

MINUTES OF A MEETING OF THE LINCOLN COLLEGE BOARD OF CORPORATION HELD AT LINCOLN COLLEGE ON TUESDAY 18 JULY 2023 AT 16.00 HOURS

Present:	James Pinchbeck Haydn Beeken Ian Billyard Amy Conyard Tim Godson Katrina Knoll Mark Locking Nick Lyons James McLaren Peter Price Lauren Rose Charlotte Watson	Chair Chair of Performance and Quality Chair of Audit Committee Staff Governor Principal and CEO Student Governor Student Governor
In Attendance:	Sarah Adams Graham Harrison Jim Newall Tom Marsden Andy MacLean Jo Lynch Matt Vaughan	Clerk to the Board of Corporation Group Director IT, IM and Projects Group Director of Marketing and Communications Group Director of Strategic Growth Group Financial Accountant CFCO Designate Deputy Principal
Apologies:	Tim Calvert Lucy Goodier Simon Justice James Foster Dean Graham Tom McKenzie Mark Platts Hollie Tapper Jacqui Varlow Kev Williams	Chair of Remuneration and Appraisal Committees Staff Governor Managing Director (International and Commercial) Chair of Search and HE Committees Chair of Finance Student Governor Group Director of HR&SSS Director of Planning and Performance

83/22	APOLOGIES FOR ABSENCE Apologies were received from Tim Calvert, Lucy Goodier, Simon Justice, Dean Graham, Tom McKenzie, Mark Platts, Hollie Tapper, James Foster, Jacqui Varlow and Kev Williams. Andy MacLean and Jo Lynch joined the meeting. Matt Vaughan was welcomed to his first meeting.
84/22	ELIGIBILITY, QUORUM AND DECLARATIONS OF INTEREST 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. The Governors were asked to raise any declarations if these became apparent during, or after, the meeting. No declarations were made.

85/22 MINUTES OF THE CORPORATION AND COMMITTEE MEETINGS

Board of Corporation – 14 March 2023

The minutes of the meeting held on 14 March 2023 had been circulated. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

All actions had been completed.

Board of Corporation Development Day – 16 May 2023

The minutes of the meeting held on 16 May 2023 had been circulated. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

Actions were reported on. It was explained the restructure has been completed. There are 4 vacant posts currently. Agreed new strategic priorities are being compiled and will be circulated in the next few weeks for the start of the new academic year.

Extraordinary Board of Corporation – 8 June 2023

The minutes of the meeting held on 8 June 2023 had been circulated. The minutes were agreed as a true and accurate record and were signed by the Chair accordingly.

Finance Committee – 13 July 2023

The Finance Committee had met on 13 July. The Q3 Management Accounts pack had been discussed in detail and the Budget and Capital Expenditure for 2023/24 had also been considered in detail. Both were recommended to the Board for approval. The Financial Regulations had been refreshed to cover the gap in senior staff and will be updated again in September to reflect the new CFCO role.

Audit Committee – 27 June 2023

The Chair of Audit Committee reported on the meeting held on 27 June 2023. The Principal and CEO had joined the meeting. Items covered included: Audit Recommendations, it was noted that the document is to be taken to ELT tomorrow; Risk Register and it had been asked that a column is added to show changes, risk owners will be invited to attend the Committee in future; Apprenticeships Internal Audit Report; the Internal Audit Plan is currently behind and more audits have been requested to ensure that an audit opinion for the year can be provided; the Board Assurance Framework (BAF) was reviewed and is a good start; Committee objective which is compliance with the Audit Code of Practice (ACOP); it was agreed that the current audit firms would remain in place for 2023/24 and the new Chief Finance and Compliance Officer (CFCO) would be involved with the audit retender. It was explained that the low number of internal audits was due to lack of capacity at College due to ONS change, changes in senior staff and restructuring within the Finance Team and the implementation of the new HR system.

Performance and Quality Committee – 15 March and 24 May 2023

The minutes had been circulated. The Chair of P&Q reported on the main items discussed including: Apprenticeships and T Levels, the ED&I Report and readiness for the next academic year. The Chair has also met with the new Deputy Principal.

It was noted that ProSAR is to be moved away from therefore this action included in the P&Q minutes for Governors access to the system will not be taken forward.

It was agreed that Governor succession should not be included on the Risk Register but instead be included under the Leadership Section in the People Plan.

Action: Governor succession planning to be included on People Plan

Remuneration and People Committee – 15 March and 11 July 2023

The Committee had met twice and the items discussed were reported including the ED&I report, pay awards, both consolidated and non-consolidated, move to RLW. The timings for decisions on pay awards was outlined. The College restructure was outlined including the change to the SPH posts. Staffing in KSA linked to contracts was discussed. It was noted that the Committee had considered the ability to make a non-consolidated pay award in the summer but due to the forecast outturn and draft budget it was agreed that this would not be affordable.

Higher Education Committee – 12 July 2023

The Committee had met on 12 July 2023. Haydn Beeken reported on the key items discussed. TLS had been discussed. The QiP which has been RAG rated was considered including timetabling and Step in Support areas. Mock NSS survey had good participation. WP is to be brought in-house to the Knowledge Ladder which will provide a dashboard. Progression from Level 3 to HE is to be analysed and it is felt more can be done. Student Council themes were reviewed and in particular the meetings held in relation to AI. The difference between FE and HE learners' perceptions was outlined. It was noted that some Universities are to move back to examinations only. Further discussion took place on AI. The Committee would like to see a draft Vision for HE by the new academic year.

Search Committee – 10 and 12 July 2023

It was reported that the Search Committee had met. The recruitment process for new Board Members had commenced in April including an informal evening held in May. 15 people had put themselves forward and of these 10 had been interviewed. Subject to Board approval appointments were recommended for 6 full Board vacancies and 2 associate members from 1 September 2023. The Clerk reported that an FE Student has also been appointed following a process with 3 students putting themselves forward. The Governors involved in the interview process were thanked for their involvement.

86/22 MATTERS ARISING AND NOTIFICATION OF URGENT BUSINESS

There were no further matters arising or notifications of urgent business.

87/22 FINANCIAL PLAN

Draft Budget 2023/24

Andy MacLean gave an overview of the budget which had been recommended for approval following the Finance Committee meeting held on 13 July 2023. It was reported that it is expected to be able to demonstrate a health grade of "Good" across the plan with increased income and a reduction in utilities. There are non-pay savings, a pay award has been included and additional staff development budget allocated. EBITDA was reported as £2.8m which is an improvement from the £106k currently at Q3 forecast for 2022/23.

The Chair asked about the reasons for increases in student numbers. It was explained that some sixth forms have closed and there is an increased demographic. It was explained that demographic equates to c.1% so there are also other reasons for the increase. It was noted there is a different profile of students being attracted by A levels and T levels. There are also increases in Newark due to curriculum provision on offer.

	<p>The budget overall is improved with less reliance on KSA and an increase in staff development. The reduction in utilities was noted. Pay % of income was outlined and the difference in it between LC and Group.</p> <p>Approved: The Board approve the budget as presented</p> <p>Overall the subsidiary companies make a positive contribution of over £300k within the budget which demonstrates the commercial contribution. It was noted that some activities can be loss leaders. Others generate more students and an example was given of Aura that has seen strong a level 3 growth in new students and its related funding.</p> <p><u>Draft Capital Plan 2023/24</u></p> <p>The Capital Plan had been circulated and was taken as read. The total capital spend is £10.5m, most of which is Grant Funded. The Board’s approval was requested for the College’s own funded capital spend of c.£490k in addition to these grants. IB asked about IT allocations and the aim to improve IT. It was explained that there are amounts allocated within the grants for both front end and back room IT. High level IT courses are offered as part of the IoT, etc but there are difficulties in recruiting students. There is also some IT kit which staff are not fully trained up to use.</p> <p>The project and facilities team were thanked for their hard work on the successful bids.</p> <p>Approved: The Board approved the capital plan as presented</p>
<p>88/22</p>	<p>DRAFT MEETING SCHEDULE 2023/24</p> <p>A draft meeting schedule for 2023/24 had been circulated. The Clerk reported that these are subject to change following discussion and agreement with the respective Committee Chairs. It was noted that reporting to Finance Committee will change and this may impact on meeting dates.</p> <p>Approved: The meeting schedule was approved as circulated</p>
<p>89/22</p>	<p>APPOINTMENT OF CHAIR/VICE CHAIRS FOR 2023/24</p> <p>The Clerk reported that in accordance with the I&A the Chair and Vice Chair(s) can either be appointed at the last meeting of the academic year for the following year or the first meeting and in light of the ending terms of office of a number of Governors it had been agreed to make the appointments at this meeting.</p> <p>James Pinchbeck nominated Ian Billyard as Chair for 2023/24 which was seconded by Haydn Beeken. ML nominated Mark Platts as Vice Chair and Amy Conard seconded. It was agreed that a decision on the appointment of the other Vice Chair will be deferred until September.</p> <p>Ian Billyard and Mark Platts were appointed as Chair and Vice Chair with effect from 1 September 2023 for the 2023/24 academic year.</p>
<p>90/22</p>	<p>BOARD COMPOSITION AND APPOINTMENTS 2023/24</p> <p>The Chair reported on the proposed new Board appointments as follows:</p> <p><u>Full Board</u></p> <ul style="list-style-type: none"> • Pat Doody and member of Finance Committee • Kerrin Wilson and member of Remuneration and People Committee • Ashok Kumar and member of Performance and Quality Committee

	<ul style="list-style-type: none"> • Farhan Ahmed and member of Higher Education Committee • Chris Jones and member of Audit Committee • Paul Milner and member Finance <p><u>Associate Member</u></p> <ul style="list-style-type: none"> • Reece Leggett – Associate Member Performance and Quality and Higher Education • Helen Barton – Associate Member Audit <p>Approved: The Board approved the Board and Associate Member appointments</p>
91/22	<p>STRATEGIC RISK REGISTER AND PRINCIPAL AND CEO REPORT</p> <p>The reports were taken as read. The highlights were reported as:</p> <ul style="list-style-type: none"> • Risk Register is reviewed by ELT every two weeks. When GLT commences there will be a renewed focus on strategic risks. • Major risks: year end accounts – it was reported that it is hoped to sign these off at the end of July and these will be unqualified. There will be an emphasis of matter. The risks were explained. It was noted that the situation links to the ONS decision and the removal of working capital facilities. Working capital is a contingency rather than a need. Increasing risks are ADI contract and ITQAN due to contract delays. Movements in risks will be included on future risk registers. <p>The Chair asked about China and a report on a recent visit by the Managing Director (International and Commercial) will be brought to the next meeting.</p> <p>Action: China report to next meeting</p> <p>Apprenticeship provision target was queried. It was explained this was achievement rate. Benchmarking to national averages was discussed which is positive and there will be a narrative to support this. Classroom based achievement rate target of 87.5% was outlined. English and Maths was discussed and the work to improve them. Resits last year gave students another chance to anyone who wanted it but November performance wasn't as good as hoped. There is a six point plan being put in place to strengthen English and maths going forwards. Lessons are being reduced to one hour, a number of base rooms are being created, CPD is being improved. There will now be separate Leads for English and Maths rather than a joint post.</p> <p>The good news and key wins included in the Principal and CEO's report were welcomed and the Board asked to be kept up to date.</p>
92/22	<p>FINANCIAL STATEMENTS YEAR ENDED 2021/22</p> <p>Following a meeting with the External Audit Partner held prior to the Board meeting it had been agreed to progress towards filing the accounts on 31 July 2023. A further meeting is to be arranged for the External Auditor to present the Management Letter and an Extraordinary Board is to be arranged for 31 July 2023 at which the External Audit Partner will present their findings. It has been asked that the Financial Statements are circulated to the whole Board for their input prior to the meeting to sign off accounts.</p> <p>Action: Management Letter meeting to be arranged Action: Extraordinary Board meeting to be arranged on 31 July 2023 Action: Financial Statements to be circulated to Board</p>

93/22	SUPRA STUDY PROGRAMMES It was noted that this report is to go to P&Q tomorrow and is therefore deferred to the next meeting.
94/22	FEES POLICY 2023/24 FOR APPROVAL The Fees Policy for 2023/24 had been circulated with no material changes made. Approved: The Fees Policy 2023/24 was approved
95/22	LEARNER SUPPORT FUND POLICY 2023/24 FOR APPROVAL The Learner Support Policy for 2023/24 had been circulated with no material changes made. Approved: The Admissions Policy 2023/24 was approved
96/22	APPLICATION OF THE COLLEGE SEAL The use of the College Seal since the last report had been circulated for information. The Board noted the use of the Seal
97/22	COLLEGE EVENTS The list of events as it currently stands had been circulated and this will be updated and circulated as new events are added to the calendar.
98/22	DATE AND TIME OF NEXT MEETING Date and Time of Next Meeting: the next meeting will be an induction for new members to be held on Tuesday 26 September 2023.
	The Chairman thanked those Governors whose Terms of Office were coming to an end in August and presentations were made to Haydn Beeken, Nick Lyons, Lauren Rose and James McLaren. A presentation was also made James Pinchbeck.

The meeting finished at 1900 hours.

Date:

Signed:

Actions from the Board of Corporation held on 18 July 2023

Item Number	Description	Action by	Target Date	Status/Note
91/22	China report to next meeting	MD(I&C)	Next Board	
92/22	Management letter meeting to be arranged	Clerk	28 July 2023	
	Extraordinary Board meeting to be arranged	Clerk	31 July 2023	
	Financial Statements to be circulated to Board	Clerk	Following meeting	Complete