

MINUTES OF A MEETING OF THE LINCOLN COLLEGE BOARD OF CORPORATION HELD AT LINCOLN COLLEGE ON THURSDAY 9 NOVEMBER 2023 AT 16.30 HOURS

Present:	Ian Billyard Mark Locking Mark Platts Tim Godson Farhan Ahmed Pat Doody Lucy Goodier Chris Jones Katrina Knoll Ashok Kumar Paul Milner Evie Sadler Charlotte Watson Kerrin Wilson	Chair Principal and CEO Chair of Finance Committee and Vice Chair Chair of Audit (Via Teams) Staff Governor Student Governor (Via Teams) (Via Teams)
In Attendance:	Sarah Adams James Foster Graham Harrison Jo Lynch Tom Marsden Matt Vaughan	Clerk to the Board of Corporation Managing Director (International and Commercial) (via Teams) Chief Information Officer Chief Finance and Compliance Officer Chief Strategy and Transformation Officer Deputy Principal
Apologies:	Amy Conyard Simon Justice Tom McKenzie Jim Newall Peter Price Jacqui Varlow	Staff Governor Group Director of Marketing and Communications Chief People Officer

3/23	<p>APOLOGIES FOR ABSENCE</p> <p>Apologies were received from Amy Conyard, Tom McKenzie, Simon Justice, Jim Newall, Peter Price and Jacqui Varlow. Kerrin Wilson, Lucy Goodier, Charlotte Watson and James Foster joined the meeting via Teams.</p> <p>The Chair asked that Governors do their best to attend in person but recognised that on occasion there are reasons that this isn't possible. He also encouraged all members to put their views forward and for the meetings to be as open and transparent as possible.</p> <p>The Chair recognised Simon's work during his time in office on Board and also P&Q Committee and extended his thanks and that of the Board to him and best wishes for the future.</p>
4/23	<p>ELIGIBILITY, QUORUM AND DECLARATIONS OF INTEREST</p> <p>It was reported by the Clerk that notice of the meeting had been given and that a quorum was present. Accordingly, the meeting was declared open.</p>

	<p>The Governors were asked to raise any declarations if these became apparent during, or after, the meeting. No declarations were made.</p>
<p>5/23</p>	<p>MINUTES OF THE CORPORATION AND COMMITTEE MEETINGS</p> <p><u>Board of Corporation – 18 July 2023</u></p> <p>The minutes of the meeting held on 18 July 2023 had been circulated. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.</p> <p>All actions had been completed.</p> <p><u>Board of Corporation – 26 September 2023</u></p> <p>The minutes of the meeting held on 26 September 2023 had been circulated. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.</p> <p>The Single Task Group had met on Tuesday and the minutes are being drafted. The Chair outlined what the Group were looking at and that they will report back in January with the intention of completing the work by the end of the academic year. PD explained that all areas of all the trading arms of the Group are being reviewed, not just the subsidiary companies. PM highlighted that the structure was very complicated and also has impact on VAT, etc, which may not be clear.</p> <p><u>Finance Committee – 17 October 2023</u></p> <p>The Finance Committee had met on 17 October and the minutes had been circulated. The Chair of Finance gave a brief overview of the key points of the meeting. It was explained this was a reset with new Governors and new Finance Team. The Chair is to liaise with the Chair of LCI Board to see how the assurance can assist the STG and perhaps the work come through the Finance Committee. The financial position for last year end was outlined and are on track for the end of December. The accounts timetable, risk register and policies had been considered. Consideration is being given to how to bring more financial appreciation to the Board in terms of headline numbers (a dashboard), to ensure all Board members are as well informed as the Finance Committee. An additional session is being arranged to bring all members up to date.</p> <p><u>Audit Committee – 31 October 2023</u></p> <p>The Audit Committee had met on 31 October and the minutes had been circulated. The Chair gave an overview. The Chair of Audit explained that the Committee would like to be renamed as Audit and Risk Committee and asked that the Board approve this change.</p> <p>Approved: Audit Committee to become Audit and Risk Committee</p> <p>Outstanding Audit Recommendations were considered and there are 19 new recommendations primary driven by the Audit findings report and new internal audit reports. A few items are nearing the end of their implementation dates. It was highlighted that one area had not responded to the Clerk’s request to provide an update and should this not be forthcoming they will be invited to the next meeting.</p> <p>Discussion had taken place on whether the risk registers could be combined and aligned. There were two new reports: stock control and payroll.</p> <p>The proposed Internal and External Audit Plans were reviewed. Risk Management, Health and Safety and GDPR Annual Reports had been received and discussed.</p>

	<p><u>Performance and Quality Committee – 1 November 2023</u></p> <p>The Performance and Quality Committee had met on 1 November 2023. The Chair gave an overview of the minutes. More learning walks have been arranged and Board members were encouraged to take these up.</p> <p>It was asked if there could be some sort of dashboard and figures produced from each Committee to give the Board an overview of what is being done. It was explained that a dashboard and summary is to be produced for finance and the same could also be prepared for quality and risk. ML to follow this up with JL.</p> <p>Action: ML and JL to discuss high level dashboard</p> <p>PM suggested each Committee provide their top three key items. MP asked that highlights and key areas are included. ML highlighted that if the minutes are read then these don't need to be gone through but instead a report should pull out, risks, movements, highlights, etc.</p> <p>Action: some suggestions to be brought back to Board.</p>
6/23	<p>MATTERS ARISING AND NOTIFICATION OF URGENT BUSINESS</p> <p>There were no matters arising of notification of urgent business.</p>
7/23	<p>LINCOLN COLLEGE GROUP STRATEGIC RISK REGISTER</p> <p>The Risk Register had been circulated for information. It was explained that a number of items had been highlighted as green for removal.</p> <p>Highlighted risks are also included in the Principal's report. ML reported on 2022/23 quality and a good meeting with ESFA today with the vast majority of areas showing good or better. The two key problems were vocational data and quality of delivery in this area and English and Maths. Key risk areas are being addressed and a number of areas have been visited and improvements made. Mitigation and direction of risk travel were discussed. MV reported on the intense focus on teaching and learning and explained the quality assurance processes put in place to drive improvement. An Assistant Principal for Maths and English has been appointed.</p> <p>There will be up to date position statements ready for Ofsted with key improvements already made and MV reported on being very self-critical rather than overly generous. For 2023/24 the quality of teaching is definitely a good. Discussion took place on accountability measures and we are not in breach.</p> <p>The second key risk is the budget for 2023/24. Positive on UK side. 6% recruitment growth was targeted for 16 to 18 learners and the current figures show the rise is 10%. This relates to 5% demographic and 5% gain in market share. HE recruitment is down. KSA income is reduced due to contract delays and changes at ITQAN.</p> <p>The original budget will not be reached with a detailed year end forecast available at the Q1 review. It is expected there should be no change to the CFFR grade of good. The AoC suggested pay award of 6.5% was highlighted which is much higher than that included in the current budget.</p> <p>It was asked if there should be a focus on HE. It was explained that the decline is a national problem. A new AP for Higher Education has been recruited.</p> <p>Action: remove risks as highlighted</p>

8/23	<p>BOARD AND COMMITTEE OBJECTIVES</p> <p>Objectives are being agreed by each Committee and will be collated and circulated for the Board information.</p>
9/23	<p>INTERNAL AUDIT PLAN 2023/24</p> <p>The Internal Audit Plan 2023/24 had been considered by GLT and the Audit Committee and was recommended to Board for approval. The Committee had challenged the areas and W&B were asked if there was anything missing and they confirmed this was a good range and what was expected.</p> <p>Approved: The Board approved the Internal Audit Plan as circulated</p> <p>It was confirmed that the first audit on overall financial controls had been completed.</p>
10/23	<p>EXTERNAL AUDIT PLAN 2022/23</p> <p>The External Audit Plan 2022/23 had been considered by GLT and the Audit Committee and was recommended to Board for approval.</p> <p>The additional fees related to the ONS decision particularly related to regularity were outlined. It was hoped that some of this could be brought in house in future.</p> <p>PM asked about materiality and trivial figures which seemed to have switched from the previous year. It was explained this is based on the percentage of income and will be checked.</p> <p>Approved: The Board approved the External Audit Plan as circulated</p>
11/23	<p>LINCOLN COLLEGE INTERNATIONAL</p> <p><u>Written Resolution – ADI Bond</u></p> <p>JF explained that the Board had approved the progress of the ADI performance bond and the written resolution had been provided. NatWest are now to liaise with the KSA bank and this will complete the process in relation to mobilisation.</p> <p><u>WRB NAVA opportunity</u></p> <p>The WRB had met, with representatives from the LCI and LC Board and the presentation had been circulated to Board. This has now reached the RfP (Request for Proposal) phase. The next phase is evaluation of proposal and should LCI be in the last two this will progress to negotiations around contract details. This is a new contract and provider in KSA relating to electric vehicles and will be a mixed gender college.</p> <p>Timescales were queried. It was explained these are not clear but bids are now being considered. Mobilisation is expected to be early 2024 with students in September 2024. PIF (Public Investment Fund) are the prime so should move forward quickly.</p>
12/23	<p>VISIT TO CHINA</p> <p>[Rick Long joined the meeting].</p> <p>James Foster gave a presentation on the visit to China that had taken place in June. It was explained that this was the first visit since 2019 and was important to re-establish relationships.</p>

	<p>An overview of the Colleges, student numbers and curriculum offer was provided. JF highlighted the challenge of the Colleges wanting everyone to pass but the need to meet the C&G high pass rates. Graduation ceremonies had been carried out during the visits. Potential new programmes were explained.</p> <p>The challenges, risks and opportunities were explained including changes to visas, contract negotiations and the upcoming visit by Rick Long later in the month. It is expected that all the Colleges in China will want to visit the UK in 2024. UK students are planned to visit Chengdu with Turing funding.</p> <p>The political relationship between KSA and China was queried and if this has negative or positive benefits. JF explained there are good relationships and this is positive. There have been visits from China to KSA previously. The electric vehicle initiative may lead to more collaboration. RL reported on initial contract negotiations. RL reported that targets have been met with challenges around recruitment numbers but generally profitable overall. PD asked about UK staff and RL reported on visa changes which has excluded some staff as a full work permit is required. 50% of delivery staff have changed in the last 12 months due to this. Total income is c.£1m last year including Turing and linguists and international import students. It was asked what the contract renewal would be. RL explained Guangdong 5 years but with SCAT and a change of leadership currently only 1 and 2 year extensions. In China they want the experience to replicate what they would get in the UK so there are some solutions to be reached as part of the negotiations.</p> <p>PM asked what the direction of travel was and where are we at with contracts. RL explained income is steadily increasing and there is a need to reassure partnerships so that the student recruitment continues to improve. Guangdong new campus is being branded.</p> <p>It was asked if there is the potential for more? JF reported on four joint programmes and decisions to be made strategically. There are also other models that could be considered.</p> <p>MP asked if changes to visas and shorter contracts was to move international providers out. It was felt this was not the case and that international cooperation is very important. There are still challenges following Covid.</p> <p>FA reported on an HE agreement through Ministry of Education in China to 2032 with a model where students come to the UK for their final year. This has addressed some visa issues and FA is happy to liaise with JF and RL on this model. RL explained negotiations on a second course in Guangdong and that short contracts are more linked to coming out of Covid rather than other issues.</p> <p>Action: circulate presentation Action: FA to liaise with JF and RL</p>
<p>13/23</p>	<p>PRINCIPAL AND CEO REPORT</p> <p>The Principal and CEO had circulated a report which was taken as read. The key risks had been highlighted as part of the strategic risk register discussions. The CEO highlighted the key wins also included in the report.</p>
<p>14/23</p>	<p>GOVERNANCE REPORT</p> <p>The Clerk explained that an annual review had been carried out of all the regulating documents, including the Instrument and Articles and Standing Orders.</p>

	<p>Changes were highlighted in red. One change in the Articles was the removal of SPHs other than Principal and Clerk.</p> <p>Standing Orders contains an extract and link to the new Further Education Code of Good Governance which replaces the AoC Code of Good Governance for Colleges. Appendix 2 gives an overview and Board members were encouraged to read this.</p> <p>Most Committees have met and as the Terms of Reference are approved they are included in the Standing Orders. Once all are approved this will be published.</p> <p>The Board agreed that the confidential minutes should remain as such.</p> <p>The Governor events and training over the year was noted. The Clerk reminded Governors that if they carry out any training or attend an event that they feed this in.</p> <p>Apprentice Governor - it was explained there had been an expression of interest from an apprentice who is a working at the College and this is being followed up. The Clerk is also liaising with Rachael Adair and the new AP for HE in relation to a HE student rep.</p> <p>One additional item to report is the resignation of Simon Justice as Academic Staff Governor as he is leaving the College. The Clerk has commenced a recruitment exercise and two staff have been nominated. An election process is now being undertaken with the academic staff who are voting for their preferred candidate. This process closes on Monday 20 November and the result will be announced shortly afterwards.</p> <p>The Clerk highlighted there are currently Safeguarding and Careers Link Governors and asked for Board members to put themselves forward as Link Governors for SEND, H&S and ED&I.</p> <p>Action: Board members to liaise with the Clerk in relation to Link Governor positions</p> <p>MV and the Student Governor are to work together to assist in recruiting a HE student Governor.</p> <p>KW highlighted her intention to attend FE and HE student meetings.</p>
<p>15/23</p>	<p>FURTHER EDUCATION CODE OF GOOD GOVERNANCE</p> <p>The new Further Education Code of Good Governance was launched last month and had been circulated for information. The Clerk explained that all Colleges have to adopt a Code and the then titled Code of Good Governance for English Colleges was adopted in December 2015. As can be seen from the appendix included in the Standing Orders the Code was amended in 2019 and again in September 2021. The Code has been fully revised during 2023 and the new Code is now launched. Governors were encouraged to familiarise themselves with the Code which is one of the main regulatory documents.</p>
<p>16/23</p>	<p>HEALTH AND SAFETY ANNUAL REPORT 2022/23</p> <p>The Health and Safety Annual Report for 2022/23 had been circulated. This had already been considered by the Audit Committee.</p> <p>The Board noted the report</p>
<p>17/23</p>	<p>RISK MANAGEMENT ANNUAL REPORT 2022/23</p> <p>The Risk Management Annual Report for 2022/23 had been circulated, also having already been considered by the Audit Committee.</p>

	The Board noted the report
18/23	<p>GDRP ANNUAL REPORT 2022/23</p> <p>The GDPR Annual Report for 2022/23 had been circulated. This had already been considered by the Audit Committee.</p> <p>KW asked what the impact had been. It was explained that in relation to the issues reported to the ICO that they were content that all actions had been completed appropriately and there had been no fines or enforcement notices. Staff have learnt from previous reports and do report breaches and ask for support. There have been no significant themes or repeat issues. KK noted processes have been put in place to ensure these are not repeated.</p> <p>The Board noted the report</p>
19/23	<p>APPLICATION OF THE COLLEGE SEAL</p> <p>The Clerk explained that this is the standard report on any applications of the College Seal since the previous Board meeting.</p> <p>The Board noted the report</p>
20/23	<p>ANALYSIS OF GOVERNOR SKILLS AUDIT</p> <p>The Clerk explained that the annual update of Governor Skills had been analysed and the report was taken as read. This will now inform the Search Committee, together with the ends of terms of office for the next round of recruitment.</p> <p>The expertise of Governors was highlighted and the high levels of the members.</p>
21/23	<p>REVIEW OF RISK REGISTER</p> <p>The Chair asked if anything discussed impacted on the risk register. It was agreed there was not.</p> <p>PM queried the exposure linked to overseas business. Discussion took place on mitigating the risk and diversifying within Kingdom. JF explained Colleges of Excellence, ADI and PIF. Other international opportunities are also being followed up. JL explained working towards a breakeven in the UK.</p>
22/23	<p>URGENT BUSINESS</p> <p>No urgent business was discussed.</p>
23/23	<p>DATE AND TIME OF NEXT MEETING</p> <p>Date and Time of Next Meeting: the next meeting will be held on Tuesday 12 December 2023 at 1630 hours.</p>

The meeting finished at 1900 hours

Date:

Signed:

Action List

Actions from the Board of Corporation held on 9 November 2023

Item Number	Description	Action by	Target Date	Status/Note
5/23	TLS and KPIs to be discussed	ML/JL	For next meeting	
	Suggestions to be fed in	All	For next meeting	
7/23	Green risks to be removed	Clerk	Following meeting	Complete
12/23	China presentation to be circulated	Clerk	Following meeting	Complete
	FA to liaise with JF and RL	FA	Following meeting	