

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

Date: Tuesday 28 November 2017
Time: 9.00 am – 0.7 Tavistock Place

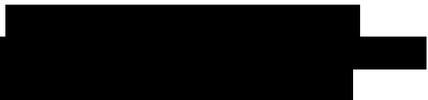
Present:	Ivan Sidgreaves	Chair
	Mary Schwarz	Deputy Chair
	Andrew Brewerton	Principal
	Sue Brownlow	Independent Member
	Kim Charnley	Staff member
	Janie Grace	Independent Member
	Kiran Haslam	Independent Member
	Tim Jones	Independent Member
	Hilary Lade	Independent Member
	Sylvia Lahav	Independent Member
	Steph Martin	Student Member
	Becky Moore	Staff Member
	David Noyce	Independent Member
	Janet Ritterman	Independent Member
	Vicki Sewell	Independent Member
	Jon Stacey	Independent Member
In attendance:	Tim Bolton	Vice Principal
	Christy Johnson	Vice Principal
	Katy Shannon	Executive Secretary to Academic Board
	Mark Taylor	Director of Finance
	Steve Trotter	Registrar
	Liz Wiltshire-Meads	Clerk to the Corporation
	Nadyne Ebbens	Deputy Clerk
Observing:	Malcolm Cook	TDAP Scrutiny Team Member

MINUTES

The Chair welcomed everyone to the meeting, including Professor Malcolm Cook who would be observing the meeting as part of the TDAP scrutiny team. He reminded report authors to be mindful to give brief introductions to reports given the size of the meeting's agenda.

BG/17/26 APOLOGIES FOR ABSENCE, DECLARATIONS OF INTEREST & QUORACY

Apologies were received from Duncan Tringham, Independent Member.

There were no un-registered declarations of interest 

The meeting was quorate.

BG/17/27 MINUTES

BG/17/27/1 Minutes of the previous meeting

The minutes of the previous meeting held on Tuesday 10 October 2017 were considered to be a true and accurate record of proceedings.

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

BG/17/27/2 Committee minutes

The Board received minutes of the Finance and Estates Committee held on 7 November 2017 and the Audit Committee Meeting held on 14 November 2017.
Received.

- BG/17/27/3 **Academic Board minutes**
 The Minutes of the Academic Board Meeting held on 15 November 2017 were considered. It was noted that the executive summary was very useful. The Board observers noted that it was good to see discussion and decision making and that the meeting was positive, constructive and reassuring.
- Following questions from Board members and further discussion it was noted that:
- a) Academic Board were keeping a Teaching Excellence Framework 3 submission under review. The benchmark data and negative flags for employment was explained and the change in the student profile from the College as an FE Institution to a HEI was noted;
 - b) the Entry Tariff for 2019 entry had been set at 112 points, which was not an absolute minimum, and would be used for marketing purposes.
- Noted.**
- BG/17/28 **ACTION TRACKER**
 There were no outstanding actions on the tracker.
- BG/17/29
 BG/17/29/1 **GOVERNANCE**
Governance Report
 The Clerk introduced the report and noted that an External Review of Governance had been initiated by the Nominations and Governance Committee. Board member attendance for 2016/17 was 87% against a target of 85%. The attendance target for 2017/18 was set at 85%.
 The Chair noted that the Committee continues its search for new governors with experience in accountancy and audit.
RESOLVED: To appoint David Noyce as a member of the Nominations & Governance Committee.
- BG/17/29/2 **Annual Report of the Audit Committee 2016/17 including Internal Audit Annual Report, & Value for Money Report**
 The Chair of the Audit Committee introduced the report which demonstrated that the Audit Committee had completed everything delegated to it from the Board. The external and internal audit contracts had been retendered during 2016/17 and both contracts had changed. The work for this year end remained with Francis Clark for external audit and PWC for internal audit. There were no issues or concerns raised.
- However, it was noted that the Internal Audit Annual Report opinion was not the best but the second best. The Audit Committee had been unhappy with the implications of the wording of the opinion which PWC had amended.
- The Internal Auditors were happy overall with the control environment although some issues had been found. There was assurance that the College addressed any issues that came out of internal audit reports which were also monitored by the Committee.
RESOLVED: to approve the Annual Report of the Audit Committee 2016/17, for submission to HEFCE.
- BG/17/29/3 **Annual Value for Money Report 2016/17**
 The Value for Money report was noted as a good source of information, although it was no longer a required document for submission to HEFCE and as such was an internal document. The replacement document for HEFCE was an Annual Efficiency Return to report on initiative and cash savings and was a more focused report to the value for money report. The Audit Committee had discussed the new HEFCE report with Uniac, the College's new Internal Auditors, who had been very helpful and could provide benchmarking with other institutions and HEFCE.
- The Office for Students (OFS) had released extensive consultation documents. There was a sense that the OFS would be more metric and risk based than HEFCE had been.

RESOLVED: to note the Annual Value for Money Report 2016/17.**BG/17/29/4 Financial Statements to 31 July 2017, External Auditors' Report and Letter of Representation**

The Chair of Finance & Estates Committee noted that it was the Committee's role to look at the College's financial performance and drew the Board's attention to the £47k surplus which was due to a £625k pension provision. Note 5 of the accounts had been updated to draw attention to the pension provision, which was fully explained in note 21.

The Director of Finance noted that the Board had seen the end of year Management Accounts at its meeting in October, and that as part of HEFCE's annual accountability return the financial statements had been considered and recommended to the Board by the Finance and Estates Committee and the Audit Committee.

The Chair of Audit Committee noted that it was the Audit Committee's role to ensure the statements were externally audited. Francis Clark, the College's external auditors, had raised no concerns and gave an unqualified audit opinion which was very good.
RESOLVED: to approve the Financial Statements for 2016/17 and to authorise the Chair of Governors and Chief Executive to sign the Financial Statements and Letter of Representation.

BG/17/30 STRATEGIC REPORTS**BG/17/30/1 Principal's Report**

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

BG/17/30/2 Plymouth School of Creative Arts Trust Membership

The Chair introduced the report and noted that issues had been raised, by the solicitors from Tozers, at the last Strategy Day in terms of the relationship between the College and Plymouth School of Creative Arts (the School). There were concerns with the way that the Trust operated. The original Members of the Trust were: Ivan Sidgreaves; Andrew Brewerton; and Graham Steen. Richard Clarke and Tim Bolton were later added to the Membership of the Trust. Members in the current form did not function properly and four out of five Members were also Trustees, which meant a conflict between the roles. [REDACTED]

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

- b) the College was at the stage, with the Cut Make and Trim project and China potential, to articulate what the continuum was with a set of key factors/criteria for guidance points for future projects and what makes for an extension of the continuum project.

RESOLVED:

1. To delegate to the Chair the review the Membership of the PSCA Trust;
2. To review Articles in relation to the appointment of PCA as a Corporate Member to the Trust with independent legal advice;
3. To instruct the Members to call an Annual General Meeting as soon as possible;
4. To ask the Members to review Trustee appointments;
5. To invite the Members and the Trustees to commission a governance review and to receive training in their roles.

6. To ask the Chair of the Trustees (Andrew) and the Headteacher (Dave Strudwick) to bring a paper to the March 2018 Board on the PSCA strategy for growth.

- BG/17/30/3 **Financial Forecasts and Costs Action Plan**
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.
- BG/17/30/4 **Estates Strategy**
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.
- BG/17/30/5 **Confidential Item**
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.
- BG/17/31 MONITORING REPORTS**
- BG/17/31/1 **Management Accounts to October 2017**
The Director of Finance introduced the management accounts to the end of October 2017. He noted that pre-degree enrolment was down on target and as such budget planning was in place for the impact in 2018/19. HE enrolment had met full budget target. In terms of the Property Strategy the budget would cover the £13k but the £60k would need to be looked at.
NOTED.
- BG/17/31/2 **Pre-Degree Self-Assessment Report 2016/17 and Quality Improvement Plan 2016/17**
The Vice Principal introduced the Self Assessment Report (SAR) which covered self-assessment and quality priorities for Pre-Degree provision. The SAR had been through Academic Board and the streamlined format was a deliberate strategy. The Quality Improvement Plan (QIP) focussed on areas for improvement.
- Following questions and discussion, it was noted that:
- a) achievement in FE terminology meant retention plus pass rate;
 - b) value added was the difference between predicted and actual outcomes;
 - c) there were multiple reasons as to why students left the College from commuting issues, or parents moving to illness.
- RESOLVED: to approve the Self-Assessment Report and Quality Improvement Plan for release to external agencies and the College.**
- David Noyce, and Vicki Sewell, Governors, left the meeting.
- BG/17/31/3 **HE Academic Performance Report**
The Registrar introduced the report which set out in-year performance. Following questions and discussion, it was noted that:
- a) staff/student ratios could be usefully included in the report;
 - b) the Chief External Examiner's report had still not been disclosed to the College, although he had made a good input and had met with all external examiners;
 - c) year 1 retention in HE had improved year on year and that needed to be reflected through to completion;
 - d) the percentage figures for non-continuation were not helpful and distorted actual numbers.
- NOTED.**
ACTION: Retention strategy and action plan to be included in next Performance Report.
- BG/17/31/4 **Key Performance Indicators**

The Registrar introduced the report which set out the College's KPIs which had been considered by SLT and Academic Board.

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

- a) the Masters target was not overly ambitious to ensure that numbers were matched with resources to ensure capacity was right given the good recruitment this year;
- b) the staff cost figure was more of an indicator than target;
- c) staff costs were part of the HE curriculum review which would look at how many awards the College had, staff expertise and would be linked to research. Staffing costs would be mapped to that project;
- d) graduate employment had improved significantly to 90% from 81% in 2015;
- e) the TEF was not regionally benchmarked;
- f) it would be useful to separate out home and EU students in future reports.

RESOLVED: to approve the KPI targets for 2017/18 and revised targets for 2020.

BG/17/31/5

Outcome of Annual Programme Evaluation and Open University Annual Institutional Overview

The Registrar introduced the report which set out evidence to the Open University that the College had rigorous processes for maintaining and improving quality and standards of HE provision, therefore providing assurance for validating HE qualifications. The report provided a summary, context and action plan. Key areas for improvement were set out and included retention.

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

- a) there was one section which could be improved for richness and would be expanded as such;
- b) the final page included a tick for governance changes which was not the case but did not fit with any of the other options. The narrative explained the change indicated.

RESOLVED: to approve the Open University Annual Institutional Overview.

Kiran Haslam and Jon Stacey, Governors, left the meeting. Katy Shannon, Executive Secretary to Academic Board joined the meeting.

BG/17/31/6

Academic Assurance Report

The Executive Secretary to Academic Board introduced the report which summarised the assurances given routinely to the Board during 2016/17 that academic governance was operating effectively and presented an overview of evidence.

Following questions from Board members and further discussion, it was noted that the report summarised very fully what the process was and how assurance could be taken.

NOTED.

BG/17/31/7

HEFCE – Annual Accountability Return

The Director of Finance and Executive Secretary introduced the report, which was part of the HEFCE annual returns to confirm that the College's accountable officer (the Principal) had met his obligations under the Memorandum of Assurance and Accountability for 2016/17.

RESOLVED: to approve the Annual Accountability Return for 2016/17 and to authorise the Principal as Accountable Officer to sign it for submission to HEFCE.

BG/17/31/8

Prevent Annual Report

The Registrar introduced the Annual Prevent Report which would be submitted to HEFCE.

RESOLVED: to approve that the Chair sign the Prevent Annual Report for submission to HEFCE.

BG/17/32 COMMITTEE REPORTS

BG/17/32/1 **Risk Summary**
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.

BG/17/32/2 **Annual Pay Award 2017/18** [REDACTED]
The Deputy Chair/Chair of Remuneration & Employment Committee introduced the report and recommendation from the Committee.
RESOLVED: to match as far as possible percentages by salary on the national scale to College equivalents. 1.7% for staff earning more than £21,220 but cap the pay award for anyone earning over point 51 (circa £60k) to the value of the point 51 award: £1,010.

BG/17/32/3 **Principal's Remuneration**
The Board went into Confidential Session for this agenda item which is subject to a separate Confidential Minute.

BG/17/33 CONFIDENTIAL ITEMS

BG/17/33/1 **Confidential Minutes of Previous Meetings**
The confidential minutes and restricted minutes of the previous meeting held on Tuesday 10 October 2017 were considered to be a true and accurate record of proceedings.
RESOLVED: that the minutes be approved for signature by the Chair.

BG/17/33/2 **Confidential Committee Minutes**
The confidential minutes of the Nominations & Governance Committee held on 31 October 2017, Finance & Estates Committee and Remuneration & Employment Committee held on 7 November 2017; and Audit Committee held on 14 November 2017 were received.
Received.

BG/17/34 DATE OF NEXT MEETING

Next Board of Governors meeting 9.00 am on Tuesday 20 March 2018

There being no further business, the meeting closed at 12.15 pm.

Approved Date
Chair

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