



**Minutes of the Norland Board of Directors Meeting held on Friday  
4<sup>th</sup> 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 25<sup>th</sup> 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 31<sup>st</sup> July 2020.

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

Turning to the profit and loss figures, it was NOTED that when comparing Norland's results for the current and previous year, the pre-tax figures were similar. This was a good financial result, especially considering the Covid related tuition fee refund totalling circa £270k provided in y/e 2020.

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 31<sup>st</sup> 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.

It was NOTED that the letter included a representation concerning business rates. It was thought the site at Oldfield Park was registered as a school as opposed to a Higher Education Institution. An independent Surveyor had warned that it was likely that this would be reviewed by the rates office and potentially charged. Accordingly, a figure of £96k (an increase of £27k on YE19's provision) had been provided in case a demand materialised.

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 25<sup>th</sup> 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 25<sup>th</sup> 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.

It was NOTED that items 24 and 30 had deadlines which had already passed. Janet Rose apologised as it transpired the dashboard was not the most up to date version. This would be investigated further to ascertain what had happened. It was NOTED that this was most likely an administrative error as the deadlines for these actions had in fact been met. **Action JR**

**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. The number of staff wanting to work from home had caused issues in terms of covering reception and H&S compliance. Bank receptionists had been successfully recruited.
- Covid-19 risk mitigation – there had been 12 cases amongst the students. None of these emanated from the College and none of them had spread amongst the college community. Each case was mitigated and contained.
- 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. Only half of the student population had however signed up to be tested. 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 £500,000.
- 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.

*(see appendix to these minutes for more detail)*

**BOA41220.14****Any other business**

There was none.

**BOA41220.15****Date of next meeting -**

Wednesday 24<sup>th</sup> March 2021 at 10.30am.



## Principal's Update – summary for Board December 2020

### Rise in student applications for 2021/22

- Applications are up by just over 13% from last year and the calibre of those interviewed so far has also improved. We are hopeful for a return to our 100 student starts.

### APPLICANT DATA

Table 1 - Applicants for your institution

	2019	2020	2021	Change 19/21	Change 20/21
Applicants (reports 1 - 12)	73	44	50	-23	6
				-31.51 %	13.64 %

Table 2 - Applicants for all institutions

	2019	2020	2021	Change 19/21	Change 20/21
Applicants (reports 1 - 12)	197,215	188,675	187,761	-9,454	-914
				-4.79 %	-0.48 %

### Withdrawals/interruptions 2020/21

#### Overall

Withdrawals			Interruptions			Overall		
19/20	20/21	Change	19/20	20/21	Change	19/20	20/21	Change
5	1	-80%	6	3	-50%	11	4	-63.6%

### Reasons for withdrawal (overall)

	19/20	20/21	Change
Academic	0	0	STS
Accommodation	0	0	STS
Financial	0	1	+100%
Health	0	0	STS
Personal	3	0	-100%
Other	2	0	-100%

\*both 'others' changed mind on subject

### Reasons for interruption (overall)

	19/20	20/21	Change
Academic	1	0	-100%
Accommodation	0	0	STS
Financial	0	1	+100%
Health	4	3	-25%
Personal	1	0	-100%
Other	0	0	STS

### International students

- We are compiling the documents and requested information for the application for the Student Sponsor license and expect to submit it in January.

### HESA return

- The annual Student Alternative Return has been completed and signed off by HESA.

### OfS

- The OfS has launched a consultation on the quality conditions of registration. It indicates a move towards a more risk-based approach to intervention and regulation, using data to highlight areas of concern. It is likely that absolute benchmarks for continuation, achievement and progression will be set. A focus on access and participation will also be prioritised.
- There is also a consultation on the NSS (assumption that it is driving grade inflation) and one on TEF expected early next year.

### Staffing

- We successfully appointed to the Facilities Manager post in November. Alex Fereday will be joining the team on 9 December.
- Kate Emmerson, Placement Officer, will be retiring on 21 December. We are currently advertising for a replacement with interviews being held on 3 December.



- In order to support the Placement Team with the increasing amount of work due to COVID, we have appointed Carmen Goodhand as a part time Placement Administrator on a fixed term basis until the end of July.
- We continue to see a small increase in the number of sick days amongst the staff. This is to be expected under the current circumstances and contingency plans are in place to accommodate staff absences. Fortunately, there have been no COVID cases amongst the staff to date.

### **Health & Safety**

- The visual H&S inspection took place on 19 November. It was a very successful inspection with only very minor recommendations made.

### ***Covid-19 risk mitigation***

- The COVID-19 risk assessment is reviewed on a monthly basis
- The updated Risk Mitigation document for all stakeholders has been reviewed and updated in line with government guidelines. This is available on the website under the Coronavirus page.

### ***University Asymptomatic Testing***

- The College is participating in the national University Asymptomatic Testing effort. We converted the nursery space into a testing site in just under 2 weeks and testing started on 30 November. The site will be open every day, including weekends, until 11 December. We had over 100 students engage with the programme which is very good considering it is voluntary.

### **Compliance**

- There have been no Prevent-related concerns raised since the last Board meeting
- The Prevent annual data return was submitted ahead of the deadline of 1 December. This year the return focused on how universities continued to have due regard for the Prevent duty during the pandemic and the first lockdown. The submission has been included as a paper for this meeting.

### **Training & Consultancy and Agency & Alumni**

- Launched enhanced service for clients – 2 clients so far.
- Shortlisted for Norland Nanny of the Year and the results will be announced shortly.
- Closed the annual Norlander Perception Survey (126 participants); results to follow.
- As of 30/11/2020 the agency is on £230,135.12 for the year towards our £500,000 target
- Talks commenced with DIT re international outreach
- Babysitting App for Norlanders being launched in London – will eventually be for students too

### **Marketing and media activity**

- The October virtual open event recorded 184 bookings and 106 attendees. Total bookings for the May and October 2020 virtual open events were 410 (13% increase on bookings for the three open days held in 2019) and 256 attendees (4% increase on 2019 attendance).
- Informal Q&A sessions featuring a lecturer and students are being offered throughout the cycle to provide further insight to the Norland course and experience: Norland Unwrapped.

- Norland's first careers adviser event was held on 23 November 2020, attended by representatives from 13 schools plus seven pupils.
- Discussions with six documentary film makers, five UK and one US/Netflix, following the Guardian photo essay publication in October.

#### **Brand and reputation management**

- EU trademark registration successfully completed for both the word Norland and logo on 5 November 2020 (effective for 10 years from filing date 15 April 2020).
- China trademark registration for the word Norland in class 45 (nanny services) successfully completed on 4 November 2020 (effective 10 years from registration date 28 July 2020). Other trademark applications in China are in progress.

#### **Financial Activity**

- Monthly cumulative spend reports reviewed and released, monthly debt reporting continues. Two full student loan claims successfully received - total value over £700k. Sage system successfully rolled over from 19/20 to 20/21.

#### **Reporting**

- Risk Registers, Enhancement Plan and Cashflows brought up to date. 20/21 Out Turn updated, with scenario planning and KPI analysis completed. External audit completed, draft College accounts available. Norland Benevolent Fund year end accounts prepared and undergoing Independent Examination. First draft of Norland Foundation statutory accounts completed. OfS Interim Return completed. Work commenced on full OfS Annual Return