



TyneCoastCollege

Meeting of the Board

<u>Venue:</u>	via Microsoft TEAMS
<u>Date:</u>	Wednesday 15 December 2021
<u>Time:</u>	4.00pm – 6.35pm
<u>Present:</u>	George Clark (GCI) Sheila Alexander Malcolm Grady Gary Hindmarch Martin Hottass Mark Overton Ian Pippin Colin Seccombe Donya Urwin Andrew Watts (AW) Susan Wear Lindsey Whiterod (LWh)
<u>Apologies:</u>	Andy Walton Jacqueline Watson
<u>In Attendance:</u>	Neil Longstaff (Director of Governance) Jane Cuthbertson (Chief Finance Officer) Lorna Lister (Governor Support Officer) David Hoose (Mazars) – Statutory Accounts item only

ITEM NO.	ISSUES	ACTION
1.	Apologies for absence Owing to the Chair having access issues Dr Grady took the Chair. Dr M Grady in the Chair. The Board received and approved apologies for absence from those identified above after having first considered the reasons for their absence.	
2.	Declarations of interests The Chair reminded members to declare any conflicts of interest as they arose on the agenda. There were standing declarations for links to Tyne Coast Academy Trust for the following: AW, MO, GC, MG, CS and LWh.	
3.	Performance and Salary Review feedback of Snr Post Holders Confidential item (restricted)	

	<i>GC joined the meeting</i>	
4.	<p>Minutes</p> <p style="text-align: center;">Mr G Clark in the Chair</p> <p>The minutes of the meeting of the Board held on 20 October 2021 were approved and were to be signed by the Chair.</p> <p>Matters Arising not covered elsewhere on the agenda</p> <p><u>4.1 Sellers Agents Fee</u> It was confirmed that the 2.5% fee was no longer relevant.</p> <p><u>4.2 Governance Update</u> Proposals from SA looked encouraging and were to be looked at further. Other stakeholder proposals were to be picked up with the new Interim Principal.</p> <p><u>4.3 TCC Strategic Plan 2020-25 and progress against Strategic Priorities</u> Confidential item</p>	
5.	<p>Chair's update (College Board)</p> <p>The Chair explained it had been a difficult year for the College and predicted a difficult year ahead but was positive about the future.</p> <p>The Chair and Vice Chair attended the AoC Annual Conference, which very much focused on the Green Agenda and Equality, Diversity & Inclusion.</p> <p>The Chair stated that they attended many sessions over the duration of the conference and had a list of issues that were prominent throughout the sessions that they needed to discuss with the CEO.</p> <p>There was a discussion around EDI and looking at inclusion in its broader sense, engaging with the local community and bringing those findings back for discussion to the governing body. A governor asked could an EDI survey be conducted with the staff and from the feedback devise an action plan. Two governors (AW/MH) offered to assist with this piece of work.</p>	AW/MH
6.	<p>Report of the Chief Executive</p> <p>The purpose of this report was to provide the Board with a regular report on key activities and issues from the Chief Executive.</p> <p>The CEO drew the attention of governors to the following:</p> <ul style="list-style-type: none"> • Campus Development Update • Storm Damage following Storm Arwen to Campuses • Marketing Activity Update (all brands) • South Shields marine School Update • South Shields marine School Weekly Bulletin • Digital Update • Kickstart Update • FE Commissioner Update – Nov 2021 <p>LWh confirmed that the Government announced Covid Plan B yesterday but assured Governors that the College remained open and students and staff were to still attend. Lines of communication were open for both staff and students to contact the College in the event they</p>	

	<p>felt at risk due to any underlying health issues. The College was following all the guidance from the DfE and Public Health. The concern was how to keep the College operating with a significant number of staff being absent. Contingency plans were in place especially around those most vulnerable and non-attenders to continue the engagement with learners.</p> <p>The College was liaising with the ESFA on how to support the 'big push' on vaccinations regarding space, volunteers and spreading the word. The ESFA offered a range of opportunities for work experience for the students.</p> <p>LWh explained that Nigeria had just been removed from the 'Red' list regarding movement worldwide re. Covid and was hopeful the Nigerian students could now travel to the College in January 2022.</p> <p>LWh highlighted 23 Student Ambassadors had been recruited which was very positive.</p> <p>LWh stated Skills Boot Camps were up and running at TyneMet. A governor explained that Skills Boot Camps would in the future become inspectable so was happy to offer his services around recruitment to those areas.</p> <p>Regarding Ofsted, it was noted they had received vast investment to the tune of £24m from the Government to inspect all schools and colleges over a 3-year period starting in September 2022.</p> <p>LWh highlighted partnership working with Marden High.</p> <p>A card from HM had been received thanking the College for their gift for long service, LWh thanked the Board and noted it was much appreciated by HM.</p> <p>A governor highlighted that at the AoC conference the new FE Commissioner, Shelagh Legrave, gave an interesting speech on where her efforts were going to be placed regarding her role. The FE Commissioner viewed local Colleges as the centre of the local community as an adult education provision. Emphasis was placed on Ofsted to inspect where Colleges deliver local and national skills needs. It was commented that the Board could benefit from an update to understand the local skills needs and how the college was contributing toward this. It was also noted that the Education and Training Foundation, funded by the DfE, provided a range of training courses available to upskill and professionalise Governors, which were free to attend. The Skills Matrix was highlighted by a Governor, which identified that the Community and Local Employer Needs was the weakest area. It was noted that further work was to be completed in this field.</p> <p>LWh explained to the Governors that she was no longer continuing with the role of a National Leader and was to inform Shelagh Legrave in the new year, LWh felt under the circumstances the College was a priority and felt that it was a natural end to the role after completing 5 years in post.</p> <p>Resolved: That the Board agree to receive the report and acknowledge the information provided.</p>	
7.	<p>Academy Trust Update</p> <p>The purpose of the report was to provide the Board with a regular report on key activities and issues within the Academy Trust.</p> <p>The following areas were noted in the report:</p> <ul style="list-style-type: none"> • Tyne Coast Academy Update • Central Team Update 	

	<p>LWh was pleased to report that a new Head Teacher had been appointed to Walker Riverside Academy, which was an excellent addition to the team. It was noted he might not be able to join until May/June but noted it was the norm in schools. This would then release the Deputy CEO into a full time role adding that extra support to the CEO.</p> <p>Resolved: That the Board agree to receive the report and acknowledge the information provided.</p>	
8.	<p>College Self-Assessment Reports 2020-21 and Quality Improvement Plans 2021-22</p> <p>Confidential item</p>	
9.	<p>Internal Audit Annual Report (Internal audit annual opinion)</p> <p>The internal audit annual report had been presented to and discussed with the Audit Committee where RSM, the College's internal auditors were in attendance and confirmed that overall, they were pleased that the college had an adequate and effective framework for risk management, governance and internal control.</p> <p>Some recommendations had been made to further enhance frameworks where applicable, which the college had agreed to implement. All audits received were either reasonable or substantial assurance with substantial assurance being the highest assurance that could be given.</p> <p>To enhance security and confidentiality around college business Audit Committee had requested that all College Governors were to use their allocated college email addresses.</p> <p>Resolved:</p> <ol style="list-style-type: none"> i. That the report is received and approved. ii. That the Audit Committee request that all College Governors are to ensure their personal devices are updated to enable College email addresses to be utilised by Easter 2022 for all college business. 	NL/LL
10.	<p>Annual Report to Board from Audit Committee</p> <p>The Chair of Audit Committee introduced the Annual Report for the College highlighting key areas for governors' consideration.</p> <p>It was explained that the Board were required to receive a report on the work of the Audit Committee (audit functions) on an annual basis before the signing of the statutory accounts.</p> <p>The Audit Committee had received the report and concluded that the information provided allowed them to recommend the signing of the statements of governance and internal control by the Chief Executive and Chair as part of the College's annual reports.</p> <p>Resolved: That the Board agree to receive the report and acknowledge the information provided.</p>	
11.	<p>Student Union Accounts 2020-21</p> <p>This report was to provide governors with details of the Student Union accounts results for 2020/21 and an overview of activity in the year.</p> <p>The purpose of the Students' Union was to provide extracurricular enrichment activities for all college students. In 2020/21 a budget of £15,000 was provided by the College to support</p>	

	<p>these activities.</p> <p>The Board agreed that £7k could be transferred to the Marketing department for student activity and The Student Union had donated £7,383 of its annual budget into the Dr Winterbottom Charitable Fund (DWCF) in order to fully utilise its annual budget in accordance with the July 2019 Board resolution.</p> <p>Resolved: That the information is received and acknowledged.</p>	
12.	<p>Annual Reports and Financial Statements for the Year Ended 31 July 2021 including Regularity Audit opinion and representation letter</p> <p>The Board received the accounts for Tyne Coast College, which had been circulated in advance of the meeting. It was reported that the accounts had been considered in detail by the Audit Committee, recommending their approval by the Board.</p> <p>The specific areas where appropriate signatures were required were highlighted and questions were invited. Areas requiring formal approval were:</p> <ul style="list-style-type: none"> • Strategic Report (by Chair of Board) • Statement of Corporate Governance and Internal Control (by Chair of Board and Chief Executive) • Statement on the College's Regularity, Propriety and Compliance (by Chair of Board and Chief Executive) • Statement of responsibilities of the Members of the Board (by Chair of Board) • Financial Statements (by Chair of Board and Accounting Officer) <p>Reference was also made to the Regularity Audit Opinion and Management Letters. Members recommended that the Letters of Representation from auditors (Management Letters) be signed on behalf of the Board.</p> <p>JC confirmed that auditors had issued an unqualified audit opinion.</p> <p>DH reported that this was another very clean external audit process. Any matters that were outstanding, when presented to Audit Committee had all now been addressed. Therefore, the auditors were in a position to sign off and there were no internal control recommendations.</p> <p>It was noted that electronic signatures were acceptable to sign off the accounts/letters.</p> <p>The auditors expressed thanks to JC and her team for an exceptional Audit Completion Report and stated in the College sector this was one of the best they had seen.</p> <p>The Chair of the Audit Committee thanked JC and the Auditors for the quality of the report.</p> <p>The Chair of the Resources and Finances Committee commented that there were no adjustments required to the management accounts following the audit completion report. The Board thanked JC, her team and the Auditors for their hard work through a particularly difficult year.</p> <p>Resolved:</p> <ol style="list-style-type: none"> i. That the annual report and accounts for Tyne Coast College for the Year Ended 31 July 2021 are approved and that the appropriate persons, as identified in the papers, are authorised to sign the relevant sections of the documents (as detailed above) on behalf of the Board. ii. That the Chair or Chief Executive is authorised to sign the Letters of Representation from auditors. 	<p>GC/ LWh</p> <p>GC/ LWh</p>

<p>13.</p>	<p>Tyne Coast College Financial Plan 2021-23 from ESFA</p> <p>The purpose of this report was to confirm the College Financial Forecasting Return (CFFR) had been provided to the ESFA.</p> <p>The ESFA returned a 'good' for both the latest outturn forecast year (20/21) and current budget year (21/22).</p> <p>The ESFA provided a financial dashboard for the Governors to review, which included key performance indicators and measures those against both target benchmarks and benchmarks achieved in the education sector. It had produced some interesting information that the finance team were going to look into further and present to a future meeting of the F&R Committee around three key areas of performance.</p> <p>It was noted that the graphs included in the report were to be discussed in detail by the F&R Committee meeting so that the governors had an overall understanding of the information provided and could challenge accordingly.</p> <p>It was noted that the College must submit their 20/21 financial statements and supporting documentation to the ESFA by the 31st December 2021.</p> <p>Resolved:</p> <ol style="list-style-type: none"> i. That the Board accept the report and acknowledge the information as presented. ii. That the Board note the letter from the ESFA. 	
<p>14.</p>	<p>Management Accounts and Commentary</p> <p>Confidential item</p>	
<p>15.</p>	<p>Budget implications</p> <p>Confidential item</p>	
<p>16.</p>	<p>LIBOR transition and Application of the Seal</p> <p>The purpose of the report was to update the Board regarding the switch from LIBOR to the Bank of England Base Rate plus Credit Adjustment Spread.</p> <p>The Chief Finance Officer (CFO) reported that the Corporation had on 30 July 2018 entered into a revolving credit facility agreement between (1) the Corporation and (2) Santander UK plc (Lender) (RCF Facility Agreement).</p> <p>It was noted that the Corporation had been requested to enter into an amendment agreement to document the transition from LIBOR ahead of its cessation at the end of December 2021 and to incorporate a rate switch from LIBOR to the Bank of England Base Rate and CAS with effect from 1 January 2022 (Amendment Agreement).</p> <p>It was reported that governors were being asked to consider and if thought fit, approve the arrangements (Transaction) to be affected under or pursuant to the Amendment Agreement.</p> <p>The following documents (Documents) were produced to the meeting:</p> <ul style="list-style-type: none"> • The executed RCF Facility Agreement; • The final form of the Amendment Agreement; and • An officer's certificate. 	

	<p>The terms of the Documents were duly and carefully considered the detailed terms in relation to the Amendment Agreement including:</p> <ul style="list-style-type: none"> • that the rate used to calculate interest under the RCF Facility Agreement would change from LIBOR to the aggregate of the Bank of England Base Rate and CAS with effect from interest periods commencing 1 January 2022 on the terms of the rate switching schedule; • that the changes introduced would not affect the margin applicable to the facility made available under the RCF Facility Agreement; • that the existing guarantees and security and all other provisions of the RCF Facility Agreement would remain in full force and effect; and • that prepayments of the compounded Bank of England Base Rate loans were permitted no more than twice in any financial quarter. <p>The Documents were fully and carefully considered by the board members noting the commercial reasons why the Corporation should enter into the Amendment Agreement.</p> <p>The board then considered whether it was in the interests of the Corporation to execute the Amendment Agreement.</p> <p>Governors were made aware that to enable the Amendment Agreement to be entered into by the Corporation, the Board must have formed the bona-fide opinion that they were of commercial benefit to the Corporation and in the Corporation's best interests to enter into the Documents and that the entering into of the Amendment Agreement was for the purpose of furtherance of educational objects and in the best interests of the Corporation and its students.</p> <p>It was concluded that the execution and delivering of the Amendment Agreement and the performance by the Corporation of its obligations under the Documents would not contravene any provisions of the Instrument of Government and Articles of Government of the Corporation or any agreement or obligations of, or limitation or restrictions on the Corporation or its governors.</p> <p>Resolved:</p> <ol style="list-style-type: none"> i. That the terms of, and the transactions contemplated by, the Amendment Agreement and any ancillary or related documents be and are approved and that the Corporation execute the Amendment Agreement and any related or ancillary documents. ii. That the Chair and Vice Chair are authorised to sign the Amendment Agreement and any ancillary or related documents to the Amendment Agreement under the Seal of the College and in doing so to agree and approve any amendments made to the Amendment Agreement and any such ancillary or related documents after the holding of this meeting. iii. That any board member, on behalf of the Corporation, is authorised to: <ul style="list-style-type: none"> • issue from time to time any certificate required under the terms of any of the Amendment Agreement; and • certify as a true copy any document, a true copy of which is to be delivered by the Corporation to any person in connection with or pursuant to any of the Amendment Agreement. 	
17.	<p>Governance update</p> <p>The purpose of this report was to provide an update on governance arrangements for the College.</p> <p>This paper covered the following areas:</p> <ul style="list-style-type: none"> • The current composition and membership of the College Board and its committees. 	

	<ul style="list-style-type: none"> • Succession planning – reviewed recommendations from the Governance and Search Committee regarding appointments to the Board. • An update on the performance review of the Board during 2020-21. • To receive the latest Governance Position paper, which has been endorsed by the Governance and Search Committee. • Terms of office for Chairs of Committees. • Mandatory Training and future training opportunities. • Governor attendance 2020-21. <p>It was noted the two potential Governors David W Bavaird and Clive Johnson who met with the Governance and Search Committee were recommended to be appointed by the Board. They felt they would bring a wealth of knowledge and strengthen the performance of the Board.</p> <p>NL informed the Board he had received an enquiry from NH about a Governor role. NH had met with LWh to discuss the role in further detail. LWh recommended that Mr NH join the Business Development group with the longer-term plan of joining the Board through the formal process in the Summer.</p> <p>The governance position paper was provided for information. It was noted the paper had been updated, scrutinised and approved by the G&S Committee.</p> <p>NL discussed the Board Performance Review and noted that G&S Committee would analyse the responses as well as taking into the account the forthcoming Chair/Governor 1:2:1's to develop a Governance Action Plan.</p> <p>NL asked Governors to complete all mandatory training, a Governor queried that he had already completed all courses in his current employment, and could those certificates be shared with the college? NL stated he would confirm if this was acceptable.</p> <p>NL informed the Board that the G&S Committee recommend that the Board sets a term of office of Chairs of its Committees to a minimum of two years.</p> <p>Resolved:</p> <ul style="list-style-type: none"> i. That the Board accept the report acknowledging the information as presented. ii. That the Board agree to the appointment of David W Bavaird and Clive Johnson as College Governors with effect from 4 January 2022 for an initial period of one year. iii. That the Board agree to accept Mr Neil Henry onto the Business Development Group with the view to taking post as a Governor in the Summer. iv. That the Governors complete any outstanding mandatory training modules as soon as possible and agreed to sign up to the Education & Training Foundation (EFT) Governance Development Programme at a cost of £200 per annum. v. That any outstanding skills audits are to be completed as soon as possible vi. The Board agree to accept G&S Committee's recommendation of Chairs of Committees having a minimum term of two years (subject to individual terms of office). 	<p>NL</p> <p>NL</p> <p>NL</p> <p>All</p>
<p>18.</p>	<p>Annual Report on Risk Management 2020-21</p> <p>This report provided the Board with an update on risk management in order to assist them in reviewing the college framework of governance and internal control.</p> <p>The following activity had taken place since the last annual update on risk management:</p> <ul style="list-style-type: none"> • The corporate risk register was reviewed regularly by the College Management Team • Training has been undertaken for new risk managers. 	

	<ul style="list-style-type: none"> Operational risk registers for all areas of Tyne Coast College were reviewed at performance monitoring meetings. The college risk appetite was shown with only 7% of residual risks being primary risks. <p>A governor asked who was taking the actions assigned to the previous Principal in post? It was confirmed the Interim Principal was being allocated the outstanding actions.</p> <p>A governor highlighted risk 117 External Factors and Compliance, the residual risk was still listed at primary, he noted there were some smaller risks in that group and asked could this area be broken down even further? JC was to address the request.</p> <p>LWh noted that the Risk Register would be reviewed and a new risk rating against Violent Incidents and Knife Crime would be incorporated.</p> <p>Resolved: That the Board accept the report acknowledging the information presented.</p>	<p>JC</p>
<p>19. Annual Report on Safeguarding</p>	<p>The purpose of this report was to provide the Board with an annual report on Safeguarding. This report had been endorsed by Senior Executive Group and the Quality, Curriculum and Standards Committee.</p> <p>The safeguarding report provided information on progress against 2019/20 actions, safeguarding referrals, multi-agency working and statutory guidance and actions for 2020-21.</p> <p>A Governor asked when did the Board receive the Prevent report? LWh would check this information and get back to the Board.</p> <p>The Safeguarding Link Governor assured the Board that he met regularly with Rob Grainey and had discussed all safeguarding incidents in detail. He noted that they were all dealt with efficiently and effectively and all statutory agencies were involved. It was noted that the early intervention by the college and supporting agencies meant the learners were kept safe.</p> <p>The staff involved in safeguarding understand a lot of the issues that young people faced today, swift support was in place to deal with any arising issues and he felt they were making a real difference to the learners.</p> <p>A governor asked could the trend for disclosures be monitored over the next couple of years.</p> <p>Resolved: That the Board agree to receive the report and acknowledge the information presented.</p>	<p>LWh</p> <p>LWh</p> <p>LWh</p>
<p>20. Annual Health and Safety Report incorporating policy update</p>	<p>This paper updated the Board on accident/incident data and significant Health and Safety developments during 2020/21 academic year at Tyne Coast College (TCC).</p> <p>It was noted that this paper had received scrutiny by the Quality, Curriculum and Standards Committee.</p> <p>The following areas were discussed:</p> <ul style="list-style-type: none"> It summarised the changes to the health and safety policy that were approved by the committee with the changes shown as an appendix at the back of the report. Provided an update on College accident statistics It gave a summary of reportable accidents It detailed major issues raised at Local Safety Meetings 	

	<ul style="list-style-type: none"> • It gave an update on staff training. <p>Resolved: That the report is approved, as presented.</p>	
21.	<p>Student Union Report</p> <p>NL reported that the Head of Student Services had informed him that owing to Covid there had been little progress with the establishment of the Student Executive Team but it was noted that a request to fill for the President position had been authorised and an advert placed on the 13th December 2021 with a hopeful appointment by mid-January.</p> <p>Marketing merchandise had been approved ready for the launch along with a schedule for the social media campaign.</p> <p>Once the President had been appointed then the Executive Team could be put into place.</p> <p>Resolved: That the Board acknowledge the update provided.</p>	
22.	<p>UKVI report</p> <p>This report was to update governors on the College's UKVI and Immigration sponsor status.</p> <p>LWh highlighted the following:</p> <ul style="list-style-type: none"> • Notification of Change in College's UKVI Officers • Successful Compliance Audit • Successful Licence Renewal <p>Resolved: That the Board agree to receive this report.</p>	
23.	<p>Annual Pay award</p> <p>Governors were aware that as part of the 21/22 budget setting process a 1% pay award was built into the budget.</p> <p>The paper outlined the process that was undertaken following AOC announcement with the unions and following this a recommendation was taken to the Board in December 2021 for decision making regarding a payment of a pay award.</p> <p>Whilst the October management accounts were showing a forecast better than the budgeted position, there had been another Coronavirus identified and it was not yet known the impact this would have upon commercial income, particularly within the Marine School with changes in quarantine and testing arrangements.</p> <p>Resolved: That the pay award for 2021/22 is to be retained within the forecast and not released, leaving a decision pending to later in the year.</p>	
24.	<p>Minutes of Committees of the Board</p> <p>The minutes of the meetings of the following committees were received by the Board:</p> <ul style="list-style-type: none"> • HE SER Working Group – 4 November 2021 • Quality, Curriculum & Standards - 10 November 2021 • Governance and Search - 17 November 2021 • Finance & Resources Committee -24/29 November 2021 and Restricted minute • Audit Committee - 1 December 2021 	

<p>25.</p>	<p>Subcontracting Supply Chain Policy</p> <p>The purpose of this report was to inform the Board of the updates on the Subcontracting Supply Chain Policy.</p> <p>The policy had been reviewed and updated by the Assistant Principal for Quality and endorsed by both College Management and the Finance & Resources Committee.</p> <p>The policy had been updated based on the feedback from an internal subcontracting controls audit in July 2021 and ESFA guidance updated in October 2021.</p> <p>Resolved: That the Board approve the Policy and acknowledge the information as presented.</p>	
<p>26.</p>	<p>Any Other Business</p> <p><u>Land Sale</u> Confidential item</p>	
<p>27.</p>	<p>Identification of Confidential items</p> <p>Resolved: That the following matters are to remain confidential:</p> <ul style="list-style-type: none"> • Item 4.3 – Matters arising (Strategic Plan) • Item 6 Report of the Chief Executive (Staffing/student matters) • Item 8 - College Self-Assessment Reports 2020-21 and Quality Improvement Plans 2021-22 • Item 14 – Management Accounts • Item 15 – Budget Implications • Item 26 AOD (Land Sale) 	
<p>28.</p>	<p>Date and Time of the next meeting</p> <p>Wednesday 6 April 2022 at 4pm via TEAMS</p>	

Chair: Date: