

Item	Report	Appendix	Lead	For
Procedural Matters				
3.1	Opening of Meeting and Apologies for Absence	Verbal	Chair	Information
3.2	Declarations of direct or indirect interests in any of the agenda items and Register of Interest	3.2	Chair	Information
3.3	Minutes of the last Corporation Board meetings:		Chair	
	a. 4 July 2019 Part 1 – for general public	3.3a		Decision
	b. 4 July 2019 Part 2 – confidential Section A [Part 2B – confidential to External Governors, Principal & Finance Director – was tabled at the earlier meeting as a separate confidential item]	3.3b		Decision
3.4	Matters arising from the minutes	3.4	Chair	Information
Standing Items				
3.5	Principal's Report	3.5	VB	Discussion
3.6	Student Governors' Report	3.6	EM/KV	Discussion
Property Strategy				
3.7	Capital Expenditure Update	3.7	GC	Decision
Recommendations from Audit Committee				
3.8	a. Terms of Reference	3.8a	SC	Approval
	b. Internal Audit Annual Report for 2018/19	3.8b		Approval
	c. Draft Strategic Internal Audit Plan 2018/19	3.8c		Approval
	d. Regularity Self Assessment Questionnaire and Bournville College Investigation	3.8d		Approval
	e. Regularity Audit Report and Financial Statements Audit Management Report for Year Ended 31 st July 2019 and Letters of Representation	3.8e		Approval
	f. Audit Committee Annual Report for 2018/19 to Board and Principal	3.8f		Approval
	g. Risk Register – update	3.8g		Information
	h. Internal and External Audit – Performance Review 2018/19	3.8h		Approval
Recommendations from Finance & General Purposes Committee				
3.9	a. Terms of Reference	3.9a	HM	Information
	b. Termly Financial Summary	3.9b		Information
	c. Financial Forecast November 2019	3.9c		Information

d. Financial Statements for Year Ended 31 st July 2019	3.9d		Approval
e. Annual Health & Safety Report	3.9e		Information
f. Financial Regulations	3.9f		Approval
g. Supply Chain Fees Policy 2018/19	3.9g		Approval
h. Gender Pay Gap Reporting	3.9h		Information

Recommendations from Curriculum & Standards Committee

3.10	a. Terms of Reference	3.10a	RR	Information
	b. FE Self Assessment Report	3.10b		Approval
	c. HE Annual Review Reports	3.10c		Information
	d. English & Maths Update	3.10d		Information
	e. Termly Safeguarding Report	3.10e		Information
	f. Safeguarding Policy	3.10f		Approval
	g. Child Protection Policy	3.10g		Approval
	h. FE & UCF Student Charters	3.10h		Approval

Recommendations from Search Committee

3.11	a. Terms of Reference	3.11a	RE	Information
	b. Appointment of Vice-Chair of Corporation	3.11b		Information
	c. Attendance Review 2018/19 & Attendance Target 2019/20	3.11c		Approval

Recommendations from Remuneration Committee

3.12	a. Terms of Reference	3.12a	HM	Information
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Items to be taken as read – draft Committee Minutes and College Seal

3.13	<ul style="list-style-type: none"> • C&S minutes 14th November 2019 • Search minutes 14th November 2019 • Audit minutes 26th November 2019 • Remuneration minutes 28th November 2019 • F&GP minutes 28th November 2019 <i>Confidential Committee minutes with restricted circulation were tabled separately at the earlier meeting for External Governors</i>	3.13	Chair	Information
3.14	Application of the College Seal	3.14	Chair	Information

Other business

3.15	Any other business	Verbal	Chair	
3.16	Thursday 4 th April 2019 at 3pm	Verbal	Chair	

Farnborough College of Technology

Corporation Board

Minutes of meeting held on Thursday 12th December 2019

Present:

Professor J Yeomans – Chair
Mrs S Chapman – *until end item 3.10b*
Mrs G Christie
Mr N Crippa - - *until end item 3.10h*
Mrs R Etebar
Mr J Francis
Mr S Hunt
Mr H Malins
Ms E Marsh
Dr F Oduneye
Mr R Rendel
Ms K Vargas
Ms V Barrett – Principal

In Attendance:

Mrs H Drewery – Vice Principal Technical & Vocational Education
Mr J Grindell – Consultant Director of Finance
Mr L Magee – Vice Principal Safeguarding, Learner Services & General Education
Ms C Gillam – Clerk to the Corporation

Quorate: Yes

The meeting opened at 9.34am

3.1/19.20 Opening of meeting and apologies for absence

Apologies were received and accepted from Professor Earwicker, Mr Edwards, Ms Fargeot, Ms Houzer and Ms Megeney. Professor Yeomans explained that in the absence of the Chair and Vice-Chair of Corporation she would be chairing the meeting. She welcomed the Vice Principal Technical & Vocational Education and the Student Governors to their first Board meeting. Professor Yeomans explained that due to quoracy issues the confidential items which would normally be taken at the end of the meeting had been moved to an earlier pre-meeting with just the External Governors, the Principal and the Consultant Director of Finance present. In addition at that meeting to ensure quoracy the re-appointment of Mrs Christie and Dr Oduneye as External Governors had been approved.

3.2/19.20 Declarations of direct or indirect interests in any of the agenda items

Mr Grindell as a Director of Fusion Project Management declared an interest in agenda item 3.7.

3.3/19.20 Minutes of the last Corporation Board meetings

The following Corporation Board minutes were accepted as true and accurate records and signed by the Chair:

- a) 4th July 2019 Part 1
- b) 4th July 2019 Part 2 Section A confidential

The confidential restricted circulation Board minutes for 4th July and 23rd September 2019 were approved in the earlier confidential meeting by the External Governors.

3.4/19.20 Matters arising from the minutes

The Principal noted that an item on the College's mental health provision would be included in a future Board meeting. It was also noted that the format of the executive summary to the risk register was still in development but the Board praised the progress being made in the evolution of the risk register.

3.5/19.20 Principal's Report

The Principal discussed the sector news including the greater scrutiny of subcontracting, and the Office for Students guidance on reportable events. The new Ofsted Education Inspection Framework was in place and was receiving favourable feedback within the sector. The ESFA had recently announced a new Integrated Financial Model for Colleges which would bring together existing financial returns and provide more information to better understand the current and forecast financial position of colleges.

Turning to the College's performance, overall attendance for all funding streams, including English and maths, was 84.7% as at November 2019. It was encouraging to see that 16-18 attendance including English and maths was 87.5%. New items included in the Principal's Report were details of the Principal's expenses for 2018-19, details of the use of the College's credit card from August–November 2019 and a summary of the College's gift register where staff register gifts from students, suppliers or other staff. Governors noted the summary of complaints received by the Principal's office and asked where the full list of complaints was discussed by Governors. The Principal confirmed that the full complaints report was presented to the Curriculum & Standards Committee.

Governors enquired as to the potential impact of the sale of and increase in airspace for Farnborough Airport. The airport has been sold to MacQuarie Infrastructure and Real Assets (MIRA) who own a number of regional commercial airports. It was noted that increasing the airspace over Farnborough could have an impact on the number and size of planes which could affect the College's teaching environment and its land value. However, it could also prove a boost to the local economy. The College would keep a watching brief on developments at the airport. TAG will continue to operate the airport under the new ownership and the Principal praised TAG's involvement in the College's new Aerospace and Research Innovation Centre.

3.6/19.20 Student Governors' Report

The Chair congratulated the two new Student Governors on their recent election and welcomed them to the Board. The HE Student Governor discussed the various HE activities which had taken place and noted praise from students regarding the small class sizes and support received from tutors. Requests for improvements from students included availability of parking spaces as the dedicated HE parking in the Westminster car park was very busy. Ms Marsh reported that she had discussed the matter with the Principal and steps were being taken to ensure that the Westminster car park was only used by HE students. Another issue which had been raised was disruption in the UCF building caused by FE students talking and socialising. HE students had suggested banning FE students from using the UCF but Ms Marsh acknowledged that this was not possible as FE students need access to the library and the Costa café. The Principal noted that students should speak to the librarians in the UCF if there is disruption.

The FE Student Governor reported on FE news and events and praised the facilities for students in the new Emerging Technologies Centre (ETC). She reported that some students had asked for improvements to the Tutorial Programme citing the repetitiveness of the group tutorial topics and a request for more stimulating activities. The Principal noted that tutorials were somewhat formulaic but she would ask the Vice Principal Safeguarding, Learner Services & General Education to look at the issues raised. Ms Vargas noted that students were very

complimentary about the support system at FCoT and that she personally had benefitted from that support when she first came to the college as an ESOL student in 2016.

The Chair thanked the Student Governors for their discussion of positive issues and areas for improvement.

3.7/19.20 Capital Expenditure Update – Capital Projects 2019/20

Mrs Christie as Chair of the Property Redevelopment Advisory Committee presented the update paper from Fusion which summarised the status of current and planned future projects.

The remainder of this item was a confidential minute.

The Board approved:

- £5.534m (before the applicable grant) for both the phases of the ARIC
- £1.535m (before the applicable grant) for the T Level refurbishment project.

Audit Committee papers

Mrs Chapman presented the papers having deputised for Mr Francis at the Committee meeting.

3.8a/19.20 Terms of Reference

One amendment was proposed which was to comply with the Post 16 Audit Code of Practice and the requirements of the FE and Sixth Form Colleges' Governance Guide. Mrs Chapman added that the Committee had discussed actions to improve its effectiveness and had requested that Search Committee look to fill the vacancy on Audit Committee with the appointment of an External Governor with audit experience.

The Board approved the amended Terms of Reference.

3.8b/19.20 Internal Audit Report for 2018-19

Mrs Chapman informed the Board that RSM had given their second highest rated internal audit opinion (out of a possible four) in their report for 2018/19. The Audit Committee were pleased to have received recommendations for management action as it showed that internal audit was an enquiring and dynamic process.

The Board approved the Internal Audit Report for 2018/19.

3.8c/19.20 Draft Strategic Internal Audit Plan 2019-20

The Audit Committee recommended the Draft Strategic Internal Plan for 2019-20 noting that the planned programme of work would include a review of cyber security and Board effectiveness as well as learner number systems and key financial controls. Due to the College's significant spend on capital works Audit Committee had requested that the draft internal audit plan be adjusted to bring forward to 2019/20 the capital projects review which had been scheduled for 2021/22.

The Board approved the Draft Strategic Internal Audit Plan 2019-20.

3.8d/19.20 Regularity Self Assessment Questionnaire and Bournville College Investigation

The Principal reflected that the irregular conduct at Bournville College and subsequent ESFA investigation had led to greater scrutiny across the FE sector and raised serious questions about the oversight of Bournville's governing body. Audit Committee had discussed the investigation report and the Clerk's summary of FCoT's compliance with the issues raised by the ESFA during the investigation. FCoT was compliant and the Committee was confident that the College's policies and procedures were robust although risk could only be reduced and not eradicated. The Principal agreed and noted the culture of transparency at the College and that SMT and the Board have honest discussions when things go wrong. She reminded the Board that she is not a member of Audit Committee to facilitate that Committee's independence. Mrs Chapman noted that Audit Committee had requested training on the Audit Code of Practice and

the FE and Sixth Form Colleges' Governance Guide and some of this training might be suitable for the whole Board.

The Board approved the Regularity Self Assessment Questionnaire as recommended by Audit Committee and noted that it would be signed by the Chair of Corporation prior to the signing of the Financial Statements.

The Board approved the Regularity Self Assessment Questionnaire.

3.8e/19.20 Regularity Audit Report and Financial Statements Audit Management Report for Year Ended 31st July 2019

Mrs Chapman introduced the Independent Auditor's report on the audit of the 2018/19 financial statements, which gave an unqualified opinion. No internal control recommendations had been identified and although some matters had been discussed with management, such as the accounting treatment of the Albert Road property and an impairment charge for the demolition of C block, no significant issues were raised.

The Board approved the report of the independent auditors.

3.8f/19.20 Annual Audit Committee Report for 2018/19 to the Corporation & Principal

The Board received the Audit Committee's Annual Report which collated the Committee's work throughout the year and noted the positive opinion given in the summary on page 6.

The Board approved the Audit Committee Annual Report for 2018/19.

3.8g/19.20 Risk Register - Update

The Board received for information the most significant risks on the risk register. Mrs Chapman thanked Mr Grindell for all his work in the development of the register which was an evolving document. In time it was hoped that the register would be presented in different formats for different audiences (Committees/Board/SMT) with an executive summary. The Board was reminded that F&GP and Curriculum & Standards Committees discuss the top level risks for finance and curriculum, respectively. Thus Curriculum & Standards Committee were monitoring the risks for maths, English, engineering and T Level implementation, as well as heightened levels of safeguarding risks. The financial/general risks were associated with maintaining outstanding financial health, the quality and quantity of the estate and IT infrastructure.

3.8h/19.20 Internal and External Audit – Performance Review 2018/19

This item was a confidential minute.

The Board approved the Performance Review assessments.

The Chair thanked Mrs Chapman for presenting the Audit Committee papers.

Before moving on to the next set of Committee papers the Principal notified the Board of the sad news of the recent suicide of a former FCoT student. The student had been well supported whilst at College but there was a cliff edge in support services for students when they left education. Governors discussed this and the huge increase in mental health issues both in College and society in general. There was also a cut off in support services for young people post 18 when they were treated as adults and perhaps the College could look to help with the transition at this age and signpost external support. It was noted that there were a number of industry specific initiatives such as the construction industry scheme 'Mates in Mind' which provided support and guidance on mental health and mental wellbeing. It was proposed that the College consider signposting such schemes or inviting representatives in to speak to students. It was also suggested that a member of the Suicide Prevention team from the British

Transport Police could come in to speak to students. The Vice Principal Safeguarding, Learner Services & General Education informed the Board that the College's Health & Wellbeing Committee was setting up a mental health taskforce and could look at these suggestions.

Action: Board to return to the issue of the College's mental health provision at a future date.

F&GP Committee papers

Mr Malins presented the papers having deputised for Mr Edwards at the Committee meeting.

3.9a/19.20 Terms of Reference

The Board noted that no amendments were proposed to the Terms of Reference.

3.9b/19.20 Termly Financial Summary

Mr Malins highlighted that the College's budgeted surplus for 2019/20 was £346k and for the three month period to 31 October 2019 the surplus was £218k ahead of budget. This was largely due to a timing difference which led to a positive variance on expenditure.

3.9c/19.20 Financial Forecast November 2019

The financial forecast showed the budgeted surplus of £346k being achieved but Mr Grindell reminded the Board that this was an early estimate and areas of uncertainty would be closely monitored. There was a contingency sum to help manage those risks.

3.9d/19.20 Financial Statements for Year ended 31st July 2019

Mr Grindell explained that the Financial Statements showed an operating deficit of £453k but this included an exceptionally high charge of £590k for FRS 102 pension adjustments and a one-off impairment charge of £593k for C block. Once those items were discounted the resulting operating surplus was £703k as compared to £522k in 2017/18. This positive underlying result for the year had been generated through income growth and increased efficiency. The College's balance sheet remained strong at £14.8m even after capital investment of £3.7m. Only £1.2m of the College's cash reserves were spent due to strong cash generation.

The Board approved the Financial Statements for Year ended 31st July 2019.

3.9e/19.20 Annual Health & Safety Report

The Board understood the significance of the increase in near miss reporting, which was due to greater promotion and awareness of the need to report near misses, and noted it with approval. The Board also welcomed the College's training provision for 15 members of staff to become mental health first aiders.

3.9f/19.20 Financial Regulations

Mr Grindell informed the Board that the majority of changes to the Financial Regulations were to update references. Other changes were to appendix M where the de minimis limit for the register of hospitality and gifts was increased from £10 to £25, and the usual acceptable limit for entertaining guests was increased from £30 to £50. In the latter case F&GP Committee had noted that in practice guests were normally entertained at the Gallery Restaurant at a fraction of this cost.

The Board approved the Financial Regulations.

3.9g/19.20 Supply Chain Fees Policy 2019/20

The Board reviewed the policy noting there were no substantive changes to the 2018/19 version.

The Board approved the Supply Chain Fees Policy 2019/20.

3.9h/19.20 Gender Pay Gap Reporting

The mean gender pay gap had decreased by 3.1% and the differential between women's bonus pay and men's had decreased. More work would be carried out to better understand the underlying causes behind the data patterns but the Principal observed that the College was atypical for the sector in that it employs its own cleaning and refectory staff and this distorted FCoT's results compared to the sector.

The Chair thanked Mr Malins for presenting the F&GP Committee papers.

Curriculum & Standards Committee papers

Mr Rendel presented the papers having deputised for Ms Houzer at the Committee meeting.

3.10a/19.20 Terms of Reference

The Board noted that no amendments were proposed to the Terms of Reference.

3.10b/19.20 FE Self Assessment Report

Mr Rendel emphasised the amount of work which had been put into drafting and redrafting the Self Assessment Report (SAR). The draft SAR had been validated by an external validation panel led by an external consultant who is an Ofsted Inspector. Mr Rendel had attended the validation panel to represent Curriculum & Standards Committee. Thereafter the SAR had been subject to detailed scrutiny at the Curriculum & Standards Committee meeting. The report's recommendation was that the College should continue to grade itself as outstanding but that there were areas for improvement, such as GCSE maths achievement and value added for GCSE English and maths. The Principal informed the Board that the Government was now relaxing the rules on GCSE English and maths resits so that lower attaining students could take the Functional Skills qualification instead. The College had immediately adopted this policy shift and this should lead to an improvement in GCSE results in 2020. The College was investigating English and maths results by programme area and by lecturer, as some programme areas and lecturers had achieved very good results.

The Board approved the SAR 2018/19.

Mrs Chapman left the meeting.

3.10c/19.20 HE Annual Review Reports

Mr Rendel asked the Board to receive the positive and concise reports.

3.10d/19.20 English and Maths

The Board received the update on English and maths, noting that this item had already been addressed under the earlier SAR discussion.

3.10e/19.20 Termly Safeguarding Report

The Board noted the marked increase in safeguarding concerns, up from 89 in September/October 2018 to 134 for the same period in 2019. The Vice Principal Safeguarding, Learner Services & General Education commented that the College's experience reflected a national picture of increased mental health issues, particularly amongst young people. FCoT was working on a whole college mental health approach incorporating enrichment activities, volunteering and mindfulness.

3.10f/19.20 Safeguarding Policy

The Vice Principal Safeguarding, Learner Services & General Education drew attention to where the policy had been updated. Noting the rise in safeguarding concerns discussed in the previous item and the earlier discussion following the report of the former student suicide, the Board considered whether a separate Safeguarding Policy for adults was required. Governors were satisfied that the college has an excellent safeguarding team and robust procedures for young people but perhaps more could be done to assist with adult safeguarding. The Board agreed that the College should look to develop an Adult Safeguarding Policy.

The Board approved the Safeguarding Policy.

Action: Vice Principal Safeguarding, Learner Services & General Education to consider developing an Adult Safeguarding Policy

3.10g/19.20 Child Protection Policy

At Curriculum & Standards Committee, Governors had identified the possible omission of a policy for members of staff reporting a concern about another member of staff and it was agreed that Mr Crippa would provide the Vice Principal with an exemplar policy from his Children's Services work to consider including within the policy in future.

The Board approved the Child Protection Policy.

3.10h/19.20 FE & UCF Student Charters

The Board discussed the expectations that students have of the College and the College has of students and that communication between College and students needs to be a two-way process.

The Board approved the Student Charters.

The Chair thanked Mr Rendel for presenting the C&S Committee papers.

Mr Crippa left the meeting.

Search Committee papers

3.11a/19.20 Terms of Reference

The Board noted that no amendments were proposed to the Terms of Reference.

3.11b/19.20 Election of Vice-Chair of Corporation

Mrs Etebar informed the Board that the current Vice-Chair reaches the end of his term of office in April 2020. At the April 2019 Board meeting External Governors interested in the post of Vice-Chair were encouraged to speak to the Chair and the Principal about the position. So far no one had expressed such an interest. Nominations for the post were to be submitted to the Clerk in writing by Saturday 29th February and an election for the appointment of Vice-Chair of Corporation would take place at the April 2020 Board meeting.

Professor Yeomans informed the Board that due to a new position at work she would not be seeking re-appointment as an External Governor when her term of office comes to an end in April 2020. Mr Malins informed the Board that he would be taking up a new post in the new year and would be subject to a review of his external activities and although he hoped he would be able to continue as a Governor this would need to be confirmed.

3.11c/19.20 Attendance Review 2018/19 & Attendance Target 2019/20

Mrs Etebar reminded the Board that the threshold target for attendance was 80% and in 2018/19 all committees had met this target but the main Board had not. It was noted that ill health had been a factor, however, members were encouraged to diarise the meeting dates for the year and prioritise their attendance. It was agreed to retain a target of 80% attendance for 2019/20.

The Board agreed the Attendance Target for 2019/20.

Remuneration Committee papers

Mr Malins presented the paper having deputised for Professor Yeomans at the Committee meeting.

3.12a/19.20 Terms of Reference

The Board noted that no amendments were proposed to the Terms of Reference.

3.13/19.20 Committee Minutes

The following Committee minutes were received by the Board:

- Curriculum & Standards 14th November 2019
- Search 14th November 2019
- Audit 26th November 2019
- Remuneration 28th November 2019
- F&GP 28th November 2019

3.14/19.20 Application of the College Seal

The Board noted the application of the College Seal.

3.15/19.20 Any other business

The Chair advised the Board that the documents authorised during this meeting that required signature by the Principal and Chair of Corporation (such as the financial statements and the regularity questionnaire) would be signed by both at the Chair of Corporation’s home.

3.16/19.20 Date and time of next meeting

Thursday 2nd April 2020 at 3pm.

The meeting closed at 11.20am

Minutes agreed as being a true and accurate record by the Chair.

Signed:.....

Dated:.....

Summary of action points

Item	Action
Additional item	Board to return to the issue of the College’s mental health provision at a future date
3.10f Safeguarding Policy	Vice Principal Safeguarding, Learner Services & General Education to consider developing an Adult Safeguarding Policy