

GOVERNING EXECUTIVE

Minutes of Part A of the five hundred and seventy-seventh meeting of the Governing Executive held on Friday 3rd July 2015 at 11.00am at Ruskin College, Dunstan Road, Old Headington, Oxford, OX3 9BZ

Present:

Carole Orgell-Rosen (Chair) **C O-R**
ordinary member
Alan Shepherd (Vice-Chair) **AS** *ordinary member*
Cllr Van Coulter **VC** *ordinary member*
Anne Hock **AH** *ordinary member*
Paul Inman **PI** *ordinary member*
Roger McKenzie **RM** *ordinary member*
Jo Morris **JM** *ordinary member*
Pearl Ryall **PR** *ordinary member*
Marva Small **MS** *ordinary member*
Dr Peter Dwyer **PD** *staff member*
Dr Bridget Ng'andu **BN** *staff member*
Guy Langton **GL** *staff member*
Dr Chris Wilkes (Principal) **CW** *staff member*

In attendance:

Sally Courtney (Finance Director) **SC**
Paul Di Felice (Vice-Principal) **PDF**
Helen Jeffries (Clerk) **HJ**

PART A

- 1 Apologies for absence** Action
Apologies were received from Wendy Dawson; Doug Nicholls; Harriet Bradley; Rob Hancock; Kieron Winters and John Fray.
 - 2 Declarations of interest**
There were no declarations of interest.
 - 3 Welcome and approve new members (when appropriate)**
The Chair welcomed the Governors to the meeting.
- MANAGEMENT TEAM REPORTS AND SPECIAL ITEMS**
- 4 Finance Director's Report**
Received: a report on the financial position to end April 2015.
The Finance Director introduced the report. The following points were noted;
Noted (4.1): The College was sending copies of the monthly accounts to the College Bank and to the Skills Funding Association (SFA). The last set submitted in June showed the College to be in the same position as at the end of April.

Noted (4.2): that the College would need to use the overdraft facility provided by the bank in December 2015 and March/April of 2016. The cost of the overdraft was accounted for in the 2015/16 budget.

Noted (4.3): in answer to a question on the calculation relating to the ratio for the loan covenant- this was judged before depreciation and bank interest costs.

Noted (4.4): in answer to a question about the running of the café-a new caterer had been appointed. The College had asked them to start slightly earlier than expected.

A promotional launch would be arranged for governors, staff and students. It was suggested that governors should receive a note of who had won the contract, why they had been selected and what their Key Performance Indicators would be. The Finance Director suggested that the new company be invited to the Finance Committee in October.

JM left the meeting at 10.40am

5 Budget for 2015/16

Received: the budget for 2015/16.

The Finance Director introduced the budget. The following points were noted;

Noted (5.1): the budget had been updated from the one taken to Finance Committee in June. The College was aware that there was a strong possibility that the funding allocation would be reduced in 2015/16. A 5% allowance was included in the budget. A £70k contingency for sub-contracting costs had been added.

Noted (5.2): there had been an improved uptake of student places, but no further income had been included.

Noted (5.3): that it was appropriate to bring a budget that was prudent. The College needed to continue the momentum to enrol more students.

Noted (5.4): that the budget must bring the College to a 'satisfactory' financial position with the SFA.

JM returned to the meeting at 10.50am

Noted (5.6): that the Audit Committee had recommended that the College try to move to a break even budget as soon as possible.

Noted (5.7): that the risks related to a deficit budget would appear in the Risk Register which would be taken to the Audit Committee.

Approved: the budget for 2015/16.

6 Recovery Plan Action Plan

Received: a verbal update on the Recovery Plan Action Plan.

The Principal reported that he and the Finance Director had met with the SFA at the end of May and that the meeting had gone well. The next meeting would be in mid-September when the Financial Statements Audit would have been completed, the budget would have been set and student figures and staff costs would be clear. The Action Plan would be updated for September.

7 Code of Good Governance for English Colleges (CGGEC)

Received: the CGGEC and covering letter.

Noted (7.1): that the CGGEC replaces the English College's Foundation Code for Good Governance, which the College adopted in 2009. The Code is a voluntary initiative and aims to help governing bodies meet and exceed basic governance requirements.

Noted (7.2): that the College had not yet received the full guidance on the recently

introduced Prevent Duty. The Vice-Principal would develop a training session for staff and governors. The Prevent Duty would be undertaken by the College in the context of safeguarding. Prevent Duty was prominent in the new Common Inspection Framework. Any training given to governors would be recorded, this was particularly important in the field of safeguarding.

Noted (7.3): AS proposed that the College adopt the Code as a working document and that at the next meeting of the Governing Executive groups would be identified to audit the different sections of the Code.

Agreed: that the College adopt the Code as a working document with further work to be carried out by sub-groups of the Governing Executive.

8 Annual Governing Executive self-assessment exercise:

Received: the self-assessment form for completion by governors.

Noted (8.1): that the form related to the meetings of the Governing Executive and that the Clerk asked the governors for suggestions as to what communications they would like to receive between meetings and how they would prefer to receive them.

Noted : that the minutes of the 6-weekly meetings between the Chair, Chairs of sub-committees and the College management team could be received at the Governing Executive.

9 Internal Audit review of governance

Received: a recommendation for an internal audit review of governance

Noted (9.1): that Critchley's (internal audit service for the College) proposed an internal audit of the function of governance. The intention of the review was to enable governors to perform their duties more efficiently.

Approved: an internal audit review of governance.

POLICIES

10 Grievance Procedure

Received: the updated grievance procedure

Noted (10.1): that the policy had been updated by the College's HR consultant and had been re-formatted to bring it in line with the grievance procedure for senior postholders. Timescales were now included.

Noted (10.2): that timescales were quoted as being attached. This should read "shown".

Noted (10.3): that recommendations for changes to the procedures had been made as the result of an earlier grievance. This grievance should be reviewed to ensure that all the points were covered. This related to the guidance re. grievances against senior postholders.

Approved: the updated grievance procedure.

11 Grievance procedure for senior postholders

The update grievance procedure for senior postholders will return to the Governing Executive in November.

12 Guidance re. grievances against senior postholders

The update guidance re. grievances against senior postholders will return to the Governing Executive in November.

13. Data Protection Policy

Received: the Data Protection policy

Noted (13.1): that there were no proposed changes to the policy.

Noted (13.2): that a policy on student information had been created after the disagreements regarding student records a couple of years ago.

Noted (13.3): that the paragraph on “status of the policy” should be updated at the next review to include students.

Noted (13.4): that the Academic Registrar had taken advice from Oxford Brookes on the policy.

Noted (13.5): that consideration should be given to linking the policy to performance review.

Noted (13.6): that the policy mentions floppy disks, and that this reference should be checked.

Approved: the Data Protection Policy

14. Statement of Ethical Mission for Research

The Statement of Ethical Mission for Research will return to the November meeting of the Governing Executive.

Noted (14.1): that the Statement would go to the Academic Quality and Standards Committee (AQSC) in September

15. Risk Management Policy

Received: the updated Risk Management Policy

Noted (15.1): that the updated policy amended and clarified the earlier policy. Changes had been made at points 4b, 6a and 9.

Approved: the updated Risk Management Policy.

Policy items to ratify

16. Financial Regulations

Approved: the updated Financial Regulations

17. Staff Disciplinary Procedures

Approved: the updated Staff Disciplinary Procedures

18. Disciplinary Procedures for Senior Postholders

Approved: the updated Disciplinary Procedures for Senior Postholders

ITEMS FOR APPROVAL

19. Revised draft role description for governor

Received: the revised draft role description

A discussion ensued regarding the roles of Council and Governing Executive during which the following points were noted;

Noted (19.1): that the Council provided good social capital and would appear to be one of the best ways to use people as influencers.

Noted (19.2): that the College needed to think about how best to use the experience within the Council.

Noted (19.3): that the Skills Audit form provided with the Council papers would be used by the Search Committee to look at current gaps in experience on Council. There was no qualifying period on Council before a person could become a governor. In future the College should look at the role of Council and consider widening it to make it more valuable.

Noted (19.4): that the Principal would put the Strategic Position paper to the Council in the afternoon in order to gain their comments and ideas around curriculum and initiatives.

Noted (19.5): the College should consider how to attract people with wider connections beyond the boundaries of Oxford into governance.

Noted (19.6): that “an understanding of the trade union and labour movement” should be included as a Desirable attribute in the role description.

Approved: the revised draft role description with the above amendment.

Noted: MS asked for a dedicated paper on the student voice and/or student recruitment at each meeting.

20. Minutes of the previous meeting of the Governing Executive

Received: the minutes of Part A of the meeting held on Friday May 15th.

Confirmed: as a correct record the minutes of Part A of the meeting held on Friday May 15th.

21. Duplication of papers

Received: a proposal that only previously unseen or significantly amended papers will be sent in full to governors. Small amendments will be notified on a separate sheet. Papers where there is no amendment will not be re-sent.

A discussion ensued about the use of electronic copies of papers as opposed to hard copies.

Noted (21.1): that it might be worthwhile looking into purchasing cheap tablets or similar for governors.

Noted (21.2): a proposal for a paper including the costs of providing electronic devices for the governors.

Approved (as an interim measure): the proposal on duplicate papers.

22. Search Committee

Received: the recommendation of the Search Committee that Andrew Lantry be appointed as the Independent Member of the Audit Committee.

Approved: the recommendation of the Search Committee that Andrew Lantry be appointed as the Independent Member of the Audit Committee.

COMMITTEE AND GOVERNANCE ITEMS TO RECEIVE

23. Matters arising

Noted: that there were no matters arising from the minutes of Part A of the meeting held on Friday May 15th.

24. Audit Committee

Received: the minutes of the Audit Committee held on Friday March 13th 2015 and the minutes of the Audit Committee held on Friday June 5th 2015

Noted (24.1): that the Audit Committee had asked the internal auditors to provide a final report on the Capital project.

Noted (24.2): that the internal auditors had provided some useful proposals on conferences and accommodation and using the College as a business.

Noted (24.3): that the internal auditors were concerned that the governors were aware of risk and would provide briefings and workshops on the subject aimed at improving the decision making processes of the Governing Executive.

Noted (24.4): that the Audit Committee had recommended that the College move towards a break even budget as soon as possible and that governors should consider a medium term financial plan, whilst acknowledging that this was particularly difficult at the moment due to the uncertainties around funding.

Noted (24.5): a query about fundraising for the College, and that a strategy needs to be developed for this in order to raise finances outside of student fees. A meeting of the fundraising committee had concluded that a post was needed to lead the work. A Development Officer would be appointed soon.

Noted (24.6): a query about space for Ruskin within the redeveloped Walton Street building now owned by Exeter College. A lease agreement was in place, under which Ruskin would lease a room at what would be the front of the old hall. Timescales were not currently available, but the room may be available by September 2017.

25. Finance Committee

Received: the minutes of the Finance Committee held on Friday 1st May 2015 and the minutes of the Finance Committee held on Friday 19th June 2015.

Noted (25.1): that staff presentations to the Finance Committee had been really useful and were much appreciated. A presentation on marketing by the College had been requested for the next meeting.

Noted (25.2): that the 19th June meeting had noted that severance costs would all be covered in this financial year.

Noted (25.3): that the Finance Committee had agreed the withdrawal of £100k from investments to assist cash flow and that the Governing Executive was asked to approve this withdrawal.

Noted (25.4): that any mark-up over and above the mark-up agreed with the catering company would be retained by the College. This had not been added into the budget. The caterers appointed had a good ethical background with sustainable policies and paid the living wage for Oxford.

Approved: the withdrawal of £100k from investments in order to assist cash flow.

26. Academic Quality and Standards Committee

Received: the minutes of the meeting held on Friday 13th March 2015.

Noted (26.1): that the committee had entered into a full debate on the curriculum review and that it had been very useful to have governors present. Five students had been present, two of which were there as observers. The Curriculum Review had been accepted.

Noted (26.2): that the meeting had focused on the Curriculum Review and the Recovery Plan. Other substantive items would go forward to the next meeting.

STANDING ITEMS

27. **Meeting dates for 2015/16**
Noted: the meeting for 2015/16
- **20th November 2015**
 - **4th March 2016**
 - **13th May 2016**
 - **1st July 2016**

There being no further business Part A of the meeting closed at 12.00pm

Signed by the Chair of the meeting succeeding that to which these minutes pertain

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