

Agenda Item 1: Chair's Business

a) Attendance and apologies for absences

Present:

Mr Gareth Hetherington (Temporary Chair of the Governing Body)

Professor Alan Woodside

Mr Andrew Corbett (items 1 to 6 only)

Mrs Barbara Larkin

Mrs Heather Reid

Mr Neil Bodger

Mr Steve Pollard

Mr John Mackell

Mrs Karen Fraser

Mrs Carolyn King (items 1 to 6 only)

Mr Ken Webb (CEO/Principal)

Mr Dillon Stanley (items 1 to 6 only)

Apologies:

It was noted that there were no apologies and that all members of the Governing Body were present.

In the Chair:

Mr Hetherington

In attendance:

Ms Sonja Woods (Temporary Secretary to the Governing Body)

Mr Tommy Martin (Chief Finance Officer ("CFO")) (items 1 to 6 only)

Mr Paul Smyth (Chief Human Resources Officer ("CHRO"))

Mrs Heather McKee (Director of Strategic Planning, Quality and Support) (items 1 to 6 only)

Mr Niall Parfitt (Boardroom Apprentice) (items 1 to 6 only)

The Temporary Chair welcomed everyone to the meeting and extended a welcome to Ms Woods at her first meeting in her capacity as Temporary Secretary to the Governing Body.

b) Declarations of Conflicts of Interest

The Temporary Chair invited members to declare any known or perceived conflicts of interests. No conflicts of interest were declared.

Version: 0.4 Draft



c) Minutes of the Meeting of the Governing Body held on:

1) 14 November 2019

The Governing Body reviewed the Minutes from the Meeting, held on 14 November 2019.

Agreed:

Following due consideration, it was agreed that the Minutes were a true and accurate reflection of the Meeting.

Proposed by: John Mackell Seconded by: Alan Woodside

2) 18 December 2019

The Governing Body reviewed the Minutes of the Meeting, held on 18 December 2019.

Agreed:

Following due consideration, it was agreed that the Minutes were a true and accurate reflection of the Meeting.

Proposed by: Heather Reid **Seconded by:** John Mackell

3) 20 January 2020 (Standing Orders Workshop)

The Governing Body reviewed the Minutes of the Standing Orders Workshop Meeting, held on 20 January 2020.

Agreed:

Following due consideration, it was agreed that the Minutes were a true and accurate reflection of the Meeting.

Proposed by: Heather Reid Seconded by: Barbara Larkin

4) 30 January 2020

The Governing Body reviewed the Minutes of the Meeting, held on 30 January 2020.

Agreed:

Following due consideration, it was agreed that the Minutes were a true and accurate reflection of the Meeting.



Proposed by: Andrew Corbett **Seconded by:** Barbara Larkin

d) Matters Arising/Action Points from previous Meetings

The Temporary Chair brought the Governors' attention to the Schedule of Matters Arising from the Governing Body Meetings held between November 2019 and January 2020. He noted that only one Action Point was outstanding, and he asked Mr Martin to provide an update to the Governors.

Mr Martin reported that legal advice had been sought with respect to the establishment of companies in the Republic of Ireland. He indicated that the establishment of subsidiary entities could be problematic but that the lawyers' recommendation was to establish a UK subsidiary of the College, with a branch based in the Republic of Ireland. Mr Martin commented that the College was endeavouring to obtain clarification from Quality and Qualifications Ireland ("QQI"), the independent State agency responsible for promoting quality and accountability in education and training services in the Republic of Ireland, as to whether this approach would meet its criteria.

Mr Webb indicated that he would be meeting with the Permanent Secretary on the day following the Governing Body meeting, to discuss establishing a student social enterprise company and that discussions might stray into the topic of the Republic of Ireland companies.

Action Point 1:

The Principal and the CFO to continue to follow up on establishment of a legal entity presence for the College in the Republic of Ireland.

e) Governing Body Members Recruitment Update

The Temporary Chair advised that 65 applications had been received, and that the initial sifting process would take place in the DfE during the week commencing 2 March 2020. He remarked that the expectation was for the interview process to take place during early May. The Temporary Chair observed that 6 days had been set aside for conducting the interviews and he anticipated that the new Governors would take up their roles in the new academic year.

Agenda Item 2: Correspondence

a) ETI Inspection – Date of Notification: 27 January 2020

The Principal informed the Governing Body that the inspection would commence on Monday, 2 March 2020 and he expected to receive feedback on Friday, 6 March. He noted that Mrs Reid, in her capacity as Chair of the Education Committee, would meet with the inspectors on Wednesday, 4 March.



The Principal noted that, during prior inspections, the College would have received one central set of written feedback but, on this occasion, verbal feedback would be provided to each curriculum area. He indicated that he would take notes during the course of the inspection and that he would provide those notes to the Education Committee at its next meeting.

Action Point 2:

The Principal to provide notes to the Education Committee, at its next meeting, regarding the feedback received by the College following the ETI Inspection.

Agenda Item 3: Chief Executive Officer's (CEO) Business

a) CEO's report

The Principal presented his written report to members, which was taken as read. He indicated that he was happy to reply to any questions the Governing Body might wish to ask.

With respect to Appendix A, the Temporary Chairman noted that an update regarding applications and enrolments had been tabled and discussed in detail at the Education Committee meeting, which had taken place on 12 February 2020. In relation to the introduction of Traineeships, the Temporary Chairman asked the Principal to provide some clarity around the term "Teckal exemptions". The Principal replied that the government was not permitted to tender for itself, however, as the College was a Non-Departmental Public Body ("NDPB") it was permitted to submit for government tenders. He advised the Governing Body that SERC would complete all the documents and would be awarded the contract as the College was technically linked to the government. Mr Martin observed that the legality of matters of this type had been established in EU case law.

Turning to the section on the Accountability meeting, the Temporary Chairman observed that it was an annual meeting, which had been attended by himself, the Principal and the CFO. He indicated that it was an opportunity for the Principal, in his capacity as Accounting Officer, to meet the accounting officer of the sponsor department. The Principal reported that the meeting had been positive, with a constructive tone and he believed it confirmed the good working relationship between the College and the DfE.

The Principal provided the Governing Body with an update on the progress of the Partnership Agreement, which would replace the current Financial Memorandum and would grant a level of proportionate autonomy for institutions of Further Education in Northern Ireland. He remarked that the process was currently at the first step of the first stage in developing the Partnership Agreement. The Principal reported that a risk assessment

Version: 0.4 Draft



questionnaire had been completed but, unfortunately, the timing had been such that it had not been possible to table the questionnaire for the Governing Body Meeting.

The Principal explained that, following completion of the risk assessment questionnaire, a series of meetings would be held to cover the areas raised in the questionnaire, with respect to the level of risk to the Department in relation to each area. He noted that there had been no feedback received as yet. He observed that there had been only one question in the questionnaire to which the College had responded with less than full confirmation. The Principal indicated that there would be a meeting with representatives of the Department to ascertain if the DfE believed the College should not receive a high score.

Mrs Larkin queried if the College had decided its own score, based on a self-assessment process. The Temporary Chair replied that, following meetings and discussions with the DfE, the score would be agreed. The Principal remarked that the College had been fully compliant, and he believed a score of 7 would be acceptable. The Temporary Chair indicated that the Governing Body needed to maintain oversight of the matter, given its strategic significance.

The Principal turned to the topic of the 14-19 Strategy paper, noting that it was a critically important area, and he invited questions and comments from the Governing Body. Mr Pollard remarked that the presentation and the survey's findings had been quite striking. The Principal indicated that it was not intended to raise the matter in the initial briefing, during the impending inspection, but that the presentation would be made available when speaking to the School's Partnership Manager. He observed that it would be tabled as factual information, as part of an operational briefing. The Principal reported that the ETI required details of how the College established its curriculum and how it interfaced with schools.

The Temporary Chair asked that the achievements of staff and students of the College be formally noted; that there had been several contributors and the contributions had been quite significant.

Action Point 3:

The Principal to provide an update to the Governing Body concerning the meetings to be held with the DfE regarding the Partnership Agreement.

Agenda Item 4: Items for Approval

a) Strategy 2030

With respect to Strategy 2030, the Temporary Chair reported that been referred to the Education Committee for approval and now required formal approval by the Governing Body.



Agreed:

Following due consideration, it was agreed that Strategy 2030 should be approved and adopted.

Proposed by: Steve Pollard **Seconded by:** Heather Reid

b) Code of Conduct and Amendment to Complaints against Governing Body procedure

The Temporary Chair reported that 2 changes had been made, with respect to the Code of Conduct. He noted that the first change had been in relation to Appendices 6 and 7 of the Sanctions section. Mrs Reid observed that the team had carried out a significant amount of work and had endeavoured to strike a balance between a prescriptive approach and a more overarching statement. She indicated that the working group had agreed upon an overarching policy statement.

Mrs Reid observed that the erroneous cross-reference in the Sanctions section had been amended and the wording had been revised, while ensuring there would be no change to the substantive action the Governing Body would take. She recommended approval of the Sanctions Section of the Code of Conduct. No member of the Governing Body dissented. Mrs Reid commented that all comments received from the Governing Body had been incorporated into the Sanctions section.

Turning to Appendix 7 of the Code of Conduct itself, Mrs Reid informed the Governing Body that the Complaints Policy had been amended to facilitate the Governing Body Secretary making a complaint against the Governing Body, or any member thereof.

Agreed:

Following due consideration, it was agreed that the Code of Conduct, as be approved and adopted.

Proposed by: Gareth Hetherington

Seconded by: Karen Fraser

c) Fees Policy 2021/2022

The Chief Finance Officer drew the Governing Body's attention to the Fees Policy for the academic year 2021-2022. He remarked that the Fees Policy for 2020-2021 had been approved by the Governing Body in November 2019 and that the tabled document was being submitted for approval earlier than usual in order to facilitate the earlier production of the College Prospectus. The Chief Finance Officer highlighted that the Fees Policy was being

Page 6 of 14



tabled for approval subject to the proviso that any subsequent amendments would be sent to the Governing Body for review and approval.

Agreed:

Following due consideration, it was agreed that the Fees Policy, in its current form, be approved and adopted, subject to any changes being tabled for review and approval by the Governing Body.

Proposed by: Barbara Larkin **Seconded by:** Alan Woodside

Action Point 4:

The CFO to forward any proposed changes to the Fees Policy for 2021-2022 to the Governing Body for review and approval.

d) Standing Orders

Mrs Reid reported that the Standing Orders working group had met and had taken on board all comments and suggested amendments received from the Governors. The requested amendments had been made and the tabled version of the Standing Orders was being submitted to the Governing Body for approval.

Mrs Reid indicated that it was proposed to carry out a review of the Standing Orders one year after approval, and that the review process would take place every two years thereafter. She explained that the planned changes to the Financial Memorandum and the introduction of the Partnership Agreement was likely to necessitate alterations to the Standing Orders and it would be prudent to ensure the first review took place in a timely manner.

The Temporary Chair noted that a minor tidy-up of the text in paragraph 18.1 would be required. Mr Mackell queried the reference to four standing committees, subject to ancillary permission. Mrs Reid indicated that later sections covered variations to the Articles and obtaining permission from the DfE.

Agreed:

Following due consideration, and subject to the requested amendment to paragraph 18.1, it was agreed that the Standing Orders and the proposed review timeframe, be approved and adopted.

Proposed by: Steve Pollard Seconded by: Carolyn King

Action Point 5:



The Secretary to incorporate the requested amendment to paragraph 18.1 of the Standing Orders.

The Temporary Chair extended his thanks to the members of the Standing Order workshop for the extensive work carried out.

e) Education Committee Terms of Reference

Mrs Reid indicated that the Terms of Reference of the Education Committee had been reviewed and approved at the Education Committee meeting held on 12 February 2020. She noted the amendments regarding members of staff, covered in sections 7.6 to 7.63, which had been discussed at previous Governing Body meetings.

Mr Mackell queried section 3.2, in relation to the ability to invite additional people to meetings of the Education Committee. Mrs Reid replied that the previous version of the wording had not given the committee any power in that regard. Mr Mackell requested that the wording be amended to reflect that the committee could invite individuals to its meetings subject to the approval of the Chief Executive Officer, such approval not to be unreasonably withheld. Mrs Reid undertook to make the requested amendment.

Agreed:

Following due consideration, and subject to incorporation of the requested amendment, it was agreed that the Terms of Reference of the Education Committee be approved and adopted.

Proposed by: Andrew Corbett **Seconded by:** Steve Pollard

Action Point 6:

The Chair of the Education Committee to ensure the requested amendment to section 3.2 of the Terms of Reference is completed.

f) Minutes of a meeting of the Audit Committee, held on 13 November 2019

Mr Bodger noted that the minutes of the Audit Committee meeting which had been tabled, were from the meeting held on 13 November 2019. He observed that a further meeting had subsequently taken place, on 22 January 2020, and that an update would be provided in relation to that meeting during the course of the evening.



Mr Bodger indicated that the minutes of the Audit Committee meeting held on 13 November 2019 had been approved, as an accurate reflection of the meeting, by the committee, and that formal Governing Body approval was now sought.

Agreed:

Following due consideration, it was agreed that the minutes of the Audit Committee meeting held on 13 November 2019 be approved and adopted.

Proposed by: John Mackell Seconded by: Steve Pollard

g) Minutes of meetings of the Education Committee, held on 24 September 2019 and 21 November 2019

Mrs Reid drew the Governing Body's attention to the minutes of the Education Committee meetings held on 24 September 2019 and 21 November 2019. She noted that a further meeting had subsequently taken place on 12 February 2020, and that an update would be provided, in relation to that meeting, during the course of the evening.

Mrs Reid indicated that the minutes of the Education Committee meetings held on 24 September 2019 and 21 November 2019 had been approved, as accurate reflections of the meetings, by the committee, and that formal Governing Body approval was now sought.

Agreed:

Following due consideration, it was agreed that the minutes of the Education Committee meeting held on 24 September 2019, be approved and adopted.

Proposed by: Karen Fraser Seconded by: Alan Woodside

Agreed:

Following due consideration, it was agreed that the minutes of the Education Committee meeting held on 21 November 2019, be approved and adopted.

Proposed by: Karen Fraser **Seconded by:** Steve Pollard

h) Minutes of a meeting of the Finance, General Purposes and Staffing Committee, held on 12 November 2019

Draft Page 9 of 14



Mrs Larkin drew the Governing Body's attention to the minutes of the Finance, General Purposes and Staffing Committee meeting held on 12 November 2019. She noted that a further meeting had subsequently taken place on 21 January 2020, and that an update would be provided, in relation to that meeting, during the course of the evening. Mrs Larkin indicated that the minutes of the Finance, General Purposes and Staffing Committee meeting held on 12 November 2019 had been approved, as accurate reflections of the meeting, by the committee, and that formal Governing Body approval was now sought.

Agreed:

Following due consideration, it was agreed that the minutes of the Finance, General Purposes and Staffing Committee meeting held on 12 November 2019, be approved and adopted.

Proposed by: Heather Reid Seconded by: Andrew Corbett

Agenda Item 5: Items for Information

a) Financial Governance Report

The Chief Finance Officer ("CFO") informed the Governing Body that the most recent matter to report was the financial forecast for the periods ending 31 March and 31 July 2020. He indicated that the forecast had been tabled and reviewed in detail at the most recent meeting of the Finance, General Purposes and Staffing Committee meeting.

The CFO observed that the forecasted numbers were based on the period 4 management accounts and that the College was on track to meet its targets for both year-end dates.

He reported that, at present, the income figures for the end of March were likely to be higher with respect to TFS; that staffing costs had increased due to pay increases during the year but that, overall, the expected result remained on target.

With respect to the proposed business development work in the Republic of Ireland, the CFO reported that delays in establishing the business had reduced expected income by roughly £200,000 in the year to end of July. It was expected that this shortfall would be cancelled out by higher than anticipated TfS income. In terms of expenditure, he reported that there had been no significant change in the year to end of July, with staffing-related costs decreasing by between £30,000 and £40,000 and non-staffing costs increasing by approximately £30,000.

The Temporary Chair asked if there had been any development in relation to local authority rates. The CFO replied that the College was feeding into the revaluation work, which was incorporating proposed changes to district and regional rates. He reported that the College had highlighted the financial pressure it would face from the proposed increase, which was currently estimated at £500,000; giving an overall rates liability of approximately £1,500,000 for SERC and a rise of £3,000,000 for the sector.

Version: 0.4 Draft Page 10 of 14



The CFO indicated that it would not be possible for the College to mitigate such a significant increase. The Principal noted that while council rates had been agreed, regional rates had not and both district and regional rates constituted the full rate charge applicable. He remarked that there was still no real clarity as to what the ultimate outcome would be, but he understood that the regional rate was increasing as part of the total rate bill. The Chief Finance Officer concurred, noting that regional rates were increasing more quickly than district rates. He anticipated the increase in regional rates could be as much as 4%, which was a sizeable increase.

Mr Mackell asked for additional information in relation to the £200,000 loss of income applicable to the delay in developing the businesses in the Republic of Ireland. The Principal indicated that there was significant demand for gas training, but the College could not begin to provide this training until it had received approval from the QQI, the educational awards body in the Republic of Ireland. He remarked that there was no clarity as to when this matter would be resolved, and that work could not proceed until such time as the College received a stamp of approval.

The Temporary Chair opined that it would be a challenge to catch up on lost time. The CFO remarked that it would be difficult to do so during the current year, but it could be recouped, albeit over a longer period. Mrs Larkin queried if there was a possibility the people seeking training could instead go to another course provider. The Principal replied that there was only one provider currently in the Republic of Ireland.

b) **Staff Governors' Reports**

Mrs King noted that there were no items of significance to bring to the attention of the meeting, with respect to corporate staff matters. She invited the Governing Body to ask questions if they had any queries or concerns.

Mr Corbett informed the Governing Body that the main focus of academic staff, at present, was the inspection which was due to commence on Monday, 2 March, and which would focus on evaluation. He invited the Governing Body to ask questions if they had any particular queries or concerns.

c) **Student Governor Report**

Mr Stanley provided the Governing Body with an overview of the Student Union's activities, covering the period from December 2019 to February 2020. He commenced by noting that the main focus had been on increasing the Student Union's presence across all SERC campuses, via delivery of events and activities, as well as developing capacity to support students by means of implementation of Peer-led Student Union Drop-in Centres.

With reference to the key highlights of the period under review, Mr Stanley noted that road safety events had been run in Lisburn and Downpatrick: there had been a Refreshers Fair event, which had attracted over 1,000 students: and that two new staff members had joined the Student Engagement Team via the SERC Internship Academy. Mr Stanley updated the Governing Body on the wide range of other activities in which the Student Union was involved, noting the charitable works, mental health support and other supportive and informative events.

Version: 0.4 Draft



Turning to the Student Union's planned focus for the period March to June 2020, Mr Stanley reported that the key areas would include research into student poverty, a review of the HE class representative selection process and support for representatives, once elected: an International Woman's Day event, Action Mental Health sessions and the AGM of the Student Union, and Student Governor nominations and elections.

d) Audit Committee briefing on meeting held on 22 January 2020

Mr Bodger, in his capacity as Chair of the Audit Committee, commenced his report on the committee meeting held on 22 January 2020 by noting that a follow-up review in relation to Data Protection/GDPR had been requested from Grant Thornton. However, this review remained outstanding and was unlikely to be provided until June 2020. He observed that Grant Thornton did not wish to extend its contract for Internal Audit services for the 6 colleges and that NRC was currently leading the procurement exercise for a replacement.

Turning to the Partnership Agreement, Mr Bodger informed the meeting that it was still unclear what level of proportionate autonomy would be selected by the DfE in relation to the colleges.

With respect to the Strategic Risk Register, Mr Bodger indicated that there were no items of concern to bring to the Governing Body's attention and that the presentation on IT resilience had been useful and reassuring. He observed that there were no policies which currently needed to be reviewed. He observed that the Internal Audit Employee Engagement Report had been concluded and that the IA Progress Report was in line with the timetable. Lastly, Mr Bodger informed the Governing Body that there had been no issues identified with respect to the fraud update.

The Temporary Chair asked if there were any issues anticipated in relation to the replacement of the Internal Auditors and if it was likely the replacement would be in place for the next academic year. The Chief Finance Officer replied that it was expected to have a new Internal Auditor in place by the start of the new college year and no obstacles were anticipated.

With respect to the proportionate autonomy aspect of the Partnership Agreement, the Temporary Chair asked if it was expected that the same level of autonomy would apply to all colleges. The Principal replied that conflicting information had been received.

e) Finance, General Purposes and Staffing Committee briefing on meeting held on 21 January 2020

Mrs Larkin, in her capacity as Chair of the Finance, General Purposes and Staffing (F & GP) Committee, commenced her presentation regarding the committee meeting, held on 21 January 2020, by referring to correspondence received from Beverly Harrison of the DfE, which advised of a move away from PSD. She observed that the Fees Policy had been reviewed to accommodate the earlier production of the College Prospectus and she informed the Governing Body that this review would be carried out during April each year going forward.

Turning to the topic of business development in the Republic of Ireland, Mrs Larkin indicated that work was ongoing in relation to establishment of College entities in that jurisdiction. She noted that the original intention had been to set up College companies in the Republic of Ireland but that recently obtained legal advice had recommended establishment of a UK subsidiary company of the college with a branch in the Republic of Ireland.



Mrs Larkin informed the meeting that Paula Philpott, Head of The Learning Academy, had given a presentation at the F & GP Committee meeting, which had been very informative.

Action Point 7:

The Governing Body to ensure the Annual Meeting Schedule is amended to reflect the change of date for approval of the Annual Fees Policy to April each year.

f) Education Committee briefing on meeting held on 12 February 2020

Mrs Reid, in her capacity as Chair of the Education Committee, provided the Governing Body with a verbal update regarding the most recent meeting of the committee, which had been held on 12 February 2020. She commenced by noting that the meeting had addressed many of the matters which had been discussed during the course of the current meeting, including finalisation of documentation.

With respect to the presentations made to the committee, Mrs Reid reported that a significant piece of work had taken place in relation to special needs, to ensure compliance with legislation and obligations. Regarding the Cause for Concern register, Mrs Reid highlighted that this register was established to address matters such as mental health issues and homelessness, and it was not concerned with educational needs. She remarked that issues such as mental health and homelessness issues appeared to be continuing to rise, and it was recognised that this was a societal issue. Mrs Reid reported that Mr Pollard had proposed benchmarking the College against other colleges or the province as a whole. She noted that there was an action point to follow up in relation to mental health matters, which the Education committee proposed to make a key action. She stated that Mr Pollard had undertaken to liaise with Mrs McKee regarding this work and that he would speak to the matter at the next Governing Body meeting.

Mrs Reid noted that other topics covered at the Education Committee meeting held on 12 February 2020 had included the 14-19 Strategy and the committee's Terms of Reference. She indicated that the next significant piece of work for the committee was the College Development Plan for the next academic year.

Action Point 8:

Mr Pollard to carry out work in relation to mental health matters and to provide an update at the next meeting of the Governing Body.

g) Minutes of the Chair's Working Group meeting, held on 23 October 2019

The Temporary Chair provided the meeting with an overview of the Chair's Working Group meeting which had been held on 23 October 2019. He commenced by noting that minutes of the meeting had been tabled for information and that there was a detailed commentary on how the Governing Body would be taking forward Mr Steven Mungavin's report.

Page 13 of 14



6. Any other business	
The Principal informed the meeting that the principal of the Belfast Metropolitan College wa	s due to retire.
No other business was discussed.	
7. Confidential Business	
At this juncture, Mrs King, Mrs McKee, and Messrs Stanley, Parfitt, Corbett, Martin and Sm [18:39]	nyth left the meeting.
A separate note was taken for this item.	
Date of next Meeting:	
The next meeting of the Governing Body is scheduled to take place on Monday 27 April 2020 Lisburn Campus.), at 17:30, at the
The meeting concluded at 19:20	
Signed: Date:	
Temporary Chair of the Governing Body	