**Redacted[1] Minutes of the Special Board Meeting held on 30 April 2020 at 5pm
using Zoom Video conferencing**

Present:

Mr J Boydell	Chair
Dr E Smith	Principal and Chief Executive
Mr E Bassa	Until Minute 8
Mr S Browne	
Mr M Collard	
Mr M Driver	
Mr S Edwards	
Ms J Garcia	
Mr J Jepson	(from Minute 7)
Ms J Jones	
Mr J McMullin	
Cllr J Mein	
Mr D Patel	
Ms K Williams	

In attendance:

Mrs M Haworth	Vice Principal Quality, Teaching, Learning and Learner Support
Mr S Nixon	Executive Director Resources
Mr M Noblett	Vice Principal Curriculum Delivery and Planning
Mr I Stott	Head of MIS, ICT & Data Services (until Minute 3).
Ms G Thornton	Head of Human Resources
Mrs C Rayner	Clerk to the Board

Apologies:

Ms L Hornsby (retrospectively)
Mr T Readett
Mr J Taylor (retrospectively)

1. **Welcome, apologies and declaration of Interest**

   a) **Welcome and Apologies**

   The Chair welcomed members and management to the meeting. The Board noted that apologies had been received from Mr Readett and that Ms Hornsby, Mr Jepson and Mr Taylor planned to join the meeting later, subject to work commitments.

   It was noted that a quorum was present.

   b) **Declarations of Interest**

   The Board noted that Mr Edwards, Ms Garcia, Mr Jepson and Mr Patel had an interest in the Board's consideration of their induction review and would leave the meeting for this item.

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[1] Please note that any matters which the Corporation is satisfied should be dealt with on a confidential basis have been removed from these minutes.

2. IT Infrastructure and IT Strategy Update Integrated Financial Model for Colleges (brought forward from Item 10)

Mr Stott, Head of MIS, ICT and Data Services, responded to a query from a governor ahead of the meeting on whether the use of Zoom for College Board meetings presented any security risks. Mr Stott reported that Zoom, which had experienced a massive increase in users during the lockdown, had increased its security controls in recent weeks. The additional security features, such as passwords for all meetings, were being used by College management. He referred to the importance of ensuring that passwords for Zoom meetings remained confidential and were not shared on social media. He reported that he was currently preparing a guidance note to all staff on the safe use of Zoom which he would forward to governors.

Mr Stott provided an overview of his report on IT Infrastructure and IT Strategy. He made reference to:

- adaption of the IT infrastructure timetable in response to the coronavirus shutdown;

- at its last meeting, the Resources Committee had discussed the importance of improving the wireless signal strength across campus in response to learner feedback. As part of the IT strategy, all network switches had been replaced as scheduled, this had increased the connection speed between buildings from 1GB to 10GB and significantly improved signal strength;

- progress of the migration of virtual servers from the old server estate;

- due to the move to remote working for both learners and staff, the College and NViron, had re-prioritised and accelerated the implementation of the new Virtual Desktop Infrastructure (VDI). The VDI solution was successfully deployed at the beginning of lockdown. To date, over 200 users logged in on a daily basis and feedback from users was positive. One of the benefits of VDI was that users could access their desktop and virtual applications via older devices at home as processing took place on remote servers at the College;

- the College Firewall was updated in March to enhance security and performance;

- how the coronavirus shutdown had impacted the implementation plan, for example the engineer from NViron had been required to self isolate and the timetable for the Backup and Disaster recovery project was currently being reviewed. However, the positive impact of the IT investment was already evident.

Mr Stott responded to a query from a governor on why VMware was selected instead of the less expensive Oracle Virtual Box and whether Virtual Box could be used in the server room. Mr Stott explained that Oracle Virtual Box was a desktop virtualisation solution and not a virtual desktop infrastructure and did not offer the same functionality. He outlined the costs involved and offered to discuss in further detail with the governor outside the meeting.

Resolved: The Board noted the IT Infrastructure and IT Strategy Update.

BOARD AND FINANCIAL MATTERS

3.   Notes of the Board Update Meeting – 2 April 2020

The Board approved the Notes of the Board Update meeting held on 2 April 2020. The Board noted that Mr Readett had sent his apologies retrospectively as he had been unable to access his emails.

Resolved: The Board approved the Notes of the Board Update Meeting – 2 April 2020.

4.   Report of resolutions agreed in writing – March /April 2020 and items sent between meetings

a)   Resolutions approved - March 2020

The Clerk referred to the report on resolutions approved by the Board in writing in March 2020 following the postponement of the Board meeting scheduled for 19 March 2020. She reported that all resolutions proposed in the email issued on 19 March 2020, as listed in Appendix A, had been carried and the Board had approved:

- Board minutes – 12 December 2019 and 27 February 2020;
- the Five Year Strategic Plan and updated mission and strategic objectives;
- proposed changes to the Risk Management Policy;
- pay award arrangements as outlined in the Period 6 Management Accounts paper;
- the notes of strategic planning meeting;
- the revised Fees Policy;
- the dis-continuation of the Higher Education Sub-Committee.

The Clerk also referred to comments submitted by members included in the report.

b)   Resolution approved - April 2020

The Clerk reported that the Board had also approved a resolution in writing, dated 8 April 2020, to approve the use of the College car park by the NHS for a coronavirus test centre.

c)   Other information made available to the Governing Body between meetings

i)   Qualification Achievement Rates (QAR) 2018 – 19

The Clerk referred to a report on the College's Qualification Achievement Rates 2018 -19 which was available on the Governors' Portal. It was noted that the report had been discussed briefly at the Board Update meeting on 2 April 2020 and would be reviewed by the Quality and Standards Committee at its next meeting.

ii)   Quality and Standards Review Report

The Clerk reported that an update on the Quality and Standards Review and the final version of the QAA report: 'Quality and Standards Review for Providers

Registered with the Office for Students the Quality and Standards Review – Preston College' was available on the Governors' Portal.

iii) Chartered Governance Institute's guidance on good practice for virtual board and committee meetings

The Clerk reported that the Chartered Governance Institute's guidance on good practice for virtual board and committee meetings was available on the Governors' Portal.

iv) Updates from the Association of Colleges

The Clerk reported that email updates from the Association of Colleges (AoC) were available on the Governors' Portal.

Resolved: The Board noted the report of resolutions agreed in writing – March /April 2020 and items sent between meetings.

5. Matters arising

A report, dated April 2020, on progress of matters arising since the previous meeting was noted.

In response to a query, Mr Nixon, Executive Director of Resources, gave a verbal update on the progress of the capital funding bid. It was noted that architect plans had been completed and the College had submitted a bid. The deadline had been extended in light of the coronavirus shutdown. The Principal and Chief Executive responded to a query about the possibility of ESFA match funding and the outlined the College's approach.

Mr Nixon confirmed that a Board visit to the building where work would take place if the bid was successful would be arranged when it was safe to do so.

6. Executive Leadership Team Update - Learners

The Principal and Chief Executive recorded thanks to all staff for their considerable efforts in continuing to work remotely during the coronavirus shutdown. She reported that after the Easter shutdown teaching staff had continued to provide innovative remote support for learners and had encouraged learners to continue with their studies. In quickly adapting to remote learning, staff had developed considerable new skills in a short space of time which would continue to be beneficial going forward. In particular, she referred to the outstanding work of Mr Stott and his team which quickly enabled staff to work and support learners remotely.

The Principal and Chief Executive outlined the key matters from the Executive Leadership Team (ELT) Update report, dated 30 April 2020, which provided an overview of the impact of the coronavirus shutdown on the College to date.

The Principal and Chief Executive made reference to:

- College management awaited guidance on apprenticeship assessment and gradings;

- local publicity regarding the NHS's use of the College's car park as a coronavirus testing centre;

- the College had joined the national '*FE Foodbank Friday'* campaign, in which FE organisations around the country where coming together to raise money for community foodbanks;

- business as usual work was ongoing including budget planning 2020-21, business planning, curriculum planning and IT infrastructure implementation;

- learner attendance levels at the start of the new term in most cases reflected previous attendance patterns;

- ELT provided regular briefings to staff which were well received. Staff were using video-conferencing, such as Zoom and MS Teams, to keep connected and staff were supporting each other.

The Board discussed the update report with management, and in response to questions, noted:

- feedback from learners varied depending on their programme, for example remote learning was difficult in hair and beauty programmes or those which required practical assessment for a "licence to practice." On these programmes uncertainty had unsurprisingly impacted learner motivation;

- College staff were using a variety of communication channels to engage with learners and parents. It was noted that, in comparison with the provision of teaching for younger students within Schools, the College provided much more face to face (via virtual apps) learning opportunities and the feedback from learners and parents had been positive;

- awarding bodies were taking differing approaches to examination and assessment and details would be communicated to learners as soon as possible.

7.   Management Accounts

Mr Nixon, Executive Director Resources, presented his report on the Period 8 Management Accounts and commentary. Mr Nixon made reference to:

- the Period 8 Management Accounts were based on the revised financial forecast discussed by the Board at the informal update meeting on 2 April 2020;

- the most significant areas of anticipated income under performance;

- income streams such 16-18 core grant and Adult Education Budget grant had been confirmed as continuing, and would not be subject to year end reconciliation;

- the College had taken the decision to furlough seven members of staff due to the commercial nature of their work. The estimated income to the College had not been included in the Period 7 accounts. The decision had been discussed with the staff involved so that it was clear that the decision specifically related to their role;

- the College had submitted an application to the supplier relief scheme;

- an update on bank covenants.. The Board noted that regularly dialogue with the bank would be maintained.

The Board discussed the Period 8 Management Accounts with management, and in response to questions, and noted:

- the likelihood of the application for supplier relief scheme being successful;

- it was unclear whether revenue grants would be need to be repaid with the College's future earnings, and management would maintain a watching brief;

- the threshold for the College to breach banking covenants, which were not solely based on a specific cash deficit, and potential implications of breach for the College. Members referred to the possibility of policy and management changes at the bank which could change the Bank's approach. The Board noted that College management maintained a proactive dialogue with the College's Relationship Manager at the bank and continued to review the situation;

- there were no specific FE relief schemes to date, lobbying was ongoing and the College had participated in an AoC survey to assess the scale of the issue for colleges;

- how the impact of the coronavirus lockdown differed for universities, particularly due to the high number of international students studying at universities;

- when curriculum planning, College management would be mindful of the discussion with governors of the possibility of increased unemployment might provide the impetus for increased numbers seeking retraining;

- to date, the government's T Levels implementation plan timetable had not changed in light of the coronavirus shutdown.

Resolved: The Board noted the Period 8 Management Accounts and commentary.

8. **Performance Against KPIs update**

Mr Nixon referred to his report on the Performance Against Key Performance Indicators and the KPIs report for Period 8.

The Board noted that the red ratings related to lower income expectations, with consequent impact on surplus/deficit and cash, were a direct result of the coronavirus shutdown. The Board also noted the potential impact in relation to bank covenants and calculations of financial health.

Resolved: The Board noted current performance against Key Performance Indicators.

9. **Committee minutes**

The Board noted:

- Minutes of the Resources Committee - 28 November 2019
- Minutes of the Search and Governance Committee - 6 February 2020
- Minutes of the Audit Committee - 11 March 2020 (draft)
- Minutes of the Resources - 13 February 2020 (draft)

The Clerk reported that the Resources Committee, at its meeting on 6 February 2020, had reviewed the Staff Survey 2019 and Gender Pay Gap report 2019 and the reports were available to the Board on the Governors' Portal.

Resolved: The Board noted the committee minutes of: Resources Committee, Search and Governance Committee and Audit Committee.

RESOURCES COMMITTEE ITEMS

10. **IT Infrastructure and IT Strategy Update**

It was noted that the IT Infrastructure and IT Strategy Update report had been discussed at the start of the meeting.

11. **Special Leave Policy**

Ms Thornton, Head of Human Resources, outlined proposed changes to the Special Leave Policy to incorporate new legislation under the Parental Bereavement (Leave and Pay) Act 2018. She explained that from 6 April 2020 the new legislation entitled employees who had tragically lost a child under the age of 18 or suffered a still birth from the 24th week of pregnancy the right to two weeks' leave and statutory pay. She referred to the proposed changes shown in the track change version of the policy in Appendix A.

The Board approved the proposed changes to the Special Leave Policy.

Resolved: The Board approved the proposed changes to the Special Leave Policy.

GOVERNANCE MATTERS

12. **Governance meetings during Coronavirus Closure**

The Clerk referred to her report which outlined the proposal for virtual governance meetings during the Coronavirus closure. She made reference to:

- the benefits of holding more regular Board meetings to ensure that the Board were updated on matters as they developed and to assist with agenda management for virtual meetings;

- the programme was designed to build in some flexibility to the governance schedule whilst maintaining governance oversight;

- some committee meetings would not be held and the business would be considered at Board meetings where possible;

- the calendar for meetings until July 2020;

- activities of the Search and Governance Committee would depend on how the Board decided to progress governor recruitment;

- ELT and the Clerk would continue to send the Board regular updates between meetings.

The Board approved the proposed revised meeting schedule until July 2020.

Resolved: The Board approved the proposed revised governance meeting schedule until July 2020.

13. **Governance Matters - Updated**

The Clerk referred members to report on Governance Matters which she had updated since the postponed March Board meeting. She:

- outlined a proposal for Mr Bassa to re-join the Audit Committee for the June meeting following the delay in recruiting a new governor. She referred to the importance of ensuring the virtual meeting was quorate and explained that Mr Bassa also had previously served on the Audit Committee;

- provided an update on the Search and Governance Committee's review of the College's assessment of the College's compliance with the Code of Good Governance for English Colleges. She reported that the actions would be reviewed in the next few weeks as it was likely that some would need to be re-prioritised in light of the management focus on the College shutdown and move to remote working;

- reported that the Education Training Foundation had temporarily removed the access code (password) for the pilot of the Governance Development Programme to allow open access during Covid-19 and referred to the access details in her report;

- referred to a report on the Governor Question Time/ Scholarship Students;

- provided a brief update on governor recruitment to date which the Board would discuss in more detail in Part 2;

- referred to correspondence on a FE matters from Mr Atkins OBE, FE Commissioner, dated 6 February 2020, to chairs and principals of Further Education and sixth form college corporations. She reported that further correspondence from the FE Commissioner, dated 27 April 2020, relating to the impact of the coronavirus on

colleges, was available on the Governors' Portal and would be included on the next Board agenda.

a) Board Membership, Terms of Office and Committee Membership

The Board noted the report on Board Membership, Terms of Office and Committee Membership and agreed that Mr Bassa should re-join the Audit Committee for its June meeting. In response to a query, the Board noted that as Mr Bassa's term of office ended in July 2020 he could not attend further Audit Committee meetings in the 20-21 academic year.

b) Induction Reviews

The Chair reported that the Search and Governance Committee had completed Induction Year Reviews for Mr Edwards, Ms Garcia, Mr Jepson and Mr Patel. He reported that the Search and Governance Committee had agreed that Mr Edwards, Ms Garcia, Mr Jepson and Mr Patel had completed a successful induction year and recommended they should be appointed for a further term, i.e. to continue to serve their four year term. The Board noted the report which outlined their Board and Committee attendance, training completed in 2019/20 and other activities during their first year on the Board. The Board approved Induction Year Reviews for Mr Edwards, Ms Garcia, Mr Jepson and Mr Patel.

Mr Edwards, Ms Garcia, Mr Jepson and Mr Patel left the meeting for the discussion of their respective Induction Year Review.

Resolved: The Board:

- **noted the current Board membership and Term of Office and Committee Membership and agreed that Mr Bassa should re-join the Audit Committee for its June 2020 meeting;**

- **approved Induction Year reviews for Mr Edwards, Ms Garcia, Mr Jepson and Mr Patel;**

- **noted the report on the Governor Question Time event and meeting with Scholarship Students;**

- **noted the updates on training and the recruitment of a new governor.**

14. Any other Business

a) Student Council

In response to a query, Mr Noblett confirmed that the Student Council had met virtually using Zoom.

b)   Access to College grounds

A governor commented that she had highlighted to College management that based on social media post it appeared that members of the public could accessing the amphitheatre on the College's grounds. Mr Nixon outlined the security arrangements at the College during its closure, with regular building and safety checks undertaken and remote monitoring of CCTV. He explained that the front of the College was particularly secure as the NHS Trust employed 24 hour security at its coronavirus testing centre, situated on the College's St Vincent's Road car park.

Mr Nixon explained that monitoring the rear of the College was more challenging as it was adjacent to a public right of way. He confirmed that the gate to the amphitheatre had been fixed on the day the concern had been raised and had been subsequently broken again over the weekend. It was noted that College management were considering other options to address the problem, including signage and local communications.

c)   Staff welfare

In response to a query on staff welfare during the coronavirus shutdown, management reported that they issued regularly communications to staff and regularly signposted the internal and external support available including an independent counselling service. The staff governors commented positively on the level and tone of support provided for both business support and academic staff from ELT and College management. A staff governor commented that teams were using the technology available to support each other and learners and, in some cases, contact with learners had increased.

15.   Date of next meeting – 4 June 2020

It was noted that the next virtual Board meeting would be held on Thursday 4 June 2020. The Chair thanked participants for their attendance and contribution and wished everyone well.