were continuing pressures expected for autumn to winter 2020, and it was expected the College would be unable to meet its target for the 31st March 2021 DfE financial year end.

b) Strategic Risk Register:

The CFO reported that progress continued to be made on the project to replace PSD and that it remained on target for April 2020. He noted that there continued to be issues with the STS system, which was currently impacting on the College’s ability to issue invoices and take payments from students, and that there were issues of a similar nature affecting the sector as a whole. He anticipated that these issues would be addressed and resolved in the coming weeks.

Turning to sickness absences, the CFO noted that the current position was positive. He indicated that the Covid pandemic continued to be a concern on a number of fronts but that the return to on-site teaching had gone very well and that the College was prepared for the challenges. He informed the meeting that work was ongoing with regard to managing qualifications for the current academic year and the College was preparing as best it could. He commented that no progress had been made in relation to establishment of a legal entity in RoI and that it was unlikely to move ahead in the near future.

c) Annual Equality Progress Report:

The CHRO commenced his presentation by noting that the report was based on a template provided by the Equality Commission. He noted that there had been no complaints received under the College’s equality scheme for the previous year. He reported that 9 of the objectives on the disability action plan had been completed, with a further 3 partially complete. He commented that a positive response from the Equality Commission was expected, once the report was submitted. He indicated that feedback was expected within 2 to 3 months.

The CHRO observed that all figures reflected on the report were quite normal and had improved over the years. He remarked that campus focus groups would be doing further research and investigation to understand the rationale behind the figures, as the survey itself did not permit a ‘drill-down’ into responses. He commented that the Equality Commission would have reverted to the College if there were issues with its results.

d) Staff Governors’ Reports:

Mr Corbett observed that the College had been back to on-site provision for approximately 3 weeks and that the situation remained fluid. He indicated that students had been informed there could be changes during the year in relation to the means by which the courses were attended. He reported that IT confidence and competence was being assessed and that students could borrow equipment if they needed to do so. He commented that students were also practicing online, even when physically in the classroom, to familiarise themselves with the processes, and that consideration was being given to altering the format of courses to make units shorter and ‘fatter’, which would mean that approximately half the year’s delivery could be complete by Christmas. He noted that the staff were briefed very well.

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Mr Lee concurred with Mr Corbett and noted that CMT was dispensing information as soon as it was available. He commented that staff were responding well and were, overall, satisfied with the College's position.

e) Students' Union Update:

At the Chair's invitation, Ms Richardson presented the Students' Union Update to the Governing Body, providing an overview of the Students' Union's activities to support students during the pandemic and with respect to the return to on-site provision.

f) Audit Committee briefing on meeting held on 16th September 2020:

Mr Mackell, in his capacity as Chair of the Audit Committee, reported on the meeting held on 16th September 2020. He commenced by noting that there were no matters of concern to bring to the Governing Body's attention. He remarked that the new Internal Auditors, RSM had attended the meeting and had presented the three-year strategy and the 2020/2021 Audit Plan. He noted that the Terms of Reference had been reviewed and approved and that the strategic risks, as discussed at the current meeting, had been tabled and reviewed. He reported that there had been a comprehensive discussion regarding IT purchases, and that the College stood in good stead for online working.

g) Annual Governing Body review of MS/FM and Appendices thereto:

Mr Mackell noted that the Governing Body was required to review the Management Statement and Financial Memorandum, together with the Appendices thereto. He observed that the documents had been reviewed at the Audit Committee meeting on 16th September and that there were no matters to bring to the Governing Body's attention. The Governing Body members noted the content of the MS/FM and the Appendices thereto.

h) Finance, General Purposes and Staffing Committee briefing on meeting held on 15th September 2020

Mrs Larkin, in her capacity as Chair of the F&GP Committee, provided the Governors with a summary of the matters covered at the meeting held on 15th September 2020. She noted that the draft Annual Report and Financial Statements had been approved by the committee, as had the resource budget. She noted that additional information had been provided regarding the STS project and the debt report.

With respect to Staffing matters, Mrs Larking indicated that two of the HR Priority targets remained outstanding from 2019/2020 and had been carried forward to the current academic year.

i) Education Committee briefing on meeting held on 22nd September 2020

Mrs Reid, in her capacity as Chair of the Education Committee, provided the Governing Body with an overview of the meeting held on 22nd September 2020. She noted that the majority of all matters discussed at the meeting had been covered during the current meeting. She reported that there had been a verbal presentation from the SMT, followed by a Q&A session which had allowed the members to raise any issues regarding which they had queries. Mr Reid observed that the engagement update had been very encouraging and showed how much work was being carried out. She noted the work that had been undertaken in relation to safeguarding and pastoral support, both

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during lockdown and subsequently. She observed that a written report on the ETI Inspectorate Evaluation, provided by the ETI, had been tabled, as had the results of the NSS survey; both of which had been very positive. She thanked the members of the SMT and staff for their significant contribution and she remarked that the Governors should consider writing a letter, via the Committee Chairs, to staff.

Concluding her report, Mrs Reid observed that the QIP submission date had been moved to January 2021 and that this would result in two changes to the schedule of meetings for the Education Committee. She stated that the November Education Committee meeting would move to Tuesday, 24th November 2020 and that the February Education Committee meeting would move to Tuesday, 26th January 2021.

j) Minutes of the Chair's Working Group meeting, held on 3rd September 2020

The Temporary Chair provided the meeting with an overview of the Chair's Working Group meeting which had been held on 3rd September 2020. He indicated that the meeting had been very positive, and he noted that the group had been very grateful for the work staff had put in over the past several months.

8. Any Other Business:

No other business was discussed.

9. Confidential Business:

At this juncture, Messrs Corbett, Lee, Mrs Cochrane and Miss Richardson left the meeting. [19:18]

A separate note was taken for this item.

Date of next Meeting:

It was noted that the next meeting of the Governing Body was scheduled to take place on Monday, 16th November 2020, at 17:30 via Microsoft Teams.

There being no further business, the Chair declared the meeting closed at 20:08

Signed: _____
Temporary Chair of the Governing Body

Date: _____



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