



Ruskin College Oxford

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Minutes of the five hundred and ninety seventh meeting of the Board of Directors and Trustees held on Friday 30 November 2018 at 11.00am in the Board Room, Ruskin College

Present	In attendance
Doug Nicholls (Chair) (ordinary member) DN Anne Hock (ordinary member) AH Neil Crew (ordinary member) NC Kevin Flanagan (ordinary member) KF Theresa Hoenig (ordinary member) TH Mike Parker (ordinary member) MP Paul Di Felice (Principal) PF Peter Dwyer (Staff Governor) Ed Hart (Staff Governor)	Rena Rani (Assistant Principal) Heather Cross (Interim Clerk) Laura Cozier (Minuting Secretary) Ashok Patel (Interim Finance Director) Alex Morris (Student Representative) Vinisha Patel (Student Services Manager) Nicki O'Shea (Business Development Manager) Apologies Paul Inman (PI) Pearl Ryall (ordinary member) PR Confirmation of Quorum: Quorum met.

1.	Chair's introductory remarks	Action
	<p>The Chair welcomed members of the SMT, Vinisha Patel, Student Services Manager and Nicki O'Shea, Business Development Manager to the meeting along with Student President, Alex Morris to the meeting and introductions were made.</p> <p>The Chair acknowledged that he understood some members had not received papers for this meeting in good time. Going forward the intention would be for a 10 day lead time and long term the plan was to use Moodle for ease of access to papers.</p> <p>Nicki O' Shea briefly introduced recent work undertaken on Marketing since her arrival. Although resources were limited she was positive about what could be achieved, especially with the benefit of the 120 anniversary coming up in 2020. Some Board members raised concerns in respect of the projected recruitment figures for HE and on performance to date, however Nicki expressed her confidence that these could be achieved with greater focussing of marketing and improved knowledge of where to target activity.</p>	
2.	Apologies for Absence	
	Apologies for absence were received from Paul Inman.	

3.	Declarations of Interest	
	There were no declarations of interest.	
4.	Student Achievement and Success and Self Assessment Report	
	<p>A short summary paper had been circulated previously which was introduced by the Assistant Principal. Overall satisfaction was noted as 97% and overall achievement was at 96%, both figures which could be considered to be outstanding. Student feedback ratings were over 9 out of 10 for each question, which was also very pleasing and the college was in the top five for these returns nationally.</p> <p>Governors asked questions about how individual qualifications related to the overall headlines and suggested that all courses should be included in the data, along with a clear indication of the funding for them, eg whether TU or non-TU, residential or non-residential plus the numbers of students on each course. It was noted that there was some variation in student question responses between TU and non-TU courses. Whilst the overall numbers were welcomed as showing an excellent picture, there needed to be clarity about where there were strengths and weaknesses and what actions were required for improvement.</p> <p>It was suggested that data be broken down as suggested prior to representation. In answer to a question the Clerk confirmed that the full SAR should be formally approved by the Governing Executive (Board). It was agreed that the final version of the Self-Assessment Report incorporating changes would be circulated prior to Christmas.</p>	
5.	Management Accounts	
	<p>The latest Management Accounts had been circulated previously and were introduced by the Interim Finance Director who summarised the 3 month position. Income for trade union and FE work had been positive and a request for further funding, recognising the numbers achieved for FE, was being made to the Education and Skills Funding Agency.</p> <p>The financial benchmarks were discussed, as documented in the circulated report. The College stood at the sector position other than in respect of debt. It was noted that the pay costs ratio which was already positive, and the net current assets position was improving. It was noted that the Co-Op bank had given notice that it wished the college to seek another loan provider, although it was made clear to the Board that unless the college breached a loan covenant requirement, the bank could not foreclose on the loan and there was no deadline for withdrawal of the facility. It was confirmed that the college continued to meet all its loan covenants and this was the position for the foreseeable future. Nonetheless a process to test out banking through other banks through a tender had been agreed as the way forward by the Finance Committee and the process would be taken forward in the early new year. The Finance Committee to be held on 25 January 2019 would review the progress of arrangements. It was noted that whilst the process would not be straightforward, the college did have strong security it</p>	

	<p>could offer.</p> <p>Fellowship bank accounts were discussed. Work was still continuing with these. As the organisation did not have separate legal status the accounts had to remain with the college as things currently stood.</p> <p>Cashflow was discussed. It was noted that at least £400K cash was needed at all times to safeguard the college's solvency position. This was at the forefront of current plans. It was anticipated that the college would move to good financial health by the current year-end. Governors emphasised the importance of recruiting additional HE numbers and the ongoing importance of continued control on expenditure in order to maintain and improve the college's financial position.</p> <p>The receipt of some positive donations which would go into restricted funds to support learners in hardship was reported. The College would comply with the terms of the bequests and also promote them.</p> <p>The Interim Finance Director was thanked for his report.</p>	
6.	Collective Responsibility	
	<p>A paper from the Chair had been circulated previously which gave suggestions for basic meeting protocols which he proposed for adoption.</p> <p>The meeting discussed the proposals. In discussion it was confirmed that the proposals were not at variance with trustee operational guidelines, but were in addition. It was agreed that the draft minutes from a meeting should be circulated to all members normally 14 days after the meeting. It was agreed that the time constraint given at item 23 should be adjusted to reflect that some flexibility could be given and the wording adjusted to say that this would be a 'best endeavour subject to the Chair's guidance.' It was further agreed that a clause should be introduced to cover a situation where it was agreed amongst members that the Chair should be over-ruled and the Interim Clerk was asked to draft appropriate wording. Subject to these amendments and additions the document was agreed.</p>	
7.	Draft Ruskin College Business Plan	
	<p>The draft plan had been circulated previously.</p> <p>The Chair had invited Board members to contribute to his contribution to the plan on behalf of the Board and two submissions had been made. The Chair emphasised that having made the decision to prosper as an independent College the Board had agreed to an inclusive process of engaging all staff, students and Board members in the formulation of a development plan for at least the next five years. The plan tabled at this meeting was the first draft which nevertheless contained some targets that had to be agreed in order to sustain progress. The plan would be subject to discussion</p>	

	<p>today and then open to suggestions by Board members at any time and then supplemented by the forthcoming meetings of the SLT, staff and students. The objective would be to try and finalise an integrated and comprehensive plan at the March meeting. The Chair hoped that this creative and engaging process would establish a new unity of purpose and working practices and solidarities to take the College forward.</p> <p>The Principal introduced the plan and highlighted that this would be discussed in detail at the day Board meeting in March 2019. The importance of changing the HE offer was highlighted, along with the need for investment in student facilities and the resources for effective working. A social enterprise hub was being considered, working with Aspire and the Princes Trust. A detailed marketing strategy was being developed. IT investment was needed, including a new website, but it was noted that it would only take 2 additional HE students to be able to fund such a development.</p> <p>A number of initial comments were given. The document would be shared with stakeholders and there had already been positive discussion internally. Curriculum should be at the front of the plan alongside investment in the college's people. Marketing priorities should be underlined. Work with employers and the balance of residential learning needed to be carefully addressed. In discussion it was agreed that the document should give some indication about how number targets were drawn up, as this would enhance confidence in them. Reputation management should be covered in the commentary about marketing. It was further suggested that there should be activity to digitise the Ewan McColl archive and perhaps a mutually beneficial event to which Peggy Seeger be invited should be planned for the centenary year. It was agreed that Peter Dwyer would engage with trade union leaders in order to fully assess the trade union market and the contribution of unions to the College.</p> <p>It was agreed that the plan continue to be considered by individuals now and that a full presentation and discussion take place at the March Board meeting prior to adoption.</p> <p>The SLT targets and proposals made by the Chair were specifically considered as set out in appendix G. These were considered and approved.</p>	
8.	Chair's Report	
	<p>A report on action of the Chair since the last meeting had been circulated previously and was received.</p> <p>The strategic direction discussions which had taken place were welcomed.</p>	
9.	Role of the Clerk	
	<p>A report had been circulated, indicating that the Interim Clerk had given notice with effect from the end of January 2019.</p>	

	<p>The Clerk offered to withdraw from the meeting for discussion of this item but it was decided this was not necessary.</p> <p>The Board placed on record its thanks to Heather Cross for her work as interim Clerk which had been most valuable. The job description for the role had been circulated. The final version would be agreed between the Principal and the Interim Clerk and advertised as soon as possible. It was agreed that the role of the Clerk was to the Board as a whole and was not to serve individual governors. It was felt that a suitable candidate could be recruited from the community in Oxford and should a successful candidate have limited or no experience of FE, the interim Clerk had offered to provide ongoing mentoring support for a period of time.</p> <p>It was agreed to proceed to advert and the Principal and Interim Finance Officer would do so with affordability and appropriate hours in mind.</p>	
10.	Search Committee - selection of new governors	
	<p>It was reported that the Charity Commission had yet to approve the new Objects of the charity and until such time as this was concluded the new Memorandum and Articles of Association could not yet fully come into effect. The Charity Commission would continue to be chased.</p> <p>It was agreed that action needed to be taken to secure new governors and refresh the Board in readiness for when new members could be formally appointed. The new arrangement would allow for 15 members in total. There were 11 governors in total at present but some may stand down in due course.</p> <p>A meeting of the Search Committee on 9 November was reported to the meeting, the proposal being that new members be asked to attend the Board in an observer capacity until such time as they could be fully appointed and that other steps be taken in readiness to appoint new governors.</p> <p>The Board agreed that James Hampton, Peter Pendle and Alison Stoecker be approached to seek their interest in being appointed and that they be asked to make formal applications, submitting their CVs and to write a short letter stating their interest, having received the role description which had been circulated. The Chair emphasised that considerations of equalities and diversity and appropriate skills and the need for dynamic individuals who would be strongly committed to the College should underpin the approach to and selection of potential new Trustees.</p> <p>The Board discussed conducting a governance skills audit, and it was agreed that this should be carried out in order to enable the recruitment of new trustees with the required skills.</p>	
11.	HEFCE Annual Statement	
	<p>A report on HE Student academic experience, outcomes and improvement plan had been circulated previously and was considered. The report included an action plan to address concerns which had been raised by the Open University.</p>	

	<p>The Board noted the report and agreed that the Principal should be mandated to sign the annual assurance statement to be submitted to the Office for Students giving assurance concerning scrutiny of HE work and activity through the year.</p>	
12.	<p>Members Report and Accounts for the 2017/18 year</p> <p>a) Report of the Financial Statements Auditors b) Letter of Representation c) Annual Report of the Audit Committee to the Board d) Financial Statements 2017/18</p> <p>The above items had been considered by the Audit Committee and were recommended. The significant reversal of the college's financial position shown by the accounts was heartily welcomed. There was an operating surplus as a result of the pension fund assessment, but the underlying position was a small deficit. Governors noted that careful financial management needed to be maintained to continue the positive improvements in the financial position. It was noted that the Financial Statements Auditors had drawn governors' attention to the insolvency regime which would be coming into force in the new year.</p> <p>The Financial Statements Auditors report was received.</p> <p>It was agreed that the Letter of Representation be signed and that that Financial Statements 2017/18 be signed.</p> <p>The Board placed on record its thanks to the Interim Finance Director and the Finance Team for their work in facilitating the audit in good time.</p>	
13.	<p>Clerk's report and minutes of meetings for approval</p> <p>A summary of the key decisions taken at the Quality Group and the joint Audit and Finance Committee on 9 November had been circulated and was noted. A number of the key items had been discussed earlier in the meeting.</p> <p>The Minutes of the Governing Executive (Board) meetings held on 29 June 2018 and on 14 September 2018 which had been circulated previously were approved subject to the inclusion of Ed Hart amongst those present.</p>	
14.	<p>Matters Arising from the minutes</p> <p>Future advertising for a new Chair Clarification was sought about the process to advertise for the new Chair as the current position was filled until March 2019. It was agreed that a paper would be circulated concerning the process by the Interim Clerk and the Principal by 15 January 2019.</p>	
15.	<p>Date of Next Meeting</p> <p>This was agreed as per the calendar as 8 March 2019.</p> <p>It was further agreed that a day of thinking with no specific agenda should be held for trustees in the first quarter to allow for creative</p>	

	thinking and development time. Whilst it would be preferable to have new Board members in place by this date, it was important to hold the day as soon as possible. Board members would be canvassed about the best possible dates to hold this meeting.	
16.	Presentation from the Principal	
	A presentation from the Principal on key risks and the current developments and progress was given to the meeting. A copy of the presentation was to be provided to Board members.	