

**Minutes of the meeting of the Board of the Corporation held on
Tuesday, 17 March 2020 at 6:00pm in the Conference Room, City Campus**

- Present:
- John Barnett (in-person, City Campus)
 - Tom Crompton (in-person, City Campus)
 - Louise Doyle (in-person, City Campus)
 - Louise Farthing (video)
 - Louise Kennedy (in-person, City Campus)
 - Rob Lawson (Chair) (in person, City Campus)
 - Paul McEldon (in person, City Campus)
 - Susan Pollard (video from Bede Campus)
 - Ralph Saelzer (video)
 - Ellen Thinnesen, Chief Executive (video)
- In Attendance:
- Nigel Harrett, Principal Northumberland College (video from Ashington Campus)
 - David Howells, Chief Operating Officer (video from Bede Campus)
 - Vikkie Morton, Vice Principal Student Services and Registry (video)
 - Iain Nixon, Vice Principal Partnerships and Commercial (video from Ashington Campus)
 - Naomi Robson, Associate Principal Resources and Legal Services (video from Bede Campus)
- Clerk:
- Christine Stretesky, Head of Corporate Governance and Policy (in person, City Campus)

Noting the challenging times, the Chair thanked everyone for attending, making special thanks to the IT Team for the support provided to allow many to attend via video conferencing.

Bd/19-20/67 Apologies and consent or absence and declarations of interest

Apologies were accepted from George Blyth and Zainab Nadeem.

There were no declarations of interest made.

Bd/19-20/68 Minutes of the previous meeting held 4 February 2020 and Matters Arising

The minutes were accepted pending amendments raised by the Chief Executive and the Vice Principal Student Services and Registry.

Matters arising discussed included:

- Bd/19-20/49: The Vice Principal Student Services and Registry and the Head of Corporate Governance and Policy to discuss how to link Board in to the EDI Committee; this is ongoing

Bd/19-20/69 Minutes of the special joint meeting held 25 February 2020

The minutes were accepted as an accurate record of the joint meeting held on 25 February 2020.

Bd/19-20/70 Risk Assessment, Communicable Disease: COVID-19

The Chief Executive (CE) presented the report noting that the risk assessment has been significantly updated since the report was provided to the Board. The CE highlighted the following:

- The CE convened a COVID -19 Response Group ('Response Group') that includes ELT, SLT and members of middle leadership to work on business continuity; she thanked the work of the Response Group stating they have risen to the challenge and are providing a whole college approach to the situation
- The Response Group is presently working on enabling back office functions to continue should the government close the college
- The ability to pay payroll remotely is a priority. It has been tested and the Response Group are confident this can be done. Some members of the Finance team are now working from home to ensure their continued health
- The CE acknowledged that there are many unanswered questions around funding and financial savings
- The MIS team has been relocated offsite to ensure the ILR (the regular return to the government which allows the EPNE Group to draw down funding) can be made
- Preparations are ongoing to allow the colleges to deliver remote learning. The CE noted that with three colleges there are three different online learning platforms being used. Hartlepool Sixth Form is well able to deliver learning using Google Classroom; Northumberland College staff members are being supported to utilise Canvas for remote learning; and Sunderland College use of Moodle presents the biggest risk of a system crash if all learners and staff access at the same time. Sunderland College Sixth Form is being supported to move to Google Classroom
- A government briefing came out today stating schools and colleges are not to close. Independent of this, the Response Group is looking at extending Easter break. As from tomorrow no HE students should be on site as learning has been suspended until after Easter with delivery moving to online learning
- Adult learners will be supported to complete assessments scheduled up to Easter break but new learning will be suspended until after Easter
- For 16-18 year old learners, the Response Group is working to keep colleges open though student attendance has reduced greatly
- There has been an increase in staff member absences due to illness, with entire course areas self-isolating
- Work is ongoing to ensure business continuity; for example, work is being done on plans to submit the Integrated Financial Model for Colleges remotely and close campuses. The savings programme set to start this term will have to be postponed
- All leaders are able to use Teams for collaborative working and communications
- Work is being undertaken to support and promote staff wellbeing especially for those members who may be self isolating

The Board asked the following questions of senior leadership:

- Was the Integrated Financial Model submitted on time in February?
 - The CE responded that it was but there is another submission due in April.

- What is happening with the animals at Kirkley Hall?
 - The CE responded that the Associate Principal Kirkley Hall has developed and put in place a business continuity plan and protocol to ensure animal welfare is taken care of. This includes utilising staff members that live on site to care for the animals.
- What is the position of government around the Group making the decision to close?
 - The CE stated that the colleges are permitted to take breaks in learning and move terms around which is something that is being considered.
- What is happening with the students who are boarding at NC?
 - The CE answered that the decision has been made to keep them on site because provision continues. Should the college close, they will be sent home.
- Will Ofsted continue with inspections during this time?
 - The CE responded that there has been ministerial sign-off for no further inspections.
- Will the EPNE Group be able to pass bank covenants during this time?
 - The CE replied that action is being taken to mitigate potential cash flow issues, noting that only essential need spending is occurring. She stated that there have been conversations with Government around financial support for colleges. The COO added that there are a number of unanswered questions on funding for the remainder of the year, but assured governors that banks are being consulted. He noted that banks are fairly tolerant and flexible around bank covenants needing to be waived in circumstances like we are currently facing.
- What kind of effect on our financial health will be had if the savings programme is going to be postponed?
 - The CE replied that there will be some savings as the colleges will be using less agency staff and recruitment has been put on hold. If the colleges do close and are able to reopen in June, the programme may be able to continue with the savings realised this fiscal year.
- Will the building work continue at NC?
 - The CE stated that building works will continue and there will be an estates team on site. She stated that the project managers have confirmed they are still able to continue with the projects which become a bit easier if there are no students on site.
- Do senior and middle leaders understand who will be making decisions should the CE become unable to work?
 - The CE stated that everyone is aware that decision making would move from the CE to the Principal at Northumberland College to the COO. She stated that the three of them are deliberately segregating themselves from each other.

The following questions were provided to the Head of Corporate Governance and Policy prior to the meeting by Governor Blyth:

- Will the EPNE Group be able to claim business interruption insurance?
 - The CE responded that enquiries have been made with the EPNE Group's insurers around claims that the leadership was negligent and were told that so long as statutory duties are complied with, the EPNE Group is covered. No other insurance enquiries have been made.
- Does the EPNE Group have adequate amounts of hand sanitiser?

- The CE stated that senior leadership was proactive in getting sanitizer and has enough.
- Is the zoo remaining open?
 - The Principal of Northumberland College stated that the zoo has closed.

The Board challenged senior leadership asking for assurances that any time sensitive issues, like complaints or appeals, are being addressed. The CE stated that staff members are continuing to work as though it is business as usual. The Associate Principal Resources and Legal Services stated that People and Development case management is continuing and the team are looking at how appropriate it is to hold face to face meetings remotely and will be consulting recent guidance from Irwin Mitchell solicitors. The COO added that the EPNE Group can implement a secure mail system to ensure letters and documents get to the appropriate staff member in a timely manner.

The CE stated that the Response Group is starting to consider what reopening will look like including using technology during the application and interview processes, recruitment and remote curriculum planning.

The Board acknowledged a job well done by the COVID Response Group with quick decisions made in response to the crisis and thanked the Response Group as well as Ellen for her strong leadership.

AGREED: to note the contents of the report and update provided

Bd/19-20/71 Governance Continuity Planning

The Head of Corporate Governance and Policy presented this report stating that the Board is being asked to make decisions on four questions:

1. Should the Instrument and Articles (I and As) be amended to reduce quoracy requirements in certain circumstances?
 - a. The Head of Corporate Governance and Policy provided background of what the Instrument and Articles provide in terms of quoracy noting that for the board of the Corporation it is set at 40% and for local boards and committees it is set at 50%
 - b. In anticipation of governors being unable to attend meetings even remotely or otherwise engage in decisions making, amendment to the I and As authorising the Chair to lower quoracy to 30% is recommended. The language to be inserted in the I and As was read
 - c. The Board discussed lowering the quoracy under certain, extreme circumstances and agreed it was a reasonable step to take
2. Should the Board delegate to the Chair, and the Chairs of the Local Boards decision making authority for urgent matters?
 - a. The Head of Corporate Governance and Policy noted the authority provided to the Chair in the Standing Orders to make decisions on urgent matters when convening a meeting is impractical
 - b. The Chair stated that he would not use this authority without first consulting with the chairs of the local boards and confirmed the local chairs agreed to the arrangement
 - c. The Board acknowledged the authority and arrangement
3. Should the April and May meetings be cancelled?
 - a. The Head of Corporate Governance and Policy stated that there were twelve meetings remaining in the academic year, three in April, one in May and the remaining in June.

- b. The April meetings were identified as being the two local governing boards and the Finance, Resources and Projects Committee.
 - c. The reasons behind cancelling the meetings were identified as cancellation would allow senior leaders to continue, without the distraction of preparing board/committee papers, to work supporting learners and staff during the COVID-19 crisis and acknowledging each board and committee have a meeting scheduled in June.
 - d. The chairs of the local governing boards each stated that they agreed with cancelling the April meetings noting that any decision making could be made via email per the I and As
 - e. The Board agreed to the cancellation of the April meetings
 - f. The Board discussed the 12 May 2020 Board of the Corporation meeting and agreed any decision on whether it should be held will be made at the end of April when the agenda is to be set
4. Should meetings for the remainder of the year be virtual with no two members in the same room?
 - a. The Board discussed and agreed this was the best course of action

The Board asked how these decisions will be communicated to local governors. The Head of Corporate Governance stated that an email summarising the meeting will be sent to all governors and will include the specific decisions made.

AGREED to:

- approve the proposed amendment to the Instrument and Articles to include the following language at Section 12:

(4) In the event that a communicable disease renders more than half of the members of the any Board or committee unable to participate in corporate business, the Chair of the Board may approve a reduction in the quoracy requirements to 30%. All decisions made during the time when quoracy has been reduced is considered just as valid and effective as if they were made at a meeting that meets the quoracy required in Section 12 and the Terms of Reference for the board or committee. Quoracy will return to the requirements contained in Section 12 and the Terms of Reference for the board or committee when that quoracy can be met.
- acknowledge the Chair's authority to act on urgent matters
- cancel the local boards and Finance, Resources and Projects Committee meetings set for April
- hold all meetings via Teams Conferencing for the remainder of the academic year

Bd/19-20/72 through Bd/19-20/75 – Consent Items

The Head of Corporate Governance and Policy introduced the following items stating that approval will be sought for all four items, noting they have not been to a committee but have been approved by the Senior Leadership Team. The Chair asked if there were any questions or comments on any of the items, and hearing none confirmed approval of the following:

- **Bd/19-20/72 Freedom of Speech Policy**

- **Bd/19-20/73** **Capability Policy**
- **Bd/19-20/74** **Modern Slavery Statement**
- **Bd/19-20/75** **Gender Pay Gap Report**

Bd/19-20/76 **Complaints Bi-annual Report (to inc HE)**

The Chair stated that this item will be deferred to a future meeting.

Bd/19-20/77 **Management Accounts**

The COO delivered the report highlighting the following:

- The report is for the period up to the end of January 2020
- The report has been sent to the bank in line with reporting requirements
- EBITDA is at 7.3% of adjusted income
- There are 4735 16-18 ESFA learners. This is the number we will receive ESFA funding for next year
- With regard to Adult Education Budget, noting that it has a different profile than 16-18, the Group is on track to meet the ESFA funding target but is currently behind in meeting the Tees Valley Combined Authority (TVCA) target. Work is underway to agree a new delivery plan that will meet the TVCA allocation.
- Advance Learner Loans are short of target, though members of staff are reviewing information to identify students on loan bearing courses who have not completed the loan application process
- HE income is on target
- The cashflow figures found in the report are dependent on TU, creditor payments and the timing of the restructuring payments
- Overdrafts have been secured to cover the funding shortfall window between December and April
- Bank covenant tests were conducted in December with the Group passing all of them

The Board asked whether the Group has been successful in reclaiming the missed apprenticeship funding from the ESFA discovered at NC. The COO stated that the Group will be getting funds back and the Vice Principal Partnerships & Commercial noted that the apprenticeship service has not taken action to resolve the issue.

AGREED: to note the content of the report

Bd/19-20/78 **Students' Union Report**

The Chair stated that with the SU President's absence this item will be taken for information.

Confidential items

Bd/19-20/79 **Wireless Internet Tender**

This item was determined to be confidential with minutes maintained separately.

Bd/19-20/80 **Capital and Transaction Unit Spend Report**

This item was determined to be confidential with minutes maintained separately.

Bd/19-20/81 Curriculum Planning Update

This item was determined to be confidential with minutes maintained separately.

Bd/19-20/82 Apprenticeships Performance and Retention

This item was determined to be confidential with minutes maintained separately.

Bd/19-20/83 Subcontracting/Partnerships - Strategy & Contracts over Threshold Update

This item was determined to be confidential with minutes maintained separately.

Bd/19-20/84 Confidential Minutes of the previous meeting held 4 February 2020 and Matters Arising

This item was determined to be confidential with minutes maintained separately.

Bd/19-20/85 Confidential Minutes of the joint meeting held 25 February 2020 and Matters Arising

This item was determined to be confidential with minutes maintained separately.

Informational Items

Bd/19-20/86 Draft Minutes of the following Committee

The Board noted the receipt of the following:

- 17 February 2020 Sunderland Curriculum & Quality Committee
- 18 February 2020 Northumberland Curriculum & Quality Committee
- 02 March 2020 Sunderland Local Governing Board

Bd/19-20/87 Papers from Committees

The Board noted receipt of the following:

- Adult Provision – In-year Plans (Northumberland Local Board)
- T Level Implementation Plan (Sunderland Local Board)
- Mid-Year Performance Report (Sunderland Local Board)
- Retention, Achievement and Attendance Data (Northumberland C&Q)
- HE Update (Sunderland C&Q)
- HE Attendance, Continuation and Completion (Sunderland C&Q)
- Stakeholder Survey Result (QDP) (Northumberland C&Q)
- Student Voice: On Programme Survey Results (Sunderland C&Q) Note receipt of the papers

Bd/19-20/88 Any Other Business

There was no any other business.

Bd/19-20/89 Date, time and venue of next meeting: 12 May 2020, 6:00pm, via Teams Conferencing

There being no further business the meeting closed at 19:20.