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**PUBLIC MINUTES OF
THE BOARD OF GOVERNORS MEETING HELD ON
15 DECEMBER 2022
C128a/b, Gloucester Campus**

Present:

Mr W Abbott (External) (Chair)
Ms K Blackbird (External)
Ms J Buckland (Staff) item 104 onwards
Mr M Burgess (Principal)
Mr P Carr (External)
Mr A Dover (External)
Mr S Harvey (External)
Mr D Humphreys (Staff Governor)
Ms M James (External)
Mr P Lachecki (External) item 104 onwards
Dr H Moyes (External)
Ms E Narey (External)

Apologies:

Ms H Ridler (External)
Ms C Rosser-Mayo - HR Director

In Attendance:

Mr A Bates - Chief Financial Officer
Dr K Morris - Vice Principal, Curriculum and Quality
Mr D Kettleby - Director of Student Employment and Experience, Curriculum Innovation and Students
Ms J Cosson - Governance Professional and Clerk to the Board of Governors

Attendance: 92.3 %

101/22 Private Business

None.

102/22 Apologies

Were noted as above.

103/22 Declarations of Interest

It was confirmed that the Register of Interests recorded all of the current declarations of interests of those present.

104/22 Membership Proposals

Members considered the report and recommendations from GRS.

RESOLVED: Members noted the position with regard to Board Membership and approved the following recommendations:



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1. That Peter Lachecki be appointed as an External Member of the Board and a member of the Audit Committee for a term of 4 years from 15 December 2022 to 14 December 2026.
2. That Jessica Buckland be appointed as Staff Governor and a member of the Curriculum and Quality Committee for a term of 2 years from 15 December 2022 to 14 December 2024, subject to remaining as a GC staff member.
3. That the designated Board size remain at 17 Members for the time being (12 External Members).

JB and PL joined the meeting and were welcomed as new Members.

105/22 Confidentiality of Items

As marked (C) for a period of two years. All the marked items were declared confidential on the grounds of commercial sensitivity.

106/22 Minutes of the Meeting of 1 December 2022

The minutes of the meetings were approved as a true record and signed by the Chair.

107/22 Matters Arising from the Minutes and Actions Matrix

Members were provided with an Actions Matrix and noted the status update of each item.

108/22 AGM of Subsidiary Companies to Approve Financial Statements and reappoint directors: (C)

AB reminded Members of the purpose of each subsidiary company.

AD is the Board's representative on each of the subsidiary company boards.

- **Betaris Training Limited**

The Directors of Betaris Training Limited and the Members of the Board considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Betaris Training Limited and the Members of the Board:

1. Approved the Financial Statements of Betaris Training Limited for the year ended 31 July 2022 and authorised their signature by AB on behalf of the Company; and
2. Approved the re-appointment of Anthony Dover, Matthew Burgess, Louise Lisseman, Vanessa Pollok and Andrew Bates as Directors of Betaris Training Limited as required by the Articles of Association of the Company.



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ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Betaris Training Limited closed.

- **Gloucestershire Facilities Management Limited**

The Directors of Gloucestershire Facilities Management Limited and the Members of the Board considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Gloucestershire Facilities Management Limited and the Members of the Board:

1. **Approved the Financial Statements of Gloucestershire Facilities Management Limited for the year ended 31 July 2022 and authorised their signature by AB on behalf of the Company;**
2. **Approved the re-appointment of Anthony Dover, Matthew Burgess, Andrew Bates and Carly Rosser Mayo as Directors of Gloucestershire Facilities Management Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Gloucestershire Facilities Management Limited closed.

- **Gloucestershire Professional Services Limited**

The Directors of Gloucestershire Professional Services Limited and the Members considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Gloucestershire Professional Services Limited and the Members of the Board:

1. **Approved the Financial Statements of Gloucestershire Professional Services Limited for the year ended 31 July 2022 and authorised their signature by AB on behalf of the Company; and**
2. **Approved the re-appointment of Anthony Dover, Matthew Burgess, Andrew Bates and Carly Rosser Mayo as Directors of Gloucestershire Professional Services Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Gloucestershire Professional Services Limited closed.

- **New College Developments Limited**



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The Directors of New College Developments Limited and the Members considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of New College Developments Limited and the Members of the Board:

- 1. Approved the Financial Statements of New College Developments Limited for the year ended 31 July 2022 and authorised their signature by AB on behalf of the Company; and**
- 2. Approved the re-appointment of Anthony Dover, Matthew Burgess and Andrew Bates as Directors of New College Developments Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of New College Developments Limited closed and the GC Board Meeting resumed.

109/22 Approval of Annual Reports

Regulatory Self-Assessment Questionnaire

The Clerk took members through the Regularity Self-Assessment Questionnaire, highlighting the areas that had been updated since last year. The document had been reviewed by the Audit Committee and the External Auditors.

The Audit Committee recommended the document to the Board for approval.

Audit Committee Annual Report to Board

The Chair of the Audit Committee (AD) invited Members to consider the Annual Report of the Audit Committee. It was noted that this would be sent to the ESFA by 31 December 2022.

The report is a requirement of the Post 16 ACOP. The draft report had been reviewed and approved by the Audit Committee, taking into account the assurances provided to the Committee and the Board in the reports of the College's auditors.

Based on the work of the Committee during the period and the findings of the Internal and External Auditors and other regulatory bodies, the Audit Committee stated that it believes that the Board's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets are adequate and effective.

The Audit Committee recommended the report to the Board for approval and submission to the ESFA.

SSEC Annual Report to Board



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The Chair of the SSEC (SH) presented the Annual Report of the SSEC to the Board as required by the Colleges' Senior Post Holder Remuneration Code December 2018, which the Board adopted in April 2019 and again in September 2022 as part of the revised AoC Code of Good Governance for English Colleges September 2021. The Board was requested to approve the Annual Report, which formed the basis of a public statement in the College's Financial Statements for the y/e 31 July 2022.

The draft report had been reviewed and approved by the SSEC and was recommended to the Board for approval.

The Board was asked to note the updated Senior Post Holder Remuneration and Appraisal Policy (under Items for Notification later on the agenda), as recommended by SSEC. No changes were proposed other than references to the latest version of the College Accounts Direction 2021-22 (March 2022).

GRS Annual Report to Board

The Chair of the SSEC (SH) presented the first Annual Report of GRS to the Board as required by AoC Code of Good Governance for English Colleges September 2021, adopted by the Board in September 2022. The Board was requested to approve the Annual Report, which formed the basis of a statement in the College's Financial Statements for the y/e 31 July 2022.

The draft report had been reviewed and approved by the SSEC and was recommended to the Board for approval.

Travel and Subsistence Annual Report

Members were provided with the annual report on the travel and subsistence spend for the Board of Governors, Principal, Executive, Clerk to the Governors, and the International Department for the year ended 31 July 2022 in accordance with the assurance and accountability requirements of the Post 16 Audit Code of Practice, and as reflected in the Financial Statements.

Members reviewed the Travel and Subsistence Annual Report and were satisfied that it was in order.

RESOLVED: The above annual reports were noted and approved.

110/22 Approval of GC Consolidated Financial Statements and Subsidiary Company Financial Statements:

- **Approval of Letter of Representation**
- **CFO's Review of Financial Statements**
- **Chief Accounting Officer Recommendation**
- **Approval of Consolidated Financial Statements of Gloucestershire College and Subsidiary Company Financial Statements**

AB presented the Consolidated Financial Statements of the College.

In relation to the overall results for the year, there were no surprises, and the outturn was largely as presented in May.

Members reviewed the Consolidated Financial Statements for the College and the Letter of Representation to be provided by the College to Hazlewoods. Members considered the 2021/2022 financial performance of the College's subsidiaries, including how they contribute to the College's consolidated results.

AD confirmed that the Consolidated Financial Statements had been scrutinised by members of the Audit Committee in relation to the Statement of Corporate Governance and Internal Control.

It was noted that there had been some minor changes to the previous draft submitted to the Audit Committee meeting on 24 November 2022, most significantly a post balance sheet event had been included to reflect the recent ONS decision on the reclassification of colleges when it was determined that colleges should be designated Public Sector, with effect from 29/11/2022.

Members thanked the Finance Team and the external auditors for the work carried out during the external audit and were content with the findings as set out in the External Audit Report to Trustees and the clean report in the Financial Statements.

The Consolidated Financial Statements of the College and the Letter of Representation from the Board to the External Auditors were recommended for approval by the Chief Financial Officer, the Chief Accounting Officer and the Audit Committee.

RESOLVED:

- 1. That the Consolidated Financial Statements of the College for 2021/2022 be approved by the Board and that the Principal and the Chair be authorised to sign them on behalf of the College; and**
- 2. That the Letter of Representation from the Board to the External Auditors be approved by the Board and that the Principal and the Chair be authorised to sign it on behalf of the College.**

ACTION: The Financial Statements to be signed by the Principal, the Chair and the External Auditors. The signed Financial Statements to be sent to the ESFA by 31 December 2022 and published on the College website by the end of January 2022.

The Letter of Representation to be signed by the Chair and the Principal and provided to Hazlewoods.

11/12/22 Principal's Update including: (C)

- **Recruitment**
- **Progress against Operating Plan and KPIs**
- **Draft Ofsted Inspection Report**
- **ESFA Governing Body Finance Dashboard**

MB provided an update on College activity since the last meeting.



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Members reviewed the latest KPIs and scorecard. MB reported that the Operating Plan for the year needs to be updated in the light of the Ofsted report and to align with the new Strategic Plan.

MB presented the latest ESFA financial dashboard.

RESOLVED: Members noted the Principal's Update.

112/22 HE Partnerships (C)

113/22 Approval of Strategic Plan (C)

MB presented the Strategic Plan for 2022-2026.

RESOLVED: The Board approved the College's Strategic Plan 2022-2026, subject to the comments made during the meeting.

114/22 HR Update (C)

MB presented a paper providing an update on progress against key priorities in the College's People and Culture Strategy.

RESOLVED: The Board noted the update.

115/22 Updated SAR and QIP

Members were provided with the updated SAR for 2021/2022 and the QIP for the coming year.

Updated SAR

The SAR is reflecting upon 2021/2022 and uses the updated Education Inspection Framework as the basis for the College's assessment.

The OFSTED Education Inspection Framework (EIF) provides the basis for the assessment and judgements on levels of performance (grades) and, as such, only covers provision within scope of the EIF.

The final SAR will be shared to the Ofsted portal in January/February 2023 but was also shared at point of inspection.

Members of C&Q had been through the SAR several times in recent months. Members had also attended SAR validation meetings.

In terms of "OVERALL EFFECTIVENESS" GC assesses itself as a Good provider. The key reasons were outlined in the paper. To further improve, the College needs address seven key areas for improvement that are the focus of the Quality Improvement Plan.

Quality Improvement Plan



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Members reviewed the plan which detailed the key areas for improvement arising from the SAR.

The above documents will continue to evolve during the course of the year and C&Q will monitor progress against the QIP.

RESOLVED: The Board noted and approved the updated College SAR for submission by 31 January 2023 and the QIP for 2022/23.

116/22 Student and Employer Experience Update (C)

DK presented an update on learner and employer experience during Term 1 of 2022/2023.

Learner and employer experience has been captured through forums from the Experience Team and the TLA Team. Plans for the First Impressions survey were postponed until January because of the Ofsted survey in November.

RESOLVED: Members noted the Student and Employer Experience Update.

117/22 Safeguarding Annual Report (C)

DK took Members through the annual report, which provided a summary of the data and progress made by the College in the 2021/2022 academic year and set out the key objectives for 2022/2023.

The Child Protection and Safeguarding Policy, Safeguarding Operating Plan and Post-Ofsted Action Plan had been approved at the meeting on 1 December 2022.

MJ confirmed that she and HR had continued to meet with CRM/DK during the year in their respective roles as Designated and Deputy Designated Safeguarding/Prevent Link Governor and are kept up to date with College briefings and developments in Safeguarding/Prevent by CRM/DK and the Clerk. All Governors are provided with the monthly Safeguarding newsletters produced by the College. Governors have received refresher Safeguarding training during the year.

Members thanked DK for the report which they felt was comprehensive, clear, concise and well-supported by data.

RESOLVED: The Annual Safeguarding Report was noted and approved.

118/22 Management Accounts (C)

AB took Members through the Management Accounts to October 2022.

RESOLVED: The Management Accounts were noted.

119/22 Audit and Compliance: (C)

Health and Safety Update

MB presented the Health and Safety Monthly Report to October 2022.

KB continues to meet termly with James Billingham in her role as Health and Safety Link Governor.

RESOLVED: The Board noted the report and the current assessment of the College's Health and Safety arrangements.

Risk Management Update

AB provided an update on changes to the Strategic Risk Register highlighting the risk movements as well as new opportunities for the College.

The Principal Risk Register has been updated in line with the new Strategic Plan and Operating Plan for 2022/2023. Risks have been categorised to align and descriptors have been amended appropriately.

RESOLVED: The Board noted the latest Risk Register changes.

Review of Performance and Reappointment of External Auditors

AB reported that, although a tender of external audit services was carried out during the year and Hazlewoods were appointed as the College's External Auditors, the Board is required to consider their performance each year and to confirm their reappointment for the next year.

AD confirmed that the Audit Committee had assessed the performance of Hazlewoods during this year's external audit and was satisfied with it. The Audit Committee recommended the reappointment of Hazlewoods as External Auditors for the coming year.

RESOLVED: The Board approved the reappointment of Hazlewoods as External Auditors for the coming year.

120/22 Approval of Policies:

- DBS
- Recruitment and Selection
- Social Media
- Subcontracting (Fees and Charges)
- Financial Regulations

Members reviewed the above policies.

RESOLVED: The policies were approved

121/22 Committee, Subsidiary Company and Link Governor Reports:

- EWG – 20 October 2022
- GRS – 17 November 2022
- SSEC – 17 November 2022
- Betaris – 5 October and 24 November 2022
- GFM – 24 November 2022
- GPS – 24 November 2022
- NCD – 24 November 2022

- **Audit – 5 October and 24 November 2022**
- **C&Q – 12 October 2022**
- **Link Governor Report – Careers**
- **Link Governor Report – HE**

Members reviewed the reports from the Committee Chairs in the papers.

AB had nothing to add to the subsidiary company updates other than what had been discussed under the presentation of the subsidiary company Financial Statements.

GRS recommendations had been considered above. SH added that JC and SH will be looking at whole Board and individual Board Member training in the new year.

The SSEC minutes would be discussed by External Members Only at the end of the meeting.

Members reviewed a paper prepared by PC as Careers Link Governor. The paper reported on meetings with colleagues from GFirst LEP and the Careers Hub to explore ways for the Hub to better support the good CEIAG work across the College.

Members reviewed a report from the HE Link Governor on an Eversheds webinar she had attended - OfS: Regulator as enforcer. What does that mean for HEIs? 24/11/22.

RESOLVED: The reports were noted and endorsed. PC and HM were thanked for their work as Link Governors, which provides additional information and assurance to the Board in those areas.

122/22 Items for Notification

Internal Audit Annual Report (from Audit)

Members reviewed the Internal Audit Annual Report presented for notification by the Audit Committee.

It was noted that the Internal Auditors' Report provided the highest form of assurance possible (Reasonable Assurance) concerning the work carried out by ICCA during the year.

Members were pleased to note the positive external validation provided by the Internal Auditors and that all internal audit recommendations had been accepted and actioned by the College.

External Audit Report to Trustees (from Audit)

Members reviewed the External Audit Report presented for notification by the Audit Committee.

It was noted that, as required by the Post-16 ACOP, the External Audit Report had been presented by the College's External Auditors, Hazlewoods, to a meeting of the



full Board of Governors held during the Audit Committee meeting on 24 November 2022 and that the Board had been satisfied with the findings.

RSM Internal Audit Plan for 2022/23 (from Audit)

Members reviewed the Internal Audit Plan presented to the Audit Committee by RSM in October. The Clerk stressed that the plan belongs to the full Board and invited all Members to input suggestions for areas for review by the Internal Audits if they wished.

Senior Post Holder Remuneration Policy (from SSEC)

Members reviewed the Senior Post Holder Remuneration Policy referred to in the SSEC Annual Report to the Board and approved by SSEC under delegated authority.

RESOLVED: The Board noted the above items presented for notification by the relevant committees under delegated authority and were satisfied with them.

123/22 Use of College Seal

RESOLVED: The Board noted and endorsed the use of the Seal as set out in the paper.

124/22 Governance Matters:

- **Regulatory Developments**
- **Governor Learning and Development Activity**

Regulatory Developments

JC presented a paper which included details of the following matters and the actions to be taken in relation to each of them:

1. Safeguarding/Prevent/Wellbeing
2. Funding/Financial Sustainability/Audit/Risk including ONS reclassification
3. Curriculum
4. OfS
5. Legislation
6. LSIPs
7. White Paper Proposals for Strengthening Governance
8. Governance
9. Governor Training and Development

JC highlighted the update to the ONS reclassification, updates from the FE Commissioner, new Charities Act provisions in force and new requirements for an Accountability Plan to be approved by the Board and submitted to the ESFA by the end of May 2023.

RESOLVED: The Board noted the regulatory developments since the last meeting and the actions taken as a result.

Governor Learning and Development Activity

Members had been provided with the record of Governor Learning and Development activities. They were reminded to let the Clerk have details of any external training activities they have undertaken which may be relevant to their role.

The Chair thanked Members for their involvement during the year, which is much appreciated and extremely valuable in contributing to effective decision-making.

RESOLVED: The Board noted the Governor Learning and Development activities, which enrich governors' understanding and oversight of the College.

125/22 Any Other Business

None.

126/22 Date and Time of Next Meeting

9 February 2023, location tbc.

The Principal, Executive Team and Staff Members left the meeting

EXTERNAL MEMBERS ONLY ITEM (C)

127/22 SSEC Minutes - 17 November 2022

See Confidential External Members Only Minute