

| <u>NORTHERN SCHOOL OF CONTEMPORARY DANCE</u> | | |
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| <u>BOARD OF GOVERNORS</u> | | |
| Minutes of the meeting of the Board of Governors held on 27 October 2020 via Zoom. | | |
| Present: | Brian Brodie (Chair), Sharon Watson (Principal), Pam Bone, Kayleigh Brooks, Kate Buckham, Tamsin Cooper, Tina Gill, Vinny Leach, Sarah McCann, Ben Mitchell, Peter Moizer, Phil Sanger, Peri Thomas, Sara Wookey | |
| In attendance: | Director of Finance and Resources, Vice-Principal and Director of Studies, Clerk to the Governors, and Keith Bartlett (Advance HE) | |
| Apologies: | Gary Clarke | |
| | | Action |
| | <u>DECLARATIONS OF INTEREST</u> | |
| B20/01 | The Director of Finance and Resources declared an interest in relation to her role as a Trustee of the West Yorkshire Pension Fund. | |
| | <u>MINUTES OF THE LAST MEETING</u> | |
| B20/02 | The minutes of the meeting held on 14 July 2020, including the confidential minutes, were reviewed and approved as an accurate record. | |
| | <u>MATTERS ARISING ON THE MINUTES</u> | |
| B20/03 | The action log was received and the contents noted. | |
| | <u>GOVERNANCE MATTERS</u> | |
| B20/05 | The Board had received a paper containing a number of recommendations in relation to governance which was presented by the Clerk to Governors. | |
| B20/06 | <p>RESOLVED:</p> <ul style="list-style-type: none"> i. That the updated terms of reference for the Nominations and Governance Committee, be approved, as circulated. ii. That amendments to the Governance Committee Structure be made such that the remit of the Finance Committee be expanded to include estates and resource matters, and the Remuneration Committee remit be expanded to include oversight of Staffing and HR. iii. That the membership of the Audit Committee, as set out in its terms of reference, be amended to require between 3 and 5 members. iv. That the Annual Remuneration report 2019/20 be received and noted. v. That the appointment of Sharon Watson as Accountable Officer, in her capacity as Chief Executive and Principal, be ratified. vi. That the CUC HE Code of Governance (2020) be adopted. vii. That a pay award of 1% for all staff be approved, backdated to 1 September 2020, on the recommendation of the Remuneration Committee. viii. That Peter Moizer be appointed to membership of the Remuneration Committee. | |

| <u>PRINCIPAL'S REPORT</u> | | |
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| B20/07 | <p>The Board considered the Principal's Report which included:</p> <ul style="list-style-type: none"> • An update on Covid-19 • NPO update • Artist development programmes • Networks and initiatives • Property update • CDD update • Staffing update • Learning & Participation Update • Centre for Advanced Training • Projects update • Marketing <p>Governors commented that it would be useful to have visibility of the trend in social media reach over the last 12 months, in order to provide some context to the growth. The Principal agreed to request that information for inclusion at the next meeting.</p> <p>A Governor raised a query about the wellbeing of staff given the long working hours and difficult circumstances of Covid, and the Principal reported that time was being identified for staff to take time off in lieu to show appreciation for all their additional work. A further question was asked about the Open Day and it was reported that there had been very positive feedback, and attendees had been surveyed at the end to measure the success of the day. As not all attendees could be on camera, it wasn't possible to know exactly how many had attended.</p> | |
| B20/08 | RESOLVED: That the Principal's report be noted and additional information on trends in social media reach be included in the next Principal's report. | Principal |
| <u>VICE-PRINCIPAL'S ACADEMIC REPORT</u> | | |
| B20/09 | <p>The Vice-Principal presented his Academic Report which included:</p> <ul style="list-style-type: none"> • The Annual Programme Monitoring Report (APMR) • Report on the Student Experience Survey and NSS analysis • An update on the OfS registration • COVID-19 updates • Student achievement (Results) • Admissions • Student Union • Academic Dashboard • Course developments <p>It was noted that Advance HE briefing papers on academic governance and quality, and the OfS regulatory framework had been circulated to all Governors separately by the Clerk.</p> <p>A Governor asked how results compared to the previous year and the Vice-Principal and Director of Studies reported that they were similar in relation to success rates.</p> <p>Following the appointment of a Student Union President, the Vice-Principal and Director of Studies reported that her appointment would allow the School to close the feedback loops in relation to how it had acted upon feedback. A question was asked about when the Board would receive an update on actions in this area and the Vice-Principal and Director of Studies confirmed that there would be a report to the Board meeting in February.</p> | |

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| | <p>Governors noted that all teaching had moved online between March and July and it was confirmed by the Student Governor that it had worked well with good support from Student Services. In response to a question about possible improvements to the process, she reported that attendance had dwindled towards the end of the year.</p> <p>In relation to OfS registration, the Vice-Principal and Director of Studies reported that discussions were continuing with the OfS about whether the School would be classed as an existing or new member, with the latter meaning some aspects of the registration process would be more onerous. Ben Mitchell updated the Board on the most recent CDD meeting with the OfS where exit and transition plans for CDD and its member schools were discussed, and CDD anticipated that the same process would apply to all member schools. A stress test in terms of financial viability was expected and the School was likely to be in a better position than many. It was noted that an additional meeting of the Finance Committee was taking place in November to consider the 5-year financial plan which all Schools were required to prepare.</p> <p>Members agreed that it was a good report although it would be useful to explore other ways to share the appendices and accompanying reports to reduce the length of Board packs.</p> | |
| B20/10 | RESOLVED: That the Vice-Principal's Academic Report be noted and a report on actions following the appointment of the Student Union President be presented to the Board in February 2021. | Vice-Principal & Director of Studies |
| | ACCOUNTABILITY | |
| | Annual Accountability Statement 2019-20 | |
| B20/11 | The Board considered the Annual Accountability statement for 2019/20 which was required by the OfS, and submitted on the School's behalf by CDD. It was noted that the responsibilities checklist had been presented to both the Finance and Audit Committees for assurance. | |
| B20/12 | RESOLVED: That the Accountability Statement 2019-20 be approved for signature. | |
| | Audit Committee report to the Board 2019-20 | |
| B20/13 | <p>The Board considered the Annual Audit Committee Report to the Board for 2019/20 and noted that the purpose of the report was to provide the Board with the committee's assurance that reliance could be placed on the School's internal control systems and the work undertaken to promote economy, efficiency and effectiveness.</p> <p>It was reported that the Audit Committee was satisfied with the audit work undertaken during the year, both by the internal and external auditors, and that the auditors had been complimentary about the work undertaken in School and its financial management. It was noted that the auditors had given early notice of a likely increase in fees which would be considered by the Audit Committee before the following year's audit. A query was raised about whether any increase in fees had been provided for in the budget and the Director of Finance and Resources confirmed that it had not but that it was anticipated that an alternative auditor could be appointed at a similar fee.</p> | |
| B20/14 | RESOLVED: That the Audit Committee report to the Board 2019-20 be noted. | |
| | FINANCIAL MATTERS | |
| | Financial Statements 2019-20 | |
| B20/15 | <p>The following statutory year end items were considered by the Board:</p> <ul style="list-style-type: none"> • Financial statements for the year ended 31 July 2020. • Audit Highlights Memorandum and Management Letter. • Management Letter of Representation. | |

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| | <p>The Annual Accounts showed a continuing healthy operating position for the School, with an operational surplus for the year of £331K compared with £154K in the previous year and a closing reserves balance of £1,863K compared with £2,509K the previous year. The reduction in the overall level of reserves was due to a large increase in the pension fund liability of £977K primarily due to the impact of Covid19 on investment returns, and this was a non cash adjustment which did not impact on the day to day operation of the School. Governors recognised that there was a good underlying operating performance and that, despite the pension liability, the School still had a positive cash position.</p> <p>It was reported that there remained an outstanding issue with regard to the West Yorkshire Pension Fund (WYPF) valuation prepared by retained actuaries Aon. An updated pension valuation was taking place due to a correction required to the contributions information supplied to them by the WYPF. This was not expected to result in any changes to the accounts, however in view of the material nature of the annual pension fund adjustment, further verification work was required. Should there be a change to the accounts, then further work would be needed by the School and KPMG before the accounts could be signed.</p> <p>It was noted that the Auditors had issued an unqualified Audit Report, and they had highlighted three minor issues, with associated recommendations in their Audit Highlights Memorandum and Management Letter, all of which the School had accepted.</p> | |
| B20/16 | <p>RESOLVED:</p> <ul style="list-style-type: none"> i. That the Financial Statements for 2019-20 be approved for signature by the Chair of the Board of Governors subject to finalising the outstanding note with the auditors, and the subsequent approval of the Chair of the Audit Committee. ii. That the Letter of Representation be approved for signing by the Chair on behalf of the Board of Governors iii. That the Audit Highlights Memorandum and Management Letter be noted. | |
| | <p><u>Budget update 2020-21 and Going Concern</u></p> | |
| B20/17 | <p>The Board received an update on the budget 2020-21 which had been considered at the Finance Committee meeting on 6 October 2020. Following that meeting, the one-off costs had been reviewed, and the expenditure associated with the Feasibility Study distributed over a two-year period following reassessment of the likelihood of expenditure given the Covid-19 situation.</p> <p>The Director of Finance and Resources highlighted the changes in the budget since its consideration by the Board in July 2020 and it was noted that the final budget showed an operating surplus of £130K, which exceeded the target of £100k, but after the deduction of one-off costs of £325k, there was an overall deficit for the year of £195k.</p> <p>Members noted the Going Concern review paper and 2-year cashflow forecast that that had also been circulated and the Board confirmed that it believed the School to be a Going Concern.</p> | |
| B20/18 | <p>RESOLVED:</p> <ul style="list-style-type: none"> i. That the updated budget 2020-21 be approved ii. That the Board agree that the School remains a Going Concern. | |

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| | <u>SAFEGUARDING POLICY</u> | |
| B20/19 | The updated Safeguarding Policy had been circulated and it was noted that it had been reviewed by both the Safeguarding Governor and the Safeguarding Committee. | |
| B20/20 | RESOLVED: That the Safeguarding Policy be approved subject to updating the Principal's name. | |
| | <u>PREVENT STRATEGY</u> | |
| B20/21 | The updated Prevent Strategy had been circulated which had been reviewed by both the Safeguarding Governor and the Safeguarding Committee. | |
| B20/22 | RESOLVED: That the Prevent Strategy be approved as circulated. | |
| | <u>STRATEGIC RISKS</u> | |
| B20/23 | It was noted that the strategic risks had not been updated since the previous Board meeting but it was recognised that all were covered within the papers circulated to the Board. | |
| B20/24 | RESOLVED: That the Strategic risks be noted | |
| | <u>MANAGEMENT ACCOUNTS – QUARTER ENDED 31 JULY 2020</u> | |
| B20/25 | The Board received a copy of the management accounts to 31 July 2020 that had previously been scrutinised at the Finance Committee | |
| B20/26 | RESOLVED: That the management accounts to 31 July 2020 be noted | |
| | <u>COMPLIANCE</u> | |
| B20/27 | The Board received copies of the Health and Safety Annual Monitoring Report 2019/20 and the Safeguarding and Prevent Annual report 2019/20 and noted the contents. | |
| B20/28 | RESOLVED: i. That the Health and Safety Annual Monitoring Report 2019-20 be noted ii. That the Safeguarding and Prevent Annual Report 2019-20 be noted. | |
| | <u>MINUTES</u> | |
| B20/29 | The Board received and noted the following Committee minutes: i. Finance Committee – 18 May and 30 June 2020 ii. Academic Board – 6 May 2020 iii. Nominations and Governance Committee – 3 July 2020 | |
| B20/30 | <u>DATE OF NEXT MEETING</u> It was noted that an additional meeting would be held on 15 December 2020 at 6pm for consideration of the OfS application. The next scheduled meeting would be held on 9 February 2021 at 6pm. | |
| | The meeting closed at 7.35pm | |
| Signed | | |
| Date | | |