



GOVERNING BODY  
CONFIRMED MINUTES

Date: 14 December 2022

Clerk to the Corporation  
Granville Road  
Sheffield, S2 2RL

Venue: Boardroom, City Campus

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Present: John Mothersole (Chair)  
Matt Ainsworth  
Holly Anderson (staff governor)  
Gwyn Arnold  
Peter Brooks  
Ian Falconer  
Angela Foulkes (governor Chief Executive and Principal)  
Sam Giove (by videoconference)  
Kam Grewal-Joy  
Beri Hare (by videoconference)  
Stephan Hollingshead (by videoconference)  
David MacDougall  
Sol Miah (by videoconference)  
Saleem Rashid (staff governor)  
Amaan Saqlain (student governor)  
Paul Senior  
Phil Wymer (staff governor)

In attendance: Martin Harrison, Executive Director Finance (EDF)  
Andrew Hartley, Executive Director Commercial and Operations (EDCO)  
Mark Pearson, Executive Director Strategy and Systems Improvement (ED SSI)  
Alison Shillito, Governance Advisor and Clerk to the Governing Body (Clerk)  
Paul Simpson, Executive Director People (EDP)  
Beth Smith, Executive Assistant, note taker  
Anita Traffon, Deputy Chief Executive/Deputy Principal (DCE/DP)

Action

by whom by  
when

22/3/1 **Welcome, introduction and apologies**

- 1.1 Governing Body (GB) noted that no apologies for absence had been received and the meeting was quorate.

1.2 The Chair welcomed Kam Grewal-Joy, governor, and Amaan Saqlain, President of TSC Students' Union and student governor to their first meeting of GB.

1.3 The Chair invited the Chief Executive and Principal (CEP) to report on the Ofsted inspection of the college 6-9 December.

#### 1.4 **Ofsted inspection feedback**

The CEP reported that inspectors had highly rated the college's curriculum intent. They had seen that the intent was being effectively implemented by most staff, that learning was leading to good student achievement with high rates of progression to employment or further study. Inspectors praised the college's employer skills academies and employer engagement. The outcome had endorsed the college's overall self-assessment in the 2021-22 Self-Assessment Review (SAR) of the quality of education provision.

The feedback from the Lead Inspector's meeting with governors was that governors were clear on their role and they were having a positive impact on the college achieving its mission and strategy.

The final report was due to be published in January and that would be another opportunity to send out positive messages about the quality of the college's offer to students, the community and employers. The result would also open up additional opportunities to apply for funding that had been limited since 2016.

A staff governor commented that the atmosphere during the visit had been calm and purposeful with a strong sense of being a team.

GB thanked college staff and the curriculum leadership team led by the Deputy Chief Executive/Deputy Principal, in particular, for their hard work over the last five years. The sustained improvements in teaching quality and employer engagement had enabled the college to demonstrate that it provided good quality education and training and was making a positive contribution to meeting skills needs.

#### 22/3/2 **Declaration of interest**

2.1 The meeting noted the declarations of the new members and the standing declarations relevant to the meeting business.

Angela Foulkes, as a director of the subsidiary companies, was not part of the quorum nor eligible to vote on any resolution on subsidiary company annual reports.

Amaan Saqlain, as President of the Students' Union, was not part of the quorum nor eligible to vote on the Students' Union accounts.

#### 22/3/3 **Minutes of the last meeting**

3.1 GB confirmed the minutes of the meeting held on Wednesday 13 July 2022 with a correction to the list of members in attendance.

#### 22/3/4 **Matters Arising and Action Record**

- 4.1 GB received the Action Record and commented on actions not otherwise on the agenda.
- 4.2 **Minute ref 22/2/5.3 HE Strategy:** it was noted that Teaching, Learning, Quality and Student Experience Committee (TLQSE) had agreed revised targets for the Higher Level Skills Strategy at its meeting on 12 October 2022. GB agreed that this action was completed for the purposes of the GB action tracker.  
**Minute 22/2/5.2 Hillsborough Nursery Ofsted Report:** the Deputy Chief Executive/Deputy Principal reported on progress against the quality development plan in readiness for the next inspection. GB agreed that the tracker action was completed.  
**Minute 22/2/8.2 Employee Engagement:** was discussed as part of the report given by the Chair of Finance, Employment and General Purposes Committee (FEGP). GB agreed to reschedule the completion date for reporting back on this action to the next meeting.  
**Minute 22/2/13.2b Environmental sustainability strategy:** this action was not yet due. The Internal Audit service had agreed the scope of the IA review on carbon reporting, which would include benchmarking information and was due to report in May 2023.
- 4.3 GB received the Action Record, noted the progress and approved the removal of the items marked as 'completed' and those agreed as completed in the meeting.

#### 22/3/05 **Report of the Chair of TLQSE Committee**

- 5.1 Beri Hare, Chair of TLQSE reported that the meeting scheduled for 7 December had not gone ahead due to staff being involved in supporting the Ofsted inspection. The reports for the meeting had been circulated and the Chair recommended approval to GB of the final version the Higher Education Self-Evaluation Document.  
The main issue highlighted from the meeting held on 19 October 2022 was the sustained quality improvement that members had seen over the last four years. TLQSE had endorsed the self-assessments in the SAR including that the overall quality of provision at the college was good with some aspects outstanding. The feedback from the Ofsted inspection had confirmed the significant progress that TLQSE had been monitoring and reporting to GB.
- 5.2 GB received the report and approved the Higher Education Self-Evaluation Document 2021-22.

#### 22/30/6 **TLQSE Committee: reports for information**

- 6.1 GB noted for assurance the following reports that TLQSE considered at its meeting on 19 October 2022.

- a) Quality of Teaching, Learning and Assessment update including College Outcomes 2021-22 and Complaints Annual Report 2021-22
- b) College Self-Assessment Review 2021-22 (SAR)
- c) Safeguarding annual report 2021-22.

## 22/3/07 **Report of the Chair of FEGP Committee**

7.1 Stephan Hollingshead, Chair of FEGP, presented the key issues and action arising from the meetings of FEGP Committee on 21 September and 23 November 2022. GB members discussed the issues arising as follows.

**Employee engagement** was a key focus and FEGP had expressed concern about the gap in satisfaction ratings between managers and staff and also lower satisfaction for particular groups covered by the Equality Act. GB noted that the pulse surveys scheduled to follow up the survey results had been delayed. GB looked forward to receiving the results of this work in March 2023.

**Industrial action** was an increasing risk to business continuity and For 2021-22, the college had made a pay award that was above the sector average and continued to track Foundation Living Wage. It was appreciated that wages were not keeping pace with increases in the cost of living but the college's financial outturn for 2021-22 had been a deficit and the college continued to experience increases across all its costs. The Board was assured by the college's approach to managing pay negotiations and continuity planning to minimise the disruption of any action on students.

**Apprentice starts 2022-23** had not recovered to pre-pandemic levels. FEGP had given feedback on the complexity of the levy system and had asked the college to do what it could to support employers with completing complex paperwork given that many were small businesses. GB noted that the reduction in income from apprenticeships and below target recruitment for other provision meant that managers were reviewing finances to identify in-year cost reductions.

**Health and Safety** management was generating good assurance with a review of safety management, increased training and policy updates to make responsibilities clear. There had been two reportable accidents in the period in the training kitchen. Members were assured that appropriate action was being taken to reinforce training for students on safe use of equipment. The committee wanted to see faster progress on completing the improvement actions recommended in the 2022 Fire Risk Assessment.

**Estates development strategy** was being implemented with the college drafting plans in readiness to bid should opportunities become available. FEGP had recommended that GB convene a Governor Task and Finish Group to keep up to date with developments and so that the Board could react quickly to submit funding bids. The Group would not have decision making powers but could keep abreast of

developments and advise GB or the chair if decisions were needed at short notice.

**ESFA Benchmarking data dashboard**, had not been available in time to be considered by FEGP. GB noted that the dashboard showed good or outstanding financial performance across the financial planning and performance, a strong cash flow and pay to income ratio above sector average.

**Policy updates** were coming to FEGP regularly and after a period of significant change, updates for most policies were now routine and relatively minor so the committee was able to approve these on behalf of GB under the general delegation in its terms of reference. GB noted that since the last meeting, the committee had approved updates to

- Financial Regulations,
- Treasury Management Policy,
- Reserves Policy and
- Higher Education Tuition Fees & Charges Policy.

The committee recommended approval to GB of the updated policy on Modern Slavery and Human Trafficking and the associated policy statement.

## 7.2 GB received the report and approved

- a) Modern Slavery Policy and Statement 2021-22
- b) That the Chair should convene an Estates Development Task and Finish Group to oversee the implementation of the Estates Development Strategy.

## 22/3/08 **FEGP Committee: reports for information**

GB noted for assurance the following annual reports that FEGP considered at its meeting on 21 September 2022

- a) People Annual Report 2021-22
- b) Health and Safety Annual Report 2021-22

## 22/3/09 **Report of Chair of Audit and Risk Assurance Committee (ARAC)**

9.1 Ian Falconer, Chair of ARAC presented the key issues and risks from the meetings of ARAC Committee on 19 October and 23 November 2023. GB considered the four main themes in the report as follows.

**Whistleblowing**, allegations of irregularity in a curriculum area had been reported to the committee. The committee had been updated on the steps taken by the recipient and were satisfied that the matter had been concluded in line with the Whistleblowing Policy.

**Risk Register review** gave further evidence that the college has a robust approach to strategic risk management. The new risks added to the register were increased energy prices, the implications of the employment law case *Harpur vs Brazel*, and environmental

sustainability. ARAC were assured senior managers were taking a risk-informed approach to managing the college.

**Internal Audit Annual Report 2021-22** was received by the committee. Members noted that Internal Audit had completed the agreed programme, that the college was taking appropriate action on internal audit recommendations and that the college was making good progress on completing actions raised. This judgment was reflected in the ARAC Annual Report to GB.

**External Audit** of the annual financial statements for 2021-22 had been completed. This was the first audit done by MHA LLP, appointed by GB in March 2022 following a tender exercise. All members had attended the External Auditor's report to members on 23 November. The committee had welcomed the auditor's clean audit opinion on the college accounts and minor, but helpful recommendations to enhance the college's internal controls framework.

- 9.2 GB received the report and noted for assurance the Annual Report of the Audit and Risk Assurance Committee 2021-22.

#### 22/3/10 **ARA Committee: reports for information**

GB noted for assurance the following reports that ARAC considered at its meeting on 23 November 2022.

- a) Regularity Self-Assessment Questionnaire (Final 23 November 2022) CONFIDENTIAL
- b) Internal Audit Progress Report 2022-23.

#### 22/3/11 **Report of the Chair of Search, Remuneration and Governance Committee (SRG)**

- 11.1 John Mothersole, Chair of SRG, presented the minutes of the meeting held on 2 November, highlighting the key issues and risks including the results of recent governor search activities, the annual senior post holder remuneration report and progress on the 2021-22 Governance Development Plan.
- 11.2 GB considered the report and the main points discussed were as follows.
- 11.3 **Governor search**, the Chair reported that a targeted exercise to fill specific skills needs agreed by the board had been successful. It was noted that one appointment (that of Kam Grewal-Joy) had been unanimously approved by a written resolution and two further appointments were recommended. It was noted that the short probationary approval period the board had adopted in 2015 did not give new members sufficient time to gain experience of the role. Therefore the Chair recommended that GB cease that practice and appoint new members for a standard four-year term.

GB received the report and approved:

- Gill Alton, former Chief Executive of the TEC Partnership be appointed as a governor with effect from 1/1/2023 for an initial term of four years to 31/7/2026.
- Solat Chaudhry, Chief Executive of the National Centre for Diversity be appointed as a governor with effect from 1/1/2023 for an initial term of four years to 31/7/2026.
- Kam Grewal-Joy's period of appointment be extended to 31/7/2026.

It was noted that the appointments were subject to satisfactory completion of the checks required by the college, safer recruitment procedures and Charity Commission guidance.

Clerk          ASAP

**ACTION:** complete appropriate appointment checks for new members.

11.4 **ESFA Accountability Agreements**, members received a briefing on the new funding requirement for colleges to submit an annual accountability statement of outcome targets agreed between the college and the ESFA to assure and enhance the mapping between college provision against local and national skills priorities. It was noted that the deadline for submission of the statement did not fit easily into the college's governance calendar. GB resolved to approve delegation of sign-off of the first statement to SRG Committee and include this in the calendar for 2023-24.

**ACTION:** at its meeting on 10 May 2023, SRG Committee to consider the college's draft Accountability Statement for approval on behalf of GB and report the outcome to GB in July.

SRG          10/5/23

**Post meeting note:** Department for Education subsequently agreed that for the first year of implementation, providers could seek approval from their territorial team to submit a draft statement by 31/5/2023 and the final board approved statement by 31/7/2023.

11.5 **Senior Post Holder (SPH) Remuneration Annual Report**, GB considered and resolved to adopt the SPH Remuneration Annual Report for 2021-22. GB noted the periodic review of the SPH Appraisal and Remuneration Policy and approved the updates to the policy.

**ACTION**

- publish the SPH Remuneration Annual Report 2021-22 on the college external website.

Clerk          31/1/23

11.5 **SRG Committee: reports for information**

GB noted for assurance the following reports that SRG considered at its meeting on 2 November 2022.

- Governance Development Plan update

## 22/3/12 Report of the Chief Executive and Principal

### 12.1 Progress against the College Strategy 2021-2025

The Executive Director Strategy and Systems Improvement presented an update on progress on the strategy and the areas of focus and key performance indicators for the second year. Governors noted the progress. It was suggested that a single summative indicator would be helpful to visualise progress against the plan and this would help governors to direct their focus. GB received the report and agreed the following actions.

#### ACTIONS

GB to use discussion time at the July 2023 meeting to do a deep dive of progress against the College Strategy at the end of year 2.	CEP/ EDSSI	12/7/23
Induction for new governors should include meetings with relevant ELT leads to take them through the relevant pillars of the Strategy	Clerk/ELT	31/3/23

### 12.3 Sector update

The CEP presented a sector update and the main issue discussed was the impact of the decision by the Office for National Statistics to reclassify further education corporations as part of the public sector. The Department for Education had written to accounting officers about some of the immediate changes but there would be further work to align the operating model more closely to regional needs and the Skills for Jobs white paper.

Governors considered the impact of the change and the main points discussed were as follows.

**Financial impact:** members asked if the change would mean a smoother payment profile for grant income and less expensive borrowing from public sources. The Executive Director of Finance (EDF) said that ESFA had received many urgent requests from colleges about replacing revolving credit arrangements and loans maturing imminently. The college had loans maturing in July 2024 and might get caught up in the backlog. Auditors would need to know the college's future plans for maturing loans to sign-off the 2022-23 annual accounts. There was not yet a published route for colleges to apply for a public loan to replace private borrowing. A new college financial handbook was expected in 2024.

**Investment and reserves:** noting the college's strong cash position, governors stressed that college reserves were a combination of money earmarked for investment in the recently approved Estates Strategy and a tax refund issued under a protected assessment. It was agreed that without a clear route for public borrowing, reclassification posed risks to the college's ability to fund its strategic investment plans and this risk and mitigating actions should be included on the Strategic Risk Register.

**Managing Public Money:** the EDF reported that they were reviewing the Financial Regulations again to reflect the need for government



consent for certain types of expenditure including any payments that were novel, contentious or repercussive.

12.4 GB received the update and agreed the following.

**ACTIONS**

- |   |                 |         |
|---|-----------------|---------|
| a) Ensure the strategic risks of ONS reclassification are assessed and recorded on the Risk Register                            | EDF             | 22/3/23 |
| b) Report to FEGP on changes to operations and regulations resulting from the DfE letter to accounting officers (November 2022) | EDF             | 15/3/23 |
| c) Allocate time at the March GB meeting for an update on the risk assessment and the college's response.                       | Chair/<br>Clerk | 29/3/23 |

12.5 **Equality, Diversity and Inclusion (EDI) update**

The CEP presented the EDI update including the EDI Annual Report 2021-22 and updated Single Equality Scheme. The priorities in the presentation were as follows

- Where they still exist, narrowing and eradicating achievement gaps for students in priority groups
- Supporting the health and wellbeing of staff and students including positive mental health via mental health first aid training, online support platforms and awareness raising amongst other things
- Aligning college EDI objectives with the recommendations of the Sheffield Race Equality Commission final report.

GB received the reports and resolved to adopt the Equality, Diversity and Inclusion Report 2021-22 and the Equality Scheme 2023-2025. VPSE 31/1/23

**ACTION**

Proof check EDI Annual Report 2021-22 and publish on the college external website

12.6 **Health and Safety**

The CEP presented an update on developments in health and safety since the last meeting and related performance data. The Link Governor for Health and Safety commented that they had met the Health and Safety Team several times during the term and had been impressed with their commitment and the way they were going about ensuring best practice. GB should support this by giving clear messages to managers and staff about the importance of Health and Safety and prioritising participation in the Health and Safety training and working groups.

GB received the report and endorsed the importance of board, manager and staff participation in creating an effective health and safety culture.

12.7 **College news and achievements**

The CEP presented an update including the notice that teaching trade unions intended to take industrial action in early 2023. Governors

supported the college to take steps to ensure business continuity for the benefit of students. GB received the report and thanked the CEP for her fortnightly update that highlighted achievements of students and staff. It was agreed that this would continue to be circulated by email. Members requested early notice of the dates for the presentation of annual awards to staff, students and apprentices.

**ACTION**

Circulate dates to governors for college celebrations and any external prize giving where governors might be able to support by attending.

Clerk 29/3/23

22/3/13 **Duty to review how the college contributes to meeting local skills needs**

13.1 The Executive Director Commercial and Operations (EDCO) presented proposals for GB to commission a review on the college's contribution to meeting local skills needs. GB noted that a pilot Local Skills Improvement Plan for South Yorkshire had been published, triggering the need to conduct a review. It was proposed that the college commission an initial external review in the context that

- the college had received some feedback from inspectors and stakeholders who had been involved in the recent Ofsted inspection
- The Employer Representative Body was in the process of refining the pilot LSIP
- The City was in the process of developing a set of City Goals and
- The Sheffield City Region Combined Mayoral Authority was developing a plan and priorities for devolved Adult Education funding.

13.2 Governors commented that it would be quite a tight timetable to complete the review in time to inform the first Accountability Statement return in May 2023 and it was an additional expense for the budget. The CEP confirmed that there were resources available in the budget to support the review and it would be beneficial to have an early review to trial a review process and develop measures for future benchmarking against emergent local, regional and national priorities.

13.3 GB approved the proposal to commission an external review of the college's contribution to meeting local skills needs. The review should

- draw on the views of other providers and stakeholders, as well as data from the Ofsted inspection and college data.
- report draft findings to SRG Committee in May 2023 to inform 2023-24 accountability targets
- submit a final report for GB to consider in July 2023.

**ACTION**

Obtain requests for proposals to appoint an external reviewer

EDCO 28/2/23

## 22/3/14 **Annual Members' Report and Financial Statements 2021-22**

14.1 The EDF and the Chair of ARAC presented the Annual Members' Report and Financial Statements, the Auditors' report on the audit of the Financial Statements and associated documents for GB approval.

### 14.2 **Year End Report of the Financial Statements' Auditors 2021-22**

It was noted that most members had attended the joint meeting of ARAC and FEGP on 23 November when Stuart McKay, Audit Partner of MHA had presented the audit highlights report to governors. The report gave the accounts an unqualified "clean" audit opinion with some helpful recommendations to strengthen controls. The EDF confirmed that there had been no adjustments to the accounts since that report.

14.3 Governing Body noted the report, noting the independence of the external auditors, and welcomed their assurance that:

- the college continued to be a going concern;
- the college had prepared the accounts accurately within an acceptable level of materiality in respect of all transactions; and
- the college had applied its income for the purposes identified by Parliament as appropriate under the Audit Code Of Practice.

14.4 The Chair of ARAC presented the final Report of the Members of the Corporation and Financial Statements for the period from 1 August 2021 to 31 July 2022 and, recommended for approval by ARAC and FEGP committees based on their consideration of the final draft report; the external auditor's year-end report, the completed regularity self-assessment questionnaire and the ARAC Annual Report 2021-22. GB also received an updated cashflow forecast to December 2023 as further evidence to support the college's status as a going concern for the next 12 months.

### 14.5 **Annual Reports and Financial Statements of the College Subsidiary Companies**

GB received the Annual Reports and Financial Statements 2021-22 of the college's wholly owned subsidiary companies:

- Sparks Managed Services Limited (number 07490897);
- Sparks Solutions Limited (number 08857469);
- Sparks Teaching Services Limited (number 08087248).

GB noted that the accounts showed the companies to be solvent. The company boards had approved the Annual Reports and Financial Statements as accurate at Annual General Meetings held on 30 November 2023

### 14.6 **Board Assessment of Fraud Risk**

On the recommendation of the committees of ARA and FEGP, GB approved the board assessment that the residual risk of fraud as low likelihood and low impact because the controls in place would prevent

the level of financial fraud that might lead to a material misstatement of the financial statements.

**14.7 Report of the Members of the Corporation and Financial Statements for the period from 1 August 2021 to 31 July 2022**

On recommendation of ARAC and FEGP and having considered the reports from subsidiary companies, the auditor's report and the board assessment of fraud risk, GB resolved to adopt the Report of the Members of the Corporation and Financial Statements for the period from 1 August 2021 to 31 July 2022 and authorised the Chair of Governing Body and Accounting Officer (CEO) to sign the documents for submission to the ESFA.

**14.8 Management Representation Letter**

The Chair of ARAC presented for GB to approve and authorise the Chair and the Clerk to sign on behalf of the board. It was noted that ARAC and FEGP had recommended the GB approve signing of the letter, based on the evidence received by the committees.

GB approved the Management Representation Letter and authorised the Chair to sign the Letter on behalf of the Board.

**14.9 Finance Record 2021-22**

The EDF presented the draft Finance Record for GB to consider for approval. It was noted that this had not been available in time for FEGP Committee to consider at its meeting on 23 November but the data input to the ESFA template was consistent with the data included in the Financial Statements 2021-22.

GB approved the Finance Record for signing by CEO as Accounting Officer and submission to ESFA by 31/12/2022.

**14.8 ACTIONS**

- |  |     |          |
|--|-----|----------|
| a) Arrange signing and submission of Annual Report and Management Representation Letter to MHA, External Auditor, for report to be countersigned by external auditor | EDF | ASAP     |
| b) Submit relevant documents to ESFA, and  | EDF | 30/12/22 |
| c) publication on the college website of the Annual Members' Report and Financial Statements.  | EDF | 31/1/23  |

**22/3/15 Written resolution**

GB noted that on 24 October 2022, by a written resolution approved by all members, GB approved:

Kam Grewal-Joy be appointed as a governor with effect from the date of acceptance for an initial term to 31/7/2024, at which time Kam would be eligible for the appointment to be extended to a term of four years. The appointment is subject to satisfactory completion of the checks required by the college and Charity Commission guidance.

The term of appointment was amended to 31/7/2026 in the meeting.

22/3/16 Chair's action since the last meeting

GB noted for information

- a) On the recommendation of FEGP Committee, the Chair of GB approved a letter of variation from Barclays Bank UK PLC to the college setting out amendments to a facility agreement dated 18 February 2008 concerning the change of the base rate for calculating interest on the Barclay's loans to Bank of England Base Rate.
- b) The Chair of GB approved a letter from the college to the Department for Education confirming support for the corporation's bids to the Post-16 Capacity Fund 2023-2024 and the level of match funding that the corporation would provide
- c) On 24 November 2022, the Chair approved the appointment of Amaan Saqlain, TSC Student Union President, as a student governor from date of acceptance to 31 July 2023.

22/3/17 **Review of meeting and closing remarks**

17.1 **Beri Hare's retirement**

On behalf of GB, the Chair thanked Beri Hare for her service to the college. He remarked that since her appointment in July 2017, Beri had worked tirelessly to appoint, challenge and support the leadership team to raise the quality and standards of teaching and learning. The CEP commented that the college and GB had benefitted enormously from Beri's governorship and her leadership of TLQSE Committee. Beri had been generous with her time and sharing her extensive knowledge of FE. Beri's input would be missed enormously professionally and personally by senior leaders.

22/3/18 **Date and time of next meeting**

Wednesday 29 March 2023, 08.30 – 11.00

Wednesday 12 July 2023, 08.30 – 11.00

**For information**

Health and Safety FEGP Governor Briefing slides 23/11/2022

RSM Further Education Emerging Issues Autumn 2022