



Minutes of the Meeting of the Governing Body of
The City Literary Institute held on 8 March 2022, 5-7pm
Room 214, City Lit

Governors Present:

Donna Birkett Baida
Edward Breen (Staff Governor)
Jane Cooper (Deputy Chair)
Jon Gamble
Clancy Gebler Davies (Student Governor)
Moirra Gibb (Chair)
Colin Jones

Simon Judge
Christine Kinnear
Mark Malcomson (Principal)
Alison Pike
Paula Smith
Jill Westerman

In attendance – Paul Evans (Chief Financial Officer/Co-Managing Director); Wendy McKaig (Vice Principal/Co-Managing Director).

Dragana Ramsden (Head of Quality & Tutor Development) – *for item 22/11 only*

Clerk: Katrina O’Sullivan

Standing items

22/07 Apologies for absence

There were apologies for absence received by Lucy Arnold-Courtney. It was noted that Jon Gamble was attending via Zoom and the Chair confirmed with him that members were visible and audible.

22/08 Declarations of Interest

Jon Gamble made his usual declaration as a Trustee at WEA but there was no conflict of interest to record. There were also declarations of interest for *item 22/13* from the Chair, Chair of Quality, the student governor and Jon Gamble – and they would leave the meeting at the appropriate times.

22/09 Minutes of the previous meeting

The minutes of the meeting held on 7 December 2021 were **approved** as an accurate record.

22/10 Matters Arising Not Appearing Elsewhere

There were no matters arising not appearing elsewhere.

22/11 Ofsted presentation

Dragana Ramsden gave the Board an overview presentation on Ofsted’s Common Inspection Framework and governors discussed how that related to City Lit. *[Postscript: the slides are attached to the minutes for governor reference only].*

Reports

22/12 Governance & People Committee Chair’s Key Points (24/2/22)

The Governance & People Committee Chair spoke to her Key Points report and the Board noted the contents which were also covered in *items 22/13* and *22/14* for the Board’s consideration.

22/13 Membership – including Chair recruitment

The Deputy Chair chaired the item regarding Chair recruitment; the Vice Principal and CFO left the meeting for this item. The Governing Body discussed in detail the proposals recommended by the Governance & People Committee and **agreed** that:

Lindsay Nicholson MBE be appointed as a governor and Chair designate from the 9 May 2022 Board meeting until the conclusion of the December 2022 Board meeting, whereby she formally

becomes City Lit's Chair of Governors and her term of office commences with the College's standard terms of office applying.

[The Chair left the meeting for this discussion] **Dame Moira Gibb DBE** to continue as Chair of Governors until the conclusion of the December 2022 Board meeting; meaning that Moira's term was extended from July – December 2022. This was to ensure an appropriate and successful induction and handover to Lindsay.

[The Quality Chair left the meeting for this discussion] **Jill Westerman CBE** be appointed Deputy Chair designate from the 9 May 2022 Board meeting until the conclusion of the December 2022 Board meeting, whereby she formally take on the Deputy Chair role. Jane Cooper to continue as Deputy Chair until her final term of office ends after the conclusion of the December 2022 Board meeting. Jill's 2nd term of office as a governor of City Lit (from July 2022-July 2026) and the continuation of her Chair of Quality Committee role was confirmed.

The Governing Body also reviewed the Board's succession planning document which outlined the dates of governor terms of office and Committee membership. Due to the changes agreed above - and also due to Paula Smith's, Chair of Audit & Risk Committee, final term ending in July 2022 – it was thought sensible and good governance to **agree** that:

[Jon left the meeting for this discussion] **Jon Gamble MBE** – final term, which was due to end in December 2022, be extended to July 2023 and he continue as a member of the Audit & Risk Committee until then also.

[Clancy left the meeting for this discussion] Furthermore, it was noted that Clancy Gebler Davies had been recruited as City Lit's student governor in December 2020, during the height of the pandemic, and her experience of the Board/Committee had been predominately online. Therefore, due to the student governor term of office being just two years - meaning her term would end in December 2022 - it was thought equitable to extend Clancy's term for one year to end in December 2023.

Finally, the Clerk noted for information that it had been previously agreed by the Board that Simon Judge would serve as Audit & Risk Committee Chair when Paula Smith's final term of office ended in July 2022, however, specific dates had not yet been attributed to this. The timings were **agreed** by the Board as follows:

Simon to remain as a member of the Finance & Commercial Committee until the conclusion of the July 2022 Governing Body, whereby, he then formally becomes the Audit & Risk Committee Chair. Simon would be welcome to attend the Audit & Risk Committee meetings as a guest, but not a member, as part of his induction onto that Committee up until July 2022.

The Board thanked Search Committee, particularly the Deputy Chair, for their commitment and robust work regarding the Chair recruitment process; governors were pleased and confident that Lindsay would be an excellent appointment. Members also thanked the governors mentioned in the membership item, and the Chair of Governors for remaining in the role until December to ensure a strong and successful transition. The Principal relayed that during his discussions with the FE Commissioner, she had remarked on the pragmatic approach the College was taking as outlined above, expressing that it demonstrated good governance.

22/14 Gender Pay Gap Reporting

The Board reviewed City Lit's Gender Pay Gap Report for 2021 as discussed at the Governance & People Committee. Governors were pleased that there had been an improvement during such a challenging year with the gender pay gap reducing from 2.49% to 1.35%.

The Board acknowledged that the College had worked in recent years to consciously move towards gender equality in senior roles within the College; and currently 50% of the Executive team were female, and 60% of senior management roles were female. This was a huge improvement within the last decade when, despite the overwhelming majority of staff being

female, only one member of the Executive and three members of senior management were female.

The Principal expressed that, as part of the College's continued commitment to inclusion, the team would consider ways of improving this figure in the lower quartile. As yet no other Colleges had posted reports and so it was too early to draw any comparison. Governors commented that whilst the College endeavoured to aim for 0%, in reality this was unlikely as just one person would sway that percentage positively or negatively, so what had been achieved so far was a good news story for the College.

The Board noted that this would be shared with the JCNC (Unions) group and the College was also required to publish on the Government site by 30 March 2022; and the report would be uploaded to the City Lit website. The Board endorsed the uploading of the report.

22/15 Principal's update **- FE Commissioner's letter and report**

The FE Commissioner's letter and report regarding the January 2022 Intervention visit was shared with the Board. The Principal confirmed that the visit had been a positive and supportive experience with engaged conversations with the FEC team. The report recognised that Management and Governance continued to be strong; however the College remained in Intervention and the recommendations from the previous diagnostic visit remained – progress had been made on these and no new recommendations had been added. The FEC team had endorsed the Financial Recovery Plan, approved by the Board in January 2022; Management confirmed that it was progressing on the actions within the Plan.

A follow-up visit would take place in July 2022 by the FEC team. Governors reviewed the report and commented that it confirmed that City Lit was a good college experiencing bad times as a result of the pandemic, and that the Board would continue with its duty of oversight and monitoring the progress of the recommendations. Nevertheless, the Board was concerned about the message that the word 'Intervention' portrayed and whether this would have a detrimental effect on the College and deter potential students. The Principal confirmed that the FEC team was sympathetic to this but had reiterated that the FEC team were there to 'support' colleges in difficulties. The FE Commissioner also offered to meet with any stakeholders, if required, about the contents of the report and also with the Chair designate if that would be helpful to the College.

The report would be published on 14 March and the College was working on its messaging - the FE Week had been in touch about an article also. Governors enquired about the messaging to staff and the Principal confirmed that he would be calling a staff Town Hall meeting the following week to talk to staff about the Intervention visit and report.

The Chair thanked Management, governors who took part in the FEC meetings, and the Clerk for the work involved regarding the visit.

The Principal updated governors about the recent leadership team staff changes. Phil Chamberlain, Executive Director – external engagement, and Chris Jones – Director of Sales and Marketing, had both left the College the previous month. Following their departures Management had decided to unite Comms, Marketing and PR together and was in the process of recruiting for a new Director to have responsibility for these strands. Due to money constraints, Phil's post would not be filled but his responsibilities would be portioned out to suitable staff - with the Principal taking the external engagement responsibilities.

22/16 College Update December 2021-March 2022

The Governing Body discussed and noted the update on general activities and events which had taken place within the College since December 2021.

22/17 Finance & Commercial Committee Chair's Key Points (22/2/22) - oral

The Finance & Commercial Committee Chair relayed the key points from the 22 February 2022 meeting and highlighted that the Committee had spent time on the Finance KPIs, particularly the average enrolments per class numbers - as this metric was of particular importance to the College currently. Additionally, in light of the marketing staff changes the FCC Chair reported

that Chris Jones had made a lot of tactical progress and it was envisaged that the new appointee would be able to build on this and also have a digital experience. This post would not be in place until possibility June, however Management had assured the Committee that it would be business as usual for Term 3 with regards to marketing of the courses, with other key staff in the marketing department continuing their work on this.

The other items would be covered in the confidential agenda.

22/18 Quality Committee Chair's Key Points (28/2/22)

The Governing Body noted the contents of the Quality Committee Chair's Key Points from the 28 February 2022 meeting. She highlighted that the Committee had requested a *deep dive* and progress update regarding RARPA (Recognising and Recording Progress and Achievement in non-accredited learning) at that Committee meeting, as this topic regularly appeared as an area for improvement in the College's Quality Improvement Plan (QIP). The Committee had explored the ways in which the quality team and schools were encouraging tutors to embed RARPA processes more effectively within class activities, adopting techniques appropriate to the curriculum and length of course. Nonetheless, challenges in terms of consistency remained and improvement activities were ongoing.

She assured the Board that the Committee was satisfied with the progress of the areas for concern within the Quality Improvement Plan – these would not be resolved quickly but they were comfortable that the correct actions were being taken and incremental changes were being made. The Board was assured that overall progress was good: 49% of the target for class visits had been achieved to date and regular training events held for tutors. Achievement gaps in provision were being closely monitored, generally these were closing, but regular consideration of the data meant that action was being taken promptly where necessary. The return of course evaluations had dropped from 39% in 20/21 to 36% and action was being taken to improve this.

22/19 16-18 Student and EHCP Policy - update

The Board reviewed the updated 16-18 Student and EHCP (Education Health Care Plan) 2021/22 Policy as recommended by the Quality Committee. The Policy had been updated to take into consideration that City Lit no longer had an allocation of discrete 16-19 funding from the ESFA. When City Lit did draw down this funding there were specific requirements around prior attainment in English and Maths qualifications to Level 2 or a commitment to support any young students to achieve these whilst on programme. Additionally, arrangements and protocols for students with an EHCP had been made more prominent.

The Board **approved** the updated 16-18 Student and EHCP Policy.

22/20 Audit & Risk Committee Chair's Key Points (7/2/22)

The Governing Body noted the contents of the Audit & Risk Committee (A&RC) Chair's Key Points from the 7 February 2022 meeting. The A&RC Chair further commented that *items 22/21-22* had been scrutinised by the Committee and all suggested amendments had been reflected within the final documents in the Board pack; the Committee was content to recommend them for Board approval. Additionally, the Committee had reviewed the updated audit recommendations tracker; and the Clerk had presented the EFSA's audit 'good practice guide on the scope of audit committees' which indicated that the Committee was in line with current good practice.

22/21 Risk reviews: Board Assurance Framework

Paul Evans took governors through the updated College Board Assurance Framework (BAF) which had been updated and incorporated into the risk management (4Risk) software to allow synergy between the College Risk Register and BAF, rather than it being a standalone document. Governors discussed the BAF and agreed that the embedding of this made it a more useful governance tool which covered the areas of City Lit's operations and informed governors how the College was working according to the strategic direction set, it was also aligned with the College's overall management of risk. The assurance lines clearly set out what specific parts governors played in doing this, as a Governing Body, and through the various Committees.

The Clerk confirmed that the Board Assurance Framework would be included in the Audit & Risk Committee's *2022/23 Cycle of Committee/Board Business Plan* as an annual item.

The Board **approved** the updated Board Assurance Framework.

Open Access Risk Assessment

Governors reviewed the Open Access Risk Assessment and the risk controls in place produced by Management. It acknowledged that the College had long held the view that it was important to maintain an open and welcoming environment for the community of its learners and visitors. The risk and controls in place for operating on this basis were discussed and the Board reaffirmed its **support** of the College's approach to open access.

22/22

Policies for approval:

- Information Security Policy - updated
- ICT & Digital AUP Policy - updated
- Anti-Fraud Policy - new
- Whistleblowing Policy - updated
- Anti-Corruption & Bribery Policy – updated

Paul Evans presented five policies - four which had minor text changes and/or updates to reflect the new requirements of the Cyber Essentials accreditation standards. The new Anti-Fraud Policy had been introduced to provide direction in this area and was supported by anti-fraud training undertaken by members of staff in the finance and compliance areas and delivered by Barclays Bank.

The Board reviewed the five policies listed and was content to **approve** these.

22/23

Key Performance Indicators (KPIs) – Finance and Quality: to review

The Board reviewed the Finance and Quality KPIs which had been scrutinised in the Committees.

22/24

Date of the next meeting:

The date of the next meeting was confirmed as **Monday 9 May 2022**.

The Chair reminded governors that the May Governing Body was usually a shorter meeting, if possible, and would be followed by the Governors' Strategy 'Away Day'.

Chair.....

Date.....