



**Minutes of the Board of Directors Meeting
of Norland College Limited
held on Friday 3 December 2021, 10.30 – 13.00
(remotely via Microsoft Teams)**

Present: Martin Clarke, Chair
Rosemary Heald, Vice Chair
Mike Bray, Director
Julie Davies, Director
Kate Dicker, Director
Roberta Edwards, Director
Christopher Jerram, Director
David Timms, Director
Kriss Turner, Director
Tracey Worth, Director
Janet Rose, Principal

In attendance:

Elizabeth Harvey, Staff member
Mandy Edmond, Vice Principal, Head of Quality & Standards & Registrar
Alex Read, Vice Principal, Finance and Capital Projects & Chief Financial Officer
Julia Gaskell, Head of Consultancy and Training. Acting Head of Agency and Alumni
Nancy Tier, Student Representative

BOA031221.1

Welcome and Apologies

The Chair welcomed everyone to the meeting.

No apologies were noted.

BOA031221.2

Chairman's Communications

The Chair has met with YW and will recommend to the Nominations and Governance Committee that she is appointed to the Board of Directors. David Timms and Roberta Edwards are due to meet with another potential new Director on 11 December. The Chair asked the Board to be mindful about inflation and strike action at other universities, and to consider the effect this could have on Norland.

BOA031221.3

New declarations of interest

There were no new declarations of interest.

BOA031221.4

Minutes of previous meeting

It was noted that Kate Dicker was in attendance on Teams so should be added to those 'present'.

The minutes of the previous meeting were APPROVED subject to the above amendment.

ACTION – EB to add Kate Dicker to the 'present' list and attach the Chair's digital signature.

BOA031221.5

Action Status Report

This was reviewed and it was NOTED that the Widening Participation report is being carried forward. All other actions had been completed.

BOA031221.6

Going Concern Review

[REDACTED: Confidential and sensitive information] These forecasts have been stress tested to show that even under the worst case operating scenarios Norland would remain a Going Concern. In addition, Norland benefits from the support of the Norland Foundation.

It was noted that the Finance Committee supported the paper and acknowledged that the auditors only need proof of Going Concern status for the next 12 months although this paper comfortably demonstrates that Norland will be a Going Concern until at least July 2023.

It was also noted that Alex Read has been asked to investigate the best use of any surplus cash (above the minimum Gift Aid requirements).

The board agreed Norland is a Going Concern, and the Going Concern Review was APPROVED.

BOA031221.7

Statutory Financial Statements YE21

The Chair requested that all Directors read the 'Directors' Responsibilities Statement' to understand their responsibilities in approving the financial statements.

It was acknowledged that the auditors (RSM) stretch the Finance Team and this is considered to be a positive challenge. It was noted that RSM have a good understanding of Norland and remain genuinely independent, ensuring a robust audit.

[REDACTED: Confidential and sensitive information]

The Chair thanked the Finance Team for their impeccable work noting no serious errors at all and that the financial statements were completed in record time.

Mike Bray confirmed that the Finance Committee recommended these statements to the Board for approval.

The statements were APPROVED by the Board, for signature by the Chair.

ACTION – AR to append MC electronic signature as appropriate.

BOA031221.8

Letter of Representation YE21

Alex Read highlighted several key points in this document [REDACTED: Confidential and sensitive information]

The Letter of Representation YE21 was APPROVED.

ACTION – AR to append MC electronic signature.

BOA031221.9

Audit Findings Report YE21

[REDACTED: Confidential and sensitive information]

The Audit Findings Report was APPROVED.

BOA031221.10

OfS Annual Return Workbook and Commentary

Alex Read highlighted the key assumptions page and explained that this paper is based on Norland recruiting 100 new students each year for the life of the forecast, including 6 international students (as part of the 100) from 2022/23.

It was noted that both the Audit and Finance Committee had considered this paper and were content to recommend it to the Board.

It was noted that HEFC Wales permit Norland to submit the same report, to gain access to its student loan financing.

The OfS 2021 Annual Return Workbook and Commentary were APPROVED.

BOA031221.11

[REDACTED: Confidential and sensitive information]

BOA031221.12

Board Terms of Reference – Reportable Events Clause

The Reportable Events Clause was APPROVED for addition to the Board Terms of Reference

ACTION – EB to add this clause and update files and website as necessary.

BOA031221.13

Managing Contractors Policy

The Principal noted that ‘passed by’ should be changed to ‘approved by’ in the policy.

ACTION – ST to amend the policy as discussed.

BOA031221.14

New Strategic Plan – Preliminary Ideas

The Principal highlighted that the proposal is that this is a three year plan, with more specific aims that relate more directly to KPIs. The Principal noted that this is a 'direction of travel' and not a fait accompli.

It was suggested that clearer reference could be made to the SWOT analysis behind these ideas.

It was noted that there will be a further update prior to the Board of Directors Away Day in the spring.

ACTION – JR to present final draft along with the underlying SWOT analysis that has informed the draft plan.

BOA031221.15 *[REDACTED: Confidential and sensitive information]*

BOA031221.16 ***Principal's Update***

The Principal highlighted several things from her verbal report, *[REDACTED: Confidential and sensitive information]* the Norland Bake Off was held recently and was a great success, and the Coat of Arms is ready and will be unveiled at graduation in January.

BOA031221.17 ***Report from the Finance Committee***

Mike Bray presented a verbal report from the Finance Committee meeting held on 24 November, noting that Janet Rose has been asked to look at more ways of fundraising and that everything else had been covered on the agenda for this Board meeting.

BOA031221.18 ***Report from Audit Committee***

Tracey Worth presented a verbal report from the Audit Committee meeting held on 24 November, noting that the Audit Committee had asked for Risk 66 to be merged into Risk 10 on the Risk Register and that all committees should confirm in each of their next meetings that they accept and understand their risk register responsibilities. If committees are unsure about anything they should report this back to the Board. It was also noted that the Audit Committee had agreed to reappoint RSM as Auditors and that all Directors are required to complete Norland's Prevent training as an online course and should contact Emma Blythe for more information about this.

BOA031221.19 ***Report from Nominations and Governance Committee***

Martin Clarke noted that Jacqui Brasted has been engaged to carry out an External Board Effectiveness Review next summer and noted that YW will be a valuable appointment to the Norland Board of Directors. CUC code mapping will be brought to the March Board and will cross reference with the IHE Code. It was also agreed to reduce LL's notice period.

ACTION – EB and JR to bring CUC / IHE code mapping to March 2022 Board meeting

BOA031221.20 ***Report from Enterprise Committee***

Rosemary Heald reported that this was a good meeting [REDACTED: Confidential and sensitive information]. The graduate intern project into student demographics was considered very good evidence to inform strategy.

BOA031221.21 **Report from Student Rep re. Student Experience**
[REDACTED: Confidential and sensitive information]

The Chair thanked Nancy Tier for her report and noted that, in future meetings, it would be beneficial to hear about the Student Experience in general.

BOA031221.22 **Director Attendance**

The attendance record for the last 12 months was reviewed. The Chair acknowledged that illness was the main cause preventing attendance and that one director, who was unable to make many meetings, has since resigned due to other commitments. In all other respects the attendance record was very satisfactory.

This was NOTED.

BOA031221.23 **Board Effectiveness Review Survey Summary**

The summary document was reviewed. Broadly, the survey showed that the Board was functioning well although there were some difficulties interpreting one or two responses that were 'neither agree nor disagree'. Some action points have already been put in place, for example having a report on Student Experience at each Board meeting by the Student representative.

Rosemary Heald encouraged everyone to attend an Academic Board meeting at least once a year to see the process. It was AGREED to include attendance at the Academic Board in the record of Director attendance.

It was AGREED that the current Internal Effectiveness Review is satisfactory and is complete. The upcoming External Review in the Summer may give further insight.

ACTION – EB to record Director attendance at Academic Board.

BOA03122.24 **KPI Dashboard**

The Principal noted that Norland is currently finishing the existing strategic plan and there are only a few outstanding items.

BOA031221.25 **Any Other Business**

Board of Directors Away Day will be in the Spring and is likely to be at Norland's Oldfield Park site.

ACTION – EB to email potential dates to the Directors

Graduation – all Directors are invited to attend either one or both dates of graduation in January.

ACTION – EB to email all Directors a reminder to respond as to which day(s) they will attend.

The removal of Jane Millington (a leaver) from the Norland College bank mandates was APPROVED.

ACTION – AR to remove Jane Millington from the Norland College bank mandates.

BOA031221.26

Date of Next Meeting

Wednesday 23 March 2022 at 10.30 – 13.00