



Minutes of the meeting of the Governing Body of
The City Literary Institute held on 14 July 2022, 5-7pm
Room 211, City Lit

Governors Present:

Lucy Arnold-Courtney
Donna Birkett Baida
Edward Breen (Staff Governor)
Jane Cooper (Deputy Chair)
Clancy Gebler Davies (Student Governor)

Moira Gibb (Chair)
Colin Jones
Simon Judge
Christine Kinnear
Mark Lever – *from item 22/57*

Mark Malcomson (Principal)
Lindsay Nicholson
Paula Smith
Jill Westerman

In attendance: Paul Evans (Chief Financial Officer/Co-Managing Director); Julie Gilbert (Executive Director, People); Wendy McKaig (Vice Principal/Co-Managing Director).

Clerk: Katrina O'Sullivan

Standing items

22/54 Apologies for absence

There were apologies for absence from Jon Gamble and Alison Pike. Lucy Arnold-Courtney and Paula Smith attended via Zoom and the Chair confirmed that members were audible and visible.

22/55 Declarations of Interest

Jill Westerman declared an interest relating to item 22/56 and would be asked to leave the meeting for that item.

22/56 Membership *[Jill Westerman, Paul Evans, Julie Gilbert and Wendy McKaig left for this item]*

The Board discussed the membership proposals, as recommended by the Governance & People Committee, and agreed that the skills and experience of the candidates would be valuable to the Board.

The Chair informed governors that the potential Audit & Risk Committee co-optee, Krys Rapier, was a relation of Jill Westerman. However, the Board agreed that as it was an Audit & Risk Committee co-optee position – and not a governor role – and separate to the Governing Body there was no conflict of interest foreseen; although if any arose it would be managed accordingly. Additionally, members enquired whether City Lit had plans for a partnership with Pearson as this may be a potential *interest* with Hayley White's employer. The Principal expressed that there were no plans to partner with Pearson – however, in the unlikely event that this happened in the future, it would not be connected to Hayley's department – and correct declarations of interest protocol would be adhered to.

To that end, the Board was content to **ratify** the appointments of:

- **Mark Lever** – to serve one term (of four years) from 14 July 2022 as a governor – with the opportunity to stand for a second term in July 2026. Mark would be joining this meeting.
- **Hayley White** – to serve one term (of four years) from 15 July 2022 as a governor– with the opportunity to stand for a second term in July 2026. Hayley's first meeting would be the October 2022 Board.
- **Krys Rapier** – to be appointed as a co-opted member of the Audit & Risk Committee from 1 September 2022 for one academic year (the co-optee terms of office differ from governor terms) with the opportunity to be reappointed for a further year.

Mark would be asked to join the Finance & Commercial Committee, and Hayley the Audit & Risk Committee.

The Chair raised that a number of governors had joined the Board during covid with many meetings being conducted online; and, as a consequence, there had not been a lot of in-person opportunities to get to know each other. It was proposed that a team building 'curious courses' event take place and members agreed that this was a good idea.

The Chair assured members that the Governance & People Committee continued to plan for governor succession and balanced the size of the Board with being able to people the Committees effectively.

[Mark Lever joined the meeting and introductions were made welcoming him to the Board]

22/57 Minutes of the previous meeting

The minutes of the meeting held on 9 May 2022 were **approved** as an accurate record.

22/58 Matters Arising Not Appearing Elsewhere

Paula Smith was able to join for the first hour and a half of the meeting only so the Chair and Principal took the opportunity - on behalf of the Board, Management and Clerk - to express its thanks to Paula who was stepping down after this meeting following nine years of service to the Board and, latterly, as Chair of the Audit & Risk Committee. Paula's expertise, wisdom and forthright approach would be missed.

22/59 Updates:

- College update and Appendix A. Centres of Expertise update
- Principal's update

The Board noted the College update regarding City Lit's activities and the appended Centres of Expertise update report. Additionally, the Principal thanked the governors involved in meeting with the FE Commissioner's (FEC) team on 5 July 2022. The notes from the FEC's stocktake visit feedback meeting had been circulated to governors by the Clerk the following day for information. The Principal highlighted from this that the Commissioner and her team continued to have a positive view of City Lit, and had relayed that there was a strong team of staff and governors in place.

Subsequently, the FEC closed the two quality related recommendations. The financial recommendation remained in place. The FEC noted that the College was ahead of its financial recovery plan and was confident that the senior leaders/Board understood, and were on top of, the issues. They felt that the key assumptions remained reasonable. The FEC saw two key issues – learner numbers and pressure on staff. The FEC's team would return for a 'strategic visit' in mid-late February 2023 with just the FE Commissioner and Deputy FE Commissioner (finance lead) visiting.

Governors enquired whether there remained no negative reputational impact regarding the College being in Intervention. The Principal confirmed that with regards to the wider public, no; and within the sector it had been perceived as the College being supported by the FEC team. The FE Week article written about the College being in Intervention corroborated that City Lit was considered a good college going through difficult financial times due the pandemic and its unique funding model.

The Board asked that its congratulations for all the hard work be extended to all staff.

Action: The Chair to include this in her staff conference opening speech. Complete.

Finally, the Principal spoke about the positive feeling in the College as many events/exhibitions had been welcomed back to City Lit for the first time since the pandemic.

Reports

22/60 Audit & Risk Committee Chair's Key Points (ARC) (9/6/22)

The ARC Chair spoke to her Key Points report and the Board discussed and noted the contents. She highlighted that the audit items on the Board agenda had been scrutinised by the Committee and were being recommended to the Board for approval with no concerns. She added that the internal audit plan for 2022/23 was not ready for Board sign off and would be discussed again at the November Committee for Board approval in December 2022. The Committee had agreed the annual insurance renewal with UMAL which was within its remit.

The ARC Chair expressed that it had been her last Committee meeting and assured governors that she had met with Simon Judge (the new Chair of the Audit & Risk Committee from 15 July 2022) on 15 June for a handover.

22/61 External audit strategy for year-end July 2022

Buzzacott external auditor had presented the audit strategy to the June Audit & Risk Committee meeting and it had been considered by members.

The Board reviewed the external audit strategy and noted that there would be a particular focus again this year on *going concern* and its appropriate disclosure. The Board was content to [approve](#).

22/62 Data handling policy - *new*

The Board reviewed the new Data Handling Policy, as recommended by the Audit & Risk Committee, which was an umbrella policy for the College's Data governance framework and was content to [approve](#) the policy.

22/63 Finance & Commercial Committee (FCC) Chair's Key Points (5/7/22)

The Board discussed and noted the contents of the FCC Key Points. The FCC Chair highlighted the Marketing presentation given by the new Director of Marketing, Communications & PR and the Committee had been impressed with what he had achieved within the two months of commencing his role. His focus currently was widening the funnel for prospective students and, through improved conversion, start to replace the students lost during Covid. Quick wins included a refresh of the website front end, better use of social media to showcase the successes of City Lit and pushing a positive message around digital learning. There would also be more focus on data/insight – and the importance of applying creativity to data - which would assist with decisions.

The FCC Chair stated that the Committee spent much time discussing the draft budget which was in the confidential section of the agenda.

22/64 Quality Committee (QC) Chair's Key Points (22/6/22)

The Quality Committee Chair spoke to her Key Points report and the Board discussed and noted the contents. The QC Chair highlighted that Management's reports to the Committee had been comprehensive, high quality and included a useful analysis of data which was being used in a live way. She added that although there was still work to be done, members were pleased with the trajectory and supporting actions with regards to achievement rates. The FEC team had agreed that steady progress was being made and had closed this recommendation.

The Quality Update report had been included for the Board's information, as although it had been scrutinised by the Committee, it was thought helpful for all governors to have sight of the useful wealth of data and interesting information captured.

22/65 Quality update - [Appendix B: student panel feedback](#) - [Appendix C: quality data](#)

The Board reviewed and noted the Quality update which informed governors on the progress of cross-college quality improvement work, learning and teaching issues, student services, student experience, and the key priorities undertaken during the term.

Governors acknowledged that the Quality Committee and Management were keen that student feedback was gathered from a variety of sources and in different ways and the quality team was working on capturing this in a way that also would build an evidence bank for the whole college.

With regards to the Student Panel, governors were interested in hearing about the agenda items discussed in the Panel and enquired about the feedback loop to students. Wendy McKaig confirmed that the wide-ranging and open conversations had in the Student Panel were very useful and often aided development of the College's policies, practices and actions. The student governor, who sits on the Quality Committee, had been invited to attend the July Student Panel meeting. Heads of School and Heads of Centre would also become more involved with the work of the Student Panel and the Quality Committee would continue to receive regular updates on its work. Management felt that there were many student voice feedback loops being closed but was still an area where the College could be more consistent about informing students about the action taken because of the student voice.

Governors enquired whether there was a helpful way for them to be more involved in engagement with students as part of this. The Principal expressed that governors did a lot already, especially as events were starting to come back into the building; they already took courses and attended events/awards/student panel and SAR moderations meetings all involving students - but the Chair agreed that it would be added to the Governance & People Committee agenda for further discussion.
Action: the Clerk to include on the November 2022 G&P Committee agenda.

22/66 Governance & People Committee Chair's Key Points (6/6/22)

The Chair presented her Committee report and highlighted that members had received a fulsome verbal report from Julie Gilbert on all issues regarding workforce/people; data supporting trends and challenges; and the forthcoming staff survey. Julie had also discussed with the Committee how the Equality, Diversity and Inclusion work was progressing and her ongoing work with EDI specialists - with 'staff', 'students' and 'curriculum' being looked at holistically with those three aspects at the forefront – the aim being that this would be unveiled to colleagues at the staff conference in September. The Governance & People Committee would continue to have oversight of EDI strategy, with student and curriculum aspects being remitted to the Quality Committee as appropriate.

The Clerk had updated members on current governance issues and outlined that the 2022/23 ESFA Education & Skills funding agreement listed a number of changes which the College must adhere to relating to governance. These being: 1) holding an external governance review at least once every three years; 2) a requirement to report in its Annual Report on activities undertaken over the year to develop governors and clerks/heads of governance; and 3) any person who is selected for appointment as clerk/head of governance must have a qualification relevant to the role or equivalent experience. The Chair confirmed that actions in response to the changes were in hand. Furthermore, the Committee recommended that the Board undertake its external governance review in 2023/24 with an interim governance internal audit review in 2022/23. The Committee felt confident that having been regularly visited by the FEC team since November 2021 – with governance being scrutinised and confirmed as strong - there was not an immediate concern about this area. Equally, an external board review would be in the region of up to £15k and the budget would not allow this for 2022/23; it would also give the Chair designate a chance to settle in. The Board **agreed** that the plan for the external governance review, internal audit review, and timetable were sensible.

The Chair reported that following on from the Governance & People Committee, a Task and Finish Group had been convened. The group reflected on discussions from the Governors' Away Day and heard from the Principal on Management's current priorities in the short term, which was ensuring the student numbers for September whilst keeping longer term opportunities in mind where possible. In light of this, the Committee recommended that it was the correct timeframe for the Task & Finish Group to be subsumed into the Governance & People Committee's work. Time would be made available on its agenda and Christine Kinnear would be invited for that item. The Board **agreed** this as a pragmatic proposal.

22/67 College Key Performance Indicators

Governors reviewed and noted the College Key Performance Indicators.

22/68 Date of the next meeting:

As discussed earlier, the next meeting would also incorporate the governors' curious courses event – the tentative date was 18 October 2022 at 5pm but the Clerk would confirm soonest.

Chair.....

Date.....