



B/603A/M

**The Six Hundred and Second Meeting (603) of the Board of Trustees held at Ruskin College held on Thursday 5 March 2020 at 11.00 a.m. in the Board Room G.01 Ruskin College**

Present	In attendance
Doug Nicholls - (DN) Chair Kevin Flanagan - (KF) Vice-Chair Paul Di Felice - (PF) Principal Ijeoma Omambala - (IO) Peter Pendle - (PP) Oshor Williams - (OW) Jim Mowatt - (JM) Lindsay Cane - (LC) Sally Mercer - (SM)	Mark Griggs - (MG) Finance Manager Nicki O'Shea - (NoS) Business Development Jane Franklin - (JF) Interim Assistant Principal Abid Hussain - (AH) Student Services Manager Lana Jackman - (LJ) Clerk to the Corporation  <b>Apologies</b> Theresa Hoenig - (TH) Alison Stoecker - (AS)

***The meeting was quorate***

Item	Action
<p><b>0. Welcome, Introductions and Apologies</b></p> <p>The Chair welcomed colleagues to the meeting. Introductions were made to new staff members who were attending their first Board meeting, Jane Franklin (JF) Interim Assistant Principal (IAP) and Abid Hussain (AH) Student Services Manager (SSM).</p> <p>It was announced that on expiration of membership Paul Inman (PI) decided that he would not stand for re-election <b><i>(in accordance with Article 11 of the Articles of Association)</i></b>. It was noted that PI declared that he would remain a Friend to the College. The Chair, on behalf of the Board, wished the Minutes to reflect a deep appreciation for PI's commitment and contribution to the College over two terms.</p> <p><b>All Agreed</b></p>	

1.	<p><b>Apologies for Absence</b> Apologies were received and accepted from Theresa Hoenig and Alison Stoecker.</p>	
2.	<p><b>Declarations of Interest</b> There were declarations from the Chair and Vice-Chair that proposals for an Apprenticeship Scheme from the GFTU and the GMB to work with the College was noted. No other declarations of interest were noted other than those standing <i>(in accordance with the requirements of section 177 of the Companies Act 2006)</i>.</p>	
3.	<p><b>Minutes of the Meeting of 22 November 2019 Part A and Confidential Minutes of 22 November 2019 and matters arising</b></p> <ul style="list-style-type: none"> <li>• The Minutes of the Board meeting held on the 22 November 2019 Part A and Confidential Minutes of 22 November 2019 Part B were agreed as a true and accurate recording, approved by the Board and signed by the Chair. Copies filed at the College.</li> </ul> <p><b>Matters Arising</b> The report from the Chair detailing the progress of actions from the Minutes of the meeting of the 22 November 2019 Part A were received and noted and were as follows:</p> <ul style="list-style-type: none"> <li>• <b>UNESCO</b> - JM summarised the plans with UNESCO. It was reported that UNITE had been chosen to develop Mentoring Training Programmes in partnership with Ruskin. It was mentioned that there was an opportunity for a staff member of Ruskin to attend training in Eastbourne to develop mentoring skills and coaching, after which the trained staff member would become a certified UNESCO Mentor. It was noted that a 10 day global Mentoring Training Programme is to be held in January 2021. JM has agreed to send a <b>Memorandum of Understanding between UNITE and Ruskin to the Principal to be agreed and for signing</b>. The Board discussed the impact of issuing a Press Release.</li> <li>• <b>Student Representative</b> - It was noted that after the Student Conference there were four candidates who had expressed an interest in becoming a Student Governor. The student election process is underway and it was confirmed that there will be a Student Governor at the next Board Meeting to be held on the 12 May 2020.</li> </ul>	<p>JM/PdF</p> <p>AB/Principal</p> <p>AB/Principal</p>
4.	<p><b>Governance Issues</b></p> <ul style="list-style-type: none"> <li>• Safeguarding and Prevent Certificates were received.</li> </ul>	

	<p>There remains one Trustee still to confirm undertaking training.</p> <p><b>Effective Governance Structure (incl. appendices)</b></p> <ul style="list-style-type: none"> <li>• The report was received and reviewed by the Board. The Clerk made clear the definition of Governance. Good Governance is the Act of Governing <b>and not</b> Managing. Good Governance can be evaluated in terms of how a College is viewed by those it is accountable to i.e. Charity Commission, Government Departments, Funding Agencies, Stakeholders or perception of the wider community it serves. The Clerk updated Board members on effective governance to help Trustees understand their role as Strategic and Aspirational rather than Operational. The Clerk expressed specific issues regarding College governance, declarations and the strategic direction of the College. It was recognised that although there had been an agreed strategic plan refined at the AwayDay and based on the premise that the College would remain an independent College with HE numbers at the forefront of the plan, the Clerk confirmed that the latest strategic position was not as clear as it could be and suggested that a Visual Map including vision, mission and values must be reasserted to provide an effective exemplar on the mobility of the College. To be assured that good governance is taking place, a Strategic Plan with regular effectiveness assessments should include consideration of: <ul style="list-style-type: none"> <li>• The performance of the College as a whole in meeting its strategic objectives, using appropriate KPIs to benchmark performance against comparable Colleges where possible.</li> <li>• Focus on governance systems to improve reporting quality, minimise risk and address weaknesses in governance so that the reputation of the College, such as it could be or could become inadequate and ineffective, is protected.</li> <li>• The performance of the Chair and other Trustees undertaking defined roles within the governance structure.</li> </ul> </li> </ul> <p>It was noted that Ofsted makes a clear link between <b>strong governance</b> and <b>outstanding College performance</b>. The reverse is also true. It was mentioned that polite consensus did not challenge the status quo.</p>	
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	<b>All Agreed</b>	
<b>5.</b>	<p><b>Chair Report</b> The Chair's Report had been circulated prior to the meeting and uploaded to GovernorHub.</p> <p>The Chair reported on the success of the Women Liberation Movement, held on 22 February 2020. He praised and congratulated Nicola O'Shea and the hard work of the Marketing team for organising the event.</p> <p>The Chair summarised progress and next steps on the agreed Growth and Sustainability Plan. The Chair accepted the exceptional amount of work the staff had undertaken to prepare for and get through the various rigorous scrutiny by the Charity Commission, the ESFA, Further Education Commission (FEC), the OU validation process, as well as the year end internal and external audit work taking place alongside. The Chair acknowledged the hard work of the College staff and confirmed that there was a need, in these times, to effectively bring the Labour Movement to the College. The Chair restated the strategic view of rebuilding Ruskin as a Labour College.</p> <p>The Chair highlighted the ongoing challenges with the Fellowship. Trustees were keen to understand the Fellowship Membership. It was explained that the Fellowship had not engaged with any attempts to resolve the matter nor as a Charity, under the Constitution, should the College give resources away without following the appropriate procedural process. It was noted that as the Fellowship would not meet with the Principal to discuss the matter it had become difficult to come to an amicable conclusion. It was agreed that this decision confirmed the ending, established at the Ruskin College Council in July 2018, of any further constitutional link between Ruskin College and the Fellowship.</p> <p><b>All Agreed</b></p> <p>It was agreed as a matter of urgency that the Principal would obtain legal opinion so that the matter could be resolved as soon and as amicably as possible. It was mentioned that the College should ensure that the Fellowship should desist from any further contact with the staff members and Board and using and acting in the name of the College. The Fellowship had been found not to be acting in the best interest of the College and its actions was having a severely damaging</p>	<p><b>Principal</b></p> <p><b>Trustees/NoS</b></p> <p><b>Principal</b></p>

	<p>impact on the Principal and staff morale. It was agreed that the Board had a duty to do all it could to defend and uphold the reputation of the College, in order to secure the mental and physical welfare of its Principal and its staff. It was decided that in order to accomplish this the Fellowship funds held in two Ruskin accounts should be returned to its members. The College would require bank account details to complete this process. The Finance Manager was tasked with finding out the details and total sum held in the accounts to be returned as soon as legal advice from Eversheds had been provided as to how to go about returning the funds.</p> <p>In conclusion the Trustees were instructed to send photos and short biographies to the Business Development Manager to be published on the College Website.</p>	<b>Finance Manager</b>
<b>6.</b>	<p><b>Principal Report</b></p> <p>The comprehensive report was received and reviewed by the Board. The Principal discussed the College’s strategy and summarised the report which included updates on financial issues, learner numbers and quality performance; Charity Commission, FEC, monthly ESFA meetings with the Finance Manager, OU review of the College’s business systems, HE processes, scrutiny of the curriculum, FE capacity as well as the Risk Register and Policy updates.</p> <p>The Principal stated that the College needed to realise its ambitions as an organisation in response to its regulators, by committing to a more balanced curriculum. It was noted that broadening the brief, and to recognise that learning the skills to secure employment should be a priority, given the College’s commitment to be an adult career college, and to the people in Oxford. In conclusion the Board was briefed on the following:</p> <ul style="list-style-type: none"> <li>• the latest position on the search for wider participation partnerships with a new institutional validating partner - <b><i>agreed in principle</i></b></li> <li>• Meeting planned with the ESFA/DfE to discuss the plan to determine future modelling of residential colleges - <b><i>ongoing</i></b></li> <li>• Audit will be finalised no later than next week (w/c 09.03.2020) - <b><i>ongoing</i></b></li> <li>• Expansion of Community Learning and develop a Business Case to develop Science and Horticulture - <b><i>ongoing</i></b></li> <li>• GMB Level 4 Certificate - <b><i>ongoing</i></b></li> </ul>	



7.	<p><b>Trade Union Education at Ruskin - Review</b></p> <p>The review was received and taken as read. Apologies were received and accepted for the late circulation of the Paper. The Chair commended the clear report and expressed appreciation to the Vice-Chair for investigating the administrative process and also to Unite for assistance. The Board noted that a working group had been created to review urgently the root cause of the resource issues and delivery viability following the exponential rise of Trade Union Education (TU Ed) at Ruskin. Further to the detailed discussion the Board noted the detrimental risks to the financial sustainability of the College if TU Ed continues on the same trajectory as that of previous years, particularly in terms of compliance with Ofsted stipulations regarding courses delivered offsite that should account for no more than 50% of the FE budget and should show at least a 40% return.</p> <p>It was noted that TU Ed should always form a central element of the College but it was agreed that it would be difficult to grow a profitable and potentially transformative, inclusive Curriculum offer or rebrand Ruskin as a College of Excellence should the matter continue without further consideration.</p> <p>It was mentioned that the purpose for consideration and subsequent discussions with review were to secure detailed analysis of the implications of TU Ed and the potential impact on the financial recovery plan. The position of risk was noted. The following recommendations by the Vice-Chair were made:</p> <ul style="list-style-type: none"> <li>• Trustees agreed that targets needed to be meaningful and achievable and recognised that there needed to be revision to the TU Ed provision, administrative process, staff and resources, in principle, subject to further review by the respective working group.</li> <li>• To prepare a plan for TU Ed going forward.</li> <li>• To understand the market for Adult Education in Oxford.</li> <li>• Provide a competitor survey to identify any gaps in the market subject to review by the Business Development Manager who informed the Board that a competitor analysis had already been undertaken.</li> <li>• Draft a Service Level Agreement.</li> </ul> <p><b>All Agreed</b></p>	<p><b>Working Group</b></p> <p><b>Working Group</b></p> <p><b>KF/JM</b></p> <p><b>KF/JM</b></p> <p><b>KF</b></p>
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	<ul style="list-style-type: none"> <li>• In receipt of language schools deposit. The position was noted.</li> <li>• It was reported that subject to any unforeseen circumstances the College should meet the pinch point.</li> <li>• Main deposit of funding due in April would reduce any short-term cash flow issues. It was reiterated that suppliers were being supportive.</li> <li>• Awaiting reconciliation from ESFA.</li> </ul> <p>The Trustees discussed the College’s financial position and considered the financial statements. The Chair thanked the Finance Manager for his attendance and contribution and requested an overall Asset Development Plan to include extended permissions for building to be provided for discussion at the next Board meeting to be held on the 12 May 2020.</p> <p><b><u>The Finance Report was accepted and approved.</u></b></p>	<p><b>Finance Manager/Business Development</b></p>
<p><b>10.</b></p>	<p><b>Minutes of Meetings</b></p> <ul style="list-style-type: none"> <li>• The Minutes of the Finance Committee held on the 23 January 2020 were received and reviewed by the Chair.</li> <li>• The Minutes of the Audit Committee held on the 11 February 2020 were received and reviewed by the Chair.</li> <li>• The Minutes of the Search Committee held on the 27 February 2020 were received and reviewed by the Chair.</li> </ul> <p>Following discussion the Board endorsed the strategy outlined by the Chair of the Finance and Audit Committee relating to the process of reviewing and bringing up to date the College Policies. It was confirmed that the Risk Register and Risk Analysis had been subject to review by the Audit Committee.</p> <p><b>All Agreed</b></p>	
<p><b>11.</b></p>	<p><b>Quality and Curriculum Report</b></p> <p>The report was received and reviewed by the Board. The Paper with appendices were circulated prior to the meeting and uploaded to GovernorHub. The Board commended the clear report and Action Plan which had been cross referenced to the Quality Improvement Plan. The Board</p>	



	<p>if a significant concern was identified. The position and action being taken was discussed elsewhere on the agenda. The Chair of the Audit Committee reassured Trustees that the report had been thoroughly reviewed at the committee meeting in line with the internal and external audit reports; this was inevitable given that the internal audit had been focused on areas of concern. The position was noted. It was confirmed that some vulnerabilities to the operational plan of the College were identified with a need for constant review with more focus on the use of risk to inform the Papers. It was noted that the Risk Register would include references of the risks to the whole site for the next Board meeting.</p> <p>The Board approved the report subject to the requested updates to better reflect the recommendations.</p>	<b>Principal</b>
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Item	Description	Action
13.	<b>Policies for Review</b> <ul style="list-style-type: none"> <li>• Whistleblowing Policy - <i>the Board approved the updated Policy</i></li> </ul>	
14.	<b>Link Committee Chair Updates</b> The updates were discussed elsewhere on the agenda.	
15.	<b>Any other business</b>  <i>There being no other business the meeting ended at 1.30 p.m.</i>	
	<b>Date of next meeting:</b> <b>12 May 2020</b>	

**Board 2020.03.05 LJ Clerk**