



**UNCONFIRMED Minutes of the Norland Board of Directors Meeting
held on Friday 4th December 2020 10.30-1pm
(remotely via Microsoft Teams)**

Present: Martin Clarke, Chair
Mike Bray, Director
Kate Dicker, Director
Rosemary Heald, Director
Peter Hymans, Director
Christopher Jerram, Director
Lucy Lovatt, Director
Kriss Turner, Director
Tracey Worth, Director
Janet Rose, Principal
Hannah Dray, Student member

In attendance:
Elizabeth Harvey, Staff member
Alex Read, Head of Finance and Estates
Olivia Goulden, Governance Manager

BOA41220.1 ***Welcome and Apologies***
Apologies were received from Julie Davies, Roberta Edwards, David Timms, Mandy Donaldson and Julia Gaskell. Hannah Dray, student member, was welcomed to her first Board meeting.

BOA41220.2 ***Chairman's Communications***
Martin Clarke commented on how well the Executive Team had been dealing with the current situation especially in relation to receiving and acting on government instructions which were not always clear. The most recent development involved the setting up of Covid testing for students to allow them to leave for Christmas. This was being dealt with very well.

It was NOTED that the Away Day had been very useful with a good deal of ground covered.

BOA41220.3

New declarations of interest

There were no new declarations of interest.

BOA41220.4

Minutes of previous meeting

These were confirmed as an accurate record of the meeting.

BOA41220.5

Action Status Report

This was reviewed. The first action related to the Board Effectiveness survey. Martin Clarke commented that members of the Nominations and Governance Committee had agreed that Directors should be asked for their preferences in relation to committee membership for the 2021 academic year.

Mike Bray suggested that where an action had been agreed at a meeting, the status column should reflect this, using the word 'agreed' rather than 'noted'. **Action OG**

BOA41220.6

Statutory Financial Statements YE20

As Chair of the Finance Committee, Mike Bray commented that a thorough review of the accounts had taken place at its meeting on 25th November. No issues had been raised by the Committee. Accordingly, the Finance Committee recommended to the Board acceptance and approval of the accounts.

As Chair of the Audit Committee, Peter Hymans reported that the same papers had been reviewed by the Committee and confirmed recommendation of the accounts to the Board.

Alex Read spoke to his paper and highlighted the following:

Other than the format, the figures had not changed since being presented to the Board at its last meeting in October and there were no post audit adjustments that changed the bottom line.

As part of the Strategic Report, the key risks faced by the business were identified, namely student loan funding, a downturn in operating performance and inadequate IT provision.

The section on governance and internal control gave an overview of the function of each committee and how the College manages risk.

Directors were particularly reminded of the Directors' Responsibilities Statement and the importance of understanding what they were responsible for.

It was NOTED that the auditors had concluded in its report that the financial statements gave a 'true and fair view' of Norland College Ltd's affairs as at 31st July 2020.

The auditors also confirmed that the requirements of the OfS Accounts Direction had been met.

[REDACTED: confidential and sensitive information]

It was NOTED that the notes to the Financial Statements included an extra disclosure related to the Coronavirus Job Retention Scheme.

In addition, the new OfS Accounts Direction included a requirement to disclose the Principal's pay.

The Board APPROVED the Statutory Financial Statements for the year ended 31st July 2020.

BOA41220.7

Letter of Representation YE20

Martin Clarke stressed that in approving the Letter of Representation, the Board were making a representation to the auditors on all matters that the auditors were unable to verify by any other means. It was NOTED that there was nothing in the Letter of Representation that was contentious.

[REDACTED: confidential and sensitive information]

One further representation covered the Gift Aid transfer of £1.3m of investments from the College to the Foundation.

It was NOTED that there were no unadjusted items to report.

The Board APPROVED the Chair signing of the Letter of Representation y/e 2020 on its behalf. **Action AR**

BOA41220.8

Audit Findings Report YE20

Alex Read spoke to his paper and highlighted the following:

- Materiality was set at £125k.
- Regarding management override of internal controls, the auditors were satisfied that all had been accounted for correctly and that there was no evidence of entries causing concern.
- In terms of Brexit, the risk was minimal due to the low intake of EU students.
- Going Concern – the auditors concluded that Going Concern could be proved.
- Job Retention Scheme grant – a reference was made to the payment of £16k being moved to 'other operating income' and the inclusion of an accounting policy statement.
- Declarations of Interest – a recommendation was made to extend this requirement to the Senior Leadership Team. It was currently limited to the Directors. This would be implemented from next year.
- Areas of adjustment – there were no unadjusted areas. The only adjustment related to moving the £16k payment received under the Job Retention Scheme.

It was NOTED that if there were issues, these would be highlighted in the Audit Findings Report.

Peter Hymans confirmed that no issues had been raised by the auditors at the last Audit Committee meeting held on 25th November.

Rosemary Heald congratulated Alex Read and his team for achieving a thoroughly 'clean' Audit Report.

It was NOTED that the Statutory Accounts were likely to be filed in January as there was no reason to delay further. Martin Clarke commented that the Annual Report, which included the summarised accounts, should be published on the website as soon as possible. It was hoped that the Annual Report would be completed by the end of January.

The Board NOTED the Audit Findings Report.

BOA41220.9

OfS Annual Return Workbook and Commentary

Alex Read spoke to his paper and explained that every year HEIs were required to present a 5-year forecast to the OfS.

It was NOTED that for the current year 20/21, the latest Outturn had been used. For 21/22 and 22/23, the desktop forecasts which had been presented at the recent Board Away Day were used. Inflation had been applied where relevant.

Analysis tables included in the return outlined the College's sources of income from tuition fees and commercial activity. It was NOTED that the form was the same for all HEIs, regardless of their size.

Mike Bray confirmed that the Finance Committee had reviewed the figures contained in the tables in some detail during the last Finance Committee meeting on 25th November. It was NOTED that the paper had also been reviewed at the Audit Committee at its meeting and that no substantive points had been raised.

Martin Clarke pointed out that the 5-year forecast assumed relatively conservative student numbers of 270 but that the College had capacity to take on more students. In addition, despite assumed payments to the Foundation, the College's cash balances did not decrease in any year.

The Board APPROVED the submission of the Annual Return Workbook and Commentary to the OfS. **Action AR**

BOA41220.10

Prevent Risk Assessment & Action Plan 19/20

Janet Rose spoke to this paper and explained only minor changes had been made from the previous year (as highlighted on the document). The Board however needed to be kept informed and to have sight of the document.

It was NOTED that although Norland students were not particularly vulnerable, all the correct protocols were followed.

Peter Hymans commented that there seemed to be a fairly high number of new policies (yet to be drafted) referred to in the paper. Janet Rose responded that all were essential and most did not need to be completed until the summer. She agreed, however, that the allocation of workload should be closely monitored and some deadlines to be extended.

It was NOTED that there were also some deadlines which had in fact already passed (in late November). These related to an IT and a communications policy and had been delayed due to extra work loads caused by Coronavirus.

The Prevent Risk Assessment & Action Plan 19/20 was APPROVED subject to the revision of policy deadlines. **Action JR/ST**

BOA41220.11

Prevent – ADR Accountability Statement

It was NOTED that the Accountability Statement had been circulated to all Directors and had been signed by the Chair.

It was NOTED that this was a straightforward document which confirmed that Norland had mitigated and complied with its Prevent duties.

BOA41220.12

Compliance Register

Janet Rose spoke to this paper and explained that its purpose was to provide a way of assuring the Board of the College's compliance with its regulatory obligations, in the form of a dashboard. The dashboard had been adapted earlier in the year due to additional OfS requirements brought about by Covid-19.

[REDACTED: confidential and sensitive information]

BOA41220.13

Principal's Update (verbal)

Janet Rose highlighted the following developments since October:

- Applications had gone up by just over 13% compared to the same time in the previous year.
- Following the Board's approval to apply for a Student Sponsor Licence to take international students, documents were being compiled in readiness for the application. It was expected the application would be submitted in January.
- HESA Return – the annual Student Alternative Return had been completed and signed off by HESA.
- The OfS had launched a consultation on the quality of conditions of registration with a move towards a more risk-based approach to intervention and regulation. A focus on access and participation would also be prioritised. This also applied to the Board and therefore there would be a need to focus on increasing diversity on the Board.

- Staffing – responses to recent job advertisements had been strong followed by successful recruitment, for example the Facilities Manager post. *[REDACTED: confidential and sensitive information]*. Bank receptionists had been successfully recruited.
- *[REDACTED: confidential and sensitive information]*
- The College was participating in the National University Asymptomatic Testing effort. It had been a great deal of work but successfully set up and implemented. *[REDACTED: confidential and sensitive information]*
- The hope was to continue with staff going out to placement visits etc.
- As of 30.11.20 the Agency was nearly half way to its target of *[REDACTED: confidential and sensitive information]*.
- A babysitting app designed for Norlanders would shortly be launched. It would eventually be made available to Norland students.
- Marketing had had a very successful Open event with a 13% increase in bookings on the previous year. Trademark registration was complete in the EU.
- The Finance team were commended for another successful audit.
- A programme of wellbeing activities had been created for the students which had been very well received.
- Hannah Dray was commended for her weekly update to all students entitled 'Silver Linings' – a collection of positive news, photographs and suggested activities for students. In addition, Hannah had organised the very successful Christmas Card competition.

BOA41220.14

Any other business

There was none.

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Date of next meeting -

Wednesday 24th March 2021 at 10.30am.