

**PLYMOUTH COLLEGE OF ART
MEETING OF BOARD OF GOVERNORS**

Date: Tuesday 16 October 2018
Time: 10.00 am – Barns-Graham Room, Tavistock Place

Present:	David Noyce	Chair
	Sue Brownlow	Deputy Chair
	Andrew Brewerton	Principal
	Anna Cutler	Governor
	Mark Greaves	Governor
	Kiran Haslam	Governor
	Tim Jones	Governor
	Becky Moore	Staff Governor
	Rowena Murphy	Student Governor
	Ian Parry	Governor
	Janet Ritterman	Governor
	Duncan Tringham	Governor

In attendance:	Tim Bolton	Vice Principal
	Christy Johnson	Vice Principal
	Jacqui Moore	Director of Communications
	Mark Taylor	Director of Finance
	Jeff Wright	Deputy Registrar
	Liz Wiltshire-Meads	Clerk to the Corporation
	Nadyne Ebbens	Deputy Clerk

MINUTES

BG/18/19 APOLOGIES FOR ABSENCE, DECLARATIONS OF INTEREST & QUORACY

Apologies were received from Kim Charnley, Staff Governor, Susie Hills and Sylvia Lahav, Governors, and Steve Trotter, Registrar.
There were no un-registered declarations of interest.
The meeting was quorate.

BG/18/20 BOARD MEMBER APPOINTMENT

The Chair outlined the recommendation of the Nominations & Governance Committee for the Board to approve the appointment Tessa Stone as a Governor on the Board.

RESOLVED: to approve the appointment of Tessa Stone, as an independent member, for a four year term of office until October 2022, and as a member of the Finance & Estates Committee.

BG/18/21 MINUTES

BG/18/21/1 Minutes and Confidential Minutes of the previous meeting & Action Trackers

The minutes of the previous meeting held on Tuesday 10 July 2018 were considered to be a true and accurate record of proceedings.

RESOLVED: that the minutes be approved for signature by the Chair.

BG/18/21/2 Action Tracker

It was noted that there were three items not included on the tracker that should be: the risk group; the free external governance review after one year; and the actions arising from the safeguarding report. These items would be included on the tracker for monitoring.

It was also noted that the external ambassadorial roles had been remitted to the Nominations & Governance Committee for further development.

BG/18/21/3 Confidential Capital Build Working Group Minutes & Terms of Reference

Parts of this discussion were deemed confidential and were subject to a separate confidential Minute.

The Vice Principal noted that the working group had met quite frequently which would become less regular, once the longer vision was in place to assess future activity.

Following questions from Board members and further discussion it was noted that the working group did not have decision making powers, but could make recommendations to the Finance & Estates Committee.

RESOLVED: to approve the updated CBWG Terms of Reference.

BG/18/21/4 Committee minutes

The Board received minutes of the Audit Committee meeting held on 18 September 2018 and the Nominations & Governance Committee meeting held on 25 September 2018. The Chairs of each Committee gave an overview of the work undertaken at the last meeting.

It was noted that the Nominations & Governance Committee considered the referral from Audit Committee for a new Board member with ICT skills. The Committee considered that this could be delivered by the Audit Committee co-opting a member with that experience. The Chair of Audit Committee noted that this was not an Audit Committee role, and the idea was more in relation to exploring strategic opportunities in ICT with a strategic development role on the Board, and not IT oversight.

ACTION: Refer consideration of Board membership in relation to ICT and data strategic development back to the Nominations & Governance Committee for further consideration.

Received.

BG/18/22 NOMINATIONS & GOVERNANCE COMMITTEE RECOMMENDATIONS

BG/18/22/1 Board and Committee Updates

The Chair introduced the report and noted that the Committee focus was to be on the front foot in terms of member recruitment. The Committee was actively looking for new members with the aim to secure a waiting list. The Committee was trying to develop the analysis of skills that the Board would value, and was attempting to look at skills from a different lens using the strategic plan.

Parts of this discussion were deemed confidential and were subject to a separate confidential Minute.

The Board then considered the recommendations from the N&G Committee. Following questions from the Senior Leadership Team in relation to Staff Governors, the Chair noted that the Committee considered all reappointments and all governor contribution. Governors, staff or otherwise were members in their own right, and their reappointment should and did mirror independent members.

RESOLVED: To approve the following:

- 1) **the reappointment of Kim Charnley for a further four year term of office until October 2022;**
- 2) **the Terms of Reference of the Employment Committee;**
- 3) **the Terms of Reference of the Remuneration Committee;**
- 4) **the following Committee appointments:**
 - a) **Audit Committee - Rowena Murphy;**
 - b) **Nominations & Governance Committee - Susie Hills;**
 - c) **Finance & Estates Committee - Tessa Stone;**
 - d) **Remuneration Committee - Rowena Murphy, Becky Moore and Mark Greaves;**
 - e) **Employment Committee - Mark Greaves.**
- 5) **the updated Academic Board Observer Role Description;**
- 6) **an attendance target for Governors of 85%;**
- 7) **the External Review of Governance action plan;**
- 8) **the following sections of the Standing Orders: Governor appointment process; and Conflict Of Interest Policy, Register Of Interests And Declaration Of Eligibility.**

Following the resolutions, further discussion took place in relation to the action plan that arose from the 10 recommendations from the external review of governance. It was noted that:

- a) the action plan was work in progress but was live and real;

- b) in relation to recommendation three and four, the Principal noted that there was pressure on the executive on operational matters which meant that strategic deadlines could be difficult to meet. Forbearance and flexibility was appreciated;
- c) recommendation 10 related to the strategic discussion on the agenda on ethics and ethos, and how to embody that;
- d) this discussion item was deemed confidential and was subject to a separate confidential Minute;
- e) video conferencing would be available for meetings once the technology was installed and training undertaken. This would mean Board members could join the meetings from wherever they were in the world using their laptop or phone;
- f) electronic papers had been provided to a governor for the meeting and two other governors requested electronic versions rather than paper packs. The N&G Committee were trialling a paperless meeting in January 2019;
- g) recommendation eight was noted in that some governors were unaware of the financial overview in relation to the College's partner organisations. There were plans in place for the Boards of the College and the School to meeting within the next few months.

The Director of Communications and Deputy Registrar joined the meeting.

BG/18/23 EQUALITY AND DIVERSITY POLICY

The Deputy Registrar introduced the updated Policy that had been developed by the Equality and Diversity Committee, and approved by the Senior Leadership Team. The Office of the Independent Adjudicator recommended that the College have a policy in line with good practice. The Single Equality Scheme had also been updated.

Following questions from Board members and further discussion it was noted that:

- a) the policy did not include or reference positive action, in the spirit of social justice, and could be more upfront in that regard;
- b) LGBT should include Q.

RESOLVED: to approve the Equality and Diversity Policy subject to these amendments.

BG/18/24 CONFIDENTIAL ACADEMIC PERFORMANCE REPORT

The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.

BG/18/25 Academic Board minutes

The Minutes of the Academic Board Meeting held on 12 September 2018 were considered. Duncan Tringham, Governor, attended the meeting as the Board's rotational governor and noted that it was reassuring to see the level of engagement and challenge.

Noted.

BG/18/26 CONFIDENTIAL TDAP

The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.

BG/18/27 STUDENTS' UNION CONSTITUTION

The SU President introduced the constitution, which is reviewed every five years, and proposed amendments in relation to language and grammar, digital voting, society set up and financial regulations.

Following questions from Board members and further discussion it was noted that:

- a) the titles of the Vice Presidents should be revisited to ensure a more generic definition;
- b) the financial regulations could be reviewed to allow permission to engage in more opportunities for income generation;
- c) there was the opportunity to allow the SU to develop their own business plan;
- d) fundraising opened the door to greater engagement.

RESOLVED: to approve the amendments to the Students' Union Constitution.

- BG/18/28 PRINCIPAL'S REPORT**
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.

- BG/18/29 CONFIDENTIAL STRATEGIC REPORTS**
BG/18/29/1 Draft Estates Strategy
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.

- BG/18/30 REPORTS FOR MONITORING/INFORMATION**
BG/18/30/1 Summary Report from Validation Cycle
The report summarised outcomes from Validation Panels over the past academic year.
Noted.

- BG/18/30/2 Risk Update**
The report provided an update of the College's current risks.
Noted.

- BG/18/30/3 Management Accounts to year ended 31 July 2018**
The report presented to final set of management accounts for the last financial year.
Noted.

- BG/18/30/4 Annual Health & Safety Report**
The report set out trends, issues and actions taken during 2011/18.
Noted.

- BG/18/30/5 Annual Equality & Diversity Report**
The report set out matter relating to equality and diversity with the College for the 2017/18 academic year.
Noted.

- BG/18/30/6 Estates Update**
The report provided an update on estates including summer works.
Noted.

- BG/18/31 DATE OF NEXT MEETING**
Next Board of Governors meeting 10.00 am on Tuesday 27 November 2018.
There being no further business, the meeting closed at 1pm.

Approved Date

Chair

Distribution: Board of Governors Members, Vice Principals, Director of Finances, Registrar, Independent Committee Members (for information), Clerk, Deputy Clerk, Website.