



Minutes of the meeting of the Governing Body of
The City Literary Institute held on 5 March 2024, 5-7pm
Via Zoom

Governors Present:

Lucy Arnold Courtney	Simon Judge	Mark Lever
Donna Birkett Baida	Christine Kinnear	Alison Pike
Edward Breen (Staff Governor)	Mark Malcomson (Principal)	Jill Westerman (Deputy Chair)
Clancy Gebler Davies (Student Governor)	Gabriel MacGregor	Hayley White
Colin Jones	Lindsay Nicholson (Chair)	

In attendance: Paul Evans (Chief Financial Officer), Julie Gilbert (Executive Director, People)

Clerk: Katrina O'Sullivan

Standing items

24/01 Apologies for absence

There were no apologies for absence. The meeting was held via Zoom due to the unavailability of a suitable room at the College.

24/02 Declarations of Interest

The Chair expressed a declaration of interest regarding *item 24/09 'Chair's appraisal'* and would leave the meeting whilst the Deputy Chair acted as chair during this item.

24/03 Minutes of the previous meeting

The minutes of the meeting held on 5 December 2023 were **approved** as an accurate record.

24/04 Matters Arising Not Appearing Elsewhere

There were matters arising from the previous minute:

23/11: The Clerk updated members on the External Board Review scoping/timescales meeting which had taken place earlier that day with the Chair, Principal, Clerk, external board reviewer, and the AoC recruitment manager. She added that tomorrow the AoC would be sending out a governance questionnaire for the Board to complete, and all governors agreed that their email addresses could be shared with the AoC for that purpose.

24/05 College update –December 2023 – March 2024 and Principal's Update

The Board noted the College update regarding City Lit's activities and the appended letters to the Rt Hon Robert Halfon from the Chair/Deputy Chair/Principal; and Robert Halfon's subsequent replies in which he stated that he was issuing a ministerial directive to the PMO to work with City Lit on reinvestigating and, the Principal hoped, positively renegotiating the loan. The Principal would keep the Board updated on this. In the meantime, the Principal had also invited the Minister to visit the College for a tour if his diary allowed.

Governors enquired whether the College being in Intervention would negatively impact the loan renegotiation conversations with the PMO. The Principal stated that it may in fact help in some way as if it was not for the loan interest repayments, the College would most likely have been able to leave Intervention already. Governors discussed the most appropriate options with Management regarding the loan renegotiations and were pleased that the letters from the Chair/Deputy Chair/Principal may have a potentially positive outcome for the College.

The Board thanked the Principal for his report which showcased the vibrancy of the College.

REPORTS

24/06 Governance & People Committee Chair's Key Points (29/2/24)

The Board noted the contents of the Governance & People Committee Chair's key points and acknowledged that the items were covered on this board agenda for governor discussion and approval.

24/07 Annual Terms of Reference review

The Governance & People Committee had reviewed its Terms of Reference and were recommending the proposed amendments which mostly related to separating the 'Governance' and 'People' remit. The Board discussed these and was content to **approve**.

24/08 Governors' strategy away afternoon planning

The Board discussed the draft proposal for the strategy away afternoon as proposed by the Governance & People Committee. The Board agreed that the current 2019-24 strategy was robust and had held the College in good stead throughout the challenges it had faced over the past four years. The Board agreed that the new strategy needed to be realistic as there was no money for an extensive list of things the College could not afford to achieve. Instead, it would be sensible to focus on what the College was good at and the opportunities there including community, advocacy and skills. It needed to be achievable, affordable with a clear Purpose, three strategic goals and a separate operational plan.

A lengthy discussion ensued about what governors wished to achieve in the session, timescales, pre-reading, and concluded that:

Timescales – the Principal would bring a synopsis of the Away Afternoon in May; the Governance & People Committee would review a draft of the new strategy in June; the Board would approve at its July meeting; with the final strategy launched at the September staff conference.

Pre-reading – the current and previous strategies; the Principal would produce a reflections piece outlining the successes and challenges of the current strategy; and a profitability by school analysis. Governors debated the suggestion of a number of additional and useful pre-reading documents but, upon reflection, it was agreed that there would be too many and it would take the focus away from the session.

Presentations at the session - each Executive member present for five minutes each, top line about future worries/critical issues/opportunities/and the risks for each of their areas. It would be helpful if the Executive also outlined what questions they wanted answers from governors on.

Outcome – for the Board to have given the Executive clear outputs and the correct questions for them to work on.

Venue and facilitator – it was agreed that there would not be an external facilitator. The session would be held off-site at Bath Spa University London - offered by a governor - as there were no available rooms at the College, and governors agreed it may also feel more creative to be in a different space.

Social time – following the close of the Away Afternoon, governors would be invited to share some social time together.

24/09 Chair's appraisal

[The Chair, CFO, and Executive Director – People, left the meeting for this item]

The Board discussed the contents of the Chair's annual appraisal form and results of the SurveyMonkey questionnaire. This was the Chair's first appraisal since she took on the role in December 2023 and governors agreed that it had been an exceptional first year for her with the cyber-attack, followed by the Ofsted inspection and the ONS classification, with the FE commissioner intervention as a backdrop all had made it an extremely challenging year for the College. The Board agreed that the Chair had successfully provided leadership to the Board and Principal during the challenging first year, and this was also reflected in the SurveyMonkey results. Governors noted that there were comments in the SurveyMonkey about the size of the Board, but counselled not to

sacrifice diversity for a smaller board. The Deputy Chair confirmed that the Governance & People Committee had discussed this issue also at its meeting and had felt the same.

With regards to an action plan and any follow up, the Deputy Chair stated that the Chair had raised that rooming was sometimes an issue at City Lit as there was no dedicated space for governors, and the Board had to use whichever different classrooms were available for the meetings – with some rooms not being the most conducive space for a board set-up, and this sometimes made chairing more difficult and not a comfortable space for governors. The Clerk would aim to creatively seek solutions. Additionally, although the strategy had held the College in good stead during the challenges, there was the recognition and agreement from the Board that there was a need for a more strategic focus after the firefighting of the last few years with more regular interim updates and monitoring. The Clerk would add these to the governance action plan for monitoring.

24/10 **Minerva Board Prospects initiative**

As per the previous email correspondence from the Clerk, the Board discussed the Minerva Board Prospects initiative and the joining of two participants, Dale Headley and Renee Sterling, to the Board as apprentice members. Governors acknowledged that the scheme was a great initiative and aligned with the Board's commitment to equity, diversity and inclusion. The purpose of the Minerva Board Prospects initiative was to provide boards with apprentice members, and people from under-represented backgrounds - especially those from the global majority, those with disabilities and younger individuals - with the opportunity to develop their experience of governance. They would not be members of the Board but participating in the scheme would provide professional development and enable them to build their CVs for their future careers, with the potential to join the Board at the end of the academic year if there were suitable vacancies. The Board confirmed that it was happy to support the initiative and that Dale and Renee were both impressive candidates. The Clerk confirmed that they would have the same induction as governors and additional support from her, the Chair and Principal. It was agreed that Dale and Renee would be included in the confidential agenda items by exception, but there may be times where they are asked to step out.

24/11 **Gender Pay Gap report**

The Board reviewed Julie Gilbert's report as discussed at the Governance & People Committee and was pleased that there had been an improvement from an already impressive 1.34% in 2022 to 0.66% in 2023. Governors acknowledged the positive action that the College had taken over the years as when the statutory reporting requirement had commenced in 2019 the College had a gap of 2.87%.

Members enquired about ethnicity pay gap reporting and the Principal confirmed that he was aiming for this in the future, although the data would be more difficult to collect and Julie would need to undertake the groundwork to create a system to do that. Julie added that ethnicity pay gap reporting was currently optional, but she would keep the Board updated about any changes.

Governors acknowledged the next steps regarding communicating the positive result to the JCNC (union) and staff.

The Board was pleased to endorse the uploading of the report to the Government site by 30 March 2024, and the publishing of the one-page summary on the City Lit website.

24/12 **People policies – for approval**

The Board reviewed each policy as recommended by the Governance & People Committee and approved the amendments to the following:

- **Leave policy**
- **Work life balance policy**
- **Change policy**

Julie added that the amendments were required legal changes, and the policies would be published when the law changed on 6 April 2024

24/13 **Quality Committee (QC) Chair's Key Points (27/2/23)**

The Quality Committee Chair spoke to her key points and highlighted that the Director of Technology had presented to members on the current activities in technology and a roadmap for the future. Governors acknowledged that, once fully implemented, this work would result in an improved experience for students and governors discussed the balance to be achieved and highlighted issues that were important to City Lit students.

The Board also reviewed the supporting appendices related to the student experience annual review which demonstrated how valuable the student voice always is to the College. The Board enquired about the student feedback/complaints data and enquired about whether tutors received support to deal with particular situations. Management confirmed that there was appropriate training given, in particular 'handling difficult questions' and 'managing groups'. The quality update report had also been appended for the Board's attention in order to see the full range of activities that the Quality team were undertaking, which governors agreed were excellent and innovative.

The Quality Committee Chair stated that the Committee was assured that the quality team was working enthusiastically and effectively to maintain and improve the quality of provision across the College.

24/14 Annual Terms of Reference review

The Quality Committee Chair advised the Board that the Committee had reviewed its Terms of Reference and were recommending the proposed amendments. The Board discussed these and was content to **approve**.

24/15 Quality Key Performance Indicators

The Board discussed the quality KPIs which currently were on either amber or green and, for some areas it was too early in the year to have confidence in predictions - but Management assured the Board that the team was monitoring attendance closely and possible achievement gaps for students with learning difficulties and disabilities. Student satisfaction was high and rated green.

24/16 Policies:

The Clerk advised governors about the additional points of clarity that she had received from members to be included in the policies. The Board reviewed each policy as recommended by the Audit & Risk Committee - including the additional points mentioned — and agreed the following:

- Use of laptops in written examination policy- **approved**
- Non-examination assessments policy- **approved**
- Withdrawal of qualification policy - **approved**
- Access arrangements/reasonable adjustments in exams policy- **approved**

24/17 Audit & Risk Committee (ARC) Chair's Key Points (27/2/23)

The Chair of Audit & Risk Committee highlighted to the Board that the Committee had spent a lot of time discussing reports on Penetration testing (undertaken by BDO internal auditor - digital security team) and an overall health check on cyber security (undertaken by Elemensis), and both external parties had attended the Committee meeting to talk to their reports and answer questions, this had given members additional comfort. The Board acknowledged that the penetration test did not reveal any major vulnerabilities, and fewer medium and lower risk ones that would be found in many organisations of similar size and complexity. It was a good discussion and the Committee had felt assured that the Director of Technology and his team had made excellent and rapid progress in dealing with a number of the issues raised, and the Board discussed that some of the remaining risks would have to be tolerated and the reasons why. The Committee requested that Management think further, for the June meeting, on how they could report to the Committee on the delivery of the assurance road map to give comfort that good progress was being made, part of this was likely to be repeat visits from the BDO and Elemensis consultants.

24/18 Annual Terms of Reference review

The Audit & Risk Committee Chair advised the Board that the Committee had reviewed its Terms of Reference and were recommending the proposed amendments. The Board discussed these and was content to **approve**.

24/19 Risk Management Strategy – annual review

The Board reviewed the detail of the Risk Management Strategy which remained suitable for the College. The College Strategic Risk Register had also been included for the Board's attention. Governors discussed the minor amendments to the Strategy and were content to **approve**.

24/20 Board Assurance Framework – annual review

Paul Evans took governors through the updated College Board Assurance Framework – as reviewed by the Audit & Risk Committee - 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 Board **approved** the updated Board Assurance Framework.

24/21 Finance & Commercial Committee (FCC) Chair’s Key Points (20/2/23)

The Finance & Commercial Committee Chair highlighted that the Committee had received a comprehensive and useful presentation about the technology roadmap for the College. This had outlined the evolution of the IT department over the past five years, from a reactive focus on fixing technology problems to an enabler of college growth and educational excellence. The presentation had covered the current technology landscape, including infrastructure and security to the delivery of high quality online learning. The Committee had concluded that the College’s technology environment was now relatively stable and efficient, however, all investment in this area had to be internally funded and the pace of future development was therefore constrained by the College’s funding position.

The FCC Chair added that Paul Evans had presented the Estates Plan setting out the state of the College’s space and a five year plan for improvements (2024-2029). Significant investment, largely grant funded, had been made over the past five years, and the College now offered a high quality learning and social environment. At the same time, there was an increasing requirement for maintenance as the building aged and a need for investment in upgrading the quality of the learning facilities, particularly for those departments more dependent on the use of physical space and equipment (eg visual arts). All of this of course is, again, funding constrained, and Management had done extremely well in securing capital bids to fund or part fund improvements.

The Committee had agreed that the Plan would be useful information for governors however no decisions on the key deliverables for 2024/25 would be recommended for Board approval until the strategy had been agreed and the Clerk would add this to the cycle of business for 2024/25.

24/22 Annual Terms of Reference review

The Finance & Commercial Committee Chair advised the Board that the Committee had reviewed its Terms of Reference in line with the ONS requirements regarding Managing Public Money; and had reflected its remit for technology further. The Board was content to **approve** the amendments.

24/23 Key Performance Indicators (KPIs)

The Finance KPIs were reviewed by the Board and as discussed by the Finance & Commercial Committee. Governors were content with the amended benchmarks for the ‘learner hours’ and ‘average enrolments’, and also agreed with the usefulness of the new KPI of ‘average order value – AOV’. Governors added that once the new strategy was in place then the Board could reflect further on what it wanted to measure.

24/24 Fee Remission Policy – update

Governors reviewed the proposed amendments to the Fee Remission Policy and were content to **approve** the changes as recommended by the Finance & Commercial Committee.

24/25 Date of the next meeting:

The date of the next meeting was confirmed as **Tuesday 14 May 2024, 5-7pm.**

Governors were also reminded that the *Annual Governors’ Away Afternoon* was being held on *23 April 2024, 12-4:30pm off-site at Bath Spa University, Hoxton.* This would be followed by the opportunity for some social time.

Chair.....

Date.....

Actions

	Action	Who	By when	Comments
1.	Chair's appraisal <ul style="list-style-type: none">• Actions from that to be added to the governance action plan	Clerk	End of March 24	Actions added and continue to be monitored.
2.	Estates Plan <ul style="list-style-type: none">• To be brought to the Board for approval after the College Strategy has been approved	Clerk	October 24	The Clerk has added this to the cycle for 2024/25